



**Public Relations Society of America  
Cincinnati Chapter  
Bylaws  
As amended: December 14, 2015**

**ARTICLE I: GENERAL**

**Section 1: Name.** The name of this non-profit professional organization shall be the Cincinnati Chapter (hereafter, "Chapter") of the Public Relations Society of America (hereafter, "Society" or "PRSA").

**Section 2: Territory and Location.** The Chapter will operate and serve members within the territory approved by the Society. Its principal office will be located in Cincinnati, Ohio. The territorial limits approved by the Society for this Chapter includes Brown, Butler, Clermont, Hamilton and Warren counties in Ohio; Boone, Bracken, Campbell, Gallatin, Grant, Kenton and Pendleton counties in Kentucky; and Dearborn, Franklin and Ohio counties in Indiana.

**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. The Chapter will advance the careers of its members by providing:

- a. Lifelong learning;
- b. Vibrant, diverse and welcoming professional communities;
- c. Recognition of capabilities and accomplishments;
- d. Thought leadership, ethics and professional excellence.

The Chapter is also committed to providing a forum to encourage research, discussion and study of the problems and techniques of the public relations profession, and to setting a standard of excellence among the community of public relations practitioners at-large.

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:

- a. Applicable federal, state and local antitrust, trade regulation or other requirements.



- b. 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 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.** Election 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 in Article II, 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 periodically determined by the Chapter Board. Any payments by a member to the Society do not mitigate such member's financial obligations to the Chapter.

General members shall have the right to serve as a member of the Chapter Board, a Chair or Co-Chair of a Chapter committee, and to hold PRSA National, District or Section offices.

**Section 4: Resignation or Termination of Membership.** Any member who, for any reason, ceases to be a member of the Society shall cease to be a member of the Chapter. Membership is automatically terminated without action by the Board for:

- a. Failure to pay applicable Chapter dues for more than three (3) months;
- b. Failure to meet the eligibility requirements for membership;
- c. When the membership to the Society has been terminated for any reason.

Any member dropped from the Society's roll for non-payment of dues shall be dropped from the Chapter roll. Reinstatement shall be governed by provisions of the Society's Bylaws.

A member may resign from the Chapter by submitting a written resignation. 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.



**Section 5: Retirement Status.** Any active member of the Chapter who is eligible may be granted retirement status by the Chapter Board in accordance the bylaws of the Society. No Chapter dues will be assessed to any member accorded official retirement status. Members with retirement status shall enjoy all rights and privileges of membership.

**Section 6: PRSSA Advisors.** PRSSA Professional Advisors shall be PRSA members or Associate Members in good standing. At least one Professional Advisor at each sponsored PRSSA Chapter must be accredited, or have five (5) years of experience.

**Section 7: Non-discrimination.** The Chapter shall in all deliberations and procedures subscribe to a policy of non-discrimination on the basis of race, creed, religion, disability, gender, age, color, national origin or sexual orientation.

### **ARTICLE III: FINANCIAL PROVISIONS**

**Section 1: Dues.** 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. 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 has been duly notified. A member who has reinstated a lapsed Society membership shall be reinstated immediately to Chapter membership, upon payment of Chapter dues.

**Section 2. Books and Records.** The Chapter must keep books and records of its financial accounts, meeting minutes and membership list. The Chapter will make its books and records available to the Society at any time. The books of the Chapter shall be audited at the Board's discretion, by a Certified Public Accountant (CPA) selected by the Board, in a manner prescribed by the Board of Directors. The CPA report will be delivered to the Board in a reasonable time frame. A written report will be published on the Chapter website, newsletter or will be provided verbally in the annual membership meeting.

**Section 3: Fiscal Year.** The fiscal year of the Chapter shall be January 1 through December 31.

**Section 4: Annual Report to the Society.** The Chapter will submit an annual report to the Society each year, as well as any other documentation or report required by the Society.

**Section 5: 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 IV: OFFICERS AND BOARD OF DIRECTORS**

**Section 1: Scope.** The business affairs of the Chapter are managed by its Board of Directors of eleven members. It is the Board's duty to carry out the objectives and purpose 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 at least eleven (11) individuals, elected by the membership of the Chapter. The Board shall comprise the President, President-Elect, Vice President/Programming and Immediate Past President (known as "Officers"), as well as seven Directors-at-Large. Officers and Directors shall be members in good standing with the Chapter and the Society. The Board of Directors shall have veto power over acts of any Chapter Officer, Director or committee, with the exception of the Nominating Committee.

