

NABJ–Raleigh Durham Bylaws and Constitution of the National Association of Black Journalists–Raleigh Durham

Preamble:

We, the members of the National Association of Black Journalists–Raleigh Durham, formerly the Triangle Association of Black Journalists (TABJ) – in pursuit of the full benefit that arises from Black journalists in current practice uniting for the common purpose of bettering our profession; our professionalism and our profession’s societal role by increasing Black employment in the media; increasing the number of Blacks in managerial positions; encouraging and educating young Black people interested in pursuing careers in journalism; monitoring media regarding racial messages; and sensitizing media to racism in its varying degrees – do hereby, establish, amend and enact this Constitution and Bylaws for the governance of the National Association of Black Journalists–Raleigh Durham and its membership.

Constitution and Bylaws:

Article I. Name and Symbol of the National Association of Black Journalists–Raleigh Durham North Carolina

Section 1. The full and complete name of the Organization shall be “National Association of Black Journalists–Raleigh Durham.” Reference to the Organization may be abbreviated and referred to as “NABJ–Raleigh Durham.” The Board of Directors shall adopt rules guiding the use of abbreviations. In this document, “NABJ–Raleigh Durham,” “NABJ–RDU” or “Organization” shall hereafter be used to refer to the “Association.”

Section 2. The symbol of the NABJ–Raleigh Durham shall include the full name of the Organization. The NABJ–Raleigh Durham Board of Directors shall approve an authorized symbol for NABJ–Raleigh Durham.

- a. The symbol may be periodically updated by resolution of the Board. The proposed replacement symbol shall be presented to the membership for review and comment no less than thirty (30) calendar days before Board adoption of a new symbol.

Article II. Purpose of NABJ–Raleigh Durham

Section 1. The purpose of the NABJ–Raleigh Durham shall be to bring about a union of Triangle area Black journalists in current practice and dedicated to truth and excellence in news gathering and reporting and equality in the media

industry. To accomplish this mission, the Organization's pursuits include, but are not limited to, efforts to:

- a. Strengthen the ties between Blacks who work in majority-owned media and Blacks who work in the Black-owned media;
- b. Assist Black journalists in upgrading his/her/their skills for upward mobility toward managerial and supervisory positions;
- c. Encourage students to identify careers in journalism;
- d. Award scholarships to Black journalism students of accredited colleges and universities;
- e. Encourage journalism schools of accredited colleges and universities to hire Black professors;
- f. Establish NABJ–Raleigh Durham as an exemplary group of professionals that honors excellence and outstanding achievement among Black journalists;
- g. Chronicle the history of Black journalists and journalism in the Triangle area and establish and maintain an archival repository.

Section 2. NABJ–Raleigh Durham may, after approval by a majority of its Board of Directors, take positions or act on issues of social or professional concern. NABJ–Raleigh Durham may not endorse or support any candidate for public office.

Article III. Board of Directors and Officers of the Organization.

Section 1. Titles of Officers of the Organization shall be President, Vice President/Digital, Vice President/Broadcast, Secretary, Treasurer and Parliamentarian. The officers comprise the Executive Board of the Board of Directors.

Section 2. The Board of Directors shall consist of the President, Vice-President/Digital, Vice President/Broadcast, Secretary, Treasurer, Parliamentarian and six At-Large Directors.

Section 3. The Immediate Past President, if in good standing, may serve as ex officio members of the Executive Board and shall serve in a non-voting, advisory capacity while maintaining the continued approval of the Board of Directors.

- Section 4. The Executive Board shall share responsibility for the day-to-day management of the Organization and will be responsible for the development of an annual planning calendar and the scheduling of NABJ–Raleigh Durham events.
- Section 5. Only persons who are in good standing can serve on the Board of Directors. All candidates for all Board positions shall be in good standing as of the date of submission of his/her/their Candidate Application.
- Section 6. The Board of Directors shall meet at least once every sixty (60) days.
- Section 7. In order to conduct official business, three officers must be present at all Board of Directors’ meetings.
- Section 8. The Board of Directors shall have the power to set policy within the parameters of the chapter Constitution and Bylaws, establish ad hoc committees and pass resolutions. A simple majority of the Board of Directors must approve all such actions. Policies and resolutions must be dated and approved in writing.

