

By-laws of
The Deadline Club Foundation
February 26, 1999

FORWARD

The Deadline Club Foundation is a non-profit corporation organized in 1999 under the laws of the State of New York. The Foundation functions in a supporting relationship to the Deadline Club of New York, a professional chapter of the Society of Professional Journalists, *a publicity supported organization*.

The Foundation aids in the conduct of journalism research, the granting of scholarships, awards, and prizes to encourage students and others to undertake journalism as a career and to promote high standards in the conduct of journalistic enterprise.

The Foundation conducts forums or seminars generally open to the public on matters of journalistic and public interest and aids in the publication and dissemination of journals, newsletters and similar publications in furtherance of its purpose.

ARTICLE ONE

Membership

Section One -- There shall be three categories of membership: governing, contributing, and associate.

Section Two -- Governing members shall be the members of the Board of Directors of the Deadline Club of New York or its successor.

Section Three -- Contributing members shall be those persons who shall be so designated by the Foundation Board of Directors.

Section Four -- Associate members shall be the active members the Deadline Club of New York or its successor.

ARTICLE TWO

Officers

Section One -- The Foundation's officers shall be president, one or more vice presidents, a secretary, a treasurer, and an assistant secretary/treasurer.

Section Two -- The officers shall be elected to serve one year terms by the Foundation Board of Directors at its annual meeting, except that the president shall be elected to serve a two-year term.

Section Three -- Officers of the Foundation must be active members of the Deadline Club of New York and the Society of Professional Journalists or its successor.

Section Four -- Officers of the Foundation may not serve concurring terms as officers, directors, or members of the executive committee of the Deadline Club of New York or its successor.

Section Five -- A chairman of the Foundation Board of Directors may be nominated from time to time by the President of the Foundation Board to fulfill those duties as determined or delegated by the President of the Foundation. Membership in Deadline Club of New York or the Society of Professional Journalists is not a prerequisite for nomination.

Section Six -- The president of the Foundation shall be its chief executive and shall preside at Foundation Board meetings. The president is authorized to assign duties to the Foundation's officers and members, and paid staff if any, as the president deems necessary and in fulfillment of direction from the Foundation Board of Directors.

Section Seven -- Succession -- The vice president shall succeed to the office of the president in the event of a vacancy, absence or incapacity, for the length of the president's current term, or until such a time as the directors shall elect a new president at their next scheduled meeting.

- a. In the event the Foundation Board of Directors elects multiple vice presidents, the offices shall be designated numerically as first vice president, second vice president, etc.
- b. The right of succession to the office of president in the event of vacancy, absence or incapacity shall follow the numeric progression from first vice president to second vice president, etc.

Section Eight -- The secretary shall be responsible for the recording and approval of the minutes of all Foundation Board of Directors meetings. The secretary may delegate the performance of these duties but shall remain responsible for the timely completion thereof no later than one month following the adjournment of the meeting.

Section Nine -- The treasurer shall be responsible for an accounting of all receipts and disbursements, assets and liabilities and shall report to the president, the board of directors and the governing members when requested. The treasurer may delegate certain responsibilities to paid staff, if any, in the completion of the treasurer's duties. In the absence of a paid head of staff referred to in section ten of this article, these duties shall include responsibility for the administration and investment operations and activities of the Foundation, subject to policies of the Board of Directors of the Foundation.

Section Ten -- In the event the foundation employs paid staff, the paid head of staff shall serve as a non-voting Assistant Secretary/Assistant Treasurer of the Foundation Board, and shall be responsible for the administration and investment operations and activities of the Foundation, subject to policies of the Board of Directors of the Foundation.

Section Eleven -- In the absence of a paid head of staff a non-voting Assistant Secretary/Assistant Treasurer shall be responsible for assisting the Treasurer and the Secretary in the performance of their duties and shall be assigned duties as these officers see fit.

ARTICLE THREE

Board of Directors

Section One -- Membership --

- a. The Foundation Board of Directors shall consist of members of the Board of Directors of the Deadline Club of New York or its successor (hereinafter referred to as the governing members) and a minimum of a like number of additional Directors plus one. The number of directors elected from among the governing members shall not constitute a majority of the Foundation Board of

Directors.

- b. The total number of number of the Foundation board of Directors shall not exceed nine.

Section Two -- Nominations --

- a. Foundation Directors who are elected from among the governing members shall be nominated in a manner to be determined by the governing members.
- b. Other Foundation Directors shall be nominated in a manner to be determined by the *Board of Directors of the Foundation*.

Section Three -- Elections --

- a. Foundation Directors who are elected from among the governing members shall be elected for one-year terms. Election shall take place during the annual meeting of the governing members.
- b. Other Foundation Directors shall be elected by the governing members for three year terms. Election of these directors shall be staggered so that approximately on third of these directors are elected annually by the governing members. There shall be no limitation on succession of terms for other directors.

Section Four -- Duties --

- a. The Foundation Board of Directors shall be the executive body of the foundation and shall have the responsibility of maintaining the fiscal integrity of the Foundation. It shall determine its own rules of procedure, but its acts shall be reported to the governing members at least annually.
- b. The board of directors shall encourage and assist the governing members in carrying on activities of a professional nature in the furtherance of their aims, and to enhance and strengthen the professional aspects of journalism.

Section Five -- Vacancy --

- a. A vacancy in the Foundation Board of Directors may be filled by appointment of the president. The member of the board so appointed shall serve until the next meeting of the governing members, at which time a candidate for the unexpired term for which the predecessor was elected be chosen by the governing members.
- b. The board of directors may declare any office or the position of any director vacant if the board determines the incumbent has failed to perform the duties of the office. Such action shall require approval of three-fourths of the members of the board. Any person whose removal will be considered shall be notified 14 days in advance of the time the board may take such action. Further, the board of directors shall notify the governing members 14 days in advance of the time the board may take such action.

Section Six -- Frequency of Meeting --

- a. The board of directors shall meet annually. Additional meetings shall be scheduled at the call of the President or of a majority of the members of the board.

ARTICLE FOUR

Amendment

Section One -- These by-laws may be amended or repealed at any regular or special meeting of the Board of Directors of the Foundation provided the notice of such meeting of directors or waiver of notice thereof, shall contain a statement of the substance of the proposed amendment or repeal. The affirmative vote of two-thirds majority of the entire Board of Directors of the Foundation shall be necessary for adoption of such amendment or repeal. Amendment or repeal would become effective in 30 days unless rejected by a simple majority of governing members. Notice shall be mailed to governing members within five (5) working days following action of the Foundation Board of Directors.

ARTICLE FIVE

Dissolution

If, for any reason, the Deadline Club Foundation should dissolve, its assets, liquid and otherwise, will devolve to the Deadline Club, which intends to use any funds or property to fulfill the purposes of the Foundation, i.e., scholarships and professional programs and publications for working journalists.