

AMENDED AND RESTATED BYLAWS

of the

NATIONAL ASSOCIATION OF HISPANIC JOURNALISTS

Revised Date: July 21, 2018

ARTICLE I

Name and Incorporation

1.1 Name

The name of the corporation shall be the National Association of Hispanic Journalists, which is referred to in these Bylaws as the “Association.”

1.2 Incorporation

The Association is incorporated under the District of Columbia Nonprofit Corporation Act. With the exception of incorporated local chapters chartered by the Association, the Association is the only corporate entity of the Association.

ARTICLE II

Offices and Registered Agent

2.1 Offices

The principal office of the Association for the transaction of its activities shall be located in the District of Columbia or at such other place as the Board of Directors may from time to time designate. The Association may have such additional offices, either within or outside of the District of Columbia, as the Board of Directors from time to time may determine are necessary or convenient for the conduct of the activities of the Association.

2.2 Registered Agent

For purposes of satisfying the requirement under the District of Columbia Business Organization Code that the Association designate and maintain a registered agent in the District of Columbia, the Board of Directors may from time to time appoint either (i) a commercial registered agent or (ii) an officer or employee of the Association resident in the District of Columbia and having as his or her principal place of business the principal office of the Association.

ARTICLE III

Purpose and Nonpartisan Activities

3.1 Purpose

The objectives of the Association shall be:

1. To organize and provide mutual support for Hispanics involved in the gathering or dissemination of news.
2. To encourage and support the study and practice of journalism and communications by Hispanics.
3. To foster and promote the fair treatment of Hispanics in the media.
4. To further the employment and career development of Hispanics in the media.
5. To foster a greater understanding of Hispanic media professionals' special cultural identity, interests and concerns.

The Association shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of these purposes.

3.2 Nonpartisan Activities

No substantial part of the activities of the Association shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Association shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

Membership

4.1 Classes of Membership

The membership classes of the Association, and the voting rights and eligibility to serve as a director or officer of the Association of the members of the respective classes, shall be as follows:

1. Regular Members

Regular Members consist of persons whose principal means of support is earned in the gathering, editing, or presentation of news. Regular Members may not be employees of a government-supported news organization. Persons with the following job title descriptions, among others, are eligible for admission as a Regular Member: Reporter, Editor, Broadcast News Director, Community or Public Affairs Director in broadcast or print news organizations,

Publisher of print news media, General Manager of broadcast news media, Photographer, and News Cameraperson, News Graphic Artist, and Newspaper Designer. A Regular Member has the right to vote and the right to serve as a director or officer of the Association.

2. Academic Members

Academic Members consist of persons who are educators of journalism in educational institutions of higher learning. An Academic Member has the right to vote and the right to serve as a director or officer of the Association.

3. Associate Members

Associate Members consist of persons engaged in such media-related jobs as public relations, public or corporate information, and directors of media organizations. An Associate Member does not have the right to vote or the right to serve as a director or officer of the Association.

4. Founding Members

Persons who signed the Articles of Incorporation of the National Association of Hispanic Journalists, a California corporation and the Association's predecessor, and paid the then-applicable dues by April 15, 1984, shall be recognized as Founding Members of the Association. A Founding Member has the right to vote and the right to serve as a director or officer of the Association if the person also qualifies as a Regular Member or an Academic Member.

5. Student Members

Student Members consist of persons engaged in a program of full-time study in a recognized educational institution of higher learning. A Student Member has the right to vote in the election of the Student Representative to the Board of Directors, but otherwise does not have the right to vote on matters submitted to the vote of the members. A Student Member is entitled to be elected to the Board of Directors as the Student Representative, but otherwise does not have the right to serve as a director or officer of the Association.

6. Honorary Members

Honorary Members consist of persons designated by the Board of Directors who are active in or retired from a journalism or media activity who the Board of Directors has determined have achieved recognition in the profession by their exemplary contributions to the profession of journalism and media. Honorary Members do not have the right to vote or the right to serve as a director or officer of the Association.

7. Supporting Members

Supporting Members consist of either:

(a) Individual Supporting Members who are persons not in the media industry, but who support the goals and purposes of the Association.

(b) Corporate Supporting Members who are persons acting as representatives of corporations that are not engaged in journalism and/or media, but that support the goals and purposes of the Association.

Supporting Members do not have the right to vote or the right to serve as a director or officer of the Association.

4.2 Admission of Members

Admission to membership in the Association is subject to satisfaction of the terms and conditions set forth in these Bylaws and to compliance with such application procedures and other requirements as the Board of Directors may from time to time establish. Memberships are not transferable.

4.3 Membership Dues

The dues, if any, payable by the members of each class of membership and the method of collection shall be established from time to time by the Board of Directors. In establishing the amount of dues payable (which may vary among the different classes of membership), the Board of Directors may take into account any considerations that it deems relevant, including, but not limited to, the Association's operating budget and financial condition.

4.4 Rights, Privileges and Obligations of Members

(a) Rights and Privileges. The members of the Association have only such rights and privileges as are specifically provided for in the District of Columbia Nonprofit Corporation Act, the Association's Articles of Incorporation and these Bylaws.

(b) Obligations. No member shall be personally liable for the acts, debts, liabilities, or obligations of the Association.

4.5 Termination of Membership

(a) Resignation. The membership of a member shall terminate upon the voluntary resignation of the member.

(b) Termination by the Board of Directors. The Board of Directors may terminate the membership of a member if:

(i) the member fails to pay annual dues, if applicable, in the amount and within the times established by the Board of Directors,

(ii) the member ceases to meet the eligibility requirements for the membership class of which the person is a member, or

(iii) the member fails in a material and serious degree to observe the rules of conduct governing the Association promulgated by the Board of Directors from time to time.

Any person whose membership is terminated by the Board of Directors under this Section 4.6 shall be informed by a written notice sent to the address of the member shown on the Association's records ("Notice of Termination").

(c) Procedure for Certain Terminations. A termination of membership pursuant to clause (ii) or clause (iii) of paragraph (b) shall be effected in accordance with the following procedures:

(i) The Notice of Termination shall be sent at least 15 days prior to the effective date of the termination and shall (A) set forth in reasonable detail the reasons for the termination and (B) advise the member of the opportunity to be heard concerning the matter as contemplated by clause (ii) of this paragraph (c).

(ii) The member shall be afforded a reasonable opportunity to be heard in writing or orally before the Board of Directors, or a representative of the Association designated by the Board of Directors, to respond to the reasons for the termination as set forth in the Notice of Termination in accordance with such rules and procedures as are established by the Board of Directors and set forth in the Notice of Termination. If the member requests the right to be heard, the termination of membership shall not be effective until the hearing process has been completed and the Board of Directors has rendered a final decision.

(d) Change in Membership Class of a Member. Instead of a membership termination under subparagraph (b)(ii), the Board of Directors may, with the consent of the member, reassign the member to any other membership class for which the member is eligible.

(e) Refund of Dues. If a person's membership is terminated pursuant to paragraph (b) and the last dues payment of the member covered a period ending after the termination date, the amount of the member's last dues payment shall be prorated and the portion attributable to the period subsequent to the termination date shall be refunded.

(f) Finality of Board Decisions. The decisions of the Board of Directors with respect to membership terminations made in accordance with this Section 4.6 shall be final, binding, and non-appealable.

ARTICLE V

Meetings of Members

5.1 Place of Meetings

Meetings of the membership may be held at any place in the United States designated by the Board of Directors. In the absence of any such designation, meetings of the membership shall be held at the principal office of the Association.

5.2 Annual Meeting

An annual meeting of members shall be held at such location, date, and time as is determined by the Board of Directors.

5.3 Special Meetings

(a) Right to Call a Special Meeting. A special meeting of members (i) may be called at any time by the Board of Directors or the President and (ii) shall be called upon the request of at least twenty-five percent (25%) of the total number of members entitled to vote on the matter proposed to be considered. A special meeting request made by members must be submitted to the President or the Secretary and must (i) be in writing, (ii) be signed and dated by one or more of the members making the request, and (iii) describe in reasonable detail the purpose for which the special meeting is to be held. The record date for determining members entitled to demand a special meeting shall be the date the first member signs a demand.

(b) Location, Date and Time of Special Meetings. The location, date, and time of a special meeting called by the Board of Directors shall be determined by the Board of Directors. Upon the receipt of a proper request to hold a special meeting from the requisite percentage of members, the Secretary, following consultation with the President, shall designate the location, date, and time for the special meeting, which shall be held not fewer than thirty-five (35) days, and not more than one hundred and twenty (120) days, following the receipt of the request from the requisite number of members.

