



**BYLAWS
of
Public Relations Society of America Nashville Chapter
Chapter of the
PUBLIC RELATIONS SOCIETY OF AMERICA, INC.**

Adopted [**DATE OF APPROVAL**]

PREAMBLE

The Public Relations Society of America, Inc. ("PRSA") serves 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. PRSA, the world's leading advocate for public relations and communication professionals, advances the careers of its members by providing:

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

ARTICLE I – GENERAL

Section 1. Name. The name of this organization is Public Relations Society of America Nashville Chapter, also known as PRSA Nashville ("Chapter"), a chapter of PRSA.

Section 2. Territory and Location. The Chapter operates and serves members within the territory approved by PRSA, and its principal office is in a place determined by the Chapter's Board of Directors ("Board"). The territorial limits approved by PRSA for this Chapter are the Middle Tennessee region.

Section 3. Purpose. In accordance with the purposes of PRSA as set forth in PRSA's articles of incorporation and Bylaws, the objective of this Chapter is to serve a diverse community of communications professionals, empowering them to excel in effective, ethical and respectful communications on behalf of the organizations they represent and the constituencies they serve and to help advance the careers of its members.

Further, the Chapter, its Board of Directors, officers and members support and adhere to the Bylaws, Purpose, Code of Ethics and all applicable policies and procedures established by PRSA.

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

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

ARTICLE II - MEMBERSHIP

Section 1. Membership Eligibility. Membership in the Chapter is limited to individuals who are PRSA members, have paid Chapter membership dues and are in compliance with PRSA Bylaws, Code of Ethics and applicable policies and procedures.

Section 2. Admission to Membership. Admission to membership in PRSA is governed by the pertinent provisions of PRSA's Bylaws.

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 PRSA's Bylaws and as determined by the Board. Any payments by a member to PRSA do not mitigate the member's financial obligations to the Chapter.

Section 4. Resignation or Termination of Membership.

- a) Membership is automatically terminated without action by the Board for failure to pay applicable dues, failure to meet the eligibility requirements for membership or when PRSA membership has been terminated for any reason.
- b) A member may resign by written notice of resignation or by non-renewal.
- 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 is fixed annually by the Board and reported to PRSA by October 1. Any member whose Chapter dues are unpaid for one month is not in good standing nor entitled to vote, hold office or enjoy other privileges of Chapter membership, provided such member has been duly notified.

Section 6. Membership Meetings.

- a) An annual membership meeting is held each year at such date, time and place as designated by the Board.
- b) Regular membership meetings, in addition to the annual membership meeting, are held at least six times a year at such dates, times and places designated by the Board and may be conducted electronically.
- c) Special meetings of the Chapter may be called by the President, the Board or on written request by 25% of the Chapter members.
- d) Annual, regular or special meetings of the Chapter may be held in person or electronically.
- e) Notice of the annual meeting must be given to each member in writing at least 30 days in advance. Notice of a regular meeting or special meeting must be given to each member in writing at least 10 days in advance. Notices may be delivered electronically.
- f) The presence in-person or electronically of fifteen percent (15%) of members shall constitute a quorum for any regular or special meetings of the Chapter. Elections are decided by a majority vote of the members voting in the election.
- g) Voting at any membership meeting may be done in person or electronically each member in good standing having a single vote. A majority of the members voting where a quorum is present carries an action. Members may vote without a meeting on elections, or on any matter presented by the Board where a quorum participates.

ARTICLE III - OFFICERS AND BOARD OF DIRECTORS

Section 1. Scope. The affairs of the Chapter are managed by its Board. It is the Board's duty to carry out the goals 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 PRSA Bylaws, Policies and Procedures, and Code of Ethics.

Section 2. Board Composition. The governing body of the Chapter is a Board consisting of the President, President-Elect, Secretary, Treasurer, Immediate Past President, Leadership Assembly Delegate(s) and four Directors-at-Large.

Board members must be members in good standing with the Chapter and PRSA. They are elected by the Chapter membership at an annual meeting for one-year terms, unless otherwise specified, that begin January 1 and continue until their successors are elected and installed. Board members may serve a maximum of two successive terms in the same position on the Board but may again be eligible for election after one year off the Board. The Board sets the dates, times and places of the annual Board nomination and election and informs the membership in writing no less than 30 days prior.

Section 3. Quorum. A simple majority of the Board members constitutes a quorum for all meetings of the Board. Each Board member has only one vote on the Board. No proxy voting is allowed for Board decisions.

