

ECD Policies and Procedures

As amended 2008

Section 1 - Name

A. The name of this district shall be the East Central District of the Public Relations Society of America (PRSA).

Section 2 - Objectives

A. In accordance with the mission of the Public Relations Society of America, the objectives of this district shall be to advance the practice of public relations by uniting those engaged in the profession; encouraging continuing education of practitioners; playing an active role in all matters affecting the practice of public relations; formulating the objectives and interpreting the functions of public relations, and those who practice it, to the public; strengthening the relationships of public relations professionals with employers and clients, with government at all levels, with educators, with the news media and with the public; and encouraging high standards of conduct and public service.

Section 3 - Mission

A. The mission of the East Central District is to build stronger chapters throughout the district by facilitating chapter leadership development, professional development and communication between all components of the organization.

Section 4 - Governance

A. *General.* The District is governed by officers and directors who are guided in their actions by the bylaws of PRSA. In addition to these bylaws, the District, in an effort to retain continuity in operations from year-to-year, maintains a policy manual that, while intended to be flexible, covers many functions and aspects of the District's operations.

B. *Policies.* Actions by the Board of Directors that are designated as policy actions and other actions determined to have potential applicability or enforceability for a period beyond one fiscal year shall be deemed to be policies and must be included in the policy manual. These policies have the same force of governance as do bylaw provisions. While policies can be adopted, amended, temporarily suspended or abolished by a majority of those present and voting at any proper meeting of the Board of Directors, such actions require notice to of such to all chapter presidents within the District within 30 days. As is true for bylaws, the finding at any legal and proper proceeding before the PRSA board of directors or before any court of the named jurisdictions that any policy is illegal, unconstitutional or in conflict with PRSA bylaws or policies will render that policy moot, but does not diminish the enforceability of other policies. Likewise, should emergency or unforeseeable conditions result in the temporary waiving or a policy or policies by the Board of Directors sitting in a properly noticed proceeding, that action does not constitute waiver of any other policy and it does not prevent that policy from being later enforced.

C. *Membership.* The East Central District will include members from the following chapters located within its boundaries: Akron, Bluegrass, Central Michigan, Central Ohio, Cincinnati, Dayton/Miami Valley, Detroit, Greater Cleveland, Hoosier, Northwest Ohio, Pittsburgh, Thoroughbred, West Michigan, West Virginia and White Pine. Chapters shall be represented by the president of each chapter within the District; chapter presidents shall be non-

voting members of the Board of Directors. Membership and membership privileges shall not be denied on the basis of race, creed, religion, disability, gender, age, color, national origin or other prohibited matters.

Section 5 - Fees

A. *Amount.* The amount of each chapter's voluntary contribution to the District shall be fixed annually by the District's Board of Directors and shall be payable on April 1 each year.

B. *Fiscal Year.* The fiscal year of the District shall be January 1 through December 31.

C. *Audit.* The books of the District shall be audited at least once annually in a manner prescribed by the Board of Directors.

Section 6 - Board of Directors

A. *Composition.* The governing body of the East Central District shall be a Board of Directors consisting of the Chairperson, Chairperson-Elect, Treasurer, Secretary, Immediate Past Chairperson and four Directors-At-Large. These officers shall be elected at a meeting of the District Board of Directors during the last quarter of the year to begin serving their term on January 1. Directors-At-Large are elected for three-year terms; all other officers are elected for one-year terms.

B. *Vacancies.* If the death, resignation, suspension, ineligibility, removal or expulsion of any officer or director occurs, the Board of Directors shall elect a successor who shall take office immediately and serve for the balance of the unexpired term. The successor shall be confirmed at the next meeting of the full Board by majority vote of the members in good standing and present and voting.

C. *Removal.* Any officer or director who misses three consecutive board meetings without an excuse acceptable to the board may be given written notice of dismissal by the District Chairperson and replaced in accordance with paragraph B above. Any officer or director who is not in good standing also may be given written notice of dismissal by the District Chairperson and replaced in accordance with Section 4 above.

