

Deadline Club Bylaws

As amended in the General Membership Meeting on November 27, 2012

FOREWARD

In accordance with the aims of the Society of Professional Journalists—namely to associate journalists of talent, truth and energy into a more intimately organized unit of good fellowship, and to assist members in acquiring the noblest principles of journalism—we, as the New York City Professional Chapter of the aforementioned Society, do hereby establish and ordain these bylaws of our chapter.

ARTICLE ONE

Name and Scope

Section One -- The name of this organization shall be The Deadline Club. It shall also and equivalently be known as the New York City Professional Chapter of The Society of Professional Journalists (SPJ).

Section Two -- For membership and policy purposes, The Deadline Club adopts the definition of journalism used in the bylaws of the Society.

Section Three -- These bylaws amend and supersede all past bylaws of The Deadline Club and become effective immediately upon adoption by the Governing Board. In all provisions of these bylaws, the term “SPJ” shall refer to the national society of Professional Journalists, and the term “The Club,” shall refer to The Deadline Club.

ARTICLE TWO

Membership

Section One -- Membership in The Club shall consist of two groups:

- (1) Professional and Associate members of the Society who also have expressed interest in participation in The society’s local activities by satisfying two Club membership requirements named later in this section;
- (2) Campus Members of SPJ, engaged in the study of journalism at New York City area colleges and universities, who because their own schools do not have campus chapters of SPJ, seek affiliation with The Club, or who wish to seek affiliation with their campus chapter and The Deadline Club, and who satisfy the same Club membership requirements. Those requirements are:
 - a. Notifying SPJ of the desire to affiliate with The Deadline Club.
 - b. Paying, through SPJ, annual Club dues, in an amount set by The Club’s Governing Board, at the time SPJ is notified of the desire to affiliate. Alternatively, the SPJ member newly affiliating with The Club may pay directly to The Club a pro-rated portion of annual Club dues for the portion of the year

leading up to the person's next payment to SPJ of national dues, from which time forward full-year Club dues would be paid concurrently with SPJ dues through SPJ; the new Club member must inform SPJ of the desire to affiliate with The Club at that time, in order to be placed on The Club's roster.

Section Two -- The power of The Club to recruit, propose and sponsor persons for membership in the Society, shall in accord with the standards and laws of The Club and SPJ, and for membership in The Club, shall be entrusted in a standing Membership Committee of The Club's Governing Board.

Section Three -- Working jointly, The Club Vice President for Membership and Treasurer shall consistently monitor The Club's membership roster, maintained by SPJ, by overseeing members' compliance with membership requirements (a) and (b) above and shall bring any discrepancies to the attention of the members involved so they may resolve any issues with SPJ membership officials, including necessary payment of any dues owed. The two officers would specifically monitor the transition of any partial, prorated Club dues payers onto their SPJ payment schedule.

Section Four -- A member will be removed from The Club's active membership rolls by SPJ if the member fails to pay properly assessed Club dues or SPJ dues. .

ARTICLE THREE

Officers

Section One -- The executive body of The Club shall be the Governing Board, which will consist of Club officers plus an 11-member Executive Council and three-member Advisory Council. The Governing Board shall manage the affairs of The Club and shall have the responsibility of maintaining its fiscal, legal and ethical integrity. Former Board members may serve on a Professional Council, a nonvoting adjunct, to allow for formally recognized continuing service to the Club.

Section Two -- The Governing Board shall consist of the following officers: a President, six Vice Presidents, a Secretary, an Assistant Secretary, a Treasurer and an Assistant Treasurer. The Vice Presidents will be Vice President for the Awards Contest, Vice President for the Awards Dinner, Vice President for Communications, Vice President for Events, Vice President for Membership and Vice President for Special Projects. Depending on the needs of The Club in a given year, the Nominating Committee may specify for any one of its six nominees for Vice President the added title of First Vice President, whose additional duties as First Vice President shall be specified by the President.

Section Three -- The President shall be the chief officer of The Club and shall preside at all Governing Board meetings and at general membership meetings. The President shall have charge of The Club's relations with other organizations; shall have the authority to appoint committees and their chairs; shall have the authority to require a report from any chair or officer of The Club at any time, and shall have the usual powers and duties of a President in accordance with the Society and Club bylaws.

