

**BYLAWS AS OF NOVEMBER, 2011 OF THE
SPOKANE REGIONAL MARKETING AND COMMUNICATIONS ASSOCIATION**
(Adopted from Spokane Public Relations Council (SPRC) June 6, 2003)

Article I – Name and Purpose

Section 1 – *Name*: The name of this organization shall be Spokane Regional MarCom Association (MarCom).

Section 2 – *Mission*: MarCom is to be Spokane’s leading communication organization dedicated to advancing the integrated marketing communication profession through professional development, community impact, and a commitment to credibility.

Section 3 – *Goal*: The goals of the organization are:

- To provide members with insight and tools that will help them be more effective in their jobs.
- To promote the value of sound public relations and communication practices in the business environment.
- To foster an open dialogue with various individuals and organizations engaged in communications efforts that affect the community.
- To support and guide local college students and emerging professionals pursuing a career in related fields.

The organization strives to meet its goals by:

- Holding monthly meetings and annual workshop(s) with high-quality professional development content.
- Sponsoring the annual Spark Awards to recognize the best local work in the integrated marketing communication industry.
- Sponsoring two or more internships each year to develop the next generation of marketing and communication professionals.
- Providing formal and informal networking opportunities to its members.
- Speaking out publicly on behalf of the marketing communication profession when appropriate.
- Other activities as deemed appropriate by the board.

Article II – Membership and Dues

Section 1 – *Eligibility for membership*: Membership in the organization shall be open to professional communicators actively engaged in, interested in or retired from internal and external organizational communication; college-level students majoring in communications-related fields of study; and others who support the mission and goals of the organization.

Section II – *Member rights and responsibilities*: All dues-paying members in good standing are entitled to:

- Attend all official functions of the organization.
- Be nominated to serve on the Board of Directors.
- Volunteer to serve on any committee.
- Access the secure members-only section of the organization’s website.
- Receive the monthly newsletter.
- Receive reduced rates on any MarCom service offered to the general public at a higher cost.
- Pay reduced fees on entries into the Spark Awards.
- Apply for a MarCom-funded student intern.

As a requirement of membership in good standing, in addition to payment of dues, members agree they shall:

- Abide by the organization’s privacy policy concerning member information in the directory.
- Refrain from contacting MarCom members with unsolicited promotional, sales or marketing information.
- Support the mission and goals of the organization.

Section 3 – *Annual dues and meeting fees*: The amount required for annual dues and meeting fees shall be determined by the MarCom Board of Directors at its summer retreat meeting. The MarCom Board of Directors may choose to offer a reduction in dues when an organization has more than one employee as a member. Member renewal notices will be mailed or emailed in August of each year. Renewing members must pay dues by September 30 to remain a member in good standing and to continue receiving reduced member rates on the services of the organization. Dues may be prorated at the discretion of the Finance Chair. New members joining after April 1 of each year shall be members in good standing through the end of the subsequent year. ***NOTE: the immediate past president shall receive membership for free for the 1 year they are serving as past president.***

Section 4 – *Transfers*: Each membership will belong to the organization or individual who has made the payment. If a member leaves an organization, transfer rights will belong to the owner of the membership.

Section 5 – *Member information*: Each member will be required to provide contact information including (but not limited to) name, job title, business name, postal address, email address, phone and fax numbers. This information will be used only to contact members regarding MarCom activities and issues. Unless otherwise requested, the information will be made available to authorized MarCom members for the purpose of MarCom-related contact. Under no circumstances will this information be shared with outside entities by any MarCom member or used by any MarCom member to promote and/or market personal or business interests.

Article III – Meetings of Members

Section 1 – *Regular meetings*: Regular meetings of the members will be held monthly, September through June, with deviations from this schedule approved by the Board of Directors. Presentations at these meetings will be planned by the Program Chair. The June meeting shall serve as the annual business meeting for the election of the board members and officers and for such other business as shall come before the entire membership of the organization. The June meeting presentation features the Spark Award Dussault Award winner.

Section 2 – *Notice of meetings*: Notice of meetings will be emailed to each member at least 7 days prior to the meeting.

Section 3 – *Guests and students*: MarCom members are encouraged to bring guests to meetings. Guests are charged the non-member meeting rate. At the discretion of the Finance Chair, discounted guest rates may be offered. Students are charged the student rate. Those serving on the MarCom Board of Directors may invite guests to meetings at no charge, but this type of guest must be a close acquaintance to the board member, is trying out a meeting for the first time and is not a current or expired MarCom member.

