

BYLAWS OF  
THE CENTRAL TEXAS CHAPTER OF THE  
PUBLIC RELATIONS SOCIETY OF AMERICA

ARTICLE 1 – NAME

The name of this nonprofit professional organization shall be the Central Texas Chapter of the Public Relations Society of America (“Chapter”).

ARTICLE II – OBJECTIVES

The Chapter shall have the following objectives:

- 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;
- To improve the relations of public relations professionals with employers and clients, with media, and with the general public;
- To promote fraternalism within the profession;
- To promote such other objectives that conform with those of the Public Relations Society of America (“PRSA”).

ARTICLE III – MEMBERSHIP

Section 1. Eligibility. To be eligible for Membership in the Chapter, a person must be a member of good standing of PRSA. Any such member of PRSA is eligible for Membership in the Chapter.

Section 2. Admission to Membership. Admission to membership in PRSA shall be governed by the Bylaws of PRSA. Any person admitted to membership in PRSA shall become a Member of the Chapter upon payment of Chapter dues.

7/31/2006

Section 3. Termination of Chapter Membership. Any Member who for any reason ceases to be a member of PRSA or is dropped from PRSA or the Chapter's roll for nonpayment of dues shall cease to be a Member of the Chapter and shall be dropped from the Chapter's roll.

Section 4. Rights and Privileges of Membership. The right to serve as an Assembly Delegate, Alternate Delegate, member of Readiness Review Panel, member of the Nominating Committee, Ethics Chair, or as a professional advisor to a PRSSA chapter shall be limited to Members who are Accredited.

#### ARTICLE IV – DUES

Section 1. Amount. The amount of Chapter dues shall be fixed annually by the Chapter's Board of Directors and shall be payable in accordance with Chapter fiscal policies.

Section 2. Nonpayment of Dues. Any Member whose Chapter dues are unpaid for two months shall be considered not 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. Good standing may be resumed on payment of all arrears of dues. If a Member has not paid all arrears of dues within four months, then he or she shall be dropped from the Chapter's rolls.

Section 3. Fiscal Year. The fiscal year of the Chapter shall be January 1 through December 31.

#### ARTICLE V – BOARD OF DIRECTORS

Section 1. Composition. The governing body of the Chapter shall be a Board of Directors consisting of the President, President-Elect, Secretary, Treasurer, the immediate past President, the Assembly Delegate and three Directors-at-Large. Each shall be a member of PRSA and in good standing with PRSA and the Chapter. Terms shall commence on January 1 following the Annual Meeting.

Section 2. Assembly Delegate. The Assembly Delegate shall serve as the Chapter's representative at meetings of the PRSA Assembly and shall be elected by the Chapter Membership for a three-year term in accordance with the Bylaws of PRSA. He or she shall be an Accredited Member and must have served at least one year as a Chapter officer or Chapter Board member. As restricted by PRSA's Bylaws, no Assembly Delegate, having served a full three-year term, may serve a succeeding term. With the consent of the Chapter's officers, the President or President-Elect may appoint an Accredited Member in good standing to be Alternate Assembly Delegate.

Section 3: Directors-at-Large. One Director shall be elected each year by the Chapter Membership at the Annual Meeting to serve a term of three years beginning January 1<sup>st</sup> next ensuing and until his/her successor is elected and installed. Terms shall be arranged that the term of one Director expires each year.

Section 4: Vacancies. In the event of death, resignation, removal or expulsion of any officer, Director, or Assembly Delegate, the Board of Directors shall elect a successor who shall take office immediately and serve for the balance of the unexpired term, in the case of Directors and Assembly Delegates, or until the next Annual Meeting, in the case of officers. However, if the President-Elect position becomes vacant for any reason, the President shall establish a Nominating Committee with approval of the Board of Directors to nominate a replacement. The Nominating Committee shall present a recommendation to the Board of Directors, and the Board of Directors, by majority-vote, shall elect a replacement to fulfill the responsibilities of the President-Elect and to succeed to President.

Section 5. Removal. Any officer or Director who misses more than two consecutive Board meetings without an excuse acceptable to the Board or who has been censured or suspended for a violation of the Code of Professional Standards of PRSA or the Bylaws of PRSA or the Chapter may be removed by an affirmative vote of 2/3 of the entire Board of Director, or by a majority vote of a quorum of the Chapter Membership at a special meeting called for that purpose, and replaced in accordance with Section 4 above. The Assembly Delegate or Alternative Assembly Delegate may be removed with or without cause by a vote of the majority of the Board of Directors.

Section 6. Board of Directors Meetings. No later than 30 days after the annual installation of a new Board of Directors, the President shall call a meeting of the Board for the purpose of organizing and appointing committees. Quarterly, there shall be regular meetings of the Board of Directors at such times and places as it may be determined. Special meetings of the Board of Directors shall meet at the call of the President or upon call of any three of its members. Notice of each meeting of the Board of Directors shall be given to each Director personally or by mail/e-mail at least seven days in advance.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for all meetings of the Board.