Section Four -- The Club's immediate past President shall be known as Chairperson of the Executive Council and shall have two unique functions. Should the President be unable to perform necessary functions required of him or her, for one meeting or for a longer period of time, the Executive Council Chairperson shall preside over whatever Governing Board actions are necessary to fill that vacancy. The Chairperson shall surrender that power immediately upon the President's return to the necessary roles or upon the Governing Board's selection of another member to fulfill those functions. The Chairperson's second unique role is to form and preside over a Nominating Committee which is to propose a slate of 25 Club members for election by the general membership to the Governing Board and as many as 11 members of the Professional Council for the next year. Should the immediate past president be unavailable to serve as Chairperson, former presidents still serving on the governing board will serve in this capacity in reverse chronological order.

Section Five -- Other Club officers shall be responsible for the functions which accrue to them from decisions of the Governing Board. The duties of Assistant Secretary and Assistant Treasurer shall be assigned by the Club Secretary and Treasurer, respectively, subject to oversight by the Governing Board.

Section Six -- Vacancies occurring during the year among the Board shall be filled by the President with approval of the Board.

Section Seven -- Members of the Governing Board serve one-year terms but may be re-nominated and re-elected to the same or different posts without limitation. The Executive Council Chairperson may not preside over the development of a proposed slate of new officers which includes the nomination of the Chairperson for President.

Section Eight -- The Treasurer shall be held responsible for the funds of The Club and must give an accounting for all monies received and expended at each board meeting. The Governing Board shall order preparation of any required income-tax returns each year, and shall order a financial statement review by an independent certified public accountant at least once every other year, to be submitted to the Board as soon as is practicable after the close of the fiscal year. The Governing Board shall authorize the purchase of any insurance products—including directors and officers, liability or fidelity insurance—which the board deems necessary.

Section Nine -- The President, Treasurer and Assistant Treasurer shall be signatories on The Club's financial accounts. These three officers and one additional member of the Governing Board, who is not a signatory on the financial accounts, shall hold an annual financial review. This four-member committee should review checkbooks, bank statements and receipts to indicate the records have been examined and are in satisfactory condition. **Section Ten** -- Any member of the Governing Board may be removed from office by two-thirds vote of all Board members.

Section Eleven -- In order to retain the wisdom and experience of Chapter members in good standing who have served on the Board of Governors and to encourage their

continued participation in leadership of and service to the Chapter, a Professional Council comprising as many as 11 former Board members may be nominated by the Nominating Committee or the membership and elected by the membership each year as an adjunct to the Governing Board. All bylaws applying to Governing Board members and their qualifications, nomination, election and retention shall apply to Professional Council members, including invitation to all Board meetings and its discussions, except that Professional Council members shall not be voting members of the Board, and as such, shall not be counted toward quorum at board meetings. During the course of the year, postelection, the President may appoint qualified former Board members to fill Professional Council vacancies until year end.

ARTICLE FOUR

Meetings

Section One -- The Board shall meet at least 10 times every year to transact official business of the Club. The time and place of each regular meeting are to be decided by the Board at the previous meeting and to be announced to all Board members sufficiently in advance of the next meeting. Special Board meetings may be called by the President or the Executive Council Chairperson on two days' notice to each Board member, either personally, by email, postal mail or telephone.

Section Two -- At all Board meetings, the presence of nine members shall be necessary to constitute a quorum and sufficient for the transaction of business, and any act of a majority at a meeting where there is a quorum shall be the act of the Governing Board, except as may otherwise be specifically provided by statute, or by the Certificate of Incorporation, or by these bylaws.

Section Three -- Each year's Governing Board shall be elected by a vote of those Deadline Club members participating in an official membership election meeting, to be held in November or December, according to guidelines to be adopted by the Governing Board and reported to the membership. The Nominations Committee is to propose a slate of candidates for the Governing Board and the Professional Council in the October or November board meeting. Suggestions for Board and Professional Council membership—whether from board members or the general membership—should be submitted to the chair of the Nominating committee by September 1 to guarantee consideration by the committee, although later submissions may be considered to the best of the committee's ability. A final ballot shall be prepared, incorporating and noting the Nominating Committee's slate, as well as any additional nominees. The Governing Board must approve and submit the final slate to the membership by email or postal mail at least 10 days before the membership election meeting. The Nominating Committee is empowered to develop more detailed rules embodying and implementing these provisions, including specific rules for the distribution, collection and counting of ballots that do not conflict with these bylaws. The vote on the slate will be conducted by voice vote or show of hands by members of The Club in good standing present, and the majority will rule. The vote may be on the slate as a whole, but if any member of The Club in good standing present moves that any or all of the nominees be voted upon individually, that will be done. Also, if a majority of eligible voters call for a secret ballot, the ballots that have been distributed at the meeting will be marked and counted

secretly. A candidate or slate of candidates receiving the majority of votes cast shall be declared the winner;

