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Form **990-EZ**

Short Form Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

OMB No 1545-1150

2010

Department of the Treasury
Internal Revenue Service

- ▶ Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990 (see instructions) All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000 at the end of the year may use this form
- ▶ The organization may have to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning **2010**, and ending _____

<p>B Check if applicable</p> <p><input type="checkbox"/> Address change</p> <p><input type="checkbox"/> Name change</p> <p><input type="checkbox"/> Initial return</p> <p><input type="checkbox"/> Terminated</p> <p><input type="checkbox"/> Amended return</p> <p><input type="checkbox"/> Application pending</p>	<p>C</p> <p style="font-size: 12pt;">PUBLIC RELATIONS SOCIETY OF AMERICA MINNESOTA CHAPTER 1821 UNIVERSITY AVENUE W. S256 ST PAUL, MN 55104</p>	<p>D Employer identification number 41-1414223</p> <p>E Telephone number 651-917-9244</p> <p>F Group Exemption Number</p>
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G Accounting Method Cash Accrual Other (specify) _____

I Website: **WWW.MNPRSA.COM**

J Tax-exempt status (ck only one) — 501(c)(3) 501(c) (6) ◀ (insert no) 4947(a)(1) or 527

H Check if the organization is **not** required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

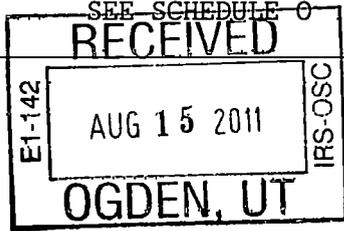
K Check if the organization is not a section 509(a)(3) supporting organization **and** its gross receipts are normally **not** more than \$50,000 A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions) But if the organization chooses to file a return, be sure to file a complete return

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts If gross receipts are \$200,000 or more, or if total assets (Part II, line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ 91,170.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

Check if the organization used Schedule O to respond to any question in this Part I

	1 Contributions, gifts, grants, and similar amounts received			1
	2 Program service revenue including government fees and contracts			2 65,205.
	3 Membership dues and assessments			3 23,991.
	4 Investment income			4 10.
	5a Gross amount from sale of assets other than inventory	5a		
	b Less cost or other basis and sales expenses	5b		
	c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)		5c	
	6 Gaming and fundraising events			
	a Gross income from gaming (attach Schedule G if greater than \$15,000)	6a		
	b Gross income from fundraising events (not including \$ _____ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000)	6b		
	c Less direct expenses from gaming and fundraising events	6c		
	d Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)		6d	
	7a Gross sales of inventory, less returns and allowances	7a		
	b Less cost of goods sold	7b		
	c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)		7c	
	8 Other revenue (describe in Schedule O)			8 1,964.
	9 Total revenue. Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8			9 91,170.
	10 Grants and similar amounts paid (list in Schedule O)			10 4,500.
	11 Benefits paid to or for members			
	12 Salaries, other compensation, and employee benefits			
	13 Professional fees and other payments to independent contractors			13 43,539.
	14 Occupancy, rent, utilities, and maintenance			
	15 Printing, publications, postage, and shipping			15 3,039.
	16 Other expenses (describe in Schedule O)			16 39,502.
	17 Total expenses. Add lines 10 through 16			17 90,580.
	18 Excess or (deficit) for the year (Subtract line 17 from line 9)			18 590.
	19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)			19 97,132.
	20 Other changes in net assets or fund balances (explain in Schedule O)			
	21 Net assets or fund balances at end of year Combine lines 18 through 20			21 97,722.



SCANNED AUG 29 2011

BAA For Paperwork Reduction Act Notice, see the separate instructions. Form 990-EZ (2010)

Part V Other Information (Note the statement requirements in the instructions for Part V.)

