

ARTICLE I - NAME

The name of this not-for-profit professional organization shall be the GREATER CLEVELAND CHAPTER of the Public Relations Society of America.

ARTICLE II - OBJECTIVES

Section 1. 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:

- a. Lifelong learning
 1. To unite those engaged in the profession of public relations in a body having a mutual interest which can be shared for the benefit of all public relations persons.
- b. Vibrant, diverse and welcoming professional communities.
 1. To formulate, promote and interpret to business, professional, academic, or other groups, and to the communications media and the general public, the objectives, potentials and functions of public relations and of those who practice public relations.
- c. Recognition of capabilities and accomplishments.
 1. To promote, and to encourage the maintenance of, the high standards of professional public relations conduct as embodied in the "Declarations of Principles and Code of Professional Standards (with interpretations) for the Practice of Public Relations" of the Public Relations Society of America.
- d. Thought leadership, ethics and professional excellence.
 1. To exchange ideas and experiences, and to collect and disseminate information of value to public relations practitioners and the general public.

ARTICLE III - MEMBERSHIP

Section 1. Eligibility

To be eligible for membership in the Chapter, a person must be a member in good standing of the Society. Any such member of the Society is eligible for membership in the Chapter.

Section 2. Admission to Membership

Election to membership in the Society as a Member or Associate Member shall be governed by the Bylaws of the Society. Any person elected to membership in the Society may become a member of the Chapter upon payment of Chapter dues.

Section 3. Retired Status

Any Member who has been a Member in good standing for at least five years may be granted Retired Status, provided the member is gainfully employed less than 50 percent of the time in the practice of public relations. Members on Retired Status shall enjoy all the privileges of membership, including the right to vote at Chapter meetings, and may be granted additional privileges such as reduced Chapter dues by the Chapter Board of Directors.

Section 4. Termination of Chapter Membership

Any Member who, for any reason, ceases to be a Member of the Society or is dropped from the Society's rolls for nonpayment of dues shall cease to be a Member of the Chapter and shall be dropped from the Chapter roll.

Section 5. Nondiscrimination

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

ARTICLE IV - RIGHTS & PRIVILEGES OF MEMBERSHIP

Section 1. Voting

Each Member and Associate Member of this Chapter who is in good standing is entitled to one (1) vote, to be cast in person or by proxy, in all general meetings and affairs of the Chapter and, except as hereinafter provided, is eligible for election or appointment to Chapter or Society offices or positions.

Section 2. Eligibility for Election to Board of Directors or Officers

Any Member of the Chapter, except those on Associate or Retired Status in PRSA, is eligible for election to the Board of Directors. Officers shall be elected pursuant to Article IX, Section 2 of these Bylaws.

Section 3. Committee Eligibility

All Members of this Chapter are eligible for appointment as chairpersons or members of Chapter Committees except the Executive, Nominating & Elections and Accreditation Committees, as provided in Article IX of these Bylaws.

Section 4. Statement of Eligibility

Non-discrimination. The Chapter in all deliberations and procedures shall subscribe to a policy of non-discrimination on the basis of race, creed, religion, disability, sex, age, color, national origin, or sexual or affectional preference.

Section 5. Resignation or Termination of Membership.

Membership is automatically terminated without action by the board for failure to pay applicable dues for more than two 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.

- A. A member may resign by submitting a written resignation.
- B. 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.

ARTICLE V - DUES

Section 1. Amount & Payment

The amount of Chapter dues shall be fixed annually by the Chapter's Board of Directors not less than 30 days prior to the start of each fiscal year and reported to the Society by October 1. Chapter dues, billed on the anniversary date of election to membership in the Society, shall be payable to the National Society upon receipt of statement.

Any Member whose dues remain unpaid sixty (60) days after notification from the National Society shall be notified by the Vice President - Membership that the member's status in the Chapter will be terminated if payment is not made within 30 days.

Any such member shall not be entitled to vote, hold office or enjoy any of the privileges of Chapter membership and shall be removed from the Chapter roll. The Treasurer shall promptly notify the Chapter Board of Directors and Society headquarters of such action. Similarly, if dropped from Society membership for non-payment of dues, the Members shall also be removed from the Chapter roll, without rebate of any paid Chapter dues.

A Member who is dropped for non-payment of Chapter dues may be reinstated to membership by payment of the full amount of the dues which were due at the time of dropping, provided that the Member also is a Member in good standing of the Society.

