

PRSA WESTERN DISTRICT BYLAWS
Revised November 2015, PRSA International Conference

ARTICLE 1 -- GENERAL

Section 1. Name. The name of this organization is the PRSA Western District, hereinafter called the "District." The District functions as a regional division of the Public Relations Society of America, Inc., hereinafter called the "Society" or "PRSA."

Section 2. Mission. The mission of the District is to provide support and oversight to member chapters, to assist them in sharing best practices, and to serve as a resource for professional and leadership development.

Section 3. Territory and Location. The District will operate and serve Chapters and their members within the territory designated by the PRSA Board of Directors.

ARTICLE II -- MEMBERSHIP

Section 1. Membership Eligibility. Membership in the District is limited to Chapters and their members, who reside or work within the District's territorial boundaries.

Section 2. Chapters. Chapters will be represented on the District Board by their current president or designee which may be the chapter president-elect, vice president, past-president, or a Leadership Assembly delegate.

Section 3. Dues. The District board shall have the option to set and collect dues from Chapters. The District's dues shall be fixed annually by the District's board of directors and paid by each chapter within the District. The amount will be set annually by the board and fees will be collected by national.

Section 4. Objectives. The primary role of the District is provide support and oversight to Chapters and assist them in sharing best practices and making the Chapters organizationally effective. The District, 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 5. Restrictions. All policies and activities of the District shall be consistent with:

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

ARTICLE III – OFFICERS AND BOARD OF DIRECTORS

Section 1. Scope. The affairs of the District are managed by its board of directors. It is the board's duty to carry out the objectives and purposes of the District, and to this end, it may exercise all powers of the District. The board is subject to the restrictions and obligations set forth in these bylaws and the Society's bylaws, policies and procedures and code of ethics.

Section 2. Board Composition. The governing body of the District shall be a board of directors consisting of, at a minimum, the chair and a secretary and may also include a chair-elect, treasurer, immediate past chair of the District and

PRSA WESTERN DISTRICT BYLAWS
Revised November 2015, PRSA International Conference

the president of each Chapter in the District or the president's designee which may be the Chapter president- elect, vice president, past-president, Leadership Assembly delegate or other designee.

The composition of the District board can be modified by a simple majority vote of the current District board members present at the final District meeting of the year.

Section 3. Eligibility. Directors shall be members in good standing with the District, Chapter and the Society. District officers, including chair, chair-elect, secretary and treasurer shall be elected from among its present or past board members, or other mode of written transmittal to each director at least 30 days prior to the meeting.

- (a) **Chapter Representation.** If the designated Chapter representative is unable to attend a District board meeting, the president, president-elect, vice president, past-president or Leadership Assembly delegate of a Chapter may serve and vote as an alternate.
- (b) **Quorum.** A majority of the directors in office shall constitute a quorum for all meetings of the board.
- (c) **Voting.** Any member of the District board concurrently serving in more than one capacity on the board shall be entitled to one vote only.

Section 4. Vacancies. In the event of death, resignation or removal of any officer or director, the board shall elect a successor who shall take office immediately and serve the balance of the unexpired term, or until the next annual election.

Section 5. Removal or Resignation.

- (a) Any director who misses more than three consecutive board meetings without an excuse acceptable to the board may be given written notice of dismissal by the District chair.
- (b) Any officer may be removed by three-quarters vote of the full board, excluding the officer proposed to be removed. Any officer proposed to be removed shall be provided with 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.
- (c) Any director or officer may resign at any time by providing written notice to the board.
- (d) Any removal or resignation of a person as an officer automatically results in that person's removal or resignation from the board.

Section 6. Board Meetings. There shall be an annual meeting during the second half of the year at such time and place as the District chair shall designate for the purpose of electing officers for the ensuing year and the transaction of other business. The District board may hold such other meetings as it or its chair may determine. Notice of each meeting of the board shall be given personally by mail, electronic mail or other mode of written transmittal to each director at least 30 days prior to the meeting.

Section 7. Term of Office of Directors. District officers shall serve for a term of one year beginning Jan. 1 and ending when their successors are elected and installed. Unless otherwise provided in these bylaws, the chair-elect shall automatically become

PRSA WESTERN DISTRICT BYLAWS
Revised November 2015, PRSA International Conference

the chair after serving a one-year term as chair-elect.

Section 8. Officers. Officers may serve as a chapter representative and District officer congruently.

- (a) **Chair.** The district chair serves as liaison with PRSA National, provides leadership to Chapter officers and presides at all meetings of the District board. He/she shall appoint all committees with the approval of the board and shall be an ex-officio member of all committees, except the District's Nominating Committee. The chair shall perform all other duties incident to the office. The chair shall represent the District at the Leadership Assembly. The chair shall serve on the District Council. The chair and chair-elect may not be members of the same Chapter.
- (b) **Chair-Elect.** The district chair-elect, in the absence or disability of the district chair, shall exercise the powers and perform the duties of the chair. He/she shall assist the chair and perform other duties as shall be prescribed by the board. The chair-elect shall automatically become the chair if that position becomes vacant for any reason. The chair-elect shall serve on the District Council.
- (c) **Secretary.** The district secretary shall keep records of all meetings of the District board. In the absence of the chair and chair-elect, the secretary shall perform the duties of the chair. The secretary keeps a permanent file of the board-approved minutes of all meetings and makes copies

available to PRSA National within 10 business days of board approval.

