

**Bylaws of
The Minnesota Chapter of the
PUBLIC RELATIONS SOCIETY OF AMERICA, INC.**

ARTICLE I – GENERAL

Section 1. Name.

The name of this organization is The Minnesota Chapter (“Chapter”), of the Public Relations Society of America, Inc. (“Society” or “PRSA”). The Chapter often refers to itself as Minnesota PRSA.

Section 2. Territory and Location.

The Chapter will operate and serve members within the territory approved by the Society, and its principal office will be located in a place determined by the Chapter’s Board of Directors. The territorial limit approved by the Society for this Chapter is the states of Minnesota, North Dakota and South Dakota as well as Western Wisconsin.

Section 3. Objectives.

In accordance with the purposes of the Society as set forth in the Society’s articles of incorporation and Bylaws, the objectives 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 its members by providing:

- Lifelong learning.
- Vibrant, diverse and welcoming professional communities.
- Recognition of capabilities and accomplishments.
- Thought leadership, ethics and professional excellence.

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 – MEMBERSHIP

Section 1. Membership Eligibility.

Membership in the Chapter is limited to individuals who are members in good standing with the Society, who are in compliance with the Society's Bylaws, member Code of Ethics, and applicable policies and procedures, and who have paid membership dues to the Chapter.

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 set forth above in Section 1.

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"), as provided in these Bylaws and as determined by the Board from time to time. Any payment by a member to the Society does not mitigate such member's financial obligations to the Chapter. Members of the Chapter may participate in Chapter activities and receive benefits outlined by the Chapter, including member rates for meetings, seminars, career assistance and other activities.

Section 4. Resignation or Termination of Membership.

- (a) Membership is automatically terminated without action by the Board for failure to pay applicable dues for more than three months, failure to meet the eligibility requirements for membership, or when the membership to the Society has been terminated for any reason, including non-payment of dues.
- (b) A member may resign by submitting a written resignation.
- (c) 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.
- (d) The Chapter Board may establish criteria and procedures for reinstatement of Chapter membership after termination.

Section 5. Dues.

The amount of Chapter dues shall be fixed annually by the Chapter Board, and shall be payable to the Society in accordance with Society rules. Chapter dues will be billed at the same time and with the Society's dues. Any member whose Chapter dues are unpaid shall not be in good standing, and shall not be entitled to vote, hold office or enjoy other privileges of Chapter membership, provided such member has been duly notified.

Section 6. Continuance of Membership.

Members who leave the professional practice, teaching or administration of public relations or communications may continue membership, provided that such members continue to abide by the Society's Bylaws, applicable policies and procedures and the PRSA Code of Ethics.

Section 7. Membership Meetings.

- (a) There shall be an annual membership meeting each year at such date, time and place as may be designated by the Board.
- (b) In addition to the annual meeting, there shall be regular membership meetings at least four times a year at such times and places as may be designated by the Board.
- (c) Special meetings of the Chapter may be called by the President, the Board or on written request by 10 percent of the Chapter members.

- (d) Notice of the annual meeting shall be given to each member personally by mail, e-mail or other mode of written transmittal at least 30 days prior to the meeting. Notice of a regular meeting or special meeting shall be given to each member at least 10 days in advance.
- (e) At all regular and special meetings of the Chapter where votes may be taken, unless otherwise stated in the Bylaws, a quorum shall consist of 20 percent of the total number of Chapter members either attending in person, by telephone conference or another generally accepted means of communication. Voting at any membership meeting must be done in person or by proxy, with each voting member having a single vote. A majority of the members voting in person or by proxy where a quorum is present carries an action. Members may vote without a meeting in elections, or on any matter presented by the Board where a quorum participates and the votes are submitted in writing by postal or other delivery, e-mail or any other electronic means.

ARTICLE III – OFFICERS AND BOARD OF DIRECTORS

Section 1. Scope.

The affairs of the Chapter 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 governing body of the Chapter shall be a Board consisting of six Officers comprising the Executive Committee (the President, President-Elect, Treasurer/Secretary, Immediate Past President, Chapter Ethics Officer and Diversity Equity & Inclusion (DEI) Officer, and not less than six but no more than nine Directors-at-Large.

Any PRSA member in good standing with the Chapter and the Society may be eligible to serve as a member of the Board. All Officers, except the DEI Officer, are required to be Accredited in Public Relations (APR). The DEI Officer is encouraged to be APR; however, it is not required for that role. The Board Nominating Committee will take into consideration the following characteristics of non-APR Board members to serve in Director positions: a minimum of three (preferably five) years of communication industry experience (e.g., public relations, journalism, mass communication) and demonstrated professional leadership which may include (but is not limited to) leadership in current role/organization, related volunteer work or Board service.

