

## **National Press Club Bylaws** (As amended October 8, 2010)

### **Article I** **OFFICERS**

**Section 1.** President: The President shall be the principal executive officer of the Club. Subject to the control and direction of the Board of Governors, the President shall in general supervise the business and affairs of the Club, and shall ensure that all orders and resolutions of the Board of Governors are carried into effect. The President shall preside at all meetings of the Club. With the Secretary or any other proper officer of the Club, authorized by the Board of Governors, the President may sign and execute any deeds, mortgages, bonds, contracts or other instruments which the Board of Governors has authorized to be executed or has delegated to his or her discretion to execute on behalf of the Club, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Governors or by these Bylaws to some other officer or agent of the Club, or shall be required by law to be otherwise signed or executed. In general, the President shall perform all duties incident to the Office of the President and have such other powers as the Board of Governors may from time to time prescribe.

**Section 2.** Vice President: The Vice President, in the absence of the President or in the event of the President's inability or refusal to act, shall perform the duties of the President. When so acting he or she shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties and have such other powers as the Board of Governors may from time to time prescribe.

**Section 3.** Secretary: The Secretary or a designee under the direction of the Secretary shall be responsible for and supervise all elections and all issues put to a vote of the Journalist members, shall keep the roster and records of the Club, shall attend all meetings of the members and of the Board of Governors, shall record all the proceedings of the meetings of the members and of the Board of Governors. The Secretary shall see that all notices are duly given in accordance with the Constitution and these Bylaws or as required by law or directed by the Board of Governors, shall ensure that all amendments and other actions requiring membership approval are scheduled for a vote at the next appropriate membership meeting, and shall perform such other duties as may be prescribed by the Board. The Secretary shall post official notices on the Club bulletin board and via all other vehicles of commonly used communication of such actions as may be necessary for the information of members, and shall be responsible for providing summaries of Board meetings and other Boards actions through the club's commonly used communications. The Secretary shall be responsible for posting Club policies adopted by the Board on the Web site. The Secretary shall have custody of the corporate seal of the Club, and shall have the authority to affix the same to any instrument requiring it and when so affixed it may be attested by the signature of the Secretary. The Board of Governors may give general authority to any other officer to affix the seal of the Club and to attest the affixing by such officer's signature. The Secretary may attest all instruments signed on behalf of the Club by the President or Vice President. The Secretary shall in general perform all duties incident to the Office of Secretary and such other duties as the Board may from time to time prescribe.

**Section 4.** Treasurer: The Treasurer shall be the custodian of all corporate funds and securities of the Club, shall see to the discharge of all financial obligations of the Club, shall have general charge of the Club's finances, shall see that full and accurate accounts of receipts and disbursements are kept in books belonging to the Club, and shall see that all money and other valuable effects are deposited in the name and to the credit of the Club in such depositories as may be designated by the Board of Governors. The Treasurer shall see that funds of the club are disbursed as ordered by the Board of Governors and that proper vouchers are taken for such disbursements. The Treasurer shall render to the President upon his or

her request to the Board, at its regular meeting or when the Board requests, an account of financial Transactions of the Club and of the financial condition of the Club. The Treasurer shall initiate enforcement of Bylaws and House Rules in regard to members' financial obligations to the Club, and shall perform all other duties incident to the Office of Treasurer and such other duties as the Board of Governors may from time to time prescribe.

**Section 5. Membership Secretary:** The Membership Secretary shall recommend to the Board of Governors candidates for membership and shall recommend dues waivers to the Board. The Membership Secretary shall lead Club efforts to recruit and retain members, and shall report to the Club annually on membership levels and trends. The Membership Secretary, not later than 30 days before each election, shall examine the roster of Journalist members and advise the Board whether such members, by change of occupation or otherwise, have ceased to be eligible for Journalist membership. The Membership Secretary shall also serve as board Liaison to the Membership Committee.

## **Article II BOARD OF GOVERNORS**

**Section 1. First Meeting of Each Board:** The first meeting of each newly elected Board of Governors shall be held immediately after the annual January meeting of Journalist members, and no notice of such meeting shall be necessary in order to constitute the meeting legally, provided a quorum is present. In the event such meeting is not held at that time, such first meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board.

