

The Honorable Jacqueline W. Silbermann
Administrative Judge, 1st Judicial District
New York County Supreme Court – Civil Branch
60 Centre Street, Room 611
New York, NY 10007

RE: Public Relations Society of America

Dear Judge Silbermann:

This is a request, after many attempts have been made by me and other members, for your Court to intercede with the Public Relations Society of America (a Not-for-Profit Corporation incorporated March 30, 1948 in New York County, see Exhibit A) on behalf of its 22,000 members in regard to its lack of compliance with Section 621 of the Not-For-Profit Corporation Law.

Section 621 (a) specifically states that “every corporation shall keep at the office of the corporation, correct and complete books and records of account and minutes of the proceedings of its members, board and executive committee, if any, . . .” And, “Any of the foregoing books, minutes and records may be in written form or any other form capable of being converted into written form within a reasonable time” (see Exhibit B).

Section 621 (b) provides that any member of record of a corporation for at least six months immediately preceding his demand or their authorized representative “upon at least five days written demand shall have the right to examine in person or by agent or attorney, during usual business hours, its minutes of the proceedings of its members and list or record of members and to make extracts there from.”

We have been members of the Public Relations Society of America (PRSA) for decades. We are “accredited” by the association to practice public relations and have been elected to it’s College of Fellows. As Fellows we are among approximately 340 out of 22,000 members who have been recognized for their contribution to the practice of public relations.

In March 2008, we requested a copy of the minutes of the PRSA Executive Committee meeting of January 25. William Murray, chief operating officer, of the Society, responded by putting the minutes of the Board of Directors on their website (never done before) and responding that they are under no obligation to do that and certainly not Executive Committee minutes (see Exhibit C).

The Society has a lengthy record of withholding important information from members, which will be cited later, but the main issue here is its withholding of the 136-page transcript of six and one-half hours of proceedings of its

annual Assembly of elected delegates that took place October 25, 2008 in Detroit.

The word-for-word record of the meeting, transcribed by Ubiqus/Nation-wide Reporting & Convention Coverage, captures the one day in the year that the nearly 300 delegates, who represent 22,000 members, can question the 17-member national board. Every word spoken in that meeting is of interest and concern to members.

Instead of providing the transcript of the meeting to members and reporters, which the Society did in 2002, 2003 and 2004, the Society is withholding the 2008 transcript and instead distributed a three-and-one-quarter page "minutes" that is only a bare hint of what took place that day (see Exhibit D).

Public Relations Professor William Sledzik of Kent State University, in a public statement on his website, called Society leaders "wrongheaded and obstinate" in withholding the transcript. He is a 25-year member of the Society, a Fellow (its highest membership category), and was president of two of its chapters. (see Exhibit E).

David Scott, author of the widely-read, *The New Rules of Marketing & PR*, agreed on the Sledzik website, saying the Society "acts like the worst sort of command-and-control operation." Enclosed with this letter is a statement by [REDACTED], a longtime member of the Society who has been granted Fellow status (see Exhibit F).

Blake Lewis, another PRSA Fellow, has publicly said that "personally" he had "no reservation" about releasing the transcript (see Exhibit G). He is co-chair of the Society's Leadership Development Task Force which has stressed the need for "openness, total transparency" in Society matters. He is former chair of the Universal Accreditation Board, which administers the accreditation program for nine organizations including PRSA. About 50 senior members of PRSA are signatories to aims of the Leadership Development Task Force, which was founded in 2007. The 2007 Assembly passed a resolution officially recognizing the group and its aims.

If Society leaders and staff listened to such criticisms, we would not be writing you.

The transcript will show that members repeatedly proposed topics for discussion on October 25 and were told that such topics would be discussed at the end of the day in a "town hall." No such town hall was ever held because time ran out. The meeting was scheduled to end at 5 p.m. and only

52% of the delegates voted to continue it when a two thirds majority was needed. This was the second year in a row there was no time left for a "town hall" at the Assembly meeting.

One main reason there was no "town hall" was the use of about two hours in a training session on "Strategic Dialogue" conducted by an outside consultant. The purpose was to help delegates in their thinking processes in deciding about proposed bylaw changes that would be voted on at the 2009 Assembly.

Since at least one-third of the delegates will be new in 2009 (delegates are limited to three years' service) this dialogue is of educational importance not only to the new delegates but to the membership at large.

Repeated attempts by members to obtain the 2008 transcript (as well as the 2005, 2006 and 2007) transcripts have met with refusals by William Murray, chief operating officer of the Society. He says the sole purpose of the transcript was to prepare the minutes (see Exhibit H). But the minutes are so skimpy that only a stenographer was necessary to record the formal motions, elections, and votes on them. The recording and transcribing of the meeting, without making the transcription available to delegates and members-at-large, would be an egregious waste of members' dues.

While the 2007 minutes had the notation (see Exhibit I), "A copy of the transcription is on file at PRSA h.q.," no such notation appears on the 2008 minutes (see Exhibit J). The Society seems to be getting tighter and tighter with information which is a main reason we are appealing to the Court.

The bylaws of the Society say that the Assembly "shall have and may exercise all the powers, rights and privileges of members at an annual meeting" (see Exhibit K). We believe that this certainly entitles the delegates and members at-large to view the transcript of that meeting.

Assembly delegates complained at the 2008 meeting that they did not get the minutes of the 2007 Assembly until the day of the 2008 Assembly and neither were the latest financials delivered until the day of the 2008 Assembly. No complete list of the delegates was ever published although this was past practice. The delegates are not allowed to know who the other delegates are.

One of the biggest decisions the Society ever made, the suspension in 2006 of the nearly 1,000-page printed directory of members including about 200 pages of bylaws, chapter presidents, service firms and other important materials, was made without any discussion in the Assembly nor any polling of rank-and-file members. Many members feel the current online directory,

while useful, is no substitute for the convenience of a printed record of members.

We are not lawyers but we are asking the Court to direct PRSA to provide the transcript because just from the attached to e-mails from William Murray it is obvious that the Society has clearly is in violation of Section 621 of the Not-For-Profit Corporation Law and has no regard for the same. Furthermore, while the law may not specify transcripts it does specify "complete books and records of account and minutes of the proceedings of its members, board and executive committee, if any." Clearly a transcript of a meeting is the best, clear record of the proceedings.

We are asking the Court to direct the leaders of the Society to provide the transcript in PDF form on the Society's website so that all members may have access to it. The Society is based at 33 Maiden Lane, 11th floor, New York, NY 10038. Mr. Murray's phone is 212-460-1401 and his e-mail is William.murray@prsa.org.

Thank you for your consideration and assistance in this matter.

Sincerely,

Exhibits Attached:

- A) NYS Department of State Listing for Public Relations Society of America
- B) Section 621 of NYS' Not-for-Profit Corporation Law
- C) William Murray e-mail dated 3/31/08
- D) Agenda Oct. 25, 2008 PRSA Assembly
- E) William Sledzik quote from his website
- F) Statement by [REDACTED]
- G) Blake Lewis quote from odwyerpr.com
- H) William Murray e-mail dated 11/25/08
- I) Minutes of the Proceeding and Actions, 2007 Assembly Meeting
- J) Minutes of the Proceeding and Actions, 2008 Assembly Meeting
- K) PRSA Bylaws