Check if the organization used Schedule O to respond to any question in this Part V

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If 'Yes,' provide a detailed description of each activity in Schedule O		X
34 Were any significant changes made to the organizing or governing documents? If 'Yes,' attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions) SEE SCHEDULE O	X	
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, explain in Schedule O why the organization did not report the income on Form 990-T.		
a Did the organization have unrelated business gross income of \$1,000 or more or was it a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year (see instructions)?		
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If 'Yes,' complete applicable parts of Schedule N		X
37a Enter amount of political expenditures, direct or indirect, as described in the instructions 37a 0.		
b Did the organization file Form 1120-POL for this year?		X
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?		X
b If 'Yes,' complete Schedule L, Part II and enter the total amount involved 38b N/A		
39 Section 501(c)(7) organizations Enter		
a Initiation fees and capital contributions included on line 9 39a N/A		
b Gross receipts, included on line 9, for public use of club facilities 39b N/A		
40a Section 501(c)(3) organizations Enter amount of tax imposed on the organization during the year under section 4911 N/A , section 4912 N/A , section 4955 N/A		
b Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If 'Yes,' complete Schedule L, Part I 40b		
c Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 0.		
d Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax on line 40c reimbursed by the organization 0.		
e All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If 'Yes,' complete Form 8886-T 40e		X
41 List the states with which a copy of this return is filed MN		

42a The organization's books are in care of **NONPROFIT SOLUTIONS** Telephone no **(651) 917-6240**
 Located at **1821 UNIVERSITY AVENUE W. ST. PAUL MN** ZIP + 4 **55104**

	Yes	No
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If 'Yes,' enter the name of the foreign country		X
42c See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of a Foreign Bank and Financial Accounts. At any time during the calendar year, did the organization maintain an office outside of the U S ? If 'Yes,' enter the name of the foreign country		X

43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of **Form 1041** - Check here and enter the amount of tax-exempt interest received or accrued during the tax year **43** N/A

	Yes	No
44a Did the organization maintain any donor advised funds during the year? If 'Yes,' Form 990 must be completed instead of Form 990-EZ		X
b Did the organization operate one or more hospital facilities during the year? If 'Yes,' Form 990 must be completed instead of Form 990-EZ 44b		X
c Did the organization receive any payments for indoor tanning services during the year? 44c		X
d If 'Yes' to line 44c, has the organization filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O 44d		

	Yes	No
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)?		X
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see inst.).		X
46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I.		X

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 47-49b and 52, and complete the tables for lines 50 and 51.

Check if the organization used Schedule O to respond to any question in this Part VI.

	Yes	No
47 Did the organization engage in lobbying activities? If 'Yes,' complete Schedule C, Part II.		
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E.		
49a Did the organization make any transfers to an exempt non-charitable related organization?		
b If 'Yes,' was the related organization a section 527 organization?		

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter 'None.'

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account and other allowances

f Total number of other employees paid over \$100,000.

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter 'None.'

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over \$100,000.

52 Did the organization complete Schedule A? Note: All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A. Yes No

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here: Signature of officer: John Condon Date: 8-3-11
 Type or print name and title: Treasurer

Paid Preparer Use Only: Print/Type preparer's name: J. DONOVAN CARPENTER Preparer's signature: [Signature] Date: 7/28/11 Check if self-employed PTIN: P00041280
 Firm's name: CARPENTER EVERT & ASSOCIATES Firm's EIN: 41-1534805
 Firm's address: 7760 FRANCE AVE. S. #940 BLOOMINGTON, MN 55435 Phone no.: (952) 831-0085

May the IRS discuss this return with the preparer shown above? See instructions. Yes No
 BAA Form 990-EZ (2010)

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No 1545-0047

2010

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

Name of the organization **PUBLIC RELATIONS SOCIETY OF AMERICA
MINNESOTA CHAPTER**

Employer identification number
41-1414223

FORM 990-EZ, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE

THE PURPOSE OF MINNESOTA PRSA IS TO:

- TO ADVANCE THE ART AND SCIENCE OF PUBLIC RELATIONS IN THE PUBLIC INTEREST;

- ENCOURAGE RESEARCH, DISCUSSION, AND STUDY OF THE PROBLEMS AND TECHNIQUES OF THE
PUBLIC RELATIONS PROFESSION;

- STRENGTHEN AND MAINTAIN THE HIGHEST STANDARDS OF SERVICE AND ETHICAL CONDUCT BY
ALL MEMBERS OF THE PROFESSION; EXCHANGE IDEAS AND EXPERIENCES AND COLLECT AND
DISSEMINATE INFORMATION THAT MAY ENHANCE OR IMPROVE THE PROFESSIONAL KNOWLEDGE,
STANDARDS, ETHICS, AND STANDING OF MEMBERS, AND

- PROMOTE THE PROFESSION.

FORM 990-EZ, PART III, LINE 28 - STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

OFFER MEMBERS PROFESSIONAL FORUMS & SEMINARS, ALONG WITH CONTINUING EDUCATION AND
AN ACCREDITATION PROGRAM. THESE PROGRAMS WORK TO STRENGTHEN AND ADVANCE THE
PROFESSION OF PUBLIC RELATIONS. AT YEAR END 2010, THERE WERE 377 ACTIVE MEMBERS
OF PRSA MINNESOTA.

PROVIDE ACADEMIC SCHOLARSHIPS TO ASSIST THOSE CHOOSING CAREERS IN PUBLIC
RELATIONS. IN 2010, FIVE SCHOLARSHIPS WERE GIVEN TO STUDENT MEMBERS.

CLIENT 033013

PUBLIC RELATIONS SOCIETY OF AMERICA
MINNESOTA CHAPTER

41-1414223

FORM 990-EZ, PART I, LINE 8
OTHER REVENUE

MISC INCOME

	\$	1,964.
TOTAL	\$	<u>1,964.</u>

FORM 990-EZ, PART I, LINE 16
OTHER EXPENSES

BANK FEES	\$	3,166.
CATERING		17,709.
DECORATIONS AND AWARDS		7,470.
DONATIONS		212.
EQUIPMENT		2,504.
FACILITY FEES		3,690.
OFFICE EXPENSES		44.
PROGRAM SUPPLIES		158.
SCHOLARSHIP EXPENSE		405.
SPEAKER FEES		400.
TELEPHONE & FAX		178.
TRAVEL		3,511.
VOLUNTEER APPRECIATION		55.
TOTAL	\$	<u>39,502.</u>

FORM 990-EZ, PART II, LINE 24
OTHER ASSETS

	<u>BEGINNING</u>		<u>ENDING</u>
ACCOUNTS RECEIVABLE	\$ 3,975.	\$	2,754.
PREPAID EXPENSES AND DEFERRED CHARGES	4,525.		1,000.
TOTAL	<u>\$ 8,500.</u>	<u>\$</u>	<u>3,754.</u>

FORM 990-EZ, PART II, LINE 26
TOTAL LIABILITIES

	<u>BEGINNING</u>		<u>ENDING</u>
ACCOUNTS PAYABLE AND ACCRUED EXPENSES	\$ 1,136.	\$	8,115.
DEFERRED REVENUE	11,405.		6,685.
TOTAL	<u>\$ 12,541.</u>	<u>\$</u>	<u>14,800.</u>