Article IV. Duties and Descriptions of Officers.

- Section 1. The President shall preside over all meetings of NABJ–Raleigh Durham and function as its principal executive officer. The President shall ensure that all resolutions, orders and contracts authorized by the Board of Directors are executed.
- Section 2. The President shall also have the power to appoint or remove committee chairs, except as otherwise provided in the Constitution and Bylaws. The President, in cooperation with the respective committees, may meet with the given committee chairpersons to plan strategy and provide direction for the committee, according to the policies of NABJ–Raleigh Durham.
- Section 3. The Vice President/Broadcast and Vice President/Digital shall assist the President in the discharge of the duties outlined in Article IV, Section 2, as assigned by the President. In the absence of the President, the Vice Presidents shall jointly and cooperatively assume the duties of the President, making decisions by simple vote.
- Section 4. The Secretary shall serve as the principal communications officer. He/she/they shall keep, or cause to be kept, proper minutes of all meetings and shall maintain formal records. The membership shall have appropriate access to minutes of all meetings of the Board of Directors. The Secretary shall be responsible for providing timely notices of general and annual

meetings to the members. Approval by the Board of Directors shall be necessary to release copies of the minutes of the Board of Directors' meetings.

Section 5. The Treasurer shall serve as the principal financial officer of NABJ–Raleigh Durham. He/she/they shall be responsible for the maintenance and submission of all financial records of NABJ–Raleigh Durham; the submission of monthly financial reports and an annual financial report to the membership; the deposit of funds authorized to NABJ–Raleigh Durham in an account and/or accounts designated by the Board of Directors; and the disbursement of funds of the Organization on order from the President and/or the Board.

- a. The Treasurer's signature is mandatory for any and all disbursements of funds on behalf of NABJ–Raleigh Durham.
- b. No check shall be issued without the signature of two of the five voting officers.
- c. Should any disbursement of funds appear to be unlawful, the Treasurer shall submit the question of the legality of such order for the vote of the Executive Board, and he/she/they shall follow the course outlined by the majority vote of the Executive Board and in compliance with applicable Federal, State and local laws and regulations
- d. The Treasurer shall be bonded.

Article VI. Duties and Description of the Parliamentarian.

Section 1. The Parliamentarian shall be responsible for ensuring compliance of NABJ–Raleigh Durham to its Bylaws and Constitution, maintaining proper parliamentary procedure and overseeing elections and amendments.

This provision is not to be construed as a restriction on the Parliamentarian in casting ballots on matters before the Organization.

- a. The Parliamentarian shall serve as Chair of the standing Nominating Committee and ad hoc committees that may periodically consider provisions of or changes to the Constitution and Bylaws.

Article VI. Eligibility for Office and Term of Office.

Section 1. To be eligible for elected office in the Organization, a candidate for an Executive or At-Large position on the Board of Directors must be in good

standing with NABJ–Raleigh Durham and the National Association of Black Journalists, and, once in office, shall maintain good standing throughout the duration of his/her/their term. Candidates for President must be Full Members in good standing with NABJ–Raleigh Durham and the National Association of Black Journalist. Vice President/Broadcast, Vice President/Digital and Vice President/Print must be Full or Associate Members in good standing with NABJ–Raleigh Durham and the National Association of Black Journalists.

Section 2. Each elected Board member is required to be in good standing, which is to be current in the practice of journalism or related-field; maintain the established standards of conduct for the journalism profession or related-field; and remain financially current in the payment of Chapter and NABJ dues.

Section 4. Student Members shall not be eligible to hold elected office in the Organization.

Section 5. A term of office is a two-year period. The full Board of Directors and Ex Officio members shall serve concurrently and in cycles of two-year terms.

Article VII. Membership Criteria.

Section 1. Each Full Member is required to be in good standing – which is to be current in the practice of journalism; meet and maintain the established standards of conduct for the journalism profession; and remain financially current in the payment of Chapter dues.

Student, Associate and General Members must conduct themselves in a manner appropriate to ethical standards of acceptable professionalism and remain financially current in the payment of Chapter dues.