## ARTICLE VI – OFFICERS

Section 1. Chapter Officers. The officers of the Chapter shall be a President, a President-Elect, a Secretary and a Treasurer. The President-Elect shall automatically become President after serving one term as President-Elect or in the event that the Presidency becomes vacant for any reason. The other officers shall be elected by the Chapter Membership at the Annual Meeting for a term of one year or until their successors are elected and installed. No officer having held an office for two successive

terms shall be eligible to succeed himself or herself in the same office. No person shall hold more than one office at any given time.

Section 2. President. The President shall preside at all meetings of the Chapter and of the Board of Directors. He or she shall appoint all committees with the approval of the Board of Directors and shall be an ex-officio member of all committees except the Nominating Committee. He or she shall perform all other duties incident to the office. In the absence or incapacity of the Treasurer, the President shall be authorized to issue receipts and make authorized disbursements by check after proper approval by the Board of Directors.

Section 3. President-Elect. The President-Elect shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He or she also shall assist the President, serve as Program Chairman, and perform such other duties as shall be prescribed by the Board of Directors.

Section 4. Secretary. The Secretary shall keep records of all meetings of the Chapter, issue notices of all meetings, maintain or cause to be maintained the roll of the Membership, and perform all other duties customarily pertaining to the office. He or she shall keep minutes of all meetings of the Board of Directors and send copies of such minutes to PRSA Headquarters.

Section 5. 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 of Directors. He or she shall issue receipts and make authorized disbursements by check after proper approval by the President or Board of Directors.

He or she shall prepare the Chapter's budget, make regular financial reports to the Board of Directors, render an annual financial statement to the Chapter Membership, and perform all other duties incident to the office.

Section 6. Compensation and Reimbursement. No elected officer, Director, Assembly Delegate, Alternate Delegate, or committee member of the Chapter shall be entitled to any salary or other compensation. However, the Board of Directors may reimburse elected officers, or the Assembly Delegate or Alternate, and committee members for actual expenses incurred in connection with the performance of their duties.

## ARTICLE VII – NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. There shall be a Nominating Committee of no less than three Members who are Accredited, appointed by the President, with approval of the Board of Directors, at least sixty days prior to the Annual Meeting of the Chapter.

Section 2. Nominations. The Nominating Committee shall name a qualified nominee for each office and for the Assembly Delegate and Director whose terms are 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 agree to serve if elected.

Section 3. Notice to Membership. At least thirty days before the Annual Meeting of the Chapter, the Secretary shall e-mail to all Chapter Members the list of nominees proposed by the Nominating Committee.

Section 4. Elections. Officers, Directors and the Assembly Delegate shall be elected at the Annual Meeting of the Chapter. Election shall be by the majority vote of the Members in good standing, present and voting. Balloting in contested elections shall be by secret ballot.

#### ARTICLE VIII – COMMITTEES

Section 1. Standing Committees. In addition to the Nominating Committee, there shall be standing committees on Programming, Communications, Special Events, Accreditation, Chapter Outreach, Membership, Chapter Regulations, and Ethics & Advocacy.

Section 2. Special Committees. Special committees may be established and appointed by the President with approval of the Board of Directors, such as the Readiness Review Panel, and the By-Laws sub-committee of Chapter Regulations.

Section 3. Committee Reports. The chairman of each committee shall report its activities regularly to the Board of Directors. All committee actions shall be subject to approval by the Board of Directors/

#### ARTICLE IX – CHAPTER MEETINGS

Section 1. Annual Meeting. There shall be an Annual Meeting in October each year at such time and place as may be designated by the Board of Directors.

Section 2. Regular Meetings. In addition to the Annual Meeting, there shall be regular monthly meetings at least ten times a year at such times and places as may be designated by the Board of Directors.

Section 3. Special Meetings. Special meetings of the Chapter may be called by the President, by the Board of Directors or on written request by 25 percent of the Chapter Members.

Section 4. Notice of Meetings. Notice of the Annual Meeting shall be mailed to each Member at last thirty days in advance. Notice of a regular meeting or special meeting shall be e-mailed to each Member at least five days in advance.

Section 6. Quorum. A majority of the Members of the Chapter shall constitute a quorum at any meeting of the Chapter.

#### ARTICLE 10 – AMENDMENTS

These bylaws may be amended by a two-thirds vote of the Members present at any meeting at which a quorum is present, provided such proposed amendment(s) has been approved by the Chapter’s Board of Directors and notice of the meeting including its purpose and a copy of the proposed amendment(s) has been delivered to all Members at least thirty days prior to the meeting. Amendments adopted in accordance with this provision shall become effective only after approval by the PRSA Board of Directors.

The approved Chapter Bylaws and amendments shall be signed and dated by the President. Copies shall be given to each current Member and to each new Member when he or she joins the Chapter.

Adopted: \_\_\_\_\_

---

President