

**BYLAWS OF THE CAPITAL CHAPTER
OF THE
FLORIDA PUBLIC RELATIONS ASSOCIATION**

ARTICLE I – NAME AND HEADQUARTERS

Section 1 - Name

The name of this organization shall be the Capital Chapter, hereinafter referred to as the “Chapter,” of the Florida Public Relations Association, hereinafter referred to as the “Association,” of the Florida Public Relations Association, Inc., which is a 501 (c)(6) corporation not-for-profit organized and existing under the laws of the state of Florida.

Section 2 – Headquarters

The headquarters of the Chapter shall be determined by the board of directors. The president shall be the agent for the Chapter and shall live or work within the Capital Chapter service area or a neighboring area not served by another FPRA chapter.

ARTICLE II– OBJECTIVES

Section 1 - 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 media;
- F. To keep members informed of any actions, legislative or general, which may be of interest or affect the public relations profession and;
- G. To be the local network that helps public relations professionals do their jobs better.

Section 2: Chapter Activities and Actions

The Chapter may not take any action that in any way infringes upon or abrogates the authority or the aims of the Association. The 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 may initiate short-term and/or long-term projects, activities, awards, scholarships, and recognitions as determined by the board of directors.

ARTICLE III – MEMBERSHIP

Section 1 – Qualification & Categories

The membership qualification and categories shall be the same as directed by the Association's bylaws.

Section 2 – Membership Location

Membership in the Capital Chapter shall be open to members in good standing of the Florida Public Relations 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 3 – Application Process

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 to pay dues assessed by the Association.

Section 4 – Removal, Reinstatement and Resignation

Membership removal, reinstatement and resignation shall be the same as directed by the Association's bylaws.

ARTICLE IV – DUES AND FEES

Section 1 – Chapter Fees

The chapter board of directors may set charges and fees for individual chapter activities.

Section 2 – Annual Dues

Annual dues shall be established for all categories of membership by the State Board of Directors and be payable to the State Association.

ARTICLE V – MEETINGS OF MEMBERS AND VOTING

Section 1 – Annual Meeting

The Chapter must hold an annual meeting of the members. The annual meeting of the Chapter shall be held at such a place and on dates as may be determined by the board of directors.

Section 2 – Membership Meetings

Chapter meetings shall be held at locations and on dates determined by the board of directors.

Section 3 – Location and Notice of Meetings

The location shall be determined by the Chapter's board of directors, which shall place priority on the convenience of the members. The date, time and place of any formal notice of any in-person or video electronic conference meeting of the chapter at which official Chapter business is to be transacted shall be provided to each member no less than 14 days prior to the meeting.

Section 4 – Cancelled Meetings

The chapter board of directors may cancel any meeting due to health or safety concerns or any reason deemed necessary.

Section 5 – Majority Vote

An affirmative vote by a majority present at a chapter meeting shall constitute the decision of the Chapter.

Section 6 – Voting Rights

At all meetings of the Chapter, each member shall be entitled to vote in person, by video electronic conferencing or via phone conference call on each matter submitted to a vote by the members of the board and each voting member shall have one (1) vote. In the event of matters needing board approval outside of the regular board meetings, members of the board shall have the option of voting in person, virtually online, via conference call or electronically via email.

Section 7 - Quorum

At any meeting where Chapter business is being conducted, a quorum shall consist of 51% of those voting members registered for said meeting, provided that no fewer than 10 voting members are present.

Section 8 – Board Meetings

The board of directors shall meet prior to the regularly scheduled meetings of the membership or at the request of the president or president-elect.

Section 9 – Board Quorum

At any meeting of the board of directors, no less than fifty percent (50%) of the members of the Board plus one (1) shall constitute a quorum for the transaction of the business of the Chapter, and any such business thus transacted shall be valid providing it is affirmatively passed by a majority of those present.

ARTICLE VI – BOARD OF DIRECTORS

Section 1 – Authority and Responsibility

The governing body of the Chapter shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Chapter, its committees and publications; shall determine its policies or changes therein; shall actively execute its objectives, and supervise the disbursement of its funds.

Section 2- Elected Officers

The Chapter shall hold an annual election of officers prior to the Chapter's Annual Meeting. Each Chapter shall establish the offices of President and President-elect and other offices deemed appropriate, from eligible members in good standing. The president-elect shall automatically succeed to the Presidency. The Chapter president and president-elect shall serve as the chapter's two State Directors.