**Section 3: Officers.** The Officers of the Chapter shall be the President, President-Elect, Vice President/Programming and Immediate Past President. Chapter Officers shall be nominated by a Nominating Committee (Article V, Section 1) and elected by the Chapter membership for a term of one year, beginning January 1 and ending when their successors are elected and installed. During the nomination of an individual as an Officer of the Chapter, preference will be given to individuals who have been a member of the Board of Directors or Chair/Co-Chair of a Chapter committee.

- 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 be an ex-officio member of all committees except the Nominating Committee; shall nominate all appointments to the Chapter committee leadership team; and shall perform all other duties incident to the office. The president or his/her designee shall serve as a PRSA Leadership Assembly Delegate in the only Assembly Delegate term to expire annually. The President shall immediately succeed to the position of Immediate Past President upon expiration of the President's term of office and upon election by the Members to that position.
- b. *President-Elect.* The President-Elect shall, in the absence or disability of the President, exercise the powers and perform the duties of the President; shall generally assist the President; shall serve as ex-officio member of the Nominating

Committee; shall co-chair the annual Werner-Vonderhaar-Bogart Award; and shall perform such duties as prescribed by the Board of Directors. The President-Elect shall immediately succeed to the office of President upon expiration of the President's term of office and upon election by the Members to that position, except in the event of the death, resignation, removal or incapacity of the President.

- c. *Vice President/Programming.* The Vice President/Programming shall be principally responsible for planning all dimensions of Chapter programming, including the Annual Meeting, luncheons and professional workshops with the exception of the Chapter's annual conference, Media Day; the Chapter's annual awards ceremony, the Blacksmith Awards; and the Presidents Award ceremony, if applicable. The Vice President/Programs shall immediately succeed to the position of President-Elect upon expiration of the President-Elect's term of office and upon election by the Members to that position.
- d. *Immediate Past President.* The Immediate Past President serves as an advisor to the President and the Board of Directors; shall chair the Nominating Committee; shall chair the annual Presidents Award; and shall perform all other duties incident to the office.

**Section 4: Directors.** Chapter Directors-At-Large shall be elected for a three-year term. One third of their number shall be elected each year by the Chapter membership at its annual meeting, or by a 25 percent affirmative vote via email, for three-year terms beginning January 1 of the following year. If additional positions are created by an expansion of the board, in accordance with these bylaws, shortened initial terms shall apply to certain Directors as are required to maintain the effect of having the terms of one third of the directors expire each year. No Director-At-Large shall serve more than two consecutive terms in the same position.

- a. *Accreditation Director.* The Accreditation Director shall serve as a counselor, sounding board and guide to candidates seeking their Accreditation in Public Relations (APR); shall lead an annual preparatory course to assist APR candidates in preparing for their Readiness Review and examination; shall recruit and organize existing APRs to serve as panelists for the Readiness Review of candidates seeking their Accreditation; and shall connect current APRs to opportunities for maintaining their Accreditation.
- b. *Community Service Director.* The Community Service Director shall offer Chapter members the opportunity to share practical advice with local nonprofit organizations and small businesses; shall make community service opportunities available to Chapter members at-large; and shall help connect nonprofit organizations with pro bono support as needed.



- c. *Director-at-Large.* The Director-at-Large serves as an advisor to the Board of Directors and Leadership Team and shall provide historic perspective as needed.
- d. *Diversity Director.* The Diversity Director shall use communications and programming to make PRSA more inclusive and welcoming by reaching out to industry professionals of diverse racial backgrounds, ethnicities and sexual preferences; help diversify the industry by supporting minority candidates who aspire to a career in public relations by helping them develop industry knowledge, relevant skills and a network of professional contacts; and bring multicultural understanding and expertise to public relations professionals in order to address the diverse audiences.
- e. *Ethics Director.* The Ethics Director shall use Chapter communications and programming to remind Chapter members and the organizations they serve about the PRSA Member Code of Ethics and the critical importance of ethics to the practice of public relations; shall serve as a resource for members should ethical dilemmas arise; shall be the Chapter's spokesperson to the media should ethics-related requests for comment be received; and shall monitor the Board adherence to the governance structure of the Chapter.
- f. *Finance Director.* The Finance Director shall provide safekeeping for and shall keep records of all Chapter funds; shall make a full and detailed financial report at each Board meeting; shall annually prepare the Chapter budget; shall collect all Chapter dues and disburse Chapter funds; shall issue receipts, reimbursements and disbursements; shall render an annual financial statement to the membership and the Society; and shall perform all other duties as prescribed by the Board of Directors.
- g. *Membership Director.* The Membership Director shall assist the President in developing and carrying out a comprehensive membership recruitment and retention program; shall work with the Chapter Business Manager to maintain an accurate database of Chapter members; and shall perform all other duties as prescribed by the Board of Directors.

