

Bylaws of
The Dallas Chapter
of the
Public Relations Society of America

(As amended November 14, 2013)

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Article I: NAME

The name of the nonprofit organization shall be the Dallas Chapter of the Public Relations Society of America, Inc. (PRSA).

Article II: OBJECTIVES

In accordance with the objectives of the Public Relations Society of America, the objectives of this Chapter shall be to: Advance the art and science of public relations in the public interest; Encourage research, discussion and study of the problems and techniques of the public relations profession; Strengthen and maintain the highest standards of service and ethical conduct by all members of the profession, taking as our guide the Code of Professional Standards for the

Practice of Public Relations adopted by our National Society; Exchange ideas and experiences and collect and disseminate information that may enhance or improve the professional knowledge, standards, ethics and standing of the membership; Promote professional association and developments within the profession.

Article III: MEMBERSHIP

Section 1. Eligibility.

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

Section 2 Admission.

Admission to the Society shall be governed by pertinent provisions of the Society's Bylaws.

Anyone admitted in the Society may become a member of the Chapter, if eligible, upon payment of Chapter dues.

Section 3. Election.

Application for membership in the Society may be made to the Chapter's Membership Committee on a form approved by the Society. Each application received by the Membership Committee shall be expeditiously reviewed by the Chapter's Board of Directors for investigation and, if appropriate, approved or disapproved; and forwarded to the Society's Eligibility Committee with the Chapter's recommendations.

Applications for membership initially received by the Society's national office and forwarded to the Chapter for review and recommendation shall be processed similarly.

Section 4. Guidance.

The Society's National Bylaws and policies shall guide the Chapter's eligibility of an applicant for membership in any classification.

Section 5. Rights and Privileges.

The right to serve as an Assembly Delegate, Alternate Assembly Delegate or a professional advisor to a Public Relations Student Society of America (PRSSA) Chapter shall be limited to Members who are Accredited, subject to Bylaws of the Society.

Section 6. Honorary Life Member.

The Board, to recognize outstanding service of Members to the Society or the Chapter, may from time to time appoint Members in good standing as Honorary Life members of the Chapter.

Honorary Life members shall enjoy all privileges of membership in the Chapter and shall not be required to pay Chapter dues. The Chapter Board shall provide appropriate recognition for members appointed Honorary Life members, in the form of a scroll letter or their formal presentation; and honorees shall be listed in all Chapter membership directories.

Section 7. Retirement.

Any Chapter Member who is eligible for retirement status may be recommended for such status by the Chapter Board in accordance with provisions of the Bylaws of the Society. A Member whose retired status has been approved by the Society shall have all future Chapter dues automatically waived.

Section 8. Resignation.

A Member wishing to resign from the Chapter may do so in writing to the Chapter Secretary. Except for members subject to loss of membership under section 9 of this article, resignations shall be presented to and accepted by the Chapter Board at its next regular meeting.

Section 9. Termination.

Any Member who for nonpayment of dues or for any other reason ceases to be a Member of the Society and is stricken from the Society roll shall cease to be a Member of the Chapter and shall be stricken from the Chapter roll.

Section 10. Reinstatement.

Reinstatement of former Chapter Members shall be in accordance with the Society's Bylaws. A former Chapter Member approved for reinstatement within two full years after dropping membership shall be reentered on the Chapter membership rolls upon payment of all dues in arrears. Those reinstated more than two years after dropping their membership shall have their annual dues prorated according to the time remaining in the dues year in which they are reinstated.

Article IV: DUES

Section 1. Amount.

National dues in the Society are payable upon notice from the national office, as provided in the National Bylaws. The amount of Chapter dues for the extent fiscal year shall be fixed every year at the annual meeting by majority vote of the Chapter membership, and shall be payable at the beginning of the member's year upon receipt of the Chapter dues notice. Dues may be invoiced

directly by the Chapter, in conjunction with National dues or through whatever means is decided upon by the Chapter Board of Directors.

As an incentive to attract national members to become members of PRSA Dallas, the organization may offer discounts to local events, as approved by the Chapter Board of Directors.

Section 2. Delinquency in Payment.

