

PRSA TAMPA BAY BYLAWS

ARTICLE I – GENERAL

Section 1: Name of Organization

The name of this non-profit professional organization shall be the Public Relations Society of America (PRSA) Tampa Bay Chapter.

Section 2: Location of Office

The principal administrative office of the organization shall be located in Florida's Tampa Bay region.

Section 3: Objectives

The objectives of PRSA Tampa Bay shall conform to the objectives stated in the bylaws of PRSA.

The focus of the Chapter will be:

- To demonstrate high professional standards and to assist members in maintaining those standards
- To unite the profession
- To promote the profession of public relations and its contributions to organizations as well as the public good

PRSA Tampa Bay will help advance the careers of its members by providing:

- Lifelong learning
- Leadership development opportunities
- A vibrant, diverse, and welcoming local professional community
- Recognition of capabilities and accomplishments
- Thought leadership, ethics, and professional excellence

Section 4: Non-discrimination

The Chapter subscribes to a policy of non-discrimination on the basis of race, gender, creed, religion, disability, age, color, national origin, or sexual or affectional preference.

Section 5: Charter

The Chapter, its board of directors, and agents shall conform with and maintain its charter and all Chapter affiliation requirements imposed by PRSA.

6. Assets of Chapter and Dissolution

No member of the Chapter has any interest in or right or title to the Chapter's assets. Should the Chapter liquidate, dissolve, or terminate in any way, all assets

remaining after paying the Chapter's debts and obligations shall be transferred to PRSA; in the event PRSA ceases to exist, all assets remaining shall be transferred to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes and exempt under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), as the Chapter board shall determine. In no event may any assets inure to the benefit of or be distributed to any member, director, officer, or employee of the Chapter.

ARTICLE II – MEMBERSHIP

Section 1: Membership Eligibility

To be eligible for membership in the Chapter, a person must be a member in good standing of PRSA. Any such member, regardless of location, is eligible for Chapter membership.

Section 2: Admission to Membership

Admission to membership in PRSA shall be governed by the pertinent provisions of the PRSA Bylaws. Any persons admitted to membership in PRSA shall become a member of the Chapter, if eligible, upon payment of Chapter dues.

Section 3: Termination of Membership

Any member who for any reason ceases to be a member of PRSA or is dropped from PRSA's roll for nonpayment of dues shall cease to be a member of the Chapter and shall be dropped from the Chapter roll.

Section 4: Rights and Privileges of Membership

The rights and privileges of general Chapter membership shall include, but not be limited to: holding a Chapter leadership position including service as an officer or board member, voting during the Chapter's annual elections, and receiving access to the Chapter's online membership directory.

ARTICLE III – DUES

Section 1: Amount

The amount of Chapter dues shall be fixed annually by the Chapter's board of directors and shall be payable on the member's renewal date.

Section 2: Non-payment of Dues and Fees

Any member whose Chapter dues or other Chapter-related fees are unpaid for a designated period of time in accordance with PRSA's policy shall not be in good standing and shall not be entitled to vote, hold office, or enjoy other privileges of Chapter membership provided such member shall have been duly notified. Such members will be dropped from the Chapter roll.

Section 3: Fiscal Year

The Chapter's fiscal year shall coincide with that of PRSA.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: Composition of the Board

The governing body of the Chapter shall be a board of directors consisting of:

- President
- President-Elect
- Secretary
- Treasurer
- Immediate Past-President
- Assembly Delegate(s) in a number as provided for by PRSA bylaws based on Chapter membership
- A minimum of three (3) directors

Section 2: Authority of the Board

The board of directors shall supervise, control, and direct the affairs of the Chapter; shall determine its policies or changes therein within the limits of these bylaws; shall actively pursue its objectives; and shall have discretion in the disbursement of its funds. It may adopt policies and procedures to conduct its business and may appoint such agents or employees as it may consider necessary.

The president will assign oversight of one or more committees to each board member.

Section 3: Eligibility

All Chapter members in good standing are eligible to serve on the board in any role except assembly delegate; at least two of the three delegates must be accredited and non-accredited members must have served a minimum of one (1) year as a board member.

Section 4: Vacancies

In the event of death, resignation, removal, or expulsion of any Chapter officer, director, or assembly delegate, the board of directors shall elect a successor who shall take office and immediately serve until the next annual election.

Section 5: Removal and Replacement

Any director who misses more than three (3) consecutive board meetings without an excuse acceptable to the board of directors may be given notice of dismissal by the Chapter president and replaced in accordance with Section 4 above.

Section 6: Board Meetings

There shall be at least six (6) meetings each year of the Chapter's board of directors at such times and places as it may determine. Notice of each board meeting shall be given to each board member at least seven (7) days in advance.

The board shall also meet at the call of the president or upon call of any three (3) board members.

Robert's Rules of Order shall be used for parliamentary procedure at all board meetings.

Board voting by email or other electronic means shall be permitted if a record of the vote is kept and added to the minutes of the next regularly scheduled board meeting.

Section 7: Quorum

A simple majority of the board of directors shall constitute a quorum for all meetings of the board.

Section 8: Compensation and Reimbursement

No elected member of the board of directors shall be entitled to any salary or other time compensation. The board of directors may reimburse elected officers, assembly delegates or their alternates, directors, or members working on behalf of the Chapter for any expense incurred in connection with the performance of Chapter-related duties. Items not pre-approved are required to be submitted to the full board of directors for approval.

Section 9: Conflict-of-Interest Policy

The board shall adopt a conflict-of-interest policy and annual disclosure process that applies to all officers and directors of the Chapter.