Article IV – Board of Directors

Section 1 – *Board authority, responsibilities, and function*: The board is responsible for overall policy, direction and management of the association. Board members carry out the functions necessary to operate the organization, directing and working with volunteer committees as appropriate.

Responsibilities of the board are as follows:

- To determine and adopt the policies and procedures necessary to govern the operation of the organization and to review them periodically.
- To approve an annual budget, which includes setting member dues and projecting expenses for the organization.
- To provide for the establishment of the necessary procedures to assure proper accounting for receipts, disbursements of the organization's funds and inventory of the organization's assets.
- To approve such agreements, contracts and purchases as are necessary for the conduct of the organization's assets.
- To communicate regularly with members concerning meetings and other activities of the organization.
- To develop and coordinate professional development programs at the monthly meeting and annual workshop(s).
- To manage the annual Spark Awards.
- To manage an internship program, including recruitment of intern candidates and host firms and fundraising stipends for interns.
- To accept grants or gifts of materials on such terms as may be mutually agreed upon by the organization and the grantor.

- To consider communications and requests from members and others on matters or policy.

Responsibilities of individual board members are as follows:

- To support the mission and goals of the organization and to uphold the highest ethical principles of the marketing communication profession.
- To be regular in attendance at board meetings and monthly membership meetings.
- To accept appointment to a board position involving oversight of at least one area of the board's management responsibilities to the organization and to fulfill the duties of that position to the best of his or her abilities.
- To notify the board President whenever difficulty in fulfilling board responsibilities arises to an extent that will adversely affect the functioning of the organization and the carrying out of those duties.

Section 2 – *Board size*: The board shall have up to 11, but not fewer than 7 members. Board of Director positions may include: Communications Chair, Events Chair, Fundraising Chair, Internship Chair, Membership Chair, Programming Chair, Spark Awards Judging Chair, and any other positions as deemed necessary.

Section 3 – *Eligibility for board membership*: All dues-paying members in good standing are eligible for nomination and election to the board.

Section 4 – *Terms*: All board members shall serve three-year terms. A member who is elected to President shall have his/her term of office on the board extended as necessary to fulfill the positions of the President and past President. Board members may be re-elected to one term. Should a board vacancy occur, the Board of Directors shall elect a successor to serve the balance of the unexpired term. Such selection shall occur within two months or at the next general election of the organization, whichever is sooner.

Section 5 – *Meetings*: The board shall meet monthly during the membership year, September through June, with other meetings or retreats as required. The regular monthly meeting board meeting schedule will be set by the board in advance of the September membership meeting each year.

Section 6 – *Board elections*: New directors and current directors shall be elected or re-elected by the members of the organization annually at the June membership meeting. Directors will be elected by a simple majority of members present.

The board shall be responsible for nominating prospective board members that represent the membership constituency. The slate of candidates shall specify the candidates for President and Vice President/President-elect.

In developing the slate of candidates for board positions, the sitting board shall seek to present candidates who represent a mix of experience, organizational type and other attributes and shall present those candidates who bring to the board a commitment to the

mission of the organization, the highest ethical standards of the public relations profession and the energy and talent to carry out the hands-on work of the organization.

In addition, any member can nominate a candidate to the slate of nominees.

Board members may serve more than one term. A board member who has been elected to fill the balance of an unexpired term may be elected to a full term in his or her own right.

Section 7 – Resignation, termination and absences: Resignation from the board must be in writing and received by the President. A board member may be removed for good cause by a three-fourths majority of the remaining directors.

Board members are expected to attend as many of the monthly meetings as possible, given legitimate work demands. Board members shall notify the President in advance, whenever possible, if they must miss a meeting.

Section 8 – Quorum: A simple majority of the Board of Directors attending shall constitute a quorum for all meetings of the board when business transactions are to take place and motions are to pass. In the event of a tie vote with all board members present, the President shall cast an additional vote to break the tie.

Section 9 – Special meetings: Special meetings of the board shall be called upon the request of the President, or one-third of the board.

Section 10 – Compensation and reimbursement: No board member shall be entitled to any salary or compensation. Board members may be reimbursed for actual and necessary expense incurred in connection with the performance of their duties. Board members must obtain advance authorization from the President for expenditures in excess of \$50 that are not usual and necessary for fulfillment of board duties.