- (a) **Chair and Vice Chair:** At its first meeting each new board shall elect a Chair and a Vice Chair. The Secretary shall conduct the voting, and a majority of all those present and voting shall be required for election. The Chair shall develop the agenda for each subsequent meeting of the Board, preside at all meetings of the Board, and appoint chairs and members of Board committees. The Chair shall ensure that the President carries out all decisions of the Board. The Chair shall appoint Board Liaisons to all Club committees, and shall perform such other duties and have such other powers as the Board may from time to time prescribe.
- (b) **Duties of the Vice Chair:** The Vice Chair of the Board of Governors, in the absence of the Chair or in the event of the Chairman's inability or refusal to act, shall perform the duties of the Chair. When so acting, he or she shall have all the powers of, and be subject to, all the restrictions upon the Chair. The Vice Chair shall also perform such other duties and have such other powers as the Board of Governors may from time to time prescribe.

**Section 2. Regular Meetings:** Regular meetings of the Board of Governors shall be held monthly. Notice of such meetings shall be published via all vehicles of commonly used communication. The Board may, by majority vote of those present, cancel a meeting. Notice of such cancellation shall be published via vehicles of commonly used communication.

**Section 3. Special Meetings:** Special meetings of the Board of Governors or any committee thereof shall be held whenever called by the Chair of the President or the chair of such committee, as the case may be. Notice of the meeting shall be delivered to each Governor or committee member in person or by phone and email not less than 24 hours before the meeting is to be held. The notice shall state the date, time and place of the meeting and the purpose thereof, except as otherwise expressly provided by law or the Club's Constitution or these Bylaws.

**Section 4. Required Vote:** Except as otherwise provided by law or by the Club's Constitution or by these Bylaws, the vote of a majority of those Governors entitled to vote present at any duly called meeting at which a quorum is present shall be the act of the Board of Governors. The vote of a majority of the

members of any committee at any duly called meeting at which a quorum is present shall be the act of that committee.

**Section 5. Telephone Meetings:** Members of the Board of Governors or any committee designated by the Board of Governors may participate in a meeting of the Board or such committee by means of a conference call telephone or by means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

**Section 6. Action Without a Meeting:** Unless otherwise restricted by law or by the Club's Constitution or by these Bylaws, any action required or permitted to be taken at any meeting of the Board of Governors or of any committee composed exclusively of Board members may be taken without a meeting if the matter to be voted on would be moot if delayed until the next regularly scheduled Board meeting. The vote will remain open for 24 hours after being called by the Chair and should be noted at the next regular board meeting and included in the minutes. Notice of such a vote shall be the same as that of a special meeting.

**Section 7. Committees of Governors:** (a.) The Board of Governors may designate one or more committees, including an executive committee, each committee to be composed exclusively of Board members. As provided in Section 1, the Chair of the Board of Governors shall appoint the members and chairs of such committees. Except as restricted by law, any such committee, to the extent provided in a resolution of the Board of Governors, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Club, and may authorize the seal of the Club to be affixed to all papers which may require it. Each committee shall apprise the Board of Governors of its actions and activities. Communicator Governors will be permitted to vote in committee. Every Board Committee, including the permanent committees established below, shall include at least one of the Communicator Governors.

(b.) In addition, the Chair of the Board of Governors shall, upon taking office, appoint the following permanent committees:

■ The Budget Committee, which will oversee Club finances on a monthly basis and review and forward an annual budget for the Club to the Board of Governors for its approval. The Budget committee shall be chaired by the Club treasurer and will consist of four other Governors, including the Club President.

■ The Audit committee, which will meet with the club auditors three times a year. The audit committee shall be chaired by the Board Chair, and will consist of the Club President, Treasurer and a Communicator Governor.

■ The Strategic Planning Committee, which shall meet at least four times a year to review the Club's progress toward meeting the goals spelled out in the Club's Strategic Plan, delivering a quarterly report to the Board of Governors. The Strategic Planning Committee shall be chaired by the Club Vice President and shall consist of four other members of the Board of Governors, including the Club President.

■ The Board Membership Committee, which will meet at least four times a year to review the Club's membership trends and set policies for recruiting and retaining members. The Board Membership Committee shall be chaired by the Membership Secretary and shall consist of four other members of the Board of Governors.

■ The Ethics Committee, which will meet as needed to review and process ethics complaints against members. The Ethics Committee shall consist of a chair and two other members appointed by the chair of the Board of Governors. All meetings of the Ethics Committee shall be in Executive Session. The Ethics Committee shall have the power to suspend or revoke Club membership based on violation of the Club's Code of Ethics or House Rules. Suspensions and expulsions may be appealed to the Board of Governors, which shall consider such appeals in Executive Session.

**Section 8.** Committee of the Whole: A Committee of the Whole, comprised of all of the voting and nonvoting members of the Board of Governors, shall consider and approve the Club budget prior to its consideration by the Board. Communicator Governors shall be entitled to vote in committee. The Board of Governors shall not vote on any budget unless it is first approved by the Committee of the Whole. The Secretary shall keep committee minutes and they shall be included in the minutes of the Board meeting at which the budget is approved.