**Section 5: Leadership Assembly Delegates.** Leadership Assembly Delegates shall serve as the Chapter representatives at meetings of the PRSA Leadership Assembly, and as a liaison between the Society and the Chapter. At the direction of the President, Leadership Assembly Delegates may be asked to undertake special assignments. In accordance with Society bylaws, a Leadership Assembly Delegate must have served as a Chapter Officer or Director member and/or must be accredited.

- a. *Delegates.* Due to its size at the writing of these bylaws, the Chapter is eligible to send three delegates to the annual PRSA Leadership Assembly. The Chapter President or his/her designee shall serve a one-year term as one of the Chapter's Leadership Assembly delegates. The remaining two delegates shall be elected by the Chapter membership to serve three-year terms, which shall be arranged to permit a staggered rotation. Leadership Assembly Delegates shall not succeed themselves in that office if they have served a full three-year term.
- b. *Alternate Delegates.* In the event that an Assembly Delegate is unable to represent the Chapter at the PRSA Leadership Assembly, the President may appoint a qualified alternate Delegate upon approval by the Board of Directors. This may include the one-time appointment of a Chapter member who previously served in an Assembly Delegate position.
- c. *Proxy Votes.* In event none of the Chapter's Leadership Assembly Delegates are able to fulfill the duties of their position or attend the PRSA Leadership Assembly, the Chapter will request proxy votes from the East Central District representative(s) attending the Assembly in person. If applicable, the Board will advise proxies on the Chapter's official affirmative or dissenting votes on pending bylaws amendments or policies.

**Section 6: Board Meetings.** There shall be at least eight meetings of the Board. It shall meet at the call of the President or upon call of any three Directors. The Board may hold a meeting by any method of communication, including in-person, or virtually, provided that each member of the board can hear or read in real time and participate and respond to every other member of the Board. Notice of each meeting of the Board shall be given personally by mail, email or other mode of written transmittal to each Director at least fourteen (14) days prior to the meeting. Proxy voting is prohibited at Board meetings.

**Section 7: Removal or Resignation.** Any dismissal or resignation of a person as an Officer or Director automatically results in that person's removal or resignation from the Board.

- a. *Dismissal.* Any Officer or Director may be given written notice of dismissal by the President and replaced by the Board of Directors. Any Officer or Director proposed to be removed shall be provided with advance written notice, including the reason for the proposed removal. Dismissal will only take effect upon an affirmative majority vote of the Board on any of the following grounds:
  1. Failure to attend three Board of Directors meetings in a program year without an excuse acceptable to the president;
  2. Censure or suspension by the Society for violation of the Code of Ethics;
  3. Non-payment of Chapter or Society dues.

- b. *Resolution.* In the event an Officer or Director receives notice of dismissal from their position, he/she shall have an opportunity to respond to the proposed removal in writing or in person. He/she shall have ten (10) days to respond to notice of their dismissal and to request a special meeting of the Board of Directors to hear their argument. At the conclusion of the meeting, the Board shall take a vote to uphold the dismissal or overturn it. A simple majority shall rule.
- c. *Resignation.* Any Officer or Director may resign at any time by providing written notice to the Board.

**Section 8: Vacancies.** In the event that the Presidency becomes vacant, the President-Elect shall automatically become President; the Vice President/Programming shall automatically become President-Elect; and the new President may appoint any member to fulfill the obligations of the Vice President/Programming through the end of his/her one-year term, subject to Board approval and pursuant to Article IV, Section 3 of these bylaws. In the event another Officer or Director's position becomes vacant, it shall be filled by Presidential appointment, subject to Board approval.

**Section 9: Quorum.** A simple majority of the Board of Directors shall constitute a quorum for transaction of business of all in-person or telephonic meetings of that body. When a vote must take place via email or other electronic correspondence, the Board may approve an action provided there is unanimous written consent of the members of the Board. Any written consent shall be filed with the minutes of the meetings of the board.

**Section 10: Reimbursement.** No elected Officer of the Chapter shall be entitled to any salary or other compensation. The Board of Directors may reimburse elected Officers, Directors, Leadership Assembly Delegates or their alternates, Committee Chairs, Committee members or other members of the Chapter for expenses reasonably incurred in conjunction with the performance of their duties, at the discretion of the Finance Director and subject to Board approval as appropriate.

