

ARTICLE I**NAME, LOCATION, RESIDENT AGENT(S)**

Section 1. The name of this organization shall be the FLORIDA PUBLIC RELATIONS ASSOCIATION, a nonprofit organization incorporated in the state of Florida.

Section 2. Offices of the Association shall be located in the state of Florida, in such locality or localities as may be determined by the Board of Directors.

Section 3. The Executive Director shall be the resident agent for the Association and shall maintain a place of business or domicile in the state of Florida for the service of process.

**ARTICLE II
OBJECTIVES**

The objectives of this organization shall be (Excerpted from the Articles of Incorporation):

- (A) To promote the highest standards of professional public relations ethics.
- (B) To promote and enhance the image of the public relations profession throughout the state of Florida.
- (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 throughout the state of Florida.
- (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 state of Florida in such a way that all Florida will benefit.
- (H) To initiate new chapters in any and all areas of Florida.

Subject to prior approval of the Board of Directors, the Association 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 solely within the purview of individual public relations professionals.

**ARTICLE III
MEMBERSHIP**

Section 1. Qualification: Membership in the Association shall be composed primarily of individuals actively involved in public relations.

Section 2. Voting Membership: The following membership classes shall have a vote and be eligible to hold office in the Association:

- (a) Professional Membership: Any person professionally qualified, by education or experience, and who devotes at least 50 percent or more of his or her working time to public relations activities, shall be eligible for professional membership. This class includes members participating under the Multiple Professional dues structure.
- (b) Retired Professional Membership: Any professional member who has retired from the full-time practice of public relations for profit and has been a member in good standing for at least five years, shall be eligible for retired professional membership. If at any time the member chooses to return to the full-time practice of public relations, retired membership rates would no longer apply.
- (c) Life Membership: Any member of the Association who has demonstrated extraordinary service to the profession and the Association at both the state and local level, upon the recommendation of the Past President's Council to the Board of Directors, followed by unanimous vote of both the Board and the membership present at any regular meeting, shall be eligible for life membership. Life members shall not be liable for dues or assessments.

(d) Associate Membership: A person professionally or academically qualified for professional membership, but who is temporarily not actively engaged in a public relations position and wishes to seek or maintain membership in the Association, shall be eligible for Associate Membership. An Associate Member will be considered a voting member, however, will not be able to hold office. Policies governing the participation of Associate Members shall be determined by the Board of Directors.

Section 3. Non-Voting Membership: The following membership classes shall have no vote nor be eligible to hold office in the Association. They may serve on committees. Each chapter may allow one non-voting member from each class to serve on the chapter's board of directors, if that position is so designated by the chapter's bylaws and approved by vote of the chapter's membership.

(a) Student Membership: Any full-time student enrolled in an accredited college or university, pursuing studies in public relations, communications, journalism or a related field, and/or demonstrates an interest in pursuing a career in public relations, shall be eligible for student membership.

(b) Allied Membership: Any person, either as an individual or representative of a firm or corporation, interested in the activities of the Association and in an allied field of the public relations profession, shall be eligible for allied membership. Policies governing the participation of allied members shall be determined by the Board of Directors.

Section 4. Application for Membership: All applicants for membership shall complete and sign the form of application provided by the Association and submit the application to the State Office for approval. Such application shall include an agreement by the applicant to abide by the Association's Code of Ethics.

Section 5. Admission of Members: Admission of all applicants for membership shall be sent to

the State Office for approval and processing. After approval, all applications will then be forwarded to the appropriate chapter for notification of membership within ten (10) business days, or in such other manner as the Executive Committee shall determine.

Section 6. Removal: Members of any classification may be removed from membership by the Board of Directors for cause by two-thirds vote. For any cause other than non-payment of dues, removal shall occur only after the member complained against has been advised of the complaint lodged against him or her and has been given reasonable opportunity for defense; and such member, if removed, may appeal the decision of the Board at the Annual Meeting of the Association, provided that notice of intent to appeal is provided to the Executive Director at least ten (10) days in advance of the meeting.