(c) Business Conducted At a Special Meeting. Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

5.4 Virtual Meetings of Members

Notwithstanding the foregoing provisions of this Article V, at the discretion of the Board of Directors, any meeting of members need not be held at a specific geographic location if the meeting is by means of the Internet or other electronic communications technology in a fashion pursuant to which the members in attendance have the opportunity to read or hear the proceeding substantially concurrently with their occurrence, vote on matter submitted to a vote of members, pose questions, and make comments.

5.5 Notice of Meetings

(a) Timing of Notice. Notice of an annual or special meeting of members shall be given to all members (including, if the Board of Directors so determines, non-voting members) not fewer than thirty (30) days, and not more than ninety (90) days, before the date of the meeting.

(b) Content of Notices for the Annual Meeting. The notice for an annual meeting of members shall (i) specify the location, date, and time of the meeting and (ii) include a description of those matters that are known to the Board of Directors as matters that it intends to submit to a vote of the members at the annual meeting. Notwithstanding the foregoing, no action may be taken by members at an annual meeting with respect to any of the following matters unless the notice of the meeting identifies the matter as a matter on which action is proposed to be taken at the annual meeting:

- (i) removal of a director;
- (ii) filling of a vacancy on the Board of Directors by the members;
- (iii) amendment of the Association's Articles of Incorporation or these Bylaws;

(iv) approval of a contract or transaction in which a director has a material financial interest; and

(v) a merger or liquidation of the Association or any other disposition of the Association's assets that requires the approval of the members.

(c) Content of Notices for a Special Meetings. The notice of a special meeting of members shall (i) specify the location, date, and time of the meeting and (ii) include a description of the purpose or purposes for which the special meeting has been called.

(d) Manner of Notice. Notice of the annual meeting or any special meeting shall be in writing and shall be given to each member by one or any combination of the following methods:

(i) Personal delivery.

(ii) First-class mail, postage pre-paid to the address of the member shown in the records of the Association.

(iii) Facsimile transmission to the number of the member shown in the records of the Association.

(iv) Email to the address of the member shown in the records of the Association.

(v) Posting the notice on the Association's website.

(vi) Though any other tangible, electronic or other medium approved in advance by the Board of Directors by means of which notices are permitted to be given under the District of Columbia Nonprofit Corporation Act.

(e) Affidavit of Notice. The Secretary shall, if requested by the Board of Directors, execute an affidavit affirming that the notice of the annual meeting or any special meeting of the members has been given in accordance with the requirements of this Section 5.5. Any affidavit so executed shall be filed and maintained with the minutes of the meeting.

5.6 Waiver of Notice

Attendance by a member at an annual or special meeting shall constitute a waiver of:

(a) Notice of the meeting, or of any defect in the notice for the meeting, unless the member at the beginning of the meeting objects to the holding of the meeting or to the transaction of any business at the meeting citing a lack of, or a defect in, the notice.

(b) Any objection to the consideration of a particular matter at the meeting that is not described in the notice of the meeting (other than matters listed in paragraph (b) of Section 5.5 which must be identified in the notice of the meeting), unless the member at the meeting objects to the consideration of the matter.

5.7 Quorum

(a) Quorum Requirement. The presence, in person or by proxy, of one-third (1/3) of the members entitled to vote shall constitute a quorum for the transaction of business at a meeting of members, unless the Board of Directors shall specify that a lesser percentage of the members entitled to vote shall constitute a quorum and such lesser percentage shall be disclosed in the notice of the meeting. In no event may the lesser percentage specified by the Board of Directors be less than 10% of the members entitled to vote.

(b) Loss of Quorum. The members present at a duly called meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

5.8 Vote Required

(a) Matters Other Than the Election of Directors. At any meeting of members, on any matter submitted to the vote of members (other than the election of directors and officers), the matter will be approved if the votes cast in favor of the matter exceed the votes cast in opposition to the matter, unless the vote of a greater number or percentage is required to approve the matter under the District of Columbia Nonprofit Corporation Act. An abstention shall not be considered a vote.

(b) Election of Directors and Officers. In the election of directors and officers, the candidate receiving the greatest number of votes among the candidates for the position shall be elected.

5.9 Adjournments

Any annual or special meeting of members, whether or not a quorum is present, may be adjourned to another location, date, and time by the vote of the majority of the members present at the meeting and entitled to vote. Notice of the new location, date, or time need not be given to the members if the new location, date, and time is announced at the meeting before adjournment.

5.10 Record Date

(a) Establishment of a Record Date by the Board of Directors. For the purpose of determining which members are entitled to receive notice of any meeting, to vote at a meeting, or to take any other action, the Board of Directors may, but is not required to, fix a future date as the record date, which shall not be more than sixty (60) days before the date of such meeting or other action. If a record date is fixed, only persons who are members of record on that date shall be entitled to notice, to vote, or to take the action in question.

(b) Determination of the Record Date in the Absence of Action by the Board of Directors

Unless otherwise fixed by the Board of Directors:

(i) The record date for determining those members entitled to receive notice of an annual or special meeting of members shall be the first business day preceding the day on which notice of the meeting is given.

(ii) The record date for determining those members entitled to vote at an annual or special meeting of members shall be the day preceding the meeting.

(iii) The record date for determining those members entitled to vote by ballot in accordance with Section 5.12 shall be the business day preceding the date on which the ballots are first mailed or disseminated electronically.

(c) Members of Record. For purposes of this Section 5.10, the members of record shall be the persons who are members as of the close of business on the record date.

5.11 Voting Rights

Each voting member entitled to vote shall be entitled to cast one vote on each matter on which the member is entitled to vote.

5.12 Action by Ballot

(a) Voting by Ballot. Any action that may be taken at an annual or special meeting of members may be taken without a meeting if the Association delivers a ballot to each member entitled to vote on the matter. Voting may be by paper ballot or by any secure method of electronic balloting selected by the Board of Directors.

(b) Form of Ballot. The ballot (whether in paper or electronic form) must (i) set forth each action being submitted to a vote of the members, (ii) provide an opportunity to vote for, or withhold a vote for, each candidate for election as a director or officer, and (iii) provide an opportunity to vote for or against, or abstain from voting on, each other matter being submitted to a vote of the members.

(c) Voting Requirements.

(i) Approval of an action by ballot, other than the election of directors and officers, requires that:

(A) the number of votes cast by ballot equal or exceed the number of voting members that would have been required to be present in order to constitute a quorum had a meeting been held to vote on the matter; and

(B) the number of votes cast in favor of the matter exceed the number of votes cast in opposition to the matter.

(ii) In the election of directors and officers, the candidate receiving the greatest number of votes cast among the candidates for the position shall be elected.

(d) Solicitation Requirements. A solicitation of votes by ballot must state: (i) the number of ballots that must be cast in order to meet the quorum requirement, (ii) the vote required to approve each matter other than the election of directors and officers, and (iii) the time by which a ballot must be received by the Association in order to be counted (the "Voting Deadline").

(e) Revocation of a Ballot. A ballot (whether in paper or electronic form) may be revoked by a written notice signed by the member and delivered to the Secretary prior to the Voting Deadline.

(f) Counting of Ballots. All ballots (whether in paper or electronic form) shall be counted, or the count must be affirmed by, the Elections Committee or, if no Elections Committee has been appointed, by such other director(s) or officer(s) to whom the Board of Directors shall assign this responsibility.

(g) Confidentiality of Ballots. All ballots (whether in paper or electronic form) shall be kept secure and secret until the voting period has concluded.

5.13 Elections Committee

(a) Appointment. In connection with any election or vote of members taken at an annual or special meeting of members or a solicitation conducted by ballot, the Board of Directors or the President, with the approval of the Board of Directors, may appoint an Elections Committee composed of up to five (5) individual directors, officers, or employees of the Association. No individual who is a candidate for an office that is to be filled in the election may be appointed as an inspector of election.

(b) Duties and Responsibilities.

(i) The Elections Committee shall be responsible for overseeing the nominations and elections process, and in this capacity shall have such duties and responsibilities as are assigned to it by the Board of Directors, which may include the following to the extent applicable:

- (A) verifying the proper nomination and eligibility of candidates for election to office;
- (B) ascertaining the number of members entitled to vote on each matter being submitted to a vote of member;
- (C) determining the validity of proxies and ballots;
- (D) counting the votes and determining the voting results; and
- (E) any other duties and responsibilities that may be performed by inspectors of election under Section 29-405.28 of the District of Columbia Nonprofit Corporation Act.

