

**Bylaws
of
Nashville
Chapter of the
PUBLIC RELATIONS SOCIETY OF AMERICA, INC.**

ARTICLE I – GENERAL

Section 1. Name. The name of this organization is Public Relations Society of America, Nashville Chapter, hereinafter called the “Chapter.” The Chapter functions as a regional division of the Public Relations Society of America, Inc., hereinafter called the “Society” or “PRSA.”

Section 2. Territory and Location. The Chapter will operate and serve members within the territory approved by the Society, and its principal office will be located in a place determined by the Chapter’s board of directors. The territorial limits approved by the Society for this Chapter are the Middle Tennessee region.

Section 3. Objectives. In accordance with the purposes of the Society as set forth in the Society’s articles of incorporation and bylaws, the objectives of this Chapter shall be to serve a diverse community of professionals, empowering them to excel in effective, ethical and respectful communications on behalf of the organizations they represent and the constituencies they serve, and advance the careers of its members by providing:

- Lifelong learning.
- Vibrant, diverse and welcoming professional communities.
- Recognition of capabilities and accomplishments.
- Thought leadership, ethics and professional excellence.

In accordance with the objectives of the Public Relations Society of America (the Society), the objectives of this Chapter shall be to advance the art and science of public relations in the public interest; to encourage research, discussion and study of the problems and techniques of the public relations profession; to strengthen and maintain the highest standards of service and ethical conduct by all members of the profession; to exchange ideas and experiences and collect and disseminate information that may enhance or improve the professional knowledge, standards, ethics, and standing of the membership; and to promote fraternalism within the profession.

Further, the Chapter, its board, officers, and members shall support and adhere to the bylaws, purposes, code of ethics, and all applicable policies and procedures established by the Society.

Section 4. Restrictions. All policies and activities of the Chapter shall be consistent with:

- Applicable federal, state and local antitrust, trade regulation or other requirements.
- Tax-exemption requirements imposed on the Society under Internal Revenue Code Section 501(c)(6), including the requirements that the Chapter shall not be organized for profit and that no part of its net earnings shall inure to the benefit of any private individual.

ARTICLE II – MEMBERSHIP

Section 1. Membership Eligibility. Membership in the Chapter is limited to individuals in good standing with the Society, who are in compliance with the Society’s bylaws, member code of ethics, and applicable policies and procedures, and who have paid membership dues to the Chapter.

Section 2. Admission to Membership. Admission to membership in the Society shall be governed by the pertinent provisions of the Society’s bylaws and subject to the eligibility requirements set forth above in Section 1. An individual who is a General Member in good standing of the National Society and who does not reside within the Metropolitan Nashville Statistical Area can be a Non-Resident Chapter Member. Associate Members are those members with less than two years of experience in the paid professional practice of public relations or in the teaching of public relations courses in accordance with provisions of the Bylaws of the Society. No individual may remain as an Associate member for more than two years. Election to Membership. Election to membership in the Society shall be governed by the pertinent provisions of the Bylaws of the Society. Any person elected to membership in the Society shall become a Member of the Chapter, upon payment of Chapter dues. No person can be a member of the Chapter without being elected to membership in the Society.

Section 3. Rights and Privileges of Membership. Membership carries with it a definitive obligation to pay all applicable dues, fees and other charges (collectively referred to as “financial obligations”), as provided in these bylaws and as determined by the board from time to time. Any payments by a member to the Society does not mitigate such member’s financial obligations to the Chapter. The right to hold a chapter office is limited to Members only. The right to vote and serve on committees is held by every Chapter member. Non-discrimination. The Chapter shall in all deliberations and procedures subscribe to a policy of non-discrimination on the basis of race, creed, religion, disability, sex, age, color, national origin, or sexual or affectional preference.

Section 4. Resignation or Termination of Membership.

- (a) Membership is automatically terminated without action by the board for failure to pay applicable dues for more than three months, failure to meet the eligibility requirements for membership, or when the membership to the Society has been terminated for any reason, including non-payment of dues.
- (b) A member may resign by submitting a written resignation.
- (c) Termination or resignation does not relieve a member from liability for any financial obligations accrued and unpaid as of the date of the termination or resignation.

Section 5. Dues. The amount of Chapter dues shall be fixed annually by the board. Any member whose Chapter dues are unpaid for three months 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 has been duly notified.

Section 6. Membership Meetings.

