

# **BYLAWS**

## ***National School Public Relations Association***

### **Article I – Mission**

**Section 1.** The National School Public Relations Association (NSPRA) is a professional organization dedicated to building support for education through responsible public relations that leads to success for all students.

### **Article II – Membership**

**Section 1.** Membership in the Association shall be defined as follows:

Member – A person who has responsibilities in educational public relations is eligible for NSPRA membership. Members have the right to vote and to hold office, and to apply to become candidates for Universal Accreditation.

Associate – A person who is interested in and supportive of educational public relations may become an associate member. Associates may not vote, are not eligible to hold office, and are not eligible to become candidates for Universal Accreditation. Associates include student members, retired members, honorary members and other categories that the NSPRA Executive Board may deem appropriate.

### **Article III – Executive Board**

**Section 1.** The Executive Board of the Association shall consist of the President, President-elect, and ten (10) Vice Presidents. All shall be Association members.

**Section 2.** The Executive Board of the Association shall be charged with the duty of doing whatever may be necessary for the furtherance of the purposes of the Association, the attainment of the purposes of the Articles of Incorporation, the study and teaching of its ideals, its ethics, and its unique features or organization.

**Section 3.** The Executive Board shall assist the President in preparing programs for the Annual and other meetings of the Association, shall authorize appointment of all committees, and shall formulate policies for the program and services of the Association.

**Section 4.** The Executive Board may direct the Executive Director in the depositing or investing of such moneys as the Association may receive, and may direct the Executive Director in all business arrangements made on behalf of the Association.

**Section 5.** The Executive Board of the Association shall meet at such times and places as may be determined by action of the Board, by call of the President, or by written request of a majority

of the Board. A written notice of the time and place of all meetings of the Executive Board shall be sent to each Board member by the President not less than ten (10) days prior to said meeting. Regular meetings of the Executive Board shall be posted in advance on the Association website.

**Section 6.** The agenda for each Executive Board meeting shall include a time to receive communications from members and/or chapters, either in person or in writing. The Executive Board shall consider these communications and shall communicate its action on such matters to those presenting them and, through its minutes, to interested members.

**Section 7.** A majority of the members of the Executive Board shall constitute a quorum for the transaction of all business, except in cases where a larger vote is required under these Bylaws.

**Section 8.** The Executive Board may remove any elected officer from office: a) if he/she fails to attend two consecutive Board meetings; b) if in the Board's judgment the officer's actions have caused serious damage to the Association or its reputation. Such removal shall require a two-thirds vote of the Board.

#### **Article IV – Officers**

**Section 1.** Officers of the Association shall be a President; a President-elect (who shall become President after one year's service as President-elect); a Vice President for Diversity Engagement; two Vice Presidents at Large; seven Vice Presidents distributed geographically in the Northeast, Mideast, Southeast, North Central, South Central, Northwest, and Southwest sections of the United States, the Territories and Canada; and an Executive Director.

**Section 2.** The seven regions shall consist of the Northeast, Mideast, Southeast, North Central, South Central, Northwest and Southwest sections of the United States, the Territories and Canada.

The Executive Board will conduct a formal review of the regional alignment every ten (10) years, the first review to be completed in 1995. The Executive Board may authorize a formal review at any time.

**The Northeast area shall include:** Connecticut, Delaware, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, New Brunswick, Newfoundland, Nova Scotia, Eastern Ontario, Prince Edward Island and Quebec.

**The Mideast area shall include:** District of Columbia, Indiana, Kentucky, Maryland, Michigan, Ohio, Virginia and West Virginia.

**The Southeast area shall include:** Alabama, Florida, Georgia, Mississippi, North Carolina, South Carolina, Tennessee, Puerto Rico and Virgin Islands.

**The North Central area shall include:** Illinois, Iowa, Minnesota, Nebraska, North Dakota, South Dakota, Wisconsin, Manitoba and Northwestern Ontario.

**The Northwest area shall include:** Alaska, Idaho, Montana, Oregon, Washington, Alberta, British Columbia, Northwest Territories, Saskatchewan and Yukon.

**The South Central area shall include:** Arkansas, Kansas, Louisiana, Missouri, Oklahoma and Texas.

**The Southwest area shall include:** Arizona, California, Colorado, Hawaii, Nevada, New Mexico, Utah and Wyoming.

**Section 3.** The President shall hold office for the period of one year. It shall be the duty of the President to preside or to arrange for presiding officers at all meetings and, in conjunction with the Executive Board, to prepare programs for the Annual and other meetings of the Association, and to appoint all committees not otherwise provided for. The President shall be chairman and a member of the Executive Board and shall call meetings of the Board on not less than ten (10) days notice whenever he/she deems it necessary or whenever he/she is requested to do so by a majority of the membership of the Board. The President shall be a nonvoting ex-officio member of all committees and shall perform all other duties commonly associated with this office.

