



2024 Update of the NAHJ Bylaws

Arelis Hernández and Julio-César Chávez



Executive summary

The 2018 NAHJ bylaws have remnants of the original 1984 bylaws, but the organization and the world has changed since.

Whereas nonprofits used to have to make member decisions at large in-person meetings of the membership, we have not operated this way since adoption of the Internet.

Journalists used to be binary, either print or broadcast. Digital publications were novel, now they are standard. Things have changed, and the bylaws should reflect that.

These changes in the bylaws are focused on fixing the core issues, focusing on what is needed to have our organization updated, future-proofed, and serving its evolving membership.



Core Issues

- Fix the membership classes
 - Membership classes do not reflect actual members
 - Freelancers are in limbo
 - Retired members are completely disenfranchised
 - Contradicting rules about what Academic Members can do or not do
 - Student Members are enfranchised in name only, but not in practice
- Decouple organization decision making from one single “Annual Meeting of Members”
 - Elections
 - Special elections to fill vacancies
 - Organization-wide decisions
- Update language to reflect changes in journalism
 - Vice presidencies limited to newspaper and TV station employees
 - Freelancers excluded
 - Students currently need to be studying print or broadcast
- While we are here: streamline bylaws, enshrine current practices, update pre-internet procedures



Where solutions were drawn from

- Focus groups
- 2020 Amendments
- Membership Taskforce
- Board input since 2022
- Years of listening to members
- Examples from other nonprofit bylaws
- Consultation with attorneys
- Asking Yaneth

The Edits

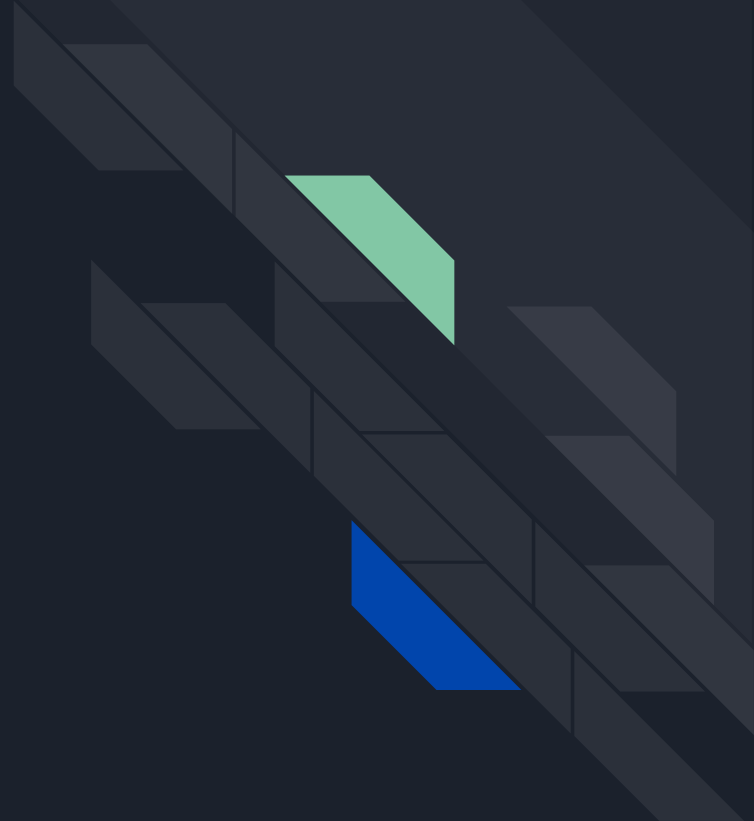




General fixes

- Removed gendered language
- Fixed typos
- Specify that any meeting can be held physically or virtually
- Streamline meeting rules, removing the need for separate rules for virtual meetings
- Standardized repeated language
- Add references to board-created policies
- Affirm member list cannot be used for commercial purposes (currently enumerates several kinds of commercial purposes, so was streamlined)
- Streamline procedures that were overly-specific

Membership Classes





Membership Classes: Overview

- Goal: make membership classes reflect 2024 journalism jobs
- Try to future-proof
- Updated classes developed by the Membership Taskforce
- Worked through 2023 to improve the classes
- Enfranchise people left out in original bylaws



Membership Classes: Regular Members

Goal: Make membership classes reflect changes in journalism

The issues:

- “principal means of support”
- Freelancers were unclear
- “may not be employees of a government-supported news organization”
- Overly prescriptive list of job titles eligible for regular membership

The solutions:

- 51 percent of income
- Freelancers covered
- “may not be employees of a state-owned news organization”
- General description of job duties



Membership Classes: Regular Members

Goal: Make membership classes reflect changes in journalism

“Regular Members consist of working journalists for whom the majority of their verifiable income (at least 51 percent) is derived from journalistic work, including the gathering, editing, or presentation of news and supervising of news creation. Regular Members may not be government employees or employees of a state-owned news organization.