D. *Board Meetings.* The Board of Directors shall meet no fewer than four times a year at such times and places and methods as it may determine, including telephonically or electronically. It shall meet at the call of the Chairperson or on call of any three members of the Board of Directors. Notice of each meeting shall be given to each board member personally or by other means at least seven days in advance. A meeting may be called with less than seven days notice if such requirement of notice is waived by a majority of the Board of Directors. Such waivers must be given in writing and transmitted by any means. In matters where a decision is needed between meetings of the board, electronic voting is permitted and a majority vote of the board is required for passage of any motions or issues to be addressed.

E. *Quorum.* A simple majority of the Board of Directors in office shall constitute a quorum.

Section 7 - Officers

A. *District Officers.* The officers of the East Central District shall be a Chairperson, a Chairperson-Elect, a Treasurer, a Secretary and an Immediate Past Chairperson.

B. *Term of Office.* The officers shall be elected by the District board at a meeting during the last quarter of the fiscal year for a term of one year beginning January 1 next ensuing or until their successors are elected and installed. No officer having held an office for two consecutive terms shall be eligible for reelection to the same office. The officers will be jointly responsible for seeing that the District meets minimum standards as set forth by the PRSA.

C. *Chairperson.* The Chairperson shall preside at all meetings of the District Board of Directors. The Chairperson shall appoint all committees with the approval of the Board of Directors and shall be an ex-officio member of all committees. The Chairperson shall perform all other duties incident to the office.

D. *Chairperson-Elect.* The Chairperson-Elect shall, in the absence of the Chairperson from any regular or special meeting of the Board of Directors, exercise the powers and perform the duties of the Chairperson. The Chairperson-Elect shall assume the full office of the Chairperson should a vacancy occur in that position as specified in Section 6B. The Chairperson-Elect also shall generally assist the Chairperson and perform other such duties as prescribed by the Board of Directors.

D. *Treasurer.* The Treasurer shall cause to be received and deposited all District funds in the name of the District in a bank or trust company approved by the Board of Directors. The Treasurer shall cause to be issued receipts and make authorized disbursements by check in accordance with board policy. The Treasurer shall prepare the District's budget, make regular financial reports to the Board of Directors, maintain or cause to be maintained the roll of membership, and render an annual financial statement to the District. The Treasurer shall annually file Form 990 tax statements with the U.S. Internal Revenue Service, if required, and shall perform all other duties incident to the office.

E. *Secretary.* The Secretary shall keep records of all meetings of the Board of Directors, send copies of such minutes to the District Chairperson, keep or cause to be kept a copy of said minutes in a permanent minutes book, issue or cause to be issued notice of all such meetings, and perform all other duties customarily pertaining to the office.

F. *Compensation and Reimbursement.* No elected officers or directors of the District shall be entitled to any salary or other compensation. The Board of Directors may reimburse elected officers or directors for expenses incurred in the performance of their duties.

G. *Administrator.* The Board of Directors may contract with any qualified individual (qualifications to be determined by the board) to serve as administrator of the District. Contracts will be for valid for two-year increments and negotiations will commence with the appropriate ECD Board after the contract expires. This individual will report to the Board of Directors and assume such duties as may be assigned. An annual evaluation of administrator services will be conducted by approved board representatives during the QuickStart weekend. Reimbursement for postage, phone/fax charges, supplies, mileage, hotel, etc shall be made according to the

contract and upon submission of receipts and approval by the Treasurer. General expenses of doing business such as routine business costs divided by number of clients shall not be reimbursed.

Section 8 - Nominations/Elections

A. *Nominating Committee.* There shall be a Nominating Committee of no less than three Members who are Accredited, appointed by the Chairperson with approval of the Board of Directors, during the third quarter of the fiscal year. The committee is normally comprised of the Immediate Past Chairperson, the Chairperson-Elect and one other Director appointed by the Chairperson.

