

(Proposed updates are bolded red, highlighted in yellow)

## BYLAWS OF THE OREGON CHAPTER

### Public Relations Society of America, Inc.

#### ARTICLE I: GENERAL

Section 1. Name. The name of this organization is the Oregon Chapter (“Chapter”), a chapter of the Public Relations Society of America, Inc. (“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 state of Oregon, and Clark and Skamania counties in Washington.

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:

- a) Lifelong learning and professional development.
- b) Vibrant, diverse and welcoming professional communities.
- c) Recognition of capabilities and accomplishments.

- d) Thought leadership, ethics and professional excellence.

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:

- a) Applicable federal, state and local antitrust, trade regulation or other requirements.
- b) 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 who are members in good standing of the Society, who ~~are in compliance with~~ **support and adhere to** the Society’s bylaws, member code of ethics and applicable policies and procedures, and who have current 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 **Article II**, Section 1.

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 do not mitigate such 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 for more than **four** **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 renewal and/or** 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.

Any member who for any reason ceases to be a member of the Society shall cease to be a member of the chapter. Any member dropped from the Society's roll for nonpayment of dues shall be dropped immediately from the Chapter roll.

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 those members have been duly notified.

Section 6. Membership Meetings.

- a) There shall be an annual membership meeting each year held no later than Nov. 30 at such a time and place as may be designated by the board.
- b) In addition to the annual meeting, there shall be regular meetings at least four times each 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 21 days prior to the meeting. Notice of a regular meeting or special meeting shall be given to each member at least ten days in advance.
- e) Voting at any membership meeting may be done in person or by proxy, with each voting member having a single vote. A majority of members voting in person or by proxy where a quorum is present carries an action. Members may vote without a meeting in elections, or on any matter presented by the board where a quorum participates and the votes are submitted in writing by postal or other delivery, facsimile, electronic mail or any other electronic means. **Voting will be limited to Chapter members in good standing.**

Section 7. Continuance of Membership. A member who shall leave the field of public relations, public relations teaching or public relations administration may continue membership in the Chapter, so long as he or she remains a member in good standing of the Society.

Section 8. Retirement Status. Any Member of the Chapter who is eligible for retirement status may be recommended for such status by the Chapter's Board of Directors in accordance with provisions of the Bylaws of the Society.

### 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, PRSA Leadership Assembly delegate(s), secretary, treasurer and directors **-at-large**. The immediate past president shall be an ex-officio member of the board. Directors and officers shall be members in good standing with the Chapter and the Society. Directors and officers, except for the president and immediate past president, shall be elected by the Chapter membership at its annual meeting for a term of **at least** 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.

Section 3. Eligibility.

- a) To be eligible as a director **-at-large**, an individual must be a member of the Chapter in good standing and have at least one of the following:
  1. Experience in a leadership role within the Chapter or Society, including but not limited to, service as a member of a Chapter, District or Section board of directors, chair of a national or local committee or task force, **service with another PRSA chapter/communications organization** or service as an Assembly delegate; or
  2. Experience as a public relations **or communications** professional **for five or more years, with increasing levels of responsibility**.
- b) To be eligible as an officer, an individual must be a member of the Chapter in good standing **and must have served on the Chapter's board**. A person currently serving as a director **-at-large** may seek to be elected for an officer position.
- c) To be eligible as a President **President-elect** or Leadership Assembly Delegate, the individual must meet the eligibility criteria required of an officer and must be an Accredited Member (APR). **Accreditation in PR or APR eligible is preferred for President-elect**. The right to hold other positions on the Chapter Board of Directors shall be limited to individuals determined by the Nominating Committee and/or the

President and be members of PRSA  
**Oregon.**

Section 4. Chapter Officers. The officers of the Chapter shall be a president, a president-elect, a secretary and a treasurer, all of whom shall be elected by the Chapter membership at its Annual Meeting for a term of one year beginning January 1 and until their successors are elected and installed. No officer having held an office for two consecutive terms shall be eligible to succeed himself/herself in that same office.