A Regular Member has the right to vote in all membership and election matters and the right to serve as a director or officer of the Association.”



Membership Classes: Academic Members

Goal: Make membership classes reflect changes in journalism

The issues:

- High schools not included
- Contradictory statements on voting and electoral rights

The solutions:

- Include high schools
- Academic Members have absolute right to vote
- Professors/teachers who produce public-facing journalism can run for the board as a whole
- Non-public facing professors can only run for Academic Representative



Membership Classes: Academic Members

Goal: Make membership classes reflect changes in journalism

“Academic Members consist of persons who are educators of journalism in educational institutions, including universities, colleges, and high schools. An Academic Member has the right to vote in all membership and election matters and the right to serve as the Academic at-large officer of the Association.

Academic members who are verifiably practicing the gathering, editing, or presentation of news and supervising news creation for the general public are eligible to serve as any director or officer of the Association.”



Membership Classes: Associate Members

Goal: Make membership classes reflect changes in journalism

The issues:

- Only available to comms employees
- Zero voting rights and representation

The solutions:

- Include all non-Regular/Academic/Retired/Student members
- Ability to vote for National General At Large



Membership Classes: Associate Members

Goal: Make membership classes reflect changes in journalism

“Associate members consist of any NAHJ members, with a proven dedication to the mission of the Association, who are not eligible for Regular, Academic, Student, or Retired memberships.

An Associate Member has the right to vote for the national General At-Large Officer and the right to serve as the General At-Large Officer of the Association.”



Membership Classes: Retired Members

Goal: Make membership classes reflect changes in journalism

The issues:

- Retired members are completely disenfranchised
- Retired members should currently be supporting members, with zero benefits or rights
- The instant you are not a working journalist you cannot get any benefit at all from the organization, and essentially can't even be a member

The solutions:

- Retired Membership category created
- Full voting rights
- Nationally can only run for General At Large
- Can run for local boards
- Taskforce recommendation
- Yaneth recommendation
- Membership class wording specifically covers everyone without discrimination



Membership Classes: Retired Members

Goal: Make membership classes reflect changes in journalism

“Retired Members consist of persons who were previously eligible for Regular or Academic Memberships for the majority of their careers but have permanently left the workforce.

A Retired Member has the right to vote in all membership and election matters. A Retired Member has the right to serve as the General At-Large Officer of the Association.”



Membership Classes: Student Members

Goal: Make membership classes reflect changes in journalism

The issues:

- High schools not included
- Students can only vote for Student Representative
- Student Representative has no voting power

The solutions:

- High schoolers included, but can only vote for Student Representative
- College students can now vote for Student Representative and Regional Director
- Student Representative is a full voting board seat



Membership Classes: Student Members


Goal: Make membership classes reflect changes in journalism

“Student Members consist of persons enrolled in a university, college or high school program who demonstrate an interest in pursuing journalism in an accredited educational institution.

A Student Member who attends university or college has the right to vote in the election of the Student Representative and their Regional Directors to the Board of Directors.

A Student Member who attends high school has the right to vote in the election of the Student Representative.

A Student Member has the right to be elected to the Board of Directors as the Student Representative.”



Membership Classes: Honorary, Supporting, Lifetime

Goal: Streamline real-world use of membership classes and designations

The issues:

- Honorary membership is not used
- Supporting membership is not used

- Lifetime memberships do not exist in the bylaws

The solutions:

- Honor people via awards
- Fold Honorary and Supporting into Associate membership
- Associate turns into a catch-all

- Add lifetime to bylaws as a dues-only designation
- Person will transition through appropriate membership classes throughout their career and life

