

## **OHSPRA**

### **Bylaws and Standing Rules of OHSPRA, the Ohio Chapter, National School Public Relations Association**

#### **Article I - Name**

The name of this organization shall be OHSPRA, the Ohio Chapter, National School Public Relations Association.

#### **Article II - Geographical Jurisdiction**

The geographical jurisdiction of the chapter shall encompass the area within the boundaries of the state of Ohio.

#### **Article III - Mission and Goals**

The mission of the Ohio School Public Relations Association is to facilitate support for and trust in education through comprehensive communications, public relations, and marketing efforts.

#### **Article IV - Membership**

##### **Section 1: Classification**

Membership options in the chapter shall consist of the following classes: regular, institutional, associate, honorary and retiree.

**(a) Regular Membership** -- available to individuals holding a professional position in educational public relations, communication, or marketing duties. Regular members shall have the right to hold chapter office and to vote on all issues that may come before the chapter. Membership in the National School Public Relations Association is encouraged.

**(b) Institutional Membership** -- available to any organization with employees who hold a professional position in educational public relations, communication, or marketing duties. Institutional Membership shall provide membership for up to three employees of an organization. Institutional members shall have the right to hold chapter office and to vote on all issues that may come before the chapter. Membership in the National School Public Relations Association is encouraged.

**(c) Associate Membership** -- available to individuals who are interested in and supportive of educational public relations, communications, and marketing but do not hold a professional position. Associate members are not eligible to vote or hold chapter office. Membership in the National School Public Relations Association is encouraged.

**(d) Honorary Lifetime Membership** -- a complimentary membership may be bestowed to members of the chapter who have been active in the chapter for 10 or more years. Membership is granted as a result of outstanding performance as nominated by an OHSPRA member and approved by the majority vote of the Board of Directors. Honorary members are eligible to vote or hold chapter office. Membership in the National School Public Relations Association is encouraged.

**(e) Retiree Membership--** available to members or former members who have retired from active work in public relations and pay a retiree membership fee. They have the right to vote and hold office. Membership in the National School Public Relations Association is encouraged.

## **Section 2: Active Members**

The membership year is officially from September 1 to August 31, but member benefits of all membership levels shall not be activated until membership payment is received by the organization.

## **Section 3: Dues**

Annual dues for members shall be set by a vote of two-thirds of the Board of Directors and shall remain in effect until changed in the same manner.

## **Article V - Board of Directors**

### **Section 1: Composition**

The governing body of the chapter shall be the Board of Directors, which includes:

1. Elected officers
2. Elected directors
3. Board-appointed liaisons

The Board of Directors shall consist of the President, Immediate Past President, President-elect, Treasurer, Secretary, Director of Membership, Director of Professional Development, Director of Contests and Awards, Director of Communications, Director of Partnerships

### **Section 2: Term of Office**

(a) Members of the Board of Directors are elected to their positions by the membership. The Board Directors, Secretary and Treasurer shall serve a two-year term. President-elect, President and Immediate Past President shall serve a one-year term.

(b) Board-appointed liaisons will serve a one-year term to support the chapter's operations and do not hold the right to vote on Board business.

### **Section 3: Quorum**

Business shall be transacted by a majority of the elected officers and Directors.

### **Section 4: Removal**

Any member of the Board may be removed from office by two-thirds (2/3) vote of the members of the elected officers and Directors. Causes for removal may include but are not limited to excessive or unexcused absences, not performing in accordance to the Association bylaws, or unethical or unlawful conduct.

## **Article VI- Nominations and Elections**

### **Section 1: Nominations**

A Nominating Committee shall be appointed by the President with elected officers and Directors approval.

(a) The Nominating Committee

1. Shall present a slate of officers for the open positions.
2. Shall distribute nominations no later than April 1 to members for a vote.

### **Section 2: Elections**

- (a) The election of the elected officers and Directors shall be conducted annually by electronic ballot prepared by the Nominating Committee and distributed to members by April 1.
- (b) Official ballots shall be returned to the Nominating Committee no later than April 15.
- (c) Results of the election shall be reported to the President by the Nominating Committee.
- (d) A majority of the ballots cast shall determine the elected officer.
- (e) The results of the election shall be reported to the National School Public Relations Association by May 1.

### **Section 3: Taking Office**

The Directors, Secretary and Treasurer will serve a two-year term beginning June 1. The President-elect, President and Immediate Past President will serve a one-year term beginning June 1.

## **Article VII - Officers**

### **Section 1: Requirements**

- (a) The President-elect must have served at least one year on the Board of Directors prior to running for this office.
- (b) The President, President-elect, Secretary, and Treasurer are required by NSPRA to hold membership in NSPRA. National dues for these officers may be paid by OHSPRA.

### **Section 2: Term of office**

- (a) The Directors, Secretary and Treasurer will serve a two-year term beginning June 1. The President-elect, President and Immediate Past President will serve a one-year term beginning June 1.
- (b) The President-elect shall succeed the President and the President shall succeed the Past President.
- (c) The Treasurer and Secretary will be elected on alternating years.
- (d) The Board of Directors may contract with an Executive Director whose duties and compensation shall be defined by the Board of Directors.

### **Section 3: Vacancies**

(a) In the event of a vacancy of the office of President, the President-elect shall become President. The President shall appoint a President-elect whose term will expire at the next election of chapter officers.

(b) Should the office of President become vacant at the same time that the office of President-elect is vacant, the Secretary will automatically assume the office of President in an interim capacity, while maintaining Secretary duties.

(c) The Board of Directors shall immediately canvass the Directors for nominations for President and President elect, and conduct an election of the membership to fill the unexpired term and one full term.

(d) Director positions shall be elected from among chapter members with regular, institutional, honorary or retiree membership. Whenever vacancies occur, appointments shall be made within one month by the President.

### **Section 4: Duties**

The officers shall perform the duties provided in this section, as well as duties that may be assigned, or prescribed in the adopted parliamentary authority.

#### **(a) The President shall:**

1. Preside at meetings of the chapter and the Board of Directors
2. Exercise general leadership and supervision of the affairs of the chapter
3. Be responsible for the annual review of the chapter's strategic plan
4. Perform all other duties commonly associated with this office.

#### **(b) The President-elect shall:**

1. Preside at meetings in the absence of the President
2. Be responsible for the annual review of OHSPRA bylaws
3. Be responsible for chapter compliance with the bylaws
4. Conduct other duties as assigned by the President
5. Immediately assume the office of President if the President is no longer able to fulfill the responsibilities of the office
6. Conduct other duties as assigned by the President

#### **(c) The Immediate Past President shall:**

1. Preside at meetings in the absence of the President or President-elect
2. Serve in an advisory capacity
3. Be the state coordinator for NSPRA and ensure the chapter is strategically aligned with NSPRA
4. Conduct other duties as assigned by the President

#### **(d) The Secretary shall:**

1. Keep meeting minutes and records of meetings for the chapter's archives
2. Distribute meeting minutes to the Board of Directors prior to the next Board
3. Serve as historian
3. Conduct other duties as assigned by the President

#### **(e) The Treasurer shall:**

1. Oversee financial matters of the chapter
2. Work in conjunction with the elected officers and Directors to keep records of funds and monitor the annual budget process as developed and approved by the elected officers and Directors

3. Present monthly updated financial statements to the Board of Directors
4. Provide financial statements annually to the members and upon request by the Board of Directors or membership
5. Provide required tax and financial statements to NSPRA
6. Facilitate the disbursement of chapter funds as approved by the elected officers and Directors
7. Conduct other duties as assigned by the President

## **Article VIII - Meetings**

### **Section 1: Annual Meeting**

- (a) There shall be at least one general membership meeting of the chapter annually.
- (b) The time, place, and program shall be determined by the Board of Directors. The President shall notify all members of meetings.
- (c) General membership meetings may be for the purpose of transacting business to be effected by a majority vote of the members present and constituting a quorum.

### **Section 2: Board Meetings**

Meetings of the Board of Directors shall be held at a time and place as the Board of Directors may designate. It is an expectation that Board members will make a reasonable effort to attend each meeting.

### **Section 3: Special Meetings**

Special meetings of the Association may be called by the President upon a 14-day notice to all members or by a two-thirds (2/3) vote of the Board of Directors in a meeting by conference call, fax or email.

### **Section 4: Quorum**

- (a) The quorum for the Board of Directors shall be six.
- (c) In the absence of a quorum at meetings, urgent action may be taken and such action later ratified by conference call, fax or email vote. A majority of those voting shall constitute ratification.

## **Article IX - Parliamentary Authority**

Robert's Rules of Order, Newly Revised, shall govern this chapter in all cases in which they are applicable and in which they are not in conflict with the bylaws of this chapter.

## **Article X - Bylaws Adoption**

The bylaws must first be adopted by a majority of the chapter's members. After chapter approval, they shall be submitted to the executive committee of the National School Public Relations Association for approval before they become effective.

## **Article XI - Amendments**

The bylaws may be amended by a two-thirds vote of the members present at the annual meeting or by a two-thirds vote of members voting by electronic ballot provided at least 30 days notice in writing has been given of any proposed amendment.

## **Article XII - Delegates to National Seminar**

(a) The official delegate to the National Seminar is the President. In the event the President is unable to attend, the President-elect is the alternate. Any other replacements may be decided on by the Board of Directors.

(b) Conference registration fees and travel related expenses incurred for attendance at the NSPRA National Conference for the President or the designated alternate may be paid by OHSPRA as determined by the financial status of the association.

## **Article XIII - Prohibited Activities**

No part of the earnings of the chapter shall inure to the benefit of, or be distributed to, its directors, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in these Bylaws. Except as provided in Section 501(h) of the Internal Revenue Code of 1954, or any corresponding provision of any future United States Internal Revenue law, no substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Chapter shall not participate in, or intervene in (including the publishing or distribution of campaign statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the organization shall not carry on other activities not permitted to be carried on (a) by a corporation exempt or from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law.

Upon dissolution of the Chapter, the Board of Directors, after paying or making provision for the payment of all the liabilities of the Chapter, dispose of all the assets of the Chapter exclusively for the purposes of the Chapter in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law, as the Board of Directors shall determine.

## **Article XIV - Finances**

### **Section 1: Execution of Contracts**

Contracts shall be created by a dual-signature process. The Board of Directors may authorize the President or designee to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authorization may be general or confined to specific instances. The Treasurer will sign the

contract and include the contract in the Treasurer's report at the next board meeting. Except as so authorized or as in these bylaws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement nor to pledge its credit nor to render it liable for any purpose in any amount.

### **Section 2: Bank Account**

The Board of Directors may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies, or the depositories as may be selected by the Board or by any officer or officers, agent or agents of the corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these bylaws as the Board may deem expedient.

### **Section 3: Checks and Drafts**

All checks, drafts, or other orders for the payment of money, notes, acceptances, or other evidence of indebtedness issued in the name of its corporation shall be signed by the Treasurer. An alternate signee, in absence of the Treasurer, shall be determined by the Board of Directors.

### **Article V - Enabling Article of 1983**

1. To enable the formation of the Ohio Chapter of the National School Public Relations Association (now called OHSPRA), the following procedures will be used contingent upon adoption of the bylaws/standing rules by the NSPRA Executive Board:
  - Representatives of the four regions shall select Regional Vice-Presidents to serve on the Executive Board for a term of one year, beginning July 1, 1983.
  - Names of the Vice-Presidents shall be submitted to the NSPRA Mid-East Regional Vice-President elect by June 30.
  - For the first year of the chapter's formation, the state coordinator of the 1982-83 year shall serve as the Past President.
  - The Central Buckeye Chapter, the Tri-State Chapter and the Greater Cleveland Chapter of the National School Public Relations Association endorse the merging of these chapters into one chapter (hereby known as OHSPRA).

*Adopted: Spring 1983*

*Revisions: September 1995, January 2005, February 2010, May 2014*

*Approved by NSPRA Executive Board: July 2014*