

## **Bylaw Change to Allow Non-APRs on Board of Directors FAQs**

### **What amendments is the Board proposing for the Assembly delegates to vote on?**

Proposal #1401 – Amends the bylaws to allow for eligible non-APR members to apply for either of the two At-Large seats set forth in Article V, Section 1.

Proposal #1402 – Clarifies that voting members of the PRSA Board of Directors may not serve as District or Chapter officers, Chapter delegates or alternates, Section chair, officer of the College of Fellows, member of the Board of Ethics and Professional Standards or on the UAB. However, members who serve in any of those positions may be elected to the Board in a nonvoting capacity.

### **What exactly is being changed in the bylaws?**

Proposal #1401 amends Article V, Section 2 to allow for eligible members who do not possess the APR credential to serve in an At-Large capacity on the PRSA Board of Directors. It further states that the APR credential is necessary for those eligible members who would like to represent a District or serve on the Executive Committee of the Board.

Proposal #1402 adds the word “voting” to clarify that board members eligible to vote may not serve in other volunteer roles within the organization.

### **Why do we need to make the change? What brought about the proposed amendment?**

There have been ongoing discussions at Assembly on PRSA’s longstanding policy of holding the APR as a prerequisite to serving on the PRSA National Board of Directors. Simultaneously we have watched the number of applicants for the APR credential steadily decline. This has created a struggle to source a complete slate of candidates who are eligible for national office service.

Three years of independent research and studies have shown us that while the majority of our membership sees the APR as a mark of personal achievement they do not believe it to be a validation of leadership ability.

The Board felt strongly that PRSA needed to evolve the composition of the board and provide representation at the national level to non-APR members. Not only does this allow PRSA to tap into a larger pool of potential leaders but also allows for leadership to be more representative of the membership as a whole.

**Why do seats need to be opened to non-APRs, didn't PRSA have a record number of applicants this year?**

Due to the very hard work of the Nominating Committee, we did see a significant increase in applicants for Director positions this year. While there are concerns about the ongoing struggle to source a complete slate of candidates, the bigger purpose of the proposed change is about the opportunity to open leadership opportunities for the entire PRSA community.

**The PRSA National Board should represent the best we have to offer. By opening the door to non-APRs, don't you think we are making compromising our principles?**

We have many members who are non-APRs who are talented and highly qualified leaders. While this amendment removes the APR requirement from the two At-Large seats, candidates must still fulfill all of the other requirements to lead, as well as be vetted and recommended by the PRSA Nominating Committee. Furthermore, a good organization listens to its members and critical stakeholders, and at PRSA we have years of independent research that supports this action. We need to provide a voice on the PRSA National Board to the entire populace of our membership.

**Does this mean the board could be composed of all non-APRs?**

No. The proposed amendment only allows for eligible members without the APR credential to apply to the two At-Large positions provided for in the bylaws. All other District and Executive Committee positions will still require members to have the APR credential.

**Are the two At-Large positions reserved for non-APR applicants?**

No. All eligible PRSA members may apply for the available At-Large positions.

**If a district doesn't field a candidate, doesn't its seat become at-large and open the door for more non-APRs on the board?**

No. While the seat is open to candidates from other districts for that election cycle only, it is still a seat reserved for a specific district according to our bylaws and cannot be filled by a non-APR.

**If I get a seat on the board will I be required to become APR credentialed?**

Only if you intend to run for a District seat or an officer position in the future.

**Does this make my APR worthless?**

No. We consider the APR credential a mark of excellence that identifies those who have demonstrated broad business and communications knowledge, strategic perspective and sound professional judgment in the field. Additionally, the majority of the seats on the PRSA National Board of Directors will still require the APR.

**Why should I care about this change?**

As a member of PRSA, this change opens the door to future leadership opportunities with the PRSA National Board of Directors that are not currently available to non-Accredited members, providing an opportunity for such members to participate in PRSA governance.

**Who do I contact with questions, concerns or comments?**

Please feel free to contact 2014 National Chair Joe Cohen at [joseph.cohen@prsa.org](mailto:joseph.cohen@prsa.org) or the Vice President of Public Relations for PRSA Stephanie Cegielski at [stephanie.cegielski@prsa.org](mailto:stephanie.cegielski@prsa.org).

**Is this the beginning of the end for APR?**

No. The decision to make two seats available to eligible non-APR members is separate from our work to strengthen the APR. The Board is currently considering the recommendations from last year's Organizational Performance Group study, as well as those made by the Task Force to Strengthen APR. Once a decision has been made we will communicate the changes to the membership.

**So much effort has been spent celebrating the 50<sup>th</sup> Anniversary of the APR this year, how can you justify celebrating the anniversary and promoting an amendment like this?**

The proposed amendment is separate from the work being done to strengthen the APR. The purpose of this bylaw amendment has nothing to do with the value of the APR credential, it is a governance issue, providing a voice on the PRSA National Board to our non-APRs, who make up the majority of our member base.

**What happened to the Task Force to Strengthen the APR? Was this one of their recommendations?**

The Task Force presented its recommendations, which are currently under board review. PRSA governance was not a topic issue that the Task Force chose to review.

**What gives the board the authority to do this? Would such a proposal been made if the CEO position were not vacant?**

The PRSA bylaws define those who are allowed to propose amendments. The PRSA National Board of Directors is listed among those authorized to propose amendments to the Assembly, while the CEO is not. The strength of PRSA rests not only in PRSA's leadership and CEO, but also in its membership. This amendment allows the organization to tap into that strength by extending the opportunity to strong industry leaders.

**Do you feel that this change – just two seats – will make a difference?**

Yes. This bylaw amendment enables PRSA to tap into the leadership potential of our entire organization as well as give opportunity to the membership who have petitioned for a seat at the table for many years.

**Before making a decision like this, shouldn't we do more research?**

We have years of independent research supporting this decision. Furthermore, we have representatives from Ketchum and Kelton who have all been involved in recent research and gone on record to voice their support for these changes.

**We have never given APR enough visibility or marketing, don't you think this is a big factor in why interest in the credential is waning?**

Our marketing efforts to promote APR have not generated the impact needed to provide credence to this claim. Further, we have consistent data from years of independent studies showing that PRSA members are very aware of APR, seeing it as a mark of personal achievement but not a validation of leadership ability, which is the issue at hand.