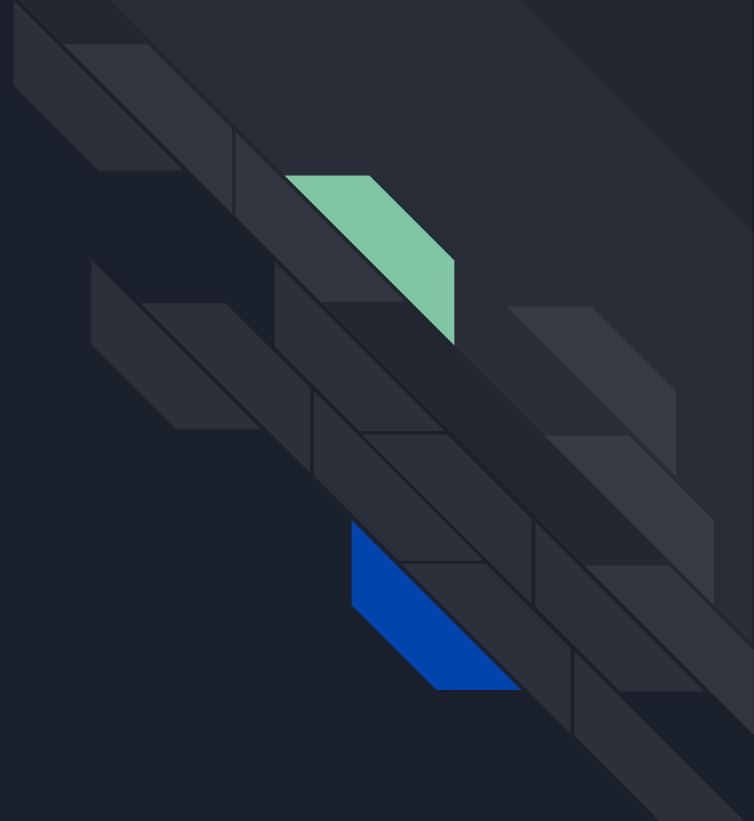


Membership Classes: Lifetime Members

Goal: Streamline real-world use of membership classes and designations

“The Board of Directors may provide for the designation of certain members of the Association as Lifetime Members. A Lifetime Membership designation will exempt members from paying any subsequent dues after finalizing payment for such Lifetime Membership cost as set by the Board of Directors. The Lifetime Membership designation applies exclusively to the full payment of member dues, and members must adjust their membership class according to their eligibility.”

Meeting of Members





Meeting of Members: General Issues

The main issue faced with the current bylaws treatment of meetings of members is that organization actions hinge on things happening at “the annual meeting of members,” with several policies and procedures being tied to the meeting of members.

For us, that’s our annual conference.

This forces things like elections, special elections to fill a board seat, any organization-wide decisions to be tied to the conference. It excludes non-traveling members and adds burdens to the staff all happening at the same time.

The solution is to decouple procedures from references to “the annual meeting of members”.



Meeting of Members

Goal: Allow the organization membership to make decisions outside of the conference

The issues:

- Processes and decisions depend on “the annual meeting of members”
- “Annual meeting” is referenced throughout the bylaws
- Separate references to meeting locations and virtual meetings

The solutions:

- Decouple processes and decisions from “the annual meeting”
- Specify that there will be regular meetings of the membership, no less than one per year
- Same rules for physical or virtual meetings



Meeting of Members: Special Meetings

Goal: Allow the organization membership to make decisions outside of the conference

The issues:

- Special meeting can be requested by 25% of the membership, but signatures of that 25% are not needed
- Word “meeting” used generically causes confusion
- Separate rules for annual and special meetings

The solutions:

- Require signatures from members requesting meeting
- Specify meeting of members vs board meeting
- Same rules for all meetings of members



Meeting of Members: Manner of Notice

Goal: Streamline

The issue:

(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.



Meeting of Members: Manner of Notice

Goal: Streamline

The solution:

**“Notice of a meeting of members shall be given
to all members in writing”**



Meeting of Members: Modernizing

Goal: Update for the internet age

The issues:

- Complex affidavit of notice
- Complex waiver of notice

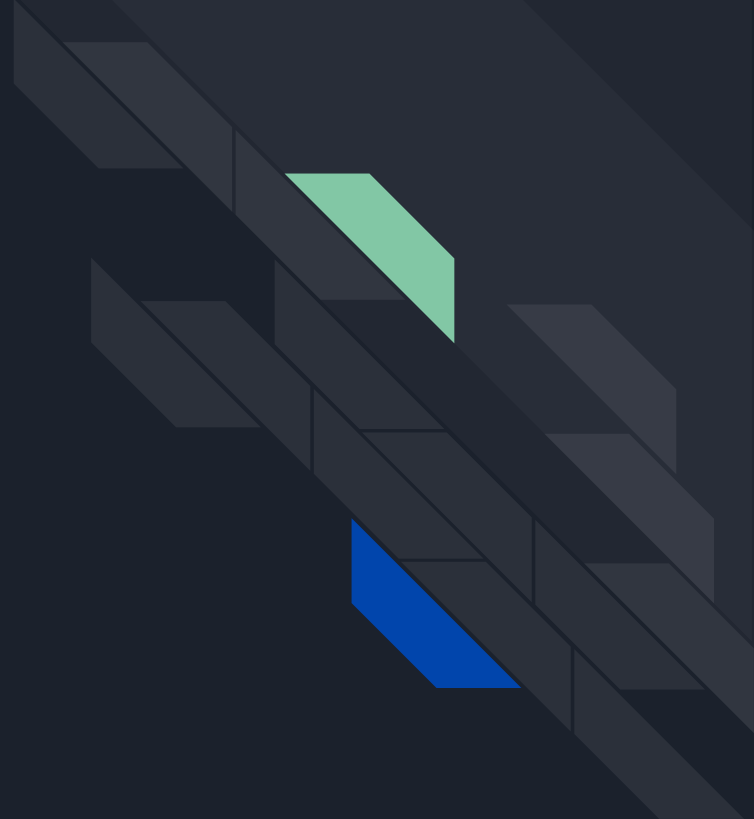
- Different rules of virtual quorum
- Paper vs electronic ballots
- Physical member list at meetings
- Proxy votes valid after death

The solutions:

- Delivery in writing assures that the person received the message, notices will be published in various forms
- Affidavit and waivers of notice are no longer required in the internet age

- Same rules physical and virtual
- Generic, secure ballot
- Member list available online
- Proxy vote ends at death

Board Elections





Board Elections: Term Limits

Goal: Standardize term limits

The issues:

- President can only run for one term
- It takes 1 year to be able to fully execute the job of president
- No term limits for anyone else



Board Elections: Term Limits

Goal: Standardize term limits

The discussion:

- Should the president be reelected? The board thinks they should be, but with a shorter term limit than other members
- Should there be term limits for non-presidency positions?
- AAJA has a limit that no single person may hold the same seat for more than three consecutive terms
- How long should term limits be?
- We discussed and decided to follow AAJA's lead to set term limits as no more than three consecutive terms in the same seat
- Board members can remain on the board by being elected to a different position



Board Elections: Term Limits

Goal: Standardize term limits

The solutions:

President

- Term limit: 2 consecutive terms

National Officers

- Term limit: 3 consecutive terms
- Only applies to the single person holding the same seat
- Appointments to fill vacancies do not count toward the term limits

Regional Directors

- Term limit: 3 consecutive terms
- Only applies to the single person holding the same seat
- Appointments to fill vacancies do not count toward the term limits

Note: the Student Representative does not have a term limit since their eligibility is already limited by their time spent enrolled in school



Board Elections

Goal: Streamline election rules and decouple from conference

The issues:

- Election rules are scattered throughout the bylaws
- “Elections must take place”
- Elections tied to the conference, increasing workload for staff
- Decoupling means no clear deadline
- No transition period

The solutions:

- Have single, central, dedicated election section in the bylaws
- “Elections must conclude”
- Decouple election from “annual meeting of members”
- Deadline: second Friday in November
- Terms begin January 1+30 day ex-officio period



Board Elections: How New Elections Will Work

- 2024 elections happen in conjunction with the conference, under current 2018 bylaws
- 2024 candidates, being elected under the 2018 bylaws, assume their elected position at the close of the 2024 summer election, the evening of Saturday, July 13
- New bylaws go into effect immediately *afterward*
- 2025 conference happens in the summer
- 2025 elections happen in the autumn
- Elections, from 2025 into the future, must *conclude* no later than the second Friday in November
- Transition and onboarding period during December
- New board term begins January 1st
- Board term ends December 31st, two years later

- NOTE: Local elections are not bound to the same timeline

Board of Directors





Board of Directors

Goal: Modernize and streamline board rules

The issues:

- Board composition defined by numbers
- Inconsistencies with conditions and responsibilities between national officers and regional directors
- Reasons for missing a meeting were extremely specific e.g. “work emergency”