(ii) Each person appointed to the Elections Committee shall execute his or her duties and responsibilities impartially and according to the best of his or her ability.

5.14 Production of the Member List At Meetings

In connection with any annual or special meeting of members, there shall be made available for the inspection of members, during the period beginning two (2) business days after the notice of the meeting is given and continuing through the conclusion of the meeting, at the

Association's principal office and at the location of the meeting, an alphabetical list prepared by the Secretary of the name, class of membership, and address of each member of the Association who is entitled to notice of, and to vote at, the meeting.

5.15 Proxies

(a) Right to Vote By Proxy. Any member entitled to vote at the annual meeting or a special meeting shall have the right to do so either in person or through a proxy appointed by the member.

(b) Form of Proxy. The appointment of a proxy must be evidenced by a writing signed and dated by the member that clearly indicates the appointment and that identifies the person so appointed to act for the member. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting or in an electronic transmission, or otherwise) by the member.

(c) Effectiveness of a Proxy. Unless earlier revoked by the member or by the death or incapacity of the member, a proxy will be effective when it is delivered to the Secretary and shall remain valid for a period of eleven (11) months following the date thereof, unless a longer period, which may not exceed three (3) years, is expressly stated in the proxy.

(d) Effect of Death or Incapacity. The death or incapacity of a member who has appointed a proxy shall not affect the right of the Association to recognize the proxy's authority unless notice of the death or incapacity is received by the Secretary before the proxy exercises his or her authority under the appointment.

ARTICLE VI

Board of Directors

6.1 Powers of Directors

All corporate powers of the Association under the District of Columbia Nonprofit Corporation Act, the Association's Articles of Incorporation, and these Bylaws shall be exercised by or under the authority of the Board of Directors, and the activities and the affairs of the

Association shall be managed by or under the direction, and subject to the oversight, of the Board of Directors.

6.2 Composition of the Board of Directors

The members of the Board of Directors shall consist of (i) the nine (9) officers of the Association who are designated as directors in Section 7.1, (ii) the eight (8) Regional Directors elected in accordance with Section 6.3, and (iii) the Student Representative.

6.3 Regional Directors

(a) Number of Regional Directors. There shall be eight (8) regional directors selected respectively by the members in the following geographic regions:

- (i) Regional Director -- Caribbean (Puerto Rico and Virgin Islands).
- (ii) Regional Director -- Northeast (Connecticut, Maine, Massachusetts, New Hampshire, New York, New Jersey, Rhode Island, and Vermont).
- (iii) Regional Director -- Mid-Atlantic (Delaware, Kentucky, Maryland, Pennsylvania, Virginia, Washington D.C., and West Virginia).
- (iv) Regional Director -- South (Alabama, Florida, Georgia, Mississippi, North Carolina, South Carolina, and Tennessee).
- (v) Regional Director -- South Central (Arkansas, Louisiana, Oklahoma, and Texas).
- (vi) Regional Director -- Midwest (Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Montana, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin).
- (vii) Regional Director -- Southwest (Arizona, Colorado, Nevada, New Mexico, Utah, and Wyoming).
- (viii) Regional Director -- Pacific (Alaska, California, Hawaii, Idaho, Oregon, and Washington).

(b) Qualifications. Each Regional Director must be a voting member of the Association and must work or reside in the region that he or she is elected to represent.

(c) Election and Term. Each Regional Director shall be elected by a vote of the Regular Members and the Academic Members from his or her geographic region and shall serve a two-year term. The election of Regional Directors shall be held every two (2) years in connection with the annual meeting of members in odd number years. Each Regional Director so elected, unless he or she shall earlier resign, be removed, or become deceased, shall serve until the expiration of the term for which he or she is elected and until his or her successor takes office.

(d) Nominations. In order to qualify as a candidate for election as a Regional Director, the candidate must receive the nomination of at least ten (10) members who are either Regular Members or Academic Members in good standing from the geographic region to be represented by the candidate. Unless otherwise determined by the Board of Directors, nominations must be received no later than the 35th day preceding that date of the membership meeting at which the election is to held. The names of all candidates who are duly nominated shall be placed on the ballot.

(e) Alternate Regional Directors. Each elected Regional Director shall, promptly following his or her election, appoint a person who, upon approval by Board of Directors, shall serve as the alternate Regional Director for the geographic region (each an "Alternate Regional Director"). An Alternate Regional Director shall be entitled to assume and carry out all of the duties and responsibilities of the elected Regional Director, including attending and voting at meetings of the Board of Directors, in the absence or incapacity of the elected Regional Director. At any time the elected Regional Director may appoint a replacement for an Alternate Regional Director who, upon approval by the Board of Directors, shall become the Alternate Regional Director replacing incumbent Alternate Regional Director such that at no time shall there be more

than one Alternate Regional Director for a geographic region. Each person serving as an Alternate Regional Director must meet the qualifications set forth in Section 6.3(b). As an alternative to the appointment of an Alternate Regional Director by the elected Regional Director, the Board of Directors, in its discretion, may authorize the election of Alternative Regional Directors by the members within the respective geographic regions.

6.4 Student Representative

(a) Qualifications. The Student Representative must be a Student Member in good standing of the Association and a full-time student at a recognized and accredited institution of higher learning who has demonstrated an interest in broadcast or print journalism or new media.

(b) Election and Term. The Student Representative shall be elected by the Student Members and shall serve a one-year term, whether or not a successor is elected at the next annual meeting. The election of the Student Representative shall be held in connection with the annual meeting of members (or if an annual meeting of members is not held or a Student Representative election is not held at the annual meeting, at a special meeting that may be called for that purpose by the Board of Directors).

(c) Nominations. In order to qualify as a candidate for election as the Student Representative, the candidate must receive the nomination of at least twenty-five (25) or, if there are fewer than twenty-five (25) Student Members in good standing, at least five percent (5%) of the Student Members in good standing. Unless otherwise determined by the Board of Directors, nominations must be received no later than the 35th day preceding that date of the membership meeting at which the election is to be held. The names of all candidates who are duly nominated shall be placed on the ballot.

6.5 Resignation of a Regional Director or the Student Representative

A Regional Director or the Student Representative may resign at any time by delivering a signed notice to the Board of Directors or to the President or the Secretary of the Association. Any such resignation shall be effective when the notice is delivered unless the notice specifies a later effective time. The acceptance of the resignation shall not be necessary to make it effective.

6.6 Removal of a Regional Director or the Student Representative

(a) Removal of a Regional Director or Student Member by the Board of Directors. The Board of Directors, by a majority vote of the directors then in office, may remove a Regional Director or the Student Representative from office for cause. The Board of Directors shall have “cause” for the removal of a Regional Director or the Student Representative if he or she:

(i) No longer meets the qualifications for election as a director, (A) as set forth in Section 6.3(b) in the case of a Regional Director or (B) as set forth in Section 6.4(a) in the case of the Student Representative.

(ii) Has been declared of an unsound mind by a final court order.

(iii) Has been convicted of a felony.

(iv) Has been found by a final court order to have breached a duty as a director.

(v) Has missed in any year beginning on the date of the annual meeting more than three (3) meetings of the Board of Directors (including meetings held by conference call) without delivering to the President or the Executive Director of the Association, either orally or in writing (but preferably in writing), an excused reason for the absence. Excused reasons are limited to a family or work emergency or another reason deemed acceptable by a majority of the Board of Directors and, except in the case of an emergency accepted by a majority of the Board of Directors, must be given in advance of the meeting.

(b) Removal of a Regional Director by the Members. A Regional Director may be removed, with or without cause, by a vote of the Regular Members and Academic Members from the geographic region that elected the Regional Director. The vote to remove a Regional Director shall be taken at a special meeting of the regional members called for that purpose (i) by the Board of Directors or (ii) upon the petition of one-third (1/3) of members from that region who are Regular Members or Academic Members. The removal of a Regional Director shall require the affirmative vote of two-thirds (2/3) of the total number of Regular Members and Academic Members (as determined at the close of business on the day preceding the day on which the vote is taken) from the geographic region that elected the Regional Director.

6.7 Vacancies

(a) Regional Directors.