Section 7. Reinstatement: A former member desiring a continuous membership record may be reinstated on showing proof of qualification and paying all dues in arrears. If, however, a continuous membership record is not desired, the member may be reinstated on showing proof of qualification and paying current year's dues.

Section 8. Resignation: Any member may resign by filing a written resignation with the Executive Director, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges theretofore accrued and unpaid.

ARTICLE IV ORGANIZATIONAL STRUCTURE

Section 1. Organization: To achieve the objectives of the Association, 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 these are otherwise stated in these bylaws), policies, services, programs and budgets.

Section 2. Chapter Establishment: The Board of Directors may establish chapters on petition of ten (10) or more voting members in good standing of the Association in a given area.

Section 3. Chapter Dissolution: The Board of Directors may dissolve a chapter for cause upon thirty (30) days notice to the officers of the offending chapter.

Section 4. Chapter Boundaries: The territorial limits of the chapter shall be designated and may be changed by the Board of Directors.

Section 5. Chapter Membership: Only Association members in good standing shall be eligible for chapter membership. When a member resides within the geographical boundaries of one chapter and is employed within the boundaries of another chapter, the member must make a choice for purposes of voting and chapter dues rebates, of which chapter he or she desires to be a member.

A member may transfer his or her chapter membership from one chapter to another.

Section 6. Chapter Activities: A local chapter may not take any action that in any way infringes upon or abrogates the authority or the aims and ideas of the Association. Chapters may not indulge in activities contrary to the best interests of the Association. No chapter activity shall impose any liability or obligation upon the Association. Chapters shall be bound by the rules and regulations of the Association.

Section 7. Chapter Bylaws: Bylaws of a 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 8. Chapter Elections: Chapters shall hold an annual election of officers prior to the Annual Meeting. Each Chapter shall, in its

bylaws, establish the offices of President and President-elect and other offices deemed appropriate. The President-elect shall automatically succeed the President. The Chapter President and President-elect shall serve as the chapter's two State Directors. Chapter Presidents and State Directors shall be installed at the annual meeting, and shall serve the same term of office as the officers of the Association or until their successors are duly elected and qualified. The chapters' terms of office shall coincide with the State Board of Directors' terms of office.

Section 9. Past President's Council: All past presidents of the Association shall be called upon or convened for advice by the officers of the Association or by the Board of Directors. The Council shall meet at least once a year, during the annual meeting, for the purpose of preparing a formal report to the Board of Directors on the state of the Association. The Council may recommend to the Board of Directors candidates for Life Membership in the Association. The immediate past president shall serve as chairman of the Past President's Council.

Article V Dues

Section 1. Establishment of Dues: Dues and admission fees, if any, for all classes of membership shall be established by the Board of Directors.

Section 2. Delinquency and Cancellation: Any member of the Association who shall be delinquent in dues for a period of thirty (30) days from the time dues shall become due shall be notified of such delinquency and suspended from further services. If payment of dues is not made within the next thirty (30) days, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such suspension, at the request of the member, is waived by the Executive Committee.

Section 3. Refunds: No dues shall be refunded to any member whose membership terminates for any reason.

Section 4. Rebates: The Association shall rebate to the established and recognized chapters of the Association a portion of the annual membership dues. The amount of the rebate shall be established by the Board of Directors.

Article VI Meetings of Members and Voting

Section 1. Annual Meeting: The annual meeting of the Association shall be held at such a place and on dates as may be determined by the Board of Directors.

Section 2. Special Meetings; Special meetings of the Association may be called by the Board of Directors at any time, or shall be called by the President upon receipt of a written request by twenty-five (25) voting members, within thirty (30) days after the filing of such request with the Executive Director. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

Section 3. Notice of Meetings: Written notice of any meeting of the Association at which official Association business is to be transacted shall be sent to each member not less than twenty (20) days before the date of the meeting.

Section 4. Voting: At all meetings of the Association each voting member shall have one (1) vote, and may take part and vote in person only. Unless otherwise specifically provided by these bylaws, a majority of those voting members present and casting a vote shall govern.

Section 5. Quorum of Members: At an annual or special meeting of members, a quorum shall consist of fifty percent (50%) plus one (1) of those voting members registered for said

meetings, providing that no less than twenty-five (25) voting members are present.