Standards of conduct represent the highest standards of the profession as appropriately adopted by NABJ on April 24, 2005. NABJ–Raleigh Durham wholly adopts the NABJ standards of conduct. Organization members are held to the standards as follows:

- NABJ–Raleigh Durham Full Members are encouraged to become involved in community activities, but are expected to disclose their employment or other relationships with those entities that influence or seek to influence the news.
- NABJ–Raleigh Durham Full Members are encouraged to disclose or refrain from investments or business relationships that actually bring or may appear to bring into question the integrity of their journalistic works. Members are expected to avoid conflicts of interest, real or perceived.

- NABJ–Raleigh Durham Full Members should not accept free services or payments from news sources or public officials. In the same regard, NABJ–Raleigh Durham members should not pay news sources, offer gifts to, or accept favors from those who seek to influence news coverage.
- NABJ–Raleigh Durham Full Members are urged to strive for words, images, graphics and sound that report truthfully, honestly and objectively.
- NABJ–Raleigh Durham Full Members should not alter words, images, graphics or sound in a manner that deceives the public. This includes fabricating or plagiarizing quotations and facts or electronically altering images or sound.
- NABJ–Raleigh Durham Full Members should disclose the origin of information and label all material provided by outside agencies, such as those provided in the form of news releases, public relations statements or audio or video releases.
- NABJ–Raleigh Durham Full Members shall treat all subjects of news coverage with respect and dignity, particularly victims of crime and tragedy and their families.
- NABJ–Raleigh Durham Full Members should examine freelance opportunities and honoraria for speeches carefully to assure that they are not disguised as gratuities.
- NABJ–Raleigh Durham Full Members should refrain from surreptitious methods of gathering information or methods that misrepresent their standing except when traditional open methods have been exhausted or will not yield central information vital to the public.
- Without the explicit authority of the Board, no NABJ–Raleigh Durham member shall present him or herself, in any manner or capacity, as officially representing NABJ–Raleigh Durham. This provision shall in no way limit the authority vested in individual members of the Board of Directors to represent the Organization.
- As an organization that represents members of a racial minority that understands the pain of discrimination, NABJ–Raleigh Durham members should avoid stereotyping an individual's gender, gender identity, gender expression, sexual orientation, size, race, ethnicity, age, nationality, class, physical or mental disability, creed, religion, political ideology, physical

appearance or social status.

Section 2. All membership applications for Full, Associate, Student or General status will be subject to the review of the Board of Directors or, as its designate, the Membership Committee. The Board maintains full and final authority to accept or reject any recommendation of the Membership Committee.

Section 3. Full Membership:

- a. NABJ–Raleigh Durham grants Full Membership status to full-time journalists in current practice and in good standing. NABJ–Raleigh Durham grants Full Membership status to currently practicing part-time and per diem journalists who formerly practiced as full-time journalists for a minimum of five (5) years and who are in good standing. NABJ–Raleigh Durham grants Full Membership status to journalism professors of accredited academic institutions who are in good standing. Full-time Journalists are defined as writers, reporters, editors, newsroom managers, photographers and artists who produce, gather, disseminate and distribute news and are employed by institutions such as newspaper and magazine publishing companies, television and radio stations, wire services and other media outlets that are properly vetted by the Board of Directors. The Board of Directors shall have sole and final discretion as to the determination of the essence of characteristics that constitute a journalistic media outlet, professional blog or publishing entity for contract/freelance journalists/writers.
- b. Full Members are entitled to vote in all matters before the membership body of NABJ–Raleigh Durham and eligible to hold office, participate in all NABJ–Raleigh Durham Durham J-NC functions and receive all NABJ–Raleigh Durham correspondence.
- c. Full-time Journalists and journalism professors may take a leave of absence from the profession and may petition the NABJ–Raleigh Durham Board of Directors for permission to retain their NABJ–Raleigh Durham Full Membership status during the period of the leave.

Section 4. Associate Membership:

- a. NABJ–Raleigh Durham grants Associate Membership status to freelance journalists and other media-related professionals if their goals and purposes are consistent with the NABJ–Raleigh Durham Constitution and Bylaws and the spirit of NABJ–Raleigh Durham and the National Association of Black Journalists. Associate Members can serve on the Board of Directors, excluding the position of President. Associate

Members shall also be admitted to meetings; may vote; and may serve on committees.