The solutions:

- Board composition defined by named seats
- National and regional seats have the same conditions and responsibilities
- Missing a meeting only requires advance notice



Board of Directors: Regional Directors

Goal: Modernize regional rules

The issues:

- Remote workers can work somewhere they don't live in
- Few rules for alternates
- Different serving and removal conditions from national officers
- Special election must be at "special meeting of members"

The solutions:

- Specify people must physically live or work in region
- Alternates cannot be currently-sitting members
- Match conditions with national officers
- Special election does not require "meeting of members"



Board of Directors: Student Representative

Goal: Modernize student rep rules

The issues:

- “demonstrated an interest in broadcast or print journalism or new media”
- Not a voting member of the board

The solutions:

- “demonstrated an interest in journalism”
- Now a voting member of the board



Board of Directors: Vice Presidents

Goal: Modernize vice presidency rules

The issues:

- Outdated language
- “ must work at a print publication”
- “must work at a broadcast media outlet”
- “must work (i) at an online publication or (ii) as a news gatherer whose main role is that of an online journalist”

The solutions:

- “The Vice President for Print must work to gather, edit, present or supervise news that is delivered primarily via text and still photographs”
- “The Vice President for Broadcast must work to gather, edit, present or supervise news that is delivered primarily via audio or video.”
- “The Vice President for Digital must work to gather, edit, present or supervise news that intrinsically requires the use of digital technology to communicate with their audience beyond the simple dissemination of text-first or broadcast-first news.”



Board of Directors: Academic At-Large

Goal: Modernize academic representative rules

The issues:

- Does not include high school teachers

The solutions:

- Include high school teachers



Board of Directors: General At-Large

Goal: Modernize At-Large rules

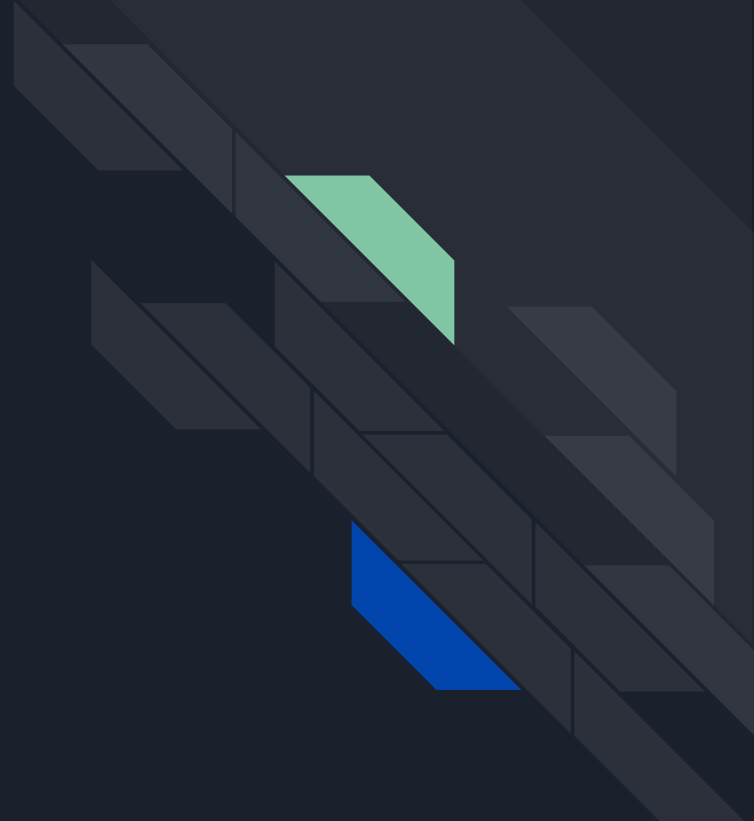
The issues:

- No different constituency that presidency

The solutions:

- All non-student members can vote for General At-Large
- Regular, Academic, Retired, and Associate members can run for General At-Large

Board Meetings





Board Meetings

Goal: Streamline board meeting rules

The issues:

- “Annual meeting”
- Different rules in person vs virtual
- “Manner of Notice”
- Special meetings have no notice rules
- Executive session reform

- Complex rules about board committee powers
- Advisory committees don’t have structure

The solutions:

- Specify regular meetings
- Same rules in person and virtual
- Notice in writing
- Add notice rules for special meetings
- Added executive session reform from 2020 amendments

