

THE ROCHESTER ASSOCIATION OF BLACK JOURNALISTS

BYLAWS

Revised by Theresa Marsenburg, Secretary
January 2024



BYLAWS

ARTICLE 1: NAME, PRINCIPAL OFFICE, AND DEFINITIONS

1.1 Name: The name is Rochester Association of Black Journalists. (The “Association” or “RABJ”).

1.2 Principal Office: The principal office of the Association shall be located in Rochester, New York. The Association may have such other offices, either within or outside Rochester, as the Board of Directors may determine or as the affairs of the Association may require.

1.3 Definitions: The words used in these By-Laws shall be given their normal, commonly understood definitions except as otherwise specified.

ARTICLE 2: PURPOSE

2.1 Purpose: The Association shall:

- a) promote and enhance the professional growth of its Members through discussions, workshops, and media activities;
- b) seek to establish a job referral and/or job listing service to the membership;
- c) recognize outstanding journalistic talent from within its ranks and from the community at large;
- d) promote and encourage Black journalistic talent through scholarship grants and awards to high school and increase their awareness of the media through individual and group presentations;
- e) educate members of the community about their roles as media consumers and how to use the media effectively to achieve their own goals and objectives;
- f) sensitize the media to racism in coverage of news events, and seek to expand coverage of the black community in America and abroad;
- g) advocate for journalistic freedom in the United States and, when possible, Africa, the Caribbean and other parts of the black Diaspora;
- h) Monitor Equal Employment Opportunity and Federal Communications Commission laws and, where necessary, seek compliance with and lobby for changes in those laws.
- i) work to expand opportunities for black journalists in managerial and supervisory positions.

ARTICLE 3: MEMBERSHIP

3.1 Membership: RABJ shall have four (4) classes of membership, as follows: (1) Full Membership, (2) Associate Membership (3) Student Membership and (4) Alumni/Retired Membership.

(a) Full Membership: Full Membership shall be available to:

- (i) Writers, reporters, editors, photographers, columnists, creative directors, producers, and artists employed by any newspaper, television station, radio station, magazine, or wire service;
- (ii) Freelance writers, reporters, editors, photographers, columnists, or artists who earn a majority of their income from said freelance activity;

- (iii) Any person who is otherwise eligible for full membership under parts (i) and (ii) of this subsection who is on a leave of absence from his or her employment or freelance activity to attend a fellowship program;
- (iv) Any other persons holding active full membership in RABJ on the date of adoption of these bylaws until such time as said full membership is terminated by failing to pay dues or as otherwise set forth herein. Full Members shall be entitled to full privileges of membership, including the right to vote, hold office, chair committees, or to serve on the Board of Directors.

(b) Associate Membership: Associate Membership shall be available to:

- (i) Journalists employed in an academic field such as, but not limited to, high school or college journalism teachers and professors;
- (ii) Media sales personnel, (public relations professionals, and other communications-related professionals).
- (iii) Associate Members are allowed to vote, and to serve on and chair committees. Associate Members may not hold any elected office other than Secretary, Parliamentarian or Treasurer.

(c) Student Membership: Student Membership shall be available to:

- (i) Full- and part-time students enrolled in mass communications courses at accredited colleges and universities in the Rochester area.
- (ii) Student Members are not allowed to vote, hold office, or chair committees; provided, however, the Student Member appointed to the Board of Directors shall be entitled to vote on matters before the Board in the same manner as other directors.
- (iii) Eligibility for Student Membership shall expire on December 31 of the year in which a Student Member graduates.

(d) Alumni/Retired Membership : Retiree Membership shall be available to:

- (i) Retired writers, reporters, producers, editors, photographers, columnists, and artists previously employed by any newspaper, television station, radio station, magazine, or wire service
- (ii) Retired freelance writers, reporters, producers, editors, photographers, columnists, or artists who earned a majority of their income from said freelance activity;
- (iii) Retired journalists previously employed in an academic field such as, but not limited to, high school or college journalism teachers and professors;
- (iv) Retired Media sales personnel, (public relations persons, and other communications-related professions.
- (v) Alumni/Retired members are allowed to vote, and to serve on and chair committees. Alumni/Retired members may not hold any elected office other than Secretary, Parliamentarian or Treasurer.

3.2 Qualifications for Membership. In order to hold membership in RABJ, an individual must meet the qualifications set forth in Section 3.1 and pay the applicable membership dues. Membership dues for each class of membership shall be determined by the Board and assessed annually. Membership dues are good for one full year. Annual dues payment covers membership for a year from the date of payment. Memberships not renewed or paid one year after the date of previous dues payment will be discontinued. No dues shall be refunded to any Member whose membership terminates for any reason.

3.3 Transferability of Membership. Membership in RABJ is nontransferable and non-assignable.

3.4 Termination of Membership. A Member may voluntarily terminate his or her membership at any time by giving written notice of the same to the Secretary. A Member is automatically

removed from membership when any payment to the Association remains unpaid for thirty (30) or more days from the date when such payment is due. For reasons other than nonpayment as set forth above, a Member may be suspended or removed from membership for cause as determined in the sole discretion of the Board; provided, however, that prior to imposition of suspension or removal of a Member, the Board or its delegate shall (1) serve said Member with written notice of the proposed suspension or removal and the reasons or allegations thereof, and (2) provide said Member with a reasonable opportunity for a hearing, if so requested, before the Board or its delegate to respond to the reasons or allegations put forth. The decision of the Board or its delegate in determining whether a reasonable opportunity for a hearing has been given and whether suspension or removal is appropriate shall be final.

ARTICLE 4: OFFICERS OF THE ASSOCIATION

4.1 The elected officers of the Association shall be as follows: President, Vice-President for Broadcast, Vice-President for Print, Vice-President for Social Media & Marketing, Parliamentarian, Treasurer and Secretary. All officers must be a member of the association in good standing and must be a full member of the National Association of Black Journalists.

(a) Election of officers shall be held biennially in December. The term of office shall be two (2) years. The term shall commence upon election, and end two (2) years hence at the time of election/re-election of Officers.

(b) If the offices of Vice-President for Broadcast, Vice President for Print, Vice-President for Social Media & Marketing are vacated by an Officer who resigned their position or becomes ineligible to serve as an officer prior to the completion of their term, their office shall be filled by an existing member with approval by a majority of the Board of Directors. The appointed officer shall serve for the remainder of the term, following which, be eligible for election to a second two (2) year term. The resulting vacant Board position shall be filled by the appointment of an eligible individual by the President with the approval of the Board as specified herein. Any such office remaining unfilled following election may be filled at a later date following the above stated process.

(c) If the office of Treasurer, Secretary or Parliamentarian is vacated by an Officer who resigned their position or becomes ineligible to serve as an officer prior to the completion of their term, their office will be filled by a member appointed by the President with the approval of a majority of the Board of Directors. The appointed officer shall serve for the remainder of the term, following which, be eligible for election to a second two (2) year term. Any such office remaining unfilled following election may be filled at a later date following the above stated process.

(d) The President shall be the chief administrative office of the association. The president shall preside at the general meetings of the Association, as well as meetings of the Board of Directors. The president shall chair the Executive Committee, and have the authority to appoint the chair of all Board committees with the approval of the Executive Committee. The President may create and dissolve Association committees and appoint chairs of the committees as needed to carry out the mission of the association with the approval of the Executive Committee. The President shall serve as ex-officio member of all committees. The President shall be informed of all Board and Association Committee activities by the committee chairs. The President shall perform other duties as directed by the Board.

(e) The Vice-President for Broadcast shall act in the president's stead when the president is unable to perform their duties. The Vice-President shall oversee committee operations, membership and other assignments based on their respective interest and expertise.