B. *Nominations.* The Nominating Committee shall name a qualified nominee for each office and for each Director whose term is expiring. The Committee will seek to identify qualified representatives from throughout the District to provide the broadest possible representation. It shall ensure that each nominee has been contacted and agrees to serve if elected. Additional nominations, if any, shall be accepted from members providing the nominees have been contacted and agree to serve if elected.

C. *Line of Succession.* The current District Chairperson automatically becomes Immediate Past Chairperson and the Chair-Elect will automatically assume the position of District Chairperson. It is recommended that, where feasible, the Treasurer be nominated for Chair-Elect, the Secretary be nominated for Treasurer and the retiring Director be nominated for Secretary. A new Director will be solicited from chapters not currently represented on the Board of Directors.

D. *Notice to Membership.* During the fourth quarter of the fiscal year, and at least 30 days before the meeting during which elections will be held, the Secretary shall distribute to all chapter presidents within the East Central District the list of nominees prepared by the Nominating Committee.

E. *Elections.* Officers and Directors shall be elected during a board meeting in the fourth quarter of the fiscal year. Election shall be by majority vote of the members in good standing and present and voting. Balloting may be conducted by any means available, including electronic means. Balloting in contested elections shall be by secret ballot.

Section 9 - Committees

A. *Appointment.* Committee chairpersons shall be appointed annually by the Chairperson with the approval of the Board of Directors and shall serve until the end of the fiscal year or until replaced.

B. *Standing Committees.* The Nominating Committee shall be a standing committee.

Section 10 - Amendments

A. *Procedure.* These bylaws may be amended by a two-thirds vote of the membership present at any meeting, providing at least 30 days' notice has been given to all members of any proposed amendment.

Policy Manual

Section 11 - District Management

A. *Strategic Planning.* Once each year, the Chairperson and Chairperson-Elect will be expected to convene an extended meeting of the Board of Directors and all interested members for the purpose of planning. The focus of the strategic planning session will be identified by the Chairperson with the approval of the Board. Results of the strategic planning session will require action by the Board prior to implementation, and should be shared with chapter presidents within the East Central District.

C. *Budgeting.* All committee chairpersons are expected to compile a budget for their committees and submit it to the Chairperson, Treasurer and Administrator prior to the January board meeting. Budgets should cover revenue and expenses, and will be prepared for approval at the February Board meeting.

D. *Mailing Lists.* The mailing lists for East Central District board members, chapter presidents and chapter presidents-elect shall be maintained by the Administrator. These mailing lists are not for sale but are provided as a benefit for District chapters.

E. *Joint Projects.* Approving joint projects with other organizations is the responsibility of the Board of Directors. Proposals should be presented to the Board prior to any commitment being made. The proposal should include expected revenue, expenses and the proposed distribution between participants.

F. *Web Site.* The district shall maintain a World Wide Web site that provides all information about the District, its leadership and its activities. At a minimum, the site will include a listing of all officers in the District, all chapter presidents in the District and appropriate e-mail addresses. In addition, all minutes of District board meetings, as well as the most current version of the strategic plan, will be posted to this site.

G. *QuickStart.* The District will conduct an annual *QuickStart* training program for incoming chapter presidents and officers. This one-day session will be held at the discretion of the board and at a location of its choosing. Normally, this event is conducted in the fall in a central location in the District. Normally, the Chairperson-elect chairs the QuickStart Committee.

Section 12 - Responsibilities of Officers and Board Members

A. *Requirements.* Officers and Board members should be committed to the goals and objectives of the District as demonstrated by prior service as a chapter officer, board member, committee chairperson and leadership in key chapter and District functions. The individual should be respected in the profession, willing to expand his or her knowledge of the Board and the District, and willing to commit the time necessary to this role. The individual should represent the District in the profession and community through cooperative action and ongoing public relations.

