

# **PRSA Southeast District Best Practices Call**

## **November 11, 2020**

Audio Dial-In: 929 436 2866

Zoom Meeting ID: 548 070 178



**J.W. Arnold, CAE, APR, Fellow PRSA**  
**Co-Chair, National Governance Committee**

# PRSA Leadership Assembly



Proposal #	Title	Article	Section	Proposed by
20-01	<i>Ex officio</i> Exception	V	4.a.	PRSA Board of Directors

<u>Current Language:</u>	<u>Proposed Changes:</u>	<u>If Adopted:</u>
<p>Chair. The Chair shall preside at all meetings of the Leadership Assembly and the Board, monitor the activities of the Society and make recommendations with respect thereto to the Board, and perform such duties as may be assigned by the Board. The Chair shall be an <i>ex officio</i> member of all committees, except the Nominating Committee, the Board of Ethics and Professional Standards, and the Universal Accreditation Board.</p>	<p>Chair. The Chair shall preside at all meetings of the Leadership Assembly and the Board, monitor the activities of the Society and make recommendations with respect thereto to the Board, and perform such duties as may be assigned by the Board. The Chair shall be an <i>ex officio</i> member of all committees, except the Nominating Committee, the Board of Ethics and Professional Standards, <b>the Grievance Committee</b>, and the Universal Accreditation Board.</p>	<p>Chair. The Chair shall preside at all meetings of the Leadership Assembly and the Board, monitor the activities of the Society and make recommendations with respect thereto to the Board, and perform such duties as may be assigned by the Board. The Chair shall be an <i>ex officio</i> member of all committees, except the Nominating Committee, the Board of Ethics and Professional Standards, the Grievance Committee, and the Universal Accreditation Board.</p>

<u>Rationale:</u>
<p>This is an administrative update clarifying that the Chair is not an <i>ex officio</i> member of the Grievance Committee. The PRSA Chair can serve on a Grievance panel but cannot serve on the committee. (The Grievance Committee is a standing committee. The panel is convened, as needed, to review individual cases.)</p>

# PRSA Leadership Assembly



Proposal #	Title	Article	Section	Proposed by
20-02	Bylaws Petition Amendments	XVI	1.f.	PRSA Board of Directors

<u>Current Language:</u>	<u>Proposed Changes:</u>	<u>If Adopted:</u>
<p>An amendment to these Bylaws may be proposed by:</p> <ul style="list-style-type: none"> <li>(a) majority vote of the members of the Leadership Assembly present and voting;</li> <li>(b) majority vote of the members of a Chapter present and voting at a special meeting of the Chapter called for that purpose;</li> <li>(c) majority vote of the members of a District present and voting at a special meeting of the District called for that purpose;</li> <li>(d) majority vote of the members of a Section present and voting at a special meeting of the Section called for that purpose;</li> <li>(e) resolution of the Board; or</li> <li>(f) a petition signed by at least 25 members.</li> </ul>	<p>An amendment to these Bylaws may be proposed by:</p> <ul style="list-style-type: none"> <li>(a) majority vote of the members of the Leadership Assembly present and voting;</li> <li>(b) majority vote of the members of a Chapter present and voting at a special meeting of the Chapter called for that purpose;</li> <li>(c) majority vote of the members of a District present and voting at a special meeting of the District called for that purpose;</li> <li>(d) majority vote of the members of a Section present and voting at a special meeting of the Section called for that purpose;</li> <li>(e) resolution of the Board; or</li> <li>(f) a petition signed by at least 25 <b><u>1% of the membership as reported at the most recently concluded Annual Meeting of the Leadership Assembly or 100 members, whichever is fewer.</u></b></li> </ul>	<p>An amendment to these Bylaws may be proposed by:</p> <ul style="list-style-type: none"> <li>(a) majority vote of the members of the Leadership Assembly present and voting;</li> <li>(b) majority vote of the members of a Chapter present and voting at a special meeting of the Chapter called for that purpose;</li> <li>(c) majority vote of the members of a District present and voting at a special meeting of the District called for that purpose;</li> <li>(d) majority vote of the members of a Section present and voting at a special meeting of the Section called for that purpose;</li> <li>(e) resolution of the Board; or</li> <li>(f) a petition signed by at least 1% of the membership as reported at the most recently concluded Annual Meeting of the Leadership Assembly or 100 members, whichever is fewer.</li> </ul>