Chapter members shall be billed for their Chapter dues once each year, with payment considered due upon receipt. Any member whose dues remain unpaid 45 days from the date of invoice shall be contacted by both electronic mail and telephone by the Chapter Treasurer with a final payment notice. Any member whose dues remain unpaid 60 days following issuance of the dues invoice shall automatically be considered as having resigned from the Chapter and shall be stricken from Chapter membership roles.

Article V: THE BOARD OF DIRECTORS

Section 1. Composition.

Management of the Chapter shall be vested in a Board comprising nine elected Directors, all Chapter Assembly Delegates, the Chapter's Immediate Past President, provided he or she is not already an elected Director and ethics officer. Any Chapter member who is:
a National officer of the Society; a member of the Society's National Board; or Chairperson of the Society's Southwest District, but is not otherwise an elected member of the Board, may participate in all activities of the Board but does not have voting rights on the Chapter Board.

Section 2. Tenure.

Directors and Assembly Delegates shall take office on the January 1 following their election and shall serve for terms of three years, or until their successors have been duly qualified and elected. No Member may serve on the Board for more than two consecutive three-year terms.

Section 3. Duties.

The Board shall have full authority to handle all Chapter affairs and to act for the Chapter when the Chapter is not in session.

Section 4. Meetings.

There shall be at least 10 monthly meetings of the Board every year at such times and places as it may determine. Meetings may be held in person or by teleconference. Special meetings, in either venue, may be held at anytime upon the call of the President or upon the call of any five Board Members other than the President, provided at least seven days advance notice is given to each Board Member personally, or by facsimile, conventional or electronic mail.

Section 5. Quorum.

A simple majority of the board shall constitute a quorum for all meetings of the Board. A majority vote of Board Members attending a meeting at which a quorum is present shall be necessary to take any action in the name of the Chapter.

Section 6. Compensation.

No elected Member of the Board shall be entitled to receive any salary or other compensation from the Chapter for the performance of any duties for the Chapter, with the exception that the Board may reimburse Directors or their Alternates for their expenses incurred in connection with the performance of their duties. The Board may also opt to reimburse Delegates and the designated Alternate for attendance at national Delegate Assembly meetings.

Section 7. Actions.

Decisions requiring approval may be made by a conventional vote taken at any meeting of the Board. The President or presiding officer may opt to conduct a vote via electronic mail, so long as the question posed is unambiguous and can be voted on by Board members using routine “For”, “Against” or “Abstain” language. In the event any member of the Board is unable to vote using electronic mail, the President shall provide such a member with a copy of the electronic mail motion and request for vote by facsimile, with a request that the Board member signify his or her vote by return facsimile to the number so designated by the President. Any decision put to the Directors via such an electronic mail methodology may be returned for conventional discussion and vote at the next Board meeting by a simple majority of the authorized voting members of the Board casting an Abstention vote with request for formal meeting action.

Section 8. Financial Transactions.

No unbudgeted financial transaction shall be binding on the Chapter or its representatives unless express approval of such transaction has been granted by the Board. All transactions exceeding five-thousand dollars (\$5,000) must be signed by at least two Board officers in good standing. The Treasurer or President must be one of the signatories.

Article VI: NOMINATIONS and ELECTIONS

Section 1. Nominating Committee.

A Nominating Committee shall be appointed by the Presidents at least 90 days before the annual meeting and shall consist of at least five members who are Accredited or Active Members, preferably Chapter Past Presidents not serving on the Board, and the current President, ex officio without vote.

Section 2. Nominations.

The Nominating Committee shall ask the Chapter membership for nominations of Officers, Directors and Assembly Delegates by publishing a request for nominations in the Chapter newsletter at least 60 days before the annual membership meeting. The Nominating Committee then shall select one qualified nominee from the Chapter membership for each post to be filled on the Board and shall ensure that each nominee has been contacted and has agreed to serve, if elected.

Section 3. Board Approval.

The names of nominees shall be presented to the Board for its consideration and approval with sufficient time for the names to be published in the Chapter newsletter at least 30 days before the annual meeting. The chairperson of the Nominating Committee shall announce the nominees to Chapter Members at the annual meeting.

