

# **THE SOCIETY OF PROFESSIONAL JOURNALISTS**

## **BYLAWS**

*as amended Sept. 20, 2016*

### **FORWARD**

The Society of Professional Journalists was founded at DePauw University, Greencastle, Indiana, on April 17, 1909, as Sigma Delta Chi, an honorary journalistic fraternity. Its growth was along professional lines, and by action of the National Convention at Columbia, Missouri, in 1916, it was established as a professional journalistic organization.

NOTE: Sections marked (TR) are included in and form a part of the legal agreement between the Society and trustees of the Quill Endowment Fund.

### **PREAMBLE**

We do hereby establish and ordain these bylaws of the Society of Professional Journalists, which seeks to unite journalists of talent, truth and energy in good fellowship; to assist the members in living up to the noblest principles of journalism; and to advance the standards of journalism by: TAKING ACTION 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, thus increasing journalism's value as a democratic institution.

### **ARTICLE ONE**

#### **NAME AND SCOPE**

Section One. The name of this organization shall be: Society of Professional Journalists.

Section Two. The Society is an organization of persons who are engaged in directing the editorial policy or editing and preparing news and editorial content of independent news media products,, students engaged in the study of these skills, and journalism educators.

## **ARTICLE TWO**

### **MOTTO AND WATCHWORD**

Section One. The motto of this Society shall be: They Serve Best Who Serve the Truth.

Section Two. The watchwords of this Society shall be: Talent, Truth, Energy.

## **ARTICLE THREE**

### **SYMBOLS**

Section One. The historic badge of the Society shall be a small four-cusped hypocycloid; upon this a raised field of black of the same shape, slightly smaller. In the center shall be a white gold-edged scroll pierced vertically by a gold quill pen. Horizontally across the face of the scroll shall be the Greek letters, Sigma, Delta, Chi, in gold. To the right of the scroll shall be a five-pointed star in gold. To the left, a Greek lamp in gold.

Section Two. Official insignia, logos and other symbols of the Society shall not be obtained through any source other than one designated by the executive director of the Society.

Section Three. No one shall use the name or symbols of the Society for commercial purposes, without written permission of the executive director.

## **ARTICLE FOUR**

### **MEMBERSHIP**

Section One. There shall be five categories of membership: Professional and Retired Professional (including Household), Institutional (including Collegiate Institutional), Student, Post Graduate, and Fellow. A separate category exists for supporters of the Society, known as Associates.

### **PROFESSIONAL**

Section Two. Professional and Retired Professional members shall be:

— Those who are at the time of their initiation principally engaged in those activities specified in Article One, Section Two, until they are no longer a member in good standing.

— Post Graduate members three years after college graduation, whether or not working in journalism as specified in Article One, Section Two, who have elected to become professional members.

— Advisers to college or high school organizations involved in the gathering and dissemination of news.

— Fulltime professional staff of the Society.

Section Three. Household members are a sub-category of Professional membership. Household membership is limited to one of two Professional SPJ members residing at the same address. The Professional member will pay full professional membership dues. Household members will pay reduced membership dues as determined by the executive director. Each household that elects the sub-category will receive one copy of all information mailed by SPJ National Headquarters, including Quill magazine.

#### **INSTITUTIONAL**

Section Four. Institutional members shall be:

— Organizations identified with journalism, provided that the principal business (50 percent of revenue) of any corporation or corporate division seeking such membership shall be within the scope specified in Article One, Section Two.

— College media outlets, under the sub-category of Collegiate Institutional membership.

Institutional members shall not vote or hold office.

Institutional membership shall be available at the national level and an institutional member may support one or more chapters, subject to policies established by the national board of directors. Candidates for institutional membership shall be approved by the Society's executive director.

#### **STUDENT**

Section Five. Student members shall be:

— Students who have a demonstrated interest in journalism or whose serious interests or career plans are within the scope of the Society as defined in Article One, Section Two. These students must be in good standing as defined by their school.

— Persons who were student members who have left school before receiving a degree, for up to three years after leaving school.

— Professional members who have returned to school full-time.

### **POST GRADUATE**

Section Six. Post Graduate members shall be:

— Student members who have graduated.

— Recent graduates who have a demonstrated interest in journalism or whose serious interests or career plans are within the scope of the Society as defined in Article One, Section Two.

Post Graduate members must become professional members within three years of graduation, or their memberships will be terminated. Members of the Society of Collegiate Journalists are eligible to join the Society of Professional Journalists as post graduate members immediately upon graduation from a college or university.