<u>Rationale:</u>
<ul style="list-style-type: none"> <li>• Based on feedback from 2019 Leadership Assembly delegates, the PRSA Board of Directors was asked to raise the number of members needed to sign a petition for a member-initiated bylaw proposal to be considered by the Leadership Assembly without the support of the Board or any Chapter, District, or Professional Interest Section.</li> <li>• There are currently five routes to suggest a change to the PRSA Bylaws other than the member-initiated petition process. While there is no legal requirement to allow member-initiated petitions, the Governance Committee considered the various democratic channels for proposing bylaw amendments and evaluated whether to eliminate the option or to increase the number of required signatures.</li> <li>• With the goal of not being overly restrictive while protecting minority viewpoints, the Governance Committee recommends raising the current threshold from 25 members to 1% of PRSA's members (approximately 200 members) or 100 members, whichever is less.</li> <li>• In recent years communities within MyPRSA and personal networking have been used to solicit support for member-initiated Bylaw amendments. We believe this change will ensure there is a basic level of member support before bringing a member driven proposal before the Leadership Assembly. Importantly, if adopted, this amendment does not limit the opportunity for any member to propose Bylaw amendments through the Board, their Leadership Assembly delegates, or their Chapter, District, or Section.</li> </ul>

# PRSA Leadership Assembly

Proposal #	Title	Article	Section	Proposed by
20-03	Delegate Certification	III	3.	PRSA Board of Directors

<u>Current Language:</u>	<u>Proposed Changes:</u>	<u>If Adopted:</u>
<p>Chapter delegates may be elected or appointed by members of each Chapter who are in good standing with the Chapter and the Society. Each Chapter shall certify to the Secretary or his or her designee the names and addresses of its Chapter delegates at least 60 days prior to the annual meeting of the membership, and shall promptly notify the Secretary or his or her designee when it has replaced a Chapter delegate or alternate delegate.</p>	<p>Chapter delegates may be elected or appointed by members of each Chapter who are in good standing with the Chapter and the Society. Each Chapters shall <b>notify PRSA the Secretary or his or her designee of the names and addresses of its Chapter delegates and alternates by January 15 of each year. at At</b> least 60 days prior to the annual meeting of the membership, <b>Chapters shall certify the names and addresses of its Chapter delegates and alternates.</b> and shall promptly notify the Secretary or his or her designee when it has replaced a Chapter delegate or alternate delegate.</p>	<p>Chapter delegates may be elected or appointed by members of each Chapter who are in good standing with the Chapter and the Society. Chapters shall notify PRSA of the names and addresses of its Chapter delegates and alternates by January 15 of each year. At least 60 days prior to the annual meeting of the membership, Chapters shall certify the names and addresses of its Chapter delegates and alternates.</p>

<u>Rationale:</u>
<p>PRSA's goal for many years has been to ensure delegates are engaged in the thought leadership and governance of the Society throughout the year. By designating delegates at the beginning of the year, the delegates will be able to participate in an increasing number of opportunities to advance the Society.</p> <p>Currently, many chapters appoint their delegates just prior to the Assembly, thus eliminating the opportunity for chapters to participate in the thought leadership process. More time is then needed to handle the administrative duties of the annual meeting.</p> <p>Language ensuring the delegates attending the Assembly are certified 60 days prior remains in the bylaws to ensure there is a streamlined process for determining who is eligible to vote at Assembly.</p>

# PRSA Leadership Assembly



Proposal #	Title	Article	Section	Proposed by
20-04	Proxy Representation	III	10	PRSA Governance Committee

<u>Current Language:</u>	<u>Proposed Changes:</u>	<u>If Adopted:</u>
<p>Proxy Representation. Every voting delegate may authorize another person or persons to act for him or her in writing by proxy in all matters in which a delegate is entitled to participate. Every proxy shall be revocable at the pleasure of the voting delegate executing it, except as otherwise provided by the N-PCL.</p>	<p>Proxy Representation. Every voting delegate may authorize another <del>person or persons</del> <b>voting delegate</b> to act <del>for him or her in writing</del> by proxy in all matters in which a <b>voting</b> delegate is entitled to participate. Every proxy shall be revocable at the pleasure of the voting delegate executing it, except as otherwise provided by the N-PCL.</p>	<p>Proxy Representation. Every voting delegate may authorize another voting delegate to act by proxy in all matters in which a voting delegate is entitled to participate. Every proxy shall be revocable at the pleasure of the voting delegate executing it, except as otherwise provided by the N-PCL.</p>

**Rationale:**

This amendment is an administrative correction to clarify that only voting delegates may act by proxy for another voting delegate. A voting delegate cannot have more than one person act as proxy. Proxies are also controlled by the provisions of the N-PCL (New York Not-for-profit Corporation Law).

