

PRSA Richmond Bylaws

Updated October 2024

ARTICLE I – GENERAL

Section 1: Name

- The name of this organization is Public Relations Society of America Richmond Chapter (Chapter), a chapter of the Public Relations Society of America, Inc. (Society).

Section 2: Territory and Location

- The Chapter will operate and serve members within the territory approved by the Society. The territorial limits approved by the Society for this Chapter are the greater central Virginia area.
- The Chapter's principal office location (if applicable) will be determined by the Chapter's board of directors.

Section 3: Goals

- In accordance with the Society's articles of incorporation and bylaws, the goals of this Chapter shall be to serve a diverse community of professionals, empowering them to excel in effective, ethical and respectful communications on behalf of the organizations they represent and the constituencies they serve and advance the careers of members by providing:
 - Lifelong learning and professional development.
 - Vibrant, diverse and welcoming professional communities.
 - Recognition of capabilities and accomplishments.
 - Thought leadership, ethics and professional excellence.
 - Activities that enhance awareness of the public relations profession and serve the public interest.
- Further, the Chapter, its board, officers and members shall support and adhere to the bylaws, purposes, code of ethics and all applicable policies and procedures established by the Society.

Section 4: Restrictions

- All policies and activities of the Chapter shall be consistent with:
 - Applicable federal, state and local antitrust, trade regulation or other requirements.
 - Tax-exemption requirements imposed on the Society under Internal Revenue Code Section 501(c)(6), including the requirements that the Chapter shall not be organized for profit and that no part of its net earnings shall inure to the benefit of any private individual.

ARTICLE II – BOARD OF DIRECTORS

Section 1: Scope

- Chapter affairs are managed by its board of directors. It is the board's duty to carry out the objectives and purposes of the Chapter, and to this end, it may exercise all powers of the Chapter.
- The board is subject to the restrictions and obligations set forth in these bylaws, the Society's bylaws, policies and procedures, and code of ethics.

Section 2: Board Composition

- The Chapter's governing body shall be a board of directors consisting of the elected officers, director(s)-at-large and committee chairs.
- All board members shall be members in good standing with the Chapter and the Society.

Section 3: Executive Committee Composition

- The Chapter's officers shall be a president, president-elect, first vice president, second vice president, third vice president, secretary and treasurer. The executive committee shall consist of these officers.

Section 4: Officer Positions

- **President:** The president shall be the chief executive officer of the Chapter, and preside at all Chapter and board meetings. The president shall appoint all committee chairs and shall be an ex-officio member of all committees. The president shall perform all other duties incident to the office of president, including representing the Chapter to outside organizations and news media. The president shall immediately succeed to the position of president emeritus upon expiration of the president's term of office. The president or their designee shall serve as a PRSA Leadership Assembly delegate. The president shall also work with officers and staff to render an annual report to Chapter membership at the conclusion of their term/end of the calendar year.

- **President-Elect:** The president-elect shall assist the president, perform all duties incident to the office of president-elect and, in the absence or disability of the president, shall exercise the powers and perform the duties of the president. The president-elect shall attend meetings of the PRSA District to which the Chapter belongs, shall be responsible for chapter relations with the Society and other professional associations in the Chapter territory, and shall serve as liaison to the Chapter's sponsored PRSSA chapters. The president-elect shall immediately succeed to the office of president upon expiration of the president's term of office, and in the event of the death, resignation, removal or incapacity of the president. The president-elect or their designee shall serve as a PRSA Leadership Assembly delegate if the Chapter is entitled to two or more delegates. The president-elect shall also serve as the Chapter's parliamentarian and ensure adherence to all Chapter bylaws.
- **First Vice President (Professional Development):** The first vice president shall serve as chair of the committee responsible for planning Chapter professional development programs. The first vice president shall also perform additional duties assigned by the president.
- **Second Vice President (Awards):** The second vice president shall serve as chair of the committee responsible for planning the awards and recognition programs. The second vice president shall also perform additional duties assigned by the president.
- **Third Vice President (Membership):** The third vice president shall serve as chair of the committee responsible for membership development, recruitment, retention and eligibility. The third vice president shall also perform additional duties assigned by the president.
- **Secretary:** The secretary shall keep detailed and accurate records of all meetings of the Chapter, of the executive committee and of the board. The secretary shall send copies of such minutes to the Chapter's board, as well as to the Society and to the district chair as required. The secretary shall ensure issuance of notices of all meetings, and perform all other duties customarily pertaining to the office of the secretary or assigned by the president.
- **Treasurer:** The treasurer shall ensure receipt and deposit of all Chapter funds, in a bank or trust company selected and approved by the officers. They shall prepare the Chapter's budget, make regular financial reports to the board, render an annual financial statement to Chapter membership and perform all other duties incident to the office of the treasurer or assigned by the president.