- (a) There shall be an annual membership meeting each year held at such date, time and place as may be designated by the board.
- (b) In addition to the annual meeting, there shall be regular membership meetings at least four times a year at such times and places as may be designated by the board.
- (c) Special meetings of the Chapter may be called by the president, the board or on written request by 25 percent of the Chapter members.
- (d) Notice of the annual meeting shall be given to each member personally by mail, electronic mail or other mode of written transmittal at least thirty days prior to the meeting. Notice of a regular meeting or special meeting shall be given to each member at least 10 days in advance.
- (e) A quorum for membership voting is a majority of the voting members present in person.

ARTICLE III - OFFICERS AND BOARD OF DIRECTORS

Section 1. Scope. The affairs of the Chapter are managed by its board of directors. It is the board's duty to carry out the objectives and purposes of the Chapter, and to this end, it may exercise all powers of the Chapter. The board is subject to the restrictions and obligations set forth in these bylaws, the Society's bylaws, policies and procedures, and code of ethics.

Section 2. Board Composition. The governing body of the Chapter shall be a board of directors consisting of the president, president-elect, secretary, treasurer, immediate past president, PRSA Leadership Assembly delegate(s) and four directors-at-large. Directors and officers shall be members in good standing with the Chapter and the Society. Directors and officers shall be elected by the Chapter membership at its annual meeting for a term of one year, beginning Jan. 1 and ending when their successors are elected and installed. The board shall set forth the nomination and election procedures and make such procedures available to the membership. The Assembly Delegate(s) serves a three-year term; Directors-at-Large serve a two-year term with two directors elected each year; the Treasurer serves a two-year term; all other offices are one-year terms.

Section 3. Chapter Officers. The officers of the Chapter shall be a president, president-elect, secretary and treasurer. The offices of secretary and treasurer may be combined and held by the same person at the discretion of the board. The officers shall be elected by Chapter membership at its annual meeting for a term of one year, beginning Jan. 1 and ending when their successors are elected and installed. No officer having held an office for two successive terms shall be eligible to succeed himself/herself in the same office.

Section 4. President. The president shall preside at all meetings of the Chapter and of the board. He/she shall appoint all Committee Chairs with the approval of the board and shall be an ex-officio member of all committees except the Nominating Committee, unless otherwise provided by the board. The President shall have the authority to spend up to \$250 annually as needed for chapter business without prior Board approval. The president shall perform

all other duties incident to the office.

Section 5. President-Elect. The president-elect, in the absence or disability of the president, shall exercise the powers and perform the duties of the president. He/she shall assist the president, serve as Membership chair and perform other duties, as shall be prescribed by the board. The president-elect or his/her designee shall serve as a PRSA Leadership Assembly delegate.

Section 6. Secretary. The secretary shall keep records of all meetings of the Chapter and of the board, send copies of such minutes to PRSA Headquarters and to the district chair, issue notices of all meetings, maintain or cause to be maintained the roll of membership, and perform all other duties customarily pertaining to the office.

Section 7. Treasurer. The treasurer shall receive and deposit all Chapter funds in the name of the Chapter, in a bank or trust company selected and approved by the board. He/she shall issue receipts and make authorized disbursements by check after proper approval by the president or board in compliance with approved annual budget. He/she shall prepare the Chapter's budget, make regular financial reports to the board, render an annual financial statement to the Board of Directors, shall file or cause to be filed the Chapter's Federal tax return form 990, shall serve as Chair of the Finance Committee and perform all other duties incident to the office.

Section 8. Leadership Assembly Delegates. The Assembly Delegate must be a Member who is accredited and who serves as the Chapter's representative(s) at meetings of the PRSA Assembly and shall be elected by the Chapter membership for a three-year term in accordance with provisions of the Bylaws of the Society, Article III. In the event that the elected Assembly Delegate cannot attend the Assembly, the Chapter Board can appoint an Alternate Delegate.

Section 9. Vacancies. In the event of death, resignation, removal or expulsion of any officer or director, including the PRSA Leadership Assembly delegate, the board shall elect a successor who shall take office immediately and serve the balance of the unexpired term, or until the next annual election.

Section 10. Removal or Resignation.