(f) The Vice-President for Print shall act in the president's stead when the president is unable to perform their duties. The Vice-President shall oversee committee operations, membership and other assignments based on their respective interest and expertise.

(g) The Vice-President for Social Media & Marketing shall act in the president's stead when the president is unable to perform their duties. The Vice-President shall oversee RABJ's website, Facebook, X, Instagram, LinkedIn accounts and YouTube channel. They shall serve as a conduit through which community development related information and resources are shared between the Board, committees, and the membership. They shall also undertake other duties as assigned by the President.

(h) The Secretary shall keep a roll of the membership of the Association, and shall notify members of the monthly meeting, and any special business meetings of the general membership that may be called. The Secretary shall keep a record of the proceedings of all business meetings of the Board of Directors and the general membership. They shall also undertake other duties as assigned by the President.

(i) The Treasurer shall oversee the maintenance of the financial records of the Association. The Treasurer shall participate in the development of the Association's budget, all fundraising, and follow all guidelines set forth in those budgets. The Treasurer shall maintain all bank accounts, sign checks, apply for grants and advise the Executive Committee and board of Directors of the financial standing of the Association. The Treasurer shall be responsible for arranging an annual audit of the books for the national office and the filing of all appropriate tax forms. They shall also undertake other duties as assigned by the President.

(j) The Parliamentarian shall oversee all aspects of public relations for the Association. Also, have thorough knowledge of the By-Laws, Robert's Rules of Order Newly Revised (current edition), and any other rules and regulations of the Association; furthermore, the Parliamentarian shall act as sergeant-at-arms of meetings and shall perform such other duties as may be assigned by the Board.

(k) At the initial organizational meeting following the election of officers, the officers shall designate a Vice-President to serve in place of the President should he/she be unable to perform the duties of the President. A second alternative shall also be selected.

(l) Any Officer may be removed, at any time, by a 2/3 vote of the Board of Directors at a meeting of the Board. Any vacancy thereby created may be filled at said meeting by a majority vote of the Board to complete the remaining term of the removed Officer or Director.

ARTICLE 5: MEETINGS, QUORUM, VOTING, PROXIES

5.1 Place of Meetings. Meetings of the Association shall be held at the principal office of the Association or at such other suitable place convenient to the Members as the Board may designate. Meetings may be held by means of telephone conference, video conference or similar communications equipment, by means of which all persons participating in the meeting can converse with each other. Participation by one of these methods shall constitute presence in person at such a meeting.

5.2 Annual Meeting. The annual meeting of the membership shall be set by the Board so as to occur during the third quarter of the Association's fiscal year on a date and at a time set by the Board.

5.3 Special Meetings. The President may call special meetings including a conference call or by other means. In addition, it shall be the duty of the President to call a special meeting within thirty (30) Days if so directed by resolution of the Board or upon a petition signed by Full Members representing at least twenty percent (20%) of the Full Membership.

5.4 Notice of Meetings. Written notice stating the place, day, and time of any meeting of the Members shall be delivered to each Member entitled to vote at such meeting, not less than five (5) nor more than sixty (60) Days before the date of such meeting, by or at the direction of the President or the Secretary or the officers or persons calling the meeting. The purpose or purposes for which the meeting is called shall be stated in the notice. No business shall be transacted at a meeting except as stated in the notice. Provided, however, if at least twenty percent (20%) of the Full Members are present at an annual meeting, in person or by proxy, matters in addition to those set forth in the notice of the meeting may be voted upon without further notice to the Members.

5.5 Waiver of Notice. Waiver of notice of a meeting of the Association shall be deemed the equivalent of proper notice. Any Member may, in writing, waive notice of any meeting of the Association, either before or after such meeting. Attendance at a meeting shall be deemed a waiver of any objection as to notice of the time, date, and place thereof, unless specific objection as to the lack of proper notice is given at the time the meeting is called to order. Attendance at a meeting also shall be deemed a waiver of notice of all business transacted at such meeting unless an objection on the basis of lack of proper notice is raised before the business is put to a vote.