Section 6. Cancellation of Meetings: The Board of Directors may cancel any annual or special meeting for cause.

Section 7. Rules of Order: The meetings and proceedings of this Association shall be regulated and controlled according to Roberts Rules of Order for parliamentary procedure, except as may be otherwise provided by these bylaws.

Article VII Officers

Section 1. Elected Officers: The composition of the elected officers of the Executive Committee is determined by the Board of Directors. Changes in the number or title of the Executive Committee members require a three-quarter majority of the Board of Directors members present at any meeting scheduled for the consideration of official business. Duties and responsibilities of the elected officers will be defined by guidelines and approved by the Board of Directors.

Section 2. Qualifications for Office: Any voting member in good standing shall be eligible for nomination and election to any elective office in this Association, provided he or she has met eligibility requirements as established by the Board of Directors and documented in the nominating policies and procedures.

Section 3. Nomination and Election of Officers: In accordance with the procedure specified in Article XI, Section 1, the Nominating Committee shall prepare and submit to the members a nomination for each of the designated elective offices of the Association. Any person so nominated shall have given prior consent to nomination and election as an officer.

Section 4. Term of Office: Each elected officer shall take office on the first of September and

serve until the thirty-first of August or until a successor is duly elected and qualified. Each officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee.

Section 5. Re-election: Neither the President nor the President-Elect shall be eligible for re-election to the same office until one year has elapsed.

Section 6. Vacancies and Removal: Vacancies in any elective office may be filled for the balance of the term thereof by the Board of Directors at any regular or special meeting. The Board of Directors, in its discretion, by a two-thirds vote of all its members, may remove any officer from office for cause.

Article VIII Duties of Officers

Section 1. President: The President shall be the chief executive officer of the Association and serve as Chairman of both the Board of Directors and the Executive Committee. The President shall also serve as a member, ex-officio, with the right to vote, on all committees except the Nominating Committee. He or she shall make all required appointments of standing and special committees with the approval of the Board of Directors.

At the Annual Meeting of the Association and at such other times as he or she shall deem proper, the President shall communicate to the members such matters and make such suggestions as may, in his or her opinion, tend to promote the welfare and increase the usefulness of the Association. He or she shall perform such other duties as are necessary incident to the office of President or as may be prescribed by the Board of Directors.

Section 2. President-Elect: 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: Vice Presidents: The Vice Presidents shall be responsible for such duties as are individually assigned to him or her by the President with the approval of the Board of Directors.

Section 4: Secretary: The duties of Secretary of the Association shall be assumed by the Executive Director. The Executive Director shall serve as a member, ex-officio, on both the Board of Directors and the Executive Committee. He or she shall not have the right to vote.

As Secretary of the Association, he or she shall be responsible for the proper recording of proceedings of meetings of the Association, Board of Directors and all committees; and carry into execution all orders, votes and resolutions, not otherwise committed. He or she shall see that accurate records are kept of all members. The Secretary shall keep the seal of the Association.

Section 5. Vice President-Finance: The Vice President-Finance shall report on the financial condition of the Association at all meetings of the Board of Directors and at other times when called upon by the President.

Article IX Board of Directors

Section 1. Authority and Responsibility: The governing body of this Association shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Association, its committees and publications; shall determine its policies or changes therein; shall actively execute its objectives, and supervise the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted,

delegate certain of its authority and responsibility to the Executive Committee.

Section 2. Composition: The Board of Directors shall consist of the officers of the Association (named in Article VII) plus two representatives of each established and recognized Chapter of the Association. The Immediate Past President shall serve one (1) year beyond his presidency.

Section 3. Term of Office: Each member of the Board of Directors shall take office on the first of September and serve until the thirty-first of August or until a successor is duly elected and qualified.

Section 4. Manner of Election: Officers shall be elected in accordance with Article XI, Section 1. State Directors shall be the Chapter President and President-elect in accordance with Article IV, Section 8.

Section 5. Re-election: All members of the Board of Directors, except those specifically restricted by Article VII, Section 5, maybe re-elected.