# PRSA Leadership Assembly



Proposal #	Title	Article	Section	Proposed by
20-04	Proxy Representation	III	10	PRSA Governance Committee

<u>Current Language:</u>	<u>Proposed Changes:</u>	<u>If Adopted:</u>
<p>Proxy Representation. Every voting delegate may authorize another person or persons to act for him or her in writing by proxy in all matters in which a delegate is entitled to participate. Every proxy shall be revocable at the pleasure of the voting delegate executing it, except as otherwise provided by the N-PCL.</p>	<p>Proxy Representation. Every voting delegate may authorize another <del>person or persons</del> <b>voting delegate</b> to act <del>for him or her in writing</del> by proxy in all matters in which a <b>voting</b> delegate is entitled to participate. Every proxy shall be revocable at the pleasure of the voting delegate executing it, except as otherwise provided by the N-PCL.</p>	<p>Proxy Representation. Every voting delegate may authorize another voting delegate to act by proxy in all matters in which a voting delegate is entitled to participate. Every proxy shall be revocable at the pleasure of the voting delegate executing it, except as otherwise provided by the N-PCL.</p>

**Rationale:**

This amendment is an administrative correction to clarify that only voting delegates may act by proxy for another voting delegate. A voting delegate cannot have more than one person act as proxy. Proxies are also controlled by the provisions of the N-PCL (New York Not-for-profit Corporation Law).

# PRSA Leadership Assembly



Proposal #	Title	Article	Section	Proposed by
20-05	APR Requirement for Officers and Directors	IV V	3.a. 3	PRSA Board of Directors

<p><u>Current Language:</u></p> <p><u>Article IV, Section 3.a:</u> District Directors. To be eligible as a director representing a District, the individual must have an APR, be a member of the Society in good standing, and have at least one of the following: (i) experience in a leadership role within the Society, including, but not limited to, service as a member of a Chapter, District, or Section board of directors, chair of a national or local committee or task force, or service as a Leadership Assembly delegate; or (ii) experience as a public relations or communication professional for 20 or more years, with increasing levels of responsibility.</p>	<p><u>Proposed Changes:</u></p> <p><u>Article IV, Section 3.a:</u> District Directors. To be eligible as a director representing a District, the individual must <del>have an</del> APR, be a member of the Society in good standing, and have at least one of the following: (i) experience in a leadership role within the Society, including, but not limited to, service as a member of a Chapter, District, or Section board of directors, chair of a national or local committee or task force, or service as a Leadership Assembly delegate; or (ii) experience as a public relations or communication professional for 20 or more years, with increasing levels of responsibility. <b><u>Accreditation in Public Relations is strongly encouraged, but not required.</u></b></p>	<p><u>If Adopted:</u></p> <p><u>Article IV, Section 3.a:</u> District Directors. To be eligible as a director representing a District, the individual must be a member of the Society in good standing, and have at least one of the following: (i) experience in a leadership role within the Society, including, but not limited to, service as a member of a Chapter, District, or Section board of directors, chair of a national or local committee or task force, or service as a Leadership Assembly delegate; or (ii) experience as a public relations or communication professional for 20 or more years, with increasing levels of responsibility. Accreditation in Public Relations is strongly encouraged, but not required.</p>
<p><u>Article V, Section 3:</u> To be eligible as an officer, an individual must meet the eligibility criteria required of a director representing a District and must have served on the Board. A person currently serving as a director may seek to be elected for an officer position. No person shall be eligible to hold more than one office at the same time. The candidates for Chair-Elect, Treasurer, and Secretary shall be the candidates selected and presented by the Board or by petition.</p>	<p><u>Article V, Section 3:</u> To be eligible as an officer, an individual <del>meet the eligibility criteria required of a director representing a District and must have served on the Board,</del> <b><u>be a member of the Society in good standing, and have at least one of the following: (i) experience in a leadership role within the Society, including, but not limited to, service as a member of a Chapter, District, or Section board of directors, chair of a national or local committee or task force, or service as a Leadership Assembly delegate; or (ii) experience as a public relations or communication professional for 20 or more years, with increasing levels of responsibility. Accreditation in Public Relations is strongly encouraged, but not required.</u></b></p>	<p><u>Article V, Section 3:</u> To be eligible as an officer, an individual must have served on the Board, be a member of the Society in good standing, and have at least one of the following: (i) experience in a leadership role within the Society, including, but not limited to, service as a member of a Chapter, District, or Section board of directors, chair of a national or local committee or task force, or service as a Leadership Assembly delegate; or (ii) experience as a public relations or communication professional for 20 or more years, with increasing levels of responsibility. Accreditation in Public Relations is strongly encouraged, but not required.</p>



