

BYLAWS
THE GREATER CONNECTICUT CHAPTER OF
THE PUBLIC RELATIONS SOCIETY OF AMERICA, INC.

September 2019 ~~February 2018~~

The Public Relations Society of America's (PRSA) mission is
"To make public relations an indispensable component of senior management by
addressing critical issues, promoting the highest standards of professional competence
and ethics, fostering lifelong education and building understanding and support for
public relations among its constituencies."

In accordance with the purposes of the PRSA as set forth in the PRSA'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 and thought leadership,
ethics and professional excellence.

ARTICLE I - NAME

The name of this nonprofit professional organization shall be the Greater Connecticut
Chapter of the Public Relations Society of America, Inc. or the GCT Chapter. The
national organization is known as the Public Relations Society of America, Inc, or
PRSA.

ARTICLE II – Territory and location.

The GCT Chapter will operate and serve members within the territory approved by
PRSA, and its principal offices will be located in a place determined by the Chapter's
board of directors. The territorial limits approved by the PRSA for this Chapter are:
Hartford, New Haven, Middlesex, Windham, Litchfield, Tolland and New London
County.

ARTICLE III – RESPONSIBILITIES TO THE PRSA

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

Section 2. Books and Records. The GCT Chapter must keep books and records of its financial accounts, meeting minutes and membership list with names and addresses. The GCT chapter will use a cash accounting system for all of its finances. The GCT Chapter will make its books and records available to the PRSA at any time.

Section 3. Annual Report to the PRSA. The GCT Chapter will submit an annual report to the PRSA each year, as well as any other document or report required by the PRSA.

Section 4 Chapter, officers, board and membership Compliance. The GCT 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 PRSA. The GCT 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 PRSA

Section 5. Assets of Chapter and Dissolution. No member of the GCT Chapter has any interest in, or right or title to, the Chapter's assets. Should the GCT Chapter liquidate, dissolve or terminate in any way, all assets remaining after paying the GCT Chapter's debts and obligations shall be transferred to the PRSA, or in the event that the PRSA 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 GCT 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 GCT Chapter.

ARTICLE IV - CODE OF CONDUCT

Section 1. Nondiscrimination. In all deliberations and procedures, the GCT Chapter 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 2. Remote Communications. To the extent permitted by law, any person participating in a meeting of the membership, board or committee of the GCT 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. Conflict of interest Policy. In their capacity as directors, the members of the Board of Directors of the GCT Chapter must act at all times in the best interests of GCT Chapter. The board will adopt a conflict-of-interest policy and annual disclosure process that applies to all officers and directors of the GCT Chapter under the oversight of the board secretary.

Section 4. Restrictions. All policies and activities of the GCT Chapter shall be consistent with: Applicable federal, state and local antitrust, trade regulation or other requirements and tax-exemption requirements imposed on the PRSA under Internal Revenue Code Section 501(c)(6), including the requirements that the GCT 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 V - MEMBERSHIP

Section 1. Eligibility. Membership in the GCT Chapter is limited to individuals who are members in good standing with the PRSA; who are in compliance with the PRSA'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 PRSA shall be governed by the pertinent provisions of the Bylaws of the PRSA. Any person admitted to membership in the PRSA shall become a member of the GCT Chapter, if eligible, upon payment of Chapter dues.

Section 3. Retirement Status. Any member of the GCT Chapter who has been a member of PRSA in good standing for at least five years and is gainfully employed for less than 50 percent of the time is eligible for retirement status and the reduced dues set by the PRSA board of directors. Members on retirement status shall enjoy all the rights and privileges of membership.

Section 4. Termination of GCT Chapter Membership. Any member who for any reason ceases to be a member of the PRSA or is dropped from the PRSA's roll for non-payment of dues shall cease to be a member of the GCT Chapter and shall be dropped from the GCT Chapter roll.

Section 5. Rights and Privileges of Membership. The right to serve as a PRSA Leadership Assembly Delegate or Alternate Delegate or as a professional advisor to a PRSSA chapter shall be subject to the Bylaws of the PRSA.