**Section 4.** The President-elect shall hold office for the period of one year, beginning the first day of October following his/her election as President-elect and shall become President one year later, beginning on the first day of October. In the event of the President's temporary disability or absence from meetings, the President-elect shall perform the President's duties.

In case of vacancy in the office of President, the President-elect shall at once succeed to the office of President to fill out the unexpired term, and shall continue to serve as President for the full term to which he/she has been elected.

**Section 5.** Regional Vice Presidents and the Vice President for Diversity Engagement shall hold office for three years, beginning the first day of October following their election. Regional Vice Presidents are responsible for furthering two-way communication with chapters and members; furthering the mission and goals of the Association at the regional, chapter and local level; and communicating needs/desires of chapters and individuals to the Association.

Regional Vice Presidents from the Northwest and Southeast areas shall be elected in the same calendar year beginning with the term 1976-79; Regional Vice Presidents from the Southwest, Mideast, and Northeast areas shall be elected in the same calendar year beginning with the term 1977-80; and Regional Vice Presidents from the North Central and South Central areas shall be elected in the same calendar year beginning with the term 1978-81.

A Vice President for Diversity Engagement shall be elected by the membership from among the Association's racial and ethnic minority members to serve a three-year term beginning in 1999.

**Section 6.** Vice Presidents at Large are appointed by a majority vote of the elected members of the Executive Board to two-year terms that begin the first day of October following their appointment. The first Vice President at Large will be appointed in Spring 1999; the second in Spring 2000. The purpose of this position is to provide the Executive Board with membership representation or expertise that is not provided through the election process.

**Section 7.** No elective officer shall serve in the same capacity for more than one consecutive full term. Any Regional Vice President who has been or will be elected to a one-year term as Regional Vice President shall be eligible to run again for this office.

**Section 8.** Vacancy in the office of Vice President for Diversity Engagement or Regional Vice President shall be filled by the Executive Board until the next regular election, at which time a successor shall be elected to fill the unexpired term. Vacancy in the office of President-elect, caused by the succession of the President-elect to the Presidency shall remain unfilled. In all cases, a vacancy in the office of President-elect shall be filled by a special election conducted in the same manner that is provided for holding the annual election of officers. Vacancy in the office of Vice President at Large shall be filled by the Executive Board for the remainder of the term.

## **Article V – Elections**

**Section 1.** The election of the President-elect, Vice President for Diversity Engagement and Regional Vice Presidents to succeed those whose terms are expiring shall be conducted by sending a paper or electronic ballot to eligible voting members of the Association.

**Section 2.** The Regional Vice Presidents shall be elected only by members within their respective geographical areas. A resident of any state which had one of its members serving as a Regional Vice President for the immediately preceding term of office shall be ineligible for election as a Regional Vice President except as provided in Article IV, Section 7.

**Section 3.** The Executive Board Search Committee shall seek out, encourage and secure at least one qualified candidate to run for each elected Executive Board position that will become vacant the following year. The Committee shall report the results of its search to the President and Executive Director by May 1. The official slate of candidates will be announced in the next issue of the Association's primary member publication and posted to the Association website. The Committee shall introduce the slate of candidates to the membership at the Annual Meeting of the Association.

**Section 4.** The ballot shall be sent on or before August 15 and returned not later than midnight of the fifteenth working day from that date. On or before September 30, the Board of Tellers shall officially certify and announce the results of the election. The person who receives the plurality in the balloting for each office shall be declared elected by the Executive Board.

In the event of a tie vote, ballots shall be resent to the membership (as designated in Sections 1 and 2) within five business days. Completed ballots from members must be postmarked or received electronically not later than ten (10) business days from the date ballots were resent. The Board of Tellers shall reconvene as soon as possible to officially certify and announce the results of the second ballot. The person who receives the plurality in the balloting for the contested office shall be declared elected by the Executive Board.

The Executive Board has the authority to waive or modify an election deadline if necessary and appropriate to facilitate a swift resolution of the tie vote.

In the event that a candidate runs uncontested, the Executive Board may affirm the candidate by acclamation and no election will be held for that office.

## **Article VI – Meetings**

**Section 1.** Meetings of the Association shall be held at such times and places as shall be determined by the Executive Board of the Association. One of these meetings shall be designated by the Executive Board as the Annual Meeting. At the Annual Meeting, the President shall report on the significant activities and actions of the Association and the Executive Board. Members shall have an opportunity to discuss Association activities and plans with the Executive Board and/or Executive Director and to present matters for the future consideration of the Executive Board. Notice of this meeting shall be posted on the Association website at least ten (10) days prior to the date of such meeting.

