

**BYLAWS OF THE ORANGE COUNTY CHAPTER  
PUBLIC RELATIONS SOCIETY OF AMERICA**

**ARTICLE I: NAME**

The name of this nonprofit professional organization shall be the Orange County Chapter of the Public Relations Society of America, Inc. (PRSA).

**ARTICLE II: OBJECTIVES**

Within the general framework of the National Society, the objectives of this organization shall be:

1. To advance the art and science of public relations and the public interest;
2. To encourage research, discussion and study of the problems and techniques of the public relations profession;
3. To strengthen and maintain the highest standards of service and ethical conduct by all members of the profession;
4. To exchange ideas and experiences and to collect and disseminate information that may enhance or improve the professional knowledge, standards, ethics and standing of the membership, and
5. To promote camaraderie within the profession.

**ARTICLE III: MEMBERSHIP**

**SECTION 1. CLASSES OF MEMBERS.** Classes of members in the Chapter shall conform with and be identical to the classes of members approved and defined by the Bylaws of the National Society.

**SECTION 2. ELIGIBILITY.** To be eligible for membership in the Chapter, a person must be a member in good standing of the National Society.

**SECTION 3. ADMISSION.** Admission to membership in the Chapter shall be governed by the Bylaws of the National Society. The applicant shall automatically become a member of the Chapter upon his or her admission to the National Society, provided he or she has paid the Chapter dues for the current year.

**SECTION 4: CONTINUANCE OF MEMBERSHIP.** A member may leave the field of public relations administration and continue his or her membership in the chapter, so long as he or she remains a member in good standing of the National Society.

**SECTION 5: RETIREMENT STATUS.** Any member of the National Society in good standing for at least five years and gainfully employed for less than 50 percent of the time is eligible for retirement status. Members on retirement status shall enjoy all the rights and privileges of membership.

**SECTION 6: TERMINATION OF CHAPTER MEMBERSHIP.** Any member who, for any reason, ceases to be a member of the National Society shall cease to be a member of the Chapter. Any member dropped from the National Society's roll for non-payment of dues shall be dropped immediately from the Chapter's roll.

**SECTION 7: RIGHTS AND PRIVILEGES OF MEMBERSHIP.** Subject to the Bylaws of the National Society, the right to serve as an Assembly Delegate or Alternate Delegate shall be limited to members who are either accredited or a current board member of the Chapter. Additionally, to serve as the Chapter's professional advisor to PRSSA, the advisor must have a minimum of three years professional public relations industry experience and be a member in good standing of the Chapter.

#### **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 the Chapter's fiscal policies. Rates may vary for regular, retiree and associate members.

**SECTION 2. NONPAYMENT OF DUES.** Members whose annual dues are not received after 90 days of their renewal date with the National Society, shall be considered not in good standing and shall not be entitled to vote, hold office or enjoy other privileges of membership. The Chapter's Membership Chair shall promptly notify all members who have been in arrears for a period of 90 days. The names of members whose dues remain unpaid for four months shall be stricken from the membership roll, provided that such members have been duly notified as hereinabove provided. Members whose names have been stricken from the roll in this manner may again be admitted through the membership process outlined in Article III.

**SECTION 3. FISCAL YEAR:** The fiscal year of the chapter shall be the calendar year.

#### **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(s) and at least three Directors-at-Large.

**SECTION 2. ASSEMBLY DELEGATE (S).** The Assembly Delegate(s) shall serve as the Chapter's representative(s) at meetings of the PRSA National Assembly and shall be elected by the Chapter membership for a three-year term, in accordance with the provisions of the Bylaws of the National Society, Article III.

**SECTION 3. TERM OF OFFICE.** The term of office for Directors shall be three years, except that the term of the President and President-elect shall be extended as necessary to allow them to remain on the Board of Directors through their service as incoming President and Immediate Past President (see attachment A).

**SECTION 4. VACANCIES.** Should a vacancy exist after the general election of any Officer or Director, the Board of Directors shall elect a successor who shall take office immediately and serve for the remainder of the previous Officer's or Director's term.

**SECTION 5. REMOVAL.** Any Director or Officer 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 be replaced in accordance with Section 4 above.

**SECTION 6. BOARD MEETINGS.** The Board of Directors shall meet at least once every two months at such times and places as it may determine. It shall also meet at the call of the President or upon call of any three members of the Board of Directors. Notice of any meeting shall be given to each Director personally or by e-mail at least seven days prior to the meeting.

**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. TERM OF OFFICE.** The Officers of the Chapter shall be a President, President-Elect, a Secretary and a Treasurer. Their term of office shall be for one year beginning January 1 following their election. No officer having held an office for two successive terms shall be eligible to continue in that same office.

**SECTION 2. THE PRESIDENT.** The President must be a member in good standing of the Society and the Chapter, have served a minimum of two years on the Board of Directors of the Chapter, have a minimum of five years professional public relations industry experience, and served one year as President-Elect. He or she shall preside at all meetings of the Chapter and of the Board of Directors, be an ex-officio member of all committees, except the Nominating Committee and perform all other duties incident to the office.

**SECTION 3. THE PRESIDENT-ELECT.** The President-Elect must be a member in good standing of the Society and the Chapter, have served a minimum of one year on the Board of Directors and have a minimum of five years professional experience. He or she shall, in the absence of the President, exercise the powers and perform the duties of the President, generally assist the President and perform other duties as shall be prescribed by the Board of Directors. He or she shall also begin the planning and other necessary preparation for the management of the Chapter in the upcoming year, in the expectation that, barring unforeseen circumstances, he or she shall be installed as President.