**Section 5. Executive Committee. The Executive Committee shall comprise the President, President-elect, Secretary, Treasurer and Leadership Assembly Delegates. The committee shall meet as needed and may be called by any Executive Committee member.**

Section **5** 6. President. The President or his/her designee shall preside at all meetings of the Chapter and of the board. He/she shall appoint all committees 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 perform all of the duties incident to the office of president. The president shall immediately succeed to the position of past president upon expiration of the president's term of office. **He/she shall be Accredited in PR (APR). The president or his/her designee shall serve as a PRSA Leadership Assembly delegate.**

The President shall be the primary supervisor of paid Chapter manager(s) and support staff. The President also is granted financial-transaction signature authority for the Chapter in the event the Treasurer is unavailable.

Section **7** 6. President-Elect. The president-elect shall assist the president, perform all duties

incident to the office of president-elect, and, in the absence or disability of the president, shall exercise the powers and perform the duties of the president. The president-elect shall immediately succeed to the office 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. **He/she shall either be Accredited in PR (APR) or be APR eligible.** The president-elect or his/her designee shall serve as a PRSA Leadership Assembly delegate.

Section **8** 7. 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 of secretary. **The Secretary shall maintain Chapter paper and electronic records and archives.** The secretary shall be responsible for maintaining Chapter bylaws.

Section **9** 8. Treasurer. The treasurer shall be granted signature authority for Chapter financial transactions. In the event that both the treasurer and president are unavailable, the treasurer may delegate temporary signature authority for a specific transaction to another board member, in consultation with the president. He/she 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 of funds after proper approval by the president or board. He/she shall prepare **and monitor** the Chapter's budget, make regular financial reports to the board, render an annual financial statement to Chapter membership and perform all other duties incident to the office of treasurer.

Section **10 9**. Leadership Assembly Delegates. The Leadership Assembly Delegate(s) shall serve as the Chapter's representative(s) at the meetings of the international PRSA Leadership Assembly, held annually, and as liaison(s) between the Society and the Chapter. The number of delegates is determined by the PRSA national office, based upon membership count. Each delegate shall be among the slate of officers and board members elected annually, and composition may include the chapter's President ~~-elect~~, **past president(s)** and/or additional delegates as elected by the membership. The chapter's delegate(s) shall serve a one-year term beginning Jan. 1, and may succeed himself/herself for two additional terms, if elected. To be eligible to serve as a PRSA Leadership Assembly delegate, a member must be Accredited in Public Relations. **In the event an Assembly Delegate cannot serve his/her role at the National PRSA Leadership Assembly, he/she may provide a proxy vote to a fellow delegate. Alternatively, the President may appoint an Accredited chapter member to serve in the Assembly.**

Section **11 10**. Directors ~~-at-Large~~. The term of office for Directors ~~-at-Large~~ shall be for one year. No ~~at-large Director~~ having held a position for three consecutive terms shall be eligible to succeed himself/herself in that same position.

Section **12 11**. Vacancies. In the event of death, resignation, removal or expulsion of any officer or director, other than the president who shall be succeeded by the president-elect, 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 **13 12**. Removal or Resignation. Any director who misses more than three consecutive board meetings without an excuse acceptable to the president may be given written notice of

dismissal by the Chapter president and may be replaced in accordance with Section 11 above.

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. Any director or officer may resign at any time by providing a minimum of 30 days of written notice to the board.

Any removal or resignation of a person as an officer automatically results in that person's removal or resignation from the board.

- a) Censure or suspension for violation of the Code of Professional Standards of the Society or of the Bylaws of the **Portland Metro Oregon** Chapter. Members of the Chapter Board of Directors who are removed shall be replaced in accordance with Section 12 above.
- b) Failure to renew or cancellation of Chapter or Society membership, or
- c) Failure to carry out the responsibilities of the office.

Section **14 13**. Board Meetings. There shall be at least quarterly 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. The requirement for

advanced meeting notice may be waived by unanimous consent of the Board.

Section **15** ~~14~~. Quorum for Board Meetings. A majority, defined as the smallest whole number greater than half of the number of board members, shall constitute a quorum for all meetings of the board. Positions vacant due to resignation, removal or leave of absence shall not be counted when calculating the majority required for a quorum.

Section **16** ~~15~~. Leave of Absence. The board may approve a request from any director in office for a temporary leave of absence not to exceed 120 days. A vote of the board shall be required to reinstate the member when the leave of absence has ended. A vacancy occurs when an officer or director is not reinstated.