- (a) Any officer or director who misses more than three consecutive board meetings without an excuse acceptable to the board may be given written notice of dismissal by the Chapter president and replaced in accordance with Section 9 above.
- (b) Any officer may be removed by: (1) two-thirds of the members voting where a quorum is present, or (2) three-quarters of the full board, excluding the officer proposed to be removed. Any officer proposed to be removed shall be provided with advance written notice, including the reason for the proposed removal, and must have an opportunity to respond to the proposed removal in writing or in person.
- (c) Any director or officer may resign at any time by providing written notice to the board.
- (d) Any removal or resignation of a person as an officer automatically results in that person's removal or resignation from the board.
- (e) Flagrant misconduct

Section 11. Board Meetings. There shall be at least six meetings of the board at such times and places as it may determine. It shall meet at the call of the president or upon call of any three directors. Notice of each meeting of the board shall be given personally by mail, electronic mail or other mode of written transmittal to each director at least seven days prior to the meeting. Proxy voting is prohibited at board meetings. [NOTE, MOST STATES PROHIBIT DIRECTORS FROM USING PROXY VOTING IN THEIR CAPACITY AS DIRECTORS.]

Section 12. Quorum. A majority of the directors in office shall constitute a quorum for all meetings of the board.

Section 13. Compensation and Reimbursement. No director or elected officer of the Chapter shall be entitled to any salary or other compensation, but may be reimbursed for expenses reasonably incurred in connection with the performance of their duties.

Section 14. Nominating Committee. There shall be a Nominating Committee of no fewer than three Members who are accredited and who are appointed by the President with approval of the Board of Directors at least sixty days prior to the Annual Meeting of the Chapter. The Immediate Past President of the Chapter shall be Chair of the Committee. President-elect shall be an ex-officio member of this committee.

Section 15. Nominations. The Nominating Committee shall name a qualified nominee for each Officer and for each Assembly Delegate and Director whose term is expiring. It shall ensure that each nominee has been contacted and agrees to serve if elected. Additional nominations, if any, shall be accepted from Members at the Annual Meeting provided the nominees have been contacted and agreed to serve if elected.

Section 16. Notice to Membership. At least thirty days before the Annual Meeting of the Chapter, all Chapter Members shall be notified of the list of nominees prepared by the Nominating Committee.

Section 17. Elections. Officers, Directors, and Assembly Delegates shall be elected at the Annual Meeting. Election shall be by majority vote of the members in good standing present and voting. Balloting in contested elections shall be by secret ballot.

ARTICLE IV – COMMITTEES

Section 1. Appointment and Dissolution of Committees. The board may appoint and dissolve committees to carry on the affairs of the Chapter as the board deems necessary or advisable. The board shall determine the duties of any such group, as well as its size and tenure. All committees established under this section shall be subject to the authority of the board.

Section 2. Standing Committees. In addition to the

Nominating Committee, there shall be standing Committees on Finance; Program; Membership; Accreditation; Ethics; Young Professionals; Diversity; Public Relations; and Public Service.

Section 3. Special Committees. Special Committees and Task Forces may be established and appointed by the President with approval of the Board of Directors.

Section 4. Committee Reports. The chair of each committee shall report its activities regularly to the board. All committee activities shall be subject to approval by the board.

ARTICLE V - AMENDMENTS

These bylaws may be amended by a majority vote of the members present at any meeting in which a quorum is present, provided such proposed amendment(s) has been approved by the Chapter's board, and at least thirty days' notice has been given to all members of any proposed amendment(s). Amendments adopted in accordance with this provision become effective only after approval by the Society's board.

ARTICLE VI – MISCELLANEOUS

Section 1. Charter. The Chapter, its officers, directors, and agents must conform with and maintain its charter and all Chapter affiliation requirements imposed by the Society.

Section 2. Books and Records. The Chapter must keep books and records of its financial accounts, meeting minutes, and membership list with names and addresses. The Chapter will make its books and records available to the Society at any time.

Section 3. Annual Report to the Society. The Chapter will submit an annual report to the Society each year, as well as any other document or report required by the Society.

Section 4. Conflict-of-Interest Policy. The board will adopt a conflict-of-interest policy and annual disclosure process that applies to all officers and directors of the Chapter.

Section 5. 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 must be transferred from the Chapter's bank account to the Society, as such assets are at all times the property of the Society. In no event may any assets inure to the benefit of or be distributed to any member, director, officer, or employee of the Chapter.

Section 6. Nondiscrimination. In all deliberations and procedures, the Chapter will subscribe to a policy of nondiscrimination on the basis of race, creed, religion, disability, sex, age, color, national origin or sexual or affectional preference.

Section 7. Fiscal Year. The fiscal year of the Chapter will be the calendar year.

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