Section 4. Chapter Officers. The officers of the Chapter are a President, President-Elect, Secretary, Treasurer and Immediate Past President. The offices of Secretary and Treasurer may be combined and held by the same person at the discretion of the Board.

Section 5. President. The President presides at all meetings of the Chapter and of the Board, appoints all committees with the approval of the Board, and serves as an ex-officio member of all committees, unless otherwise decided by the Board. The President performs all other duties pertaining to the position of President. The President immediately succeeds to the position of Immediate Past President upon expiration of the President's term of office. The President or their designee may serve as a PRSA Leadership Assembly delegate, if necessary.

Section 6. President-Elect. The President-Elect assists the President, performs all duties pertaining to the position of President-Elect and, in the absence or disability of the President, exercises the powers and performs the duties of the President. The President-Elect immediately succeeds to the position of President upon expiration of the President's term of office, and in the event of the death, resignation, removal or incapacity of the President. The President-Elect shall serve as Membership chair and perform other duties, as determined by the Board. The President or their designee may serve as a PRSA Leadership Assembly delegate, if necessary.

Section 7. Immediate Past President. The Immediate Past President succeeds to this position in the year immediately following their term as President. The Immediate Past President chairs the Chapter's Nominating Committee and coordinates and implements the Chapter's annual Board election process.

Section 8. Secretary. The Secretary maintains records of all meetings of the Chapter and of the Board, files them in the Chapter's PRSA DocShare, issues notices of all meetings, maintains the roll of Chapter membership and performs all other duties pertaining to the position of the Secretary.

Section 9. Treasurer. The Treasurer, who serves a two-year term, receives and deposits all Chapter funds in the name of the Chapter, in a bank or trust company selected and approved by the Board. The Treasurer issues receipts and makes authorized disbursements after approval by the President and/or Board. Additionally, the Treasurer prepares the Chapter's budget, makes regular financial reports to the Board, renders an annual financial statement to Chapter membership, ensures the Chapter's annual taxes are filed with the IRS and PRSA and performs all other duties pertaining to the position of the Treasurer. These duties may be performed with the assistance of a bookkeeper or administrator.

Section 10. Leadership Assembly Delegates. The Leadership Assembly delegate(s) serve as the Chapter's representative(s) at annual meetings of the PRSA Leadership Assembly, and as a liaison between PRSA and the Chapter. Delegates serve one-year terms. The total number of delegates per chapter is based on chapter size and determined by PRSA staff. To be eligible to serve as a Leadership Assembly delegate, a member must be Accredited in Public Relations (APR) or be a current or former member of the Board.

Section 11. Vacancies. In the event of death, resignation, removal or expulsion of any Board member, other than the President who is succeeded by the President-Elect, the Board elects a successor who takes office immediately and serves the balance of the unexpired term.

Section 12. Removal or Resignation.

- a) Any Board member 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 terms set forth in these Bylaws.
- b) Any Board member may be removed by: (1) two-thirds of the members in good standing voting where a quorum is present, or (2) three-quarters of the Board, excluding the Board member proposed to be removed. Any Board member proposed to be removed must be provided with advance written notice from the Secretary no less than 14 days beforehand, including the reason for the proposed removal. The Board member proposed to be removed has an opportunity to respond to the proposed removal in writing or in person in accordance with the Policies and Procedures of the Chapter.
- c) Any Board member may resign at any time by providing email or 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.

Section 13. Board Meetings. The Board must hold at least six meetings annually, at such times and places, including electronic, as it may determine. The Board meets at the call of the President or upon call of any three Board members. Notice of each Board meeting is given by email or other mode of written transmittal to each Board member at least seven days prior to the meeting.

Section 14. Voting.

- a) Participation at a meeting of the Board or a committee of the Board is allowed in person or electronically as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the Board or committee, including the ability to propose, object to and vote upon a specific action to be taken by the Board or committee.
- b) Any action by the Board or any committee may be taken without a meeting if all members of the Board or committee consent to the adoption of a resolution authorizing the action. Consent must be written or by email. The resolution and consent by the members of the Board or committee must be filed with the minutes of the Board or committee meeting.
- c) A vote of a majority of the Board members present at the time of the vote, if a quorum is present at such time, is the act of the Board. Board members who are present at a meeting but recused due to a conflict of interest are determined to be present at the time of the vote.