**Section 2.** The most recent edition of *Robert's Rules of Order* shall govern in all business meetings of the Association in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, Bylaws, and policies of this Association.

## **Article VII – Committees**

**Section 1.** Standing Committees engage in activities that are continuing in the program of the Association. With the exception of those specifically listed in this Article, they may be created or dissolved as the need indicates by the President, with the approval of the Executive Board. Chairpersons and members of standing committees shall be appointed by the President except as set forth in this Article, Section 1(a), (e), and (f).

- (a) **Executive Board Search Committee.** There shall be an Executive Board Search Committee comprised of seven Association members representing each of the seven Association regions, and one Association member who is a racial minority. The Executive Board shall appoint the members of this committee and specify their terms of office. Each year the President-elect shall appoint one member to serve as their chair. The Executive Board Search Committee annually shall seek out and identify a slate of one or more candidates for each elected office that will become vacant the following year.
- (b) **Audit Committee.** There shall be an Audit Committee of at least three members, comprised of Executive Board members and at least one NSPRA member-at-large. The Audit Committee shall make its report at the Annual Meeting following its appointment.
- (c) **Board of Tellers.** There shall be a Board of Tellers of not fewer than three persons which shall be responsible for certifying the results of all elections.
- (d) **Accreditation Committee.** There shall be an Accreditation Committee consisting of accredited members of the Association. Members shall be appointed by the President with terms of office specified by the Executive Board. The President shall annually designate one member of the Committee as its chairperson. The Committee shall encourage all Association members to invest in their professional development by becoming accredited, thereby strengthening NSPRA and the public relations profession.

- (e) **Executive Committee.** There shall be an Executive Committee composed of the President, Present-elect and one member of the Executive Board elected by the Vice Presidents to serve in an official capacity with the Executive Director.
- (f) **Finance Committee.** The Executive Board shall elect a minimum of three of its members to serve on a Finance Committee, whose chair shall be the President-elect. The Committee shall review financial reports with the Executive Director prior to each Executive Board meeting, discuss the proposed budget prior to its annual adoption by the Executive Board, and meet with the Audit Committee at its Annual Meeting with the auditors.

**Section 2.** Special committees may be appointed by the President with the approval of the Executive Board which shall designate their powers and the term of the committee's appointment.

### **Article VIII – Dues**

The dues of the Association shall be established by the Executive Board. Any changes in dues shall include an effective date.

### **Article IX – Chapters**

NSPRA Chapters serve as a link between the Association and its members. Chapters shall be established to carry out programs and provide services which respond to members' needs and reflect the mission and goals of the Association; to articulate the needs and concerns of members to the Executive Board; and to alert the Association to emerging public relations problems.

**Section 1.** The Executive Board may establish Chapters of the Association on petition of ten (10) or more members in good standing in a given area. In each instance, the exact territory of chapter jurisdiction shall be determined by the Executive Board.

**Section 2.** Chapters may establish dues for their members in addition to the dues members pay to the national Association. Chapters shall elect their own officers. By September 1, 2002, the Chapter President, President-elect (or other officer who succeeds as President), Treasurer and one other elected chapter officer shall be members of the national Association and all other chapter officers and members should be encouraged to be members of the national Association.

**Section 3.** Bylaws of each chapter shall be approved by the Executive Board of the Association before adoption by the Chapter. Amendments to the Bylaws of a chapter must be approved by the Executive Board of the national Association to become effective.

**Section 4.** Effective October 2005, members may belong to and vote in more than one local chapter, but may not hold elective office in more than one chapter at a time. Membership may be transferred from one chapter to another if approved by the latter chapter.

**Section 5.** Upon evidence of chapter inactivity for a period of two consecutive years, the Executive Board of the Association has the authority to revoke the chapter charter.

## **Article X – Amendments**

**Section 1.** These Bylaws may be amended by a majority vote of members voting by mail or electronic ballot, provided the proposed amendments shall have been approved by the Executive Board or presented by petition of at least ten (10) percent of the members to the Executive Board for submission to the membership no later than thirty (30) days following the next regular meeting of the Executive Board. All amendments must be submitted to the membership at least thirty (30) days prior to sending the ballot and must include the effective date of the amendment if different from that specified in Section 2 of this Article.

**Section 2.** Proposed amendments shall be published at least thirty (30) days before the ballots are sent to eligible voting members. Members shall have at least fifteen (15) working days from the date the ballot is sent in which to return their ballots. The Board of Tellers will meet to certify the results, which will be announced not later than thirty (30) days following the ballot deadline. The effective date of any amendment shall be thirty (30) days following the ballot deadline unless otherwise specified on the notice and the ballot containing the amendment.

Amended: December 2001; October 2004; September 2005; September 2006; September 2007; September 2008; September 2010