

By-Laws of the Society of Professional Journalists New England Professional Chapter

ARTICLE I — NAME OF THE CHAPTER

"Chapter" as used herein shall refer to the New England Professional Chapter of the Society of Professional Journalists, hereafter referred to as SPJNE.

ARTICLE II — QUALIFICATIONS FOR MEMBERSHIP

Section 1 — All members of the chapter must be members in good standing of the national Society of Professional Journalists, hereafter referred to as SPJ. Professional members will be assigned to the chapter by the national headquarters based on geographic boundaries established by SPJ. A member located outside a chapter's boundaries may join the chapter by filing a membership form and complying with all chapter membership requirements, such as payment of chapter dues and initiation fees. Those who have filed membership forms and paid chapter dues and initiation fees annually will therefore be classified as members in good standing. This applies to all membership categories defined by SPJ (retired professional, institutional, post-graduate, and fellow) except student members.

Section 2 — Only members in good standing of the chapter shall be eligible to vote in chapter elections.

ARTICLE III — DUES

Section 1 — The amount of local dues, if any, to be paid by each member of the chapter shall be fixed by the SPJNE board of directors subject to ratification by the professional membership when the SPJNE board of directors proposes to increase or decrease the annual dues.

ARTICLE IV — MEETINGS & PROGRAMS

Section 1 — "Meetings" as used herein shall mean regularly scheduled or special meetings that are publicized or announced and approved by the chapter board of directors.

Section 2 — The board of directors shall give notice when chapter business is to be conducted at a regularly scheduled membership meeting or program at least seven days in advance by email to members who have provided email addresses and by U.S. Mail to all other members.

Section 3 — At a chapter membership meeting or program a vote of a majority of the members in good standing who are present and voting shall be sufficient to approve any

measure that requires a vote, except amendments to these bylaws.

Section 4 — At a meeting of the board of directors a quorum consisting of a majority of the members of that body must be present to conduct any business.

Section 5 — Any action of the board of directors may be rescinded by a majority vote of the members in good standing present at a meeting of the chapter membership if notice has been given in accordance with Section 2 above that the action previously taken by the board of directors shall be put to a vote of the membership at the meeting.

Section 6 — Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

Section 7 — All membership meetings and programs of SPJNE shall be on the record and open to coverage by any or all communications media on an equal basis. Coverage of programs of SPJNE shall be encouraged in order to acquaint the profession and public at large with the issues discussed by and before the chapter membership. Individual guest speakers shall be apprised in advance that this is a chapter policy.

Section 8 — All meetings of the board of directors shall be open to all members of SPJ, except when action is required between regular meetings the officers may vote by electronic or other means. When the board of directors has taken action outside a regular meeting that body must ratify the action by a vote at the next regular meeting.

Section 9 — The financial records of the chapter and minutes of all meetings shall be open for inspection to members in good standing. Requests for inspection shall be made to the custodian(s) of such records and shall be made available, if practical, at the next meeting of the membership or the board of directors.

ARTICLE V — OFFICERS

Section 1 — The officers of the chapter shall be: President, vice president, secretary-treasurer, immediate past president.

PRESIDENT — The president shall be the chief executive officer and shall supervise and direct the business and affairs of the chapter. The president shall see to it that the chapter conforms to the requirements of SPJ. The president shall have the power to delegate such functions to other officers as necessary. The president shall have the power to create committees of officers, directors, members, or any combination thereof, to further the business and affairs of the chapter. The president shall perform other functions customarily associated with such a title.

VICE PRESIDENT — The vice president shall exercise the functions of the president in the absence or inability of the president, either temporarily or for the duration of the president's term. The vice president will also, at the discretion of a majority of the

officers and the board, serve as chair of such committee or committees (i.e., membership, programming, fundraising, and so on) as is deemed appropriate.

SECRETARY-TREASURER — The secretary-treasurer shall maintain the chapter's records and its finances, file an annual report to SPJ, and otherwise maintain contact with the national society. The secretary-treasurer shall take minutes of all meetings of the SPJNE officers and board of directors and the membership. The secretary-treasurer shall also maintain regular contact with the chapter membership. The secretary-treasurer will perform other functions customarily associated with such a title.

IMMEDIATE PAST PRESIDENT — The immediate past president shall serve as an ex officio officer of the chapter, without board voting privileges.

Section 2 — If the president and vice President are both unable to carry out their duties, executive power shall flow to the following officers, in order: the secretary-treasurer and then the immediate past president.

Section 3 — Officers' terms shall begin on October 10, and each shall serve for one year or until their successors have been selected and qualified. Officers may serve for no more than two consecutive terms.

ARTICLE NO. VI — BOARD OF DIRECTORS

Section 1 — The SPJNE Board of Directors is the decision-making body of the chapter. It shall meet at least quarterly during the term beginning in October and its conclusion to conduct the chapter's business. The board shall be made up of the president, vice president, secretary-treasurer, immediate past president and no more than four directors, depending on interest and the discretion of the board, who shall serve two-year terms, which shall be staggered.

Section 2 — Upon adoption of these bylaws, the board of directors shall agree on a method for apportioning the lengths of terms of directors on the board.

ARTICLE NO. VII — ELECTIONS

Section 1 — There shall be an election annually in October to elect the president, vice president, secretary-treasurer and half of the board of directors of the SPJNE.

Section 2 — In preparation for the annual election, 90 days before the election the president shall appoint a nominating committee to prepare a slate of candidates for each officer and director position to be filled.