5.6 Adjournment of Meetings. If any meeting of the Association cannot be held because a quorum is not present, Members or their proxies holding a Majority of the votes represented at such meeting may adjourn the meeting to a time not less than five (5) nor more than twenty (20) Days from the time the original meeting was called. At the reconvened meeting if a quorum is present, any business may be transacted which might have been transacted at the meeting originally called. If a time and place for reconvening the meeting is not set by those in attendance at the original meeting or if for any reason a new date is set for reconvening the meeting after adjournment, notice for reconvening the meeting shall be given to Members in the manner prescribed in Section 5.4.

5.7 Voting. The voting rights of the Members shall be as set forth in these By-Laws, and such voting rights provisions are specifically incorporated by this reference. The Board may adopt policies and procedures regarding the methods of casting votes, such as written ballots, secret ballots or computer access.

5.8 List for Voting. After setting a record date for notice of a meeting, the Board shall prepare an alphabetical list of the names of the Members entitled to notice of such meeting. The list shall show the address of the Member and the number of votes each is entitled to vote at the meeting. The list for voting shall be made available for inspection in accordance with New York law.

5.9 Proxies. At all meetings of Members, each Member may vote in person or by proxy, subject to the limitations of New York law. Every proxy shall be in writing and signed by the Member or such Member's duly authorized attorney-in-fact, dated, and filed with the Secretary of the Association prior to the meeting for which it is to be effective. In the event of any conflict

between two (2) or more proxies purporting to cover the same voting rights, the later dated proxy shall prevail, or if dated as of the same date, both shall be deemed invalid. Every proxy shall be revocable and shall automatically cease upon termination of membership of the Member or upon receipt of notice by the Secretary of the death or judicially declared incompetence of a Member, or of written revocation, or eleven (11) months from the date of the proxy, unless a shorter period is specified in the proxy.

5.10 Quorum. The presence, in person or by proxy, of Members representing ten percent (10%) of the total votes in the Association shall constitute a quorum at all meetings of the Association. If a quorum is present, business may be continued until adjournment, notwithstanding the withdrawal of Members leaving less than a quorum, provided that any action taken is approved by at least a Majority of the votes required to constitute a quorum.

5.11 Conduct of Meetings. The President shall preside over all meetings of the Association, and the secretary shall keep the minutes of the meetings and record in a minute book all resolutions adopted and all other transactions occurring at such meetings.

5.12 Action Without a Meeting. In the discretion of the Board, any action that may be taken at any annual, regular or special meeting of Members may be taken without a meeting if the Association delivers a written consent form or ballot to every Member entitled to vote on the matter.

(a) A written ballot shall: (i) set forth each proposed action; and (ii) provide an opportunity to vote for or against each proposed action.

(b) Approval by written ballot pursuant hereto shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(c) All solicitations for votes by written ballot shall: (i) indicate the number of responses needed to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of directors; and (iii) specify the time by which a ballot must be received by the Association in order to be counted.

(d) A written ballot may not be revoked. The Association shall maintain such ballots in its file for a period of at least three (3) years.

ARTICLE 6: BOARD OF DIRECTORS: NUMBER, POWERS, MEETINGS

A. Composition and Selection.

6.1 Governing Body; Composition. The affairs of the Association shall be governed by a Board of Directors, each of whom shall have one (1) equal vote. The Board shall consist of the elected officers of the Association, the chairpersons of the Standing Committees, and one (1) Student Member appointed to the Board by the President.

B. Meetings.

6.2 Organizational Meetings. Within thirty (30) Days after the election or appointment of new directors, the Board shall hold an organizational meeting at such time and place as the Board shall set.

6.3 Regular Meetings. Regular meetings of the Board may be held at such time and place as a Majority of the directors shall determine, but at least one (1) such meeting shall be held during each quarter.

6.4 General Meeting RABJ shall hold its general meetings no less than 5 months out of the year. Special meetings may be called at the discretion of the Board. Meetings of membership shall be held at such times and places as shall be designated by the Board. Robert's Rules of Order shall apply during all meetings of the RABJ 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).

6.5 Notice. 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 (5) working days prior to any meeting.

6.6 Submission of agenda items. Every RABJ meeting shall have an agenda prepared by the president. Any RABJ 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 (3) working days prior to the next meeting. All proposals shall be reviewed by the Board. If an author is unable to attend the general body meeting the president shall announce the proposal or resolution and make a recommendation from the Board. If a vote is required, a quorum of a majority of the eligible members present 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.

6.7 Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present, and (b) either before or after the meeting each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting also shall be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

6.8 Participation in Meetings. Members of the Board or any committee designated by the Board may participate in a meeting of the Board or committee by means of telephone conference, video conference, or similar communications equipment, by means of which all persons participating in the meeting can converse with each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

6.9 Quorum of Board of Directors. At all meetings of the Board, a Majority of the directors shall constitute a quorum for the transaction of business, and the votes of a Majority of the directors present at a meeting at which a quorum is present shall constitute the decision of the Board, unless otherwise specifically provided in these By-Laws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a Majority of the required quorum for that meeting. If any meeting of the Board cannot be held because a quorum is not present, a Majority of the directors present at such meeting may adjourn the meeting to a time not less than four (4) nor more than twenty (20) Days from the date of the original meeting. At the reconvened meeting, if a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

6.10 Compensation. Directors shall not receive any compensation from the Association for acting as such unless approved by Members representing a Majority of the total votes in the Association at a regular or special meeting of the Association. Any director may be reimbursed for expenses incurred on behalf of the Association upon approval of a Majority of the other directors. Nothing herein shall prohibit the Association from compensating a director, or any entity with which a director is affiliated, for services or supplies furnished to the Association in a capacity other than as a director pursuant to a contract or agreement with the Association, provided that such director's interest was made known to the Board prior to entering into such contract and such contract was approved by a Majority of the Board, excluding the interested director.

6.11 Conduct of Meetings. The President shall preside over all meetings of the Board, and the secretary shall keep a minute book of Board meetings, recording all Board resolutions and all transactions and proceedings occurring at such meetings. In the case of a tie vote on a motion or resolution before the Board, the motion or resolution is considered lost.

6.12 Open Meetings. Subject to the provisions of Sections 6.8 and 6.13, all meetings of the Board shall be open to all Members, but Members other than directors may not participate in any discussion or deliberation unless permission to speak is requested on a Member's behalf by a director. In such cases, the President may limit the time any Member may speak. Notwithstanding the above, the President may adjourn any meeting of the Board, reconvene in executive session, and exclude Members to discuss matters of a sensitive nature.

6.13 Action Without a Formal Meeting. Any action to be taken at a meeting of the directors or any action that may be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a Majority of the directors and delivered to the Secretary for inclusion in the minutes for filing in the corporate records.

C. Powers and Duties.

6.14 Powers. The Board shall have all of the powers and duties necessary for the administration of the Association's affairs and for performing all responsibilities and exercising all rights of the Association as set forth in the Articles of Incorporation, these By-Laws and as provided by law. The Board may do or cause to be done all acts and things which the Articles of Incorporation, these By-Laws or New York law do not direct to be done and exercised exclusively by the membership generally.

6.15 Duties. The duties of the Board shall include, without limitation:

- (a) preparing and adopting, an annual budget establishing the amount of dues for each class of membership;
- (b) levying and collecting such dues from the Members;
- (c) designating, hiring, and dismissing the personnel necessary to carry out the rights and responsibilities of the Association and where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and materials to be used by such personnel in the performance of their duties;
- (d) depositing all funds received on behalf of the Association in a bank depository which it shall approve and using such funds to operate the Association, provided any reserve funds may be deposited, in the directors' best business judgment, in depositories other than banks;
- (e) making and amending rules of operation for the Association;
- (f) opening of bank accounts on behalf of the Association and designating the signatories required;

- (g) bring any legal action or proceeding which may be instituted on behalf of the Association or its Members;
- (h) paying the costs of all services rendered to the Association;
- (i) keeping books with detailed accounts of the receipts and expenditures of the Association;
- (j) making available to any Member current copies of the Articles, these By-Laws and all other books, records, and financial statements of the Association as provided in Section 9.6; and
- (k) indemnifying a director, officer or committee member, or former director, officer or committee member of the Association to the extent such indemnity is required or permitted under New York law, or the Articles of these By-Laws.

6.16 Management. The Board may employ for the Association a professional management agent or agents at such compensation as the Board may establish, to perform such duties and services as the Board shall authorize. The Board may delegate such powers as are necessary to perform the manager's assigned duties, but shall not delegate policy-making authority. The Board may delegate to one (1) of its Members the authority to act on behalf of the Board on all matters relating to the duties of the managing agent or manager, if any, which might arise between meetings of the Board.

6.17 Accounts and Reports. The following management standards of performance shall be followed unless the Board by resolution specifically determines otherwise:

- (a) cash or accrual accounting, as defined by generally accepted accounting principles, shall be employed;
- (b) accounting and controls should conform to generally accepted accounting principles;
- (c) cash accounts of the Association shall not be commingled with any other accounts;
- (d) no remuneration shall be accepted by the managing agent from vendors, independent contractors, or others providing goods or services to the Association, whether in the form of commissions, finder's fees, service fees, prizes, gifts, or otherwise; any item of value received shall benefit the Association;
- (e) any financial or other interest which the managing agent may have in any firm providing goods or services to the Association shall be disclosed promptly to the Board;
- (f) financial reports shall be prepared for the Association at least quarterly (such financial statements shall include an income statement reflecting all income and expense activity for the preceding period on a cash or accrual basis and may include such other reports as deemed necessary by the Board); and
- (g) an annual financial report shall be made available to all Members within one hundred twenty (120) Days after the close of the fiscal year. Such annual reports may be prepared on an audited, reviewed or compiled basis, as the Board determines.

ARTICLE 7: OFFICERS

7.1 Officers. The officers of the Association shall be a President, Vice President/print, Vice President/broadcast, Vice President/social media, Secretary, Parliamentarian, and Treasurer. Said officers shall be elected by the membership and shall serve as members of the Board of Directors. The Board may appoint such other officers, including one (1) or more assistant secretaries and one (1) or more assistant treasurers, as it shall deem desirable, such officers to have such authority and perform such duties as the Board prescribes. Any such officers appointed by the Board shall not be members of the Board. No two (2) or more offices may be held by the same person.

7.2 Elections and Term of Office. The Members shall elect the officers of the Association at the annual meeting. Such officers shall serve for two (2) years and until their successors are elected. Candidates for office shall be nominated from the floor at a meeting of the Members or may also

be nominated by a nominating committee, if such a committee is established by the Board. All candidates shall have a reasonable opportunity to communicate their qualifications to the Members and to solicit votes. Each Member holding a vote may cast his or her vote for each office to be filled. There shall be no cumulative voting. The person receiving the greatest number of votes for a particular office shall be elected. In the event of a tie between two (2) or more candidates receiving the greatest number of votes for a particular office, there shall be a runoff election between said candidates only. Officers may be elected to serve any number of consecutive terms.

7.3 Removal of Directors and Vacancies. Any officer may be removed, with or without cause, by a Majority of the total membership vote. Any officer whose removal is sought shall be given notice prior to any meeting called for that purpose. Upon removal of an officer, a successor shall be elected by the Members entitled to vote to fill the vacancy for the remainder of the term of such director.

Any officer who has three (3) or more consecutive unexcused absences from Board meetings, or who is more than thirty (30) Days delinquent in the payment of any payment due the Association, may be removed by a Majority of the directors, and the Board may appoint a successor to fill the vacancy until the next annual meeting, at which time the Members may elect a successor for the remainder of the term.

In the event of the death, disability, or resignation of an elected officer, or the Board may declare a vacancy and appoint a successor to fill the vacancy until the next annual meeting, at which time the Members shall elect a successor for the remainder of the term.

7.4 Powers and Duties. The officers of the Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may specifically be conferred or imposed by the Board of Directors.

The President shall be the chief executive officer of the Association.

The Treasurer shall have primary responsibility for the preparation of the budget and may delegate all or part of the preparation and notification duties to a finance committee, management agent, or both. The Treasurer shall provide and issue a monthly statement and complete quarterly statement to all members.

The Secretary shall be responsible for preparing minutes of meetings of the Association and the Board and for authenticating records of the Association.

The Vice Presidents shall have such duties as are set forth by the Board.

The Parliamentarian shall possess a thorough knowledge of (1) these By-Laws, (2) Robert's Rules of Order Newly Revised (current edition), and (3) any other rules and regulations of the Association; furthermore, the Parliamentarian shall act as sergeant-at-arms of meetings and shall perform such other duties as may be assigned by the Board.

7.5 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.6 Agreements, Contracts, Deeds, Leases, Checks, Etc. All agreements, contracts, deeds, leases, checks, and other instruments of the Association shall be executed by at least two (2) officers or by such other person or persons as may be designated by Board resolution.

7.7 **Compensation.** Compensation of officers shall be subject to the same limitations as compensation of directors under Section 5.9.

ARTICLE 8: COMMITTEES

8.1 **Standing Committees.** The standing committees and their functions shall be designated by the officers of the Association and shall include, unless a Majority of the officers decides otherwise, the following committees: (1) The Awards Competition Committee (2) The Finance/Fundraising Committee (3) History, Archives & Media Watch Committee (4) The Membership Committee (5) The Program Committee (6) The Scholarship/Student Outreach Committee. The President shall nominate a Member to chair each committee, subject to approval by a Majority of the officers. The President or his or her delegate shall also appoint eligible Members to serve on each committee, without the need for approval or confirmation by the officers or the Board. The duties of each such committee shall be determined by the president and 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. Standing committee chairs shall serve two-year terms. The president shall be an ex-officio officer of each standing committee. Standing committee chairs may be replaced by the president or members of the Executive Board.

1. The Awards Competition Committee shall see the annual journalism awards contest.
2. The Finance/Fundraising Committee shall pursue grants and explore other revenue sources for RABJ.
3. The History, Archive & Media Watch Committee shall maintain relevant, significant and historical details pertaining to the organization and its members, and shall coordinate and facilitate the fulfillment of the goals of the organization, monitoring news coverage; maintaining a forum in which members can submit news clips, broadcasts, web pages of coverage deemed racially insensitive, monitoring Equal Employment Opportunity and Federal Communications Commission laws.
4. The Membership Committee shall conduct membership drives and related activities; send notices to members about membership renewal, ensure that each member has notice designating their membership category, inform other RABJ committee leaders about members who note on membership applications their desire to work on a specific committee.
5. The Program Committee shall coordinate professional skills and other development sessions for members or social mixers for members or community forums on topical issues or activities done in conjunction with other journalism associations, maintain the Black Cinema Series partnership, et cetera.
6. The Scholarship/Student Outreach Committee shall administer the annual Wyoma Best Scholarship, oversee high school and college journalism workshops; solicit members from among journalism students.

8.2 **General.** The Board may establish such special/Ad-Hoc committees as it deems appropriate to perform such tasks and to serve for such periods as the Board may designate by resolution. Each such committee shall operate in accordance with the terms of such resolution. Unless otherwise provided by the Board, committee members shall be eligible Members. No committee

appointed by the Board shall be empowered to take any affirmative action or to bind the Board or the Association without the consent of the Board.