Section 15. Compensation and Reimbursement. No Board member receives any salary or other compensation. Reimbursement for expenses is allowed in accordance with the Chapter's Policies and Procedures.

ARTICLE IV – NOMINATING PROCESS

Section 1. Nominating Committee. The Immediate Past President chairs the Nominating Committee and appoints an ad hoc Nominating Committee of no fewer than three members in good standing and approved by the Board. A minimum of two members of the committee should be APRs and/or past members of the Board.

Section 2. Nominations. The Nominating Committee shall present its slate of nominees to the Board of Directors before submission to the membership. The Nominating Committee must ensure that each nominee is a member in good standing, has been contacted and agrees to serve if elected. Having been duly notified of the proposed candidates, the Board is responsible for confirming compliance with these Bylaws and established procedures.

Additional nominations from the membership, if any, will be accepted provided the nominees are members in good standing, have been contacted and have agreed to serve if elected.

Section 3. Notice to Membership. At least 30 days before the Chapter's annual meeting, a ballot containing the names of Board nominees, disclosed to the Board in advance, must be provided to all Chapter members in good standing. The notice may occur by email.

Section 4. Elections. Board members are elected by a majority vote of Chapter members in good standing. The election may be held at the annual meeting or by an electronic vote of the membership.

ARTICLE V – COMMITTEES

Section 1. Executive Committee. The President, President-Elect, Treasurer, Secretary and the Immediate Past President constitute the Executive Committee of the Board. The Executive Committee may exercise delegated management of the Board and has the right to exercise all of the powers and authority of the Board in the intervals between meetings of the Board, except that neither it nor any committee has the power to:

- a) Amend the bylaws.
- b) Elect, suspend or remove board members or officers.
- c) Approve the annual budget.
- d) Modify actions taken by the Board.
- e) Take any action in conflict with a decision of the Board.

All actions of the Executive Committee shall be reported to the Board at its next meeting. The Board may, by a majority vote, ratify or modify any action taken by the Executive Committee.

Section 2. Appointment and Dissolution of Committees. The Board may appoint and dissolve committees to carry on the affairs of the Chapter. The Board determines the duties of any such group, as well as its size and tenure. All committees established under this section are subject to the authority of the Board. Unless specified otherwise in the Bylaws, the President appoints committee chairs. The President may replace committee chairs and committee members should they no longer be able to serve.

Section 3. Committee Reports. The chair of each committee must coordinate with and report its activities regularly to the Board.

ARTICLE VI – AMENDMENTS

These Bylaws may be amended by a two-thirds majority vote of Chapter members voting by electronic ballot or in person 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 30 days' notice by mail or email has been given to all members of any proposed amendment(s). Amendments adopted in accordance with this provision become effective only after review by the PRSA Governance Committee and approval by the PRSA Board.

ARTICLE VII – MISCELLANEOUS

Section 1. Charter. The Chapter and its Board members must conform with and maintain its charter and all Chapter requirements imposed by PRSA.

Section 2. Books and Records. The Chapter must keep books and records of its financial accounts, meeting minutes and membership list in accordance with its Policies and Procedures. The Chapter must make its books and records available to PRSA at any time upon request.

Section 3. Conflict of Interest Policy. The Board must adopt a conflict of interest policy and annual disclosure process that applies to all Board and committee members of the Chapter and is in accordance with PRSA policies.

Section 4. 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 are transferred to PRSA or, in the event that PRSA ceases to exist, to such organizations operating under Section 501(c)(6) of the Internal Revenue Service as the Board determines. In no event may any assets benefit or be distributed to any member, director, officer or employee of the Chapter.

Section 5. Nondiscrimination. In all deliberations and procedures, the Chapter subscribes to a policy of nondiscrimination on the basis of race, color, ethnicity, religion, physical disabilities, national origin, military status, sexual orientation, gender identification or age or any other characteristic protected by applicable law.

Section 6. Fiscal Year. The fiscal year of the Chapter is the calendar year.

Section 7. Remote Communications. Any person participating in a meeting of the membership, Board, or committee of the Chapter may participate electronically by any means of communication by which all persons participating in the meeting are able to hear one another and otherwise fully participate in the meeting. Such participation constitutes presence in person at the meeting.

Section 8. Parliamentary Procedure. The meetings and proceedings of the Chapter are governed according to Parliamentary Procedure as defined by Robert's Rule of Order, except as otherwise provided.

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