

ETSPJ BYLAWS

05/13/2016

ARTICLE I- DEFINITIONS

Section 1 “SPJ” refers to the national association of the Society of Professional Journalists.

Section 2 “Chapter” refers to the East Tennessee Chapter of SPJ, chartered by National Headquarters.

Section 3 “Meetings” means regularly scheduled or special meetings authorized by the Chapter’s Board of Directors.

ARTICLE II – MEMBERSHIP

Section 1 All SPJ members who live in the East Tennessee area are eligible for membership in the Chapter. The Board of Directors may approve affiliation by SPJ members who live outside the area.

Section 2 Any Chapter member may propose new members. If the nominee is not an SPJ member, the Membership Chair determines the membership category for which the nominee is eligible under SPJ’s by-laws.

Section 3 The Membership Chair notifies National Headquarters of the affiliation of Chapter members.

Section 4 Membership categories and privileges in the Chapter follow those established by SPJ.

ARTICLE III – DUES AND FEES

Section 1 The Board of Directors sets the rate for dues. Section 2 The Board of Directors sets fees for events.

ARTICLE IV- BOARD OF DIRECTORS

Section 1 The Board of Directors is made up of 12 voting members who are elected by the membership. The Board of Directors should not include anyone the Chapter is paying to perform duties for the Chapter.

Section 2 Officers

Section 2.1 The Chapter officers are the President, Vice President, Secretary and Treasurer.

Section 2.2 The officers serve as the Executive Committee of the Board of Directors and perform the functions customarily associated with their titles. The President is responsible for producing the Chapter’s annual report and any other reports required by National Headquarters, with assistance from the other officers and other members of the Board of Directors. In addition, the President appoints such committee chairs and/or committees as are required by National Headquarters and others he/she deems necessary; supervises committee chairs; and prepares the

chapter's annual budget. The Vice President serves as the membership chair and fulfills the President duties when the President is absent. The Secretary records and distributes the minutes of the meetings, records votes taken electronically or by phone, and maintains the Chapter's records. The Treasurer is responsible for making expenditures, receiving payments, managing financial records and cooperating with National Headquarters in all matters related to financial reporting.

Section 3 Other Board Members

Section 3.1 In addition to the officers defined in Article IV, Section 2.1, the Board of Directors includes the immediate Past President and the following committee chairs: Golden Press Card Awards, Programs, Communications, and Front Page Foundation liaison. Board members not serving as officers or chairs will serve on two committees. Each committee chair will recruit at least one non-board member to serve on the committee. The board may appoint ex-officio members who would serve in an advisory role but would not have voting rights.

Section 3.2 The Membership Committee Chair maintains membership and attendance records and cooperates with National Headquarters in all matters pertaining to membership. The Vice President will serve as membership chair.

Section 3.3 The Program Committee Chair is responsible for Chapter programs that speak to SPJ's mission.

Section 3.4 The Front Page Foundation liaison will attend Foundation board meetings and keep both groups informed of developments pertaining to both organizations.

Section 3.5 The Golden Press Cards Committee Chair will coordinate the Chapter's annual professional competition.

Section 3.6 The Communications Committee Chair will work with the Communications Committee to inform the membership and the public of the Chapter's activities. The committee will be responsible for the production and distribution of the newsletter, the Chapter website and Chapter communications.

Section 3.7 The immediate Past President will prepare orientation materials for new board members. If the Past President is no longer on the Board, the Vice President will prepare new Board member materials.

Section 4 Terms of Office

Section 4.1 Officers will serve a 1-year term. The term of office for all other board members is 2 years. Election of other board members should be staggered with half up for election every other year.

Section 4.2 Members of the Board of Directors serve from August 1 until July 31 or until successors are elected.

Section 5 Annual Elections

Section 5.1 By April 1 each year, the Chapter President will appoint a Nominating Committee Chair and identify the Board of Directors' positions to be filled. This Chair will select the Nominating Committee members. The chair of the committee should not be a sitting board member, and the majority of the committee members should be non-board members.

