

PRSA Georgia Chapter Bylaws¹

The Georgia Chapter of the Public Relations Society of America is a diverse community of professionals, empowered to excel in effective, ethical and respectful communications on behalf of the organizations they represent and the constituencies they serve. The Chapter's mission is to advance the profession by preparing communicators to:

- Share and promote best practices;
- Foster lifelong learning;
- Address critical issues;
- Elevate ethical standards;
- Fortify communications challenges (via professional development/competencies); and
- Drive diversity (of voice, reach and perspective).

ARTICLE I – GENERAL

Section 1. Name. The name of this organization is Public Relations Society of America, Georgia Chapter (PRSA Georgia).

Section 2. Territory and Location. The Chapter will operate and serve members within the territory approved by the Public Relations Society of America, Inc. (PRSA National), and its principal office will be in a place determined by the Chapter's Board of Directors, currently the metropolitan Atlanta area. The territorial limit approved by PRSA National for this Chapter is the state of Georgia.

Section 3. Purpose. PRSA Georgia focuses its operations around three primary initiatives: advancing PRSA Georgia, advancing the PRSA Georgia professional and advocating for the profession. These initiatives are accomplished by:

Advancing PRSA Georgia –

- Growing the organization's membership and revenue bases

Advancing the PRSA Georgia Professional –

- Providing members with professional development opportunities and continuing education programs
- Establishing an ongoing forum for the exchange of ideas and experiences
- Collecting and disseminating information that may enhance the knowledge, standards, ethics and professional standing of members
- Maintaining a sense of community within the profession

Advocating for the Profession –

- Achievement, through the public relations practices of its members, of mutual understanding, communication and cooperation among the diverse individuals, groups, elements and institutions that make up modern society

¹ As stated in the Public Relations Society of America, Inc., bylaws (Article VIII, Section 1(c)), these Chapter bylaws must be approved by the PRSA National Board to become effective. These bylaws, which are updated by the Chapter every three years, were approved by PRSA National in July 2017. While these bylaws outline Chapter governance, Chapter leaders and members should also refer to the Chapter *Policies & Procedures* for guidance on day-to-day Chapter operations.

- Conducting qualitative and quantitative research projects on both national and local levels
- Establishing, maintaining and defending the highest standards of service and ethical conduct among all PRSA Georgia members and the public relations profession
- Encouraging study and discussion of the problems and techniques of public relations at every level, from college through senior practice

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

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 exempt requirements imposed on PRSA National 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 earnings shall benefit any private individual.

ARTICLE II – MEMBERSHIP

Section 1. Membership Eligibility. To be eligible for membership in PRSA Georgia, a person must be a member in good standing of PRSA National, and in compliance with PRSA National bylaws, member code of ethics, and applicable policies and procedures.

Section 2. Admission to Membership. Admission to membership in PRSA National shall be governed by pertinent provisions of the PRSA National bylaws and subject to eligibility requirements set forth above in Section 1.

Section 3. Rights and Privileges of Membership. The right of holding office, serving as a member of the PRSA Georgia Board of Directors, and serving on committees shall be reserved for members of PRSA Georgia. Members considered for Chapter leadership posts shall possess a willingness to volunteer and have demonstrated abilities for the office(s) being sought. When considering a member as a candidate for an office, the member's history shall demonstrate progression that indicates leadership attributes, experience and Chapter service, including being accredited by PRSA (APR) as part of the set of desirable, but not mandatory, criteria.

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 PRSA Georgia Board of Directors from time to time. Any payment to PRSA National by a member does not mitigate such member's financial obligations to the Chapter.

Section 4. Resignation or Termination of Membership. Any member may resign from membership in PRSA Georgia by sending written notice to PRSA Georgia's chief operating officer and the current president. While resigning from PRSA Georgia does not necessarily mean resignation from PRSA National, any member who ceases for any reason to be a member of PRSA National, shall also cease to be a member of PRSA Georgia.

Membership is automatically terminated for failure to pay applicable dues, failure to meet the eligibility requirements for membership, or when membership in PRSA National has been terminated for any reason.

