

# **BYLAWS OF THE VOLUSIA/FLAGLER CHAPTER OF THE FLORIDA PUBLIC RELATIONS ASSOCIATION**

*(Revised January 2008)*

## **ARTICLE I: NAME**

*Section 1.* The name of this organization shall be the Volusia/Flagler Chapter of the Florida Public Relations Association, Inc., which is a 501 C6 not-for-profit corporation, organized and existing within the area of Florida that the Volusia/Flagler Chapter serves.

## **ARTICLE II: PURPOSES**

*Section 1. Objectives:* The objectives of this chapter shall be to (1) promote the highest standards of professional public relations ethics; (2) to promote and enhance the image of the public relations profession throughout the Volusia/Flagler area and the state of Florida; (3) to provide a forum for the effective exchange of public relations knowledge, trends, ideas and innovations; (4) to provide members with new and direct channels of communication with other public relations professionals throughout Florida; (5) to promote sincere and credible relations with all legitimate media; (6) to keep members informed of any actions, legislative or general, which may be of interest or affect the public relations profession; and (7) to promote the best interests of the Volusia/Flagler area and the state of Florida in such a way that our area and all of Florida will benefit.

Subject to prior approval of the Board of Directors, the chapter may take a position and express an opinion on issues directly and generally affecting the public relations profession provided, however, that no action shall be taken on such matters as clearly fall solely within the purview of individual public relations professionals.

## **ARTICLE III: MEMBERSHIP**

*Section 1. Qualification:* Membership in the association shall be composed primarily of individuals actively involved in public relations.

*Section 2. Voting Membership:* The following membership classes shall have a vote and be eligible to hold office in the association:

(a) Professional Membership: Any person professionally qualified, by education or experience, and who devotes at least 50 percent or more of his/her working time to public relations activities, shall be eligible for professional membership. This class includes members participating under the multiple professional and institutional professional dues structure.

(b) Retired Professional Membership: Any professional member who has retired from the full-time practice of public relations for profit and has reached 62 years of age or more, shall be eligible for retired professional membership.

(c) Life Membership: Any member of the association who has demonstrated extraordinary service to the profession and the association at both the state and local level, upon the recommendation of a board member, followed by unanimous votes of both the Board of Directors and the membership present at any regular meeting, shall be eligible for life membership. Life members shall not be liable for dues or assessments.

*Section 3. Non-Voting Membership:* The following membership classes shall have no vote nor be eligible to hold office in the association. They may serve on committees. The chapter may allow

one non-voting member from each class to serve on the chapter's Board of Directors, if that position is so designated by the chapter's bylaws and approved by vote of the chapter's membership.

(a) Student Membership: Any full-time student enrolled in an accredited college or university, pursuing studies in public relations, communications, journalism or a related field, shall be eligible for student membership.

(b) Allied Membership: Any person, either as an individual or representative of a firm or corporation, interested in the activities of the association and in an allied field of the public relations profession, shall be eligible for allied membership. Policies governing the participation of allied members shall be determined by the Board of Directors.

(c) Associate Membership: A person professionally or academically qualified for professional membership, but who is temporarily not actively engaged in a public relations profession and wishes to seek or maintain membership in the association, shall be eligible for associate membership. The Board of Directors shall determine the policies that govern the participation of associate members. According to state bylaws, this membership is available for a maximum of one year.

*Section 4: Application for Membership.* All applicants for membership shall complete and sign the form of application provided by the association and submit the application to the chapter's vice president of membership.

*Section 5: Admission of Members:* Applications for membership shall be signed by the president and vice president of membership, then be forwarded to the state office for further processing.

*Section 6: Removal:* Members of any classification may be removed from membership by the Board of Directors for cause by two-thirds vote of the Board of Directors. For any cause other than non-payment of dues, removal shall occur only after the member complained against has been advised of the complaint lodged against him or her and has been given reasonable opportunity for defense; and such member, if removed, may appeal the decision to the State Executive Board of Directors.

*Section 7: Reinstatement:* A former member desiring a continuous membership record may be reinstated on showing proof of qualification and paying all dues in arrears. If however, a continuous membership record is not desired, the member may be reinstated on showing proof of qualification and paying the current year's dues.

*Section 8: Resignation:* Any member may resign by filing a written resignation with the chapter president, but such resignation shall not relieve the member of the obligation to pay any dues or other charges theretofore accrued and unpaid.

## **ARTICLE IV: QUALIFICATIONS AND TERMS OF BOARD MEMBERS**

*Section 1. Elected Board Members:* A president, president-elect, secretary, vice president of finance and up to ten directors shall be elected annually to a one-year term to the Board of Directors from eligible members in good standing. The immediate past president shall automatically serve a one-year term on the Board of Directors.