Section 3 – Term of Office

Each elected officer shall take office on the first day of the chapter leadership year on Sept. 1 and serve until the chapter leadership year ends on Aug. 31 or until a successor is duly qualified and elected by the chapter board. All officers shall serve a one-year term or until a successor is qualified and elected. A member can serve no more than three consecutive terms as treasurer. Board members who do not attend three consecutive board meetings may be asked to vacate the position.

Section 4 - Re-election

Neither the president nor the president-elect shall be eligible for re- election to the same office until one year has elapsed. An exception to this may be applied as outlined in Article XVII.

Section 5 - 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.

Section 6 - Compensation

Elected officers shall not receive any compensation for their services.

ARTICLE VII - DUTIES OF OFFICERS

Section 1 – President’s Duties

The president or designee shall preside at all meetings of the membership and the chapter’s board of directors; shall serve on the state board and attend all State Board meetings; enforce observance of and adherence to the bylaws and policies of the chapter and the Association; appoint all committees, fill all vacancies on the board of directors, should any occur, with the concurrence of a majority of the board of directors, review the original bank statement, and perform such other duties as the office shall require.

Section 2 – President-Elect’s Duties

The president-elect shall automatically succeed to the presidency. Their duties shall be delegated to them by the president and the board of directors. The president-elect shall perform the duties of the president in the event of their inability to serve.

Section 3 – Other Officers

Duties and responsibilities of the elected officers will be defined by guidelines established by the Chapter president and board of directors.

ARTICLE VIII – ELECTIONS

Section 1 - Election Ballots and Majority Vote

Officers of the chapter shall be elected in person, video electronic conferencing or via electronic vote, and announced at the June membership meeting and installed at an August membership meeting. The ballot shall indicate those nominees recommended by a nominating committee as well as any petition nomination (see Article VIII, Section 3). A majority of those voting members casting a vote shall govern the composition of the officers and directors of the chapter.

Section 2 – Eligible Members

Any voting member in good standing shall be eligible for nomination and election to any elective office in the chapter. The president-elect shall have served on the board of directors for one year prior (not necessarily the immediate past year) to being nominated in this office with exception made by the Board under special circumstances.

Section 3 – Slate of Officers

The nominating committee, led by the immediate past president, shall prepare a written slate of candidates for offices, and shall report these nominations, in writing, to the board of directors no later than the May board meeting. The secretary or designated board member will then publish the slate by the next membership meeting and will note at the end of the list of candidates that additional nominations may be submitted to the secretary or designated board member prior to the next board meeting (and will note at the end of the list of candidates that

additional nominations may be made by written petition signed by at least fifteen percent (15%) of the qualified voting members of the Chapter and filed with the secretary or designated board member prior to the last day of May.) If additional nominations have been made, they shall be included on the ballot. Elections will be held at the July chapter meeting, with installation to follow at the annual membership meeting in August.

ARTICLE IX- BALLOT

Section 1 - Authorization of Ballot

The board of directors may authorize a ballot on any proposal which might come properly before any meeting of the membership or the board.

Section 2 - Method of Balloting

Email, video electronic conferencing, phone or in-person ballots shall be taken by the secretary or designated board member by recording YES or NO responses.

Section 3 - Majority Vote

No proposal shall be declared passed unless a majority of all board members have voted in the affirmative and the secretary or designated board member shall have received such affirmative votes within 15 days from the initiation of the balloting (See Article V, Section 3).

Section 4 - Action Report

The action shall be reported at the next regular board meeting.

ARTICLE X -SPECIAL AND STANDING COMMITTEES

Section 1 - Nominating Committee

By the April board meeting of each year, the president shall appoint, with the approval of the chapter board of directors, a nominating committee of not fewer than three (3) members, to include the most recent past chapter president who is still a member of the chapter. The same past chapter president should serve as chair of the nominating committee. The nominating committee members should not be seeking to hold office with the chapter for the new fiscal year. It is recommended that the president-elect serve in an ex-officio capacity to give input. The nominating committee shall gather nominations from the membership (see Article VIII Elections) and present the slate to the board of directors no later than the May board meeting.

Section 2 - Audit Committee

The president-elect shall arrange for an audit of the chapter's books at the close of the chapter fiscal year. An auditing committee shall consist of two chapter members, excluding officers, and

the incoming treasurer. The audit shall be conducted within 30 days of the chapter's leadership year end and report findings will be presented by the Audit Committee to the board.