**SECTION 4. THE 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, issue receipts and make authorized disbursements by check after proper approval by the President or the Board of Directors. He or she shall prepare the Chapter's budget, shall render an annual financial statement of the Chapter membership, a current financial statement to the Board of Directors at each of their meetings and file Form 990 with the IRS prior to May 15. He or she shall perform all other duties incident to the office.

**SECTION 5. THE SECRETARY.** The Secretary shall record and keep the minutes of all meetings of the Chapter and of the Board of Directors, issue notices of all such meetings, keep all chapter records and perform all other duties customarily pertaining to the office. He or she shall maintain, or cause to be maintained, the roll of membership.

**SECTION 6. COMPENSATION OR REIMBURSEMENT.** No officer of the Chapter, nor the Board of Directors, shall be entitled to any salary or other compensation. The Board of Directors, however, will reimburse Assembly Delegates or their alternates for an agreed upon sum to cover part of the cost of attending the Annual Assembly Delegates Meeting at the National Convention. The Board of Directors may elect to reimburse selected officers or their alternates for their expenses incurred in connection with the performance of their duties. A maximum stipend for the Assembly Delegates to attend formal National Assembly Meetings shall be adopted and reviewed before the beginning of each fiscal year.

## **ARTICLE VII: NOMINATIONS AND ELECTIONS**

**SECTION 1. NOMINATING COMMITTEE.** There shall be a Nominating Committee of no fewer than three members in good standing with the Chapter, appointed by the President with approval of the Board of Directors, at least 60 days prior to the annual election of officers.

**SECTION 2. NOMINATIONS.** The Nominating Committee shall name a qualified nominee for each Officer, Assembly Delegate and Director whose term is expiring. The Committee shall ensure that each nominee has been contacted and agrees to serve if elected. Additional nominations, if any, shall be solicited from members at least 60 days before the annual election and shall be directed to the chair of the Nominating Committee. The chair will contact any additional nominees prior to the election and ensure that they are qualified and willing to serve. The Nominating Committee is under no obligation to accept all nominations but only those determined by the Committee to be qualified and willing to serve. The President Elect automatically assumes the office of President upon expiration of the term of the preceding President, or sooner if the office of President becomes vacant.

**SECTION 3. NOTICE TO MEMBERSHIP.** At least 30 days before the annual election of officers, the Secretary or Chapter Administrator shall provide all Chapter members a list of the nominees prepared by the Nominating Committee, an announcement of the election and a voting ballot. Ballots should include space for write-in candidates in each category.

**SECTION 4. ELECTIONS.** Officers, Directors and Assembly Delegates shall be elected annually by the Chapter, by a simple majority vote of the members in good standing 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, whose chairs shall be appointed by the President with the approval of the Directors. These committees may include Programs, Membership/Eligibility, Professional

Development, Accreditation, Awards, Publicity/Public Relations, Diversity, Community Service, and such other activities as the Directors may elect.

**SECTION 2. SPECIAL COMMITTEES.** Special committees may be established and appointed by the President with the approval of the Board of Directors.

**SECTION 3. COMMITTEE REPORTS.** The chair of each committee shall report its activities regularly to the Board of Directors. All committee activities shall be subject to approval by the Board of Directors.

## **ARTICLE IX: CHAPTER MEETINGS**

**SECTION 1.** Section stricken as part of 2006 Chapter Bylaws update.

**SECTION 2. REGULAR MEETINGS.** Regular chapter meetings shall be held at least 10 times a year, at such times and places as may be designated by the Board of Directors. At least seven days advance written notice of these meetings shall be given to all Chapter members.

**SECTION 3. SPECIAL MEETINGS.** Special meetings of the Chapter may be called by the President, the Board of Directors or by written request by 25 Chapter members, provided at least 10 days written notice has been given to all Chapter members.

**SECTION 4. QUORUM.** At least 10 percent of Chapter members present at any meeting of the Chapter shall constitute a quorum.

## **ARTICLE X: AMENDMENTS.**

**SECTION 1. APPROVAL AT MEETINGS.** These Bylaws may be amended by a majority vote of the membership present at any Regular or Special Meeting of the Chapter, upon prior approval of such amendment by the Society and Chapter Board of Directors. Notice of any meeting at which an amendment to the Bylaws is to be considered must so state and must be distributed to the membership no less than 30 days prior to such meeting date.

**SECTION 2. E-MAIL OR MAIL BALLOTS.** Bylaws also may be amended by e-mail or mail ballot so long as prior approval of the amendment by the Board of Directors is given and 30 days written notice is given to all members. A majority of the ballots returned shall prevail.

**SECTION 3. NATIONAL APPROVAL.** Amendments adopted in accordance with these provisions will become effective only after approval by the Society's National Board of Directors.

Submitted by Bylaws Committee:  
Approved, Board of Directors, PRSA/OC  
Approved, Membership, PRSA/OC  
Approved, Board of Directors, PRSA National

March 1, 2006  
March 1, 2006  
May 18, 2006  
July 19, 2006

**ATTACHMENT A**

**ARTICLE V. BOARD OF DIRECTORS, SECTION 3. TERM OF OFFICE**

a) No member shall remain on the Board of Directors for more than three consecutive years unless election as President-Elect extends that service to a maximum of six consecutive years.