All Directors shall be elected by the Chapter membership at its annual meeting. The DEI Officer, Ethics Officer and all Directors shall serve for a term of two years, beginning Jan. 1 and ending when their successors are elected and installed All other Officers shall serve for a term of one year.

The Chapter President has the authority to nominate a Director(s) to the Board in the middle of a term, if the President deems it necessary. This nominee must be approved by the Chapter membership within 30 days of appointment via a vote. This Director shall serve for the remainder of the year, and then must be elected to subsequent terms like any other Director per Chapter Bylaws.

- A Director cannot serve more than all or part of two consecutive terms (four years).

- After serving all or part of two consecutive terms, a Director must vacate the position for at least one year before seeking re-election to another term in that same position.
- After serving two consecutive terms, a Director may also elect to accept a nomination to serve an Executive Committee role.

Section 3. Chapter Officers.

The Officers of the Chapter shall be a President, President-Elect, Treasurer/Secretary, Immediate Past President, Ethics Officer and DEI Officer.

- All Officers are required to be members in good standing with the Chapter and the Society and shall be elected by Chapter membership at its annual meeting.
- All Officers except the DEI Officer are required to be Accredited in Public Relations (APR). The DEI Officer is encouraged to be APR; however, it is not required for that role.
- No Officer shall be eligible to succeed themselves in the same office.

Section 4. President.

The President shall be the Chief Executive Officer; shall preside at all meetings of the Board and of the Chapter; shall appoint all committees with the approval of the Board; and shall be *ex officio* member of all Chapter committees unless otherwise provided by the Board. The President shall perform all other duties incidental to the office of President. The President shall immediately succeed to the position of Immediate Past President upon expiration of the President's term of office. The President or their designee shall serve as a PRSA Leadership Assembly delegate.

Section 5. President-Elect.

The President-Elect shall assist the President, perform all duties incident to the office of President-Elect and, in the absence or inability of the President, shall exercise the powers and perform the duties of the President. 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 and represent the Chapter at the annual PRSA Leadership Rally.

Section 6. Treasurer/Secretary.

The Treasurer/Secretary (T/S) shall be elected for a one-year term and shall have responsibility for all accounting and record-keeping for the Chapter.

- T/S shall receive and deposit all Chapter funds in the name of the Chapter, in a bank or trust company selected and approved by the Board.
- T/S shall issue receipts and make authorized disbursements by check after proper approval by the President or Board.
- T/S 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.
- T/S shall keep records of all meetings of the Chapter and of the Board, send copies of such minutes to PRSA Headquarters and to the District Chair, issue notices of all meetings, maintain or cause to be maintained the roll of membership, and perform all

other duties customarily pertaining to the office of the Secretary.

- T/S shall serve as a PRSA Leadership Assembly delegate as required.

Section 7. Chapter Ethics Officer.

The Chapter Ethics Officer shall be elected for a two-year term, and will promote and inspire the highest levels of ethical behavior and performance among Chapter members; provide ethics education and consultation to the Board and Chapter members throughout the year; and encourage Chapter members to seek guidance and clarification when they have questions about ethical principles, practices and standards of conduct in their day-to-day practice. The Ethics Officer shall (along with other Board members as needed) review the Chapter Bylaws at least once every two years to ensure accuracy and align to new standards set forth by PRSA National and/or PRSA Midwest District.

Section 8. Immediate Past President.

The Immediate Past President shall focus on providing continuity for Chapter policies and procedures and shall serve as chair of the nominating committee. This position will serve a one-year term on the Board as a voting member, beginning immediately following the individual's term as President and ending when the successor's term as President ends.

Section 9. Directors.

A Director shall have experience at the Chapter level and shall demonstrate an ability to provide leadership in the Society and to the profession. Directors are responsible for assisting in meeting the needs of Chapter members; for directing annual activities to achieve the mission of the Chapter; and for representing the Chapter's interests and concerns in and outside the Society.

Section 10. Chapter Diversity Equity & Inclusion Officer.

The Chapter Diversity Equity & Inclusion Officer (DEI Officer) shall lead diversity and inclusion efforts for the Chapter.

- The DEI Officer will provide stewardship in aligning the Chapter with the national PRSA standards and best practices for Diversity Equity & Inclusion (DEI).
- The DEI Officer shall oversee the Chapter's diversity equity and inclusion education and lead efforts to incorporate DEI into the fabric of the Chapter.
- The DEI Officer will serve as an advisor to the Board on matters related to DEI. The DEI Officer shall be a resource and encourage Chapter members to seek guidance and clarification related to DEI practices, concerns and opportunities.
- The DEI Officer will work with members to increase visibility of DEI standards, resources and best practices for the following dimensions of diversity at all levels of the organization: racial, ethnicity, religion, sexual orientation; gender; age; culture; skills; and mindset.