Article V – Officers

Section 1 – Officers: There shall be four officers of the board, consisting of the President, Vice President/Incoming President, Past President, and Finance Chair. The President and the Vice President are elected by the members as specified in Article III. Other officers can be appointed by the President if deemed necessary.

Section 2 – Term of office: All officers shall hold office for a term of one year (except the Finance Chair who shall hold office for a term of three years like the other directors), beginning July 1 of each year, and until their successors are elected and installed. The board may choose to nominate an officer to hold an office for more than one term, except for the positions of President, Past President and Vice President.

Section 3 – *Duties of board officers:*

President

The duties of the President shall be to:

- Convene regularly scheduled board meetings.
- Preside at each board meeting or arrange for other officers to preside at each meeting in the following order: Vice President, Past President, Finance Chair.
- Call special meetings as necessary.
- Appoint officers of the board and directors/committee chairs.
- Oversee the board's nominating process of Vice President/President-Elect.
- Preside over the June annual business meeting, conducting the election of the slate of candidates for board members and officers and any other business to come before the membership.
- Prepare and circulate the agenda in advance of each board meeting.
- Communicate on behalf of the board as the official voice of the organization. when condition warrant or when so directed by a vote of a simple majority of the board.
- Periodically consult with board members on their roles.
- Oversee the general conduct of board functions necessary for the operation of the organization.
- Preside at monthly membership meetings.

Vice President/Incoming President

The duties of the Vice President shall be to:

- Understand the responsibilities of the President and be able to perform those duties upon absence of the President.
- Preside over board members and the monthly meetings in the absence of the President.
- Serve in another board capacity (customarily Programming Chair) as appointed by the President.

Past President

The duties of the Past President shall be to:

- Lead board members in member recruitment and retention.
- Welcome new members.
- Contact department members to gain information of value to the organization in working with continuing members.

Finance Chair

The duties of the Finance Chair shall be to:

- Provide safekeeping for and records on all organization funds.
- Prepare a draft annual budget in consultation with the President for board approval and thereafter manage it.
- Report to the President monthly, and upon request, concerning the organization's finances.

- See that an annual financial report is prepared for presentation to the members.
- Collect all membership fees and dues.
- Ensure compliance with all IRS regulations and other applicable legal requirements.
- Disburse organization funds for expenditures less than \$100, and for usual and necessary expenses of the organization in excess of \$100. For usual expenditures \$100 and over, organization funds may be disbursed after proper approval by the President and/or Board of Directors.
- Assign credit cards to approved board members.

Section 4 – *Standards or good practice (code of ethics)*: In support of effective governance of the organization, the Board of Directors believes:

- That it derives its authority from, and is accountable to, the membership, and that it must always act as an advocate on behalf of the entire membership, honestly debate issues that affect it and speak with one voice once a decision or policy is made.
- That it is responsible for creating and maintaining a spirit of true collaboration and mutual support within the board.
- That its members come to each meeting prepared and ready to debate issues fully and openly, vote their conscience and support the decision or policy made.
- That its behavior, and that of its members, exemplifies the principles of ethical stewardship on behalf of the organization and the highest ethical standards of the integrated marketing communication profession.

Article VI—Board Policies

Section 1 – *Purpose of policies*: Board policies are meant to guide the board on implementation of these bylaws, and to address issues not otherwise specified here. They guide the conduct of the board and membership in fulfillment of the organization’s mission and goals. Policies are supplemented by procedural guidelines developed by officers and committee chairs as needed.

Section 2 – *Initiation and adoption of policies*: Any board member or member in good standing of the organization may propose a policy for adoption by the board. The board shall consider all policies proposed by members and shall report back to that member upon final action. Policies may be adopted or repealed by a simple majority of the board.

Section 3 – *Communication of policies*: The board shall communicate policies directly affecting membership to the membership through publication in the newsletter and on the website. A copy of all policies adopted shall be maintained as specified in Article IX.

Article VII – Committees

Section 1 – *Standing Committees*: There can be standing committees for:

- Events
- Fundraising
- Internships
- Membership
- Programming
- Spark Awards Judging

Section 2 – *Committee Chairpersons*: Committee chairpersons shall be appointed from the Board of Directors by the President. Duties of the chair shall be to:

- Convene and organize the committee.
- Maintain records as described under Article IX.
- Report regularly to the board on committee actions.
- Bring committee recommendations to the board for discussion and adoption as appropriate.