B. *Costs.* Certain incidental costs must be anticipated and absorbed by Board members. These costs may include, but are not limited to: incidental typing, postage, copying, phone charges, faxes and other costs incurred in conducting routine District business. All members of the board will be assessed the registration fee for the QuickStart Conference, regardless of their actual attendance. In addition, they are responsible

for all travel, meal and lodging expenses associated with the meeting.

C. *Reimbursement.* District Board members are eligible for reimbursement from PRSA for chapter visits. Appropriate forms shall be made available to Board members each year. The ECD will reimburse its appointed representatives to the National Assembly and Leadership Rally for hotel and travel costs. For Leadership Rally, the ECD will reimburse expenses in an amount not to exceed \$150 above the \$500 stipend given by PRSA national headquarters. The ECD will provide a \$500 stipend to its delegate to the National Assembly. If necessary, an additional stipend may be available in an amount not to exceed \$150. To receive reimbursement for Leadership Rally or National Assembly, receipts for hotel and travel costs must be submitted to the ECD treasurer and/or ECD administrator along with a record showing the total costs incurred minus any stipend from national PRSA.

D. *Chairperson.* The purpose of the Chairperson is to provide leadership to the Board, ensure that the Board meets all of its responsibilities, serve as the chief spokesperson in District matters and promotes District programs. Specific responsibilities include:

- presides over all regular and special meetings of the Board.
- appoints, with the approval of the Board, committee chairpersons and committees, ensuring that the potential of each member is recognized. Serves as an ex-officio member of all committees.
- coordinates the functions of all officers and committees. Ensures that the committee structure operates smoothly and that the purpose of committees is routinely evaluated.
- directs the overall operations of the District. Oversees the planning and goal-setting process. Recommends and directs the execution of policies and programs in the interest of members and with approval of the Board. Co-signs with the Administrator all written contracts and obligations of the Chapter.
- monitors the financial health and financial management of the District in cooperation with the Treasurer, Board and Administrator. Has signature authority on all District accounts and ensures all IRS requirements are met.
- represents, or designates a Board member to represent, the District within PRSA.
- serves as the official spokesperson for the District.
- oversees the work of the Administrator. Supervises and coordinates the annual evaluation of the Administrator.
- serves as the District representative to the national PRSA Assembly.

E. *Chairperson-Elect.* The purpose of the Chairperson-Elect is to assist Chairperson in providing leadership to the Board and ensure that the Board fulfills all of its responsibilities. Specific responsibilities include:

- performs all duties of the Chairperson if the Chairperson is unable to perform those duties for any reason.
- assists the Chairperson in coordinating and directing committee activities and District operations. Performs such duties as delegated by the Chairperson.
- recommends goals, objectives, plans and programs to the Chairperson.
- consults and assists the Chairperson on matters of policy

and procedure.

- represents the District within PRSA in the absence of the Chairperson.
- assists the Chairperson in monitoring the financial management of the District in cooperation with the Board and Administrator.
- assists the Chairperson in supervising and coordinating the annual evaluation of the Administrator.
- serves as director/coordinator of the annual District *QuickStart* program.

F. *Treasurer*. The purpose of the Treasurer is to assist the Chairperson and Chairperson-Elect in providing leadership to the Board and ensuring that the Board meets all of its responsibilities by maintaining accurate and detailed financial records for the District. Specific responsibilities include:

- works with Chairperson and Administrator to establish annual budget for approval by the Board of Directors.
- works with Administrator to collect voluntary assessments and all other monies, deposit those monies into a bank selected and approved by the Board and issue receipts.
- works with Administrator to manage and disburse all District monies, with approval of the Board. Advises Board of financial status by supplying detailed reports at each Board meeting.
- prepares and renders annual financial statement for audit as directed.
- prior to the Strategic Planning Session during the QuickStart weekend, the treasurer, administrator and one other available officer (preferably the incoming treasurer), will conduct a basic audit of the treasury to ensure accuracy of records and appropriate documentation and to recommend modifications of reports or records if necessary.
- two CDs with a minimum balance of \$2,500 each will be held as a rainy day fund for the district. Approval of the board of directors is needed to withdraw these funds if additional operating capital is required by the district.
- upon maturation of a CD, the treasurer will research current CD rates at various financial institutions. The preferred conditions for a CD are holdings up to 12 months with a minimum balance up to \$2,500. After approval by the board of directors, the matured CD monies will be withdrawn from the current financial institution and deposited into the financial institution with the highest CD rate.
- the treasury will be held at a financial institution with online banking accessibility. The president, treasurer and administrator will have access to the account online. Passwords/user names will be changed at intervals dictated by the financial institution, but no less than yearly after election of new officers to maintain a secure account.
- complies with IRS regulations for filing IRS Form 990.

G. *Secretary*. The purpose of the Secretary is to assist the Chairperson and Chairperson-Elect in providing leadership to the Board and ensuring that the Board meets all of its responsibilities by maintaining accurate and detailed District records. Specific responsibilities include:

- records and keeps minutes of all meetings of the Board of Directors and District. Issues notices of such meetings as

required, in conjunction with Administrator, with direction of Chairperson. Distributes minutes of each meeting to the Board within 15 days after meeting date.

- ensures proper safekeeping of all District records and keeps accurate, detailed records.
- checks the District post office box, or causes it to be checked, distributing mail accordingly.
- assists the Treasurer in maintaining the membership roll.
- distributes the Nominating Committee's report and slate to the full Board as outlined in the District policy manual.
- maintains a true and complete version of the bylaws and policy manual.

H. *Immediate Past Chairman*. The purpose of the Immediate Past Chairman is to provide counsel to the Chairperson and the Board. Specific responsibilities include:

- assists and advises the Chairperson in coordinating and directing committee activities and District operations.
- performs such duties as assigned by the Chairperson.
- advises the Chairperson on matters of policy and procedure.
- serves as the District representative to the national PRSA Nominating Committee.
- assists the District and the Board in operating efficiently and in accordance with the PRSA bylaws, as well as in the best interest of District members.

I. *Board Members*. The purpose of Board members is to be legally and morally responsible for all activities of the District and to ensure that the District focuses on its stated mission. In general, Board members determine policy. Specific responsibilities for each board member include:

- attend all Board meetings and performs such duties as the Chairperson and Board may assign.
- assist in conducting chapter visits to chapter leaders during the course of each calendar year. The goal is to conduct at least one visit to each chapter in the District each year.
- establish District objectives and formulate District policy for achieving these objectives. Plan for the District's future through long- and short-range plans, monitor their implementation and evaluate them on a regular basis.
- develop financial support for the District and ensure its financial accountability.
- advise and recommend policies, procedures, plans and programs to the Chairperson.
- hold the properties of the District as needed.
- represent the needs of the profession and District members on the Board.
- assess the profession and evaluate District programs to ensure that the needs of members are addressed.
- ensure that the District and the Board operate efficiently and in accordance with the PRSA bylaws, as well as in the best interest of District members.

Section 13 - Responsibilities of Committee Chairpersons

A. *Requirements*. Committee chairpersons should be committed to the goals and objectives of the District as demonstrated by prior service as an officer, board member, committee chairperson and leadership in key District functions. The individual should be respected in the profession, willing to expand his or her knowledge of the

Committee and the District, and willing to commit the time necessary to this role. The individual should represent the District in the profession and community through cooperative action and ongoing public relations.

