

# BYLAWS

of the

## Jacksonville Chapter of the Florida Public Relations Association

### ARTICLE I

#### NAME, LOCATION, RESIDENT AGENT

Section 1. The name of this organization shall be the Jacksonville Chapter of the Florida Public Relations Association (FPRA), hereinafter referred to as the “chapter,” a nonprofit organization incorporated in the state of Florida.

Section 2. Location and address of the chapter offices shall be determined by the board of directors.

Section 3. The president shall be the resident agent for the chapter and shall maintain a place of business or domicile within the chapter service area.

Section 4. Mission Statement: The mission of the Jacksonville Chapter of the Florida Public Relations Association is to provide its members with opportunities for professional development, networking and recognition while promoting ethical standards and professional excellence within the profession and the community.

### ARTICLE II

#### OBJECTIVES

The objectives of the chapter shall be:

- a) To promote the highest standards of professional public relations ethics.
- b) To promote and enhance the image of the public relations profession.
- c) To provide a forum for the effective exchange of public relations knowledge, trends, ideas and innovations.
- d) To provide members with new and direct channels of communication with other public relations professionals.
- e) To promote sincere and credible relations with all legitimate media.
- f) To keep members informed of any actions, legislative or general, which may be detrimental to the public relations profession.
- g) To promote the best interests of the chapter service area and the state of Florida.
- h) To interest new members in professional chapter affiliation.

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 within the purview of individual public relations professionals.

## ARTICLE III

### MEMBERSHIP

Section 1. Membership in the Jacksonville chapter shall be open to members in good standing of the Florida Public Relations Association (hereinafter the “Association”) who either work or reside in the geographic service area designated for the chapter or a neighboring area not served by another FPRA Chapter.

Section 2. The membership categories shall be the same as directed by the Association’s Bylaws.

Section 3. All applicants for membership shall complete and sign the application form provided by the Association and submit to the State Office for approval. Such application shall include an agreement by the applicant to abide by the Association’s Code of Ethics and pay dues assessed by the Association.

Section 4. No Association dues, admission or activity fees shall be refunded to any member whose membership terminates for any reason.

Section 5. Issues relating to removal, reinstatement or resignation of membership shall be governed by the Association’s Bylaws.

## ARTICLE IV

### ORGANIZATION STRUCTURE

Section 1. **Organization:** To achieve the chapter’s objectives, the board of directors may at its discretion establish organizational units, such as boards, councils, sections, or divisions to serve special interests of the public relations profession. The board of directors shall exercise authority over all organizational units, including qualifications for membership (unless they are otherwise stated in these bylaws), policies, services, programs, and budgets.

Section 2. **Chapter Activities:** This chapter may not take any action that in any way infringes upon or abrogates the authority or the aims of the Association. This chapter may not indulge in activities contrary to the best interest of the Association. No chapter activity shall impose any liability or obligation upon the Association. The chapter is bound by the rules and regulations of the Association. The chapter, at the discretion of the board of directors, may initiate short-term and/or long-term projects, activities, awards, scholarships, and recognitions.

Section 3. **Chapter Bylaws:** The chapter bylaws and amendments must be approved by this chapter in accordance with Article XIII and by the Association.

Section 4. **Chapter Year:** The chapter year shall coincide with the fiscal year of the Association, which is September 1 through August 31.

Section 5. **Chapter Elections:** This chapter shall hold annual elections of officers at a regular or special meeting held at least two weeks prior to the FPRA Annual Meeting held at the Annual Conference. Candidates receiving the highest number of votes shall be declared elected. Chapter officers and their duties are outlined in Articles VII and VIII. The chapter president and state directors shall be installed at the Association’s annual meeting or an installation banquet to be held in August. Chapter officers and board members will be installed at the chapter’s August meeting or an installation

event to be held in August and shall serve for the duration of the chapter year or until their successors are duly elected and qualified. The chapter president and president-elect shall serve as the chapter's two state directors in the Association.