### **FELLOW**

Section Seven. Fellows of the Society of Professional Journalists shall be those on whom the Society wishes to confer high honor in recognition of their journalistic achievements.

No more than three Fellows may be elected each year. Election shall be by the board of directors. Nominations for Fellows may be made by any chapter or member, and it shall be up to the board of directors to solicit nominations.

A person elected to Fellowship who is not a member shall be initiated by the chapter designated by the board of directors, and the normal initiation requirements are waived in such instances. Dues are waived for one year.

Section Eight. Members in the Professional and Retired Professional, Institutional, Student and Post Graduate, categories must pay current national dues to hold membership, vote, hold office or serve as convention delegates. Fellows must pay current national dues after the first year to remain in good standing.

#### **ASSOCIATE**

Section Nine. Associates shall not vote, hold national or chapter office, be delegates to the national convention, nor be counted in determining the voting strength of a chapter as defined under Article Ten, Section Three.

Associates may be:

— Persons not eligible for membership in the Society who support the goals of the organization.

— High school students who have a demonstrated interest in journalism or whose serious interests or career plans are within the scope of the Society as defined in Article One, Section Two.

Section Ten. Nominees for a membership category or sub-category shall be approved by the headquarters staff and executive director. Appeals on eligibility can be made to the membership committee and then to the board of directors.

### **ARTICLE FIVE**

#### **ESTABLISHMENT AND OPERATION OF CHAPTERS**

##### ***PROFESSIONAL***

Section One. A professional chapter may be established by twenty (20) or more professional members of the Society living or employed in any area, but no more than one professional chapter may be established in any one city. It is further provided that professional chapters may be established in locales outside the United States. National headquarters will bill professional members for both national and chapter dues.

Section Two. Upon presentation of a formal petition and completion of established requirements, a group or organization of journalists may be granted a charter by the board of directors or the national convention as a professional chapter of the Society. Charters of professional chapters shall be granted upon approval by a majority vote of the board of directors or by a majority vote of the delegates to a national convention.

Section Three. A student may join a professional chapter if the professional chapter admits students to membership and the student maintains membership in a campus chapter or the student attends an institution that does not have a campus chapter and is not served by a city-wide or area-wide student chapter. (See Article Five, Section Eight)

A student who maintains membership in a campus chapter and a professional chapter will be considered a member of the campus chapter for purposes of Article Nine, Section Eight and Article Ten, Section Three.

Section Four. A professional chapter may initiate candidates to professional or student membership, provided that the candidates meet all requirements of the bylaws of the Society.

Section Five. Each professional chapter shall submit an annual report to national headquarters in which it reviews its activities and accomplishments for the year, and details its completion of minimum requirements of chapters as spelled out by the board of directors.

### *CAMPUS*

Section Six. Upon presentation of a formal petition and completion of established requirements, a group or organization of students may be granted a charter by the board of directors as a campus chapter of the Society.

Section Seven. A campus chapter may be established at any four-year or two-year university or college that has a school or department of journalism, or that offers courses of study relevant to the scope of the Society as defined in Article One, Section Two.

Section Eight. City- or area-wide campus chapters may be established by four-year and two-year universities or colleges within a radius of 75 miles, provided that at least one university

or college involved has a school or department of journalism or offers courses of study relevant to the scope of the Society as defined in Article One, Section Two.

### **GOVERNANCE**

Section Nine. Each campus and professional chapter shall have as officers a president, a president-elect or vice president, a secretary, and a treasurer or a secretary-treasurer. These officers shall be elected annually, according to local chapter bylaws. In addition, each chapter shall designate one of its officers or members to be a headquarters and a Quill correspondent, whose duty it shall be to report local activities to the national headquarters and Quill magazine, and shall appoint such committees and officers as may be recommended by the national board of directors to fulfill specific missions or projects of the Society. Each campus and professional chapter shall maintain and submit to headquarters annually chapter bylaws that are consistent with these national bylaws.

Section Ten. The president and vice president or president-elect of the chapter shall perform such duties as usually are performed by such officers. In addition, they shall perform those duties imposed elsewhere in the bylaws of the Society.

Section Eleven. The secretary or secretary-treasurer shall carry on correspondence with the executive director of the Society, notifying the executive director immediately of chapter elections for officers and chapter advisers, furnishing all necessary records and reports relating to enrollment of members, and transmitting all monies on proper forms. The chapter secretary shall inform the Society as to the condition of the chapter. The secretary shall maintain and keep up to date the chapter membership book and keep careful records of the proceedings of all meetings of the chapter.