**Section 9.** Other Committees: The President shall appoint one or more additional club committees, each committee to consist of such members as the President shall determine. Except as restricted by law, by the Club's Constitution or by these Bylaws, each such committee shall serve at the pleasure of the President, and no such committee shall have the independent power to bind the Club or act in its name. Members of committees shall not be considered legal agents of the Club unless specifically appointed as legal agents by the Board. Communicator members may vote in committee.

**Section 10.** Club Trusts: The Board of Governors, at its discretion, may establish such trusts and appoint such trustees to hold assets of the Club as it shall deem in the best interests of the Club.

**Section 11.** Employees: On behalf of the Club, the Board of Governors may employ or authorize the employment of such persons and under such terms and conditions, including such compensation, as it shall deem in the best interests of the Club.

### **Article III**

#### **MEMBERSHIP**

**Section 1.** Candidates proposed for membership must be sponsored in writing by at least two members in good standing, including at least one Journalist member. In approving an application for membership, the Board of Governors shall make a determination that, in its judgment, the applicant's professional qualifications and character warrant his or her election to one of the classes of Club membership. Approval of applicants shall be by a majority of those members of the Board present and voting; however, as provided in the Constitution, approval of Honorary members shall be by vote of three-fourths of those members of the Board entitled to vote. Board approval of an application for membership becomes effective only upon payment of such fees and dues as may be established by the Board from time to time.

**Section 2.** The Board of Governors shall have full authority to pass upon the qualifications of all applicants for membership in any classification, and, upon proper representation, to transfer a member from one classification to another. If the Board rejects an application for membership or declines to act upon an application, the candidate shall not again be proposed for membership until six months from the date of that Board decision.

**Section 3.** All determinations regarding professional standing shall be made by the Board of Governors at its sole discretion, and in no case shall so-called "credentials" from any publication or news service be sufficient to establish eligibility in the absence of other evidence satisfactory of the Board.

**Section 4.** No member shall be transferred from Communicator or Non-Resident membership to Journalist membership without ten days' prior notice to the member. When a Journalist member gives up media work and enters another vocation, he or she shall promptly notify the Membership Secretary, who shall transfer the member's name to the Communicator list within sixty days.

**Section 5.** Members may resign from the club by returning their membership cards to the Club office with a written resignation. Until the membership card and resignation are received, such members will continue to be liable for payment of dues.

**Section 6.** Members who have resigned from the club while in good standing may be reinstated at the discretion of the Board of Governors. Members who have been suspended for failing to satisfy a financial obligation to the Club may be reinstated at the discretion of the Board of Governors and upon payment of all amounts owing to the Club. A reinstatement fee shall be set by the Board of Governors and may be waived by the Board.

**Section 7.** Resident members reside in, or have their principal places of employment in the following areas: Washington, D.C.; the Maryland counties of Anne Arundel, Calvert, Charles, Frederick, Howard, Montgomery and Prince George's; the Virginia counties of Arlington, Culpeper, Fairfax, Fauquier, Loudoun, Prince William, and Stafford, and the Virginia cities of Alexandria, Fairfax, Falls Church, Fredericksburg, Manassas and Manassas Park. Members who move from non-resident areas to within the resident boundaries must notify the membership office.

#### **Article IV FEES AND DUES**

**Section 1.** The Board of Governors shall set dues and other fees. Any proposed changes in dues or fees shall be posted on the Club bulletin board and published through all other vehicles of commonly used communication, and shall not be effective until after they are brought up for a vote at the next duly called meeting of Journalist members. In the case of a quorum not being present at such meeting, the proposed schedule of dues and fees may be adopted by the Board.

**Section 2.** The Board of Governors, by two-thirds of those members present and voting, may for sufficient cause, waive the dues of any member for up to six months.

**Section 3.** Members below the age of 35 shall pay reduced dues as set by the Board of Governors.

**Section 4.** Upon request, the Board of Governors may grant a reduction in dues to any member who is at least sixty-five years of age and retired, or at an earlier age in the case of such member's disability, and whose income from all sources upon retirement is substantially lower than his or her total income immediately before retirement.

**Section 5.** The Board of Governors shall set the billing periods and the dates for payment of dues and other fees or bills, shall impose such penalties or sanctions for delinquencies in payment, including possible suspension or expulsion, as it shall deem appropriate, and shall have the power to waive any such penalties or sanctions at its sole discretion. Any member delinquent in payment of dues or fees shall not be considered a member in good standing.