- b. Associate Members are eligible to receive all NABJ–Raleigh Durham correspondence.

Section 5. Student Membership:

- a. NABJ–Raleigh Durham grants Student Membership status to persons who are currently registered as a full-time equivalent student at an accredited academic institution. The student must be majoring in print or broadcast journalism or multi-media communication, or indicating a strong interest in pursuing a journalism career (in the event the college or university attended has no print or broadcast journalism curriculum). Student Membership status may continue for six (6) months after graduation. Student Members shall be admitted to meetings; may voice a non-binding opinion; and may serve on committees. Beyond their appropriate role in committee membership, Student Members may not vote in any other circumstance.
- b. Student Members are eligible to receive all NABJ–Raleigh Durham correspondence.

Section 6. General Membership:

- a. NABJ–Raleigh Durham grants General Membership status and voting rights to persons who share a strong interest in journalism and the goals and objectives of NABJ–Raleigh Durham.
- b. General Members are eligible to receive all NABJ–Raleigh Durham correspondence. The number of General Members may not exceed half the Organization’s membership roster.

Section 7. Disciplinary Actions and Revocation of Membership:

- a. The Executive Board shall oversee actions concerning disciplinary measures against members and membership revocation. Any member is subject to disciplinary action or revocation of membership if judged by the Executive Board to have breached journalistic ethics, misrepresented the Organization, engaged in improper conduct or behavior that could injure the good name of the Organization, disturb its well-being or hamper it in its good work.
- b. The Board of Directors shall adopt rules and provisions governing the process for Disciplinary Actions and Revocation of Membership.

- c. In all matters of Disciplinary Actions and Revocation of Membership, the decision of the Board shall be final.

Article VIII. Membership Meetings, Powers and Voting.

Section 1. The membership shall assemble at least six (6) times per year at such times and places as may be determined by the Board for the purposes of:

- (a) Hearing and acting upon the reports of the President, Vice Presidents, Treasurer, Secretary, Parliamentarian and various committees.
- (b) Participating in education and professional development forums, seminars and workshops.
- (c) Hearing and acting on such business that may be of interest to the membership.

Section 2. Powers.

- a. Full and Associate Members in good standing shall have the power to:
 - 1. adopt amendments to the Constitution and Bylaws.
 - 2. elect officers at least once every two years.
 - 3. address other matters as may be necessary or appropriate for the good of the Organization and its members.
 - 4. vote on all matters for action brought before the body.

Article IX. Fiscal Year and Membership Dues.

Section 1. The fiscal year of NABJ–Raleigh Durham shall begin on January 1 and end on December 31 of each calendar year.

Section 2. All NABJ–Raleigh Durham members are required to pay dues. The term of a membership is 12 months beginning on the date of payment of dues. The fee amount for annual dues shall be set by periodic resolution of the Board of Directors.

Article X. Elections.

Section 1. Election of the Board of Directors, including the Executive Board, shall occur at an Annual Meeting. All members of the Board of Directors shall concurrently serve the two-year term of their respective positions.

Section 2. The Board of Directors can adopt amendments governing the Organization's nominating procedure. The Nominating Committee shall oversee all elections and voting procedures on ballot issues.

- a. Any member may nominate a Full or Associate Member. Each nominee must consent to candidacy in writing in order to appear on the official ballot. Full Members in good standing are eligible to serve on the Board in the elected position of President. Full or Associate Members in good standing are eligible to serve on the Board in elected positions of Vice President/Broadcast, Vice President/Digital and Vice President/Print. Only Full and Associate Members are entitled to vote for candidates.
- b. During September of an election year, the Secretary shall mail to all members in good standing an official Candidate Nomination Form along with information concerning eligibility requirements, available Board positions, their respective terms and responsibilities. The mailings shall be accomplished by regular post and/or electronically, as determined appropriate by the Board. The selected mode for each mailing shall provide all voting members the reasonable assurance of receiving all election related documents and materials.
- c. Each member is responsible for providing NABJ–Raleigh Durham with updated and current contact information.
- d. Successful write-in candidates must be able to provide valid evidence of membership in good standing at the Annual Meeting election. Failure to timely provide such evidence may result in forfeiture of the elected position to the candidate receiving the next highest vote tally. If no other qualifying member receives ballot votes, the Executive Board shall appoint a Full Member for the position of President at the earliest opportunity. As for other offices, if no other qualifying member receives ballot votes, the Executive Board shall appoint a Full Member or Associate Member for the position of Vice President/Print, Vice President/Digital, Vice President/Broadcast, Secretary, Treasurer or Parliamentarian at the earliest opportunity.