(i) Appointment of a Successor by the Board of Directors. If a vacancy arises as the result of the death, resignation, or removal of a Regional Director, the Board of Directors may fill the vacancy by the appointment of a successor who satisfies the eligibility requirements set forth in Section 6.3(b). A successor Regional Director appointed by the Board of Directors, unless he or she shall earlier resign, be removed, or become deceased, shall serve for the remainder of the term and until his or her successor takes office, except that if a successor is elected by the Regional Members in accordance with subparagraph (ii), the successor appointed by the Board of Directors shall serve only until the election of the successor by the Regional Members.

(ii) Election of a Successor by the Regional Members. A vacancy arising as the result of the death, resignation, or removal of a Regional Director may be filled by the election of an successor at a special meeting of the Regular Members and Academic Members from the geographic region called for that purpose (A) by the Board of Directors or (B) upon the petition of one-third (1/3) of members from that region who are Regular Members or Academic Members. In order to qualify as a candidate for election by members under this subparagraph (ii), the candidate must receive the nomination of at least ten (10) members from the region who are Regular Members or Academic Members in good standing. Unless otherwise determined by the Board of Directors, nominations must be received no later than the 35th day preceding that date of the special meeting. The candidate receiving the greatest number of votes among the candidates for the position shall be elected. A successor Regional Director elected by the members, unless he or she shall earlier resign, be removed, or become deceased, shall serve for the remainder of the term for which the original Regional Director was elected and until his or her successor takes office,

(b) Student Representative. Any vacancy arising as the result of the death, resignation or removal of the Student Representative may be filled by the appointment by the Board of

Directors of a person satisfying the requirements of Section 6.4(a). A Student Representative so appointed to fill a vacancy shall serve until the next annual meeting of members (unless he or she shall earlier become deceased, resign, or be removed).

6.8 Ex Officio Directors.

The Board of Directors may from time to time designate one or more former officers or other persons to serve as ex officio directors for such term or period of time as the Board of Directors shall determine. An ex officio director shall be entitled to attend meetings of the Board of Directors, unless determined otherwise by the Board of Directors, but shall not be entitled to vote. An ex officio director may be removed from office by the Board of Directors at any time with or without cause.

ARTICLE VII

Officers

7.1 Positions and Responsibilities

The titles and responsibilities of the officers of the Association shall be as follows:

(a) **President.** The President, subject to the oversight of the Board of Directors, shall be responsible for the management of the Association. The President shall supervise, direct, and control the business and the activities of the Association and shall have such other powers, duties, and responsibilities as are prescribed by these Bylaws, as the Board of Directors may from time to time assign to the President, or as are incident to the office of President. The President shall preside at all meetings of the members and at all meetings of the Board of Directors. The President may sign and execute in the name and on behalf of the Association such deeds, mortgages, bonds, contracts, and other instruments as are authorized by the Board of Directors. The President shall be a member of the Board of Directors. The President shall not simultaneously serve as the Executive Director of the Association.

(b) **Financial Officer.** The Financial Officer shall be responsible for the financial affairs of Association and shall have the responsibilities set forth below, as well as such other powers, duties and responsibilities as are prescribed by these Bylaws, as the Board of Directors or the President may from time to time assign to the Financial Officer, or as are incident to the office of Financial Officer. The Financial Officer may sign and execute in the name and on behalf of the Association such deeds, mortgages, bonds, contracts, and other instruments as are authorized by the Board of Directors. The Financial Officer shall be a member of the Board of Directors.

(i) **Accounting Records.** The Financial Officer shall keep and maintain, or cause to be kept and maintained, the books and records of the Association required to be kept by Section 11.1(b). The Financial Officer shall render to the Board of Directors and the President, whenever they request it, an account of all transactions executed by the Financial Officer on behalf of the Association and of the financial condition of the Association. At the expiration of the Financial Officer's term of office, the Financial Officer shall turn over to the successor Financial Officer all books, money, and other properties of the Association in the possession or control of the Financial Officer.

(ii) Deposit and Disbursement of Funds and Valuables. The Financial Officer shall (A) deposit, or cause to be deposited, in the name and to the credit of the Association, with such banks, trust companies, or other depositories as may be designated by the Board of Directors or any committee thereof, or selected by the Financial Officer in consultation with the Board of Directors or a committee thereof, all funds, securities, and other valuables received by the Association and (B) disburse the funds of the Association as appropriate under the specific or general direction of the Board of Directors or the President.

(c) Secretary. The Secretary shall have the responsibilities set forth below, as well as such other such powers, duties, and responsibilities as are prescribed by these Bylaws, as the Board of Directors or the President may from time to time assign to the Secretary, or as are incident to the office of Secretary. The Secretary shall be a member of the Board of Directors.

(i) Association Minutes. The Secretary shall keep, or cause to be kept, at the principal office of the Association permanent records of minutes of all the meetings and actions of the members of the Association and of the Board of Directors and the committees thereof.

(ii) Membership List. The Secretary shall keep, or cause to be kept, the membership list required by Section 11.1(c).

(iii) Corporate Records. The Secretary shall keep, or cause to be kept, the Association records required by Section 11.1(d).

(iv) Notices. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors and the committees thereof that are required to be given by law, these Bylaws, or resolution of the Board of Directors.

(v) Corporate Seal. The Secretary shall have custody of the corporate seal, which the Secretary shall be responsible for affixing to Association documents when and as required.

(d) Vice President for Print. The Vice President for Print shall have such powers, duties, and responsibilities as are prescribed by these Bylaws and as the Board of Directors or the President may from time to time assign to such officer. The Vice President for Print shall be a member of the Board of Directors.

(e) Vice President for Broadcast. The Vice President for Broadcast shall have such powers, duties, and responsibilities as are prescribed by these Bylaws and as the Board of Directors or the President may from time to time assign to such officer. The Vice President for Broadcast shall be a member of the Board of Directors.

(f) Vice President for Digital. The Vice President for Digital shall have such powers, duties, and responsibilities as are prescribed by these Bylaws and as the Board of Directors or the President may from time to time assign to such officer. The Vice President for Digital shall be a member of the Board of Directors.

(g) Spanish Language At-Large Officer. The Spanish Language At-Large Officer shall have such powers, duties, and responsibilities as are prescribed by these Bylaws and as the

Board of Directors or the President may from time to time assign to such officer. The Spanish Language At-Large Officer shall be a member of the Board of Directors.

(h) Academic At-Large Officer. The Academic At-Large Officer shall have such powers, duties, and responsibilities as are prescribed by these Bylaws and as the Board of Directors or the President may from time to time assign to such officer. The Academic At-Large Officer shall be a member of the Board of Directors.

(i) General At-Large Officer. The General At-Large Officer shall have such powers, duties, and responsibilities as are prescribed by these Bylaws and as the Board of Directors or the President may from time to time assign to such officer. The General At-Large Officer shall be a member of the Board of Directors.

7.2 Absence or Disability of the President

In the absence or disability of the President, the Board of Directors shall appoint another officer of the Association to exercise the powers, duties, and responsibilities of the President pending, as applicable, the return of the President or election of a successor to the position of President.

7.3 Qualifications

Eligibility for election as an officer is subject to the following qualifications:

(a) All Elected Officer Positions. Each elected officer (other than the At-Large Academic Officer) must be a Regular Member in good standing of the Association.

(b) President. The President (i) must have previously served at least one full term as a member of the Board of Directors in any capacity and (ii) may not serve consecutive terms as President (except in the case where the President's immediate service as President was the result of his or her election or appointment to fill a vacancy caused by the death, resignation, or removal of the predecessor).

(c) Vice President for Print. The Vice President for Print must work at a print publication.

(d) Vice President for Broadcast. The Vice President for Broadcast must work at a broadcast media outlet.

(e) Vice President for Digital. The Vice President for Digital must work (i) at an online publication or (ii) as a news gatherer whose main role is that of an online journalist.

(f) At-Large Officer for Spanish Language. The At-Large Officer for Spanish Language must work in Spanish-language media.

(g) At-Large Academic Officer. The At-Large Academic Officer shall be a full-time instructor of journalism at college or university.

7.4 Election and Term

(a) Election by Members. Each of the officers listed in Section 7.1 shall be elected by a vote of the Regular Members and the Academic Members and shall serve a two-year term. The election of officers shall be held every two (2) years in connection with the annual meeting of members in even numbered years. Each officer so elected, unless he or she shall earlier resign, be removed, or become deceased, shall serve until the expiration of the term for which he or she is elected and until his or her successor takes office.