The PRSA Georgia Board may, by an affirmative vote of the majority of the Board, expel any member who has violated the ethics of the organization.

Termination or resignation of membership does not relieve a member from liability for any financial obligation accrued and unpaid as of the date of the termination or resignation.

Section 5. Dues. The amount of annual dues for PRSA Georgia membership shall be determined annually by the Chapter Board of Directors. Any member whose financial obligations are in arrears as set forth in PRSA National's or the Chapter's policies are not considered to 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. Chapter Meetings.

(a) There shall be an annual meeting each year, held no later than October 31 at such date, time and place as may be designated by the Board. The purpose of the annual meeting shall be to elect officers, directors, assembly delegates and alternates for the coming year and to conduct other business pertinent to the annual administration of the Chapter. Notice of the annual meeting shall be given to all Chapter members through normal notification of Chapter activities. An announcement shall also be made at the September membership meeting.

(b) In addition to the annual meeting there shall be regular membership meetings at least five (5) times a year at such times and places as may be designated by the Board.

(c) Special Chapter meetings may be called by the president, the Board or on the written request of 20 percent of the Chapter membership in good standing.

(d) Notice of the annual meeting shall be provided to members through normal Chapter communications at least thirty (30) days in advance of the meeting. Notice of a regular or special meeting shall be communicated through normal Chapter communications at least ten (10) days in advance.

(e) A quorum for membership voting is a simple majority of members in good standing in attendance. No proxy votes shall be allowed.

ARTICLE III – OFFICERS AND BOARD OF DIRECTORS

Section 1. Scope. The Board of Directors shall have supervision, control and direction of all committees and other Chapter affairs, shall determine all policies or changes thereto as provided by PRSA Georgia bylaws, shall actively pursue the Chapter's mission and objectives, and shall have discretion in the disbursement of all PRSA Georgia funds. The Board may adopt such rules and procedures as shall be deemed necessary and may, in the execution of the powers granted, appoint such agents or contractors as it may deem advisable. The Board is subject to the restrictions and obligations set forth in these bylaws, the PRSA National bylaws, the policies and procedures of PRSA National and the Chapter, and the *PRSA Code of Ethics*.

Section 2. Board Composition. The PRSA Georgia Board of Directors shall consist of up to seventeen (17) members: the Executive Committee and up to twelve (12) directors-at-large. The Executive Committee comprises the president, immediate past president, president-elect, treasurer and secretary. All members of the Chapter Board, including assembly delegates, shall be members in good standing and shall have been elected or appointed in accordance with Chapter bylaws. Assembly

delegates and alternates shall serve as members ex-officio of the PRSA Georgia Board. All other Board members shall have the right to vote on all matters before the Board of Directors. The president or, in the absence of the president, the president-elect, shall vote only to break a tie among the members.

Section 3. Chapter Officers. Officers of PRSA Georgia shall be the president, president-elect, treasurer and secretary. All officers shall be elected by the general Chapter membership at the Chapter's annual meeting for a term of one (1) calendar year and until their successors are elected and installed. An officer may serve no more than two consecutive terms in the same office.

Section 4. President. The PRSA Georgia president shall preside at all regular, special and annual meetings of the Chapter membership, at all meetings of the Board of Directors, and shall at all times have direction of Chapter affairs. The president shall have the power to appoint chairs and members of all standing committees, special committees and task forces. The president shall perform all other duties incumbent upon the office as may be prescribed by the Board of Directors.

Section 5. President-elect. The president-elect is next in line to the presidency of the Chapter. After being elected president-elect and completing the term of office, he or she shall succeed the president into office. The president-elect shall preside in the absence of the president at all meetings of the membership and the Board of Directors. He or she shall assist the president in the discharge of the duties of the office and shall perform other duties as prescribed by the Board of Directors. The president-elect is also responsible for managing updates to PRSA Georgia's strategic plan. (The PRSA Georgia strategic plan is updated every three to five (3-5) years.)