Section Twelve. The treasurer or secretary-treasurer shall have charge of all monies of the chapter, and shall disburse funds upon proper authorization of the chapter's officers. The treasurer shall keep in the chapter treasurer's book a record of all receipts, disbursements and balances. The treasurer shall authenticate all remittances sent by the chapter secretary to the

executive director of the Society and shall make prompt and proper report upon the financial condition of the chapter as requested by the executive director of the Society. The treasurer shall produce all financial records of the chapter for inspection on demand by the executive director, any national officer or the regional director from the region in which the chapter is located.

Section Thirteen. For failure to meet financial obligations or otherwise to conduct itself according to the bylaws or policies adopted by the board of directors or the national convention, a chapter may be declared probationary, inactive or have its charter revoked by majority vote of the board of directors. Any such decision may be appealed to the full convention under the written charter revocation and probation policies of the board of directors.

Section Fourteen. Each member of the Society in good standing who is a member of at least one chapter shall have a designated home chapter. The member's home chapter shall be determined on the basis of the postal address used by the Society to communicate with the member. A member of the Society who is a member of two or more chapters may elect among those chapters the one that will be his or her home chapter by notifying the Society in writing of the election. For purposes of apportioning delegates each year to the national convention, the Society must receive notice of the member's election before June 1. (See Section Three, above, Article Ten, Section Three).

Section Fifteen. The national headquarters annually shall determine the status of all SPJ chapters, with the assistance of the national board of directors. This process shall be completed in time for certification of delegates to the national convention. Chapters shall be notified of their status at least 60 days prior to the convention and shall have 30 days to bring themselves into active - good standing status.

Section Sixteen. As part of the process of certifying chapter membership for purposes of apportioning delegates to the national convention, the national headquarters shall determine whether each SPJ member in the region is or is not counted as a member of any SPJ chapter within or outside the region, and establish the total number of SPJ members living in each region who are not counted as members of any SPJ chapter within or outside the region.



Section Seventeen. Upon the decision to terminate any professional or campus chapter, whether by dissolution, disbandment, revocation pursuant to Section Thirteen of this Article, or otherwise, any remaining chapter funds shall be distributed to another adjoining active Society Chapter then in good standing, the Society, or the Sigma Delta Chi Foundation, as directed by the chapter's governing body, or, in the absence of action of the local board within 60 days of termination, the national board of directors.

#### **CAMPUS CHAPTER ADVISER ROLE IN GOVERNANCE**

Section Eighteen. Each campus chapter shall have a chapter adviser who shall be recognized as the representative of the board of directors and the Society. The chapter adviser shall be elected annually by the chapter or by the chapter's board of directors, according to local bylaws. The adviser shall be chosen from among the professional members of the Society.

Section Nineteen. The chapter adviser shall be charged with the duties of attending meetings regularly, of acting as adviser to the chapter at all times, and of providing, whenever possible, a permanent place of safekeeping for the books, documents and records of the chapter and its officers.

### **ARTICLE SIX**

#### **SOCIETY OFFICERS**

Section One. The Society's officers shall be a president, a president-elect, a vice president for campus chapter affairs, and a secretary-treasurer.

Section Two. The officers shall be elected in accordance with procedures established in Article Nine of these bylaws, and shall hold office between successive, annual national conventions, with the exception of the vice president for campus chapter affairs, who shall be elected for a two-year term between conventions in odd-numbered years.

Section Three. No person shall serve as president or president-elect who has not previously served as a member of the board of directors, or the board of the Sigma Delta Chi

Foundation, or been the chair of a national committee or a professional chapter president who also has been or is a member of a national committee.

Section Four. Vacancy in any office, except those of president and president-elect, shall be filled by the board of directors. Should vacancies occur in both top offices, the board shall designate one of the directors to serve as acting president until the next convention, when elections will be held to fill both offices.

Section Five. The president shall be the chief executive of the organization and shall preside at the convention. The president shall have charge of the relations of the organization with other organizations and shall have the usual powers and duties of a president in accordance with the spirit of the bylaws. The president shall have authority to require a report from any chapter or national or chapter officer of the organization at any time. The president is authorized to appoint and assign duties to committees that the president deems necessary.

Section Six. The president-elect shall succeed to the office of the president at the end of the president's term or in the event of a vacancy in the presidency, and shall serve in the president's absence or incapacity.