Section 5: Terms

- Officers shall serve a term beginning at the close of the meeting at which they are installed and ending when their successors take office.
- Terms shall last one calendar year.
- Should the need arise for an officer to succeed themselves in the same office, a specific notification of this point shall be presented to the membership that is separate from the full slate of officers.
- The option of having an elected officer serve two consecutive terms in the same position shall be avoided at all costs.
- No person is eligible to simultaneously hold more than one office.

Section 6: Board Meetings

- There shall be at least four board meetings each calendar year. The board shall meet at the call of the president or upon call of any three officers.
- Notice of each meeting of the board shall be given to each board member at least five (5) days prior to the meeting.

Section 7: Quorum

- A majority of board members present shall constitute a quorum for all meetings of the board.

Section 8: Executive Committee Meetings

- The executive committee shall be empowered between meetings of the board to exercise its authority.
- The executive committee shall meet at the call of the president or upon call of any one (1) member of the executive committee upon 24 hours' notice.
- When the executive committee meets separately from meetings of the board, committee chairs may not attend, make motions or debate except as specifically requested by the president and/or executive committee.

Section 9: Compensation and Reimbursement

- Board members shall not be entitled to any salary or other compensation from the Chapter, but may be reimbursed for expenses reasonably incurred in connection with the performance of Chapter duties.
- For purchases amounting to more than \$100, the treasurer must notify and obtain written approval from the president. For purchases more than \$1,000, the treasurer must notify and obtain written approval from the president and president-elect.

Section 10: Delegates

- The PRSA Leadership Assembly delegate(s) shall serve as the Chapter's representative(s) at meetings of the PRSA Leadership Assembly, and as a liaison between the Society and the Chapter.
- The Chapter president shall serve as the first PRSA Leadership Assembly delegate.
- When the Chapter is entitled to a second delegate, the president-elect shall serve as that delegate.
- The president may appoint an alternate or alternates for the first delegate position. If the Chapter is entitled to a second delegate, the president-elect may appoint an alternate or alternates for that delegate position.
- If the Chapter is entitled to additional delegates, the Chapter board may appoint alternates for those additional delegate positions. Each additional delegate shall be appointed by the Chapter board for a term of one (1) year beginning January 1 and ending when their successor is appointed.
- To be eligible to serve as a PRSA Leadership Assembly delegate, a member must be Accredited in Public Relations (APR) or be a current or former member of the Chapter's board.

ARTICLE III – VOTING AND ELECTIONS

Section 1: Voting

- Only the executive committee may vote on personnel and financial decisions. Personnel and finance-related motions may not be voted on unless a majority of executive committee members are present. In accordance with the statute under which PRSA is incorporated, adoption of a motion requires the affirmative vote of a majority of executive committee members present.
- All board members and any paid staff may participate in discussions involving, and propose motions related to, other Chapter activities. General Chapter business-related motions may not be voted on unless a majority of board members are present. In accordance with the statute under which PRSA is incorporated, adoption of a motion requires the affirmative vote of a majority of board members present.
- Proxy voting is prohibited at board meetings.
- If the president deems it necessary given the situation or appropriate given the topic, board members may vote via electronic means.
- All voting should be conducted in the most transparent way possible. Results of votes should be documented in meeting minutes.

Section 2: Nomination

- The president emeritus shall serve as the nominating committee. If the president emeritus is unavailable, the president shall nominate a nominating committee lead, who must be approved by the executive committee.
- At their discretion, the president may select additional chapter and/or board members to serve on the nominating committee.
- This nominating committee is responsible for adequately vetting and responsibly selecting officer candidates. Candidates should have prior PRSA experience, have a skillset that aligns with the role in which they are filling and be selected to ensure the future success of the Chapter.
- Officer candidates must be presented to the executive committee for a vote before being presented to the full membership.
- The nominating committee shall share the proposed slate of officers with Chapter membership at least thirty (30) days prior to the vote.