Section 6. Treasurer. The treasurer shall be responsible for the accurate record keeping and reconciling of all monies received, invested and expended by PRSA Georgia. The treasurer works closely with the Chapter's chief operating officer, who is responsible for ensuring all funds received are deposited and/or invested in the financial institution account(s) designated by the treasurer and approved by the Board of Directors. The treasurer ensures all funds are disbursed or invested as ordered by the Board. The treasurer shall prepare the annual Chapter budget, make monthly financial reports to the Board of Directors, and perform all other duties incident to the office or prescribed by the Board of Directors. Along with the Chapter's chief operating officer, the treasurer is responsible for maintaining oversight of any contracted bookkeeper. The treasurer should ensure that the appropriate officers are each a designated signatory on Chapter accounts. All checks from Chapter accounts require one signature of the president, treasurer or president-elect. Any check of seven-thousand, five-hundred dollars (\$7,500) or more, shall require the signatures of two officers (president, treasurer or president-elect).

Section 7. Secretary. The secretary shall be responsible for recording and keeping all formal PRSA Georgia records, except financial records, and shall make accessible to the Board of Directors, upon request, the current Chapter bylaws, policies & procedures, and any amendments, resolutions or minutes pertinent to the current Chapter affairs. The secretary shall serve as the Chapter parliamentarian and is responsible for all Board communication.

Section 8. Directors-at-Large. Each director-at-large (Board members other than officers, assembly delegates and alternates) is expected to participate in Chapter activities and play an active role in carrying out the business and decision-making tasks of the Board. Each will have a liaison responsibility with one or more committees, as assigned by the president, and will be expected to routinely engage with and report the status of those committees' undertakings, including bringing forward any decision needing input or approval from the Board. Participation in Board meetings is required as defined in Article IV, Section 13(a).

Section 9. Assembly Delegates. Delegates and alternates to the annual PRSA Leadership Assembly shall serve as the official representatives of PRSA Georgia. As such, they shall present such matters and commit their votes as directed by the Chapter Board of Directors. When not directed, delegates and alternates must, in a responsible manner, vote for or against issues which, in their judgment, are consistent with Chapter objectives and serve the best interest of PRSA Georgia members. As defined by the PRSA National bylaws (Article IV, Section 2), assembly delegates and alternates shall either be accredited or a current or former Board member of their respective chapter, district or section. PRSA Georgia also prefers that these individuals be, or have been, PRSA Georgia officers or Board members. Each shall be elected by the general Chapter membership for a two-year (2-year) term.

Section 10. Immediate Past President. The immediate past president serves as a member of the Executive Committee, as an advisor to the president at Board meetings and as chair of the Nominating Committee.

Section 11. Chapter Management. By approval of the Board, the Chapter may contract management of the Chapter's operations and communication needs, including overseeing contractors. Although not an elected officer or Board member, the chief operating officer may serve as a representative of the Chapter on administrative matters. The chief operating officer will serve annually in an advisory capacity as an ex-officio member of the Nominating Committee. The position assists all officers, Board members and committee chairs, working most closely with the president, secretary and treasurer. He or she is responsible for managing Chapter events, including reservations, maintaining the Chapter's current membership list and overseeing management of the Chapter website. The chief operating officer is expected to attend Board meetings (in a non-voting capacity) as well as general and special membership meetings. He or she may be a member of PRSA National, but it is not mandatory. (Refer to PRSA Georgia Policies & Procedures - Chief Operating Officer Job Description.)

Section 12. Vacancies. In the event of a vacancy in an officer (other than president) or director position, the president shall nominate a qualified successor to be confirmed by a vote of the Board. The confirmed officer will serve the balance of the unexpired term.

In the event of a vacancy in the office of the president, the president-elect shall succeed to the office for the remainder of the presidential term. The president-elect shall then appoint a vice president, not to be designated president-elect unless elected by the general membership at the next annual meeting. If the new president does not serve a full term in office, he or she shall be eligible to be elected as Chapter president for the next calendar year.

Section 13. Removal or Resignation. Any member of the PRSA Georgia Board who fails to uphold their duties and obligations as defined in Article III of these bylaws and the Board of Directors Commitment Agreement will be called upon by the president.