ARTICLE 9: MISCELLANEOUS

9.1 Fiscal Year. The fiscal year of the Association shall be the calendar year unless the Board establishes a different fiscal year by resolution.

9.2 Parliamentary Rules. Except as may be modified by Board resolution, Robert's Rules of Order Newly Revised (current edition) shall govern the conduct of Association proceedings when not in conflict with New York law, the Articles of Incorporation, or these By-Laws.

9.3 Conflicts. If there are conflicts between the provisions of New York law, the Articles of Incorporation, and these By-Laws, the provisions of New York law, the Articles of Incorporation, and the By-Laws (in that order) shall prevail.

9.4 Severability. The invalidity of any part of these By-Laws shall not impair or affect in any manner the validity, enforceability or effect of the balance of these By-Laws.

9.5 Financial Review. A financial review of the accounts of the Association shall be performed annually in the manner provided by the Board, and a financial statement shall be prepared and presented to the Members at the annual meeting. However, after receiving the financial statement at the annual meeting, the Members may, by a Majority of the total membership vote in the Association, require that the accounts of the Association be audited by an independent accountant. Such an audit, if requested at the annual meeting by the requisite number of votes, must be completed and made available to the entire membership within one hundred twenty (120) days after the fiscal year end. Notwithstanding anything herein to the contrary, if the Board decides in its sole discretion to have the accounts of the Association audited by an independent accountant, no additional approval by the membership shall be required.

9.6 Books and Records.

(a) **Inspection by Members.** Members shall have rights to copy and inspect records of the Association as provided by the New York Nonprofit Corporation Code.

(b) **Rules for Inspection.** The Board may establish reasonable rules with respect to: (i) notice to be given to the custodian of the records; (ii) hours and days of the week when such an inspection may be made; and (iii) payment of the cost of reproducing copies of documents requested.

(c) **Inspection by Directors.** Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the Association and the physical properties owned or controlled by the Association. The right of inspection by a director includes the right to make a copy of relevant documents at the expense of the Association.

9.7 Notices. Except as otherwise provided in or these By-Laws, all notices, demands, bills, statements, and other communications under these By-Laws shall be in writing and shall be deemed to have been duly given if delivered personally or if sent by United States mail, first class postage prepaid:

(a) if to a Member, at the address which the Member has designated in writing and filed with the secretary; or

(b) if to the Association, the Board, or the managing agent, if any, at the principal office of the Association or the managing agent or at such other address as shall be designated by notice in writing to the Members pursuant to this Section.

If mailed, any notice shall be deemed to be delivered when deposited in the United States mail addressed with postage prepaid. To increase flexibility, the Association or any person may

consent to or request in writing additional methods of receiving notice, including, but not limited to, facsimile or electronic mail.

9.8 Indemnification. The Association shall indemnify every officer, director, and committee member against all damages, liability, and expenses, including attorney's fees, reasonably incurred in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he or she may be a party by reason of being or having been an officer, director, or committee member, except that such obligation to indemnify shall be limited to those actions for which liability is limited under this Section, the Articles of Incorporation and New York law.

The officers, directors, and other committee members shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, misconduct, or bad faith. The officers, directors, and other committee members shall have no personal liability with respect to any contract or other commitment made or action taken in good faith on behalf of the Association (except to the extent that such officers, directors or other committee members may also be Members of the Association). The Association shall indemnify and forever hold each such officer, director and other committee member harmless from any and all liability to others on account of any such contract, commitment or action. This right to indemnification shall not be exclusive of any other rights to which any present or former officer, director, or other committee member may be entitled. The Association shall maintain adequate general liability and officers' and directors' liability insurance to fund this obligation, if such insurance is reasonably available.

9.9 Amendment. These By-Laws may be amended only by the affirmative vote of Members holding at least sixty-seven percent (67%) of the votes at a duly called meeting of the RABJ, provided proposed changes were circulated at the previous meeting and written notice was provided to members at least two weeks in advance. Changes affirmatively adopted shall take effect immediately.