

# BY-LAWS OF ILLINOIS CHAPTER OF THE NATIONAL SCHOOL PUBLIC RELATIONS ASSOCIATION

*Revised: JANUARY 2011*

*Approved: MARCH 11, 2011*

## **ARTICLE I: NAME AND MISSION**

The name of this organization shall be the Illinois Chapter of the National School Public Relations Association (INSPRA). The Chapter shall be an affiliate of the National School Public Relations Association (NSPRA).

*The mission of the Illinois Chapter of the National School Public Relations Association (INSPRA) is to strengthen support for Illinois public schools and to improve education for students through responsible public relations.*

## **ARTICLE II: OBJECTIVES**

The Chapter is organized and shall be operated exclusively for charitable, scientific and educational purposes as may qualify it as exempt from Federal income tax under Section 501(c)6 of the Internal Revenue Code of 1954 or any corresponding provision of any future United States Internal Revenue Law. More specifically, such purposes include, but are not limited to:

1. Promote an understanding of and support for education;
2. Establish a clear philosophy of school public relations as it relates to school systems encompassed by the Chapter;
3. Develop effective techniques and promote sound practices for school public relations;
4. Provide Chapter members with communications and programs that promote an understanding and appreciation of the value of school public relations;
5. Stimulate an active interest among non-members in the school public relations program and its services to the community; and
6. Encourage cooperation with allied areas of business, labor and industrial public relations and with other interested associations.

## **ARTICLE III: GEOGRAPHICAL JURISDICTION**

The geographical jurisdiction of the Chapter shall encompass the area within the boundaries of the State of Illinois.

## **ARTICLE IV: MEMBERSHIP**

1. Membership is open to any individual who pays annual dues.
2. Membership of the Chapter is composed of officers, Board of Directors, and general members who hold current membership in INSPRA.
3. Classification
  - (a) Individual members are those whose dues are paid for the membership year and who are actively involved in school communications. These members have the right to vote and to hold office.
  - (b) Organizational members are any school district or any association, organization, business, or industry in Illinois with an educational emphasis that pays the institutional dues. An institutional membership allows the institutions to designate up to three individual members. These members have the right to vote and hold office.

(c) Student/Retiree members are students currently enrolled in a graduate course leading to licensure or degree in school leadership or public relations communication programs or former INSPRA members who have retired from active work in school public relations or those who have moved on from school public relations to another field, and pay a retiree membership fee. To join as a student member, the applicant must submit a valid student ID for the current school year. Student/Retiree members have the right to vote and hold office.

(d) Paid membership categories shall be individual, organization, and student/retiree. The membership year will be from September 1 to August 31.

## **ARTICLE V: DUES**

1. The establishment of dues, and all policies pertaining thereto, shall be on the recommendation of the Chapter's Executive Committee and the Board of Directors.

2. All members are to be notified at least 30 days in advance of any meeting at which matters affecting an increase in dues will be voted upon. Two-thirds of the members present shall be required to approve any increase.

## **ARTICLE VI: OFFICERS/EXECUTIVE COMMITTEE**

The officers shall consist of a President, President-Elect, Past President, Secretary/Treasurer and five-six Vice Presidents who shall constitute the Executive Committee. The officers must be NSPRA members. All other Chapter members are encouraged to be members of the National Association.

At its discretion the Executive Committee, with the approval of the Board of Directors, may employ an Administrator to help manage the affairs of the Chapter; the Administrator shall serve on the Budget and Finance Committee.

The Executive Committee shall consist of:

1. **PRESIDENT** - shall work with the Administrator to conduct the business of the Chapter and shall preside at meetings of the Chapter Executive Committee and the Board of Directors. The President shall be the Chapter's liaison with NSPRA.
2. **PRESIDENT-ELECT** - shall perform all duties of the President in the event of the inability of the President to act and shall automatically take office as President after the next election. The President-Elect shall chair one of the organization's major committees.
3. **SECRETARY/TREASURER** - shall work with the Administrator to keep records of funds *and minutes of all board meetings*, provide annual statements to the membership, disburse Chapter funds as approved by the President, and serve on the Budget and Finance Committee.
4. **PAST PRESIDENT** - shall provide advice and counsel on Chapter activities and chair a major committee or event.
5. **VICE-PRESIDENTS** - shall chair three of the five standing committees of the organization: Communications (*co-chair*), Membership (*co-chair*) and Programs (*co-chair*).

## **ARTICLE VII: BOARD OF DIRECTORS**

The Board of Directors shall consist of all members of the Executive Committee and 10 Directors who shall be elected annually by the voting members. In addition, non-voting advisory members may be appointed by the President for one-year terms with the approval of the Board of Directors.

Five of the 10 Directors will serve as regional INSPRA representatives whose responsibility will be to promote membership and Chapter activities. The Regional Directors shall be elected from the following five areas:

- Greater Chicago -- Cook County;
- Chicagoland -- the Collar Counties of DuPage, Kane, Lake and Will;

- Northern Region (other counties north of I-80);
- Central Region (other counties south of I-80 to I-72); and
- Southern Region (I-72 south to state border).

In the event a nominee cannot be found within a geographical region to represent such region, a nominee can be presented for election from another geographical area to be its representative.

Five of the 10 Directors will serve at-large.

If a vacancy occurs on the Board of Directors by reason of death or resignation, the President shall fill the vacancy until the next regular election.