(b) Nominations. In order to qualify as a candidate for election as an officer, the candidate must receive the nomination of at least twenty-five (25) members who are Regular Members or Academic Members in good standing (or, if there are fewer than twenty-five (25) such members, at least five percent (5%) of the combined number of Regular Members and Academic Members in good standing). Unless otherwise determined by the Board of Directors, nominations must be received no later than the 35th day preceding that date of the membership meeting at which the election is to be held. The names of all candidates who are duly nominated shall be placed on the ballot.

7.5 Resignation of an Elected Officer

An officer elected by the members may resign at any time by delivering a signed notice to the Board of Directors or to the President or the Secretary of the Association. Any such resignation shall be effective when the notice is delivered unless the notice specifies a later effective time. The acceptance of the resignation shall not be necessary to make it effective. Upon resignation an officer elected by the members also shall cease to be a director.

7.6 Removal of an Elected Officer

(a) Removal by the Board of Directors. The Board of Directors, by a majority vote of the directors then in office, may remove an officer elected by the members from office for cause. The Board of Directors shall have “cause” for the removal of an officer elected by the members if the officer:

- (i) No longer meets the applicable qualifications for election to the position held by the officer as set forth in Section 7.3.
- (ii) Has been declared of an unsound mind by a final court order.
- (iii) Has been convicted of a felony.
- (iv) Has been found by a final court order to have breached a duty as a director.
- (v) Has failed to perform his or her duties as an officer in any material respect.
- (vi) Has missed in any year beginning on the date of the annual meeting more than three (3) meetings of the Board of Directors (including meetings held by conference call) without delivering to the President or the Executive Director of the Association, either orally or in writing (but preferably in writing), an excused reason for the absence. Excused reasons are limited to a family or work emergency or another reason deemed acceptable by a majority of the Board of Directors and, except in the case of an emergency accepted by a majority of the Board of Directors, must be given in advance of the meeting.

(b) Removal by the Members. An officer elected by the members may be removed, with or without cause, by a vote of the Regular Members and the Academic Members. The vote to remove an officer shall be taken at a special meeting of members called for that purpose (i) by the Board of Directors or (ii) upon the petition of one-third (1/3) of the members who are Regular Members or Academic Members. The removal of an officer by the members shall require the affirmative vote of two-thirds (2/3) of the total number of Regular Members and Academic Members (as determined at the close of business on the day preceding the day on which the vote is taken).

7.7 Vacancies

(a) Appointment of a Successor by the Board of Directors. If a vacancy arises as the result of the death, resignation, or removal of an officer elected by the members, the Board of Directors may fill the vacancy by the appointment of a successor who satisfies the eligibility requirements set forth in Section 7.3. A successor officer appointed by the Board of Directors, unless he or she shall earlier resign, be removed, or become deceased, shall serve for the remainder of the term and until his or her successor takes office, except that if a successor is elected by the members in accordance with paragraph (b), the successor appointed by the Board of Directors shall serve only until the election of the successor by the members.

(b) Election of a Successor by the Members. A vacancy arising as the result of the death, resignation or removal of an officer elected by the members may be filled by the election of an successor at a special meeting of the Regular Members and Academic Members called for that purpose (i) by the Board of Directors or (ii) upon the petition of one-third (1/3) of the Regular Members and Academic Members. In order to qualify as a candidate for election by members under this subparagraph (b), the candidate must receive the nomination of at least ten (10) members who are Regular Members or Academic Members in good standing. Unless otherwise determined by the Board of Directors, nominations must be received no later than the 35th day preceding that date of the special meeting. The candidate receiving the greatest number of votes among the candidates for the position shall be elected. A successor officer elected by the members, unless he or she shall earlier resign, be removed, or become deceased, shall serve for the remainder of the term for which the original officer was elected and until his or her successor takes office.

7.8 Subordinate Officers

The Board of Directors may appoint, and may authorize the President to appoint, any other officers that the business of the Association may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties and have the responsibilities specified in these Bylaws or as determined from time to time by the Board of Directors.

ARTICLE VIII

Meetings of the Board of Directors

8.1 Annual Meeting

The Board of Directors shall hold an annual meeting immediately following the election of directors at the annual meeting of members for the purpose of addressing organizational

matters, including the appointment of committees and the appointment of officers, if any, that are not subject to election by the members, and the transaction of any other business.

8.2 Regular and Special Meetings

(a) Regular Meetings. Regular meetings of the Board of Directors may be held from time to time as the Board of Directors shall determine. Regular meetings may be held at any location, within or outside of the District of Columbia, designated by the Board of Directors or, in the absence of designation by the Board of Directors, as determined by the President.

(b) Special Meetings. Special meetings of the Board of Directors may be called at any time, or from time to time, by the President or upon the written request of any ten (10) members of the Board of Directors. Special meetings may be held at any location, within or outside of the District of Columbia, designated by the Board of Directors or, in the absence of designation by the Board of Directors, as determined by the President.

8.3 Quorum and Vote Required

(a) Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except that, if quorum is not present, a majority of the directors present may adjourn the meeting to another time and place.

(b) Vote Required. If a quorum is present, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors, unless a greater vote is required by law, the Association's Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of one or more directors, if any action taken is approved by at least a majority of the directors required to constitute a quorum.

(c) No Voting by Proxy. No directors may grant a proxy to any other person (including another director) to vote or take any other action on behalf of such director at any meeting of the Board of Directors, a committee thereof, or otherwise.

(d) Voting Directors Only. All references in this Section 8.3 to directors shall be interpreted to mean voting directors only.

8.4 Adjournment

A majority of the directors present at a duly called meeting, whether or not constituting a quorum, may adjourn the meeting to another time and place. Notice of the time and place of an adjourned meeting need not be given unless the meeting is adjourned for more than 24 hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time and place of the adjournment.

8.5 Executive Sessions

The Board of Directors or the President, acting in his or her capacity as the chairperson of a meeting of the Board of Directors, may at time, and with or without prior notice, determine that all or any portion of a meeting of the Board of Directors shall be held in executive session at

which only voting directors and any other persons expressly invited to attend the meeting shall be permitted to be present.

8.6 Meeting Notices

(a) Timing of Notice. The Secretary, or his or her designee, shall give notice of each meeting of the Board of Directors, or any committee thereof, to each director, or to each committee member, at least 10 days prior to the date of the meeting.

(b) Content of Notice. The notice of the meeting shall state the date, time, and location for the meeting. If no location for the meeting is specified in the notice, the meeting shall be held at the principal office of the Association. The notice may include a general statement of the business to be transacted at the meeting, but the Board of Directors, or committee thereof, shall not be limited in its consideration of matters at the meeting to only those identified in the meeting notice.

(c) Manner of Notice. Notice of the meetings shall be in writing and shall be given to each director entitled to notice by one or any combination of the following methods:

- (i) Personal delivery.
- (ii) First- class mail, postage pre- paid, to the address furnished by the director for such purpose.
- (iii) Facsimile transmission to the number furnished by the director for such purpose.
- (iv) Email to the address furnished by the director for such purpose.
- (v) Through any other tangible, electronic, or other medium approved in advance by the Board of Directors by means of which notices are permitted to be given under the District of Columbia Nonprofit Corporation Act.

8.7 Waiver of Notice

(a) Written Waivers. Any action taken at a meeting of the Board of Directors, or any committee thereof, shall be valid notwithstanding a failure to comply with the notice requirements set forth in Section 8.6, or any defect with respect thereto, if, either before or after the meeting, each of the directors not present signs a written waiver of notice. All such written waivers shall be filed with the corporate records as part of the minutes of the meeting.

(b) Waiver by Attendance. A director's attendance at or participation in a meeting of the Board of Directors, or any committee thereof, shall constitute waiver of the required notice to the director of the meeting, unless the director, at the beginning of the meeting, or promptly upon his or her arrival, objects to the holding of the meeting or the transaction of business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

8.8 Meetings by Electronic Communication

Directors shall participate at meetings in person, except that the Board of Directors, or any committee thereof, may permit any or all directors to participate in a meeting by, or conduct the meeting by means of a telephone conference call, video conference, or the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by such means shall be considered to be present in person at the meeting.

8.9 Action without a Meeting

(a) Action By Unanimous Content. Any action required or permitted to be taken at a meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if each director entitled to vote signs and delivers to the Association a written consent that describes the action to be taken. Action taken under this Section 8.9 shall be the act of the Board or committee when one or more consents signed by all the directors, or all the committee members, entitled to vote thereon are delivered to the Secretary. The consent may specify the time at which the action taken in the consent is to be effective.