Section Seven. The vice president for campus chapter affairs shall be the adviser to the president and the board of directors on matters pertaining to campus chapter affairs.

Section Eight. The secretary-treasurer shall be responsible for overseeing an accounting of all receipts and disbursements, assets and liabilities, and shall report to the president, to the board of directors, or to the convention when requested.

## **ARTICLE SEVEN**

### **BOARD OF DIRECTORS**

Section One. The board of directors shall be composed of the national officers, the immediate past president, one regional director for each region established by the board, and six directors to be elected at large: two campus chapter advisers, two student members, and two professional members.

Section Two. The board of directors shall determine the boundaries for regions.

Section Three. Regional directors shall be nominated in a manner determined by the board of directors, and shall be elected by members of the Society from their respective regions pursuant to Article Nine of these bylaws.

Section Four. Regional directors shall be elected to two-year terms. Elections shall be staggered so that terms of approximately half the regional directors expire each year.

Section Five. No person shall serve as a regional director for more than six months in which he or she does not live in the region that he or she has been elected or appointed to serve.

Section Six. No person shall serve as a student member at large for more than six months in which he or she is not a student as defined in Article Four, Section Five.

Section Seven. The student members at-large shall be elected to one-year terms. The professional members at-large and the campus advisers at-large shall be elected to two-year terms. The terms of the at-large members shall be staggered so one in each category is elected each year.

Section Eight. The board of directors shall be the executive body of the Society and shall have the responsibility of maintaining the fiscal integrity of the Society by keeping it financially solvent. It shall determine its own written rules of procedure, but its acts shall be reported to the convention.

Section Nine. Any vacancy in the board of directors shall be filled by vote of the remaining members of the board of directors. The member of the board so elected shall serve until the next convention, at which time an election to fill the unexpired portion, if any, of the term for which the predecessor was elected will be held.

Section Ten. The regional directors (members of the board) shall be responsible for organizing, guiding and supervising, and stimulating the activity of each chapter in their regions. Each regional director shall appoint a student member as his regional assistant for campus affairs. The latter shall advise the regional director on campus problems and activities, shall act

in a liaison capacity with campus chapters in developing programs, and shall assist the regional director in any other ways desired or requested.

Section Eleven. The board of directors shall encourage and assist professional chapters in carrying on activities of a professional nature in furtherance of the Society's aims and to enhance and strengthen the professional aspects of journalism.

Section Twelve. The board of directors may declare any national office or the position of any director vacant if the board determines the incumbent has failed to perform the duties of the office or no longer meets the qualifications for 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 that the board may take such action. If the person whose removal is being considered is a national officer or director at large, the national board shall notify all campus and professional chapters of that meeting 14 days in advance. If the person under consideration for removal is a regional director, the national board shall notify all campus and professional chapters in that region 14 days in advance.

Section Thirteen. The board of directors will meet at least annually; additional meetings may be scheduled at the call of the President or of a majority of the members of the board.

## **ARTICLE EIGHT**

### **EXECUTIVE COMMITTEE**

Section One. The executive committee shall consist of the officers , the immediate past president and two directors chosen annually by the board of directors.

Section Two. The executive committee shall possess and may exercise all of the power of the board of directors while the board is not in session, except to the extent, if any, that such authority shall be limited by action of the board, and except that the executive committee shall not have the authority of the board of directors to:

— declare a board office vacant.

— effect the sale, lease or other disposition of all or substantially all of the property and assets of the Society.

— hire or fire the executive director.

Section Three. The executive committee will meet at the call of the president or of a majority of the members of the committee.

## **ARTICLE NINE**

### **ELECTIONS**

Section One. There shall be an election annually at the convention or, if no convention is scheduled, during the fourth week of September, to elect the Society's president-elect, vice president for campus chapter affairs, secretary-treasurer and student directors at-large; and to fill the positions of regional and at-large directors whose terms are expiring.

Section Two. In preparation for the annual election, no later than January 4 of each year, the president shall appoint a Nominating Committee to prepare a slate of candidates including at least one nominee for each officer and director position to be filled.

Section Three. No later than April 1 the Nominating Committee shall forward to the board of directors and executive director a slate of qualified candidates for each officer and director position to be filled.

Section Four. No later than July 1 the board of directors shall publish the candidates' names and qualifications for office to the Society's membership.

Section Five. National staff and officers will do everything feasible to facilitate interactive forums online for each candidate for national office to respond to members' comments and questions.

Section Six. Any member of the Society in good standing may nominate a candidate or candidates to run against candidates on the proposed slate. Nominations must be received by the president no later than 5 days before the start of balloting, 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 Society in good standing, is qualified to hold the office for which s/he is being nominated, and is willing to serve if elected, the board of directors immediately shall publish the names of candidates and their qualifications by the same method used to publish the official slate.

Section Seven. The election shall be conducted electronically by secret ballot beginning at the end of the opening business meeting of the convention and ending one hour before the start of the final business meeting of the convention. In a year when no convention is scheduled, balloting will begin at 12:01 a.m. Eastern Time on a date in the fourth week of September set by the board of directors and balloting shall remain open for at least 48 hours. Ballots shall be cast using a system established by the executive director with the approval of the board of directors.

Section Eight. All members of the Society in good standing at the date and time balloting begins are eligible to vote for officers and at-large directors.

Section Nine. Each member of the Society in good standing may vote in the election for the regional director representing his or her home region. The member's home region shall be determined on the basis of the postal address used by the Society to communicate with the member. If a member of the Society is a member of two or more chapters in different regions, the member may choose the region in which s/he will vote for regional director by notifying the Society in writing no later than 30 days before balloting begins of where s/he intends to vote.

Section Ten. A committee appointed by the president shall count the ballots and report the results of the election to the membership at the final business meeting of the convention. In a year when no convention is scheduled, the committee shall report the results to the board of directors no later than eight hours after balloting is closed, and the board shall immediately publish the outcome of the election to the membership.

## **ARTICLE TEN**

### **CONVENTION**

Section One. The convention shall be the supreme legislative body of the organization. It shall be held at least biennially at a time and place designated by the board of directors.

Section Two. The convention shall be composed of delegates or representatives from each chapter, delegates chosen in each region by SPJ members residing in the region who are not counted among the members of any SPJ chapter within or outside the region, the national officers and the national board of directors.

Section Three. The Board of Directors shall establish a procedure and timetable for the selection of regional delegates. In the event that the number of potential delegates exceeds the number of convention votes assigned to the region, the national headquarters staff shall conduct a ballot among SPJ members living in each region not counted as members of any SPJ chapter within or outside the region to elect their delegates.

Section Four. In the convention, each professional and campus chapter considered as active in good standing shall have one vote for each 50 members or fraction thereof. Each region shall have one vote for each 50 members or fraction thereof, who reside in the region and are not counted among the members of any SPJ chapter within or outside the region. Voting must be done by accredited delegates or their accredited alternate delegates present on the floor of the convention. Delegates cannot vote by proxy. National officers and members of the board of directors who are not delegates may not vote. In case of a tie, the presiding officer shall cast the deciding vote. Representatives of chapters who are not accredited as delegates may not vote.

Section Five. A convention quorum is present when delegates or alternates with authority to cast at least half of the delegate votes apportioned according to Article Ten, Section Three, are on the convention floor.

Section Six. All enactments of the convention shall become effective immediately unless otherwise specified.

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

## **ARTICLE ELEVEN**

### **NATIONAL HEADQUARTERS**

Section One. A national headquarters office shall be maintained at a location to be designated by the board of directors.

## **ARTICLE TWELVE**

### **EXECUTIVE DIRECTOR**

Section One. An executive director shall be chosen by the board of directors to head the national headquarters. The executive director shall carry out the policies set forth by the convention, president and board of directors. The executive director shall be in general charge of the activities of the Society; supervise the relationship of the chapters with the national headquarters; collect dues; care for Society funds and pay them out as ordered on proper voucher; keep complete accounts; and report to the president and board of directors. It shall be the duty of the executive director to enforce compliance with the bylaws by chapters and members, to encourage growth and expansion, and to assist the president and president-elect in originating dynamic programs in cooperation with regional directors and the vice president for campus chapter affairs. The executive director shall help plan regional conferences on professional subjects and shall officially represent the Society whenever necessary.

Section Two. The executive director shall serve at the pleasure of the board. The salary and benefits shall be set by the board of directors.

Section Three. The executive director shall maintain a permanent record of the acts and of the expressions of policy of the conventions of the Society of Professional Journalists. Each of such acts and expressions shall be adopted and approved by the convention under a specific number and it shall be so recorded and indexed in the permanent record that it may be readily available for reference both by the serial number and by the nature of its subject matter.