CLIENT 033013

PUBLIC RELATIONS SOCIETY OF AMERICA
MINNESOTA CHAPTER

41-1414223

FORM 990-EZ, PART IV
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
JAN HENNINGS 1821 UNIVERSITY AVE W, #S256 ST. PAUL, MN 55104	PAST PRESIDENT 2.00	\$ 0.	\$ 0.	\$ 0.
CANDEE WOLF 1821 UNIVERSITY AVE W, #S256 ST. PAUL, MN 55104	PRESIDENT 2.00	0.	0.	0.
BROOKE WORDEN 1821 UNIVERSITY AVE W, #S256 ST. PAUL, MN 55104	VICE PRESIDENT 2.00	0.	0.	0.
MELANIE BOULAY BECKER 1821 UNIVERSITY AVE W, #S256 ST PAUL, MN 55104	DIRECTOR 2.00	0.	0.	0.
BRANT SKOGRAND 1821 UNIVERSITY AVE W, #S256 ST. PAUL, MN 55104	TREASURER 2.00	0.	0.	0.
DAVID KOSTIK 1821 UNIVERSITY AVE W, #S256 ST. PAUL, MN 55104	ETHICS OFFICER 2.00	0.	0.	0.
TRACY CARLSON 1821 UNIVERSITY AVE W, #S256 ST PAUL, MN 55104	DIRECTOR 2.00	0.	0.	0.
ARIK HANSON 1821 UNIVERSITY AVE W, #S256 ST PAUL, MN 55104	DIRECTOR 2.00	0.	0.	0.
KELLI HARMS 1821 UNIVERSITY AVE W, #S256 ST PAUL, MN 55104	DIRECTOR 2.00	0.	0.	0.
ANNA LEWICKI LONG 1821 UNIVERSITY AVE W, #S256 ST PAUL, MN 55104	DIRECTOR 2.00	0.	0.	0.
LEAH OTTO 1821 UNIVERSITY AVE W, #S256 ST PAUL, MN 55104	DIRECTOR 2.00	0.	0.	0.
	TOTAL	\$ 0.	\$ 0.	\$ 0.

2010

FEDERAL STATEMENTS
PUBLIC RELATIONS SOCIETY OF AMERICA
MINNESOTA CHAPTER

PAGE 1

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41-1414223

FORM 990-EZ, PART V, LINE 34 - CHANGES TO ORGANIZING OR GOVERNING DOCUMENTS

CONFORMED COPY ATTACHED.

**Bylaws
of
The Minnesota Chapter of the
PUBLIC RELATIONS SOCIETY OF AMERICA, INC.**

ARTICLE I – GENERAL

Section 1. Name.

The name of this organization is The Minnesota Chapter (“Chapter”), of the Public Relations Society of America, Inc. (“Society” or “PRSA”).

Section 2. Territory and Location.

The Chapter will operate and serve members within the territory approved by the Society, and its principal office will be located in a place determined by the Chapter’s board of directors. The territorial limit approved by the Society for this Chapter is the state of Minnesota.

Section 3. Objectives.

In accordance with the purposes of the Society as set forth in the Society’s articles of incorporation and bylaws, the objectives of this Chapter shall be to serve a diverse community of professionals, empowering them to excel in effective, ethical and respectful communications on behalf of the organizations they represent and the constituencies they serve, and advance the careers of its members by providing:

- Lifelong learning.
- Vibrant, diverse and welcoming professional communities.
- Recognition of capabilities and accomplishments.
- Thought leadership, ethics and professional excellence.

Further, the Chapter, its board, officers, and members shall support and adhere to the bylaws, purposes, code of ethics, and all applicable policies and procedures established by the Society.

Section 4. Restrictions.

All policies and activities of the Chapter shall be consistent with:

- Applicable federal, state and local antitrust, trade regulation or other requirements.
- Tax-exemption requirements imposed on the Society under Internal Revenue Code Section 501(c) (6), including the requirements that the Chapter shall not be organized for profit and that no part of its net earnings shall inure to the benefit of any private individual.

ARTICLE II – MEMBERSHIP

Section 1. Membership Eligibility.

Membership in the Chapter is limited to individuals who are members in good standing with the Society, who are in compliance with the Society's bylaws, member code of ethics, and applicable policies and procedures, and who have paid membership dues to the Chapter.

Section 2. Admission to Membership.

Admission to membership in the Society shall be governed by the pertinent provisions of the Society's bylaws and subject to the eligibility requirements set forth above in Section 1.