Section 6. 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 Association, and any such business thus transacted shall be valid providing it is affirmatively passed by a majority of those present.

Section 7. Meetings: A regular meeting of the Board of Directors shall be held no less than three times (3) during each administrative year at such time and such place as the Board may prescribe. Notice of all such meetings shall be given to the Directors no less than thirty (30) 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 sent to each member of the Board of Directors not less than 72 hours before the meeting is held.

Section 8. Voting: Voting rights of an elected officer shall not be delegated to another nor exercised by proxy. The voting rights of a Director representing a chapter may be delegated to another voting member of that chapter, provided that written notice of such delegation is given for each meeting. Delegation is subject to approval by the Board of Directors.

Section 9. Voting by Email: Action taken by an email ballot of members of the Board of Directors, in which at least a majority of such Directors indicate themselves in agreement, shall constitute a valid action of the Board of Directors if reported at the next regular meeting of such Board of Directors.

Section 10. Absence: Any elected officer or Director who shall have been absent from two (2) consecutive regular meetings of the Board of Directors, without being excused by the State President or by a vote of the Officers of the Board, shall automatically vacate the seat on the Board of Directors and the vacancy shall be filled as provided in these bylaws. However, 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 between annual meetings shall be filled by the Board of Directors of the appropriate chapter. A Director so elected to fill a vacancy shall serve on the unexpired term of his predecessor.

The Board of Directors may in its discretion, by affirmative vote of two-thirds of its members, remove any Director for cause.

Section 12. Compensation: Directors and elected officers shall not receive any compensation for their services.

Article X

Executive Committee

Section 1. Authority and Responsibility: The Executive Committee may act in place and stead of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board by these bylaws, pursuant to delegation of authority to such Committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board.

Section 2. Composition and Election: The composition of the elected officers of the Executive Committee is determined by the Board of Directors. Changes in the number or title of the Executive Committee members require a three-quarter majority of the Board of Directors members present at any meeting scheduled for the consideration of official business. Duties and responsibilities of the elected officers will be defined by guidelines and approved by the Board of Directors.

Section 3. Quorum-Call of Meeting: A majority of the Executive Committee shall constitute a quorum at any duly called meetings of the Committee. The President shall call such meetings of the Executive Committee as the business of the Association may require, or a meeting shall be called by the Executive Director on request of three (3) members of the Executive Committee.

Section 4. Vacancies: A vacancy occurring on the Executive Committee shall be filled in the manner as provided in Article VII, Section 6. Any committee member so elected to fill a vacancy shall serve the unexpired term of his or her predecessor.

Article XI

Special and Standing Committees

Section 1. Nominating Committee: The President shall appoint, with the approval of the Board of Directors, a Nominating Committee which shall consist of five (5) voting members,

to include the Immediate Past President who will serve as chair, one member of last year's committee, and three other members of the Board of Directors who are not officers in the Association and who represent different geographic areas of the state as well as different sized chapters. It is suggested that the President-elect be asked to serve in an ex-officio capacity to give input. The committee members shall be announced to the membership not less than four (4) months prior to the Annual Meeting.

The Nominating Committee shall nominate candidates for each office vacant or soon to become vacant and notify the membership of its choices, not less than thirty (30) days before the Annual Meeting. Twenty (20) days shall be allowed for nominations from the membership. Except for the office of President, which is automatically filled in accordance with Article VII, Section 1, of these bylaws, any voting member nominated by petition of 20 voting members shall be placed on the ballot. No nominations shall be accepted after ten (10) days prior to the annual meeting.

The ballot shall indicate those nominees recommended by the Nominating Committee and those recommended by petition. Election shall be held at the Annual Meeting. Candidates receiving the highest number of votes shall be declared elected.

Section 2. Management Overview Committee: The Immediate Past President shall chair the Management Overview Committee to consist of the President, President-elect, and one member of the Executive Committee to be appointed by the Immediate Past President as an at-large member of the committee. This selection provides for a three-year span of leadership to lend perspective and maintain continuity.

Section 3. Special Committees: The President, with the approval of the Board of Directors, shall appoint such other committees, sub-committees or task forces as are necessary and

which are not in conflict with other provisions of these bylaws, and the duties of any such committees shall be prescribed by the Board of Directors upon their appointment.

