

CLEVELAND SECTION BY-LAWS

ARTICLE 2: GENERAL

2.1 Use of Name and Marks. The use and publication of the Society and Section name and marks shall be in accordance with the Society's governing documents and official policies.

ARTICLE 3: AREA AND MEMBERSHIP

3.1 Not used.

ARTICLE 4: SEPARATION FROM MEMBERSHIP

4.1 Not used.

ARTICLE 5: DUES

5.1 Annual Dues. The Annual Dues for members of the Cleveland Section shall be twenty-five dollars payable in U.S. currency in advance of January 1st.

ARTICLE 6: MANAGEMENT

6.1 Duties of the Board of Directors. Duties of the Cleveland Section Board of Directors shall include management of the Cleveland Section, responsibility for the budget and financial resources, strategic planning, providing leadership, overseeing the various activities within the Cleveland Section and its subsidiary organizations, communicating with the Region, and facilitating the election process for Officers and Directors of the Cleveland Section and its subsidiary organizations. The Board of Directors shall have control of property of the Cleveland Section.

6.2 Annual Report. The Board of Directors shall oversee the preparation of the Annual Report which shall be submitted to the Society in accordance with published requirements.

ARTICLE 7: OFFICERS AND DIRECTORS

7.1 Qualifications. Officers and Directors shall be Subscribing Members of the Cleveland Section in a voting grade of Society membership who have demonstrated interest and ability regarding Section affairs, have declared a willingness to serve, and have made a commitment to the time required.

7.2 Officers. The Officers of the Cleveland Section shall be elected by the Subscribing Members of the Section, with the exception of the President and Immediate Past President. The President-Elect shall automatically succeed to the office of President at the close of the Annual Meeting in the

- year in which the President's term expires. At the conclusion of the term as President of the Section, the President becomes the Past President for a term of one (1) year.
- 7.2.1 President.** The President shall preside at Business Meetings of the Cleveland Section, shall chair and attend all meetings of the Section Board of Directors, and shall appoint members to committees where authorized.
- 7.2.2 President-Elect.** The President-Elect (Vice President) shall act in place of the President when the President is not available. The President-Elect shall also serve as the vice chair and attend all meetings of the Cleveland Section Board of Directors.
- 7.2.3 Secretary.** The Secretary shall attend all meetings of the Cleveland Section Board of Directors and serve as secretary at all meetings. The Secretary shall keep the minutes of Section meetings and be in charge of Section correspondence.
- 7.2.4 Treasurer.** The Treasurer shall monitor the funds of the Cleveland Section, assist in preparation of the Cleveland Section's annual budget, report periodically to the Cleveland Section Board of Directors, provide an annual financial report to the Cleveland Section Board of Directors, and attend all meetings of the Section Board of Directors.
- 7.2.5 Past President.** The Past President shall attend all meetings of the Cleveland Section Board of Directors and serve as [the Chair of the Nominating Committee or whatever other duty is assigned].
- 7.3 Board of Directors.** The Board of Directors of the Cleveland Section shall be composed of the Officers of the Cleveland Section, the four most recent available Past Presidents of the Cleveland Section, and four other subscribing members of the Cleveland Section who shall be elected by the Board of Directors. The President of any Branch of the Section shall be a nonvoting ex-officio member of the Board of Directors.
- 7.4 Terms.** The term of office for each officer shall be one year. Terms shall begin at the close of the Annual Meeting and continue until their successors are elected and assume their offices.
- 7.5 Vacancies.** A vacancy in the office of President shall be filled by the President-Elect. A vacancy in the office of President-Elect shall be filled by the (Vice-President) (until an election to fill the position can be held). In the event the Past President position becomes vacant, the latest active resident Past President available and willing to serve shall assume the position. Other vacancies shall be filled for the unexpired term by appointment by the Board of Directors.
- 7.6 Limitation on Terms.** No member shall serve in one elected office other than that of Secretary and/or Treasurer for more than two (2) successive elected terms.
- 7.7 Reimbursement.** Officers and Directors do not receive compensation for their services, but may be reimbursed for authorized expenses.