Section 3 — No later than 45 days before the election the nominating committee shall forward to the president a slate of qualified candidates for president, vice president, secretary-treasurer and candidates members of the board of directors of SPJNE for

consideration by the current board of directors.

Section 4 — Upon determination that each candidate is a member of the chapter in good standing and qualified to serve in the position for which s/he has been nominated, the board of directors shall, at least 30 days before the start of balloting, publish the candidates' names and qualifications for office to the chapter membership, on the SPJNE website, via email or by other means determined effective by the board.

Section 5 — Any chapter member in good standing may nominate a candidate or candidates to run against the proposed slate. Nominations must be received by the SPJNE president no later than 14 days before balloting is to begin, and must include a statement of the candidate's qualifications to hold the office for which s/he has been nominated. Upon verification that a candidate nominated in this way is a member of the chapter in good standing and qualified to hold the office sought, the board of directors shall, no later than 10 days before the balloting is to begin, publish the names of candidates and their qualifications by the same method used to publish the official slate.

Section 6 — Voting by electronic means using an online vote-gathering service that the board will choose, and U.S. Mail for members who are not online shall commence on the second Friday in October and continue until 11:59 p.m. on the second Sunday of October, and shall include ballots sent by U.S. Mail postmarked no later than the third Friday in October.

Section 7 — All chapter members in good standing are eligible to vote.

Section 8 — No later than the fourth Friday in October, a committee appointed by the president shall count the ballots and report the results of the election to the board of directors, which shall publish the outcome of the election to the members.

Section 9 — If there are more candidates for director positions than the number of seats to be filled, the first seat will be filled by the candidate who received the largest number of votes, the second seat will be filled by the candidate who received the second largest number of votes, and so on until all seats have been filled.

ARTICLE NO. VIII — FILLING UNEXPIRED TERMS

Vacancies among officers, other than the president, and board members due to death, resignation or other cause shall be filled by a majority vote of the chapter officers and directors present at any meeting at which a quorum of the officers and directors is present. Officers appointed under this section shall serve until the next chapter election. Directors appointed under this section shall serve the unexpired term of the person s/he replaced.

ARTICLE NO. IX — REMOVAL FROM OFFICE

Section 1 — It shall be grounds for removal from office if any officer or board member has failed to attend three regularly scheduled meetings in a calendar year, without an excuse approved by the officers/board of directors.

Section 2 — Upon recommendation of the president, and after giving at least seven days' notice to the officer or board member, upon a vote of two-thirds of the remaining officers and directors at the next regular meeting of the board of directors, the officer or board member shall be removed from office.

ARTICLE NO. X — AUDITS

The chapter shall conduct a review of its finances at least once a year. The secretary-treasurer shall present all relevant financial records to a committee of three chapter members who are neither officers nor board members for this review.

ARTICLE NO. XI — COMMITTEES

The president is authorized to appoint such committees as the nominating committee and audit committee, as well as others s/he deems necessary. Chairs of the committees may be officers, directors or regular chapter members.

Each officer and board member shall chair a committee or be tasked with creation of a program during the duration of their term.

ARTICLE XII — CONVENTION ATTENDANCE

Section 1 — The chapter will strive to be represented at each SPJ national convention and regional conference by at least one delegate and alternate elected by the board of directors from among the chapter's members in good standing.

Section 2 — The chapter will strive to defray travel costs and registration fees for delegates who attend the convention.

ARTICLE NO. XIII — DISBANDING THE CHAPTER

Upon the decision to terminate the chapter, whether by dissolution, disbandment, revocation pursuant to the national bylaws, or otherwise, any remaining chapter funds shall be distributed to an adjoining active SPJ chapter then in good standing, to SPJ or to the Sigma Delta Chi Foundation, as directed by the chapter's governing body, or, in the absence of action within 60 days of termination by the local governing body, by the board of directors of the national SPJ.

ARTICLE XIV — AMENDMENTS

Section 1 — Amendments to these bylaws may be proposed by the board of directors at a

regular meeting of the board of directors, or by no fewer than 15 percent of chapter members in good standing. Regardless of whether the board of directors agrees with the proposal, it must present the proposal to the SPJNE membership for a vote no later than the next annual election of officers. The board of directors must provide members the text of the proposed amendment(s) at least 60 days before balloting is to begin. If the board of directors opposes the proposed amendment(s) it may issue a statement explaining its reasons for opposition and/or alternative amendments, and circulate its report at least 30 days before balloting is to begin.

Section 2 — To become effective, proposed amendments must receive a simple majority vote of the chapter members in good standing.

Section 3 — Amendments become effective immediately, unless otherwise specified.

ARTICLE XV— Academy of New England Journalists

Section 1: The chapter was instrumental in the founding of the Academy of New England Journalists and the Yankee Quill Award in the late 1950s, and played a prominent role in its growth in the early years. Over time, the New England Society of News Editors (the updated name of the New England Society of Newspaper Editors) assumed responsibility for the ANEJ and Yankee Quill, including organizing its annual awards dinner.

Section 2. The president of SPJNE will serve as a member of the Yankee Quill selection committee.

ARTICLE XVI -- Scholarship Fund

Section 1. SPJNE may administer a scholarship fund to support college students majoring in journalism and/or communication. This fund shall be maintained in perpetuity separate and apart from SPJNE's operating funds. The fund shall be administered pursuant to guidelines adopted by the SPJNE board. SPJNE shall review the guidelines annually.