Section 4. Additional Nominations.

Before voting at the annual meeting on the Nominating Committee's recommendations for new Board Members, the presiding officer shall call for additional nominations from the floor for each post to be filled. Additional nominations, if any, shall be accepted, provided the nominees have been contacted, have agreed to serve if elected, and meet any and all requirements for election to the post for which they are being nominated.

Section 5. Election.

After nominations have been closed, Directors and Assembly Delegates shall be elected by a simple majority of all eligible Chapter members present and voting. Balloting in contested elections shall be by secret ballot.

Section 6. Vacancies.

In the event of the death, resignation, disqualification or removal of a Board Member, the remaining Board members shall elect a successor having qualifications consistent with those associated with the vacant position. This individual shall take office immediately and serve until the next January 1. If there is an unexpired additional time remaining in the term of the Board Member whose post was vacated, a successor shall be elected at the next annual meeting to serve the remainder of the unexpired term, beginning at the next January 1.

Section 7. Attendance.

Any Board Member who is absent from three regularly scheduled Board meetings during calendar year, without an acceptable excuse submitted by conventional or electronic mail to the President, shall be dropped automatically from the Board, with the resultant vacancy handled according to Article VI, Section 6.

Article VII: OFFICERS**Section 1. Chapter Officers.**

Officers of the Chapter shall be a President, President-Elect, Vice President, Secretary and Treasurer. They shall hold office for one-year terms beginning January 1 or until their successors have been duly qualified and elected. The President shall be a Member who is Accredited, and the President-Elect shall either be Accredited or have given their good-faith commitment to becoming Accredited during their term as President-Elect. In the absence or disability of the President, one of the other four officers, in the order named above, shall become Acting President and be responsible for Chapter affairs.

Section 2. Election.

Officers shall be elected each year by the general Chapter membership at the Chapter's Annual meeting.

Section 3. President

The President is charged with the leadership and successful operation of the Chapter; is responsible for the discharge of duties by the other officers, presides at all meetings of the Chapter and Board, appoints all committee chairpersons, is a member Ex Officio of all committees and shall perform all other duties incident to the office.

Section 4. President-Elect

The President-Elect shall assist the President, be responsible for either providing programs at the Chapter's monthly meetings or overseeing a committee designated for this purpose, evaluate the three-year plan and add a third year to be presented to the Board for approval at the November Board of Directors meeting, and perform such other duties as shall be prescribed by the Board. In the absence of the President, the President-Elect shall exercise the powers and perform the duties of the President

Section 4. Vice President

The Vice President shall be responsible for the Chapter's communication programs, both internally and externally; and work with appropriate Chapter officers and committee chairpersons to assure that all Chapter functions are publicized. In the absence of the President and President-Elect, the Vice President shall exercise the powers and perform the duties of the President.

Section 5. Secretary.

The Secretary shall keep records of all meetings of the Chapter and the Board, maintain or cause to be maintained the membership roll, and perform all other duties customarily pertaining to the office. In the absence of the President and President-Elect and Vice President, the Secretary shall exercise the powers and perform the duties of the President.

Section 6. 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, issue receipts and make authorized disbursements by check after proper approval by the President or Board, prepare the Chapter's budget; make monthly financial reports to the Board, render mid-year and annual financial statements to the Board and Chapter membership, and perform all other duties incident to the office. In the absence of the President and President-Elect, the Vice President and Secretary, the Treasurer shall exercise the powers and perform the duties of the President.

Section 7. Tenure.

No Member shall serve two successive terms as President or President-Elect, except in a situation in which it has been necessary for a President-Elect to complete the unexpired term of a President who leaves office. Other Chapter officers may not serve in the same office for more than two successive terms.

Article VIII: COMMITTEES

Section 1. Standing Committees.

In addition to the Nominating Committee, there shall be a standing committee on Programs, Membership, Professional Development, Accreditation, Awards, Public Relations, Public Service, Student Relations and Long-Range Planning. Additionally, the Past Presidents Council shall be a standing committee, charged with advising Chapter officers on affairs of the Chapter.