Section 2. Pro-rated Dues

The Chapter's Board of Directors shall have the right to pro-rate Chapter dues based on a quarterly schedule, or as otherwise directed by the Board.

Section 3. Fiscal Year

The fiscal year of the Chapter shall be the calendar year.

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.

ARTICLE VI - 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. Composition

The Cleveland Chapter shall be governed by a Board of Directors consisting of fifteen members, including those Directors who are serving as Officers of the Chapter. The Immediate Past President of the Chapter may choose to serve as an ex officio member of the Board for a 1-year period. Ex officio members of the Board may not vote at Board meetings, and the President or President pro tempore may vote only to break ties.

Section 3. Term of Office and Election

The Directors shall be elected by the membership of the Chapter as provided in Article IX, Section 2. Election results shall be announced through the Chapter newsletter, website, email or other widely accessible communication immediately following the election and at the next regular meeting of the membership. Directors shall be presented to the membership at the Chapter's Annual Meeting, which shall be the first general membership meeting of the calendar year. The terms of directors shall commence on January 1 of the year following the general election. Directors shall be elected to a term of three years or until their successors are appointed or elected, unless they are being elected to serve out the remainder of a term in which there has been a vacancy. The Nominating & Elections Committee shall make every effort to achieve a staggered Board by electing a class of at least three directors each year. No two directors may be employed by the same company or organization at the time of their initial election to the Board.

Section 4. Meetings

The Board of Directors shall hold a minimum of nine regular meetings within a twelve month period (a calendar year). The time and place of these meetings shall be set by the President, with at least ten days' notice given to all Directors. Special meetings may be called by the President or by request of not fewer than four Directors, as often as necessary; however, at least five days' notice of such meeting shall be given to all Directors. Meetings of the Board of Directors are open to all Chapter members, except when the Board of Directors is in executive session.

Board members are expected to attend all scheduled board meetings and Chapter membership events. If a Board member is unable to attend a meeting or event due to an excusable cause, such as illness, professional or personal conflict, the board member must provide written notification to the Chapter president in advance of the meeting (or as soon possible following the meeting in matters of emergency). Any board member who fails to comply with this protocol and is absent on more than three occasions will be notified by the president and provided an opportunity for corrective action. The Board of Directors has the discretion to remove any board member who does not meet attendance

expectations. The executive committee will determine – by majority vote – whether a removal vote should be brought forward to the full board.

Section 5. Nomination

The Nominating & Elections Committee shall prepare a slate of nominees for the six Director positions, plus any unexpired terms in which vacancies have occurred, to be elected each year, in accordance with Article IX, Section 2 of these Bylaws.

Section 6. Tenure of Directors

No member shall consecutively serve more than two three-year terms. The President's term as Director shall expire with the completion of the Presidential term.

Section 7. Vacancies

The Board of Directors shall, by majority vote, elect successors for vacant positions on the Board, who shall take office immediately and serve until the next annual election. Nominees for such vacancies shall be proposed by the Executive Committee, which may seek the advice of the Nominating & Elections Committee.

Section 8. Immediate Past President

The Immediate Past President of the Chapter may choose to serve as an ex officio member of the Board of Directors for one year following the expiration of a term as President. Ex officio members of the Board may not vote at Board meetings, and the President or President pro tempore may vote only to break ties.

Section 9. Assembly Delegate

A Delegate to the PRSA National Assembly who is not a Director may serve as an ex officio, non-voting member of the Board of Directors for the length of a term as a Delegate.

Section 10. Quorum

A simple majority of the Board of Directors in office shall constitute a quorum.

Section 11. Removal

The Board of Directors may, upon motion made and seconded and by a vote of two-thirds of the entire Board, remove any of its members on either of the following grounds: (1) Failure to attend three consecutive regular meetings of the Board of Directors without adequate prior notice to the President; and (2) Censure, suspension or expulsion for violation of the Code of Professional Standards of the Society or of the Society's or Chapter's Bylaws, provided that the member shall be afforded in writing the opportunity for a hearing by the Board of Directors before the vote on removal. Any such action of the Board shall be reported to the membership as soon as practical.