Section Four -- Three or more Inspectors of Elections may be appointed by the presiding officer at a general meeting where voting will occur, and, if at any such meeting the right of any person to vote be challenged, the Inspectors -- or, if no Inspectors have been appointed, the President -- shall require inspection of the membership rolls. The Inspectors may also serve as tabulators of any ballots and unbiased overseers of the entire voting process.

Section Five -- Detailed procedural rules governing voting may be drawn up and approved by the Governing Board, provided they are in no way violative of the letter or the spirit of these bylaws and are communicated clearly to the entire Club membership.

Section Six -- At all meetings of the Board, the order of business shall be: Approval of Minutes, Reports of Board members and Committees, Unfinished Business, New Business, Plan for Next Meeting, Adjournment.

Section Seven -- Upon the written request of 25 or more members, it shall be the duty of the President to call a special meeting, to be held within 20 days, for the transaction of any Club business.

Section Eight -- The role of selecting 25 Club members to nominate for election to the Governing Board and as many 11 for the Professional Council each year shall be assumed by the Nominations Committee of the Governing Board. This committee shall consist of three members. One member must be the Executive Council Chairperson, who shall form and preside over the committee. The committee can accept nominations from the general membership throughout the year, but by each year's November Board meeting it must finalize and present in writing its slate of nominees who will stand for election by December.

Section Nine -- The Nominations Committee shall have responsibility for ensuring that the election process is conducted with propriety, efficiency and fairness.

Section Ten -- The terms of office of the Governing Board members shall commence at the start of Deadline Club January 1, and shall end at the conclusion of the calendar year, on December 31.

Section Eleven -- Robert's Rules of Order shall be the standard of parliamentary practice so far as the same is consistent with the Club bylaws.

ARTICLE FIVE

Committees

Section One -- There shall be a standing Events Committee, headed by the Vice President for Events, charged with the duty of planning and supervising events that promote the objectives of The Club and SPJ -- namely, acquiring and supporting the noblest principles of journalism while also developing good fellowship among a wide range of

journalists. The Committee shall be responsible for seeing that events are well-run, with such arrangements as the registering of members, the collection of money, the provision of any promised food or drink and the setting aside of appropriate facilities in which the event may occur.

Section Two --There shall be a standing Freedom of Information Committee, charged with the duty of overseeing the Club's participation in appropriate efforts to support and defend freedom of information and related principles upheld by the Society of Professional Journalists.

Section Three --There shall be a standing Membership Committee, headed by the Vice President for Membership, charged with the duty of recruiting persons for membership in SPJ and The Club and for responding to interest among eligible persons in joining the organization. The Committee may approve and sponsor candidates for membership in SPJ on behalf of the Governing Board.

Section Four -- There shall be a standing Bylaws and Operations Committee, charged with the duty of developing and carrying out procedures that ensure that the club acts in accordance with its bylaws, especially as regards the process of amending those bylaws. The Committee shall be responsible for activities related to the Club's incorporation, the certification of incorporation, the bylaws themselves and other important elements of the Club's formal structure. The Committee shall quickly alert the Board to questions and problems that arise relevant to the formal structure and then shall work, in conjunction with the entire Board, to find appropriate solutions. Where necessary, the Committee shall propose specific amendments to the bylaws for the consideration of the Board.

Section Five --There shall be a standing Student Relations Committee, charged with the duties of maintaining channels of communication to campus members of SPJ within the New York City area. The Committee shall keep records of the officers and activities at campus chapters in the area with an eye to offering assistance where necessary and encouraging their growth and greater involvement in Society and Club events and efforts. The Committee shall also be responsible for planning and supervising all aspects of any student journalism events held by The Club in an effort to inform area students about possible careers in journalism.