Section 3. Rights and Privileges of Membership.

Membership carries with it a definitive obligation to pay all applicable dues, fees and other charges (collectively referred to as "financial obligations"), as provided in these bylaws and as determined by the board from time to time. Any payment by a member to the Society does not mitigate such member's financial obligations to the Chapter. Members of the Chapter may participate in Chapter activities and receive benefits outlined by the Chapter, including member rates for meetings, seminars, career assistance and other activities.

Section 4. Resignation or Termination of Membership.

- (a) Membership is automatically terminated without action by the board for failure to pay applicable dues for more than three months, failure to meet the eligibility requirements for membership, or when the membership to the Society has been terminated for any reason, including non-payment of dues.
- (b) A member may resign by submitting a written resignation.
- (c) Termination or resignation does not relieve a member from liability for any financial obligations accrued and unpaid as of the date of the termination or resignation.
- (d) The Chapter board may establish criteria and procedures for reinstatement of chapter membership after termination.

Section 5. Dues.

The amount of Chapter dues shall be fixed annually by the board, and shall be payable to the Society in accordance with Society rules. Chapter dues will be billed at the same time and with the Society's dues. Any member whose Chapter dues are unpaid for three months shall not be in good standing, and shall not be entitled to vote, hold office or enjoy other privileges of Chapter membership, provided such member has been duly notified.

Section 6. Continuance of Membership.

Members who leave the professional practice, teaching or administration of public relations may continue membership, provided that such members continue to abide by the Society's Bylaws, applicable policies and procedures and the PRSA Code of Ethics.

2010 REVISION
(To be voted on at December 2010 Annual Meeting)

Section 7. Membership Meetings.

- (a) There shall be an annual membership meeting each year at such date, time and place as may be designated by the board.
- (b) In addition to the annual meeting, there shall be regular membership meetings at least four times a year at such times and places as may be designated by the board.
- (c) Special meetings of the Chapter may be called by the president, the board or on written request by 10 percent of the Chapter members.
- (d) Notice of the annual meeting shall be given to each member personally by mail, electronic mail or other mode of written transmittal at least thirty days prior to the meeting. Notice of a regular meeting or special meeting shall be given to each member at least 10 days in advance.
- (e) A quorum for membership voting is 50 percent of the voting members present in person [or by proxy].
- (f) Voting at any membership meeting may be done in person or by proxy, with each voting member having a single vote. A majority of the members voting in person or by proxy where a quorum is present carries an action. Members may vote without a meeting in elections, or on any matter presented by the board where a quorum participates and the votes are submitted in writing by postal or other delivery, facsimile, electronic mail or any other electronic means.

ARTICLE III – OFFICERS AND BOARD OF DIRECTORS

Section 1. Scope.

The affairs of the Chapter are managed by its board of directors. It is the board's duty to carry out the objectives and purposes of the Chapter, and to this end, it may exercise all powers of the Chapter. The board is subject to the restrictions and obligations set forth in these bylaws, the Society's bylaws, policies and procedures, and code of ethics.

Section 2. Board Composition.

The governing body of the Chapter shall be a board of directors consisting of six officers (the president, president-elect, treasurer, secretary, immediate past president, and Chapter ethics officer), a PRSA Leadership Assembly Delegate, and six directors-at-large. Directors and officers shall be Accredited in Public Relations (APR) members in good standing with the Chapter and the Society. Directors shall be elected by the Chapter membership at its annual meeting for a term of two years, beginning Jan. 1 and ending when their successors are elected and installed.

Section 3. Chapter Officers.

The officers of the Chapter shall be a president, president-elect, treasurer, secretary, immediate past president and Chapter ethics officer. The officers shall be elected by Chapter membership at its annual meeting for a term of one year, beginning Jan. 1 and ending when their successors are elected and installed. No officer shall be eligible to succeed himself/herself in the same office.