(b) Withdrawal of A Consent. A director may withdraw a written consent by delivery to the Secretary of a signed revocation at any time prior to the delivery to the Secretary of unrevoked consents signed by all the directors or committee members.

(c) Effect of Action by Consent. Any action taken by consent in accordance with this Section 8.9 shall have the same effect as an action taken at a meeting of the Board of Directors, or a committee thereof, and may be described as such in any document.

(d) Recordkeeping. All consents shall be filed with the minutes of the proceedings of the Board of Directors.

8.10 Electronic Communications

Any notice, consent, or other communication required or permitted to be given under this Article 8 that is required to be given in writing may be provided electronically and may be signed by any generally recognized form of electronic signature.

ARTICLE IX

Committees

9.1 Board Committees

(a) Creation. The Board of Directors may, by a resolution adopted by a majority of the directors then in office, create one or more committees of the Board of Directors that consist solely of one or more directors (“Board Committee”).

(b) Powers. Any Board Committee, to the extent provided in the resolution of the Board of Directors establishing the Board Committee, exercise the powers of the Board of directors under Section 6.1, except that a Board Committee may not:

- (i) authorize any distributions by the Association;

- (ii) approve or propose to the members any action that is required to be approved by members;
- (iii) fill vacancies on the Board of Directors;
- (iv) appoint committee members;
- (v) remove directors, committee members, or officers;
- (vi) authorize the payment of compensation to any director; (vii) adopt, amend, or repeal any provision of these Bylaws; or
- (vii) authorize the expenditure of Association funds to support any candidate for election as a director or officer if there is more than one candidate for election to the office,
- (viii) approve any transaction to which the Association is a party and one or more directors has a material financial interest; or
- (ix) approve the merger or dissolution of the Association, or the sale of all or substantially all of the assets of the Association.

(c) Appointment of Members. The appoint of members of the Board of Directors to serve on a Board Committee shall require the approval of a majority of the directors then in office.

(d) Tenure of Board Committee Members. The appointment of a director to serve on a Board Committee shall be for a term that expires on the date of the next annual meeting of members, unless otherwise specified in the resolution of the Board of Directors appointing the director to the Board Committee.

(e) Meetings. A Board Committee may hold regular meetings, within or outside the District of Columbia, at such times and locations as are fixed by the Board Committee. Unless otherwise specified in the resolution of the Board of Directors establishing the Board Committee, or in any subsequent resolution of the Board of Directors, special meetings of a Board Committee may be called at any time by the Board of Directors, the President, or the chairperson of the Board Committee.

(f) Quorum and Vote Required. A majority of Board Committee members shall constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Board Committee present shall be the act of the Board Committee.

(g) Board Committee Secretary. The Secretary shall serve as the secretary for each Board Committee and shall keep and preserve the minutes of each Board Committee meeting. In the absence of the Secretary, the Board Committee shall appoint a secretary to the Board Committee, who shall keep and preserve the minutes of each Board Committee meeting at which the Secretary is not present and provide copies of the minutes to the Secretary.

9.2 Advisory Committees

The Board of Directors may create one or more advisory committees whose members need not be directors. Advisory committees are not Board Committees and shall not exercise any of the powers of the Board.

ARTICLE X

Indemnification

10.1 Indemnification and Advancement of Expenses

(a) Directors. Any individual who becomes a party to a proceeding because he or she is or was a director of the Association shall be indemnified by the Association to the fullest extent permitted by Section 29-406.51 of the District of Columbia Nonprofit Corporation Act and shall be entitled to the advancement of funds to pay for or reimburse expenses to the fullest extent permitted by Section 29-406.53 of the District of Columbia Nonprofit Corporation Act.

(b) Officers. Any individual who is an officer, but not a director of the Association, shall be entitled to indemnification and the advancement of expenses to the same extent as directors of the Association are permitted by Section 29-406.56 of the District of Columbia Nonprofit Corporation Act.

10.2 Non-Exclusivity of Rights

The rights to indemnification and to the advancement of expenses contained in this Article X shall not be exclusive of the same or any similar rights that may be accorded to any director, officer, employee, agent, or volunteer of the Association by statute, contract, vote of the Board of Directors, or otherwise.

10.3 Insurance

To the extent permitted by law, the Association may, if approved by the Board of Directors, purchase and maintain insurance for any liability asserted against or incurred by any directors, officers, employees, or agents of the Association by reason of any actions or omissions arising out of their service to, or employment by, the Association. For the purpose of satisfying the requirements of Section 29-406.90 of the District of Columbia Nonprofit Corporation Act, which establishes immunity from civil liability under certain circumstances for directors, officers, and other persons who perform services for the Association without compensation other than the reimbursement of expenses, the Association shall endeavor to maintain at all times liability insurance with a coverage limit of not less than \$200,000 per individual claim and \$500,000 per total claims that arise from the same occurrence.

ARTICLE XI

Records and Reports

11.1 Association Books and Records

(a) Membership and Board of Director Proceedings. The Association shall keep as permanent records the minutes of all proceedings and other actions of members and of the Board of Directors and all committees thereof.

(b) Accounting Books and Records. The Association shall maintain accounting books and records showing in reasonable detail the assets and liabilities and the receipts and disbursements of the Association.

(c) Membership List. The Association shall keep at the principal office of the Association a record of the Association's members, showing the name, address, and the class of membership of each member.

(d) Other Association Records. The Association shall keep a copy of the following records at its principal office:

(i) a copy of the Association's Articles of Incorporation and any amendments thereto,

(ii) these Bylaws and any amendments thereto,

(iii) copies of all notices and other communications delivered to members generally within the preceding three (3) years, including the financial statements furnished pursuant to Section 11.5 of these Bylaws,

(iv) a list of the names and addresses of the Association's directors and officers, and

(v) the most recent biennial report delivered to the Mayor of the District of Columbia in accordance with Section 29-413.01(e)(6) of the District of Columbia Nonprofit Corporation Act.

(e) Location and Form of Records. Unless otherwise specified by these Bylaws, the records of the Association shall be kept at such place or places as are designated by the Board of Directors or, in the absence of such designation, at the principal office of the Association and shall be maintained in writing or stored in an electronic or other medium that allows for retrieval in a perceivable form.

11.2 Inspection Rights of Members

(a) Unrestricted Access. Any member of the Association shall be entitled to inspect and copy, at the Association's principal office during the regular business hours, the records specified in Section 11.1(d) upon a written request delivered to the Secretary at least five (5) business days in advance.

(b) Access Requiring a Proper Purpose. Any member of the Association shall be entitled to inspect and copy, at a reasonable location specified by the Association during regular business hours, the following records; provided that (1) the member's demand is made in good faith and for a proper purpose, (2) the member describes with reasonable particularity the purpose and the records to be inspected, and (3) the records are directly connected to the purpose specified:

(i) excerpts from the minutes of member and Board of Directors meetings required to be maintained in accordance with Section 11.1(a), to the extent not otherwise required to be provided under Section 11.2(a);

(ii) accounting records of the Association required to be maintained in accordance with Section 11.1(b);

(iii) the membership list required to be maintained by the Association in accordance with Section 11.1(c).

(c) Limitations on Use. Without the consent of the Board of Directors, the membership list (or any portion thereof) of the Association (i) may not be purchased or sold by any person and (ii) shall not be obtained or used by any person (A) to solicit money or property, unless the money or property will be used solely to solicit the votes of members in an election to be held by the Association or (B) for any commercial purpose.

(d) Access of Attorney or Agent of Member. An agent or attorney of a member, as designated by the member in writing delivered to the Secretary, shall be entitled to inspect and copy records of the Association on behalf of the member to the same extent that the member would be permitted to do so directly.

(e) Costs. The Association may impose reasonable charges, covering the costs of labor and material, for any copies of documents provided to a member.

11.3 Inspection Rights of Directors

A director of the Association shall be entitled to inspect and copy the books, records, and documents of the Association at any reasonable time to the extent reasonably related to his or her duties as a director and not for any purpose that would violate his or her duties to the Association or any applicable law. This inspection by a director may be made in person or by an agent or attorney designated by the director in a writing delivered to the Secretary.

11.4 Reports to Members

(a) Reports Generally. The Board of Directors may issue to the members of the Association such reports, at such frequency and addressing such matters, as the Board of Directors considers appropriate.

