

PREAMBLE

In the expanding global landscape of public relations practice, the Public Relations Society of America and its Board of Directors may elect to form strategic alliances, conduct activities or take advantage of opportunities to advance the profession outside the United States. It is understood, however, that the United States will continue to be the Society's primary operating domain.

ARTICLE I. Membership

Section 1. **Categories of Membership.** There shall be two categories of membership: Member and Associate Member.

Section 2. **Eligibility.** Eligibility for membership in the Society shall be determined in accordance with the provisions of this section and outlined on the application form.

(a) To be eligible, an applicant for admission to membership shall have a reputation for ethical conduct and integrity, and, in the application for membership, shall agree to abide by the Bylaws of the Society and its Code of Ethics, as the same may be amended from time to time, and also the procedures established for the enforcement of the Code.

(b) To be eligible for admission as a member, an individual must devote a substantial portion of time to the paid professional practice of public relations or the teaching or administration of public relations courses in an accredited college or university. If not currently employed, the individual must have held a prior position within the last five years that meets one of the above requirements, or must have one of the following: a degree in public relations; another academic degree from a program that meets the standards for a PRSSA charter; or a program that has received PRSA Certification for Education in Public Relations; or has achieved Accreditation in Public Relations.

(c) An individual who for less than two years devotes a substantial portion of time to the paid professional practice of public relations or to the teaching of public relations courses in an accredited college or university may be admitted as an associate member.

(d) An individual who has received a baccalaureate degree and is a member of the Public Relations Student Society of America (PRSSA) at the time of graduation from college, may be admitted as an associate member.

(e) An individual who is devoting full time to earning a master's degree or doctorate for the purpose of teaching or practicing public relations may, upon application, be admitted as an associate member.

(f) No individual may remain as an associate member for more than two years with the exception of full-time graduate students pursuing degrees for the purpose of teaching or practicing public relations. The latter may be considered associate members for no more than six years total of full-time graduate study.

(g) Any material misstatement of fact in an application for membership whose intent it is to conceal information regarding the applicant's sanction by a government agency or conviction in a court of law of an action that is in violation of the Code may be barred from membership or expelled from the Society.

Section 3. **Rights and Privileges of Membership.**

(a) The right to serve as a member of the Board of Directors, to serve as chair of a committee of the Society, and to hold national, district or section office shall be limited to members who are

Accredited. This Accreditation requirement shall be waived for a period of three years for members serving as officers of a newly formed professional interest section or as officers of a previously independent organization that merges with the Society and becomes a professional interest section.

(b) Whenever the term "member who is Accredited" appears in these Bylaws, the rights and privileges shall apply also to any member, Accredited or not, admitted to membership prior to January 1, 1969, providing such member has maintained membership continuously since that time, except that such member may not serve on the Accreditation Board.

Section 4. **Membership Designation.**

(a) Any reference by a member to membership in the Society and any use by a member of the Society's seal shall be such as to indicate that the membership is an individual membership. No such reference or use shall imply that the member's firm or anyone other than the member holds membership in the Society.

(b) The Board of Directors shall have authority to make rules for the enforcement of the provisions of this section.

Section 5. **Continuance of Membership.** Members who leave the field of public relations practice, public relations teaching or public relations administration may continue membership.

Section 6. **Consolidation of Memberships.** The Board of Directors of the Society shall have the power to admit into the membership of the Society, on a group basis, individual members of any public relations society or organization on such terms and conditions as the Board of Directors may determine.

Section 7. **Non-discrimination.** The Society shall in all deliberations and procedures subscribe to a policy of non-discrimination on the basis of race, creed, religion, disability, sex, age, color, national origin or sexual or affectional preference.

ARTICLE II. Initiation Fees and Dues

Section 1. **Initiation Fee.**

(a) There shall be an initiation fee charged to all applicants for membership, and this fee, as fixed by the Assembly, shall accompany all membership applications.

(b) There shall be no initiation fee charged to applicants for associate membership.

(c) The Board of Directors shall have the authority to waive or change the initiation fee charged to applicants for membership under special circumstances, while remaining in compliance with business and strategic plans and the projected annual budget.

(d) There shall be no initiation fee charged to Associate Members in good standing who become members.

Section 2. **Dues.**

(a) Dues beginning the following calendar year for the respective categories of membership shall be fixed by the Assembly at its annual meeting.

(b) Dues beginning the following calendar year for the respective categories of membership shall be fixed by the Assembly at its annual meeting. Associate Members who have received a baccalaureate degree and were members of PRSSA at the time of graduation from college may be charged lower dues than other

Associate Members. Associate members devoting full time to earning a master's degree or doctorate for the purpose of teaching or practicing public relations shall pay dues equal to those paid by Associate Members who are PRSSA graduates.