The DEI Officer will be appointed by the Executive Committee to serve a two-year term. The DEI Officer will be a member in good standing, has informed and influenced DEI issues, and has activated DEI best practices with impact. While the APR designation is not required for the DEI Officer, it is encouraged.

Section 11. Leadership Assembly 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 (or their individual designee) shall serve as PRSA Leadership Assembly delegate.
- Each additional delegate will be selected by the Chapter President, and the order of selection shall be as follows: President-Elect, Treasurer/Secretary, Immediate Past President, Ethics Officer, DEI Officer and other Director(s) At-Large.
- If delegate positions remain open after this order of selection is followed, the President may select a Chapter member(s) in good standing to serve. The Chapter member(s) must be approved by a majority vote of the Board.
- All PRSA Leadership Assembly delegates will serve a one-year term.

Section 12. Vacancies.

In the event of death, resignation, removal or expulsion of any Officer or Director, other than the President who shall be succeeded by the President-Elect, the President shall nominate and the Board shall elect a successor who shall take office immediately and serve the balance of the unexpired term and/or until the next annual election.

Section 13. Removal or Resignation.

- (a) Any Director who misses more than two consecutive Board meetings without an excuse acceptable to the Board may be given written notice of dismissal by the Chapter President and replaced in accordance with Section 12 above.
- (b) Any Officer may be removed by: (1) two-thirds of the members voting where a quorum is present, or (2) three-quarters 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 14. Board Meetings.

There shall be at least four meetings of the Board during the calendar year at such times and places as it may determine. It shall meet at the call of the President or upon call of any three Directors.

Notice of each meeting of the Board shall be given personally by mail, e-mail or other mode of written transmittal to each Director at least seven days prior to the meeting. Proxy voting is prohibited at Board meetings.

Section 15. Veto Power.

The Chapter Board of Directors shall be responsible for approving any actions taken by Chapter Officers and committees outside those authorized by the Bylaws.

Actions that may be deemed contrary to the objectives, policies or interests of the Chapter or

National PRSA may be subject to review and potential veto by the Board.

Circumstances for Chapter Board veto may include:

- **Violation of Bylaws:** Any action that violates the existing Bylaws shall be subject to immediate review by the Chapter Board.
- **Conflict of Interest:** Actions that present a conflict of interest shall be subject to Board scrutiny. If necessary, the Board may exercise its veto power to prevent conflicts of interest.
- **Financial Implications:** Actions significantly impacting the financial stability, resources or assets of the Chapter shall require Board approval. Failure to obtain such approval may result in veto action by the Board.
- **Legal Compliance:** Actions posing legal risks or Chapter liabilities shall be brought to the Board for review. The Board retains the authority to veto any action that could expose the Chapter to legal jeopardy.
- **Actions Not Covered by Bylaws:** In circumstances where an action is not explicitly covered by the existing Bylaws, the Board shall exercise its discretion and judgment to determine the appropriate course of action. The Board may convene special meetings or seek legal counsel to address situations not covered by the Bylaws and make decisions in the best interest of the organization.

Section 16. Quorum.

A quorum at all regular and special meetings of the Board of Directors, unless otherwise stated in the Bylaws, shall consist of a majority of those present either in person or attending by telephone conference or other generally accepted means of communication.

Section 17. Compensation and Reimbursement.

No Director or elected Officer of the Chapter 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.

ARTICLE IV– NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

A nominating committee, chaired by the Chapter Immediate Past President, shall include the current Chapter President and President-Elect, as well as at least two other accredited members in good standing who have not served on the Board (not including current Board members) or nominating committee in the previous three years, selected by the Immediate Past President. The nominating committee shall meet at least 60 days prior to the annual meeting of the Chapter to draft a slate of Officers and Directors for the Board's approval.

Section 2. Nominations.

Whenever possible, the nominating committee shall nominate members who are Accredited by the Society and in good standing with the Society and Chapter. The nominating committee shall ensure that each nominee is eligible to serve as stated in the Bylaws, has been contacted and has agreed to serve if elected. Additional nominations, if any, shall be accepted from Chapter members no later than 10 days prior to the annual meeting and must be submitted in writing to

the Chapter Immediate Past President.

Section 3. Notice to Members.

At least 30 days before the annual meeting of the Chapter, the Secretary shall communicate to all Chapter members the entire slate of candidates for Board Officers and Directors. Nominations by membership must occur at least 10 days before the annual meeting, and the Secretary will distribute such list to the general Chapter membership no later than three days prior to the annual meeting.

Section 4. Elections.

Voting may be by electronic ballot, or in person at the annual meeting, and winners must receive a majority of those members casting ballots. Balloting in contested elections shall be by secret ballot.