ARTICLE VII - OFFICERS

Section 1. Officers

The Officers of this chapter shall be the President, President-Elect, Vice-President - Programming, Vice-President - Membership, Treasurer and Secretary, who shall be

elected annually by the Chapter's membership, in accordance with the provisions of Article IX, Section 2 of these Bylaws. Officers will hold office for a term of one year beginning January 1 and continuing until their successors are appointed or elected. (Except for the President-Elect, these designations are not intended to establish a mechanism for automatic succession to the office of President. However, they do designate the order of responsibility for handling Chapter affairs in the absence or disability of the President.) No person shall hold more than one office at a time, and no person may succeed himself or herself as President, unless that person was appointed to fulfill an unexpired term. All Officers must be elected from among the Directors or Assembly Delegates currently in office, and Officers must continue as Directors during their terms as Officers.

Section 2. The President

The President shall be the chief executive officer of the Chapter. The President shall preside over all meetings of the Chapter and of the Board of Directors and shall be an ex officio member of all committees. The President shall appoint, with the approval of the Board of Directors, chairpersons and members of all standing and special committees. The President may also, with the aforementioned approval, appoint a Senior Advisor to serve as a member of the board. The Senior Advisor will not have voting privileges, must be nominated by the Executive Committee and approved by the Board of Directors. The President and Treasurer shall sign all written contracts and obligations of the Chapter, which must have prior approval of the Board of Directors.

Section 3. The President-Elect

The President-Elect shall be vested with all duties of the President in the absence or temporary disability of the President. The President-Elect shall generally assist the President in the performance of the latter's duties and shall prepare well in advance to succeed to the Presidency.

Section 4. Vice President - Programming

The Vice President - Programming shall be responsible for all programming activities for the Chapter and report on these activities at each meeting of the Board. In addition to developing programs for monthly meetings of the Chapter's membership, the Vice President - Programming shall oversee the work of committee chairpersons appointed to serve the special programming needs of the Chapter.

Section 5. Vice President - Membership

The Vice President - Membership shall maintain or cause to be maintained the Membership rolls. The Vice President - Membership shall be responsible for marketing and communications efforts for membership recruitment and retention and shall report on these activities at each meeting of the Board.

Section 6. The Treasurer

The Treasurer shall oversee receipts and deposit all Chapter funds in the name of the Chapter in the manner selected and approved by the Board of Directors, issue receipts and make authorized disbursements. At each meeting of the Board, the Treasurer shall

present an itemized statement of the financial condition and the receipts and disbursements of the Chapter for the current fiscal year. An independent audit of the Chapter's books shall be conducted at the end of each calendar year as directed by the Board of Directors; a report of such audit shall be made to the Board of Directors before the end of the first quarter of the succeeding fiscal year. The Treasurer shall also prepare the Chapter's annual budget.

Section 7. The Secretary

The Secretary shall record and keep minutes of all meetings of the Chapter and of the Board of Directors, issue notices of all such meetings, keep all Chapter records and perform all other duties customarily pertaining to the office.

Section 8. Vice President of Diversity & Inclusion

The Vice President – Diversity & Inclusion shall oversee diversity & inclusion and globalization initiatives. They will aim to promote and guide an active professional culture which values, respects and celebrates diversity and inclusion of all races, ethnicities, religions, sexual identities, lived experiences and more.

Section 9. Vacancies

The Board of Directors shall, by majority vote, elect successors for vacancies among officers, who shall take office immediately and serve until the next annual election. Nominees for such vacancies shall be proposed by the Executive Committee, in consultation with the chairperson of the Nominating & Elections Committee. In the event the President is not able to fulfill or complete the year in that office, the Board shall appoint an acting President (not necessarily the President-Elect) from among the current Board of Directors.

Section 10. Removal of Officers

An Officer may be removed in the same manner as is prescribed in Article VI, Section 10 of these Bylaws.

Section 11. Compensation and Reimbursement

No elected Officer or Director of the Chapter shall be entitled to any salary or other compensation. The Board of Directors may reimburse elected Officers or Assembly Delegate(s), or their Alternate(s), for their expenses incurred in connection with the performance of their duties.

ARTICLE VIII – LEADERSHIP ASSEMBLY DELEGATES

Section 1. Assembly Delegates

The Assembly Delegate(s), as provided in the Bylaws of the National Society, shall serve as the Chapter's representative(s) at meetings of the PRSA National Assembly. In accordance with Society Bylaws, only Accredited members may serve as Assembly Delegates or Alternates, and Delegates must have served at least one year as a Chapter Officer or Director.

To be eligible to serve as a PRSA Leadership Assembly delegate, a member must be a current or former member of the Chapter's board or be Accredited in Public Relations (APR).

Section 2. Term of Office

Assembly Delegate(s) shall serve for a term of three (3) years, commencing on January 1 immediately following election, as provided in the Bylaws of the National Society.

