



PHILADELPHIA ASSOCIATION OF BLACK JOURNALISTS

BYLAWS FOR PABJ

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BYLAWS OF THE PHILADELPHIA ASSOCIATION OF BLACK JOURNALISTS

ARTICLE I. Name.

Section 1. The name of the organization shall be Philadelphia Association of Black Journalists Inc. (hereafter called the PABJ or the organization). It shall be affiliated with the National Association of Black Journalists (NABJ) or other organizations whose published objectives parallel those of the PABJ.

ARTICLE II. Purpose.

Section 1. The purpose of the PABJ shall be the organizing of Black journalists into a cohesive group that can:

- (a) Advance the interests of Blacks in the journalistic profession and serve as role models and mentors for students interested in journalism.
- (b) Strengthen ties among Blacks in all media.
- (c) Sensitize the media to racism in its news coverage and employment practices.
- (d) Sponsor scholarships for students to ensure continued representation of Blacks in the media.
- (e) Assist Black journalists in enhancing their skills.
- (f) Assist the community in accessing the media through such activities as workshops and community forums.
- (g) Provide a job bank for Black journalists.
- (h) Do other activities not prohibited to nonprofit corporations by Section 501 (c)(3) of the Internal Revenue Code, as amended, and the rulings and regulations thereunder.

ARTICLE III. Membership Eligibility.

Section 1. Full membership shall be open to:

- (a) Working journalists, i.e., those individuals in the broadcast and print media whose principal function(s) is the gathering and dissemination of news. This category includes reporters, editors, newsroom managers, news producers, camera persons, photographers, columnists, editorial writers, new media journalists, news artists and cartoonists.
- (b) Freelance journalists who derive a majority of their income from freelancing.

Section 2. Associate membership shall be open to:

(a) persons employed in a media-related profession, college or university professors, those who have worked and left the journalism field and those who do not qualify for full membership under Article III, Section 1. Members in this category are eligible to vote on all PABJ matters and serve in appointed offices. Associate members may also serve in elected positions in the PABJ, with the exception of the offices of president and vice president-print and vice president-broadcast as specified in Article VI, Section 1 and Section 2.

Section 3. Student membership shall be open to:

(a) any person who currently is a full-time student at an accredited college or university who is either majoring in print or broadcast journalism, or has expressed an interest in pursuing a journalism career. These members have no voting powers, but may serve in appointed positions in the organization, except where prohibited by these bylaws.

Section 4. All membership applications will be subject to the review of the membership committee or Executive Board as specified in Article V, Section 3.

ARTICLE IV. Meetings.

Section 1. Regular meetings. Meetings of the membership shall be held once monthly at such times and places as shall be designated by the Executive Board. Robert's Rules of Order shall apply during all meetings of the PABJ membership and the Executive Board. The meeting will be led by the president, acting vice president(s) or by one of the remaining Executive Board members in the absence of the president and vice president(s).

Section 2. Notice of meetings. Written notice stating the place, day and time of all meetings and the purpose for which the meeting is called shall be delivered by the secretary to each member not less than ten (10) working days prior to any meeting.

Section 3. Submission of agenda items. Every PABJ meeting shall have an agenda prepared by the president. Any PABJ member may submit a proposal, resolution or other item to be included on a meeting agenda. Such information should be submitted in writing to the secretary no less than five (5) working days prior to the next general meeting. All proposals shall be reviewed by the Executive Board.

If an author is unable to attend the general meeting, the president shall announce the proposal or resolution and make a recommendation from the Executive Board. If a vote is required, a quorum of a majority of the eligible members present, as described in Article IV, Section 1 and Section 2, is required to take action. Items also may be added to the agenda for the upcoming general meeting by a motion from the floor during any membership meeting.

- Section 4. Voting on issues. Except for the election of officers, a simple majority vote is necessary to approve any such issues, resolutions or bills at PABJ meetings. If a quorum is not present at any general meeting called in accordance with Article IV Section I, the issues in question may be decided by a vote of the majority of eligible members present, or postponed until another general meeting in which a quorum is present.

ARTICLE V. Fiscal Year and Dues.

- Section 1. The fiscal year shall be from Jan. 1 to Dec. 31 of each calendar year.
- Section 2. The Executive Board shall set the membership dues with approval of a majority of voting members at a given membership meeting. Annual dues shall not exceed that levied by the National Association of Black Journalists (NABJ).
- Section 3. Payment of dues. All dues must be paid annually. All dues and assessments are due and payable on or before Dec. 31. Memberships not renewed or paid by Jan. 31 shall be discontinued. Membership dues paid after Nov. 15 shall be good through the next calendar year.

ARTICLE VI. Officers.

- Section 1. The offices of the association shall be president, vice president-print, vice president-broadcast, secretary, treasurer, parliamentarian and immediate past president, which shall constitute the Executive Board and all of whom may vote on Executive Board matters.
- Section 2. President. The president or his/her designate shall preside over all meetings of the PABJ membership and the Executive Board and shall have the responsibility to ensure that all decisions of the Executive Board and membership are carried out. The president shall prepare an agenda for every PABJ meeting. The president, or designated vice

president in the president's absence, shall act as the organization's official spokesperson.

Section 3. Vice President. A designated vice president shall act in the president's stead when the president is unable to perform his or her duties. The vice president(s) shall oversee committee operations, with those assignments based on the vice presidents' respective interest/expertise.

Section 4. Secretary. The secretary shall have the responsibility of keeping minutes of all PABJ membership and Executive Board meetings, and ensure a proper file is maintained of all PABJ membership lists, correspondences and actions taken by the membership and the Executive Board. The secretary shall also be responsible for making sure that all meeting notices are sent out ten (10) working days prior to every PABJ meeting and Executive Board meeting. A deputy secretary who is a member in good standing, may be appointed by the president.

Section 5. Treasurer. The treasurer shall have the responsibility of maintaining a complete financial record of all monies received and/or expended by the PABJ. The treasurer must be bonded upon taking office by a certified bonding firm. No checks will be issued without the signature of the treasurer and president. The treasurer shall also have the responsibility of making sure members' dues are up to date. The treasurer shall make monthly financial statements to the membership showing the disposition of PABJ monies, ensure that scholarship funds are maintained separate from the general fund and that all funds are invested to earn the maximum benefit to the organization. The treasurer shall notify members whose dues have not been paid that they cannot participate in any PABJ deliberations or vote on membership issues, pending full payment of the dues.

(a) The treasurer shall serve as chairperson of the Finance/Fund raising Committee.

Section 6. Parliamentarian. The parliamentarian shall be the chief interpreter of Robert's Rules of Order and the PABJ governance documents and shall serve as sergeant-at-arms during monthly meetings and at Executive Board meetings when needed.

(a) The parliamentarian shall serve as chairperson of the Elections Committee. If the parliamentarian is seeking elected office, the president shall appoint an Elections Committee chairperson.

(b) The parliamentarian shall serve as chairperson of the Bylaws Committee.

Section 7. Immediate Past President. The immediate past president shall serve as a historical link for the organization and perform duties as assigned by the president and Executive Board.

ARTICLE VII. Duties of the Executive Board.

Section 1. The Executive Board shall be composed of the president, vice president-print, vice president-broadcast, secretary, treasurer, parliamentarian and immediate past president.

Section 2. The Executive Board will meet prior to each membership meeting to map out plans and ideas for the full body to follow or act upon. Notice for Executive Board meetings shall come from the president at least five (5) working days prior to the meeting. Every PABJ meeting shall have an agenda prepared by the president. The meeting will be led by the president, acting vice president(s) or one of the remaining Executive Board members in the absence of the president and vice president(s). A special meeting may be called by the president or a majority of the Executive Board. A majority of the Executive Board constitutes a quorum.

ARTICLE VIII. Succession, Resignation, Removal of Office.

Section 1. Succession. If the president cannot or does not complete his/her term of office, the Executive Board shall appoint a vice president to assume office for the remainder of the term. The Executive Board shall then appoint a member of the Executive Board to serve as an interim vice president. If a vacancy occurs in any other elected or appointed office, the president shall appoint any member in good standing who qualifies for the office.

Section 2. Resignations. Any officer may resign at any time by delivering a written resignation to the Executive Board, the PABJ president or the secretary of the PABJ. Such resignations shall be effective upon receipt, unless otherwise specified in the letter of resignation.

Section 3. Removals. An officer may be removed from office only in instances of violation of the organization's rules as stated herein, engaging in activities prohibited under Article XIII, malfeasance in his/her PABJ office or misuse of PABJ funds. The procedure for removal of any officer requires written petition to the Executive Board, signed by one-third of the voting PABJ members, stating the allegations against the individual. The subject of the removal effort shall have the opportunity to make a written statement to the Executive Board. The

Board's recommendations will be submitted to the membership at a special meeting for a final vote. A two-thirds vote of the membership present at the special meeting shall be required for removal.

ARTICLE IX. Eligibility for Office and Term of Office.

- Section 1. Eligibility for president and vice presidents. Those members seeking the offices of president and vice president(s) must be full PABJ and NABJ members in good standing. Only paid PABJ members as of Oct. 1 can run for office.
- Section 2. Eligibility for secretary, treasurer and parliamentarian. Those members seeking the offices of secretary, treasurer and parliamentarian must be in good standing with PABJ. Associate members may run for the secretary, treasurer and parliamentarian positions in PABJ. Associate members are not eligible to run or hold the offices of president or vice president(s). Only paid PABJ members as of Oct. 1 can run for office.
- Section 3. Student members are not eligible to hold any PABJ office.
- Section 4. Term of office. All officers of the organization shall serve a two-year term. The president and vice presidents are prohibited from seeking a third consecutive term. All Executive Board members must maintain good membership standing within PABJ for the duration of their term. The president and vice-presidents must maintain good membership standing with NABJ for the duration of their term.

ARTICLE X. Elections.

- Section 1. Election of PABJ officers will be held biennially in December. Candidates shall be nominated from the floor at the October membership meeting. Only paid full and associate PABJ members as of Oct. 1 may make a nomination, run for office or vote in the election. All other election rules shall be set by the Election Committee, or the Executive Board, in the absence of such a committee. The Election Committee shall consist of members not running for elected office.
- Section 2. The vote shall be taken by official ballot in December at a time and place designated by the Election Committee or Executive Board. Only eligible members, as described in Article III Section 1 and Section 2, of record as of Oct. 1 shall be eligible to make a nomination, cast ballots and/or run for office.

Section 3. Voting by proxy or by mail shall be permitted. When voting by proxy, eligible members must specify in writing to whom they are entrusting their proxy. The proxy must be dated and signed by the voting member and postmarked no later than five (5) working days prior to the election. Mail-in ballots must be requested in writing two weeks prior to the election. All balloting by mail must be postmarked no later than five (5) working days prior to the election date. Only one voting method may be used by an individual in an election.

ARTICLE XI. Committees.

Section 1. Standing committees. The president shall appoint chairpersons of seven (7) standing committees: Media Monitoring/Issues, Membership, Programs, Scholarship, Bylaws, Elections and Finance/Fund raising. The duties of each such committee shall be determined by the president and the Executive Board. Committee chairs are to submit monthly written reports at the time of the membership meetings. The president shall appoint committee chairs by March 1, following an election. Committee chairs shall serve two-year terms. The president shall be an ex-officio officer of each committee. Committee chairs can be replaced by the president or members of the Executive Board.

Section 2. Ad-hoc committee. The president and/or the Executive Board may by resolution passed by a majority of the Executive Board designate one or more temporary committees, with each committee consisting of two or more members. The Executive Board may designate one or more of its directors as alternate members of any committee to replace any absentee or disqualified member. Each such committee will exercise only those powers specified by the Executive Board in its formulation. Each committee shall keep regular minutes of its meetings and report the same to the Executive Board, and shall terminate upon completion of its assigned purpose.

ARTICLE XII. Finances/Contracts.

Section 1. Deposit of Funds. All funds of the organization not otherwise employed shall be deposited in such banks and trust companies as the treasurer, with the recommendations and approval of the Executive Board. Such funds shall be handled in accordance with IRS regulations and state laws governing the activities of the PABJ.

- Section 2. Compensation. Any member, director or officer of the PABJ is authorized to receive reasonable compensation from the organization for services/expenses rendered to the PABJ, when authorized by the Executive Board. No member or officer of the PABJ shall receive compensation merely for acting as a member or an officer.
- Section 3. Contracts with members and officers. No member or officer of the PABJ shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies, unless such contracts shall be authorized by the Executive Board and unless the fact of such interest shall have been disclosed or known to the Executive Board at the meeting at which such contract is authorized.
- Section 4. Indebtedness. All contracts for services rendered to the PABJ shall be paid promptly upon approval of such expenditures by the Executive Board and/or membership.

ARTICLE XIII. Non-profit Organizational Status

- Section 1. Said organization is organized exclusively for "charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) the Internal Revenue Revenue Code, or corresponding section of any future federal tax code.
- Section 2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV. Amendments to the Bylaws.

Section 1. Proposed amendments to the PABJ bylaws must be submitted in writing to the Executive Board for review and for determination of appropriateness. The Executive Board will then offer the proposed amendment(s) to the membership during a monthly meeting. A two-thirds vote from the membership present at the meeting, as described in Article III Section 1 and Section 2, constitutes approval of the proposed amendment. The amendments become effective immediately, unless otherwise specified.

ARTICLE XV. Compliance.

Section 1. These bylaws shall be in compliance with any federal, state or local laws that govern the transaction of PABJ business.