Section 3. Voting.

- a. An official pre-printed ballot is required for the election of officers or to make an amendment to the Constitution and Bylaws. An official ballot must be on NABJ–Raleigh Durham stationery and be signed by the President, Secretary, Treasurer, Parliamentarian, and two members of the Nominating Committee.
- b. The ballot shall be designed to allow for the addition of at least one write-in candidate per office by the receiving NABJ–Raleigh Durham members. Ballots will be available at Annual Meeting elections for distribution to Full and Associate Members in good standing.
- c. Absentee ballots may be obtained by a formal request to the Parliamentarian. The request shall be made in writing and submitted electronically to the Nominating Committee. Additionally, via telephone, the requester shall take the initiative to confirm receipt of the e-mail request.
- d. Notice of the availability of absentee ballots shall be made to the voting membership no less than two weeks prior to the election. Completed absentee ballots shall be received by the Nominating Committee no less than three days prior to the election. In the event of an electronic submittal of Absentee Ballot, it shall be acceptable only if it is cast from the verifiable and verified email address-of-record for the Full Member who requested the Absentee Ballot.

Article XI. Committees.

Section 1. NABJ–Raleigh Durham shall have eight standing committees: Membership, Program Planning, Marketing/Communications, Fund-Raising, Nominating, Scholarship and Media Advocacy.

- a. The Executive Board Advisory Committee shall help advise Executive Board Members when requested and needed.
- b. The Membership Committee shall approve all applications for membership; and administer the Annual Membership Drive. The Membership Committee also shall be responsible for activities related to career development, advancement and opportunity.
- c. The Program Planning Committee shall be responsible for all standard NABJ–Raleigh Durham activities, and the coordination of other programs, which honor excellence and outstanding achievements by local Black journalists.
- d. The Communications Committee shall prepare press releases and internal flyers and develop publicity strategies for NABJ–Raleigh Durham sponsored events.
- e. The Nominating Committee shall be responsible for overseeing all elections and procedures requiring a ballot vote.
- f. The Fund-Raising Committee shall plan and implement all non-standard events and activities designed to generate income for the Organization.
- g. The Scholarship Committee shall manage the awarding of student scholarships.
- h. The Media Advocacy Committee shall be charged with monitoring the institutional media for discrimination and other injustices to African Americans and Blacks in news coverage and employment practices. The Media Advocacy Committee shall report to the Board and the membership regarding issues of concern for Chapter consideration and/or action.

Section 2. Ad hoc committees may be formed by the President, at the discretion of the Board, as needed. Each Ad hoc committee shall be respectively established at the pleasure of the Board and shall expire, respectively, at a time determined by the Board.

Section 3. Membership to a committee will be open to all categories of NABJ–Raleigh Durham membership. The number of members serving on a committee may be determined by the Committee Chair and the limitation is subject to the approval of the Board of Directors. The Nominating Committee is excepted from Board approval. The Nominating Committee composition requires

approval by a voice vote of the Full and Associate Membership present at a regular meeting.

Article XII. Vacancies, removals from office and successions.

Section 1. The President shall appoint a Full Member to fill a vacancy created by the departure, resignation or removal from office of the President. The President shall also appoint a Full or Associate Member to fill a vacancy created by the departure, resignation or removal from office of any other member of the Board of Directors. The appointment shall be limited to the time remaining in the term of the vacated position. Such appointment requires both the approval of a minimum of three members of the Executive Board and an official notification of the appointment to the general membership.

Section 2. A member of the Board who does not attend three successive, regularly scheduled meetings of the Board may be deemed to have resigned his/her/their position and such resignation may be accepted by action of the Board.

Section 3. A member of the Board may be removed from his/her/their position and the Organization for dereliction of duty or unethical behavior. A two-thirds majority of the Board vote in favor of removal is required for removal action to succeed. The Board of Directors shall adopt rules and provisions governing the process for addressing vacancies, removals from office and successions.