ARTICLE V – COMMITTEES

Section 1. Appointment and Dissolution of Committees.

The Board may appoint and dissolve committees to carry on the affairs of the Chapter as the Board deems necessary or advisable. The Board shall determine the duties of any such group, as well as its size and tenure.

Committee actions are subject to Board approval and are also subject to Board veto. Actions that may be deemed contrary to the objectives, policies or interests of the Chapter or National PRSA may be subject to review and potential veto by the Board. See Article III, Section 15 for Veto Power information.

All committees established under this section shall be subject to the authority of the Board. Committee chairs shall regularly report on activities to the Board. Only Chapter members may serve on Chapter committees.

ARTICLE VI – FINANCIAL PROVISIONS

Section I. Fiscal Year.

The Chapter's fiscal year shall be one calendar year, from January 1 to December 31.

Section 2. Bonds.

All persons having power to make disbursements or sign checks on behalf of the Society (the President and Treasurer/Secretary and/or their designee) shall be bonded at the expense of the Chapter in amounts to be determined by the Board.

Section 3. Audit.

The books of the Society shall be audited or reviewed (whatever level is deemed appropriate by the Chapter Officers) at least once every three years by certified public accountants. Such an audit or review will be at the expense of the Chapter in amounts to be determined and approved by the Board.

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, their testator or intestate, is or was a Director or Officer of the Chapter or serves or served any other entity or organization in any capacity at the request of the Chapter shall be indemnified by the Chapter, per Section 5 below, and the Chapter may advance related expenses, to the fullest extent authorized or permitted by law.

Section 5. Limitation of Liability.

The personal liability of the Officers and Directors of the Chapter is hereby eliminated, to the fullest extent permitted by law by maintaining a Directors & Officers (D&O) insurance policy. An Officer/Director or former Officer/Director seeking indemnification under this clause shall notify the Chapter within 30 days, in writing, of any claim, action, suit or proceeding for which indemnification may be sought. Such notice shall include all relevant details known to the Officer at the time of notification. Failure to provide timely notice may relieve the Chapter of its indemnification obligations under this clause.

ARTICLE VII – PROCEDURES

Section 1. Notice of Meetings; Waiver.

Any notice required under these Bylaws may be given personally, by mail, e-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 records of the Society. 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 2. Remote Communications.

To the extent permitted by the law, any person participating in a meeting of the membership, Board, committee or other body of the Chapter may participate by means of conference telephone or by 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 3. Action by Written Consent.

To the extent permitted by the law, any action required or permitted to be taken by the members, Board, committee or other body of the Chapter may be taken without a meeting. The Board may take action through e-mail by following standard operating procedure: by someone moving that action take place, by someone seconding the motion and by a majority of Officers voting in favor. In other Chapter bodies, one or more consents must be provided in writing that sets forth the action taken, and then it must be approved/signed by all persons entitled to vote upon the matter. Any actions taken in this manner must be fully documented in writing and included accordingly in the next month's official Chapter minutes.

Section 4. 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 to which they are not

inconsistent with the N-PCL, the Bylaws of the Society and the standing rules.

Section 5. Nondiscrimination.

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

Section 6. Books and Records.

The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the membership, Board and committees. The Chapter will make its books and records available to the Society at any time.

ARTICLE VIII – AMENDMENTS

These Bylaws may be amended by a two-thirds majority vote of the members present at any meeting in which a quorum is present, provided such proposed amendment(s) has been approved by the Chapter's Board, 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 IX – MISCELLANEOUS

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. Annual Report to the Society.

The Chapter will submit an annual report to the Society each year, as well as any other document or report required by the Society.

Section 3. Conflict-of-Interest Policy.

The Board will adopt a conflict-of-interest policy and annual disclosure process that applies to all Officers and Directors of the Chapter.

A Director or Officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging their duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Director or Officer learns of the conflict; and (d) on the annual conflict of interest disclosure form. The Secretary of the Society shall distribute annually to all Directors and Officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Society.

Section 4. 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 Board 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.

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DECLARATION OF PRINCIPLES

Members of the Public Relations Society of America base their professional principles on the fundamental value and dignity of the individual, holding that the free exercise of human rights, especially freedom of speech, freedom of assembly, and freedom of the media, is essential to the practice of public relations and communications. In serving the interests of clients and employers, we dedicate ourselves to the goals of better communication, understanding, and cooperation among the diverse individuals, groups, and institutions of society, and of equal opportunity of employment in the public relations profession.

WE PLEDGE to conduct ourselves professionally, with truth, accuracy, fairness and responsibility to the public; to improve our individual competence and advance the knowledge and proficiency of the profession through continuing research and education; and to adhere to the articles of the Code of Ethics and Professional Standards for the Practice of Public Relations as adopted by the governing Assembly of the Society.