

**BYLAWS of the DICK POPE/POLK COUNTY CHAPTER
of the
FLORIDA PUBLIC RELATIONS ASSOCIATION**

ARTICLE I

NAME, LOCATION, RESIDENT AGENT

Section 1. The name of this organization shall be the Dick Pope/Polk County Chapter, hereinafter referred to as the "Chapter," of the Florida Public Relations Association, hereinafter referred to as the "Association," a non-profit organization incorporated in the state of Florida.

Section 2. Location and address of the Chapter offices shall be determined by the Board of Directors, which consists of the officers and directors.

Section 3. The President shall be the resident agent for the Chapter 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 the Chapter shall be:

- a) To promote the highest standards of professional public relations ethics.
- b) To promote and enhance the image of the public relations profession throughout the Polk County area and 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 Polk County area and 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 Polk County area and the state of Florida in such a way that all Florida will benefit. Subject to prior approval of the Board of Directors, the Chapter 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 within the purview of individual public relations professionals.

ARTICLE III

MEMBERSHIP

Section 1. Membership in the Dick Pope/Polk County Chapter shall be open to members in good standing of the Florida Public Relations Association who either work or reside in the geographic service area designated for the chapter or a neighboring area not served by another FPRA Chapter.

Section 2. The membership categories shall be the same as directed by the Association's Bylaws.

Section 3. All applicants for membership shall complete and sign the application form provided by the Association and submit to the State Office for approval. Such application shall include an agreement by the applicant to abide by the Association's Code of Ethics and to pay dues assessed by the Association.

Section 4. Removal: Members of any classification may be removed from membership by the Board of Directors for cause by two-thirds (2/3) 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 to 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 5. 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 6. 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

ORGANIZATION STRUCTURE

Section 1. Organization: To achieve the Chapter's objectives, 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 they are otherwise stated in these Bylaws), policies, services, programs and budgets.

Section 2. 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 geographical 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 3. Chapter Activities: The Chapter may not take any action that in any way infringes upon or abrogates the authority or the aims of the Association. The Chapter may not indulge in activities contrary to the best interest of the Association. No Chapter activity shall impose any liability or obligation upon the Association. The Chapter is bound by the rules and regulations of the Association. The Chapter may initiate short-term and/or long-term projects, activities, awards, scholarships and recognitions as determined by the Board of Directors.

Section 4. Chapter Bylaws: The Chapter Bylaws and amendments must be approved by the Chapter in accordance with Article XIII and by the Association.

Section 5. Chapter Year: The Chapter Year shall be September 1 through August 31.

Section 6. Chapter Elections: The Chapter shall hold annual elections of officers at a regular or special meeting prior to the Annual Meeting of the Association. Chapter officers and their duties are outlined in Articles VII and VIII. Chapter Presidents and State Directors shall be installed at the Association's Annual Meeting but shall serve for the duration of the Chapter Year or until their successors are duly elected and qualified. The Chapter President and President-Elect shall serve as the Chapter's two State Directors.

Section 7. Past President's Council: The Chapter may establish a Past President's Council. All active Past Presidents of the Chapter shall be members of the Council, which may be called upon or convened for advice by the officers of the Chapter or by the Board of Directors. The most immediate active Past President shall serve as Chairman of the Past President's Council. The Council shall undertake such projects as determined by the Board of Directors.

ARTICLE V

DUES

Section 1. Establishment of Dues: Dues and admission fees for all classes of membership shall be established by the Association. Chapter activity fees may be determined by the Chapter's Board of Directors.

Section 2. Delinquency and Cancellation: Any member 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 succeeding thirty (30) days, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such suspension is waived by affirmative action of the Chapter's Board of Directors.

Section 3. Rebates: The Association shall rebate to the Chapter a portion of the annual membership dues arising out of the membership of the Chapter. The amount of the rebate shall be established by the Association.

Section 4. Refunds: No Association dues, admission or activity fees shall be refunded to any member whose membership terminates for any reason. The Chapter's Board of Directors may, at its discretion, refund some, or all, of its rebate portion of the membership dues during the first quarter of the Chapter Year.

ARTICLE VI

MEETINGS OF MEMBERS AND VOTING

Section 1. Annual Meeting: The Annual Meeting of the Chapter shall be held at such place and on such date(s) as may be determined by the Board of Directors.

Section 2. Special Meetings: Special meetings of the Chapter may be scheduled by the Board of Directors at any time or shall be scheduled by the President upon receipt of a written request by at least five (5) members, within twenty (20) days after the filing of such request with the president. 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 Chapter meeting at which official Chapter business is to be transacted shall be mailed to the last known address of each member not less than five (5) days before the date of the meeting.

Section 4. Voting: At all Chapter meetings, 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 members present and casting a vote shall govern.

Section 5. Voting by Mail: Proposals to be offered to the members for a mail vote, excepting election ballots, shall first be approved by the Board of Directors unless the proposal is endorsed by ten (10) percent or more of the Chapter's voting members, in which case Board approval is not necessary. On any mail ballot, at least twenty (20) percent of all voting members must cast a ballot within thirty (30) days of the mailing of such a ballot for such mail vote to be effective.

Section 6. Quorum of Members: At an Annual or special meeting of members, a quorum shall consist of fifty (50) percent of those voting members registered for said meeting, providing no fewer than ten (10) percent of the Chapter's voting members are present.

Section 7. Cancellation of Meeting: The Board of Directors may cancel any Annual or special meeting for cause.

Section 8. Rules of Order: The meetings and proceedings of the Chapter shall be regulated and controlled according to ROBERT'S RULES OF ORDER (Revised) for parliamentary procedure, except as may be provided by these Bylaws.

ARTICLE VII

OFFICERS

Section 1. Elected Officers: The elected officers of the Chapter shall be the President, President-Elect, Vice President, Secretary, and Treasurer, and/or other titles termed by the Board of Directors, to be elected by the Chapter membership and to serve until their successors have been duly elected and assume office. The President-Elect shall automatically succeed to the Presidency.

Section 2. Qualifications for Office: Any voting member in good standing shall be eligible for nomination and election to any elective office in the Chapter provided, he or she has been actively engaged in Chapter meetings and activities, and has met all financial obligations to the Chapter.

Section 3. Nomination and Election of Officers: In accordance with the procedure specified in Article X, Section 1, the Nominating Committee shall prepare and submit to the members a nomination for each of the five (5) elective offices of the Chapter. Any person so nominated shall have given his or her prior consent to nomination and election as an officer.

Section 4. Term of Office: Each elected officer shall take office on September 1 and shall serve for a term of one (1) year or until his or her successor is duly elected and qualified. Each officer shall serve concurrently as a member of the Board of Directors.

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 elected office shall be filled for the balance of the term thereof by the Board of Directors. The Board may, at its discretion and by at least a two-thirds (2/3) vote of all of its members, 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 Chapter and serve as Chairman of the Board of Directors. He or she shall also serve as a member, ex-officio, with the right to vote on all committees except the Nomination Committee. The President shall make all required appointments of Standing and Special Committees with the approval of the Board of Directors. 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 Chapter. He or she shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors. He or she shall also serve as a State Director.

Section 2. President-Elect: The President-Elect's duties shall be delegated to him or her by the President and the Board of Directors. The President-Elect shall also perform the duties of the President in the event of the President's inability to serve. In addition, the President-Elect shall

serve as a State Director.

Section 3. Vice President: The Vice President 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 Secretary shall be responsible for the proper recording of the proceedings of meetings of the Chapter and Board of Directors 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, and he or she shall keep the seal of the Chapter.

Section 5. Treasurer: The Treasurer shall be in charge of the Chapter's funds and financial records. As Treasurer, he or she shall collect all Chapter dues, activity fees or assessments, and shall be responsible for keeping proper records and for keeping funds in such banks, trust companies and/or investments as are approved by the Board of Directors. He or she shall report on the financial condition of the Chapter at all meetings of the Board of Directors and at other times when called upon by the President. At the close of each fiscal year, the Treasurer shall prepare an annual report which shall be reported to the Board of Directors for acceptance. At the expiration of his or her term of office, he or she shall deliver to his or her successor all books, money and other property in his or her charge, or in the absence of a successor, he or she shall deliver such properties to the President.