(a) Any member of the PRSA Georgia Board who fails to attend, in person, two (2) or more consecutive Board meetings will be called upon by the president to explain such absences. If the president and Board member determine that the Board member cannot fulfill his or her obligations, the president will bring the matter to the Board for consideration and resolution, including possible removal from the Board. As stated in the Board of Directors Commitment Agreement, members must notify the president and secretary in advance if they are unable to attend a Board meeting in person.

(b) Any officer may be removed by majority vote 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-at-large 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.

Section 14. Meetings. There shall be at least ten (10) meetings of the PRSA Georgia Board of Directors during the calendar year. Meetings, which shall be held at times scheduled by the president, may include in-person meetings or conference calls. The Board also may meet upon the call of any three (3) directors-at-large. Notice of all Board meetings shall be given to each Board member at the beginning of each year by the Chapter secretary. The Executive Committee may be convened, at the discretion of the president, when business requires a decision prior to the next regularly scheduled Board meeting or Board members may be polled for email vote. In such events, the Executive Committee is tasked with the full fiduciary responsibility to the Chapter's membership. The Executive Committee will report actions to the Board of Directors.

Section 15. Quorum. A simple majority of members of the Board of Directors shall constitute a quorum for any business item requiring a vote.

Section 16. Compensation and Reimbursement. No elected officer, Board member, assembly delegate or alternate of PRSA Georgia shall be entitled to any salary or other compensation. However, the Board of Directors may reimburse Chapter members, including those elected to leadership posts, for pre-approved expenses incurred in the performance of official Chapter duties or for work performed as part of a contracted agreement to provide a service to the Chapter.

Section 17. Board Approval of Obligations. Any request for endorsement, support or other commitment, whether or not it creates a financial obligation for PRSA Georgia, must be submitted to the Board in writing, in advance, and approved by the Board. Any expenses incurred after the Board approves the annual budget are subject to approval. The president shall have the authority to allocate expenditures that require expedition, not to exceed \$1,000, without the approval of the Board. The Board, however, must be informed of such action at its next meeting.

ARTICLE IV – COMMITTEES

Section 1. Appointment and Dissolution of Committees. The president may appoint or dissolve, with the approval of the Board of Directors, such committees and task forces, as deemed necessary or advisable for conducting Chapter affairs. The duties of any such group and its tenure shall be determined by the Board. All members of all committees must be PRSA Georgia members in good standing.

Section 2. Reports. Each committee, task force and special committee chair shall submit reports regularly to the Board of Directors through their designated Board liaison to keep the Board informed and to gain guidance and approval.

Section 3. Subcommittees. With their respective Board liaison's approval, committee chairs can create subcommittees deemed necessary to the efficient functioning of the committee. The subcommittee chair shall, if possible, be selected from the membership of the committee that created the subcommittee.

ARTICLE V – AMENDMENTS

These bylaws may be amended by a majority vote of the members present at any Chapter meeting, provided such proposed amendment(s) has been approved by the Chapter Board and at least thirty (30)

days' notice of any proposed amendment(s) has been given to all members. Amendments adopted in accordance with this provision become effective only after approval by the PRSA National Board.

ARTICLE VI – MISCELLANEOUS

Section 1. Charter. PRSA Georgia, its officers, directors and agents must conform with and maintain its charter and all Chapter affiliation requirements imposed by PRSA National.

Section 2. Books and Records. PRSA Georgia must keep correct and complete 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 PRSA National at any time.

Section 3. 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 PRSA Georgia.

Section 4. Assets of Chapter and Dissolution. No member of PRSA Georgia has any interest in, or right or title to the Chapter's assets. Should PRSA Georgia liquidate, dissolve or terminate in any way, all assets remaining after paying the Chapter's debts and obligations shall be transferred to PRSA National or, in the event that PRSA National 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 PRSA Georgia Board shall determine. In no event may any assets benefit or be distributed to any member, director, officer, or employee of PRSA Georgia.

Section 5. Nondiscrimination. In all deliberations and procedures, PRSA Georgia 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 6. Fiscal Year. PRSA Georgia's fiscal year will be the calendar year.

Amended May 2017