**Section 6. Past Presidents' Council:** This chapter may establish a past presidents' council. All active past presidents of the chapter shall be members of the council. The council shall undertake such projects as determined by the board of directors.

## ARTICLE V

### DUES

**Section 1. Establishment of Dues:** Dues and admission fees for all classes of membership shall be established by the Association. Chapter activity fees may be determined by the chapter's board of directors.

**Section 2. Delinquency and Cancellation:** In accordance with the Association's bylaws, any member who shall be delinquent in dues for a period of thirty (30) days from the time dues shall come due shall be notified of such delinquency and suspended from further services. If payment of dues is not made within the succeeding thirty (30) days, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such suspension is waived by affirmative action of the Association's Board of Directors.

**Section 3. Refunds:** No Association dues, admission or activity fees shall be refunded to any member whose membership terminates for any reason.

## ARTICLE VI

### MEETINGS OF MEMBERS AND VOTING

**Section 1. Meetings:** Chapter meetings shall be held at places or via online meeting platform (e.g., Zoom) and on a date(s) as may be determined by the board of directors. Special meetings shall be scheduled by the board upon receipt of a written request by at least five (5) members and shall be scheduled by the president within twenty (20) days of receipt of such a request. Electronic mail is an acceptable form of written request. The business to be transacted at any special meeting shall be stated in the notice, and no other business may be considered at that time.

**Section 2. Notice of Meetings:** Written notice of any chapter meeting at which official chapter business is to be transacted shall be mailed to the last known address of each member not less than five (5) days before the date of the meeting. Electronic mail may be used to communicate this notice and should be sent to the most current email address on record for each member.

**Section 3. Voting:** At all chapter meetings, each voting member shall have one (1) vote and may take part and vote in person only. Unless otherwise specified in these bylaws, a majority of those members present and casting a vote shall govern.

**Section 4. Quorum of Members:** At a special meeting or any meeting at which official chapter business is to be transacted, a quorum shall consist of ten (10) percent of the chapter 's voting members.

**Section 5. Cancellation of Meeting:** The board of directors may cancel a chapter meeting for cause except that a special meeting requested by the membership may be cancelled only with the concurrence of those members submitting the written request for the meeting.

**Section 6. Rules of Order:** The meetings and proceedings of this chapter shall be regulated and controlled according to ROBERTS RULES OF ORDER for parliamentary procedure, except as otherwise provided by these bylaws.

## ARTICLE VII

### OFFICERS

**Section 1. Elected Officers:** The elected officers of this chapter shall be the president, president-elect, immediate past president, treasurer, and up to six (6) directors to be elected by the chapter membership and to serve until their successors have been duly elected and assume office. The president-elect shall automatically succeed to the office of president without requiring a further vote of the membership and the president shall automatically succeed to the office of immediate past president.

**Section 2. Qualifications for Office:** Any voting member in good standing shall be eligible for nomination and election to any elective office in this chapter, provided that he or she has been a member of this chapter for at least ninety (90) days.

**Section 3. Nomination and Election of Officers:** In accordance with the procedure specified in Article X, Section 1, the nominating committee shall prepare and submit to the members a nomination for each of the elective offices of the chapter. Any person so nominated shall have given their prior consent to nomination and election as an officer. Nominations from the floor are permitted with prior consent from the nominee.

**Section 4. Term of Office:** Officers and board members shall serve for a term of one (1) year or until their successor is duly elected and qualified. Each officer shall serve concurrently as a member of the board of directors.

**Section 5. Re-election:** Neither the president nor the president-elect shall be eligible for reelection to the same office until one year has elapsed.

**Section 6. Vacancies and Removal:** The board of directors shall appoint a person to fill any vacancy in any elective office for the balance of the term. By a two-thirds vote the board may remove any officer for cause.

## ARTICLE VIII

### DUTIES OF OFFICERS

**Section 1. President:** The president shall be the chief executive officer of the chapter and serve as chairman of the board of directors. The president shall also serve as a member, ex officio, with the right to vote on all committees except the nominating committee. The president

shall make all required appointments of standing and special committees with the approval of the board of directors. The president shall communicate to the members such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the chapter. The president shall perform such other duties as are necessarily incident to the office of president or as may be prescribed by the board of directors. The president shall also serve as a state director.