Article XII Executive and Staff

Section 1. Appointment: The Board shall employ by contract a staff who shall have the title of Executive Director and whose terms and conditions of service shall be specified by the Board of Directors.

Section 2. Authority and Responsibility: The Executive Director shall be the chief executive of the Association responsible for all management functions. The Executive Director shall manage and direct all activities of the Association as prescribed by the Board of Directors; shall be responsible to the Board; shall employ and may terminate the employment of staff necessary to carry on the work of the Association and fix their compensation within the approved budget. The Executive Director shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management, deemed to be in the best interest of the Association.

Section 3. Financial Responsibility: The Executive Director shall be in charge of the Association's funds and financial records; collect all member dues and/or assessments; establish proper accounting procedures for the handling of the Association's funds and be responsible for the keeping of the funds in such banks, trust companies and/or investments as are approved by the Executive Committee.

At the end of each fiscal year, the Executive Director shall prepare an annual report which shall reflect a review by a Certified Public Accountant.

Section 4. Association Membership: The Executive Director, if meeting the qualifications

established by these bylaws, may hold professional membership in the Association. During tenure of office, the Executive Director shall be excused from payment of annual dues, registration fees, special assessments and other payments to the Association.

Article XIII Finance

Section 1. Fiscal period: The fiscal period of the Association shall be prescribed by the Board of Directors.

Section 2. Budget: The Board shall adopt in advance of the next fiscal period an annual operating budget covering all activities of the Association.

The Executive Director shall furnish the membership, within sixty (60) days following the end of each fiscal period a financial report for the year just completed.

Section 3. Financial Review: The accounts of the Association shall be reviewed not less than annually by a Certified Public Accountant who shall be appointed by the President with the approval of the Board of Directors and who shall provide a report to the Board of Directors.

Article XIV Dissolution

Section 1. The Association 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 Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

Article XV Amendments

Section 1. These bylaws may be amended or repealed by a two-thirds vote of the voting membership at any annual meeting of the Association duly called and regularly held, notice of such proposed changes having been sent in writing to the members fifteen (15) days before such meeting or by a two-thirds vote of the voting members voting by a thirty-day (30-day) email ballot. Amendments may be proposed by the Board of Directors on its own initiative, or upon petition of any five (5) regular members addressed to the Board of Directors. All such proposed amendments shall be presented by the Board of Directors to the membership with or without recommendation.

Article XVI Emergency Powers

Section 1. 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 Association's current or following fiscal year, whichever is deemed more appropriate by the Board of Directors for the continuity and solidarity of the Association

Section 2. Association Board of Directors Meetings: During the duration of the emergency, the Association Board of Directors may meet and vote in person, via video type electronic conference meeting; via phone conference call; or through dedicated correspondence via email. Board of Directors meetings may be called by any officer or director with 24 hours' notice to all members of the Board to whom it is practicable to give such notice, and in any manner practicable.

Section 3. Quorum of Board of Directors: During the duration of the emergency, 11 Board members present at a Board meeting held as described in this Article shall constitute a quorum

of the Board (hereinafter referred to as the "emergency quorum"). Notwithstanding any Board quorum or vote requirements contained elsewhere in these Bylaws, any business conducted, or decisions made by the Board during the duration of the emergency shall be considered valid if approved by a majority of the Board members present at a meeting wherein the emergency quorum has been reached.

Section 4: 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 Association to a time period and method practicable under the circumstances;
- (5) Reduce the quorum requirements of the Association members required to conduct business at the annual meeting or at a special members' meeting;
- (6) Suspend Article VI in-person attendance and voting requirements for Association members' meetings. The Board may designate alternative attendance and voting methods.

Section 5: Corporate actions taken during the duration of the emergency, in good faith, to further the ordinary affairs of the corporation, and in accordance with these emergency powers, shall bind the corporation and shall be deemed valid. Any officer, director, employee, or agent acting in accordance with these emergency powers is not liable for any actions taken absent willful misconduct. The remainder of the Bylaws shall remain in full force and effect during the duration of the emergency.