

**Public Relations Society of America  
Cincinnati Chapter  
By-Laws  
As amended: June 1, 2006**

**I. Name**

The name of this non-profit professional organization shall be the Cincinnati Chapter (hereafter, the Chapter) of the Public Relations Society of America (hereafter, the Society).

**II. Objectives**

In accordance with the objectives of the Society, the objectives of this Chapter shall be to advance the principles and science of public relations in the public interest; to encourage research, discussion and study of the problems and techniques of the public relations profession; to strengthen and maintain the highest standards of service and ethical conduct by all members of the profession; to exchange ideas and experiences and collect and disseminate information that may enhance or improve the professional knowledge, standards, ethics, and standing of the membership; and to improve fraternalism within the profession.

**III. Membership**

1. *Local and national membership.* Membership in the Society is a requirement for membership in the Chapter. Payment of Chapter dues shall not be accepted until Society membership dues have been paid.
2. *Application process.* Each application for membership is submitted to the National Eligibility Board of the Society for approval, in accordance with the Bylaws of the Society. Once the Chapter Membership co-chairs are notified of approved members, they submit those members to the Chapter Board for final review. Chapters have 15 days to notify the Society of any problems or concerns before new members are notified.
3. *Election to membership.* Election to membership in the Society shall be governed by the pertinent provisions of the bylaws of the Society. Membership and membership privileges shall not be denied on the basis of disability, sex, age, color, national origin, or other prohibited matters. Any person elected to membership in the Society shall become a member of the Chapter upon payment of Chapter dues.
4. *Cessation of eligibility.* Should any member of the Chapter cease to be eligible for membership in accordance with the requirements of the Society, he or she shall automatically be dropped from the Chapter, and all rights, title, and interest in the property of the Society or the Chapter shall cease.
5. *Censure, suspension, and expulsion.* Members may be censured, suspended, or expelled from the Society or from the Chapter only in accordance with the provisions of the bylaws of the Society.

6. *Responsibility for expenses.* Members are responsible for payment of expenses incurred on their behalf by the Chapter when they have indicated their intention to participate in Chapter activities. Examples include, but are not limited to, fees for Chapter luncheons and registration fees for seminars.

#### **IV. Dues**

1. *Amount.* The amount of Chapter dues shall be fixed annually by the Chapter's Board of Directors and shall be payable in accordance with Chapter fiscal policies.
2. *Nonpayment of dues.* Any member whose Chapter dues are in arrears for three months shall be considered not in good standing and shall not be entitled to vote, hold office, or enjoy other privileges of Chapter membership, provided such member shall have been duly notified.
3. *Fiscal year.* The fiscal year of the Chapter shall be January 1 through December 31.
4. *Reinstatement.* A member who has reinstated a lapsed Society membership shall be reinstated immediately to Chapter membership, upon payment of Chapter dues.

#### **V. Officers, Board of Directors, Assembly Delegates**

1. *Role and composition of the Board of Directors.* The business affairs of the Cincinnati Chapter of PRSA shall be managed and controlled by a Board of Directors of eleven members. The Board of Directors shall have veto power over acts of any Chapter officer or committee. The Board of Directors shall consist of at least eleven directors-at-large, elected by the membership of the Chapter.
2. *Nominating committee and election of directors/assembly delegates.* A nominating committee of six Chapter members shall be charged with selecting candidates to fill expiring positions on the Board of Directors and Assembly Delegates. The committee shall consist of: the immediate past president, who serves as chair; the president-elect, as ex officio member of the committee with full voice and vote; and four other Chapter members appointed by the president with the consent of the Board of Directors. At least three members of the nominating committee must be PRSA accredited. The committee shall nominate one candidate for each directorship becoming vacant. At least 30 days prior to the annual meeting, these nominations shall be mailed to the Chapter's membership in the form of a ballot that includes the option for write-in candidates. All ballots must be returned to the chair of the committee by five days in advance of the annual meeting in order to be counted. A quorum of membership must participate, and a simple majority is required for election. At the annual meeting the results of the balloting shall be announced. The nominating committee shall also present a slate of officers for the coming year, to be approved by the current year's Board of Directors. The nominating committee will seek, as candidates for Board, delegate, and officer positions, members who have been involved in Chapter leadership, and the committee will particularly seek candidates who have earned Accreditation by the Public Relations Society of

America. Assembly delegates must be Accredited. Delegates serve three-year terms, which shall be arranged to permit a staggered rotation.

3. *Term of office of directors.* The term of office of the directors-at-large shall be three years, beginning January 1 following their election and until their successors are installed. Their terms of office shall be so arranged that the terms of three or four shall expire each year. No Board member shall serve more than two consecutive elected terms.
4. *Executive committee (officers) and their responsibilities.* The Executive Committee (Officers) shall consist of the president, the president-elect, the vice-president/programming, the treasurer, the secretary, and the immediate past president. The officers shall have the following duties:
  - (a) *President.* The president shall be the Chapter's chief executive officer; shall preside at all meetings of the Board and of the Chapter; shall nominate all standing and special committees for appointment by the Board; and shall be, ex officio, a member of all Chapter committees except the nominating committee.
  - (b) *President-Elect.* The president-elect shall, in the absence of the president, perform all duties of the president. The president-elect shall be responsible for long-range planning.
  - (c) *Vice President/Programming.* The Vice President/Programming shall be principally responsible for planning all dimensions of Chapter programming.
  - (d) *Treasurer.* The treasurer shall provide safekeeping for and shall keep records of all Chapter funds and shall make a full and detailed financial report at each Board meeting and to the members at each annual meeting. The treasurer shall collect all Chapter dues and disburse Chapter funds.
  - (e) *Secretary.* The secretary shall keep records of meetings, handle Chapter correspondence, be custodian of important Chapter documents and perform such other duties as are customarily assigned to this office.
  - (f) *Immediate Past President.* The immediate past president shall chair the nominating committee.
5. *Election and term of office for officers.* To be nominated as an officer of the Chapter, an individual must be a member of the board of directors. The vice-president/programming, treasurer, and secretary shall be nominated by the Nominating Committee and elected annually by the incoming Board of Directors, no later than December 31. The vice-president/programming and secretary shall hold office for a term of one year beginning January 1 and the treasurer may hold office for a term of up to three years beginning January 1, ensuing and until their successors are installed. No officer may serve more than two successive terms in the same office. No person may hold more than one office at the same time.
  - (a) *Succession.* The president-elect shall automatically become president after serving a one-year term as president-elect; the vice-president/programming shall automatically become president-elect

- after a one-year term as vice president.
- (b) *Board terms for officers.* Any individual in the leadership progression whose board term expires before becoming president, shall remain, ex officio with full voice and vote, a member of the board through the progression as stated in 5(a) and as immediate past president.
6. *Removal.* An officer or director may be removed from office by an affirmative majority vote of the Board, on either of the following grounds;
- (a) *Failure to attend three successive meetings of the Board of Directors.* Written notice from the president shall be issued to the director, including an invitation to appear at the Board's next regularly scheduled meeting to discuss the situation. The vote will be taken at this meeting, regardless of the subject's attendance.
- (b) *Censure or suspension for violation of the Code of Professional Standards of the Society or of these bylaws.*
7. *Vacancies.* In the event that the presidency becomes vacant, the president-elect shall automatically become president, similarly, the vice-president/programming shall become president-elect if that position becomes vacant. In the event that the positions of vice-president/programming, treasurer, or secretary become vacant, they shall be filled by another director, appointed by the president, following consultation with the nominating committee and subject to Board approval. In the event a director's position becomes vacant, it shall be filled by presidential appointment, subject to Board approval.
8. *Alternate delegates.* In the event that an assembly delegate is unable to represent the Chapter, the president may appoint a qualified alternate delegate. Alternate delegates must be accredited.

## **VI. Committees**

1. *Standing committees.* There shall be a nominating committee appointed annually and chaired by the immediate past president. The composition and duties of this committee are defined in Article V, Section 2, of the Chapter bylaws.
2. *Special committees.* Special committees may be established and appointed by the president, with approval of the Board. The incoming president shall have the discretion of designating committees, deemed necessary with the approval of the board.
3. *Committee reports.* The chairman of each committee shall report its activities regularly to the Board. All committee activities shall be subject to approval by the Board.

## **VII. Meetings**

1. *Annual meeting.* There shall be an annual meeting of the Chapter held prior to the annual meeting of the Society at such time and place as the Board of Directors may designate. Thirty days notice of the annual meeting must be given to Chapter membership. The annual meeting shall be held at least two months prior to the beginning of the Chapter's new fiscal year (January 1).
2. *Chapter meetings.* At least nine Chapter meetings shall be held each fiscal year at such time and place as designated.
3. *Special meetings.* Special meetings of the Chapter may be called by the president, the Board of Directors, or on written request by 25% of the Chapter's members, provided at least ten days written advance notice has been given to all Chapter members.
4. *Meetings of the Board.* Regular meetings of the Board of Directors shall be held at such time and place as it may designate. Special meetings may be called by the president or on written notice by at least three members of the Board, provided at least five days written notice has been given to all members of the Board.
5. *Quorums.* Fifty members of the Chapter shall constitute a quorum for all meetings of the Chapter at which business is to be conducted. A majority of the Board of Directors (i.e., 6 of 11) shall constitute a quorum for transaction of business of all meetings of that body.

## **VIII. Amendments**

These bylaws may be amended by a two-thirds vote of those Chapter members present at any one time, provided at least thirty days notice has been given to all members of any proposed amendment. Amendments adopted in accordance with this procedure will become effective only after approval by the Society's national Board of Directors.