

BYLAWS OF PUBLIC RELATIONS COUNCIL OF MONTGOMERY

ARTICLE 1

RULES OF ORDER

SECTION 1. RULES OF ORDER

The Rules contained in *Robert's Rules of Order* shall govern the deliberations of the PUBLIC RELATIONS COUNCIL OF MONTGOMERY (hereinafter referred to as "council") and the Board of Directors in all cases in which they are applicable.

ARTICLE 2

BOARD OF DIRECTORS

SECTION 1. NUMBER OF DIRECTORS

The Board of Directors shall consist of a minimum of five (5) directors and a maximum of twenty-five (25) directors with the exact number of directors specified from time to time by resolution of the Board of Directors.

SECTION 2. APPOINTMENT AND ELECTION OF DIRECTORS

A Nominating Committee shall be appointed by the president of the board and shall prepare a slate of candidates for the Board of Directors each year. The Nominating Committee shall consist of the President-Elect and the two most recent and active past presidents still in membership.

The Nominating Committee's slate should be distributed to chapter members for a vote at least 30 days prior to installation.

Installation of the new Board of Directors shall take place annually at the council's annual meeting.

SECTION 3. POWERS

The activities and affairs of this council shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. DUTIES

It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or by these Bylaws

(b) Appoint and remove, employ and discharge, and, except as otherwise provided by these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the council

(c) Supervise all officers and committee members to assure that their duties are performed properly

(d) Meet at such times and places as determined by the board; and

(e) Register their mailing address, phone numbers and e-mail addresses with the Public Relations Council of Montgomery so that notices of meetings may be transmitted in a timely manner to each director.

SECTION 5. COMPENSATION

Directors shall serve without compensation. However, reasonable advancement or reimbursement of expenses incurred may be paid to directors for attending annual, regular, special and committee meetings of the board, training sessions, trade organization or educational meetings and conferences, and any other meeting or event for which attendance by one or more board members may be requested as a part of performance of their duties. Approval by a majority of the Board of Directors must be in place before any advancement or reimbursement of expenses is incurred.

SECTION 6. MEETINGS

The Board of Directors shall meet at least 4 times per year.

SECTION 7. ANNUAL MEETING

An annual meeting of members shall be held at a time designated by the Board of Directors.

SECTION 8. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President of the board, any Vice President, the majority of the Executive Committee or by a majority of the Board of Directors.

SECTION 9. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors;

(a) Special Meetings. At least two (2) days prior notice shall be given by the President, or his or her designee, to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first-class mail, telephone, e-mail, or fax. It shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. Special meetings of the Board of Directors or Executive Committee may be held upon the call of the President of the board, any Vice President, a majority of the Executive Committee, or a majority of the Board of Directors and upon at least forty-eight (48) hours' notice specifying the date, time, place and purpose or purposes of the meeting, given to each director either personally or by mail, phone, email or fax.

(b) Other Meetings. Regular meetings of the Board of Directors or Executive Committee may be held pursuant to a resolution of the board or Executive Committee to such effect and shall be held whenever convenient for the Board of Directors or Executive Committee. Unless otherwise provided by the Board of Directors or Executive Committee, regular meetings shall be held at a location within the Montgomery metropolitan area.

(c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the laws of the state of Alabama, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. A director may waive any required notice of an annual, regular or special meeting. The waiver must be in writing, signed by the director entitled to the notice and filed with the minutes. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

SECTION 10. QUORUM AND VOTING

A quorum shall consist of one-half of the directors of the board plus one director. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present. The only motion which the President shall entertain at such meeting is a motion to adjourn or a motion to recess.

Every act or decision made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 11. ACTION BY CONSENT

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all directors. The action must be evidenced by written record.

SECTION 12. PARTICIPATION

A director may participate in an annual, regular, special or committee meeting by or through the use of any means of communication by which all directors participating may

simultaneously hear each other during the meeting. A director participating by this means is considered to be present in person at the meeting.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the board, or in his or her absence, the President-Elect of the Board of Directors, or, in his or her absence, by a chairperson chosen by a majority of the directors present at the meeting. The preparation of minutes for all meetings will be the responsibility of the Secretary of the board.

Meetings shall be governed by *Robert's Rules of Order*, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 14. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the President of the board, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board and the executive committee may be filled by affirmative vote of a majority of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by the sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until such time as a successor shall be duly elected or appointed and qualified.

SECTION 15. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the council.

SECTION 16. INSURANCE FOR COUNCIL AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the council (including a director, officer, employee or other agent of the council) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the council would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law, provided, however, that the council shall provide insurance where such provision would constitute an "excess benefit transaction" within the meaning of Section 4958 of the Internal Revenue Code of 1986, as amended, or provisions of any subsequent federal tax laws.