Section 3. Nomination & Election

The Nominating & Elections Committee shall present nominees for Assembly Delegates, in accordance with Article IX, Section 2 of these Bylaws.

Section 4. Vacancies

Vacancies shall be filled as provided in the Bylaws of the National Society.

Section 5. Removal of Assembly Delegates

Removing an Assembly Delegate from representing the Chapter shall be as provided in the Bylaws of the Society. If a decline in chapter membership requires that an Assembly Delegate be dropped, the President, with the advice of his/her executive committee, shall determine which delegate shall be dropped.

Section 6. Alternates

Alternates for Assembly Delegates shall be appointed by the Board of Directors, as provided in the Bylaws of the Society.

ARTICLE IX - COMMITTEES

Section 1. Standing Committees

There shall be standing committees on Executive, Programs, Membership, Nominating & Elections, Accreditation and Strategic Planning. In addition to these committees, the President-Elect shall, before succeeding to the presidency, determine what additional standing and special committees will function during the next term of office and shall present this list for approval by the incoming Board of Directors at the December organizational meeting. With the exception of the Executive, Nominating & Elections and Accreditation Committees, the composition of all committees shall be determined by the committee chairperson subject to approval by the President and Chapter Board of Directors. Each chairperson shall be appointed by the President with approval of the Board.

Section 2. Nominating & Elections Committee

The Nominating & Elections Committee shall consist of the President, President-Elect and three Directors who are not serving as Officers. The immediate Past President may serve in an ex officio capacity. The Committee and its chairperson are to be appointed annually by the President, with the approval of the Board. Names of the Committee members and the chairperson shall be announced to the membership at a regular Membership meeting and in the Chapter newsletter, with an invitation to the Membership to recommend candidates.

It shall be the responsibility of the Nominating & Elections Committee to provide for continuity in the Chapter's leadership. The Committee shall explore the qualifications and willingness of members to serve the Chapter as Officers, Directors and Assembly Delegates. Each year the Committee shall submit to the Board of Directors for approval at its September meeting a recommended slate of members who have consented to be candidates. The Committee shall provide a slate that does not encourage contested elections. The Committee may not nominate one of its own members or employees or clients of Committee members to Office or to Director positions.

The slate of nominees will be presented to the membership by October 15, with provision for write-in candidates to be submitted by November 1. A minimum of 10 percent of the membership shall be required for a write-in nominee to be placed on the ballot. Elections shall be conducted by mail ballot, with a simple majority of mail ballots returned by the specified deadline being sufficient to elect candidates. The Nominating & Elections Committee shall tabulate the ballots, and results of the elections shall be announced to the membership in the next issue of the Chapter newsletter and at the next regular meeting. The Officers, Directors and Assembly Delegates shall be presented to the membership at the Annual Meeting.

Section 3. Executive Committee

The Executive Committee shall consist of the President, President-Elect, Vice President - Programming, Vice President - Membership, Treasurer, Secretary, the Immediate Past President (if he/she chooses to serve) and the Executive Secretary (if there is one). The Executive Committee shall carry on the work of the Chapter between meetings of the Board, recommend actions to the Board, assist the President in the preparation of meeting agendas and provide for the long-term continuity of the Chapter by working as a team.

Section 4. Programming Committee

The Programming Committee, appointed by the Vice President - Programming, shall be responsible for planning and implementing all Chapter programs.

Section 5. Membership Committee

The Membership Committee, appointed by the Vice President - Membership, shall be responsible for membership recruitment and retention.

Section 6. Accreditation Committee

The Accreditation Committee, which shall be appointed by the President, shall consist solely of Members who are accredited by the Society.

Section 7. Strategic Planning Committee

The President shall annually appoint members to a Strategic Planning Committee that shall be responsible for recommending long-range planning actions to the Board of Directors.

Section 8. Special Committees

Special committees may be established and appointed by the President with approval of the Board of Directors.

Section 9. Committee Reports

The chairperson of each committee shall report his or her activities regularly to the Board of Directors. The activities of all Standing and Special committees shall be subject to approval of the Board of Directors.

Section 10. Expenditures of Funds

No committee shall incur any expense in excess of its designated budget without the expressed approval of the Board of Directors.

ARTICLE X - STANDING RESOLUTIONS, POLICIES

Section 1. Implementation

The Board of Directors may, from time to time, by majority vote, adopt Standing Resolutions to establish policies or procedures which implement or expand upon the basic principles laid down in these Bylaws as part of the Board's exercise of its duties and powers in governing the affairs of the Chapter.