(b) Annual Financial Statements. The Association shall provide to any member upon a written request, the Association's latest annual financial statements, including a statement of operations for, and a balance sheet as of the end of, the last completed fiscal year. If the financial statements have been reported on by a certified public accountant, the accountant's report shall accompany the financial statements delivered to the member. If the financial statements are not reported on by a certified public accountant, the financial statement shall be accompanied by a statement of the President or the Financial Officer (i) stating the reasonable belief of such officer as to whether the financial statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation and (ii) describing the

respects in which the statements were not prepared on the basis of accounting consistent with the statements prepared for the preceding year.

ARTICLE XII

Other Governance Matters

12.1 Fiscal Year

The fiscal year of the Association shall begin on January 1 of each year and shall end on December 31. The Board of Directors may, at any time or from time to time, prospectively change the fiscal year of the Association.

12.2 Dedication of Assets

The properties and assets of the Association are irrevocably dedicated to fulfillment of the purposes of the Association as set forth in Article III. No part of the net earnings, properties, or assets of the Association, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of the Association, except in fulfillment of the purposes of the Association. On liquidation or dissolution, all properties and assets and obligations of the Association shall be distributed in accordance with the provisions of the Association's Articles of Incorporation.

12.3 Compensation of Director and Officers

Directors and officers of the Association shall not receive compensation for their services, but shall be entitled to reimbursement for reasonable expenses incurred in connection with their service on behalf of the Association in accordance with such policies and procedures as the Board of Directors may establish.

12.4 Loans and Guarantees of Obligation of Directors and Officers

The Association shall not lend money to or guarantee the obligation of any director or officer except for (i) advances to pay reimbursable expenses reasonably expected to be incurred by a director or officer and (ii) advances pursuant to Section 10.2 of these Bylaws.

12.5 Contracts

In addition to the President and the Financial Officer, the Board of Directors may authorize any other director, officer, employee, or agent of the Association to enter into any contract or to execute and deliver any instrument in the name, and on behalf, of the Association. This authority may be general or may be confined to specific instances. Except as authorized by these Bylaws or by the Board of Directors, no director, officer, employee, or agent of the Association shall have any power to bind the Association to the terms of any contract or engagement, or to pledge its credit, or to render it liable to any third party for any purpose or in any amount.

12.6 Loans

Except as contemplated by Section 12.4, no loan shall be made by the Association to any person or entity unless that loan is authorized by the Board of Directors.

12.7 Bonds

If required by the Board of Directors, any director, officer, or employee of the Association shall provide the Association with a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of his or her office and for restoration to the Association of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control upon such person's death, resignation, retirement, or removal from office. The expense of the bond shall be paid by the Association.

ARTICLE XIII

Professional Chapters

13.1 Establishment of Professional Chapters

A professional chapter may be established in any city or other locality of the United States by ten (10) or more Regular Members of the Association residing or employed in the city or other locality where the chapter will operate. Unless otherwise authorized by the national Board of Directors, a new professional chapter may not be established in a city or other locality where a professional chapter already exists.

13.2 Approval of Professional Chapters

The eligibility requirements (in addition to those set forth in Section 13.1) and the procedures for the establishment of a professional chapter shall be determined by the national Board of Directors. The certification of a professional chapter requires the approval of the national Board of Directors by a majority vote at a meeting at which a quorum present.

13.3 Membership of Professional Chapters

Any Regular Member, Academic Member, Associate Member or Honorary Member of the Association may elect to become a member the professional chapter located in the city or other locality where such person resides or is employed. The members of professional chapters shall have the same chapter rights in respect to the governance of the chapter as they have as a Regular Member, Academic Member, Associate Member or Honorary Member with respect to the governance of the Association, except as otherwise expressly provided in Section 13.6.

13.4 Compliance With Association Requirements

Each professional chapter shall be governed by these Bylaws and all such other rules, regulations and policies as the national Board of Director from time to time shall adopt for the operation and governance of professional chapters. If the national Board of Directors of the Association determines that a professional chapter has failed to conduct any of its activities in compliance with these Bylaws or the rules, regulation and policies of the Association, the national Board of Directors, after reasonable notice and affording the chapter a reasonable

opportunity to address the matter, may impose such sanctions on the chapter as it deems appropriate, including the revocation of the chapter's certification.

13.5 Board of Directors of Professional Chapters

The activities of each professional chapter shall be conducted under the direction of a chapter board of directors (the "Chapter Board") composed of the elected officers of the chapter. At all meetings of the Chapter Board, a majority of Chapter Board members shall constitute a quorum for the transaction of business, and the act of a majority of the Chapter Board members present at any meeting at which there is a quorum shall be the act of Chapter Board.

13.6 Officers of Professional Chapters

(a) Officers. Each professional chapter (i) is required to have a President, a Vice President, a Treasurer and a Secretary and (ii) at the discretion of the Chapter Board also may have a single at-large officer with such responsibilities as the Chapter Board shall determine.

(b) Qualifications. The offices of President, Vice President, Treasurer and Secretary may be held only by Regular Members in good standing. Any Regular Member, Academic Member or Associate Member, in good standing, may serve as the at-large officer.

(c) Holding Multiple Offices. Any elected officer may concurrently hold two or more offices, except that in no event shall the President serve simultaneously as the Treasurer or the Secretary.

(d) Election. Chapter officers shall be elected annually. The President, Vice President, Treasurer and Secretary shall be elected by the Regular Members and the Academic Members of the chapter. The at-large officer, if any, shall be elected by the Regular Members, the Academic Members and the Associate Members of the chapter. Chapter elections shall be conducted in accordance with (i) these Bylaws and such rules, regulations and policies as may established by the Association and (ii) any additional requirements adopted by the chapter that are not inconsistent with these Bylaws or the rules, regulations and policies of the Association.

13.7 President

The President of the chapter is responsible for directing the activities of the chapter, subject to the oversight of the Chapter Board, and shall preside at all meetings of the Chapter Board. The President may not serve more than four consecutive terms as President (excluding any partial term to which such person may be elected or appoint to fill a vacancy caused by the death, resignation or removal of the predecessor President).

13.8 Vice President

The Vice President (i) shall in the absence or disability of the President, or at the request of the President, perform the duties and exercise the powers of the President and (ii) shall perform such other duties not inconsistent with these Bylaws as the Chapter Board may from time to time assign to the Vice President.

13.9 Treasurer

The Treasurer of the chapter is responsible for all of the financial activities of the chapter, including the disbursement of chapter funds upon receipt or proper direction or authorization. The Treasurer shall keep complete and accurate records of all chapter receipts, disbursements and balances. The Treasurer shall furnish to the Association such records or reports concerning the financial activities of the chapter as may be required by the rules, regulations and policies of the Association or as may be requested from time to time by the national Board of Directors or by the President or the Executive Director of the Association.

13.10 Secretary

The Secretary of the chapter is responsible for maintaining all non-financial records of the chapter, including a current list of chapter member and the minutes of Chapter Board meetings. The Secretary shall furnish to the Association such records or reports concerning the activities of the chapter that are within the scope of the Secretary's responsibilities as may be required by the rules, regulations and policies of the Association or as may be requested from time to time by the national Board of Directors or by the President or the Executive Director of the Association.

13.11 Reporting Requirements of Professional Chapters

Each professional chapter shall submit to the Association an annual report which (i) reviews the activities and accomplishments of the chapter over the preceding year, (ii) sets forth an accounting for the receipts and disbursement of the chapter during the preceding year and (iii) provides any other information that the Association may from time to time request. The annual report shall be delivered to the President of the Association no later than 30 days after the end of the calendar year.

13.12 Termination of Professional Chapter Status

A professional chapter by majority vote of the Chapter Board and with the approval of the national Board of Directors may voluntarily terminate its chapter status. Upon termination of chapter status, whether by voluntary dissolution or by action of the national Board of Directors taken under Section 13.4, (i) any funds of the chapter shall be paid over to the Association and (ii) all of the books and records of the chapter shall be delivered to the Secretary of the Association.

ARTICLE XIV

14.1 Establishment of Student Chapters

A student chapter may be established (i) as a campus chapter at any college or university that has a school or department of journalism or that offers multiple courses that would prepare students for a career in journalism or (ii) as a city-wide or area-wide chapter composed of students from multiple colleges or universities that have a school or department of journalism or that offer multiple courses that would prepare students for a career in journalism.

14.2 Approval of Student Chapters

The eligibility requirements (in addition to those set forth in Section 14.1) and the procedures for the establishment of a student chapter shall be determined by the national Board

of Directors. The certification of a student chapter requires the approval of the national Board of Directors by a majority vote at a meeting at which a quorum present.