ARTICLE 3

OFFICERS

SECTION 1. ELECTION OF OFFICERS OF THE BOARD OF DIRECTORS

The officers of the council shall be a President of the board, President-Elect, one or more Vice Presidents, Secretary and a Treasurer, and such other officers with such titles as may be determined from time to time by the Board of Directors. At any point that the Board of Directors elects to hire an Executive Director, said person will serve as ex-officio to the Board of Directors.

SECTION 2. QUALIFICATION

Any duly elected director of the Board of Directors may serve as an officer of this council. Any person meeting qualifications set by the Board of Directors and selected by a committee designated for such a purpose for the office of Chairperson may serve as Chairperson.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers, except the President, shall be recommended by the Nominating Committee, elected by membership, and installed at the annual meeting. Each officer shall hold office for a term of one (1) year, or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. An officer may serve succeeding terms if recommended by the Nominating Committee and elected by the Board of Directors. Article 3 Section 5 notwithstanding, an officer may serve an unlimited number of terms.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the President of the Board of Directors or to the Secretary of the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract, which has been approved or ratified by the Board of Directors relating to the employment of any employee of the council.

SECTION 5. DUTIES OF OFFICERS

(a) The President shall preside at all meetings of the board and all meetings of the council and with the Treasurer, shall sign as legal representatives of the council, all documents approved by the board. The President acts as liaison to the Public Relations Council of Alabama. The President also acts as liaison for the council to the host chapter of the PRCA State conference and provides the board regular updates of the conference planning process including, but not limited to, programming, budgeting, implementations and evaluation. In the absence of the President, the President-Elect shall preside at meetings of the council. In the case of an absence in the office of Treasurer, the President shall compile and deliver the Treasurer's report at meetings of the Board of Directors.

(b) The President-Elect consults with the president regarding presentations to the board, questions of policy, and matters requiring continuing or future action. The President-Elect may be assigned to oversee specific board functions, activities, programs and other efforts to assist the President as needed. This officer may make official appearances and presentations on behalf of the organization in place of the President. The President-Elect works throughout the year to plan activities for the following year. The following year, the President-Elect serves as President.

(c) The Secretary shall be responsible for keeping official records of the council, including recording minutes and maintaining a roster of the board members. The Secretary manages business meeting arrangements for the general membership meetings.

(d) The Treasurer shall be the custodian of the funds of the council, with responsibility for annual budget preparation and maintaining and reporting financial statements to the board in a format consistent with standard accounting procedures. The Treasurer shall deliver a report detailing the financial activity of the organization between each meeting of the Board of Directors. The Treasurer shall deliver a report to the membership at the annual meeting accurately detailing the financial status of the organization. The Treasurer shall process dues allocated to the chapter by the state organization.

(e) The Vice President of Programs acts as host of the Public Relations Council of Montgomery meetings, inviting speakers and others to attend meetings as he/she deems appropriate.

(f) The Vice President of Membership coordinates all membership activities of the council. He/she coordinates all aspects of the membership recruitment process including, but not limited to, board approval, notification to new members, and deposit of dues and initiation fees with the Treasurer.

(g) The Vice President of Community Service is responsible for all special projects of the council.

(h) The Vice President of Education/Accreditation is responsible for the accreditation programs, administered by SPRF, and all special program development and continuing education of the council.

(i) The Past President/Ethics Officer shall preside over the judicial procedure in the event of a Bylaw ethics complaint.

(j) The Vice President of Communications is responsible for the communication required by the council. Compiles and distributes a monthly newsletter. The VP of Communications is also responsible for the maintenance of the Chapter's website and distributes Chapter-wide e-mail blasts as requested.

(k) The Vice President of Publicity is responsible for the publicity required by the council. Responsible for maintenance and management of the Chapter's social media platforms and graphics as requested.

(l) The Vice President of Students shall act as liaison between the council and student chapter. He/she will coordinate with the Public Relations Council of Alabama regarding any student program at the PRCA State conference.

(m) The Historian consults with the President regarding the compilation of the Chapter of the Year entries for the annual Public Relations Council of Alabama statewide competition. Works with all board members to ensure all necessary items are included in the compilation.

(n) Other officers as designated and appointed by the President or board shall have those duties as specified.

(o) Officers and board members are expected to attend all meetings of the Board of Directors. If unable to attend, the board member should notify the President or Secretary in advance of the scheduled meeting. Two consecutive unexcused absences from board meetings shall constitute grounds for dismissal from office at the discretion of the Board of Directors.

ARTICLE 4

COMMITTEES

SECTION 1. NOMINATING COMMITTEE

The President, with the approval of the board, will appoint a nominating committee no later than 90 days before installation is to occur.

SECTION 2. STANDING COMMITTEES

Each Vice-President may appoint a respective standing committee after election.

Section 3. EXECUTIVE COMMITTEE

The executive committee shall consist of the officers of the organization as they appear in Article 3.