B. *Costs*. Certain incidental costs must be anticipated and absorbed by District Committee chairpersons. These costs may include, but are not limited to: incidental typing, postage, copying, phone charges, faxes and other costs incurred in conducting routine District business. East Central District will pay for significant costs incurred as a result of planned District activities, provided the Committee chairperson prepares a budget in advance, receives Board approval for the expenses and the District has the funds to cover the expenses. East Central District will provide “seed money” for significant costs incurred as a result of planned District or joint District/Chapter activities, provided the Board is presented with a budget in advance, gives Board approval for the budget and the District has the funds to cover the expenses. “Seed money” provided to chapters for joint functions shall be returned in full to the District within 90 days of the function.

C. *Purpose and Core Responsibilities*. The purpose of Committee chairpersons is to provide leadership to a specified East Central District committee to ensure that it focuses on and successfully achieves its assigned function. Core responsibilities of each committee chairperson are:

- calls and presides over all committee meetings.
- recruits and actively involves District members to serve on the committee.
- regularly provides written reports to the Board the activities of the committee and seeks approval for the direction of the committee.
- provides an annual budget to the District Chairperson, Treasurer and Administrator by January 1, and ensures that the committee stays within that budget. Seeks Board approval for all committee expenditures or exceptions to the budget.
- evaluates the function of the committee to ensure that the stated purpose is addressed and that the committee continues to serve a needed role for the District. This evaluation shall include the flexibility to create or disband committees as needed to meeting the changing needs of the District and the personnel available.
- publicizes events of the committee to both internal and external audiences.

Section 14 - Responsibilities of Administrator

A. *Administrator Responsibilities*. The responsibilities of the Administrator shall include:

- serve as administrator of the organization.
- serve as professional advisor to the Board.
- recommend appropriate policies to the Board.
- implement effectively all policies adopted by the Board
- keep the Board fully and accurately informed about programs and services.
- interpret the needs of the organization and present professional recommendations on all problems and issues considered by the Board.
- assist Chairperson and Treasurer in developing District budget and keep the Board informed concerning budget performance.
- assist Officers, Board members, Committee Chairpersons

and District members as required or requested.

B. *Board of Director Responsibilities*. The responsibilities of the Board of Directors shall include:

- consult with the Administrator on all matters under consideration.
- delegate responsibility for all administrative and executive functions.
- share all communications with the Administrator.
- provide support to the Administrator in carrying out professional duties.
- support the Administrator in all decisions and actions consistent with policies of the Board.
- evaluate the performance of the Administrator.

Section 15 - Positive Duty to Disclose

A. *Advance Disclosure*. Each person agreeing to be considered by the Nominating Committee or by petition as a nominee for Director-at-Large or Officer of the Society has a positive duty to disclose to the Nominating Committee any possible or pending legal, regulatory or any other matter involving that person that may arise during that person's prospective term of office and that might reflect adversely upon the profession or the Society. Persons agreeing to be considered as a nominee whether by the Nominations Committee or by petition shall sign a statement that they understand their positive obligation to disclose and that, to the best of their knowledge, they have fully disclosed to the Nominating Committee all information that might affect consideration of their nomination.

B. *Prompt Disclosure*. Person who a) has been nominated by the Nominating Committee or by petition to a post as Director-at-Large or Officer, but not yet elected, or b) has been elected as Director-at-Large or Officer, but not yet having taken office or c) has taken office as a Director-at-Large or Officer, and members of the Board of Ethics and Professional Standards, and of each judicial panel, and who becomes aware of any legal, regulatory or any other matter involving them that may arise during their term of office and that might reflect adversely upon the profession or the Society is under a positive obligation to disclose such matter as promptly as possible to each member of the Board of Directors.

C. *Code Violation*. Failure to disclose such information fully and promptly shall be deemed a violation of the Code of Professional Standards for the Practice of Public Relations.

D. *Actions Taken*. Information obtained by Nominating Committee members or members of the Board of Directors under the Positive Duty to Disclose shall remain confidential unless potential violations of the Code of Professional Standards are involved. In case of such involvement, potential violations shall be referred to the Chapter's Board of Directors for investigation and action.