#### **Article V MEETINGS**

**Section 1.** Annual, periodic and special meetings of the membership shall be scheduled by the Board of Governors as required by the Constitution, with notice as provided therein.

**Section 2.** Only Journalist members shall be entitled to vote, and each Journalist member shall be entitled to one vote on each matter put to a vote.

**Section 3.** When a quorum is present, all matters shall be adopted by majority vote of those present unless otherwise specified in the Constitution or Bylaws.

## **Article VI**

### **NOMINATIONS AND ELECTIONS**

**Section 1.** Nominations: All nominations of candidates for election as Governors or officers shall be in the form of a written petition signed by at least 15 Journalist members, except in the case of nominations for President, for which the signatures of at least 25 Journalist members shall be required, and in the case of the three Governors elected by the Communicator members for which the signatures of at least 15 members other than Journalist members shall be required. Nominating petitions shall be filed with the Secretary and referred to the Board of Governors no later than 30 days before the election of officers and Governors is scheduled to be held, and in accordance with rules established by the Board of Governors. No Governor whose term of office extends beyond the next annual meeting may be nominated as an officer in an annual election unless he or she submits a written resignation as a Governor effective no later than the next annual meeting. Candidates placed in nomination shall have the right to withdraw their names by written notice to the Secretary. The Board of Governors shall not place on the ballot the name of any person who is not a member in good standing.

**Section 2.** Ballots: The nominations shall be arranged in alphabetical order under headings designating the positions for which the nominees have been nominated, and the ballot shall indicate on its face, under the title of each position, the number of candidates to be elected to each such position. A copy of the ballot shall be posted on the Club bulletin board and published through all vehicles of commonly used communication not later than 14 days preceding the day of election, and shall remain so posed until the close of the polls. No member shall be precluded from writing on the ballot the name of any member in good standing and eligible to hold the position for whom the member desires to vote. The Secretary shall see to the printing and publication of ballots and the means for conducting an election by secret ballot, and shall be responsible for and supervise all elections. No person shall be permitted to solicit votes within the room where the balloting is in progress or within such larger area as the Board of Governors may designate.

**Section 3.** Election Board: The Secretary, with the approval of the Board of Governors, shall appoint five Journalist members in good standing to serve as an election board in charge of the balloting and counting of votes. One member of the election board shall be named by the Secretary as its chair. All questions relating to Club elections, including questions about the validity of ballot, shall be determined by the election board, subject to appeal to the Board of Governors, whose decision shall be final. The Membership Secretary shall furnish to the election board a list of names of the members in good standing who are eligible to vote in each election before the polls open, and thereafter during the day of the election the name of every member who may subsequently qualify. No member shall be qualified to vote who is delinquent in any financial obligation to the Club, including dues for the current billing period.

**Section 4.** Voting:

(a.) The polls shall open from 8 a.m. to 7 p.m. on the day of elections. Members can either cast their ballots in person on the day of voting or by absentee ballot before the polls open.

(b.) Maximum participation by members in Club elections, including participation by mail-in ballots, should be encouraged.

- (1.) Each member must request an absentee ballot separately. Bundled requests will not be honored.
- (2.) Individual ballots may be returned by mail, messenger or in person until the polls close. Multiple ballots bundled in a single package or delivery will be disqualified.
- (3.) Along with each absentee ballot the club will provide two return envelopes, one for placement inside the other. The outer envelope shall identify the voter and the inner envelope shall not. Outer envelopes shall be retained 60 days after the election.
- (4.) These procedures are not meant to exclude the possible future adoption by the Board of rules and procedures for the conduct of election by electronic means.

- (5.) These rules shall be published through all vehicles of commonly used communication containing the sample ballot, and linked prominently on the Club's Web site.

**Section 5. Counting:** The votes shall be counted immediately after the closing of the polls, and at least four members of the election board and the Secretary shall be present when the votes are counted. The candidate(s) receiving the highest numbers of votes shall be declared elected in order until the number to be elected is filled. The results of each election shall be posted in a prominent place in the Club immediately after they have been verified by the election board. The results of each election shall be formally announced by the chair of the election board at the annual meeting, when the candidates receiving the highest numbers of votes shall be declared duly elected. In case of ties, the Board of Governors shall schedule a runoff election of the tied candidates under procedures to be approved at that time.

## **Article VII**

### **INTERESTED OFFICERS OR GOVERNORS**

No contract or transaction between the Club and one or more of its Governors or officers, or between the Club and any other corporation, partnership, association or other organization in which one or more of its Governors or officers are Governors or officers of the Club, or have financial interest, shall be void or voidable solely for this reason, or solely because the Governor or officer is present or participates in the meeting of the Board of Governors or committee thereof which authorizes the contract or transaction, or solely because his, her, or their votes are counted for such purpose, if (a.) the material facts as to his or her relationship or interest as to the contract or transaction are disclosed and are known to the Board of Governors or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of disinterested Governors or committee members, even though such majority of the disinterested Governors or committee members be less than a quorum; or (b.) the material facts as to his or her relationship or interest as to the contract or transaction are disclosed or are known by members of the Club entitled to vote thereon, and the contract or transaction is specifically approved by vote of members of the Club; or (c.) the contract or transaction is fair as to the Club as of the time it is authorized, approved or ratified by the Board of Governors, a committee thereof, or the members of the Club. Interested Governors may be counted in determining the presence of a quorum at a meeting of the Board of Governors or of a committee which authorizes the contract or transaction.

## **Article VIII**

### **CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

**Section 1. Contracts:** Unless otherwise prohibited or restricted by law, the Board of Governors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club and such authority may be general or confined to specific instances and instruments.

**Section 2. Loans:** Unless authorized by a resolution of the Board of Governors, no loans shall be contracted on behalf of the Club and no evidence of indebtedness shall be issued in the name of the Club, except indebtedness incurred for goods or services purchased, leased or otherwise acquired on account in the ordinary course of the Club's business. Such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts, Etc.:** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Club, shall be signed by such officer or officers, agent or agents of the Club and in such manner as shall from time to time be determined by resolution of the Board of Governors.

**Section 4.** Deposits: All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such banks, trust companies and other depositories as the Board of Governors, or, if the officers are so authorized by the Board, the officers may direct. For the purpose of deposit and collection for the account of the Club, checks, drafts or other orders for the payment of money which are payable to the order of the Club may be endorsed, assigned and delivered by any officer of the Club.

## **Article IX**

### **GENERAL PROVISIONS**

**Section 1.** Execution of Financial Instruments: All checks or demands for money and notes of the Club shall be signed by such officer or officers or other such person or persons as the Board of Governors may from time to time designate.

**Section 2.** Fiscal Year: the fiscal year of the Club may be fixed by resolution of the Board of Governors.

**Section 3.** Seal: The Board of Governors may by resolution adopt a corporate seal which shall have inscribed thereon the name of the Club, the year of its organization and the jurisdiction of incorporation. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

**Section 4.** Voting Securities of Other Corporations: The President or any other authorized officer or Governor shall have the authority to vote on behalf of the Club those securities of any other corporation which are owned or held by the Club, and may attend meetings of members or execute and deliver proxies for such purpose.

**Section 5.** Form of Records: Any records maintained by the Club in the regular course of its business, including its books of account and minutes books, may be kept on or be in the form of magnetic tape, magnetic or optical disk, photographs, microphotographs, or any other information storage device, provided that the records so kept can be converted into clearly legible written form within a reasonable period of time. The Club shall so convert any record so kept upon the request of any person entitled to inspect same.

**Section 6.** Fidelity Bonds: The Club may secure the fidelity of any or all of its officers, employees or agents by bond or otherwise. Any or all of the officers or agents of the Club may be required to give bond for the faithful discharge of his, her or their duties in such form, for such amount and with such sureties as may be determined by the Board of Governors. The cost of all bonds secured by the Club shall be borne by the Club.

## **Article X**

### **NOTICE**

**Section 1.** Notice Procedure: Whenever notice is required to be given by law or by the Club's Articles of Incorporation, by the Club's Constitution or by these Bylaws, such notice shall be deemed to have been given to each person entitled to notice when posted on the Club bulletin board, or when published via all vehicles of commonly used communication.

**Section 2.** Waivers of Notice: Whenever the giving of any notice is required by law, by the Club's Articles of Incorporation, by the Club's Constitution or by these Bylaws, participation of a person at a meeting shall constitute waiver of notice of such meeting, except when the person participates for the express purpose of objecting at the beginning of the meeting to the transaction of any business at such meeting because the meeting is not lawfully called or convened, and, having objected, the person takes no further active part in the meeting. Neither the business to be acted on nor the purpose of any regular or special meeting of the members, Governors or members of a committee of Governors need to be specified



in any written waiver of notice, unless so required by law, by the Club's Articles of Incorporation or Constitution or by these Bylaws.

**Article XI**  
**AMENDMENTS**

These Bylaws may be altered or amended under rules and procedures set forth in the Constitution of the Club.