

Notice of Proposed Amendments to The Bylaws of the Houston Chapter of the Public Relations Society of America

Proposed Amendment 1

Article III – Officers and Board of Directors Section 2. Board Composition

The current bylaws read as:

The governing body of the Chapter shall be a board of directors consisting of the president, president-elect, vice president, secretary, treasurer, immediate past president, PRSA Leadership Assembly delegate(s), seven directors-at-large and the president of the Public Relations Foundation of Houston. Directors and officers shall be members in good standing with the Chapter and the Society.

The proposed amendment:

The governing body of the Chapter shall be a board of directors consisting of the president, president-elect, vice president, secretary, treasurer, immediate past president, PRSA Leadership Assembly delegate(s), seven directors-at-large and an appointed Chairman of the Chapter Scholarship Committee. Directors and officers shall be members in good standing with the Chapter and the Society.

Rationale:

For years, the Houston Chapter of PRSA, has been honored to be able to present scholarships to outstanding students pursuing a career in public relations. The fundraising and awarding of the scholarships has been led by the Public Relations Foundation of Houston (PRFH). The PRFH is governed by a separate 10-person board consisting of officers and elected trustees.

Because of the enormous significant legal and fiscal responsibility that goes with overseeing the monies within the scholarship fund and increasing difficulty in recruiting experienced chapter members to serve on this board, the Chapter Board of Directors is proposing that the PRFH, as a separate board of trustees, be dissolved and that all activities related to scholarships be managed under the Chapter Board through a scholarship committee. It is the belief that making this change will limit the Chapter's legal exposure, given that the PRFH is not legally a foundation nor a 501(c)3, while assuring that the intended purpose of the PRFH can continue. Additionally, despite the monies held by the PRFH, the organization has no Directors and Officers insurance, unlike the Chapter board, to protect its board members.

The current Board of the PRFH would transition to a new Scholarship Committee and would continue to carry out the same duties. The current President of the PRFH would become the Chairman of the Scholarship Committee and would serve as an appointed member of the Chapter's Board of Directors. Any current PRFH Board member or new PRFH officer or trustee elected during the 2017 Houston Chapter Annual Election would automatically become a member of the committee.

It's important to note that as the current scholarship funds are held within the national PRSA Foundation and the Greater Houston Community Fund, both designated 501(c) 3 entities, all donations made for scholarships will continue to be tax deductible as allowed by the current IRS Tax Code.

Proposed Amendment 2

Article VI – Public Relations Foundation of Houston Sections 1 – 6

The current bylaws under Article VI relate to the Public Relations Foundation of Houston.

The proposed amendment to the current bylaws is the removal of Article VI and Sections 1 - 6. Subsequent Articles and Sections within the bylaws would be renumbered accordingly.

Rationale:

As stated above, the Public Relations Foundation of Houston will be transitioned to a Scholarship Committee reporting to the Houston Chapter Board of Directors. As such, Article VI and all Sections within Article VI are no longer applicable.

A formal policy relating to the scope, objectives, governance, and budget of the Scholarship Committee will be adopted by Chapter Board of Directors. Additionally, all scholarships and grant eligibility will be addressed within the policy.

Summary:

- Public Relation Foundation of Houston (PRFH) will transition to Scholarship Committee
- Scholarship Committee Chairman will be appointed member of the Chapter Board
- Article VI of Chapter Bylaws will be removed
- Policy will be adopted to address Scholarship Committee activities

These amendments have been reviewed and approved by both the [Houston Chapter Board of Directors](#) and the [PRFH Board of Trustees](#).