ARTICLE VI - DUES

Section 1. Amount. The amount of GCT Chapter dues shall be fixed annually no later than October 31st by the GCT Chapter's Board of Directors and shall be payable in accordance with the GCT Chapter fiscal policies.

Section 2. Nonpayment of Dues. Any member whose GCT chapter dues are unpaid for three months shall not be considered a member in good standing and shall not be entitled to vote, hold office or enjoy other privileges of GCT Chapter membership, provided such member has been duly notified.

Section 3. Fiscal Year. The fiscal year of the GCT Chapter shall be the calendar year.

Section 4. Annual Budget. The GCT Chapter's annual budget should be approved no later than October 31st each year. The budget should include expenses related to all Chapter events and programs. Any expenses outside the budget or not specifically covered by the budget must be approved by the board before the expense is incurred. Budgets for all Chapter events or programs must be presented to the Board of Directors for approval. The board will review the budget and make changes as needed. Only after the board has approved a budget may an expenditure related to an event or program be made.

Section 5. Financial Review. An annual review of the Chapter's finances, including a review of checking account statements and confirmation of expenses, should be performed by March 31 each year by a Finance Committee appointed by the President with a written summary of its findings presented to the board. ~~**Audit.** An annual audit of the Chapter's finances should be performed by March 31 each year by a Finance Committee appointed by the president, with results presented to the board.~~

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Composition. The governing body of the GCT Chapter shall be a board of directors consisting of the President, President-Elect, Secretary, Treasurer, Immediate Past President, up to five members-at-large. Additionally, the same number of members so designated as Leadership Assembly Delegates using the national PRSA allocations process shall be provided a seat(s) on the GCT Chapter board, and up to two accredited (APR) assembly delegates. At the discretion of the board, ex-officio non-voting members, such as advisor to the PRSSA chapter, APR chair, newsletter chair, PRSSA president, and others, may be appointed and participate at board of directors meetings and on standing committees. 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. Leadership Assembly Delegates. The Leadership Assembly Delegate(s) shall serve as the GCT Chapter's representative(s) at meetings of the PRSA National Assembly and shall be appointed by the GCT board for a two -year term in accordance with provisions of the Bylaws of the PRSA.

Section 3. Members-at-Large. Members-at-Large will be elected for two-year terms by GCT Chapter membership along with the officers.

Section 4. Vacancies. In the event of death, resignation or removal of any officer, member-at-Large, or assembly delegate, the board of directors may elect a successor who shall take office immediately and serve for the balance of the term or until the next annual election.

Section 5. Removal. 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 GCT Chapter President and replaced in accordance with Section 4 above.

Section 6. Board Meetings. There shall be at least four meetings of the board of directors at such times and places as may be determined. The board shall meet at the call of the President or upon call of one-third of the board membership. Notice of each meeting shall be given to each director at least seven days in advance.

Section 7. Operating policies and procedures. It is the responsibility of the board of directors to annually review, revise, establish and approve appropriate policies and procedures for the effective and responsible management of the GCT chapter activities.

Section 7. Quorum. A majority of the board of director shall constitute a quorum for all meetings of the board.

ARTICLE VIII - OFFICERS

Section 1. Chapter Officers. The officers of the GCT Chapter shall be the President, President-Elect, Immediate Past-President, Secretary and Treasurer. All officers shall be elected by GCT Chapter membership at the Annual Meeting for a term of two years and shall serve until their successors are elected and installed. No officer having held an office for two successive terms shall be eligible to succeed himself/herself in the same office.

Section 2. President. The President shall preside at all meetings of the chapter and the board of directors. He/she shall appoint all committees with the approval of the board of directors and shall be an ex-officio member of all committees except the nominating committee. He/she will serve as a voting member of the nominating committee to determine the incoming board of directors and perform other duties incident to the office.

Section 3. President-Elect. In the absence or disability of the President, the President-Elect shall exercise the powers and perform the duties of the President. He/she also shall assist the President, serve as a voting member of the nominating committee to determine the incoming board of directors and perform such other duties as shall be prescribed by the board of directors. The President –Elect shall succeed the President upon the expiration of his/her term or the resignation of the President.