Section 2. Policy Identification

All such Standing Resolutions and Policy Statements shall be appended to, but not incorporated within, these Bylaws; however, such standing resolutions and policy statements do not constitute Articles of or Amendments to these Bylaws.

Section 3. Policy Review

The Standing Resolutions and Policy Statements shall be reviewed every three (3) years from their date of original adoption, such review to be done by a special committee to be appointed by the President.

Section 4. 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.

ARTICLE XI - CHAPTER ADMINISTRATOR

Section 1. Chapter Administrator

If financially feasible, the Chapter Board of Directors, may engage a person or firm, either full- or part-time, to serve as Executive Secretary for the Chapter to handle day-to-day operations and to maintain the official minutes and records of the Chapter.

Section 2. Function

The Board of Directors shall determine and set forth in writing the duties and functions of the Executive Secretary and set the compensation to be paid for such services. Annually, the President and an officer to be selected by him/her shall meet with the

Executive Secretary to review his/her performance during the past year and recommend to the Board appropriate changes, if any, in the compensation paid.

Section 3. Responsibility

The Executive Secretary shall report to the President and through that office to the Board, and shall sit with the Board in an ex officio capacity.

ARTICLE XII - MEMBERSHIP MEETINGS

Section 1. Annual Meeting

The Annual Meeting of the members of the Chapter, at which Officers, Directors and Assembly Delegates are formally installed, shall be the first general meeting of each calendar year.

Section 2. Regular Meetings

There shall be at least nine (9) regular monthly meetings of the general membership each year at such times and places as shall be designated by the Board of Directors.

Section 3. Special Meetings

Special meetings of the Chapter may be called by the President, by a majority of the Board of Directors or upon the written request of 20 percent of the Chapter members.

Section 4. Notice of Meeting

Notice of the Annual Meeting, any regular meeting or special meeting shall be mailed to each member at least two weeks in advance.

Section 5. Annual Report to the Society

An annual meeting will be held in the first quarter of each year, during which an annual report will be presented. This report will include Chapter goals, accomplishments, member count, budget and any other prudent items. Members will be made aware of this annual meeting date in advance through the Chapter newsletter, website, email, social media or other widely accessible communication.

Section 6. Remote Communications

To the extent permitted by law, any person participating in a meeting of the membership, board, or committee 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 7. Quorum

A quorum for any meeting of the Chapter shall be 20 percent of the total current membership in good standing, including proxies. A simple majority of those in attendance may conduct Chapter business, except a change in Chapter Bylaws, as provided in Article XIII, Section 2. In instances of voting, votes may be submitted digitally, including but not limited to email.

ARTICLE XIII - AMENDMENTS

Section 1. Proposal of Amendments

Amendments to the Bylaws, except those which are a result of amendment of the Bylaws of the National Society, may be proposed as follows:

- A. By the Board, on its own initiative, providing that not less than a simple majority of the Directors in office consents to the proposed Amendment(s).
- B. By written petition of not less than 20 percent of the members in good standing submitted to the Board of Directors.

Section 2. Method of Amendment

These Bylaws may be amended as follows:

- A. By the affirmative vote of two-thirds of the members present and voting in person or by proxy at any Annual or other meeting of the members of the Chapter, provided that a quorum of not less than 20 percent of the membership in good standing is in attendance. Notice of said meeting shall have been sent at least two weeks in advance of the meeting advising members that Amendments to the Bylaws will be considered and that copies of the Proposed Amendments are included in or with the meeting notice. If more than one Amendment is at issue, separate space shall be provided on the ballot so voting may be done on each specific amendment.
- B. Without a meeting, by the consent in writing of not less than a simple majority of the members in good standing, provided that notice and copies of the proposed Amendment(s) to the Bylaws are first sent to the members, and that they are given a reasonable length of time (at least two (2) weeks) in which to consider the Amendment(s) and return their ballots. If more than one Amendment is at issue, separate space shall be provided on the ballot so voting may be done on each specific amendment.
- C. Automatically by amendment(s) to or change(s) in the Bylaws of the National Society which would, in any way, have an effect upon provisions of the Bylaws. Written notice of any such automatic amendments to these Bylaws shall be promptly provided to all Chapter members. If at any point a section of the Bylaws is found to be no longer advisable, in need of removal or revision, etc., the remainder of the Bylaws will still stand and remain in effect.