## **ARTICLE V: NOMINATIONS AND ELECTIONS**

**Section 1: Nominating Committee.** A nominating committee of at least 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; the Ethics Director; and three 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.

**Section 2: Nominations.** After polling existing Chapter leadership and issuing a call for nominations to Chapter membership, the committee shall nominate one qualified candidate for





each Officer and expiring Directorship. The nominating committee will seek, as candidates for the Board of Directors, members who have been involved in Chapter leadership. The committee will particularly seek Officer candidates who have earned Accreditation by the Public Relations Society of America. The committee shall ensure that each nominee has been consulted and agrees to serve if elected.

**Section 3: Notice to Membership and Elections.** Nominations shall be provided electronically to the Chapter's membership in the form of a ballot that includes the option for write-in candidates. A quorum of at least 25% of membership must participate, and a simple majority is required for election. Following the vote, the results of the balloting shall be announced either at the annual meeting or via email and the Cincinnati PRSA website, whichever occurs first.

## **ARTICLE VI. 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: Standing Committees.** In addition to the nominating committee defined in Article V, Section 1 of the Chapter bylaws, there shall be standing committees that relate to the core mission of the Chapter as deemed necessary by the Board. Standing committees are managed by the Directors-at-Large.

**Section 3: Special Committees.** Special committees may be appointed and discontinued by the President, with approval of the Board of Directors. Chairpersons/Co-Chairpersons of special committees comprise the Leadership Team and report to the Board. Committee Chairpersons shall be appointed annually by the President, with the approval of the Board of Directors. Committee Chairpersons may serve consecutive terms in the same position.

**Section 4: Committee Reports.** The Director or Chairperson of each committee shall report its activities regularly to the Board of Directors prior to or during Board meetings so defined in Article IV, Section 6. All committee activities are subject to approval by the Board.

## **ARTICLE VII. MEETINGS**

**Section 1: Annual Meeting.** There shall be an annual membership meeting held each year at such date, time and place as the Board of Directors may designate, during which a State of the Society report shall be provided. This meeting may occur in conjunction with a regular Chapter



meeting, providing appropriate notice is given. Notice of the annual meeting shall be communicated to each member by mail, email, Chapter website or other mode of written transmittal at least thirty (30) days prior to the meeting.

**Section 2: Chapter Meetings.** In addition to the annual meeting, there shall be at least six Chapter meetings shall be held each year at such time and place as designated. Notice of a Chapter meeting shall be given to each member at least fourteen (14) days in advance.

**Section 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. Notice of a special meeting shall be given to each member at least fourteen (14) days in advance.

**Section 4: Quorum.** Twenty-five percent (25%) of the Chapter membership shall constitute a quorum for all meetings of the Chapter at which a vote is required. 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 the case of elections, or on any urgent matter presented by the board, provided a quorum participates.

## **ARTICLE VIII. AMENDMENTS**

**Section 1: Previous Bylaws.** These bylaws replace and supersede any and all previous bylaws of the Chapter.

**Section 2: Amendments.** These bylaws may be amended by a simple majority of a two-thirds vote of Chapter members affirming the amendment initiative, provided at least thirty (30) days' notice has been given to all members of any proposed amendment. This shall include votes made electronically via the Chapter website or email. Amendments to these bylaws must be approved by the Chapter Board of Directors. Amendments adopted in accordance with this procedure will become effective only after approval by the Society Board of Directors.

## **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. 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. Members of the Board of Directors agree to recuse themselves from self-promotional activities, e.g. speaking engagements at Chapter luncheons or panel discussions, unless expressly approved by the Board of Directors.



**Section 3: Member Email/Address Policy.** Mass emails to PRSA Chapter members shall be limited to communications about Chapter, District or National PRSA events, postings or other information. Organizations or individuals who would like to make announcements to Chapter members may do so through the Chapter newsletter, blog or website. The Chapter and its Officers, Directors and/or Chairpersons shall be permitted to use a portion of the Chapter membership list, e.g. Accredited Chapter members, as deemed relevant to Chapter business by the Board. Any and all exceptions to this policy must be approved by the Board. The Chapter shall not sell or otherwise provide access to Chapter member email, postal addresses, phone or fax numbers.

**Section 4: Additional Policies.** Policies related to Chapter business, e.g. luncheon reservation and returned check policies, shall be placed on the Cincinnati PRSA website for review by all members. These are subject to review and approval by the Board of Directors at its discretion. Adherence to Chapter policies is the sole responsibility of the President.