Section 4. Immediate Past President. The Immediate Past President shall give counsel to the board and assist the President and board of directors as needed. He/she also serves on the nominating committee to determine the incoming board of directors.

Section 5. Secretary. The secretary shall keep records of all meetings of the Chapter and of the board, send copies of such minutes to GCC board members, 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.

Section 6. Treasurer. The Treasurer 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 of directors. He/she shall issue receipts and make authorized disbursements by check after proper approval by the President or the board of directors. He/she shall prepare the Chapter's budget, make regular financial reports to the board of directors, render an annual financial statement to the Chapter membership, and perform all other duties incident to the office. The GCT Chapter governing board shall discuss and approve whether or not to bond the treasurer.

Section 7. Compensation and Reimbursement. No elected officer of the Chapter when performing their duties as an officer shall be entitled to any salary or other compensation. The board of directors may reimburse elected Assembly Delegates or their alternates up to a limit set by the board of directors for expenses incurred in connection with the performance of their duties.

ARTICLE IX - NOMINATIONS AND ELECTIONS

Section 1. Nomination Committee. The nominating committee shall consist of the immediate past president, current president and president-elect. The Immediate Past

President will preside over the committee and may appoint additional members in good standing with the approval of the board of directors no less than 30 calendar days at least 60 days prior to the annual meeting of the GCT Chapter.

Section 2. Nominations. The nominating committee shall name a qualified nominee for each office, member-at-Large, and any leadership assembly delegate whose 2-year term is expiring. It shall ensure that each nominee has been contacted and agrees to serve if elected.

Section 3. Notice of Membership. No less than 10 business days ~~At least thirty days~~ before the Annual Meeting of the GCT Chapter, the Secretary shall distribute to all GCT Chapter members the list of nominees prepared by the nominating committee.

Section 4. Elections. Officers, members-at-large and leadership assembly delegates shall be elected by written or electronic ballot prior to the annual chapter meeting. Election shall be by majority vote of those members in good standing who participated in the election.

ARTICLE X - COMMITTEES

Section 1. Standing Committees. There shall be the following standing committees: Membership, Professional Development /Programs, Accreditation (APR), Awards/Recognition (Mercury/Merit) and Finance. Each standing committee will be led by a designated board member appointed by the President to form a standing committee to support the committee's work.

Section 2. Special Committees. As the need arises, special committees may be established and appointed by the president with approval of the board of directors.

Section 3. Committee Reports. The chair of each committee shall report its activities at least quarterly to the board of directors. All committee activities shall be subject to approval by the board of directors.

ARTICLE XI - CHAPTER MEETINGS

Section 1. Annual Meeting. There shall be an Annual Meeting in October or November each year at such time and place as may be designated by the board of directors.

Section 2. Regular Membership Meetings. In addition to the Annual Meeting, the board shall convene at least one additional meeting for the members. Any such

meetings shall be held at such times and places as may be designated by the board of directors.

Section 3. Special Meetings. Special meetings of the GCT Chapter may be called by the President, the board of directors or on written request by 25 percent of the GCT Chapter members.

Section 4. Notice of Meetings. Notice of the Annual Meeting shall be distributed to each member no less than 10 days at least 30 days in advance. Notice of regular meetings or special meetings shall be distributed to each member at least ten days in advance.

Section 5. Quorum. A majority of the members of the GCT Chapter participating on site or electronically shall constitute a quorum at any meeting of the GCT Chapter.

ARTICLE XII - AMENDMENTS

These bylaws may be amended by a two-thirds vote of the members present at any GCT Chapter meeting or event where appropriate notice has been provided and proposed language changes have also been distributed to members per these chapter bylaws at which a quorum is present, participating on site or electronically, provided such a proposed amendment(s) has been approved by the GCT Chapter's board of directors and not less than 10 business at least thirty 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 PRSA's national Board of Directors.

Amendments required by National PRSA shall be approved by the GCT Chapter board of directors and distributed to members no less than 10 business days after their approval.

###