ARTICLE IX

BOARD OF DIRECTORS

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

Section 2. Composition: The Board of Directors shall consist of the officers of the Chapter (named in Article VII, Section 1) and a minimum of three (3) directors, one of whom shall be the most recent Immediate Past President who is still active in the Chapter. If an office is unoccupied, an additional member may be named to the Board of Directors. The total number of persons on the Board of Directors shall be a minimum of eight (8) and a maximum of twelve (12).

Section 3. Term of Office: Each member of the Board of Directors shall take office on or after September 1 and shall serve for a term of one (1) year or until his or her successor is duly elected and qualified.

Section 4. Manner of Election: Officers shall be elected in accordance with Article I, Section 1. State Directors shall be the President and the President-Elect.

Section 5. Re-Election: All members of the Board of Directors, except those specifically restricted in Article VII, Section 5, may be re-elected.

Section 6. Quorum: At any meeting of the Board of Directors, no less than fifty (50) percent shall constitute a quorum for the transaction of the Chapter's business. 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 at least four (4) times during each Chapter year at such time and place as the Board may prescribe. Notice of all such meetings shall be given to the Directors no less than five (5) 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 mailed, telephoned or e-mailed to each member of the Board of Directors not less than twenty-four (24) hours before the meeting is held. A conference-call meeting shall be deemed permissible for any regular or special meeting of the Board, provided the aforementioned quorum and notice requirements have been met.

Section 8. Voting: Voting rights of an elected officer of the Chapter shall not be delegated to another but may be exercised by proxy. The voting rights of a State Director representing the Chapter may be delegated to another voting member of the Association's Board of Directors. In meeting of the Chapter's Board of Directors, the President shall vote only in the event of a tie vote.

Section 9. Voting by Mail, Phone Facsimile or E-mail: Action taken by a mail, phone, facsimile or e-mail ballot of members of the Board of Directors, in which a majority of such Directors indicate themselves in agreement, shall constitute a valid action of the Board if reported at the next regular meeting of the Board.

Section 10. Absences: Any member of the Board of Directors who shall have been absent from two (2) regular meetings of the Board within the current fiscal year without being excused by the President of the Board may be relieved of his or her seat on the Board by majority vote of the Board, and the vacancy shall be filled as provided in the following section.

Section 11. Vacancies and Removal: Any vacancy occurring on the Board of Directors shall be filled by the Board. A Director so selected shall serve the unexpired term of his or her predecessor. The Board of Directors may at its discretion, by affirmative vote of at least two-thirds (2/3) of its members, remove any Director for cause.

Section 12. Compensation: No member of the Board of Directors may receive any compensation for his or her service on the Board.

ARTICLE X

SPECIAL AND STANDING COMMITTEES

Section 1. Nominating Committee: The President shall appoint, with approval of the Board of Directors, a Nominating Committee which shall consist of five (5) voting Chapter members. The most recent Immediate Past President who is still active in the Chapter shall be a member of this committee and shall serve as its Chair. The committee shall be announced to the membership at the regular meeting no later than May of each year. The Nominating Committee shall nominate candidates for each office vacant or soon-to-become vacant and notify the membership of its

choices at the regular meeting in June or by special mailing. Additional nominations may be made by the membership. The ballots shall indicate those nominees recommended by the Nominating Committee, those nominated by the membership and space for those that may be nominated at the election meeting. Candidates receiving the highest number of votes shall be declared elected.

Section 2. Other Standing Committees: Other Standing Committees may be authorized by the Board of Directors. The Chair of each committee shall be appointed by the President with the approval of the Board of Directors, and shall serve for the term constituting the Chapter's Year. Committee Chair may remain in their position for consecutive years, upon approval by the Board of Directors. Membership on the Accreditation Committee shall be limited to members holding the designation of an Accredited Public Relations (APR) or Certified Public Relations Consultant (CPRC).

Section 3. Special Committees: The President, with the approval of the Board of Directors, shall appoint such other committees, subcommittees or task forces as are necessary and which are not in conflict with other provisions of these Bylaws. The duties of any such committees shall be prescribed by the Board of Directors.