The responsibilities of the Board of Directors shall be to:

- Attend all regular Board meetings
- Take an active role in at least one committee
- Serve as a professional resource for all INSPRA members
- Plan and direct the work necessary to carry out the objectives of the Chapter

The Board of Directors will conduct its program of work through committees including five standing committees: (1) Budget and Finance, (2) Membership, (3) Nominating, (4) Programs and (5) Communications. In addition to the Standing Committees, others may be created or dissolved by the President with the approval of the Board of Directors. Such committees should be tied to the continuing programs of the Chapter. Committee chairpersons shall be members of the Board of Directors. Committee members shall include members of the Board of Directors, and should include other Chapter members. The President shall appoint chairpersons.

The Board of Directors can remove any elected Officer or other Director from office for excessive absences from Board meetings, for failure to actively participate in committee activities, for causing serious damage to INSPRA, or for failure to maintain INSPRA membership by paying dues. Interpretation of these guidelines is the responsibility of the Board and a two-thirds vote of the Board membership is required for removal.

## **ARTICLE VIII: ELECTIONS**

Elections are held annually for all positions on the Board of Directors except for the offices of President and Vice Presidents. The standing President-Elect will assume the office of President at an annual April membership meeting. Vice Presidents will serve two-year terms.

A Nominating Committee comprised of the President and President-Elect shall oversee the election process.

A call for nominations must be announced to all members in good standing 60 days prior to the annual membership meeting in April.

The Nominating Committee shall create an election ballot based on the returned nomination forms. The ballot will include all nominated candidates and will be accompanied by statements of qualifications not to exceed 75 words.

The Administrator shall distribute ballots to the membership at least 45 days prior to the annual membership meeting. The Nominating Committee shall tally all ballots and shall report the results of the election to the membership and national office prior to the April membership meeting. Newly elected Officers and Directors shall take office at the April membership meeting.

## **ARTICLE IX: FINANCIAL ADMINISTRATION**

1. The fiscal year of the Chapter shall commence on the first day of ~~July~~ *September* in each year.
2. Annual dues shall be payable by November 1 and may be pro-rated during the year as approved by the Membership Committee and Board of Directors.

3. A Budget and Finance Committee shall be appointed by the President with the approval of the Board of Directors immediately following the April meeting. Membership shall include, but not be limited to, the Secretary/Treasurer and the Administrator.
4. A budget for the ensuing year shall be submitted for adoption at the first official Board of Directors meeting or no later than the first fall meeting. A majority vote of the Board at such meeting shall constitute adoption of the budget.

## ARTICLE X: INSTRUMENTS, BANK ACCOUNTS, CHECKS AND DRAFTS, LOANS, SECURITIES

### 1: Receipt of Gifts

The corporation may receive gifts, contributions, donations, and bequests (herein generally called "gifts") for its purposes. While the corporation specifically encourages unrestricted gifts whose principals and/or income there from may be used for the corporation's purposes in the discretion of the Board of Directors of this corporation, the Board of Directors will accept gifts for a restricted or otherwise designated purpose if such restriction is determined by the Board of Directors to be acceptable or otherwise conforms with these By-laws and any other guidelines by the Board of Directors for such restricted gifts.

### 2: Execution of Instruments

Except as in these By-laws otherwise provided, the Board of Directors may authorize the president or a 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. 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.

### 3: 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 By-laws as the Board may deem expedient.

#### 4: Checks and Draft

All checks, drafts, or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of its corporation shall be signed by the Secretary/Treasurer and the President. The President shall determine an alternate signee.

#### 5: Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans may be made to any officer or director of the corporation, directly or indirectly, except that reasonable advances or reimbursable expenses may be made in the discretion of the President or, in the case of the President, as determined by the Board of Directors.

### **ARTICLE XI: MEETINGS**

1. At least four regular meetings of the Board of Directors shall be held annually. The President may call special meetings of the Board and shall call a special meeting upon the written request of five members of the Board.
  - a. A majority of the members of the Executive Committee and Board of Directors shall constitute a quorum.
  - b. The affirmative vote by a majority of members of the Executive Committee and the Board of Directors present and voting at a duly constituted meeting shall be necessary to pass any motion or resolution.
2. A meeting shall be held in April of each year for the purpose of installing officers and directors, and for any other business that may properly come prior to the June planning meeting.
3. A planning meeting of the Chapter shall be held in June. The President shall determine the date, place and program. The general membership shall be notified of and invited to the planning meeting.

### **ARTICLE XII: PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order, Revised, shall govern the organization in all cases.

### **ARTICLE XIII: PROHIBITED ACTIVITIES**

No part of the earnings of the Chapter shall inure to the benefit of or be distributable 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 distributions in furtherance of the purposes set forth in these By-Laws. Except as provided in Section 501(b) 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 any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these By-Laws, the Chapter shall not carry on any other activities not permitted to be carried on by a (a) corporation exempt from Federal income tax under Section 501(c)6 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 Executive Committee shall, after paying or making provision for the payment of all liabilities of the Chapter, dispose of all 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, education, or scientific purposes as shall at the time qualify as an exempt organization of organizations under

Section 501(c)6 of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, as the Executive Committee shall determine.

#### **ARTICLE XIV: APPROVAL OF BY-LAWS**

These By-Laws shall be approved by the Chapter prior to the submission to the National School Public Relations Association Executive Board for final approval. National approval is necessary before the By-Laws become effective and official.

INSPRA By-Laws shall be reviewed and amended as necessary or in even numbered years.

#### **ARTICLE XV: AMENDMENTS**

These By-Laws may be amended by a two-thirds vote of the members present and voting at any meeting called for that purpose, provided written notice has been given at least thirty days prior to consideration. After Chapter approval, the Secretary/Treasurer shall submit all amendments to the NSPRA Executive Board.

02/12/11- Submission to INSPRA Membership Approved by the INSPRA Board of Directors

03/11/11 - Approved by INSPRA Membership

03/14/11 - Submitted to NSPRA for Approval

03/25/11.- Approved by NSPRA, Published to INSPRA website