2010 REVISION
(To be voted on at December 2010 Annual Meeting)

Section 4. President.

The president shall be the chief executive officer; shall preside at all meetings of the board and of the Chapter; shall appoint all committees with the approval of the board; and shall be *ex officio* member of all Chapter committees unless otherwise provided by the board. The president shall perform all other duties incident to the office of president. The president shall immediately succeed to the position of past president upon expiration of the president's term of office. The president or his/her designee shall serve as a PRSA Leadership Assembly delegate.

Section 5. President-Elect.

The president-elect shall assist the president, perform all duties incident to the office of president-elect and, in the absence or disability of the president, shall exercise the powers and perform the duties of the president. The president-elect shall immediately succeed to the office of president upon expiration of the president's term of office, and in the event of the death, resignation, removal, or incapacity of the president. The president-elect or his/her designee shall serve as a PRSA Leadership Assembly delegate.

Section 6. Treasurer.

The treasurer shall receive and deposit all Chapter funds in the name of the Chapter, in a bank or trust company selected and approved by the board. He/she shall issue receipts and make authorized disbursements by check after proper approval by the president or board. He/she shall prepare the Chapter's budget, make regular financial reports to the board, render an annual financial statement to Chapter membership and perform all other duties incident to the office of the treasurer.

Section 7. Secretary.

The secretary shall keep records of all meetings of the Chapter and of the board, send copies of such minutes to PRSA Headquarters and to the district chair, issue notices of all meetings, maintain or cause to be maintained the roll of membership, and perform all other duties customarily pertaining to the office of the secretary.

Section 8. Chapter Ethics Officer.

The Chapter ethics officer shall be elected for a three year term, and will promote and inspire the highest levels of ethical behavior and performance among chapter members; provide ethics education and consultation to the board and Chapter members throughout the year; and encourage Chapter members to seek guidance and clarification when they have questions about ethical principles, practices and standards of conduct in their day-to-day practice.

Section 9. Immediate Past President.

The Immediate Past President shall focus on providing continuity for Chapter policies and procedures and shall serve as chair of the nominating committee.

2010 REVISION
(To be voted on at December 2010 Annual Meeting)

Section 10. Directors.

A Director shall have experience at the Chapter level and shall demonstrate an ability to provide leadership in the Society and to the profession. Directors are responsible for assisting in meeting the needs of Chapter members; for directing annual activities to achieve the mission of the Chapter; and for representing the Chapter's interests and concerns in and outside the Society.

Section 11. Leadership Assembly Delegates.

The PRSA Leadership Assembly delegates shall serve as the Chapter's representative(s) at meetings of the PRSA Leadership Assembly, and as a liaison between the Society and the Chapter. The Chapter president and president-elect, (or their individual designee(s)) shall serve as PRSA Leadership Assembly delegates. Each additional delegate shall be a current board member, and will be selected by the chapter president. The order of selection shall be as follows: treasurer, secretary and ethics officer. Each additional delegate shall be elected by the Chapter membership for a term of two years beginning Jan. 1 and ending when his/her successor is elected and installed. To be eligible to serve as a PRSA Leadership Assembly delegate, a member must be Accredited in Public Relations (APR).

Section 12. Vacancies.

In the event of death, resignation, removal or expulsion of any officer or director, other than the president who shall be succeeded by the president-elect, the president shall nominate and the board shall elect a successor who shall take office immediately and serve the balance of the unexpired term, or until the next annual election.

Section 13. Removal or Resignation.

- (a) Any director who misses more than two consecutive board meetings without an excuse acceptable to the board may be given written notice of dismissal by the Chapter president and replaced in accordance with Section 12 above.
- (b) Any officer may be removed by: (1) two-thirds of the members voting where a quorum is present, or (2) three-quarters of the full board, excluding the officer proposed to be removed. Any officer proposed to be removed shall be provided with advance written notice, including the reason for the proposed removal, and must have an opportunity to respond to the proposed removal in writing or in person.
- (c) Any director or officer may resign at any time by providing written notice to the board.
- (d) Any removal or resignation of a person as an officer automatically results in that person's removal or resignation from the board.

