



**BYLAWS of the
Minnesota School Public Relations Association, Inc.
a Chapter of the National School Public Relations Association**

Effective July 1, 2012 ~~x date, 2020~~*

ARTICLE I – NAME AND AFFILIATION

The *name* of this organization shall be the Minnesota School Public Relations Association (MinnSPRA). This organization, or Chapter, shall be an *affiliate* of the National School Public Relations Association (NSPRA).

ARTICLE II – OBJECTIVES AND PURPOSES

Section 1. The *objectives* of MinnSPRA shall be to:

- Provide public relations leadership advocating public education;
- Offer high-quality professional development opportunities;
- Effectively serve its members.

Section 2. *Purposes.* Said corporation is organized exclusively for charitable, religious, educational or scientific purposes, and including for such purposes the making of distributions to organizations that qualify as exempt 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).

~~No part of the income or assets net earnings of the corporation shall inure to any the benefit of, or be distributable to, its members, directors, or officers except as compensation for specific duties performed under the direction of the board of directors or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensations for services rendered.~~ No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Commented [1]: Changes made to mirror NSPRA articles of incorporation.

Section 3. ***Non-discrimination and Commitment to Equity***
The Minnesota School Public Relations Association shall treat all persons equally without regard to race, color, religion (creed), national origin, sexual orientation, gender, gender expression, age, marital status or disability unrelated to the function to be performed. Further, MinnSPRA believes that the advancement of equity within school public relations is foundational to the relevancy and effectiveness of the profession. This commitment relates to membership practices, professional development, employment practices, materials produced by the Association, and relations with other organizations and the public.

Commented [2]: New; to demonstrate MinnSPRA's commitment.

* Incorporates Amendments approved 4/26/91, 12/9/91, 9/30/99, 7/1/01, 03/30/09, 3/16/12, X/X/20



ARTICLE III – MEMBERSHIP

Section 1. **Members** are those who have a formal relationship with education, such as employees of educational institutions and agencies, school board members and parent organization officers, or those who are actively interested in advancing the cause of education.

Section 2. **Voting Privileges.** All members shall be eligible to vote.

ARTICLE IV – DUES

Annual **dues** of the organization shall be established by the Board of Directors. The membership year shall be July 1 through June 30. An applicant shall be a member from the time of payment through the end of the current membership year.

ARTICLE V – OFFICERS

Officers of MinnSPRA shall be members of the organization. The president, president-elect, treasurer and one other board member shall be members of the National School Public Relations Association (NSPRA); other officers and members are encouraged to be members of NSPRA. Officers shall be elected by mail or electronic ballot ~~prior to that year's scheduled annual meeting~~ and shall take office on July 1 of the year for which they are elected. The terms of office for the treasurer, secretary and membership coordinator shall be two years. The President-Elect shall serve one year as President-elect and then serve as President for one year. At the conclusion of the term as President, he/she will serve as Past-President for one year. Officers and their duties shall be:

Commented [3]: To delink the election from the annual meeting for more flexibility in scheduling when that meeting occurs.

Section 1. **President** – shall be the executive director of the organization and shall preside at meetings of the organization, the Board of Directors and the Executive Committee. The president shall appoint the chairperson for all committees with the approval of the Board. The president shall convene the Annual Meeting. The president shall approve non-budgeted disbursements up to \$100. The president shall oversee development of an annual budget to be approved by the Board of Directors at the October meeting. The president shall maintain liaison with NSPRA through the NSPRA regional vice president and the NSPRA office.

Section 2. **Past-President** – shall be the person immediately preceding the president in office and shall serve until the end of the term of office of his/her successor as president. The past-president shall perform such duties as assigned by the president.

Section 3. **President-Elect** – shall perform all duties of the president in the event of the inability of the president to act. In addition, the president-elect shall perform duties as assigned by the president. The president-elect shall succeed the president when the president's term is completed. If the president-elect becomes president because of the president's incapacity or resignation, he/she will complete the remainder of the current term before beginning his/her own term. If the president-elect is not able to assume the duties of the president at the time of the president's incapacity or resignation, the executive committee shall develop and the board shall approve a process for an interim president to be appointed to fulfill the remainder of the president's term.

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- Section 4. **Treasurer** – shall keep records of funds, provide a financial statement at each meeting of the Board of Directors and annually to the membership, and disburse organization funds in accordance with the annual budget according to these bylaws. The treasurer’s books shall be audited and a report made to the president and the Board of Directors by the audit committee no later than the November Board meeting. This shall be a two-year term ~~beginning spring 2001~~, staggered with the membership coordinator position.
- Section 5. **Secretary** – shall keep minutes of all meetings and shall distribute such minutes to each member of the Board of Directors, shall assist in handling organization correspondence, and shall be responsible for notification of meetings. This shall be a two-year term ~~beginning spring 2010~~.
- Section 6. **Membership coordinator** – shall manage all matters relating to membership, including member database, member brochure development, and member solicitations and ~~communication~~ directory production. This shall be a two-year term ~~beginning spring 2000~~, staggered with the treasurer position.