**Section 2. President-elect:** The president-elect's duties shall be assigned by the president and the board of directors. The president-elect shall also perform the duties of the president in the event of the president's inability to serve. Additionally, the president-elect shall serve as a state director.

**Section 3. Immediate Past President:** The immediate past president shall be the most recent past chapter president who is still a member of the chapter. This same past president shall serve as chair of the nominating committee and may be responsible for such duties as are individually assigned by the president with the approval of the board of directors. The immediate past president will also serve as counsel for all other members of the board of directors and general members, as needed.

**Section 4. Treasurer:** The treasurer shall be in charge of the chapter's funds and financial records. The treasurer shall be responsible for keeping proper records and for keeping funds in such banks, trust companies and/or investments as are approved by the board of directors. The treasurer shall report on the financial condition of the chapter at all meetings of the board of directors and at other times when called upon by the president. At the close of each fiscal year, the treasurer shall prepare an annual report which shall be reported to the board of directors for acceptance. At the expiration of the treasurer's term of office, they shall deliver to the successor all books, money and other property in their charge or, in the absence of a successor, the properties shall be delivered to the president. A member can serve no more than two consecutive terms as treasurer.

## ARTICLE IX

### BOARD OF DIRECTORS

**Section 1. Authority and Responsibility:** The governing body of this chapter shall be the board of directors. The board shall have supervision, control and direction of the affairs of the chapter, its committees and publications; shall determine its policies or changes therein; and 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 officers of the chapter (named in Article VII, Section 1) and up to six (6) chapter members who will hold individual positions specifically assigned by the nominating committee.

**Section 3. Term of Office:** Each member of the board of directors shall be installed in the month of August. Each member shall take office on or after September 1 and shall serve for a term of one (1) year or until their successor is duly elected and qualified.

**Section 4. Manner of Election:** Officers shall be elected in accordance with Article X, Section 1 and Article IV, Section 6.

**Section 5. Re-election:** All members of the board of directors, except those specifically restricted in Article VII, Section 5, may be re-elected. No member, excluding officers of the

board, may serve more than three (3) consecutive years on the board of directors. After serving three (3) consecutive years, a member may resume service on the board of directors after a period of one (1) year's absence from the board.

**Section 6. Quorum:** At any meeting of the board of directors, no less than fifty (50) percent of the board's members shall constitute a quorum for the transaction of the chapter's business. Any such business thus transacted shall be valid, provided it is affirmatively passed by a majority of those present.

**Section 7. Meetings:** A regular meeting of the board of directors shall be held at least five (5) times during each chapter year at such time and place as the board may prescribe. Notice of all such meetings shall be given to the directors no less than five (5) days before the meeting is held. Special meetings of the board may be called by the president or at the request of any three (3) directors, by notice mailed, telephoned or emailed to each member of the board of directors not less than twenty-four (24) hours before the meeting is held. A conference-call meeting shall be deemed permissible for any regular or special meeting of the board, provided the aforementioned quorum and notice requirements have been met.

**Section 8. Voting:** Voting rights of an elected officer of this chapter shall not be delegated to another nor exercised by proxy. The voting rights of a state director representing this chapter may be delegated to another voting member of this chapter provided that written notice of such delegation is given for each meeting. Such delegation is subject to the approval of the association's board of directors. In meetings of this chapter's board of directors, the president shall vote only in the event of a tie vote.

**Section 9. Voting by Mail:** Action taken by a mail or electronic mail ballot of members of the board of directors, in which a majority of such directors indicate themselves in agreement, shall constitute a valid action of the board if reported at the next regular meeting of the board.