(c) For members elected or reinstated after December 31, 1991, dues shall be payable upon admission to membership and by each anniversary thereafter. Dues for all other members will be due on January 1. No dues shall be payable by the president of PRSSA.

Section 3. Chapter and Section Dues. Chapters and sections may establish dues for their members in addition to the dues payable to the Society.

Section 4. Nonpayment of Dues.

(a) Members whose dues are unpaid for a designated period of time shall be considered not in good standing and shall not be listed in the Society's directory. Such members shall not be entitled to vote, hold office or enjoy other privileges of membership.

(b) After a designated period of time, members whose dues remain unpaid shall automatically cease to be members of the Society and their names shall be stricken from the membership roll, provided that such members have been duly notified.

Section 5. Reinstatement.

(a) A member whose membership is terminated by expulsion or who, at the time of resignation or termination of membership, was under suspension, was under investigation by the Board of Ethics and Professional Standards, or was subject to charges pending under Article XII, may not be reinstated, but must apply for membership in the same manner as a new applicant.

(b) A member who resigns or whose membership is terminated for any reason other than as provided in paragraph (a) of this Section may reinstate membership. Eligibility for reinstatement shall be the same as eligibility for new members and reinstatement shall be in the same category of membership as that held when membership ceased.

Section 6. Retirement Status.

(a) Members of the Society in good standing for at least five years may be granted retirement status. A member shall be eligible for retirement status only if and so long as the member is gainfully employed less than 50 percent of the time.

(b) Members on retirement status shall enjoy all the rights and privileges of membership.

(c) The dues rate for members on retirement status shall be established annually by the Assembly at the same time and in the same manner as dues for the general membership, as provided in Section 2, Article II.

**ARTICLE III.
The Assembly**

Section 1. Powers.

(a) There shall be an Assembly of the Society composed of delegates who, when assembled as herein provided at an annual or spring meeting, shall have and may exercise all the powers, rights, and privileges of members at an annual meeting.

(b) The Assembly shall have power to elect the Directors and the Officers, amend these Bylaws, and exercise any other power conferred by law upon members.

Section 2. Assembly Delegates.

The Assembly shall be composed of delegates. As a minimum requirement, all delegates shall either be Accredited or a current board member of their respective chapters, districts or sections. The same will be true of the alternates.

The delegates to the Assembly shall be apportioned as follows:

(a) A delegate or delegates (hereinafter referred to as chapter delegates) elected by the members of each chapter of the Society qualified to vote for chapter delegates under the provisions of Article VIII, Section 4, on the basis of one delegate for every 100 such members of the chapter, or fraction thereof;

(b) All current members of the Board of Directors of the Society;

(c) Each district chair elected as provided in Article V hereof, each section chair as established under Article XI and the chair of the College of Fellows as provided in Article XV;

(d) A delegate for members of the Society who are residents of Canada, to be elected in such manner as may be determined by the Board of Directors;

(e) A delegate or delegates for all other members of the Society who are not in a chapter area, for purposes of election of delegates, on the basis of one delegate for each 100 such members of the Society or fraction thereof as determined by the Secretary of the Society, to be elected in such manner as may be determined by the Board of Directors; and

(f) In addition, the President of PRSSA.

Past Presidents have the privilege of the floor, but may not vote.

Section 3. Election of Chapter Delegates.

(a) Each chapter delegate shall be elected by the members in good standing of the chapter, who are also members in good standing of the Society, in such manner as the chapter shall determine.

(b) Such election shall take place prior to December 1 in the year immediately preceding the commencement date of the chapter delegate's term of office.

(c) If a chapter becomes eligible for an additional delegate during the year following the commencement date, election of the additional delegate shall take place at least 60 days prior to the annual meeting of the Assembly.

(d) To be eligible, a chapter delegate must have served at least one year as a chapter officer or as a chapter board member. This provision shall not apply during the first two years of a new chapter.

Section 4. Alternate Delegates.

(a) A chapter may at any time designate an alternate chapter delegate for each delegate to which the chapter is entitled under these Bylaws. The president or the vice president of the chapter shall make such designation.

(b) An alternate may vote at meetings of the Assembly only in the absence of the delegate for whom the alternate is to serve and only upon presenting to the chair of the Assembly Credentials Committee a letter from the chapter president or vice president certifying to the designation and to the facts regarding the alternate's eligibility.

(c) To be eligible as an alternate delegate a member must meet all the requirements of a delegate.

(d) In the absence of a district chair, the chair-elect of such district shall be entitled to vote as an alternate at meetings of the Assembly. In the absence of both the chair and chair-elect, the district secretary shall be entitled to vote as an alternate at meetings of the Assembly.

(e) In the absence of a section chair or chair-elect, the chair of a

section may designate a member as an alternate to the Assembly.

(f) In the absence of the College of Fellows chair, the chair-elect shall be entitled to vote as an alternate at meetings of the Assembly. In the absence of the chair and chair-elect, the vice chair shall be entitled to vote as an alternate at meetings of the Assembly. If the vice chair is unable to serve, the chair shall designate an alternate who shall be entitled to vote.

Section 5. Term of Office.

(a) Each chapter delegate (as defined in Section 3 above) shall be elected for a term of three years beginning January 1 and until a successor is elected. No chapter delegate having served a full three-year term may serve a succeeding term. However, a person filling an unexpired term may be elected for a succeeding full term.

(b) The terms of office of delegates elected pursuant to subdivisions (d) and (e) of Section 2 hereof shall be one year beginning January 1 and until their successors are elected. Partial terms will commence with the next meeting of the Assembly. The term of office of the President of PRSSA as delegate to the Assembly under subdivision (f) of Section 2 of this Article shall continue only during his or her presidency of PRSSA.

Section 6. Removal.

(a) The Assembly shall have the power by majority vote to remove a delegate on any of the following grounds:

- (1) failure to attend two successive Assembly meetings;
- (2) censure or suspension for violation of the Code of Ethics or of these Bylaws; or
- (3) removal from the district or chapter from which elected.

(b) A chapter may remove with or without cause any delegate or alternate it has elected or appointed by vote of a majority of its entire board of directors, provided a copy of the resolution of removal certified by the president, vice president or secretary of the chapter is filed with the Assembly Credentials Committee.

Section 7. Vacancies. In the event of the death, resignation, removal or disqualification of any chapter delegate, the board of directors of the chapter the delegate represents may appoint and certify a successor to serve the balance of the unexpired term.

Section 8. Certification. Each chapter shall certify to the chair of the Assembly Credentials Committee the names and addresses of the chapter delegates elected or designated for that chapter. Such certification must be sent to the National Office of the Society within 10 days after such election or designation.

Section 9. Determination of Number of Members. For the purposes of Section 2 (a) of this Article, the number of members of the chapter shall be determined as of the date of election of the chapter delegates of the chapter, but such determination shall include only members of the chapter who have the right to vote for chapter delegates of that chapter under Article VIII, Section 4.

Section 10. Quorum. One-third of the Assembly shall constitute a quorum at all meetings thereof.

Section 11. Meetings of the Assembly.

(a) There shall be an annual meeting of the Assembly held no earlier than October 1 and no later than December 15 at such time and place, within or without the State of New York, as fixed by the Board of Directors, for the purpose of electing Directors and Officers and the transaction of other business.

(b) Special meetings of the Assembly may likewise be held, within or without the State of New York, at any time upon call of the Board of Directors or on petition signed by at least 25 percent of the members of the Assembly.

(c) Notice of the annual meeting of the Assembly shall be given to all members of the Society and to all chapters of the Society, not less than 30 days nor more than 50 days before such meeting. Notice of any special meeting of the Assembly shall be given to all delegates, not less than 10 days nor more than 50 days before such meeting.

Section 12. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Assembly in all cases to which they are applicable, and to which they are not inconsistent with the not-for-profit corporation laws of the State of New York, the Bylaws of the Society, and the standing rules.

**ARTICLE IV.
Officers and Board of Directors**

Section 1. Composition of the Board of Directors. The business and affairs of the Society shall be managed and controlled by a Board of Directors of 17 members who are Accredited, consisting of four Officers and 12 Directors, all elected by the Assembly at its annual meeting; and *ex officio* the Immediate Past President of the Society. Each district shall be represented by at least one Director, while two Directors will serve in an at-large capacity.

Section 2. Eligibility.

(a) To be eligible as a Director or an Officer of the Board of Directors, a member must have served in at least one Assembly as a voting participant or as chapter president, section chair, district chair or chair of a national committee.

(b) Directors elected under the provisions of Section 3 hereof to complete an unfilled term may, if they have served less than one year and are otherwise eligible, succeed themselves to a full term as a Director. A Director elected to a one-year term is also eligible to seek a two-year term.

Section 3. Vacancies.

(a) Vacancies occurring among the Directors, other than the office of the President and Chief Executive Officer or President-Elect, may be filled for the balance of the unexpired term by the Board of Directors at any regular meeting or at any special meeting called for that purpose.

(b) If the President and Chief Executive Officer temporarily is unable to serve, the President-Elect shall act in the President and Chief Executive Officer's place.

(c) In the event the President and Chief Executive Officer position becomes vacant for any reason or the President and Chief Executive Officer temporarily is unable to serve, and the President-Elect is unable to serve, the order of temporary succession shall be: the Immediate Past President, the Treasurer, the Secretary, and any Director elected by majority vote of the Board of Directors.

(d) If the President-Elect position becomes vacant for any reason, the President and Chief Executive Officer shall request the Nominating Committee that recommended that President-Elect to nominate a replacement. The Nominating Committee shall present a recommendation to the Board of Directors. The Board of Directors, by majority vote, shall elect a replacement to fulfill the responsibilities of the President-Elect.

Section 4. **Removal.** An Officer or Director may, by the affirmative vote of two-thirds of the entire Board, or by a majority vote of the Assembly at a special meeting called for that purpose, be removed from office on either of the following grounds:

- (a) failure to attend two successive Board of Directors meetings;
- or
- (b) censure or suspension for violation of the Code of Ethics or of these Bylaws.

Section 5. **Annual and Regular Meetings.**

(a) The Board of Directors shall meet as soon as practicable after the beginning of each year on call of the President and Chief Executive Officer at such time and place as the President and Chief Executive Officer may specify, for the purpose of organization, the appointment of committees, and the transaction of other business.

(b) Other regular meetings of the Board of Directors may be held at such times and places as the Directors may determine.

(c) Special meetings of the Directors may be called by the President and Chief Executive Officer, and must be called at the written request of two members of the Board. The Assembly may, by majority vote, call a special meeting of the Board of Directors. No business shall be transacted at any special meetings except that specified in the notice. Such special meetings may be conducted by telephone conference, but no special meeting may be held by telephone conference for disciplinary action against a member under Article XII, Section 2. However, the Board may, in a telephone conference or in a special or regular meeting, temporarily suspend from their position any Officer or Director of the Society or of a chapter, district, professional interest section, committee, task force or other unit of the Society for appropriate reason, subject to the completion of procedures under these Bylaws and the Code of Ethics. The member who may be subject to such temporary suspension shall be entitled to participate in the meeting.

(d) Notice of any meeting of the Board of Directors shall be given to each Director personally, by mail or e-mail at least five days prior to the meeting.

(e) Meetings of the Directors may be held within or without the State of New York in person or by teleconference.

(f) A majority of the Board of Directors shall constitute a quorum at all meetings of the Board.

Section 6. **Compensation and Reimbursement.**

(a) No elected Officer or Director of the Society shall be entitled to any salary or other compensation for services rendered.

(b) The Board of Directors may reimburse any elected Officer or Director for expenses incurred in connection with the performance of Society duties.

Section 7. **Term of Office of Directors.** The term of office of all Directors shall be two years and until their successors take office. The terms shall be arranged so that the terms of six Directors expire each year.

Section 8. **Officers.** The President and Chief Executive Officer, President-Elect, Treasurer, and Secretary shall have the following duties:

(a) President and Chief Executive Officer. The President and Chief Executive Officer shall preside at all meetings of the Assembly and of the Board of Directors. It shall be the President and Chief Executive Officer's duty to monitor the activities of the Society and from time to time to make recommendations with respect thereto to the Board of Directors. The President and Chief Executive Officer shall be *ex officio* member of all committees except the Nominating

Committee, the Board of Ethics and Professional Standards, and the Accreditation Board.

(b) President-Elect. The President-Elect shall, in the absence of the President and Chief Executive Officer, preside at all meetings of the Assembly and of the Board of Directors, and shall perform such duties as may be assigned by the Board of Directors or by the President and Chief Executive Officer.

(c) Treasurer. The Treasurer shall perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors, shall advise with respect to the preparation of the Society's budget, and shall perform such other duties as may be assigned to the Treasurer by the Board of Directors.

(d) Secretary. The Secretary shall act as secretary of all meetings of the Assembly and of the Board of Directors, shall keep or cause to be kept the minutes of all such meetings, shall perform all duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall perform such other duties as may be assigned to the Secretary by the Board of Directors.

Section 9. **Term of Office of Officers.**

(a) The President-Elect, Treasurer, and Secretary shall be elected annually by the Assembly at its annual meeting, and shall hold office for a term of one year, beginning January 1 next ensuing and until their successors are elected.

(b) The President-Elect shall automatically become President and Chief Executive Officer after serving a one-year term as President-Elect or in the event that the President and Chief Executive Officer position becomes vacant for any reason.

(c) No person shall be eligible to hold more than one office.

Section 10. **Other Officers.** The Board may appoint such other officers with such powers and duties as it may deem advisable.