Section 3 – Other Committees

The president may appoint other committees in accordance with policies and procedures or as needed.

Section 4 – Committee Meetings

Committees may determine the dates, times and places of their meetings. The president serves as an ex-officio member of all committees.

Section 5 - Committee Reports

Committee reports presented at regular membership and board meetings may be written or oral, except for the treasurer's report and the membership report which must be written.

ARTICLE XI – FISCAL YEAR AND FINANCES

Section 1- Chapter Fiscal Year

The fiscal period of the chapter shall be the same as the fiscal period prescribed by the State Association Board of Directors.

Section 2 –Signatories and Approvals

All expenses for Chapter obligations shall be paid by either the president, treasurer or assistant treasurer, or, with the approval of the Board of Directors, another signatory designated by the president. No signatory may remit payment to themselves or to an entity they represent.

Section 3 – Budget and Bank Statement

The chapter board of directors shall be guided by a budget prepared annually by the president and the treasurer and submitted to the board for approval. The board of directors shall serve as the chapter's policymaking body; it may not authorize expenditures in excess of the current balance in the chapter treasury. The chapter president should review the original bank statement.

Section 4 – Financial Audit

To ensure accountability to the chapter board of directors and members, an annual review of chapter bank accounts and books will be performed as defined in Article X, Section 2. Any costs associated with the review will be paid for by the chapter.

ARTICLE XII – RULES OF ORDER

Unless otherwise provided in these Bylaws, *Roberts Rules of Order: Newly Revised* shall govern in parliamentary matters.

ARTICLE XIII – BYLAWS AND AMENDMENTS

Section 1 – Chapter Bylaws

Bylaws of the Chapter and amendments thereto must be approved by the Board of Directors of the Association to become effective. Each chapter is responsible for making certain that the Executive Director has a current copy of the Chapter's bylaws.

Section 2 – Proposing Amendments

Amendments may be proposed by: (1) The Association Board of Directors; (2) Chapter Board of Directors; or (3) Upon petition of any five (5) qualified voting members.

Section 3 – Amendment Approval Process

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

Section 4 – Amendments Not Approved

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.

ARTICLE XIV – POLICIES AND PROCEDURES

Section 1 - Policies and Procedures

The chapter board of directors shall maintain in addition to these Bylaws a set of Policies and Procedures that will contain more detailed and variable information and guidelines that will be useful in operating the chapter and its activities from year to year.

Section 2 – Policies and Procedures Adoption

Adoption of new Policies and Procedures or revision of existing Policies and Procedures shall require review by the Association’s president elect to ensure policies and procedures are consistent across the state. Once reviewed by Association’s president elect, approval of the board of directors by a majority vote is required.

ARTICLE XV – DISSOLUTION OF THE CHAPTER

The Chapter shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chapter or be used for any purpose other than promotion of FPRA. Upon dissolution of the chapter, all funds remaining in the treasury shall revert to the State Association.

ARTICLE XVI – EMERGENCY POWERS

Section 1 – Emergency Powers Activation

In the event of any emergency such as a pandemic, terrorist attack, natural disaster or similar event, resulting in the declaration of a State of Emergency by the federal or Florida government, the following emergency powers shall be in effect until the emergency is terminated by the government that declared it, or until the end of the Chapter’s current or following fiscal year, whichever is deemed more appropriate by the Board of Directors for the continuity and solidarity of the Chapter.

Section 2 - Emergency Power Actions

Notwithstanding other provisions of these Bylaws to the contrary, during the duration of the emergency a majority of the Board members present at a meeting wherein the emergency quorum has been reached may take the following actions:

- (1) Modify the lines of succession to accommodate the incapacity or resignation of any director, officer, employee, or agent who is unable or unwilling to serve during the duration of the emergency;
- (2) Appoint a replacement director, officer, employee, or agent for such open leadership position;
- (3) Extend any officer’s or director’s term of office for up to one additional term-of-office cycle;
- (4) Shorten the notice time period, and alter the method for notice, for the annual meeting or special meetings of the members of the Chapter to a time period and method practicable under the circumstances;
- (5) Reduce the quorum requirements of the Chapter members required to conduct business at the annual meeting or at a special members’ meeting;