

**Bylaws**  
**PRSA North Pacific District**  
**Proposed for Adoption at Annual Meeting**  
**October 21, 2007**  
**Philadelphia, Pennsylvania**

**ARTICLE I – Name**

The name of this non-profit professional organization shall be the North Pacific District of the Public Relations Society of America, Inc. (PRSA), hereinafter referred to as the District.

**ARTICLE II – Purpose & Objectives**

This District is organized for nonprofit purposes and its individual members will not derive monetary gain or profit there from. In accordance with the objectives of PRSA, the objective of the District is to advance the art and science of public relations in the public interest; to encourage research, discussion and study of the problems and techniques of the public relations profession; to strengthen and maintain the highest standards of service and ethical conduct by all members of the profession; to exchange ideas and experiences; and to collect and disseminate information that may enhance or improve the professional knowledge, standards, ethics and standing of the membership.

**ARTICLE III – Mission**

In accordance with PRSA's organization strategy, the District mission is to support Chapters and their members. It will do so by offering professional and leadership development at a regional and local level that complements national programs. These can include District conferences, leadership training, and other programs that help improve organization effectiveness, support the society's mission of advancing the profession and the professional, and enhance the value of PRSA membership. It will also cultivate outstanding representatives at the District level who can contribute to the broader community of the Society. This can include involvement with national committees and initiatives or election to national leadership, thereby strengthening the Society overall and ensuring a sound and geographically diverse governance structure.

## **ARTICLE IV - Governance**

### Section 1

The District is governed by officers who are guided in their actions by the bylaws of PRSA. In addition to these bylaws, the District, in an effort to retain continuity in operations, shall maintain a policy manual. The policy manual is intended to cover additional functions and aspects of District operations and allow for flexibility as required.

### Section 2

Actions by the District Board of Directors (hereinafter referred to as the District Board) that are designated as policy actions and other actions determined to have potential applicability or enforceability for a period beyond one fiscal year shall be deemed to be policies and must be included in the policy manual. These policies have the same force of governance as do bylaw provisions. While policies can be adopted, amended, temporarily suspended or abolished by a majority of those present and voting at any proper meeting of the District Board, such actions require notice to all District Chapter Presidents within 30 days.

## **ARTICLE V –Membership**

### Section 1

District membership comprises all PRSA members in good standing belonging to the following Chapters or residing within states or areas included in the District boundaries: Alaska, California Capital, Central California, Greater Oregon, Greater Spokane, Idaho, Montana, Oakland/East Bay, Oregon Capital, Portland Metro, Puget Sound, Salt Lake City, San Francisco Bay, Sierra Nevada, Silicon Valley, and Utah Valley. District membership is automatic for all those meeting the above requirement and no application process is required.

### Section 2

Chapters will be represented by their current President or delegate. District membership shall not be denied on the basis of race, creed, religion, disability, gender, color, national origin or other prohibited matters.

## **ARTICLE VI – Dues**

### Section 1

The District fiscal year shall be the calendar year and the amount of District dues shall be fixed annually by the District Board.

## Section 2

Each District Chapter is asked to approve payment off voluntary annual District dues to support activities and programs conducted on behalf of the Chapters and at the direction of the District Board. Dues are assessed annually to all Chapters, unless the dues assessment to all, some or a particular Chapter is waived by a majority vote of the District Board. To waive dues for an additional year requires approval of the Board in that subsequent year. Dues are based on PRSA membership records and calculated as follows: \$1 per member per Chapter, with a minimum of \$50 and a maximum of \$200. Dues notices shall be issued no later than the third quarter of the fiscal year for payment within 60 days of issuance.

## **ARTICLE VII – Board of Directors**

### Section 1

The governing body of the District shall be its District Board and actions by the District officers and committees shall be subject to District Board approval. The Board will be jointly responsible for seeing that the District meets minimum standards as set forth by the PRSA.

### Section 2

The District Board shall consist of the President of each District Chapter, the elected District Officers and Directors, and the Immediate Past Chair of the District (ex officio). With the exception of Chapter Presidents or delegates, all District officers will be elected from among accredited members of the District through the process described in Article VII, Section 3. The President-Elect, Vice President or Assembly delegate of a District Chapter may attend District Board meetings and may serve and vote as an alternate to the Chapter President in the latter's absence. A member of the District Board concurrently serving in more than one capacity on the Board shall be entitled to only one vote. District Board members may not vote by proxy.

### Section 3

District officers include a Chair, Chair-elect, Secretary, and Treasurer, all of whom are accredited and whose responsibilities are indicated herein:

**District Chair**—The District Chair serves as liaison with national PRSA headquarters and provides leadership to Chapter officers. The Chair presides over District Board meetings, serves as District delegate to the annual assembly, and works with Chapters. The position is expected to be a three-year assignment beginning with election as Chair-elect, appointment as Chair, and subsequent service as immediate past Chair and national nominating committee member.