ARTICLE V – OFFICERS

Section 1: Chapter Officers

The officers of the Chapter shall be a president, a president-elect, a secretary, and a treasurer. The officers shall be elected by the Chapter membership for a term of one (1) year, and until their successors are elected and take office. A maximum of two (2) consecutive terms

in the same office will be allowed. Members may not hold a chapter officer and board seat simultaneously.

Section 2: President

The president shall preside at all meetings of the Chapter and its board of directors. The president shall appoint all committee chairs with the approval of the board and shall be an ex-officio member of all committees. The president shall perform all other duties incident to the office, including serving on the Sunshine District board of directors.

Section 3: President-Elect

The president-elect shall, in the absence or disability of the president, exercise the powers and perform the duties of the president.

Election as president-elect requires that the member must have served at least one (1) year in another position on the board of directors. He/She shall also serve as the chapter's parliamentarian, assist the president, and perform such other duties as assigned by the board of directors.

In the event a president-elect dies, resigns, or otherwise leaves Chapter membership during his/her term, the following procedure will be followed: If this event occurs before the Chapter's annual elections, the standing nominating committee will additionally submit nominees of the office of president for election. If this event occurs after the Chapter's annual elections but before January 1, the president-elect for the following year will instead serve as chapter president; an alternate president-elect will be named by the board of directors with input from the standing nominating committee.

Section 4: Secretary

The secretary shall keep records of all meetings of the board of directors, maintain the Chapter's archives, handle assigned board correspondence and maintain board correspondence files, and perform all other duties customarily pertaining to the office.

Section 5: Treasurer

The treasurer shall receive and deposit all Chapter funds in the name of the Chapter in a federally-insured financial institution. He/She shall issue receipts and make authorized disbursements after proper board approval in accordance with Chapter fiscal policies, prepare the Chapter's budget, make regular financial and investment reports to the board, render an annual financial statement to Chapter members through the Chapter website or another medium, and perform all other duties pertaining to the office.

Section 6: Immediate Past-President

The immediate past-president will chair the nominating committee. The other duties of the immediate past-president are assigned by the president with the approval of the board of directors. This position will not carry voting privileges.

ARTICLE VI – ASSEMBLY DELEGATE(S)

Assembly delegates will represent the Chapter with the guidance of the board. In the absence of such guidance or by compelling circumstance, delegates shall represent the Chapter at their own discretion.

At least two of the three assembly delegates must be accredited and serve as the Chapter's representatives at the meeting of the PRSA Leadership Assembly, and shall be elected by the Chapter membership for a two (2) year term in accordance with the provisions of PRSA's bylaws.

To be eligible for service as an assembly delegate, a member must have served a minimum of one (1) year as a board member. No Chapter delegate having served a full two (2) year term may be elected to a succeeding full term.

ARTICLE VII – DIRECTORS

Directors shall be elected each year by the Chapter membership during the Chapter's annual elections to fill vacancies. Elected directors shall serve a two (2) year term, beginning January 1, following their election.

ARTICLE VIII – NOMINATING COMMITTEE AND ELECTIONS

Section 1: Nominating Committee

The president shall appoint a nominating committee of at least three Chapter members, including the president-elect and immediate past-president.

No member of the nominating committee shall be a candidate for office, with the exception of the president-elect.

Appointments to the nominating committee must be made by the first board meeting after September 1.

Section 2: Nominations Process

The role of the nominating committee shall be to coordinate and facilitate annual elections. The committee's responsibilities shall include:

- Naming a qualified nominee for each officer, director, and assembly delegate whose term is expiring
- Using all available chapter communication channels, including a Willingness to Serve form, to encourage Chapter members to make recommendations for the committee's consideration
- Ensuring each nominee has been contacted and agrees to serve if elected
- Compiling a slate of nominees for each open position for distribution to members, advising members on the procedures for submitting a ballot
- Conducting a second ballot for any contested positions, in the event of a tie vote
- Reporting election results to Chapter members

Section 3: Elections

Officers, directors, and assembly delegates shall be elected by majority vote of the Chapter's voting members.

At least 10 days prior to the Chapter's annual elections, the list of nominees must be reported to the membership.

ARTICLE IX – COMMITTEES

Section 1: Standing Committees

In addition to the nominating committee, the chapter shall maintain standing committees, including but not limited to, the following:

- Programs
- Membership
- Professional Development
- Accreditation
- Diversity & Inclusion
- Ethics
- PRSSA Relations
- Communications
- Sponsorships
- Website/jobsite

The chairperson of Accreditation, Ethics, and PRSSA Relations must be accredited.

Section 2: Special Committees

Special committees or task forces, including but not limited to diversity, awards, public service, long-range planning, and bylaws, may be established by the president with the approval of the board of directors.

Section 3: Committee Reports

The chairperson of each committee shall report regularly its activities to the Chapter's board of directors. All committee activities shall be subject to approval by the board of directors.

ARTICLE X – CHAPTER MEETINGS

Section 1: Regular Meetings

There shall be at least eight (8) regular Chapter meetings each year, at such times and places as may be designated by the Chapter's programs committee chairperson and accepted by the board of directors.

One of the regular meetings each year will be considered the annual meeting for the purpose of Board and/or officer elections and other official business that shall come before the membership.

Section 2: Special Meetings

Special meetings of the Chapter may be called by the president, board of directors, or on request by 30 percent of the Chapter members.

Section 3: Notice of Meetings

Notice of a regular or special meeting shall be sent to Chapter members at least 10 days in advance.

ARTICLE XI – AMENDMENTS

These bylaws may be amended by a majority of the votes cast of Chapter members in good standing for proposed amendments that have been approved by the board of directors. Notice of amendments must be provided to all Chapter members at least 10 days prior to the amendment voting that will occur.

Amendments adopted in accordance with this provision are effective only after their approval by PRSA's national board of directors.