- (d) **Treasurer.** The treasurer shall receive and deposit all District funds in the name of the District, in a bank or trust company selected and approved by the board. He/she shall issue receipts and make authorized disbursements by check after proper approval by the chair or board. He/she shall prepare the District's budget, make regular financial reports to the board, render an annual financial statement to PRSA National, the District Board, and perform all other duties incident to the office.
- (e) Typical rotation of board members is to serve as Secretary, then Treasurer, then Chair-Elect, then Chair, then Past Chair.
- (f) In the event that the chair and chair-elect positions become vacant, the remaining board members will vote on whom will assume the position as chair.
- (g) In the event of an unexpected resignation from the board, members shall find a suitable candidate to serve in the vacant position or rotate into the typical rotation.

Section 9. District Representative for National Nominating Committee. At its annual meeting, the District board of directors shall elect or appoint a member of the District to the Society's Nominating Committee and an alternate to serve in the absence of such member. Such members

PRSA WESTERN DISTRICT BYLAWS
Revised November 2015, PRSA International Conference

and alternates shall serve for one year beginning January 1 following their election and until their successors are elected. Any elected member or alternate 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 a vote.

ARTICLE IV – NOMINATING PROCESS

The District chair shall, on or before August 15 in each year, appoint a District nominating committee of three Accredited (APR) members, who are members of Chapters in the District. No more than one member of the District nominating committee shall be appointed from any one Chapter. In the second half of the year, the three member nominating committee shall make one nomination for each vacant District board position and present it to the District chair. The District chair will give notice of all nominations to the District board at least 30 days before the annual meeting.

ARTICLE V -- COMMITTEES

Section 1. Appointment and Dissolution of Committees. The board may appoint and dissolve committees to carry on the affairs of the District as the board deems necessary or advisable. The board shall determine the duties of any such group, as well as its size and tenure. All committees established under this section shall be subject to the authority of the board.

Section 2. Committee Reports. The chair of each committee shall report its activities regularly to the board. All committee activities shall be subject to

Section 10. Compensation and Reimbursement. No director or elected officer of the District shall be entitled to any salary or other compensation, but may be reimbursed for expenses reasonably incurred in connection with the performance of their duties

approval by the board.

ARTICLE VI - AMENDMENTS

These bylaws may be amended by a two-thirds vote of the board members present at any meeting in which a quorum is present, and at least 30 days' notice has been given to all members of any proposed amendment(s). Amendments adopted in accordance with this provision become effective only after approval by the Society's board.

ARTICLE VII – MISCELLANEOUS

Section 1. Charter. The District, its officers, directors and agents must conform with and maintain its charter and all District affiliation requirements imposed by the Society.

Section 2. Books and Records. The District must keep books and records of its financial accounts and meeting minutes. The District will make its books and records available to the Society at any time.

Section 3. Minimum Standards for Districts. In order to provide guidelines for District officers, the board has established the minimum standards for Districts. These standards are published in the Policies and Procedures for Districts.

Section 4. Conflict-of-Interest Policy. The board will adopt a conflict-of-

PRSA WESTERN DISTRICT BYLAWS
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interest policy and annual disclosure process that applies to all officers and directors of the District.

Section 5. Assets of District and Dissolution. No member of the District has any interest in, or right or title to the District's assets. Should the District liquidate, dissolve or terminate in any way, all assets remaining after paying the District's debts and obligations must be transferred from the District's bank account to the Society, as such assets are at all times the property of the Society. In no event may any assets inure to the benefit of or be distributed to any member, director, officer or employee of the District.

Section 6. Non-discrimination. In all deliberations and procedures, the District will subscribe to a policy of nondiscrimination on the basis of race, creed, religion, disability, sex, age, color, national origin or sexual or affectional preference.

Section 7. Fiscal Year. The fiscal year of the District will be the calendar year.

Section 8. Remote Communications. To the extent permitted by law, any person participating in a meeting of the board or committee of the District may participate by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear one another and otherwise fully participate in the meeting. Such participation constitutes presence in person at the meeting.

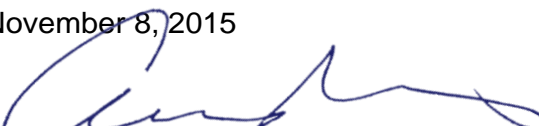
Section 9. Amendment to Bylaws. These bylaws may be amended by a vote of two-thirds (2/3) of the directors present at a meeting of the board at which a quorum of

directors is present; provided that a copy of the proposed changes was given to each director prior to such meeting.

- The forgoing bylaws were duly read, considered, discussed, and approved by at least two thirds (2/3) of the board of directors at a meeting duly held on November 8, 2015.
- In witness whereof, the chair and secretary of the District have subscribed this instrument on the day and year above written.

By: 

Paula L. Pedene, APR, Fellow PRSA
Western District Chair
Date: November 8, 2015

By: 

Aaron Norris, MBA, APR
Western District Secretary
Date: