

THE SOCIETY OF PROFESSIONAL JOURNALISTS GEORGIA PRO CHAPTER BYLAWS

PREAMBLE

We do hereby establish these bylaws of the Society of Professional Journalists Georgia Pro Chapter which seeks to unite journalists in good fellowship; to assist members in living up to the noblest principles of journalism; and to advance the standards of journalism by: ACTING to help safeguard First Amendment guarantees and ensure freedom of information, FOSTERING adherence to a code of ethical principles, CREATING opportunities for professional development, ENCOURAGING diversity in coverage and staffing at all levels of the profession, all to increase journalism's value supporting our democratic institutions.

ARTICLE I —NAME & SCOPE OF THE CHAPTER

Section One. The name of this organization shall be the Society of Professional Journalists Georgia Professional Chapter. SPJ Georgia is the trade name for promotional and advertising purposes. "Chapter" as used herein shall refer to the Georgia Pro Chapter of the Society of Professional Journalists.

Section Two. SPJ Georgia is an organization of media professionals who are engaged in the management, preparation, editing and dissemination of editorial content for mainstream and independent media, students engaged in the study of these skills, and journalism educators.

Section Three. The chapter shall take on an advocacy role and publicly address issues of journalistic concern such as journalism education issues, which includes working with high schools, freelance journalists, freedom of information advocates, colleges, media organizations, journalists working in traditional and emerging media formats, community groups and any other work the board of directors deems is necessary to promote and protect journalism in Georgia.

ARTICLE II — QUALIFICATIONS FOR MEMBERSHIP

Professional Chapters

Section One. All members of the chapter must be members in good standing [having paid their dues for the current calendar year] of the national Society and of the Georgia Society chapter. Professional members will be added to the chapter by the national headquarters based on geographic boundaries and when they opt in by paying chapter dues. A member of the Society in any membership category, other than a student 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].

Section Two. Only members in good standing of the chapter shall be eligible to vote in

chapter elections.

Section Three. Student members of the national Society may join SPJ Georgia by filing a membership form and complying with all chapter membership requirements [such as payment of chapter dues and initiation fees]. SPJ Georgia will have at least one student representative with voting privileges on its board.

Student Chapters

Section One. Student members in good standing automatically become post-graduate members of the Society upon graduation and may become professional members upon application to the national headquarters. They may remain members of the previous campus chapter by paying the chapter's annual dues.

Section Two. Student members of the national Society who do not attend an institution with an SPJ Campus Chapter but who reside or attend school nearby may associate with the campus chapter by complying with all chapter membership requirements.

ARTICLE III — DUES

Section One. The amount of local dues to be paid by each member of the chapter shall be fixed by the Chapter Board of Directors.

Section Two. The SPJ Georgia Pro Chapter encourages membership for retired members, military members and members enrolled as full-time students.

ARTICLE IV — MEETINGS & PROGRAMS

Section One. "Meetings" as used herein shall mean regularly scheduled or special meetings that are publicized in advance and approved by the Board of Directors. The SPJ Georgia chapter will occasionally hold events, such as professional development programs and socials, that will also serve as primary general membership gatherings.

Section Two. The chapter Board of Directors shall give notice to all members whenever chapter business is to be conducted at either a regularly scheduled membership meeting or special program at least seven days in advance by email and website. Depending on the level of technology available, chapters may select the most efficient means of notifying members of events.

Section Three. 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 Four. 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 providing notice has been given in accordance with Section Two above that explicitly states the action previously taken by the Board will be put to a vote of the membership

at the meeting. An action herein is defined as a decision made by official vote during a board meeting.

Section Five. *ROBERT'S RULES OF ORDER* shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

Section Six. All membership meetings and programs of SPJ Georgia shall be on the record and open to coverage by any or all communications media on an equal basis. Coverage of programs of the chapter 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 Seven. All meetings of the SPJ Georgia Board of Directors shall be open to all members of the national Society, except that when action is required between regular meetings the Board may vote by electronic or other means. When the Board has taken action outside a regular meeting that body must ratify the action by a vote at the next regular meeting.

Section Eight. The financial records of the chapter and minutes of all meetings shall be open for inspection to chapter members in good standing. Requests for inspection shall be made to the custodian of such records and shall be made available, if practical, before the next meeting of the membership.

ARTICLE V — OFFICERS

Professional and student chapters

Section One. The officers of the chapter shall be:

PRESIDENT — The Chapter 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 the national Society; delegates such functions to other officers as necessary; creates committees of officers, directors, members, or any combination thereof, to further the business and affairs of the chapter; and performs other functions customarily associated with such a title. The President serves one calendar year from January to December.

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, to fulfill his/her duties. He/she will oversee membership and communications. The Vice President (AKA President-Elect) serves one calendar year from January to December.

SECRETARY — The Secretary shall maintain the chapter's record and shall take minutes of all meetings of the Board of Directors and the membership. The Secretary serves two fiscal years as measured by the due dates of the annual report.

TREASURER—The Treasurer shall maintain the chapter's bank account(s), sign for checks and present bank balance statements at all Board meetings. The Treasurer serves two fiscal years as measured by the due dates of the annual report (usually May to April).

IMMEDIATE PAST PRESIDENT — The Immediate Past President shall serve as an *ex officio* officer of the chapter, and will have a Board vote for one year after leaving office in good standing.

ARTICLE VI —BOARD OF DIRECTORS

Section One. The Board of Directors is the decision-making body of the chapter. It shall meet at least quarterly in December/March/June/September to conduct the chapter's business.

The Board shall be made up of the President, Vice President, Secretary, Treasurer, Immediate Past President, a student representative and up to five At-Large Directors. Directors shall serve two-year terms, which shall be staggered; that is, half or fewer of the directors will roll off the board each year. The Board may approve At-Large Directors as needed by majority vote of the directors in good standing.

Section Two. The board of directors shall be responsible for these basic functions:

- (1) membership and attendance
- (2) regular and special meetings
- (3) professional programs
- (4) planning and budgeting
- (5) convention representation
- (6) represent SPJ Georgia in journalism forums when possible
- (7) cooperation with national headquarters in all matters furthering the programs and goals of the Society. This shall specifically include submission to national headquarters of financial and other reports required.

ARTICLE VII — ELECTIONS

Section One. There shall be an election annually in December to elect the applicable officer (by rotation) of the SPJ Georgia Pro Chapter and the one-third of the general directors who are completing their terms in the election year.

Section Two. In preparation for the annual election, in September of each year the President shall appoint a Nominating Committee to prepare a slate of candidates for each officer and director position to be filled. Members of the nominating committee must be chapter members but shall not be members who will be candidates in the election.

Section Three. Upon determination a 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 election, publish the candidates' names and qualifications for office to the chapter membership. To ensure broad awareness of the election and the candidates, notification will be accomplished via email, website, and all other appropriate chapter publications.

Section Four. Any chapter member in good standing may nominate a candidate or candidates to run against the proposed slate. Nominations must be received by the chapter President no later than 20 days before the announced date of the election, 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 14 days before the date of the election publish the names of candidates and their qualifications by the same method used to publish the official slate. 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.

Section Five. The election shall be conducted by secret ballot of all chapter members in good standing at a regular chapter meeting or by electronic means. The dates and times for voting and a deadline for the completion of voting shall be established and published by the Board of Directors at least 10 days before balloting.

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

Section Eight. The Board of Directors shall count the ballots and report the results of the election to the membership.

ARTICLE VIII — FILLING UNEXPIRED TERMS

Vacancies among Officers, other than the President who shall be replaced by the Vice President, due to illness, 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. Appointed members fill the term requirement of the person who left office.

ARTICLE IX— REMOVAL FROM OFFICE

Section One. It shall be grounds for removal from office if any officer or board member has failed to attend three regularly scheduled, consecutive meetings, or any five meetings in any calendar year, without an excuse approved by the Board of Directors.

Section Two. 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 or a special meeting of the Board of Directors, the officer or board member shall be removed from office.

ARTICLE X — AUDITS

The chapter shall conduct a review of its finances at least once a year. The Treasurer shall present all relevant financial records to a committee of three chapter members who are not officers for this review.

The Board of Directors may elect to hire an outside firm to conduct a formal audit whenever deemed necessary.

ARTICLE XII — COMMITTEES

The President is authorized to appoint such committees as s/he deems necessary. Chairs of the committees may be officers, directors or regular chapter members.

ARTICLE XIII — CONVENTION ATTENDANCE

Section One. The chapter shall be represented at each 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 Two. The chapter will strive to defray travel costs and registration fees for delegates who attended the Convention.

ARTICLE XIV — DISBANDING THE CHAPTER

Upon a 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 Society chapter then in good standing, to the national Society 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 Society.

ARTICLE XV — AMENDMENTS

Section One. 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 25 chapter members in good standing. Regardless of whether the Board of Directors agrees with the proposal, it must present the proposal to the SPJ Georgia Pro Chapter membership for a vote no later than the next annual election of officers.

The Board of Directors must provide chapter members the text of the proposed amendment(s) at least 60 days before the next annual election or a scheduled special election. If the Board of Directors opposes the proposed amendment(s) it may issue a

statement explaining the reasons for opposition and/or alternative amendments, and circulate its report at least 30 days before the next annual election or special election begins.

Section Two. To become effective, proposed amendments must receive a 2/3 vote of the voting chapter members in good standing, voting in accordance with procedures set out in Article VII (Elections) above.

Section Three. Amendments become effective immediately, unless otherwise specified.