*Section 2. Changes to Number or Title.* Changes in the number or title of the board members require a three-quarter majority of the board members present at any meeting scheduled for the

consideration of official business. Duties and responsibilities of the elected officers will be defined by guidelines approved by the Board of Directors.

*Section 3. Qualifications of Office:* Any voting member in good standing shall be eligible for nomination and election to any elective office of the Volusia/Flagler Chapter, providing he or she has met eligibility requirements as established by the chapter and documented in the nominating policies and procedures.

*Section 4: Term of Office:* Each elected officer shall take office on the first of September and serve until the thirty-first of August or until a successor is duly elected and qualified.

*Section 5: Vacancies and Removal:* Vacancies in any elective office may be filled for the balance of the term thereof by the Board of Directors at any regular or special meeting. The Board of Directors, in its discretion, by a two-thirds vote of all its members, may remove any officer from office for cause.

*Section 6:* Officers shall not be eligible for more than three consecutive terms in any office. The vice president of finance may not serve more than two consecutive terms.

## **ARTICLE V: BOARD MEMBER DUTIES**

*Section 1. President:* The president shall preside at all meetings of the membership and of the Board of Directors; attend meetings of the State Association's Board of Directors; enforce observance of and adherence to the bylaws of the Volusia/Flagler Chapter and the State Association; appoint all committees; fill all vacancies on the Board of Directors with the concurrence of a majority of the Board of Directors; and perform such other duties as the office shall require as described in the president's job description.

*Section 2. President-Elect:* The president-elect shall automatically succeed to the presidency. His or her duties shall be delegated to him or her by the president and the Board of Directors. The president-elect shall preside in the absence of the president; attend meetings of the State Association's Board of Directors; and assume other duties as the president shall assign or as described in his or her job description. The president-elect shall perform the duties of the president in the event of his or her inability to serve.

*Section 3. Vice Presidents:* The vice presidents shall be responsible for such duties as are individually assigned to them by the president with the approval of the Board of Directors.

*Section 4. Vice President of Finance:* The vice president of finance shall keep accurate records of all monies, debts and obligations of the Volusia/Flagler Chapter; receive all monies and deposit same in chapter accounts at recognized financial institutions; make all payments of the chapter as approved by the Board of Directors, from chapter funds; give bond, at chapter expense, if required by the Board of Directors; give an accurate report of the financial status at each membership meeting; arrange for an annual review to be performed at the close of the fiscal year; and perform other such fiscal duties the office shall require. At the expiration of his or her term of office, he or she shall deliver to the successor all books, money and other property in his or her charge, or, in the absence of a successor, he or she shall deliver such properties to the president. The vice president of finance shall not serve more than two consecutive terms.

*Section 5. Secretary:* The chapter secretary shall be responsible for the proper recording of meetings of the Board of Directors, shall take reservations for chapter meetings, and shall work with the caterer in selecting food and beverage.

*Section 6. Historian/Student Chapter Liaison:* The historian/student chapter liaison shall document chapter activities, projects and promotional materials; and serve as a liaison between the Chapter and area student chapter leaders and advisers.

## **ARTICLE VI: BOARD OF DIRECTORS**

*Section 1. Authority and Responsibility:* The governing body of this chapter shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the chapter, its committees and publications; shall determine its policies or changes therein; shall actively execute its objectives and supervise the disbursement of its funds. The board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

*Section 2. Composition:* The Board of Directors shall consist of the immediate past president, president, president-elect, all the vice presidents, secretary and the historian/student chapter liaison.

*Section 3. Term of Office:* Each member of the Board of Directors shall take office on the first of September and serve until the thirty-first of August or until a successor is duly elected and qualified.

*Section 4. Manner of Election:* Officers shall be elected in accordance with these guidelines.

*Section 5. Quorum:* A quorum is defined as no less than fifty percent of the board members plus one. To hold a vote, a quorum must be present.

*Section 6. Meetings:* The Board of Directors shall meet monthly at a predetermined time and location. Notice of all such meetings shall be given to the directors no less than thirty days before the meeting is held. Special meetings of the board may be called by the president or at the request of any three directors, by notice of e-mail or telephone to each member of the Board of Directors no less than 72 hours before the meeting is held.

*Section 7. Voting:* Voting rights of an elected officer shall not be delegated to another nor exercised by proxy.

*Section 8. Absence:* Any elected director who shall have been absent from two consecutive regular meetings of the Board of Directors, or four meetings within the chapter year, without being excused by a vote of the board, shall automatically vacate the seat on the Board of Directors and the vacancy will be filled as provided in these bylaws. However, the Board of Directors shall consider each absence of an elected officer or director as a separate circumstance and may expressly excuse such absence by affirmative vote of a majority of its members.