# PRSA Leadership Assembly



## Proposal to Amend Bylaws

	<p>A person currently serving as a director may seek to be elected for an officer position. No person shall be eligible to hold more than one office at the same time. The candidates for Chair-Elect, Treasurer, and Secretary shall be the candidates selected and presented by the Board or by petition.</p>	<p>A person currently serving as a director may seek to be elected for an officer position. No person shall be eligible to hold more than one office at the same time. The candidates for Chair-Elect, Treasurer, and Secretary shall be the candidates selected and presented by the Board or by petition.</p>
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### Rationale:

- One of PRSA's strategic goals is to increase diverse representation at all levels of leadership. Currently, APR is a requirement to serve on the national board, yet fewer than 10 percent of members holding APR self-identify as ethnic/racial minorities. Removing the APR requirement for all national board positions could help achieve this goal, expand the pool of candidates, and increase diversity on the board.
- In the first year after removing the APR requirement for at-large directors, the number of candidates for the position increased from 16 to 26, a 62.5% increase.
- Leadership often requires a unique set of experience and skills that are not inherently indicated or measured by accreditation/certification. Many exceptional leaders within PRSA may not have an APR.
- The APR is a professional credential that sets the standard and recognizes mastery of key knowledge, skills, and abilities in public relations. The removal of the APR requirement for board service does not diminish the importance of the APR as a credential.

# PRSA Leadership Assembly



## Proposal to Amend Bylaws

Proposal #	Title	Article	Section	Proposed by
20-06	Delegate Terms	III	4.	PRSA Board of Directors

<u>Current Language:</u>	<u>Proposed Changes:</u>	<u>If Adopted:</u>
<p>The term of office of all elected delegates, except Chapter delegates, shall be one year beginning January 1 or until their successors are duly elected and qualified. The term of all Chapter delegates shall be established by the individual Chapters in their own bylaws. Each <i>ex officio</i> delegate shall be a delegate for so long as he or she holds the specific office that gives him or her the right to be a delegate of the Leadership Assembly. Delegates may serve more than one term.</p>	<p>The term of office of all elected delegates, except <b><u>ex officio</u></b> Chapter-delegates, shall be one year beginning January 1, or until their successors are duly elected and <b><u>assume office</u></b>, qualified. <del>The term of all Chapter delegates shall be established by the individual Chapters in their own bylaws. Each <i>ex officio</i> delegate shall be a delegate for so long as he or she holds the specific office that gives him or her the right to be a delegate of the Leadership Assembly. Delegates may serve more than one term.</del> <b><u>serve up to three consecutive years in the same role, and may then serve again as a delegate after an absence of one year.</u></b></p> <p><b><u>Proviso: To be effective January 1, 2022</u></b></p>	<p>The term of office of all delegates except <i>ex-officio</i> delegates shall be one year beginning January 1, or until their successors are duly elected and assume office. Delegates may serve up to three consecutive years in the same role, and may then serve again as a delegate after an absence of one year.</p> <p><i>Proviso: To be effective January 1, 2022.</i></p>

<u>Rationale:</u>
<p>This change will allow fresh perspectives to be brought to leadership without imposing lifetime term limits, while also preserving the institutional memory of some delegates who may have served previously.</p> <p>While PRSA has suggested a minimum of one-year terms for delegates and that chapter presidents or presidents-elect serve as delegates, some chapters have instituted multi-year terms. Assembly delegates range from short-term appointed positions to elected positions that are members of their chapter boards or executive committees.</p> <p>The definition of <i>ex officio</i> delegates (sentence three of the current bylaws language) does not need to be in the bylaws; it is defined in <i>Robert's Rules of Order Newly Revised</i>, thus it is redundant.</p>

## **Upcoming Programming**

- **November 12 – Tri-Cities – Student Event**
- **November 19 – North Carolina – Moving Communications Up the Value Chain**
- **December 2 – Lookout – Crown Awards**
- **December 4 - Alabama - College of Fellows info**
- **December 9 – North Carolina – InSpire Awards**

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## Best Practice Calls

The Southeast District hosts a Best Practice call every month for Chapter leadership — as a way of sharing expertise and brilliant ideas.

If you miss a call, you can always catch up on [YouTube](#) or via our [podcast](#).

### January 2020 – PRSA Southeast District Nuts & Bolts

- [Slides](#)
- [YouTube replay](#)
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## RECENT EPISODES

[Diversity & Inclusion with Shanita Baraka Akintonde](#)

[Interview with Garland Stansell, APR, PRSA Chair](#)

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**Next Month:  
TBD**

**Wednesday, December 9, 2020  
2pm ET/1pm CT**

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