14.3 Chapter Advisor

Each student chapter, as a condition to its initial certification and its ongoing qualification as a student chapter, is required to have a chapter advisor. The chapter advisor must be a Regular Member or an Academic Member of the Association and must satisfy any other eligibility requirements that may be established by the national Board of Directors. The role of the chapter advisor shall be oversee the activities of the chapter and to carry out any other responsibilities that the national Board of Directors may assign to the chapter advisor.

14.4 Membership of Student Chapters

Any Student Member of the Association may elect to become a member the student chapter associated with the college or university attended by the Student Member. Student chapter members have the right to serve as officers of the chapter and to vote on the election of chapter officers.

14.5 Compliance With Association Requirements

Each student chapter shall be governed by these Bylaws and all such other rules, regulations and policies as the national Board of Director from time to time shall adopt for the operation and governance of student chapters. If the national Board of Directors of the Association determines that a student chapter has failed to conduct any of its activities in compliance with these Bylaws or the rules, regulation and policies of the Association, the national Board of Directors, after reasonable notice and affording the chapter a reasonable opportunity to address the matter, may impose such sanctions on the chapter as it deems appropriate, including the revocation of the chapter's certification.

14.6 Board of Directors of Student Chapters

The activities of each student chapter shall be conducted under the direction of a chapter board of directors (the "Chapter Board") composed of the elected officers of the chapter. At all meetings of the Chapter Board, a majority of Chapter Board members shall constitute a quorum for the transaction of business, and the act of a majority of the Chapter Board members present at any meeting at which there is a quorum shall be the act of Chapter Board.

14.7 Officers of Student Chapters

Each student chapter (i) is required to have a President, a Vice President, a Treasurer and a Secretary and (ii) at the discretion of the Chapter Board also may have a single at-large officer with such responsibilities as the Chapter Board shall determine. Any elected officer may concurrently hold two or more offices, except that in no event shall the President serve simultaneously as the Treasurer or the Secretary. All chapter officers shall be Student Members, in good standing, and elected annually by the members of the chapter. Chapter elections shall be conducted in accordance with (i) these Bylaws and such rules, regulations and policies as may established by the Association and (ii) any additional requirements adopted by the chapter that are not inconsistent with these Bylaws or the rules, regulations and policies of the Association.

14.8 President

The President of the chapter is responsible for directing the activities of the chapter, subject to the oversight of the Chapter Board, and shall preside at all meetings of the Chapter Board.

14.9 Vice President

The Vice President shall in the absence or disability of the President, or at his or her request, perform the duties and exercise the powers of the President and shall perform other duties as the Chapter Board shall assign.

14.10 Treasurer

The Treasurer of the chapter is responsible for all of the financial activities of the chapter, including the disbursement of chapter funds upon the receipt of proper direction or authorization. The Treasurer shall keep complete and accurate records of all chapter receipts, disbursements and balances. The Treasurer shall furnish to the Association such records or reports concerning the financial activities of the chapter as may be required by the rules, regulations and policies of the Association or as may be requested from time to time by the national Board of Directors or by the President or the Executive Director of the Association.

14.11 Secretary

The Secretary of the chapter is responsible for maintaining all non-financial records of the chapter, including a current list of chapter member and the minutes of Chapter Board meetings. The Secretary shall furnish to the Association such records or reports concerning the activities of the chapter within the scope of the Secretary's responsibilities as may be required by the rules, regulations and policies of the Association or as may be requested from time to time by the national Board of Directors or by the President or the Executive Director of the Association.

14.12 Reporting Requirements of Student Chapters

Each student chapter shall submit to the Association an annual report which (i) reviews the activities and accomplishments of the chapter over the preceding year, (ii) sets forth an accounting for the receipts and disbursement of the chapter during the preceding year and (iii) provides any other information that the Association may from time to time request. The annual report shall be delivered to the President of the Association no later than 30 days after the end of the calendar year.

14.13 Termination of Student Chapter Status

A student chapter by majority vote of the Chapter Board and with the approval of the national Board of Directors may voluntarily terminate its chapter status. Upon termination of chapter status, whether by voluntary dissolution or by action of the national Board of Directors taken under Section 14.5, (i) any funds of the chapter shall be paid over to the Association and (ii) all of the books and records of the chapter shall be delivered to the Secretary of the Association.

ARTICLE XV

Affiliated Organization

15.1 Establishment of Affiliated Organizations

Any professional chapter of the Association desiring to carry out its activities as a separate legal entity, any group of Regular Members that, in lieu of forming a chapter, elects to incorporate as a separate legal entity, or an existing unaffiliated nonprofit organization of professional journalists may apply to the Association for recognition as affiliated organization (an “Affiliated Organization”).

15.2 Approval of Affiliated Organization

In order to be recognized as an Affiliated Organization (i) the applicant must (A) be duly incorporated and in good standing under the laws of its jurisdiction of incorporation and (B) have received from the United States Internal Revenue Service (“IRS”) a determination letter confirming its qualification as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code, (ii) the Certificate of Incorporation and Bylaws of the applicant may not include provisions that are not acceptable to the Association and (iii) the applicant shall have adopted such rules, regulations and policies as the Association shall require as a condition to Affiliate Organization recognition. All determinations regarding Affiliated Organization status shall be within the sole discretion of the Board of Directors. The Board of Directors may grant an organization provisional Affiliated Organization status that is conditioned on the satisfaction by the applicant of specified requirements.

15.3 Affiliated Organization Membership

Members of the Affiliated Organization may, but need not, be members of the Association.

15.4 Affiliated Organization Corporate Governance

Subject to the Section 15.6, all matters of Affiliated Organization corporate governance, including the composition of its board of directors, the election of its directors, the determination of titles and the responsibilities its officers and their election or appointment, and the voting rights of Affiliated Organization members shall be within the discretion of the Affiliated Organization exercised by its members, board of directors and officers.

15.5 Compliance With Association Requirements

An Affiliated Organization shall comply with all such rules, regulations and policies that the Association may from time to time adopt governing its relationship with Affiliated Organization. If Board of Directors of the Association determines that an Affiliated Organization has failed to conduct any of its activities in compliance with these Bylaws or any of the rules, regulation and policies adopted by the Association with respect to Affiliated Organization, the Association, if authorized by the Board of Directors, after reasonable notice and affording the Affiliated Organization a reasonable opportunity to address the matter, may impose such sanctions on the Affiliated Organization as it deems appropriate, including the revocation of its recognition of the Affiliated Organization.

15.6 Reporting Requirements of Affiliated Organizations

(a) Each Affiliated Organization shall submit to the Association an annual report which (i) reviews the activities and accomplishments of the Affiliated Organization over the preceding year, (ii) identifies each member of its board of directors and each of its officers, (iii) discloses any amendments to the Affiliated Organization's Certificate of Incorporation or Bylaws and (iv) provides any other information that the Association may from time to time request. The annual report shall be delivered to the President of the Association no later than 30 days after the end of the calendar year.

(b) Each Affiliated Organization shall deliver to the President of the Association a copy of its IRS Revenue Service Form 990 simultaneously with the filing thereof with the IRS.

(c) If the annual financial statements of the an Affiliated Organization are audited by an auditor, the Affiliated Organization shall deliver a copy thereof to the President of the Association promptly following the Affiliated Organization's receipt of the audit report.

15.7 Relationship Between the Association and an Affiliated Organization

(a) The Association shall have no responsibility for any debts or liabilities incurred by an Affiliated Organization, nor shall it have any obligation to perform or fulfill any contract entered into by an Affiliated Organization.

(b) Any use by an Affiliated Organization of the Association's name or any Association trademark, trade name or logo shall be permitted on such terms and condition as the Association shall expressly authorize.

15.8 Affiliation Agreement

If required by the Board of Directors of the Association, the Association shall condition the recognition of an Affiliated Organization on the entry of the Association and the Affiliated Organization into an Affiliation Agreement that sets forth the rights and obligations of the Association and the Affiliated Organization.

ARTICLE XVI

Amendments

The amendment or repeal of these Bylaws, the adoption of new bylaws, or the amendment of the Association's Articles of Incorporation requires approval by at least two-thirds (2/3) of the votes cast at a meeting of members at which a quorum is present or, in the case of a vote by ballot, at least two-thirds (2/3) of the ballots cast if the total number of ballots cast equals or exceeds the number of voting members that would have been required to be present in order to constitute a quorum had a meeting been held to vote on the matter.