**District Chair-elect**—The Chair-elect presides at meetings of the District Board of directors in the absence of the Chair, attends the annual spring leadership rally in New York City, and assumes the role of Chair if the position becomes vacant.

**District Secretary**—The District Secretary keeps and distributes minutes of all meetings of the District Board of directors and, in the absence of both the Chair and the Chair-elect, provides national headquarters with a copy of the minutes of the annual meeting.

**District Treasurer**—The District Treasurer proposes the District budget, maintains the District bank account, and provides financial reports to the District Board.

#### Section 4

In addition to the Officers, the following positions serve in an ex officio role to the District Board:

**District National Nominating Committee Member**— The District National Nominating Committee Member serves as ex officio member of the District Board, participates in several telephone committee meetings, attends in person PRSA National Nominating Committee meetings as directed by the national board, and serves as Chair of the District nominating committee.

**First, Second, Third Alternates**—The first, second, and third alternates serve if required in place of the elected National Nominating Committee Member and perform the duties of that position as outlined in Section 4 below.

#### Section 4

The Immediate Past Chair shall serve as representative to the PRSA National Nominating Committee in the year following his or her service as Chair as described in Article VII, Section 3. If that is not possible, another member elected by the District shall serve in that capacity. In addition the District shall nominate from among its accredited Chapter members and elect up to three alternates in

the event the primary National Nominating Committee Member cannot serve. Alternates shall be asked to serve in the order of their election.

#### Section 5

The term of each elected District Board officer, with the exception of the District Treasurer, will be for one fiscal year beginning January 1 next ensuing or until their successors are elected and installed. The District Treasurer will be elected for a two-year term. Officers shall be elected by the District Board during an annual meeting held during the last quarter of the fiscal year as described in Article VIII, Section 1. Elected District Board members may not succeed themselves in their positions without a majority vote of the current District Board and standing for reelection for an additional term. In no case will a District Board member be allowed to serve in the same position for more than two terms.

#### Section 6

Vacancies in any District office may be filled for the balance of the unexpired term by the District Board at any meetings thereof.

#### Section 7

Any officer or director who misses three consecutive Board meetings without an excuse acceptable to the District Board may be given written notice of dismissal by the District Chair and replaced in accordance with Section 6 above. Any officer or director who is not in good standing also may be given written notice of dismissal by the District Chair and replaced in accordance with Section 6 above.

### **ARTICLE VIII – Board Meetings**

#### Section 1

The District Board shall meet at least two times annually. At least one of these meetings shall be an annual meeting held to elect new officers and conduct District business. The District shall hold the annual meeting at the same time and place as the annual PRSA Assembly and International Conference. If that is not possible, the annual meeting will be held in person or by telephone in the fourth quarter of the fiscal year no later than December 15. Thirty day notice of the annual meeting must be given to the District Board. At the annual meeting, should the election for any officer's position be contested, voting shall be conducted by written ballot.

#### Section 2

A majority of District Board members as defined in Article VII, Section 2 in attendance shall constitute a quorum for all District Board meetings.

### Section 3

Election shall be by majority vote of the members in good standing and present and voting. Balloting may be conducted by any means available, including electronic means. Balloting in contested elections shall be by secret ballot. Proxy voting will not be allowed.

### Section 4

The order of business of formal District meetings shall be as follows:

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

## **ARTICLE VIII – District Nominating Committee**

### Section 1

For the purpose of electing new officers for the next fiscal year, on or before August 15 annually the District Chair appoints a District nominating committee of at least three Members who are accredited and members of Chapters in the District. No more than one member of the District nominating committee shall be from any one Chapter. The Immediate Past Chair shall serve as the Nominating Committee Chair. However, if that is not possible, any member of the committee may be appointed to serve in that role.

### Section 2

The Chair of the District nominating committee shall contact all Chapter Presidents in the District and request nominations for District offices. The nominating committee, either through meeting or phone conversation, must make one nomination for each District office or present the slate to the District Chair at least 30 days prior to the annual meeting. Notice of the nominations must be given to all members of the District Board at least 14 days before the annual meeting

## **ARTICLE IX – Amendments**

These District Bylaws may be amended by a majority vote of the District Board present at any meeting, providing at least thirty days notice has been given to all Board members of any proposed amendment. Absentee ballots shall be permitted on proposed amendments, subject to authentication, and such votes shall be included in the count to determine quorums. Amendments adopted in accordance with this procedure will become effective only after approval by the National Board of Directors of PRSA.

## **ARTICLE X – Financial Accountability**

The District Treasurer shall produce a full financial accounting of the District at least once annually in connection with the Annual Meeting. As its discretion, the Board make call for a formal audit of District finances as required.