Section 11. **Ineligibility.**

(a) Members of the Board of Directors are ineligible to serve as district or chapter officers, chapter Assembly delegates or alternates, or section chair, or as chair of the College of Fellows, and are ineligible to serve on the Board of Ethics and Professional Standards or the Universal Accreditation Board.

(b) A member of the Board serving in any such capacity at the commencement of his or her term shall automatically cease to serve in such capacity.

(c) No member of the Board of Directors except the Immediate Past President may serve on the Nominating Committee.

Section 12. **Executive Committee.**

The President and Chief Executive Officer, President-Elect, Treasurer, Secretary, and Immediate Past President, shall comprise the Executive Committee of the Board of Directors. The Executive Director serves *ex officio* without vote. The Executive Committee shall serve as an efficient and flexible extension of the full PRSA Board of Directors. It is empowered to act on behalf of the full Board except as limited by these Bylaws.

**ARTICLE V.
Districts**

Section 1. **Formulation.** The Board of Directors shall divide the United States into districts. The Board shall provide uniform procedures for the governance and operation of the districts.

Section 2. District Board of Directors.

(a) Each district shall have a district Board of Directors consisting of the district officers, the immediate past chair of the district (*ex officio*) and one of the following: (1) the president of each chapter in such district, (2) the Assembly delegates of the chapters in such district or (3) the president and the Assembly delegates of the chapters in such district. The composition of each district board of directors can be modified as described in this section by a majority vote of current board members present at the district meeting held during the International Conference immediately prior to the year the board of directors takes office.

(b) If the president of each chapter in such districts serves on the district board of directors, the president-elect, vice president or Assembly delegate of a chapter may attend district board of directors meetings and may serve and vote as an alternate to the chapter president in the latter's absence.

(c) A member of a district board of directors concurrently serving in more than one capacity on the district board shall be entitled to only one vote.

(d) District board members may not vote by proxy.

(e) The National Nominating Committee member elected by the district board of directors may be a member of the district board, and if not already a member, shall serve as a member of the district board of directors, *ex officio*, without vote.

ARTICLE VI.

Nominating Committee and Nominations

Section 1. Appointment and Selection. There shall be a Nominating Committee of members who are Accredited consisting of:

(a) one member representing each district formed under Article V and three alternates designated by sequence as first alternate, second alternate, etc., to serve in the absence of the member elected by the district board of directors at its annual meeting, such members and alternates to serve for one year beginning January 1 following their election and until their successors are elected;

(b) two members-at-large and an alternate member for each of them to act in the absence of the members for whom they are to act as alternates, appointed by the Board of Directors of the Society at its annual meeting, for a term expiring December 31 following and until their successors are appointed;

(c) the Immediate Past President of the Society who shall serve *ex officio* without vote;

(d) the President and Chief Executive Officer of the Society next preceding the Immediate Past President of the Society, who shall be chair of the Committee;

(e) the chair of the College of Fellows and one Fellow appointed by said Chair;

(f) three representatives from Section Council to be selected by said Council; and

(g) one member of the Past Presidents' Council to be selected by said Council.

(h) In the event the chair of the Nominating Committee shall be unable or unwilling to perform the duties required of the chair, the representative of the Past Presidents' Council to the Nominating Committee shall serve as the chair.

No member of the Nominating Committee and no alternate who is serving in place of the Nominating Committee member may be nominated as a National Officer or as a Director of the Board of Directors.

Section 2. Duties and Procedures. It shall be the duty of the Nominating Committee to make and present to the Assembly, as hereinafter provided, nominations for the offices of President-Elect, Treasurer, and Secretary, other members of the Board of Directors, and any other positions requested by the Board of Directors, as hereinafter provided:

(a) All members of the Society shall be advised of the report of the Committee at least 60 days prior to the annual meeting of the Assembly.

(b) If, between the time of nomination and the annual meeting of the Assembly, a nominee dies or declines to serve, the Nominating Committee shall make a substitute nomination at the time the Assembly meets.

Section 3. Nomination by Petition.

(a) Nominations may also be made by petition by at least 10 Assembly delegates and filed with the Secretary of the Society at the National Office of the Society at least 30 days prior to the annual meeting of the Assembly.

(b) Immediately upon receipt of any such nominations, the Secretary shall send a notice of such nominations to all delegates and alternates to the Assembly.

Section 4. Other Nominations.

(a) If, at the time of the election, no candidates have been nominated for an office, nominations will be allowed from the floor.

(b) Nominations from the floor shall not be allowed under any other circumstances.

Section 5. Compensation and Reimbursement. The Board of Directors may reimburse members of the Nominating Committee for travel expenses incurred in connection with the performance of Nominating Committee duties.

ARTICLE VII.

Past Presidents' Council

Section 1. Composition.