SECTION 3. OTHER COMMITTEES

The council may from time to time create and appoint standing, special or other committees to undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing the purposes of the council. Committees, to the extent specified by the Board of Directors, may exercise the powers, function, or authority of the Board of Directors except where prohibited by law. If a committee is to exercise board powers, functions or authority: (a) a member of the board must be the committee chair or serve as a liaison and (b) all members of the committee must be active, dues-paying members of the chapter.

SECTION 4. MEETINGS AND ACTIONS OF COMMITTEES

Meetings and action of committees shall be governed by, except as otherwise provided in these Bylaws, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 5

APPLICATION FOR MEMBERSHIP AND REINSTATEMENT

SECTION 1. NEW MEMBERS

The Vice President of Membership shall be responsible for the screening procedure on new membership applications. All applications for membership or reinstatement, from whatever source, shall be directed to the Vice President of Membership for processing. Approval shall be a simple majority. Objections must be stated in writing after which additional information will be circulated.

SECTION 2. REINSTATEMENT

When a member in good standing resigns, he/she may be reinstated under condition to be prescribed by the Board of Directors.

SECTION 3. NON-PAYMENT OF DUES

A member who has been dropped from the rolls for nonpayment of dues may reapply for membership under the rules governing new membership.

SECTION 4. TRANSFER OF MEMBERSHIP

When a member leaves a company for employment elsewhere, the member retains his/her membership for the remaining term of the membership year. The member's continued membership is contingent upon meeting the new-member criteria in his/her new capacity. This holds true for members transferring within a chapter, or relocating and transferring between chapters.

SECTION 5. FINANCIAL STANDING

Renewal or reinstatement of membership may be denied to members not in good financial standing with state or local PRCA chapters.

ARTICLE 6

DUTIES AND PRIVILEGES

SECTION 1. CERTIFICATE OF MEMBERSHIP

Each member shall be entitled, subject to such rules as the board may establish, to a Certificate of Membership, signed by the President and Vice President of Membership. Every such certificate shall remain the property of the council and shall be returned to it upon demand by the board.

SECTION 2. VOTING & HOLDING OFFICE

All active members who have paid current dues and against whom no charges are pending shall be eligible to vote and to hold office in the council.

SECTION 3. RECORDS REGARDING VOTING & HOLDING OFFICE

If the right of a member to vote or hold office is questioned, the records of the council shall be conclusive.

SECTION 4. EXPELLING MEMBERS

Upon a written request of ten (10) or more members in good standing in which the cause has been stated, the Board of Directors may expel any member by a two-third vote, providing such member shall have been advised in writing of the charges and provided he or she has been given the opportunity for fair hearing.

ARTICLE 7

OFFICIAL ROSTER

SECTION 1.

An official membership directory of the council shall be prepared and distributed to all members by the Vice President of Membership upon request. Such membership roster will also be distributed to state.

ARTICLE 8

FISCAL AND ADMINISTRATIVE YEAR

SECTION 1.

The fiscal year and administrative year shall be January 1 to December 31.

ARTICLE 9

DUES/RENEWALS

SECTION 1. ANNUAL DUES

Annual dues of the council shall be reflective of the state PRCA membership dues.

SECTION 2. MEMBERSHIP YEAR

The official membership year shall be January 1 through December 31. The renewal process is administered by the Vice President of Membership.

SECTION 3. NON-PAYMENT OF DUES

Dues shall be deemed in arrears if the individual, after receiving three notifications from the Vice President of Membership, has not paid in full. The individual may then be dropped from membership at the discretion of the board, and so notified.

SECTION 4. FINANCIAL STANDING

Renewal or reinstatement of membership may be denied to members not in good financial standing with state or local PRCA chapters.

ARTICLE 10

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the council to enter into any contract or execute and deliver any instrument or resolution in the name of and on behalf of the council, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the council by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, and other orders for the payment of money in excess of \$1,000, and other evidence of indebtedness of the council shall be signed by one officer of the council and either the President or Treasurer of the Board of Directors.

SECTION 3. DEPOSITS

All funds of the council shall be deposited from time to time to the credit of the council in such banks, trust companies, or other depositories as the Executive Committee may select.

SECTION 4. GIFTS

The Executive Committee may accept on behalf of the council any contribution, gift, bequest, or device for the nonprofit purposes of this council.

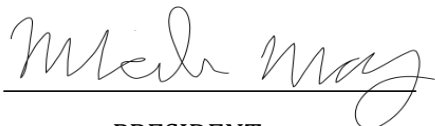
ARTICLE 11

AMENDMENT OF BYLAWS

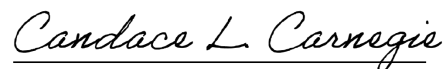
These Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

ADOPTION

Signed and adopted this 20th day of January, 2024, by the PUBLIC RELATIONS COUNCIL OF MONTGOMERY.



PRESIDENT



SECRETARY