- Board committees limited to enumerated powers during formation
- Advisory committees given structure

Local Chapters





Local Chapters: Professional

Goal: Standardize professional chapters in line with national changes

The issues:

- Remote workers not accounted for
- National, Academic, and Retired changes not accounted for locally

The solutions:

- Members must physically work or reside in their chapter
- Academic and Retired changes mirrored from National changes



Local Chapters: Student

Goal: Modernize and standardize student chapters in line with national changes,

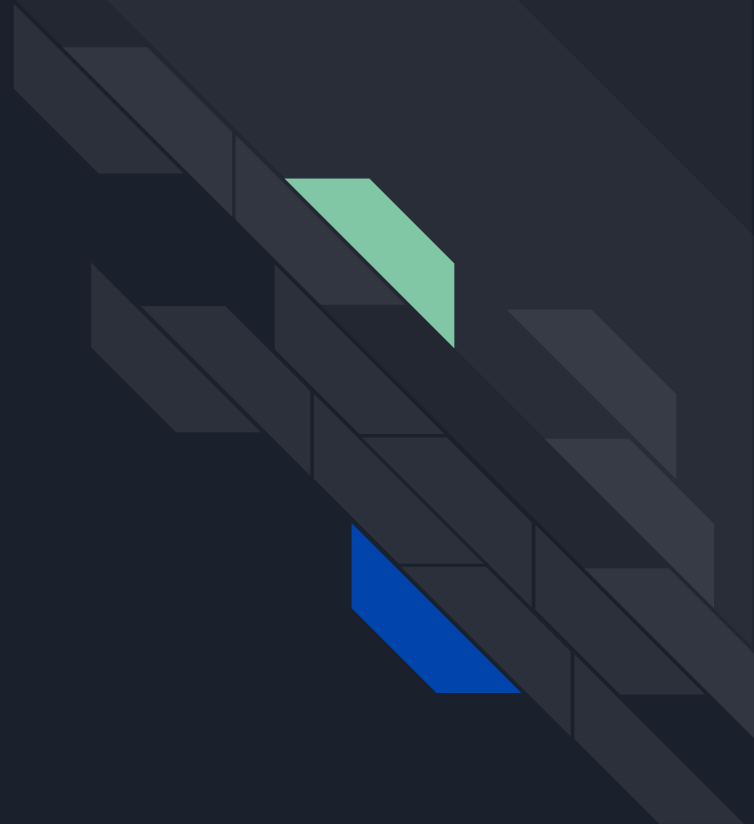
The issues:

- Schools require a journalism department
- Student chapters can be geographic, but membership can't be
- Chapter structure was same as professional chapter in practice, but not in bylaws

The solutions:

- School must offer journalism classes
- Students in the chapter area can join the chapter
- Match student and professional chapter structures

Wrapping Up





Legal Review

The bylaws as presented on the ballot, and the changes explained in this presentation, have all been reviewed and approved by our attorneys.

All changes were reviewed by the National Board of Directors and approved via vote during the June 8, 2024 board meeting.

Many of the streamlining changes were simply updates from legal writing styles in 1984, and all of our bylaw changes, plus the unchanged portions, comply with D.C. nonprofit law.



Process to pass these bylaw changes

- Bylaws require a member quorum for bylaws to be changed
- Quorum defaults to 33% of eligible voters (reason the 2020 amendments could not be adopted despite 70%+ support)
- Bylaws allow for quorum to be reduced to no less than 10% of eligible voters (2,421)
- Board voted to set the quorum threshold to 243 votes
- Of those 243 votes cast, 66% must be in favor of adoption
- Fundamental changes mean that the entire bylaw structure is changed
- Since we are not changing individual or small parts of the bylaws vote cannot be on individual changes
- Bylaw updates are so comprehensive, changing deeply entrenched aspects that they must be voted on as a single issue, binary choice



Bylaw adoption timeline

- **May 24-June 5:** Board review and feedback
- **May 29:** Membership informed of bylaw referendum
- **June 4:** Leadership presentation
- **June 8:** Board meeting and vote to approve
- **June 11:** Full bylaws published for member review
- **June 24:** Membership online walkthrough
- **June 29:** Elections begin
- **July 11:** Membership shareholder meeting
- **July 13:** Ballots close

We're finished!

- 243 votes needed
- 2/3 need to be in favor for ratification