ARTICLE XI

FINANCE

Section 1. Fiscal Period: The fiscal period of the Chapter shall be the same as the Association's fiscal year.

Section 2. Bonding: Trust or security bond may be furnished by the President, Treasurer and such other officers as the Board of Directors shall direct. The amount of such bonds shall be determined by the Board and the cost paid by the Chapter.

Section 3. Budget: The Board of Directors shall adopt an annual operating budget covering all activities of the Chapter; such adoption shall take place within sixty (60) days of the start of the Chapter Year.

Section 4. Endorsements/Authority to Withdraw or Transfer Funds: Two signatures shall be necessary for the withdrawal or transfer of Chapter funds from any banking institution, savings and loan association, or investment/security. One signature shall be that of the Chapter's Treasurer; the other shall be that of one of any of the officers designated by the President.

Section 5. Audit: In lieu of an audit by a Certified Public Accountant, the President, with the approval of the Board of Directors, may appoint a committee to conduct an annual financial review of the Chapter's financial records and to report its findings to the Board.

ARTICLE XII

DISSOLUTION

Section 1. The Chapter shall use its funds only to accomplish the objectives and purposes specified in the Bylaws and no part of said funds shall inure or be distributed to the members of the Chapter. On dissolution of the Chapter, any funds remaining shall be returned to the Association.

ARTICLE XIII

BYLAWS AND AMENDMENTS

Section 1: Amendments may be proposed by:

- 1.) The Association Board of Directors
- 2.) Chapter Board of Directors
- 3.) Upon petition of any five (5) qualified voting members

Section 2: Amendments are first approved by the Chapter Board of Directors, then submitted to the Association Board of Directors for consideration. The Association Board of Directors determines if the amendment(s) are consistent with Association bylaws. If the Association Board of Directors does not approve, it shall clearly communicate the reason for denial to the Chapter Board of Directors with an explanation of necessary changes to make the desired amendment acceptable and consistent with Association bylaws.

Section 3: Upon approval from the Association Board of Directors, these bylaws and any subsequent amendments may be adopted or repealed by: a) a minimum two-thirds (2/3) vote of the voting membership in attendance at any regular or special meeting, provided that notice of such proposed bylaws or amendments is sent in writing to the members at least fifteen (15) days before such meeting, or b) a minimum two-thirds (2/3) vote of the voting members voting via mail/email by a thirty (30) day ballot. All such proposed amendments shall be presented by the board to the membership, with or without recommendation.

Approved March 15, 1996 by unanimous vote of Board of Directors of the Dick Pope/Polk County Chapter of the Florida Public Relations Association. The meeting was held at Florida Southern College in Lakeland, Florida.

Adopted April 18, 1996 by unanimous vote of qualifying members at a regular meeting of the Dick Pope/Polk County Chapter of the Florida Public Relations Association. The meeting was held at the Lakeland Yacht and Country Club in Lakeland, Florida.

Amended September 14, 1999 by unanimous vote of qualifying members at a regular meeting of the Dick Pope/Polk County Chapter of the Florida Public Relations Association. The meeting was held at the Lakeland Yacht and Country Club in Lakeland, Florida.

Amended May 18, 2000 by unanimous vote of qualifying members at a regular meeting of the

Dick Pope/Polk County Chapter of the Florida Public Relations Association. The meeting was held at the Lakeland Yacht and Country Club in Lakeland, Florida.

Amended July 2000 by unanimous vote of qualifying members of the Dick Pope/Polk County Chapter of the Florida Public Relations Association. The vote was taken by mail ballot.

Amended November 2010 by unanimous vote of qualifying members at a regular meeting of the Dick Pope/Polk County Chapter of the Florida Public Relations Association. The meeting was held at the Lakeland Yacht and Country Club in Lakeland, Florida.

Amended July 2016 by unanimous vote of qualifying members at a regular meeting of the Dick Pope/Polk County Chapter of the Florida Public Relations Association. The meeting was held at the Cleveland Heights Golf Course in Lakeland, Florida.

Amended October 2018 by unanimous vote of qualifying members of the Dick Pope/Polk County Chapter of the Florida Public Relations Association. The vote was taken by email.