ARTICLE 8: ELECTIONS

8.1 Nominating Committee. The Nominating Committee shall publish notice of open positions to the Cleveland Section membership at least thirty (days) prior to the election and set the date by which nominations must be received. The names of candidates for nomination shall be submitted to the Nominating Committee from within the Cleveland Section membership in a form prescribed by the Nominating Committee. No person shall be a candidate for more than one (1) office per election cycle. The Nominating Committee shall choose one (1) or more candidates for election to each office prescribed by the Constitution, except the office of President, and obtain the consent of nominees to serve if elected. In addition, candidates may be nominated by written petition containing fifteen signatures of Subscribing Members. In a contested election, the Nominating Committee shall propose and the Board of Directors approve rules as applicable to ensure a fair contest.

8.2 Ballots. In a contested election, the Secretary shall provide a secure online ballot containing the list of all nominees, (and) petition nominees, (and a space for a write-in vote for another candidate) for each office, to each Subscribing Member of the Cleveland Section. The ballot shall be advertised on the website and in an e-blast at least twenty (20) days prior to the Annual Meeting. The vote shall be closed five (5) days prior to the Annual Meeting, with results verified by the Secretary and President. The winner shall announced at the Annual Meeting. For an uncontested election, the Board of Directors will determine the procedures the Cleveland Section will follow during balloting.

8.2.1 Tallying the Ballots. Ballots returned to the Secretary up to the time of counting shall be opened and counted at, or immediately prior to, the Annual Meeting by three tellers appointed by the President from among the Subscribing Members (voting grade) of the Cleveland Section. For each office the candidate receiving the highest number of votes cast shall be declared elected.

ARTICLE 9: MEETINGS

9.1 8.1 Membership Meetings

9.1.1 Frequency of Other Meetings. In addition to the Annual Meeting, at least eight (8) meetings shall be held each year at regular intervals.

9.1.2 Quorum at Section Meeting. Fifteen (15) Subscribing Members shall constitute a quorum for transacting business at a meeting of the Cleveland Section.

9.2 Quorum at Board of Directors Meeting. A majority of the members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

9.3 Parliamentary Authority. All business meetings of the Cleveland Section and subsidiary organizations and meetings of the Board of Directors shall be governed by *Robert's Rules of Order, Newly Revised*, except where these rules are not applicable or are inconsistent with the Constitution and Bylaws of the Cleveland Section or the Society's governing documents.

ARTICLE 10: SUBSIDIARY ORGANIZATIONS AND COMMITTEES

10.1 *Subsidiary Organizations.*

10.1.1 *Types of Subsidiary Organizations.* Subsidiary organizations may be, but are not limited to, Branches, Younger Member Forums/Groups, and Technical Groups/Institute Chapters. Names of subsidiary organizations shall be as set forth in the Cleveland Section governing documents.

10.1.2 *Formation.* Formation of subsidiary organizations shall be subject to the approval of the Cleveland Section Board of Directors and such other requirements as may be established by the Society. Formation of Branches shall also be subject to the approval of the Region Board of Governors. Bylaws of subsidiary organizations shall be approved by the Section Board before becoming effective.

10.1.3 *Branches.* Branches of the Cleveland Section may be created. Procedures for creating a Branch shall be as follows:

10.1.3.1 *Proposal.* A new Branch may be proposed by submission of a written proposal to the Cleveland Section Board of Directors with the name, objective, officers, and brief comments on how the new Branch will be of advantage to members in the area.

10.1.3.2 *Petition.* The written proposal, along with a petition containing a minimum of fifteen (15) signatures of Subscribing Members residing in the area shall be submitted to the Cleveland Section Board of Directors for approval.

10.1.3.3 *Membership.* A proposed Branch area shall contain a minimum of thirty (30) members of the Branch, if the Branch were to be formed.

10.1.3.4 *Boundaries.* A proposed Branch must have distinct boundaries (by Zip Codes or otherwise) stated in the petition.

10.1.3.5 *Region Approval.* Upon Cleveland Section Board of Directors' approval, the proposal and petition shall be submitted to the Region Board of Governors for review and final approval.

10.1.4 *Technical Groups/Institute Chapter Committees.* Technical Groups or Institute Chapter Committees shall be created in accordance with the following requirements:

10.1.4.1 *Proposal.* A new Technical Group or Institute Chapter shall be proposed by submission of a written proposal to the Cleveland Section Board of Directors with the name, objectives, officers, and brief comments on how the new Technical Group or Institute Chapter will be of advantage to members in the area.

10.1.4.2 *Membership.* Not less than fifteen (15) Subscribing Members of the Cleveland Section may form a Technical Group or Institute Chapter.