(a) All Past Chairs and Chief Executive Officers of the Board of the Society, Past Presidents of the Society, and Past Presidents of the American Public Relations Association shall be members of the Past Presidents' Council, which may be called on or convened for advice by the Officers of the Society or by the Board of Directors.

(b) The Immediate Past President of the Society may call meetings of the Council and act as chair thereof.

ARTICLE VIII.

Chapters

Section 1. Establishment and Dissolution.

(a) The Board of Directors may establish chapters on petition of 10 or more members in good standing of the Society in a given area.

(b) The Board of Directors may dissolve chapters with Assembly approval. Upon dissolution of a chapter, the chapter's remaining funds shall be transferred to the Society and distributed as designated by the Board of Directors.

Section 2. Boundaries. The Board of Directors shall have power to determine original chapter boundaries subject to Assembly ratification at its next meeting. It may change such boundaries with Assembly approval.

Section 3. Chapter Membership.

- (a) Only Society members shall be eligible for chapter membership.
- (b) A member is eligible for membership in any chapter and may be a member of more than one chapter.
- (c) The chapter or chapters of the member's choice must accept the member.
- (d) A member may transfer chapter membership from one chapter to another.

Section 4. Chapter Voting Rights. A member of a chapter has full voting rights in the chapter regardless of the number of other chapters to which the member belongs, except as follows:

- (a) A member belonging to more than one chapter shall designate in writing to the Secretary of the Society which chapter the member considers the principal chapter. This designation must be made at the time of joining the second chapter. The boundaries of the principal chapter must include either the member's residence or principal place of business or employment.
- (b) A chapter designated as principal chapter by a member will be the chapter from which that member may vote for Assembly delegates or serve in district or national positions.
- (c) Only a principal chapter may count such a member when determining representation in the Assembly.

Section 5. Chapter Bylaws.

- (a) Bylaws of a chapter and amendments thereto must be approved by the Board of Directors of the Society to become effective.
- (b) Such bylaws shall contain provision whereby chapters shall elect their own officers. All chapters shall adopt a president-elect system patterned after the Society's officer organization.

Section 6. Activities of Chapters.

- (a) Chapters may not indulge in activities contrary to the best interests of the Society as a whole. All chapter activities must be undertaken in the name of the chapter.
- (b) No chapter activity shall impose any liability or obligation on the Society.

**ARTICLE IX.
Financial Provisions**

Section 1. Fiscal Year. The fiscal year of the Society shall be the calendar year.

Section 2. Bonds. All persons having power to make disbursements or sign checks on behalf of the Society shall be bonded at the expense of the Society in amounts to be determined by the Board of Directors.

Section 3. Audit. The books of the Society shall be audited at least once annually by certified public accountants to be engaged at the expense of the Society in amounts to be determined by the Board of Directors.

Section 4. 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 Society or serves or served any other corporation or organization in any capacity at the request of the Society shall be indemnified by the Society, and the Society may advance related expenses, to the fullest extent authorized or permitted by law.

**ARTICLE X.
Boards, Committees, Task Forces**

Section 1. The Board of Directors may appoint such boards, committees, and task forces as the Board may deem necessary or advisable for the conduct of the affairs of the Society. The Board of Directors shall determine the duties of any such group, its size and tenure. All boards, committees, and task forces shall be subject to the control of the Board of Directors.

**ARTICLE XI.
Sections**

Section 1. Formation. The Board of Directors may form sections within the Society under such rules and regulations as may be adopted by the Board of Directors.

Section 2. Dissolution. The Board of Directors may dissolve sections.

**ARTICLE XII.
Code of Ethics**

Section 1. Powers of the Assembly, Obligation of Members.

- (a) The Assembly of the Society shall have power to adopt a Code of Ethics, herein called the "Code," and amendments thereto, either at its annual meeting or at a special meeting called for the purpose, after first receiving the report of the Board of Directors.
- (b) All members of the Society shall, by virtue of their membership, be bound by the Code, which may be amended from time to time, and shall be obligated to comply with the procedures.

Section 2. Powers of the Board of Directors. The Board of Directors shall have power to:

- (a) propose to the Assembly a Code of Ethics;
- (b) propose to the Assembly from time to time amendments to the Code when they may appear to be advisable;
- (c) issue official interpretations of the Code and express its opinion regarding proper professional conduct; and
- (d) adopt rules of procedure regarding actions to bar from membership or expel from the Society those who have been, or are, sanctioned by a government agency or convicted in a court of law of an action that is in violation of the Code. The affirmative vote of two-thirds of the entire Board of Directors shall be required to take disciplinary action against a member.

Section 3. Conviction of a Felony or Misdemeanor.