**Section 10. Absences:** Any member of the board of directors who shall have been absent from two (2) consecutive meetings of the board without being excused by the president or a vote of the board shall automatically vacate the seat on the board and the vacancy shall be filled as provided in Article IX, Section 11. However, the president or 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 11. Vacancies and Removal:** Any vacancy occurring on the board of directors shall be filled by the board. A director or officer so selected shall serve the unexpired term of his predecessor. The board of directors may in its discretion, by affirmative vote of at least two-thirds of its members, remove any director for cause.

**Section 12. Compensation:** No member of the board of directors may receive any compensation for their service on the board

## ARTICLE X

### SPECIAL AND STANDING COMMITTEES

**Section 1. Nominating Committee:** The president shall appoint, with approval of the board of directors, a nominating committee to be chaired by the immediate past president. The committee shall consist of the immediate past president, the president-elect and three active members not currently serving on the board. The committee shall be announced to the membership at the regular meeting at least ten (10) weeks prior to the FPRA's annual meeting. The nominating committee shall nominate candidates for each office vacant or soon to become vacant and notify the membership of its choices at least six (6) weeks prior to the FPRA's annual meeting. Additional nominations may be made by the membership from the floor, providing prior consent has been given by the nominee. The ballots shall indicate those nominees recommended by the nominating committee and those nominated by the membership and shall include space for those that may be nominated at the election meeting. This chapter shall hold annual elections of officers and board members at a regular or special meeting held at least two weeks prior to the FPRA's annual meeting.

**Section 2. Other Standing Committees:** Other standing committees may be authorized by the board of directors. The chairman of each committee shall be appointed by the president, with the approval of the board of directors, and shall serve for the term constituting the chapter's year. Committee chairmen may remain in their position for consecutive years, upon approval by the board of directors. Membership on the accreditation committee shall be limited to members holding the designation of Accredited in Public Relations (APR) or Certified Public Relations Consultant (CPRC).

**Section 3. Special Committees:** The president, with the approval of the board of directors, shall appoint such other committees or task forces as are necessary and which are not in conflict with other provisions of these bylaws; the duties of any such committees shall be prescribed by the board of directors.

## ARTICLE XI

### FINANCE

**Section 1. Fiscal Period:** The fiscal period of the chapter is September 1 through August 31.

**Section 2. Bonding:** Trust or security bond may be furnished by the president, treasurer, and such other officers as the board of directors shall direct. The amount of such bonds shall be determined by the board and the cost paid by this chapter.

**Section 3. Budget:** The board of directors shall adopt an annual operating budget covering all activities of the chapter; such adoption shall take place within sixty (60) days of the start of the chapter year.

**Section 4. Audit:** In lieu of an audit by a certified public accountant, the president, with the approval of the board of directors, may appoint a committee to conduct an annual audit of the chapter's financial records and to report its findings to the board.

## **ARTICLE XII**

### **DISSOLUTION**

The chapter shall use its funds only to accomplish the objectives and purposes specified in the bylaws and no part of said funds shall inure or be distributed to the members of the chapter. On dissolution of the chapter, any funds remaining shall be distributed to the FPRA State Office.

## **ARTICLE XIII**

### **AMENDING THE BYLAWS**

Section 1. Amendments may be proposed by:

- a) The Association Board of Directors
- b) Chapter Board of Directors
- c) Upon petition of any five (5) qualified voting members

Section 2. Amendments are first approved by the Chapter Board of Directors, then submitted to the Association Board of Directors for consideration. The Association Board of Directors determines if the amendment(s) are consistent with Association bylaws. If the Association Board of Directors does not approve, it shall clearly communicate the reason for denial to the Chapter Board of Directors with an explanation of necessary changes to make the desired amendment acceptable and consistent with Association bylaws.

Section 3. Upon approval from the Association Board of Directors, these bylaws and any subsequent amendments may be adopted or repealed by:

a) a minimum of two-thirds vote of the voting membership in attendance at any regular or special meeting, provided that notice of such proposed bylaws or amendments is sent in writing to the members at least fifteen (15) days before such meeting, or

b) a minimum of two thirds vote of the voting members voting via mail/email by a thirty (30) day ballot. All such proposed amendments shall be presented by the board to the membership, with or without recommendation.