Section 3: Election

- The election of officers shall take place on or before June 30.
- If there are vacant officer positions for which no nominations have been submitted by the committee, members in good standing may nominate candidates from the floor prior to voting.
- Members in good standing may nominate candidates other than the ones submitted by the committee from the floor prior to voting.
- Officers are elected by a majority of members voting in person or by proxy. If there is only one nominee for a position, the nominee shall be declared elected by acclamation.
- If the president deems it necessary, members may vote via electronic means.
- All voting should be conducted in the most transparent way possible given the situation. Results of votes should be documented in Chapter materials.
- Officers will be elected well in advance of their installation to allow for adequate preparation for their year of service. Officers shall be installed in November.
- No more than two members of any firm or organization shall be eligible to be elected to serve as officers at the same time, nor may a vacancy be filled with someone whose election would result in more than two members of the same firm or organization serving as officers at the same time. If an officer changes jobs that results in more than two members from the same firm serving as officers at the same time, they will not be required to resign as an officer during their existing term only. At the expiration of that term, the rule started above applies.

Section 4: Vacancies

- In the event of death, resignation, removal or incapacity of a committee chair or director-at-large, the president shall appoint a successor who shall take office immediately and serve the balance of the unexpired term.
- In the event of death, resignation, removal or incapacity of an officer—other than the president who shall be succeeded by the president-elect—the president shall recommend a successor to the officers. If the candidate receives a majority support vote from the officers, the candidate will be presented to the membership with ten (10) days notice for an emergency vote. The chapter may conduct the election via electronic means. The candidate will be installed immediately upon receiving a majority support vote from the voting members.

Section 5: Removal or Resignation

- Any board member who misses more than two consecutive board meetings without an excuse acceptable to the president may be removed by a majority vote of the officers.
- Any board member may resign at any time by providing written notice to the president. A document must be created noting the resignation that is signed by both the board member and president. The secretary shall keep the document with Chapter files.
- Any officer may be removed by: (1) majority vote of the members present at a membership meeting, or (2) a majority of the board, excluding the officer proposed to be removed. The president will determine which scenario is most appropriate.
- Any officer proposed to be removed shall be provided with thirty (30) days advance written notice, including the reason for the proposed removal, and must have an opportunity to respond to the proposed removal in writing or in person at the meeting at which the removal is considered. A document must be created noting the removal that is signed by both the officer and president. The secretary shall keep the document with Chapter files.
- Any removal or resignation of an officer automatically results in that person's removal or resignation from the board for that service year.
- An officer who has resigned or whose membership has been terminated is not entitled to a refund of any portion of their Chapter or Society dues.
- If an officer is removed or resigned from board service, their ability to serve on the board in future service years requires the affirmative vote of a majority of executive committee members.

ARTICLE IV – COMMITTEES

Section 1: Appointment and Dissolution of Committees

- The executive committee may appoint and dissolve committees to carry on the affairs of the Chapter as deemed necessary or advisable. The executive committee shall determine the duties of any such group, as well as its size and tenure.
- The president shall appoint chairs of all committees.
- All committees established under this section shall be subject to the authority of the board.
- The committee chair shall select members of that committee as needed. The president shall also be able to select committee members if desired.

Section 2: Committee Reports

- The chair of each committee shall report its activities regularly to the board. All committee activities shall be subject to approval by the executive committee.

ARTICLE V – MEMBERSHIP

Section 1: Membership Eligibility

- Membership in the Chapter is limited to individuals who are members in good standing with the Society, as determined in accordance with the Society's bylaws, and who are in compliance with Chapter financial obligations.

Section 2: Admission to Membership

- Admission to membership in the Society shall be governed by the pertinent provisions of the Society's bylaws and subject to the eligibility requirements.
- The Chapter may offer a retired-level membership to someone who (i) retired from full-time practice of public relations or communications, (ii) is gainfully employed less than 50 percent of the time and (iii) has been a member in good standing with the Chapter for at least five (5) years, provided such individual makes application for such membership to the Chapter and is a member in good standing of the Society.

Section 3: Rights and Privileges of Membership

- Membership carries with it a definitive obligation to pay all applicable dues, fees and other charges (collectively referred to as "financial obligations").
- Any payments by a member to the Society do not mitigate such member's financial obligations to the Chapter.