The Board of Directors may, by an affirmative vote of two-thirds (eleven) of the entire Board, expel any member who shall have been convicted of, or shall have pleaded "No Contest" to a charge of, a felony or misdemeanor related to the conduct of the public relations profession or involving moral turpitude.

Section 4. Board of Ethics and Professional Standards.

- (a) There shall be a Board of Ethics and Professional Standards consisting of eleven members, including the chair, who are Accredited, three appointed each year by the President and Chief Executive Officer with the approval of the Board of Directors, each to serve for a term of three years.
- (b) The President and Chief Executive Officer, with the

approval of the Board of Directors, shall appoint the chair of the Board of Ethics and Professional Standards each year. The chair may serve a maximum of three consecutive one-year terms.

(c) It shall be the primary responsibility of the Board of Ethics and Professional Standards to develop and continuously refine the Society's roadmap for the ethical practice of public relations and to foster the highest level of professional standards within the profession and society at large.

(d) The Board of Ethics and Professional Standards shall also counsel the Board of Directors regarding the Code of Ethics and direct the development and implementation of educational programs regarding the Society's Code of Ethics for members and the public at large

(e) the Board of Ethics and Professional Standards may also, at the discretion and direction of the Board of Directors, act as counsel to the Board of Directors regarding actions to bar from membership or expel from the Society those who have been or are sanctioned by a government agency, or convicted in a court of law of an action that is in violation of the code.

Section 5. Miscellaneous.

(a) Communications and proceedings among the Board of Ethics and Professional Standards and Board of Directors regarding actions to bar individuals from membership or expel members from the Society shall be confidential. However, final actions by the Board of Directors to bar individuals from membership or expel members from the Society may be made public.

(b) Members of the Society shall respond to information requests of the Board of Ethics and Professional Standards or the Board of Directors within 30 days.

Section 6. **Agreement to the Code of Ethics.** Payment of annual dues to the Society shall constitute an agreement to abide by the Bylaws of the Society and the Code of Ethics and the procedures for its enforcement.

ARTICLE XIII. Accreditation

Section 1. Provision for Accreditation.

(a) The Board of Directors may make provision for Accreditation and certification of competence in the practice of public relations on the passing of examinations in public relations given either by the Society or an independent agency retained by the Society and on fulfillment of prescribed standards of character and general fitness.

(b) The Board may, in addition, make provisions for Accreditation in special fields of public relations of those who have received general Accreditation, such special Accreditation to be based on the passing of examinations and on the fulfillment of such other conditions as the Board may determine.

(c) The Board may also make provisions for Universal Accreditation (UA). In event the Board makes such provisions and enters into such agreements, Sections 2, 3, 4, 5, and 6 of this Article shall remain in force for members of the Society who are or may become Accredited in the UA program.

(d) Accreditation programs shall include provisions for the Maintenance of Accreditation on a regular cycle.

Section 2. Eligibility

(a) A member, with a recommended five to seven years of experience and a bachelor's degree or equivalent, who has devoted a substantial portion of time to the paid professional practice of public relations or to the teaching or administration of public relations courses in an accredited college or university, shall be eligible to take the Examination for Accreditation.

(b) Successful candidates must agree to abide by the Code of Ethics.

Section 3. Accreditation Fee

(a) There shall be a non-refundable fee charged to all applicants for Accreditation. This fee will be fixed for PRSA members by the Assembly.

Section 4. Universal Accreditation Board

(a) There shall be a Universal Accreditation Board (UAB) consisting of representatives from each participating organization.

(b) PRSA is entitled to no less than 15 representatives plus the chair and past chair who each will serve a one-year term. The PRSA representatives must be Accredited with five appointed each year by the president with the approval of the board of directors, each to serve a term of three years.

(c) The chair will be appointed by the president of PRSA until such time as the UAB is a freestanding entity.

(d) The UAB shall be the responsible authority for the granting and Maintenance of Accreditation.

Section 5. Loss and Reinstatement of Accreditation.

(a) Accreditation for a PRSA member shall cease automatically when an individual no longer has valid membership in PRSA, whether terminated voluntarily or involuntarily.

(b) Accreditation shall be reinstated automatically upon reinstatement to membership in accordance with Section 5, Article II, and following demonstration of compliance with current Maintenance requirements.

Section 6. Universal Accreditation.

(a) The UA program outlines the policies and procedures that will govern the administration and rule-making of the UAB.

(b) The Assembly may, by amendment, end PRSA's participation in any UA program at any time.

ARTICLE XIV. College of Fellows

Section 1. College of Fellows.

(a) There is established within the Society a College of Fellows, which honors senior practitioners for career achievement. Admission shall be open to all members who meet the criteria, apply using the prescribed forms, and are approved by the Board of Directors.