Section 2 Special and Other Committees.

Committees may be established and appointed by the President with Board approval.

Section 3. Committee Chairperson(s) and staff.

All Chapter committee chairpersons shall be appointed by the Chapter president, based upon the readiness, willingness and ability of each to fulfill the leadership of their respective committee.

Selection of individual committee members shall be the responsibility of the committee chairperson(s), in consultation with the Chapter President.

Section 4. Committee Reports.

All committee activities shall be subject to Board oversight and, where deemed appropriate, approval. The chairperson of each committee shall report its activities to the Board monthly, or on another timely basis, and in a manner to be determined by the President. The chairperson of each committee shall exercise reasonable judgment in determining with the President what activities and decisions shall require advance approval by the Board.

Article IX: MEETINGS.

Section 1. Annual Meeting.

The annual meeting of the Chapter membership shall be held in conjunction with the November general membership meeting.

Section 2 Regular meetings.

In addition to the annual meeting, there shall be regular monthly meetings at least 10 times a year, the dates, times and places to be determined by the Board.

Section 3. Special Meetings.

A special meeting of the Chapter may be called by: 1) the President, or 2) the Secretary, or 3) any five Board members, or 4) at least 10 percent of Chapter members in good standing.

Section 4. Notice of Meetings.

Notice of the annual meeting shall be communicated to the Chapter membership at least 30 days in advance. Notice of regular and special meetings shall be communicated to the Chapter membership at least 10 days in advance. At a special meeting, no business other than that specified in the notification may be transacted.

Section 5. Quorum.

A membership quorum for the transaction of any business at an annual, regular or special meeting shall be at least 25 percent of the membership in good standing, except as provided in Article VI, Section 5.

Section 6. Voting.

Except as otherwise provided, action of the Chapter membership may be taken only by a majority of Members in good standing attending a meeting, provided a quorum is present and sufficient notice of the meeting was given; or on recommendation of the Board, by a letter ballot, with a simple majority of the Chapter membership that votes determining the outcome.

Article X: POLICIES

Section 1. Actions.

All actions taken by the Chapter that bear on policies or procedures of the National Society shall be approved in advance by the Society's National Board of Directors.

Section 2. Assembly Delegates.

Election of Assembly Delegates shall be in accordance with the Society's Bylaws and Article VI of these Chapter Bylaws. The Chapter Assembly Delegates shall serve on the Chapter Board. If a Chapter Delegate is unable to represent the Chapter at an Assembly meeting, the elected Alternate Delegate shall serve in the absent Delegate's place. If more than one regular Delegate and/or the Alternate Delegate are unable to serve, the Board shall elect, by conventional or electronic mail, sufficient Alternate Delegates to ensure that the Chapter is fully represented. The Board shall replace any Delegate who misses any Assembly meeting for which he or she committed to attend and did not seek the services of the Alternate Delegate.

Section 3. Fiscal Year.

The Chapter's fiscal year shall be from January 1 through December 31.

Section 4. Procedures.

The current edition of Robert's Rules of Order shall govern any question of parliamentary procedure at all Chapter and Board meetings, except as otherwise provided in the Bylaws.

Article XI: Amendments

Section 1. Proposed Amendments.

Amendments to the Bylaws shall be proposed by the Board or at least 10 percent of Chapter membership. Proposed amendments shall be delivered to the Board in written form and shall be signed by members submitting them. The Board shall notify Chapter Members via the Chapter newsletter, or other written form, of the proposed amendments within 30 days before submitting such proposed amendments to a vote of the membership.

Section 2 Voting on Amendments.

Within 60 days of notice to the membership, the proposed amendment shall be voted on by the membership at the annual regular, or special meeting, or by letter ballot. If the vote is at a Chapter meeting, a quorum must be present, and two-thirds of those Members in good standing who are present must vote in favor of the amendment for it to pass. If voting by letter ballot, a two-thirds majority of the Members who vote is required for passage of the amendment.

Section 3. Approval.

Amendments adopted in accordance with this provision become effective only after approval, as needed, by the Society's National Board of Directors.