Section **17** ~~16~~. 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 18. Ex Officio(s). The President or President-elect may, at his/her discretion, appoint a Chapter Past President to serve as an Ex Officio to the chapter in an advisory or actionable capacity. The Ex Officio shall be a member in good standing, but shall not have a voting position on the Chapter's Board of Directors.**

#### ARTICLE IV: NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. There shall be a Nominating Committee of no less than five Chapter members **with a preference for appointing at least one member from outside the Portland-Vancouver Statistical Area, ~~at least one of whom shall live or work outside the Hillsboro Metropolitan~~**.

Members shall include the Immediate Past President, President, President-elect and at least two other ~~Full~~ members appointed by the Nominating Committee chair. The President-elect shall chair the Nominating Committee. The chair shall maintain, or cause to be maintained, meeting records.

Section 2. Nominations. The Nominating Committee shall nominate a slate of candidates for all offices and expiring directorships, and shall ensure that each candidate **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 agree to serve if elected.

Section 3. Notice to Membership. At least **14** ~~21~~ days before the Annual Meeting of the Chapter, the Nominating Committee chair shall communicate to all Chapter members the list of candidates prepared by the Nominating Committee.

Section 4. Elections. Election of a slate of candidates shall be by simple majority vote of the **voting** Chapter members **who are in good standing. ~~attendance at the Annual Meeting.~~**

#### ARTICLE V: 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. Committee Reports. The chair of each committee shall report its significant activities regularly to the board. Significant

committee activities shall be subject to approval by the board.

Section 3. Standing Committees. In addition to the Nominating Committee, there shall be standing committees as determined necessary by the board.

Section 4. Special Committees. Special committees may be established and appointed by the President.

## ARTICLE VI: AMENDMENTS

These bylaws may be amended by agreement by two-thirds of voting members **vote of the members during the annual election process, present at any meeting in which a quorum is present,** provided such proposed amendments have been approved by the Chapter's board, and at least **30 calendar 21** days' notice has been given to all members of any proposed amendments.

Amendments adopted in accordance with this provision will become effective only after approval by the Society's board. The effective date for approved amendments will be determined by the Chapter's board; however, approved amendments will go into effect no later than the start of the next fiscal year. Chapter members shall be informed of amendment approval or rejection as soon as possible.

## ARTICLE VII –POLICIES

The Chapter shall maintain and publish a manual of policies and procedures that will contain, at a minimum, sections on the following areas.

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

- b) 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.
- c) 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.
- d) 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.
- e) 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 the Society or, in the event that the Society ceases to exist, 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.
- f) Nondiscrimination. In all deliberations and procedures, the Chapter will subscribe to a policy of

nondiscrimination on the basis of race, creed, religion, disability, **sex gender**, age, color, national origin or sexual or affectional preference.

- g) Fiscal Year. The fiscal year of the Chapter will be the calendar year.
- h) Remote Communications. To the extent permitted by law, any person participating in a meeting of the membership, board, or committee of the Chapter may participate by means of conference telephone or 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.
- i) Indemnity. Any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that the person, his or her testator or intestate, is or was a director or officer of the Chapter or serves or served any other entity or organization in any capacity at the request of the Chapter shall be indemnified by the Chapter, and the Chapter may advance related expenses, to the fullest extent authorized or permitted by law.
- j) Limitation of Liability. The personal liability of the officers and directors of the Chapter is hereby eliminated, to the fullest extent permitted by law.

The Chapter's board shall set and revise policies, as needed.

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## REVISION SUMMARY

The 2016 merger of the PRSA Greater Oregon, Oregon Capital and Portland Metro Chapters' bylaws into the PRSA Oregon Chapter bylaws was approved by the Oregon membership on September 30, 2016. **The bylaws were revised and presented to members in November, 2018.**

**The Chapter would like to thank Statewide Governance Committee members Taraneh Fultz, APR (chair); Harvey Gail; John Mitchell, APR, Fellow PRSA; Jill Peters; Colby Reade, APR; and Loralyn Spiro, for their time and commitment to the future of PRSA in Oregon and Southwest Washington.**