Section 5.2 By May 1 of each year, the Nominating Committee will present a slate of candidates at a meeting of the Board of Directors, at which time other nominations may be made. By May 15, the Communications Committee will prepare the ballot and send it to the members.

Section 5.3 By May 30 the Nominating Committee will count ballots; results will be certified at the next Board meeting or by email. Immediately following the certification of the results, the Chair will notify National Headquarters of the names and addresses and terms of office of new members of the Board of Directors and chairs of standing committees.

Section 6 Other Vacancies

Section 6.1 Vacancies that occur during a Board member's term of office will be filled by a majority vote of the Board of Directors. Board members appointed to fill vacancies will serve the remainder of the unexpired term and will be eligible for re-election at the end of that term. The Board may vote to leave a position vacant until the next annual election.

Section 6.2 Any Board member who misses three consecutive regularly scheduled meetings without prior notification to the Board of Directors will be considered to have resigned.

ARTICLE V- MEETINGS

Section 1 There will be at least four Chapter program meetings each year. The times and places will be set by the Board of Directors. This does not include the December Holiday Party or the Golden Press Card Awards. Other informal events may be scheduled as desired.

Section 2 The Board of Directors will hold at least six regularly scheduled meetings each year. The President may call a meeting of the Board of Directors when requested by a majority of Board members. The times and places for regularly scheduled meetings will be set by the Board of Directors; special meetings will be held with at least 48 hours' notice.

Section 3 A quorum for transacting official business will consist of the votes of half the number of official board members, either present in person at a scheduled meeting, or by e-mail or phone if they are unable to attend that meeting. The President shall e-mail the entire board a notice of issues expected to come up for vote one week prior to the scheduled meeting. Those unable to attend will either vote by e-mail, to be received at least 24-hours prior to the meeting, or will e-mail their proxy to a board member who will attend. Hard copies of all these e-mails

must be brought to the meeting. Should an unexpected issue arise at the meeting itself where half of the members are not physically present, an attempt will be made to poll the others by phone. If the issue does not involve expenditure from the Treasury, the vote will be determined by a majority of those present plus those reached by phone. If the issue does involve expenditure, the Secretary will poll those not present by e-mail with a response due within 48 hours.

Section 4 All Board meetings are open meetings. Any Chapter member, the public, and others invited by the Board of Directors may participate in the discussions of the Board of Directors. Guests' comments may be limited to five minutes.

ARTICLE VI- CONVENTION ATTENDANCE

Section 1 The Chapter will be represented at each Region 12 Conference and each National Convention by a delegate(s) and alternate(s) elected by the Board of Directors from the membership.

ARTICLE VII- CHAPTER DISSOLUTION

Section 1 A two-thirds majority vote of the members who respond to a written ballot distributed by mail with a two-week response period is required to disband the Chapter.

Section 2 Any funds that remain at the time the Chapter disbands, after all debts are satisfied, will be directed to National Headquarters for scholarships.

ARTICLE VIII – AMENDMENTS

Section 1 Amendments to these By-Laws may be proposed at any meeting of the Board of Directors or of the general membership.

Section 1.1 If proposed at a Board meeting, an amendment may be referred to the general membership by a simple majority vote of the Board members present, or passed by a two-thirds majority vote of the Board members present.

Section 1.2 If proposed at a general membership, meeting or referred to the general membership by the Board of Directors, an amendment may be put to a vote by mail ballot with a 2-week response period or voted on at a subsequent meeting of the general membership, called with at least a 2-week notice. When the vote is put to the general membership, a simple majority of those who respond by mail or those present at the meeting is required for the amendment to pass.

ARTICLE IX- PROCEDURE

Section 1 Robert's Rules of Order is the parliamentary authority for all matters of procedure not covered by these By-Laws.

ADOPTED JUNE 18, 1996

AMENDED 2005, 2007, 2010, 2016