

## **Bylaws**

*Adopted at the district annual meeting on October 14, 2012 in San Francisco, California.*

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### **Article I — Name**

The name of this organization is North Pacific District, hereinafter referred to as 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 — Territory and Location**

The District will operate and serve Chapters and their members within the territory designated by the PRSA Board of Directors. The District represents Chapters and their members in Alaska, Northern California, Idaho, Montana, Nevada, Oregon, Utah, and Washington.

#### **Section 3 — Objectives**

The primary role of the District is to provide support and oversight to Chapters and assist them in sharing best practices and making the Chapters organizationally effective.

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.

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 4 — Restrictions**

All policies and activities of the District shall be consistent with:

- Applicable federal, state, and local antitrust, trade regulations or other requirements.
- 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 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. The District represents Chapters and their members in Alaska, Northern California, Idaho, Montana, Nevada, Oregon, Utah, and Washington. District membership is automatic for all those who are members of Chapters within the District, and no application process is required.

### **Section 2 — Chapters**

Chapters will be represented on the District board by their current president or president's designee, which may be the Chapter president-elect, vice president, past president, or Leadership Assembly delegate.

### **Section 3 — Dues**

The District board shall have the option to set and collect dues from Chapters. Each Chapter within the District is asked to approve payment of 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. Dues are based on PRSA membership records and calculated as follows: Chapters with 49 or fewer members pay a flat fee of \$50; Chapters with 50 or more members pay \$1.50 per person with a cap of \$350. Dues notices shall be issued in the first quarter of the fiscal year for payment on the previous year's membership.

## **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 District 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 District board shall consist of the president of each Chapter within the District, 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.

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. District board members must hold, in good standing, Accreditation in Public Relations (see [praccreditation.org](http://praccreditation.org)) from the Universal Accrediting Board.

### **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.

### **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 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 or 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 District chair.
- (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 the Society's International Conference. The annual meeting shall serve for electing officers for the following year and the transaction of other business.

The District board shall hold monthly conference calls. Notice of the 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. Proxy voting is prohibited.

- (a) Chapter Representation. The Chapter president, or designee, 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 7 — Term of Office of Directors**

District officers shall serve for a term of one year beginning January 1 and ending when their successors are elected and installed. The chair-elect automatically becomes the chair after serving a one-year term as chair-elect.

## **Section 8 — Officers**

- (a) **Chair.** The District chair serves as liaison with the Society 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. The chair shall serve on the District Council.
- (b) **Chair-Elect.** The chair-elect presides at meetings of the District board of directors in the absence of the chair, assists the chair, and assumes the role of chair if the position becomes vacant. The chair-elect shall serve on the District Council.
- (c) **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. The secretary keeps a permanent file of the board-approved minutes of all meetings and makes copies available to the Society within 10 business days of board approval.
- (d) **Treasurer.** The District 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. The treasurer shall prepare the District's budget, make regular financial reports to the board, render an annual financial statement to the Society and District board, and perform all other duties incident to the office.

## **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 and alternates shall serve for a term of one year beginning January 1 and ending when 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. National Nominating Committee representative(s) shall serve terms at the discretion of the District chair.

## **Section 10 — Compensation and Reimbursement**

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

## **Article IV — Nominating Process**

The District chair shall, on or before August 15 in each year, appoint a District nominating committee of three accredited 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 approval by the board.

## **Article VI – Amendments**

These District bylaws may be amended by a two-thirds vote of the District board 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. Amendments adopted in accordance with this procedure will 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-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.