*Section 9. Vacancies and Removal:* Another board director shall fill a vacancy that occurs among the Board of Directors between annual meetings. A director elected to fill a vacancy shall serve the unexpired term of his or her predecessor. The Board of Directors may in its discretion, by affirmative vote of two-thirds of its members, remove any director for cause.

*Section 10. Compensation:* Directors shall not receive any compensation for their services.

## **ARTICLE VII: MEMBER MEETINGS**

*Section 1.* It is recommended that membership meetings of the chapter shall be held monthly. The

Board of Directors has the authority to determine if hosting a monthly meeting is in the best interest of the chapter. The location will be determined by the Board of Directors, which shall place priority on the convenience of the members.

*Section 2.* The Board of Directors shall meet prior to regularly scheduled meetings of the membership or at the request of the president or president-elect.

## **ARTICLE VIII: NOMINATING COMMITTEE**

*Section 1. Leadership/Nomination:* No later than March, the president shall appoint, with the approval of the Board of Directors, the most recent past president who is still a member of the chapter to serve as chairman of the Nominating Committee, to include at least two other chapter members. Those on the Nominating Committee may serve as a chapter board member, but not as president or vice president of finance in the coming year.

*Section 2. Preparation of the Slate.* The Nominating Committee shall prepare a slate of candidates for chapter board members, and shall report these nominations in writing to the Board of Directors at the monthly board meeting in May.

*Section 3. Presentation of Slate to the Chapter.* Following approval by the Board of Directors, the immediate past president shall e-mail the slate of officers to the entire chapter membership by May 15. At the end of the list, it must be noted that additional nominations may be made by written petition signed by at least fifteen percent of the qualified voting membership of the chapter and filed with the secretary before the June board meeting. If additional nominations are made, they shall be included on the ballot, which shall be e-mailed to members immediately following the June board meeting.

## **ARTICLE IX: ELECTIONS**

*Section 1:* A president, president-elect, secretary, vice president of finance and up to 10 directors shall be elected to a one-year term to the Board of Directors from eligible members in good standing.

*Section 2: Voting:* At all meetings of the chapter, each voting member shall have one vote, and may take part and vote in person only. Unless otherwise specifically provided by these bylaws, a majority of those voting members present and casting a vote shall govern.

*Section 3: Election of Board Members:* Directors shall be elected by a majority of the voting membership present at the monthly meeting in June. The results will be announced immediately at the meeting. The directors shall be installed during the monthly meeting in August and shall take office September 1.

*Section 4: State Directors.* The incoming president and president-elect shall be installed as state directors at the annual membership meeting of the State Association during the State Conference, and shall serve for the chapter fiscal year from September 1 through August 31, or until their successors are duly elected and qualified.

## **ARTICLE X: FISCAL YEAR AND FINANCES**

*Section 1. Fiscal Year:* The chapter fiscal year shall run from September 1 through August 31 to coincide with the chapter leadership year.

*Section 2. Signing of Checks.* All checks drawn in payment of chapter obligations shall be signed by the president or vice president of finance. Both the president and vice president of finance must sign checks over \$250.

*Section 3. Presentation of Financial Reports.* The vice president of finance shall present a finance report and original bank statement at each monthly board meeting. The president should review the original bank statement monthly.

*Section 4. Annual Operating Budget:* The Board of Directors shall adopt in advance of the next fiscal period an annual operating budget covering all activities of the chapter. The vice president of finance shall provide the board with a monthly statement during each monthly board meeting for the preceding month.

*Section 5. Dissolution.* Upon dissolution of the chapter, all money in the chapter treasury will revert to the State Association.

## **ARTICLE XI: RULES OF ORDER**

*Section 1.* Unless otherwise provided in these bylaws, Roberts Rules of Order, newly revised, shall govern in parliamentary matters.

## **ARTICLE XII: AMENDING THE BYLAWS**

*Section 1:* These bylaws may be amended at any regular or special meeting of the Board of Directors by a two-thirds vote of those present, provided written notice of the proposed change or changes shall have been furnished to each member of the board at least 15 days prior to the meeting.

*Section 2.* Amendments to these bylaws approved by the Board of Directors shall also be subject to the approval of the chapter members. A two-thirds majority vote of the qualified voting members present is required at any regular or special meeting duly called and held, provided written notice is given at least 15 days prior to such meeting.

*Section 3.* A proposed amendment not approved by the Board of Directors may be brought into the membership for approval, as provided in Section 2 of this article, upon petition to the Board of Directors.

## **DISSOLUTION OF THE CHAPTER**

*Section 1.* The chapter shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the chapter or be used for any purpose other than promotion of FPRA. Upon dissolution of the chapter, all funds remaining in the treasury shall revert to the State Association.

*Approved by the Board of Directors of the Volusia/Flagler Chapter of the FPRA  
February 7, 2008*

*Approved by the membership of the Volusia/Flagler Chapter of the FPRA  
March 11, 2008*