(b) The Board may assign to the College or another Society body the screening of applicants with recommendations for action.

(c) Members denied admission may appeal to the Board, which shall act on such petitions expeditiously.

Section 2. **Criteria for Admission.** Criteria for admission will be developed and amended by the College and approved by the Assembly in accord with the following minimums:

(a) An applicant must be a member who is Accredited, has practiced 20 years or more, demonstrates superior capability as a

practitioner, exhibits personal and professional qualities that serve as a role model for other practitioners, and has advanced the state of the profession.

Section 3. **Fellows Designation.** Fellows shall be designated “APR, Fellow PRSA.” The College is encouraged to develop programs for its inductees and may elect officers and appoint committees.

Section 4. **Automatic Inductees.** Gold Anvil winners will be automatically inducted (retroactive to 1994).

**ARTICLE XV.
Public Relations Student Society of America**

Section 1. **Public Relations Student Society of America (PRSSA).** PRSSA consists of a national organization and local chapters, the membership being limited to students enrolled in colleges and universities where such chapters exist, all subject to the provisions of these Bylaws and the PRSSA Bylaws.

Section 2. **Purpose.**

(a) The purpose of PRSA’s sponsorship of PRSSA is to cultivate a favorable and mutually advantageous relationship between public relations students and professionals.

(b) Its further aims are to foster the students’ understanding of current public relations theories and procedures, encourage them to adhere to the highest ideals and principles of the practice of public relations, instill in them a professional attitude, and make evident and desirable membership and eventual Accreditation in PRSA.

Section 3. **College and University Eligibility.**

(a) A PRSSA chapter may be established only at a college or university that offers baccalaureate degrees with a sequence of at least five courses in public relations, supplemented by courses allied to this field of study, and that is accredited by a nationally recognized accrediting association or board.

(b) The Educational Affairs Committee is authorized to consult with and assist colleges and universities in meeting these standards.

Section 4. **Activities of PRSSA Chapters.**

(a) All activities of a PRSSA chapter must be undertaken in the name of the chapter. PRSSA chapters may not merge with any other organizations.

(b) No chapter activity shall impose any liability or obligation on the Society.

(c) Membership in PRSSA does not confer membership in PRSA.

Section 5. **PRSSA National Bylaws.**

(a) PRSSA shall be governed by its own bylaws.

(b) Amendments to the PRSA Bylaws affecting PRSSA shall immediately become part of the PRSSA Bylaws and shall not require the approval of the PRSSA Assembly or the PRSSA National Committee to become effective.

(c) Amendments to PRSSA Bylaws shall be subject to the approval of the PRSA Board of Directors.

**ARTICLE XVI.
Amendments**

Section 1. **Proposal of Amendments.** An amendment to these Bylaws may be proposed by:

(a) majority vote of the members of the Assembly present and voting;

(b) majority vote of the members of a chapter present and voting at a special meeting of the chapter called for that purpose;

(c) resolution of the Board of Directors; or

(d) a petition signed by at least 25 members who are Accredited.

The substance of each proposed amendment must be filed at the National Office of the Society at least 60 days prior to the meeting of the Assembly at which the proposed amendment is to be considered.

Section 2. **Requirements for Adoption of Amendments.** An amendment so proposed may be adopted by a two-thirds vote of the delegates present and voting at any annual meeting of the Assembly or at any special meeting thereof called for that purpose. At least half of the total number of delegates must be present and voting. The substance of the proposed amendment must accompany the notice of the meeting, which must be given at least 45 days prior to the meeting.

**ARTICLE XVII.
Public Relations Society of America Foundation Advisory Board**

Section 1. **Public Relations Society of America Foundation Advisory Board.** There shall be a Public Relations Society of America (PRSA) Foundation Advisory Board consisting of 12 members, including a chair and vice chair, appointed by the PRSA president and chief executive officer, with the approval of the board of directors. At least seven members must be members of PRSA. The chair follows the responsibilities of a committee chair as outlined in the PRSA Policies and Procedures Manual and reports to the PRSA board. Members are expected to actively engage in fund-raising activities to support educational, professional development and Foundation-specific programs.

Section 2. **Responsibilities of the PRSA Foundation Advisory Board.**

The board shall be responsible for:

(a) Overseeing and assessing specific Foundation initiatives and making recommendations for future directions;

(b) Establishing and maintaining a planned giving and scholarship program for the Foundation;

(c) Developing and maintaining ongoing research programs to evaluate, describe and understand the needs of the professional within and outside the Society and provide for dissemination of such research; and

(d) Provide guidance to the PRSA board, the Foundation board and the PRSA strategic planning committee regarding philanthropic opportunities.