Section 4: Resignation or Termination of Membership

- Any member whose Chapter financial obligations are unpaid for thirty (30) days shall not be in good standing and the member's rights to vote, hold office or enjoy other privileges of Chapter membership shall be suspended until those financial obligations are paid in full, provided that at least fifteen (15) days before the suspension the vice president of membership (or another person to whom the vice president of membership has delegated the responsibility) has informed the member of the date the suspension will occur if the member's financial obligations are not paid in full before then.
- Membership shall be automatically terminated by the vice president of membership (or another person to whom the vice president of membership has delegated the responsibility) without action by the executive committee when the Chapter member's membership in the Society has been terminated for any reason, including non-payment of national or Chapter dues. Membership shall also be so terminated for failure to pay applicable Chapter financial obligations for more than sixty (60) days, provided that at least fifteen (15) days before the termination the vice president of membership (or another person to whom the vice president of membership has delegated the responsibility) has informed the member of the date the termination will occur if the member's financial obligations are not paid in full before then.
- Members must conduct themselves in a professional manner at all Chapter gatherings, in all interactions with Chapter members and in all capacities in which they represent the Chapter. Chapter membership shall be terminated by a majority vote of the executive committee provided that at least fifteen (15) days before the termination the vice president of membership (or another person to whom the vice president of membership has delegated the responsibility) has informed the member of the date the termination will occur if the member is acting in a way deemed unbecoming, including but not limited to: profanity, insults, offensive or harassing language; soliciting for personal gain; privacy violations; unwanted marketing efforts; disruptive or hostile behavior; influencing contracts and negotiations. The member may appeal the termination by requesting a meeting with the executive committee prior to their vote.
- A member may resign by submitting a written resignation to the vice president of membership (or another person to whom the vice president of membership has delegated the responsibility). If a member resigns, the vice president of membership (or another person to whom the vice president of membership has delegated the responsibility) will remove the member from Chapter correspondence and revoke all access to Chapter resources.
- Termination or resignation does not relieve a member from liability for any financial obligations accrued and unpaid as of the date of the termination or resignation.

- A member who has resigned or whose membership has been terminated is not entitled to a refund of any portion of their Chapter or Society dues.
- A member who has resigned or whose membership has been terminated may be reinstated by a vote of the executive committee after meeting all financial obligations.

Section 5: Dues

- The amount of Chapter dues shall be fixed annually by the executive committee. The executive committee may also fix fees and other charges as additional member financial obligations.
- The Society shall collect dues for the Chapter and reimburse the Chapter for all members who join.

Section 6: Membership Meetings

- There shall be an annual meeting at which elections shall be conducted on or before June 30. The date, time and place shall be designated by the executive committee.
- In addition to the annual meeting, there shall be regular membership meetings at least three (3) times a year. The date, time and place shall be designated by the executive committee.
- Special meetings of the Chapter may be called by the president, by any four members of the board or by 25 percent of the Chapter members.
- Notice of the annual meeting shall be given to members at least thirty (30) days prior to the meeting. Notice of a regular meeting or special meeting shall be given to members at least ten (10) days prior to the meeting. If in the judgment of the executive committee weather or other emergency conditions require postponement of an annual, regular or special meeting of which notice has been given, it may reschedule the meeting by giving each member notice of the cancellation of the original meeting as far in advance of its originally scheduled time as is reasonable in the circumstances. Notice of the rescheduled meeting shall be given at least five (5) days prior to the rescheduled meeting. Notice must include the date, time and place of a meeting, and in the case of a special meeting, its purpose.
- Voting at any membership meeting may be done in person or by proxy. Each voting member shall have a single vote. No member can hold more than five (5) proxies for a specific vote. A member may give another member their proxy in writing for only one meeting at a time. A majority of the members voting in person or by proxy carries an action.

- The executive committee may submit an issue for a vote by members without a meeting. In doing so, the executive committee shall specify:
 - Whether the vote is to be by secret ballot or not.
 - The specific means by which the vote is to be conducted.
 - The custodian to whom the votes are to be submitted whose duty will be to hold them securely until they are counted.
 - The tellers who are to count the votes, including a chair of the tellers.
 - The deadline for the secretary to send all members voting instructions and the deadline by which votes must be received in order to be counted, which shall not be less than thirty (30) days after the voting instructions are sent.
- The result of the vote shall be announced before or at the next membership meeting, before which it shall be the duty of the tellers to complete counting the votes. For such a vote to be effective, the votes received must number enough to constitute a quorum at a membership meeting. The executive committee may adopt special rules of order, consistent with the bylaws, further specifying details governing the conduct of a vote by members without a meeting.

ARTICLE VI – ADMINISTRATIVE PROCEDURES

Section 1: Administrator(s)

- The Chapter shall be able to contract with a paid administrator(s) should it deem it necessary.
- The roles and responsibilities of the administrator(s) will be in accordance with a job description which must be approved by a majority vote of the executive committee.
- Any revisions to that description must also be approved by a majority vote of the executive committee.
- All administrator activities shall be subject to approval by the executive committee.