Section 14. Board Meetings.

There shall be at least four meetings of the board during the calendar year at such times and places as it may determine. It shall meet at the call of the president or upon call of any three directors. Notice of each meeting of the board shall be given personally by mail, electronic mail or other mode of written transmittal to each director at least seven days prior to the meeting. Proxy voting is prohibited at board meetings.

2010 REVISION
(To be voted on at December 2010 Annual Meeting)

Section 15. Veto Power.

The Chapter board of directors shall have veto power over the acts of any Chapter officer or committee.

Section 16. Quorum.

A majority of the directors in office shall constitute a quorum for all meetings of the board.

Section 17. Compensation and Reimbursement.

No director or elected officer of the Chapter shall be entitled to any salary or other compensation, but may be reimbursed for expenses reasonably incurred in connection with the performance of their duties.

ARTICLE IV- NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

A nominating committee, chaired by the Chapter immediate past president, shall include the current Chapter president and president-elect, as well as at least two other accredited members selected by the immediate past president. The nominating committee shall meet at least 60 days prior to the annual meeting of the Chapter, to draft a slate of officers, directors and assembly delegates, for the board's approval.

Section 2. Nominations.

The nominating committee shall nominate only members who are Accredited by the Society. The nominating committee shall ensure that each nominee has been contacted and has agreed to serve if elected. Additional nominations, if any, shall be accepted from members no later than 10 days prior to the annual meeting, provided the nominees are Accredited and agree to serve if elected.

Section 3. Notice to Members.

At least 30 days before the annual meeting of the Chapter, the secretary shall communicate to all Chapter members the list of candidates for officer, director and assembly delegate. Nominations by membership must occur at least 10 days before the annual meeting, and the secretary will distribute such list to the general Chapter membership no later than three days prior to the annual meeting.

Section 4. Elections.

Voting may be by mail-in ballot, electronic ballot, or in person at the annual meeting, and winners must receive a majority of those members casting ballots. Balloting in contested elections shall be by secret ballot.

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ARTICLE V – COMMITTEES

Section 1. Appointment and Dissolution of Committees.

The board may appoint and dissolve committees to carry on the affairs of the Chapter as the board deems necessary or advisable. The board shall determine the duties of any such group, as well as its size and tenure. All committees established under this section shall be subject to the authority of the board.

Section 2. Committee Reports.

The chair of each committee shall report its activities regularly to the board. All committee activities shall be subject to approval by the board.

ARTICLE VI – FINANCIAL PROVISIONS

Section I. Fiscal Year.

The Chapter's fiscal year shall be one calendar year, from January 1 to December 31.

Section 2. Bonds.

All persons having power to make disbursements or sign checks on behalf of the Society shall be bonded at the expense of the Chapter in amounts to be determined by the Board.

Section 3. Audit.

The books of the Society shall be audited at least once every three years by certified public accountants to be engaged at the expense of the Chapter in amounts to be determined by the Board.

Section 4. Indemnity.

Any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that the person, his or her testator or intestate, is or was a director or officer of the Chapter or serves or served any other entity or organization in any capacity at the request of the Chapter shall be indemnified by the Chapter, and the Chapter may advance related expenses, to the fullest extent authorized or permitted by law.

Section 5. Limitation of Liability.

The personal liability of the officers and Directors of the Chapter is hereby eliminated, to the fullest extent permitted by law.

ARTICLE VII – PROCEDURES

Section 1. Notice of Meetings; Waiver.

Any notice required under these Bylaws may be given personally, by mail, electronic mail or other mode of written transmittal. If mailed, the notice shall be addressed to each person at such person's address as it appears in the records of the Society. Notice may be waived by a signed written waiver by the person waiving such notice, or by attending a meeting without protesting the lack of notice.