Section 3 – *Other committees*: Other standing and special committees may be created as needed by the Board of Directors. Special committees are those established for a specific purpose of limited duration. The duties of such a committee shall be determined by the Board of Directors at the time the committee is created.

Section 4 – *Reporting*: The President or the Board of Directors may require a committee chair person to attend any meeting of the board to report on the committee’s progress and/or submit a report in writing.

Section 5 – *Committee members*: Committee members shall be recruited by the committee chair and the Board of Directors from current dues-paying members in good standing, or potential members.

Section 6 – *Compensation*: Committee chairs and members receive no compensation for their service. Upon advance authorization by the board, they may receive reimbursement for actual and necessary expenses incurred in the performance of committee duties.

Article VIII – Finance

Section 1 – *Adoption of annual budget*: The newly elected President, immediate Past President, Past Finance Chair and newly elected Finance Chair shall develop a projected budget for presentation at the board’s first meeting of the fall. The board shall revise as necessary and adopt the budget by a majority vote. The board shall utilize it as a guide in decisions regarding the organization’s actions during the course of the member year and the Finance Chair shall be guided by the budget in approving disbursements for expenses.

Section 2 – *Budget Principles*: In devoting the annual budget, the board shall be guided by these principles.

- Conservation estimates of member dues revenue should be utilized in projecting income.
- Meeting fees should generally be set at a level that covers costs of basic programming, with member dues serving as the source of operating income for other regular and extraordinary expenses of the organization.
- Proceeds from each year’s Spark Awards should be earmarked for funding MarCom internships and for limited Spark Awards related expenses. The proceeds, if any, from prior years should be clearly identified in the budget as a dedicated fund.

Section 3 – *Assets*: Any purchases of physical assets should be considered only when the board deems such acquisition to be necessary to the basic functioning of the organization. The board shall adopt a policy for the management of any assets acquired by the organization that reflects professional business practices and safeguards the investment of the organization’s funds.

Section 4 – *Borrowing authority*: The President, Vice President and/or Finance Chair are authorized to request credit or lending arrangements on behalf of the organization, following a vote of the board to approve such a request.

In the event of a credit or lending contract, the organization will execute a notarized letter obtaining MarCom to cover any payments or debts arising from such an arrangement. Individual officers of the organization are not responsible for the debts of the organization.

Article IX – Records and Correspondence

Section 1 – *Organizational records*: An official permanent copy of the bylaws, policies in effect, and agreements entered into shall be maintained by the President in hard-copy and electronic format. Current information shall also be maintained on the organization’s website. A history of the organization shall be maintained and updated as part of the organization’s official records.

Section 2 – *Contracts*: Copies of contracts and other official agreements shall be retained in files by the Finance Chair for three (3) years.

Section 3 – *Officer and committee records*: Each board officer and director/committee chair shall be responsible for maintaining records sufficient for the successor to that position to fulfill its duties and responsibilities. These records shall include financial information as appropriate, model correspondence, deadlines and other planning documents necessary for timely completion of tasks, a brief year-end report and an updated working job description. It is customary for these records to be passed on at or after the annual summer board retreat.

Article X – Internship Program

Section 1 – *Purpose*: To help carry out the goals stated in **Article I** regarding the support, guidance and development of students as the next generation of marketing and communication professionals. Tasks performed by student interns are considered career training.

Section 2 – *Eligibility*: The internship committee selects the student interns and member host organizations from the pool of applicants. Eligible students are usually juniors seeking a bachelor’s degree with majors or minors in marketing, communications, journalism, public relations and related fields; and must be enrolled in college the fall semester or quarter after the summer internship period. All MarCom members in good standing are eligible to apply to be intern host organizations.

Section 3 – *Stipend*: MarCom sponsors the internship between the intern and host organization by providing a cash stipend to the intern.

Section 4 – *Internships in “for-profit” private sector*: Internship host organizations must meet the criteria laid out by the U.S. Department of Labor, Wage and Hour Division, Fact Sheet #71 (April 2010) for the internship to be excluded from the Fair Labor Standards Act (FLSA).

Article XI – Amendments

Section 1 – *Amendment of bylaws*: These bylaws may be amended when necessary by a vote of two-thirds of the board. Amendments shall be communicated to the members in the next issue of the newsletter and at the monthly meeting subsequent to their adoption. Amendments may be proposed by any member of the organization.