Section 4. In the event the President is unable to serve, the remaining members of the Executive Board shall have the power to appoint an Acting President. The Acting President may hold office for a period of no more than sixty (60) days. An open election is then required to officially fill the President's office. The election must take place no more than 60 days from the effective date of the vacancy.

Article XIII. Meetings.

Section 1. Annual Meetings

a. There shall be an Annual Meeting of NABJ–Raleigh Durham membership each month of November or December. A quorum shall consist of Full and Associate Members in attendance at such meetings. The business to be conducted during the Annual Meeting shall include:

1. the election of officers;
2. the reading and acceptance of the annual financial report; and
3. reports of officers and standing committees and active ad hoc committees
4. notice of increases in membership dues.

Section 2. Regular Meetings

- a. A regularly scheduled NABJ–Raleigh Durham meeting requires advance notification of at least five days. A regularly scheduled meeting should occur at least quarterly. Business matters are reported at regularly scheduled meetings. A quorum of two-thirds shall consist of Full and Associate Members in attendance at such meetings.

Section 3. Special Meetings

- a. A Special Meeting may be called by the President, a simple majority of the Board of Directors or a vote earning the approval of two-thirds of the Full Members. A Special Meeting is called to address a discrete business matter of significant urgency. NABJ–Raleigh Durham Special Meetings require at least two days advance notification to Full and Associate Members and is open only to Full and Associate Members in good standing. A quorum of two-thirds shall consist of Full and Associate Members in attendance at such meetings.

Section 4. Limitations in Audio/Video Recording and Broadcast/Publication/Internet Distribution

- a. The Chapter reserves the right to designate entire forums, or portions thereof, as *off-the-record*. In such instances, discussion points and information shared is not for release via any media without prior approval of the Executive Board. Non-compliance with this provision is cause for revocation of membership.

Advanced permission to record any portion of an NABJ–Raleigh Durham meeting must be requested of and granted by the Executive Board. Upon the granting of such permission, a full and complete copy of the audio and/or visual recording must be provided to the NABJ–Raleigh Durham Board by the recording party within 12 hours of the conclusion of the meeting. NABJ–Raleigh Durham Board of Directors reserve the right to confiscate any recording made at a Chapter meeting without permission of the general body and to eject from the meeting any party involved in the recording effort. This provision refers to audio and/or visual recordings and is not intended to limit manual note-taking. The Executive Board’s permission is activated only upon the requestor’s signed agreement to these terms.

Article XIV. Constitutional Amendments and Effective Date.

Section 1. Proposal of Amendments.

- a. Amendments to this Constitution may be proposed by any Full or Associate Member.

Section 2. The Constitution may be amended as follows:

- a. Any proposed amendment to this Constitution shall be submitted in writing to the Parliamentarian at least eight (8) weeks prior to an Annual Meeting or a Special Meeting.
- b. The Parliamentarian will convene and chair the Constitutional Committee to consider each proposal solely and comprehensively.
- c. The Committee will circulate proposed amendments, with a recommendation, to all members at least 4 weeks prior to the Annual Meeting or Special Meeting.
- d. At the next Annual Meeting or Special Meeting, the membership may approve said amendments with an affirmative two-thirds vote and said amendment shall be considered adopted immediately.
- e. Any approved amendments to the Constitution and Bylaws shall be circulated to all members either electronically or by distribution at General Body meetings.

Article XV. Parliamentary Authority.

Section 1. *Robert's Rules of Order*, as revised, can be used to provide guidance in governing all NABJ–Raleigh Durham meetings and apply to all matters of the Organization not covered by either the NABJ–Raleigh Durham Constitution and Bylaws or the National Association of Black Journalists' Constitution.

Article XVI. Procedural and Regulatory Compliance.

Section 1. Upon adoption, the provisions of this Constitution shall, as necessary, be subject to compliance with applicable Federal and State of North Carolina laws governing the transaction of NABJ–Raleigh Durham business.

Section 2. NABJ–Raleigh Durham shall conduct its activities as acceptable and in accordance with guidance for non-profit corporations in Section 501 (c)(3) of the United States Internal Revenue Code, as amended, and the rulings and regulations there under.