Section Six --There shall be a standing Communications Committee, headed by the Vice President for Communications, charged with the duty of maintaining quality contact with all members through The Club's website, social media, mailings, newsletters and other media including press releases. The Committee shall be responsible for the writing, editing and distribution of a Club email newsletter called the Deadliner.

Section Seven --There shall be a standing Awards Contest Committee, headed by the Vice

President for the Awards Contest, charged with developing and carrying out specific procedures and rules by which The Club is to solicit, judge and honor particular journalistic endeavors as part of The Club's annual awards program. Definitive rules on all points relevant to the awards are to be developed by the Committee and approved by the Board -- in a printed, final-draft form, ready for publication to the general membership by the last board meeting of the year. The Awards Contest Committee shall oversee the solicitation of candidates for the awards during the contest entry period and shall be responsible for the careful, timely and fair handling of all applications --from the mailing process through the judging process to the actual receipt of awards.

Section Eight --There shall be a standing Awards Dinner Committee, headed by the Vice President for the Awards Dinner, charged with performing all functions necessary to guarantee that the club's annual awards dinner meets high standards of financial responsibility and service to the journalistic profession.

Section Nine -- Committees may be any size deemed practical by the president and the committee chairperson, with a quorum being a simple majority. Each committee must be headed and presided over by a chairperson, who need not be a Board member, but who must be a Club member and must be present at each Governing Board meeting in order to give a committee report. Chairpersons who are not Board members have no voting power at Board meetings but shall be invited to participate in all Board policy discussions. The president shall appoint a chairperson to any committee that is not headed by a duly elected Vice President. When the president deems it practical, a committee may have two co-chairs. The Board may dismiss a chairperson from committee duty by a two-thirds vote.

Section Ten --The President acts ex-officio on all committees in an advisory capacity and with no vote as a member of any of the standing committees mentioned in Article Five of the bylaws. The President may create additional standing or ad hoc committees but may not disband any standing committees.

ARTICLE SIX

Operations

Section One -- No member of the Governing Board shall receive, directly or indirectly, any salary or compensation from The Club.

Section Two -- The Governing Board shall endeavor at all times to comply with requirements imposed on chapters by SPJ bylaws. On point of chapter behavior on which Club bylaws are silent but on which SPJ-laws provide guidance, the Club shall treat the SPJ bylaws as binding.

Section Three -- The Club shall reimburse from its treasury the legitimate, society-related

expenses incurred by Club Board members when the members are acting in an official capacity as Club representatives at a bona fide SPJ event. The expenses shall generally include transportation and lodging expenses in connection with a regional or national SPJ convention. Postage costs incurred for official Club or SPJ related mailings are also reimbursable categories, and all expenses greater than \$500 must be presented to the Board for approval before reimbursement may occur. Where reimbursement is deemed legitimate, the Club Treasurer is authorized to conduct the necessary transactions, provided all expense claims are confirmed.

Section Four -- The President is authorized to appoint, with Board approval, a salaried Executive Assistant to carry out such duties of The Club as the Governing Board may direct, the salary to be determined by the majority vote of the Board.

Section Five -- Club members involved in the judging process connected with Deadline Club scholarships and awards shall not be held liable for the outcome of such judging.

Section Six -- These bylaws may be altered, amended or repealed at any general membership meeting by a two-thirds vote of those present, with those present acting as a quorum, provided the following conditions hold true:

- (a) There is a quorum of Board members present and they convene a special meeting in the context of which the bylaws action can take place;
- (b) A mailing to the general membership announcing the relevant meeting is commenced at least 15 days before the meeting;
- (c) The mailed announcement sets forth in detail any proposal for amendment or repeal planned for action at that meeting.

Such proposals for a change in bylaws may be initiated by a majority vote of the Governing Board or by a petition signed by at least 30 members and submitted to the Governing Board at least 30 days prior to any general membership meeting where the proposal would be acted on. Amendments or repeals of bylaws take effect immediately upon general membership approval.

Section Seven -- The Club's fiscal year for accounting purposes shall be August 1 through July 31 to conform with SPJ's fiscal year.

Section Eight -- Nothing in these bylaws shall be in contravention of the laws of the United States or the State or City of New York.

###