Section 2. Remote Communications.

To the extent permitted by the law, any person participating in a meeting of the membership, board, committee or other body of the Chapter may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another and otherwise fully participate in the meeting. Such participation constitutes presence in person at the meeting.

Section 3. Action by Unanimous Written Consent.

To the extent permitted by the law, any action required or permitted to be taken by the members, Board, committee or other body of the Chapter may be taken without a meeting, provided that one or more consents in writing, setting forth the action taken, is signed by all persons entitled to vote upon the matter.

Section 4. Parliamentary Authority.

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the Chapter in all cases to which they are applicable, and to which they are not inconsistent with the N-PCL, the Bylaws of the Society and the standing rules.

Section 5. Nondiscrimination.

In all deliberations and procedures, the Chapter shall subscribe to a policy of nondiscrimination on the basis of race, creed, religion, disability, sex, age, color, national origin or sexual or affectional preference.

Section 6. Books and Records.

The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the membership, Board and committees. The Chapter will make its books and records available to the Society at any time.

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ARTICLE VIII – AMENDMENTS

These bylaws may be amended by a majority vote of the members present at any meeting in which a quorum is present, provided such proposed amendment(s) has been approved by the Chapter's board, and at least thirty days' notice has been given to all members of any proposed amendment(s). Amendments adopted in accordance with this provision become effective only after approval by the Society's board.

ARTICLE IX – MISCELLANEOUS

Section 1. Charter.

The Chapter, its officers, directors, and agents must conform with and maintain its charter and all Chapter affiliation requirements imposed by the Society.

Section 2. Annual Report to the Society.

The Chapter will submit an annual report to the Society each year, as well as any other document or report required by the Society.

Section 3. Conflict-of-Interest Policy.

The board will adopt a conflict-of-interest policy and annual disclosure process that applies to all officers and directors of the Chapter.

Section 4. Assets of Chapter and Dissolution.

No member of the Chapter has any interest in, or right or title to the Chapter's assets. Should the Chapter liquidate, dissolve or terminate in any way, all assets remaining after paying the Chapter's debts and obligations shall be transferred to the Society or, in the event that the Society ceases to exist, to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes and exempt under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), as the Chapter board shall determine. In no event may any assets inure to the benefit of or be distributed to any member, director, officer, or employee of the Chapter.

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DECLARATION OF PRINCIPLES

Members of the Public Relations Society of America base their professional principles on the fundamental value and dignity of the individual, holding that the free exercise of human rights, especially freedom of speech, freedom of assembly, and freedom of the media, is essential to the practice of public relations. In serving the interests of clients and employers, we dedicate ourselves to the goals of better communication, understanding, and cooperation among the diverse individuals, groups, and institutions of society, and of equal opportunity of employment in the public relations profession.

WE PLEDGE to conduct ourselves professionally, with truth, accuracy, fairness and responsibility to the public; to improve our individual competence and advance the knowledge and proficiency of the profession through continuing research and education; and to adhere to the articles of the Code of Ethics and Professional Standards for the Practice of Public Relations as adopted by the governing Assembly of the Society.

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization PUBLIC RELATIONS SOCIETY OF AMERICA MINNESOTA CHAPTER	Employer identification number 41-1414223
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P.O. box, see instructions 1821 UNIVERSITY AVENUE W. S256	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions ST PAUL, MN 55104	

Enter the Return code for the return that this application is for (file a separate application for each return) 03

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ NONPROFIT SOLUTIONS -----

Telephone No ▶ (651) 917-6240 FAX No ▶ (651) 917-1835

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

- ▶ calendar year 20 10 or
- ▶ tax year beginning _____, 20 _____, and ending _____, 20 _____

2 If the tax year entered in line 1 is for less than 12 months, check reason. Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

BAA For Paperwork Reduction Act Notice, see Instructions.