Section 2: Performance Reviews

- The administrator(s) will undergo an annual review.
- A performance review board consisting of the chapter president, president-elect and president emeritus will meet with the administrator(s) to discuss their duties, performance and any other matters deemed necessary.

Section 3: Compensation

- Annually, the president shall recommend the compensation for the administrator(s). The executive committee shall either approve the recommendation or set different compensation.
- The administrator shall not issue their own compensation.

ARTICLE VII – PROCEDURES

Section 1: Charter

- The Chapter, its officers, directors and agents must conform with and maintain its charter and all Chapter affiliation requirements imposed by the Society.

Section 2: Books and Records

- The Chapter must keep records of its financial accounts, meeting minutes, annual reports and membership list with contact information and membership status information. These records may be kept digitally in secure records management system/storage application(s).
- The Chapter will make its records available to the Society at any time.

Section 3: Society Reports

- The Chapter will submit documents or reports required by the Society, including an annual report if requested.

Section 4: Conflict-of-Interest Policy

- All Chapter officers and directors must sign the conflict-of-interest policy each year as part of their board commitment form. These documents must be kept in the Chapter's secure records management application(s).

Section 5: Assets of Chapter and Dissolution

- No member of the Chapter has any interest in, or right or title to, the Chapter's assets.
- Should the Chapter liquidate, dissolve or terminate in any way, all assets remaining after paying the Chapter's debts and obligations shall be transferred to the Society or, in the event that the Society ceases to exist, to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes and exempt under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), as the Chapter executive committee shall determine.
- In no event may any assets inure to the benefit of or be distributed to any member, director, officer or employee of the Chapter.

Section 6: Nondiscrimination

- In all deliberations and procedures, the Chapter will subscribe to a policy of nondiscrimination on the basis of race, creed, religion, disability, sex, age, color, national origin or sexual/affectional preference.

Section 7: Fiscal Year

- The Chapter's fiscal year will be the calendar year of January 1 to December 31.

Section 8: Remote Communications

- To the extent permitted by law and permission granted by the president, any person participating in an executive committee or board meeting may participate via remote communications, such as conference telephone and video conferencing, or by any means of communication by which all persons participating in the meeting are able to hear one another and otherwise fully participate.
- Such participation constitutes presence at the meeting and shall be reflected in the minutes accordingly.

Section 9: Notice of Meetings and Waiver

- Any notice required under these bylaws may be given personally, by mail, electronic mail or other mode of written transmittal. If mailed, the notice shall be addressed to each person at such person's address as it appears in the Chapter records.
- Notice may be waived by a signed written waiver by the person waiving such notice, or by attending a meeting without protesting the lack of notice.

Section 10: Parliamentary Authority

- The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the bylaws of the Society, any special rules of order the Chapter may adopt and any statutes applicable to this organization that do not authorize the provisions of these bylaws to take precedence.

ARTICLE VIII – AMENDMENTS

- These bylaws may be amended through approval of the amendment(s) by all three of the following:
 - The Chapter’s board.
 - A majority of the members present in person or by proxy at any membership meeting provided at least thirty (30) days’ notice has been given to all members of any proposed amendment(s).
 - The Society’s board.

ARTICLE IX – ADDITIONAL REQUIREMENTS

Section 1: Social Media

- The Chapter president may decide how, where, when and to what extent board members and/or staff use and disseminate content through PRSA Richmond social media outlets.
- PRSA Richmond has the right to remove content posted to its social media pages if it is inappropriate, does not align with Chapter views, improper under the PRSA Code of Ethics or fails to follow PRSA’s branding and style guidelines.
- Any board members and members listing an affiliation with the Chapter should be thoughtful and conscientious about published content. If expressing a personal point of view when discussing PRSA Richmond on social media outlets, it must be clearly stated that the comments or postings are strictly opinions and do not necessarily reflect the official policies or position of the Chapter.

Section 2: Code of Ethics

- The Chapter and all its members are expected to adhere to the [Society’s Code of Ethics](#).

Section 3: Antitrust Statement

- The Chapter will comply with federal and state antitrust laws.
- Participants in Chapter meetings and programs are not to discuss industry-wide or individual company prices (current or projected) or matters relating to pricing such as costs, profits, wages, market allocation or other competitively sensitive information.
- Compliance with the antitrust laws is a requirement for PRSA membership and responsibility for compliance rests with each member.
- Participants have an obligation to terminate any discussion, seek legal counsel’s advice, or, if necessary, terminate any meeting if the discussion might be construed to raise antitrust risks.