Commented [4]: No longer needed.

Commented [5]: No longer needed.

Commented [6]: Updated to reflect reality of position; date no longer needed.

ARTICLE VI – BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

- Section 1. **Board of Directors** – The governing body of the organization shall be the Board of Directors. Members of the organization shall be eligible for election to the Board of Directors. The Board shall include the five elected officers of the organization, the past-president, and six directors. The term of a Director shall be for two years. Three directors, the secretary and the membership coordinator shall be elected each even year; three directors and the treasurer shall be elected each odd year. The president may appoint to the Board one additional director for a one-year term whose expertise would be of special assistance to the Board. The presidential appointee does not need to be a member of MinnSPRA.
- Section 2. **Executive Committee** – The Executive Committee shall consist of the president, who shall act as chair, past-president, president-elect, secretary, treasurer and membership coordinator. The Executive Committee shall assist the president in the conduct of Chapter affairs between scheduled meetings of the membership and the Board of Directors.
- Section 3. **Vacancies** – the Board of Directors shall fill any vacancies in the offices of president-elect, secretary, treasurer or directors until the next election.
- Section 4. **Inactivity** – the Board of Directors may consider removal of a director or officer who fails to attend (either physically or by electronic means) three (3) consecutive Board meetings. Failure to attend four (4) consecutive Board meetings shall cause that person to cease being a member of the Board of Directors.
- Section 5. **Removal of Board Member** - The Executive Committee (the Committee) may remove any Board member by a two-thirds vote of the Committee for fraud, corruption, violation of the NSPRA code of ethics, or, if in the Committee’s judgment, the Board member’s actions have caused serious damage to the Chapter, NSPRA or either entity’s reputation.

Commented [7]: New; want to have something in bylaws if needed - provides us with guidance if a situation arises.

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Section 6. **Conflict of Interest** – Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall comply with the guidelines outlined in the Chapter’s Conflict of Interest Policy.

Commented [8]: New; all board members sign this policy at their first meeting. Want to codify this commitment.

ARTICLE VII – ELECTIONS

Officers and members of the Board of Directors shall be *elected* by mail or electronic ballot. ~~Such ballots shall be distributed to all current Chapter members at least 30 days prior to that year’s scheduled annual meeting and returned no later than seven days prior to such meeting.~~ Such ballots shall be distributed to all current Chapter members at least 30 days prior to the voting deadline. Ballots should be returned no later than seven days prior to the voting deadline, which shall be no later than April 30.

Commented [9]: Want to delink the election from the annual meeting to provide flexibility.

Nominating Committee. The nominating committee shall consist of the past-president, who shall serve as the chair, and three MinnSPRA members who shall be recommended to the Board by the past-president for approval.

ARTICLE VIII – MEETINGS

- Section 1. Meetings of the organization shall be held at such times and places as shall be determined by the Board of Directors. One of these meetings shall be designated by the Board as the annual meeting, to be held no later than May 31. The voting members present at an organization meeting shall constitute a quorum. The secretary shall notify all members of organization meetings in writing and at least 30 days in advance of the meeting date.
- Section 2. The Board of Directors shall meet on notice from the president. A majority of the Board present (either physically or electronically) shall constitute a quorum.
- Section 3. The Executive Committee shall meet on call of any of its members.

ARTICLE IX – COMMITTEE CHAIRPERSONS

Committee chairpersons shall be appointed at the discretion of the president with the approval of the Board. Committee members shall be selected by the chairperson.

ARTICLE X – DISSOLUTION

In the event of dissolution, ~~after paying or making provision for the payment of all the liabilities of the corporation,~~ any remaining assets shall be distributed to organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Commented [10]: Ensures we can and will pay our bills prior to distribution of remaining assets. Aligns with other chapters’ bylaws.

ARTICLE XI – AMENDMENTS

~~Chapter bylaws, including any amendments, must be approved by the National School Public Relations Association (NSPRA) Executive Board prior to final adoption by the Chapter. Following NSPRA approval,~~ these Bylaws may be amended by voting members in three ways: either by a vote of members present at any regular organization meeting, by a mail ballot, or by electronic communication. In any case, all voting members shall receive 30 days’ notice in writing of the proposed amendment. At a Chapter meeting, the amendment must be approved by two-thirds of the ~~these~~ voting members present. By mail or electronic communication, the amendment must be approved by a number equivalent to two-

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thirds of those voting. After Chapter approval, an amendment shall be approved by the National School Public Relations Association before it becomes effective.

Commented [11]: Aligns with NSPRA process and requirements.