## **ARTICLE THIRTEEN**

### **FINANCE**

Section One. National membership dues, as established by the board of directors, shall be payable at the time of or before initiation and annually thereafter. Dues shall include membership and a subscription to Quill magazine. Any annual dues increase in excess of five percent shall not become effective unless ratified by the convention.

Section Two. The entire membership fee shall be remitted to the executive director of the Society. The initiate's name shall not be entered upon the rolls of the Society until such payment has been received, and a person not so recorded is not a member of the Society.

Section Three. Members holding life memberships shall pay a one-time fee approved by the board of directors and an annual subscription fee as determined by the executive director to subscribe to Quill. Retired members shall be assessed one-half of the lowest professional membership rate.

Section Four. Dues for institutional members and full time professional staff of the Society will be established by the board of directors.

Section Five. The executive director, with guidance from the board, shall have the authority from time to time to offer membership discounts.

## **ARTICLE FOURTEEN**

### **PUBLICATIONS**

Section One. The official publication of the Society shall be called Quill. The executive director will be publisher of the magazine, select its editor, and perform duties normally associated with a publisher.

(TR) Section Two. At least six issues of Quill shall be published each year. Date of issue shall be determined by the board of directors.

(TR) Section Three. All Quill subscriptions are payable in cash in advance. All subscriptions shall start with the first issue of Quill following receipt of complete payment and shall terminate promptly at the end of the time paid for.

(TR) Section Four. Each person who has paid the designated amount as a life subscription to Quill (available before but not after January 1, 1969) shall be entitled to receive Quill for life, but such subscription may not be transferred and it shall terminate upon death, resignation or expulsion from the Society.

Section Five. All gross income of Quill from advertising, subscriptions other than life subscriptions, and from all other sources shall be paid into the Quill operating expense fund and may be used as part thereof in defraying expenses.

Section Six. Any cash balance in the Quill operating fund or any part thereof at the end of the year that, in the judgment of the board of directors, is not needed in the immediate conduct of Quill, may, upon order of the board of directors, be paid into a fund to be known as the Quill Endowment Fund.

(TR) Section Seven. The principal amount of the Quill Endowment Fund shall be held constantly intact except as herein otherwise provided. Net income from Fund investment shall be used (1) to pay expenses incurred in the management, editing and conduct of Quill and (2) payment of expenses for administration of the Quill Endowment Fund.

(TR) Section Eight. The Quill Endowment Fund shall be held under the immediate management, control and custody of trustees to be known as the Quill Endowment Fund Trustees, or under such proper provision, contracts and agreements as the convention may order or the board of directors may approve for the proper safeguarding, management, investment and distribution thereof to the benefit of Quill and the Society, and for the advancement and furtherance of the profession of journalism, and for no other purpose. The board of directors of the Society is authorized and empowered to enter into and execute for the Society such described contracts or agreements with the Quill Endowment Fund Trustees.

(TR) Section Nine. The Quill Endowment Fund Trustees shall be composed of the members of the board of the Sigma Delta Chi Foundation.

(TR) Section Ten. Each trustee shall upon election signify acceptance of office in writing to the executive director of the Society. Such acceptance shall be conclusively deemed to

constitute acceptance of the trust and all of the powers and duties and responsibilities imposed by it, or set forth in these bylaws and amendments that may be made hereto and in any existing or future agreements or contracts made by the Quill Endowment Fund Trustees.

(TR) Section Eleven. The Quill Endowment Fund Trustees shall maintain such books and records of account as will render easily ascertainable by the Society's board of directors or convention at all times the exact receipts, disbursements, balance and conditions of the Quill Endowment Fund or funds.

(TR) Section Twelve. Disbursements from the Quill Endowment Fund shall be made by the trustees to the executive director directly.

(TR) Section Thirteen. Any gift, donation, bequest or devise to the Quill Endowment Fund, or any gift, donation, bequest or devise to be made to the Society and by the convention ordered to be transferred to the Quill Endowment Fund shall at once become an undistinguishable part of such fund, and both principal and interest shall be subject to all of the provisions and regulations relating to the safeguarding, management, investment and distribution of the fund herein and elsewhere provided.

(TR) Section Fourteen. In the event of the resignation of all of the trustees or the termination of the service of all the trustees by the Society's board of directors, the members of the Society's board of directors shall automatically become the Quill Endowment Fund Trustees and such shall be bound by the terms of the agreement or agreements in force and effect with the elected trustees immediately prior to such resignation or termination; and the members of the Society's board of directors shall serve as trustees until the next ensuing national convention.

(TR) Section Fifteen. The Quill Endowment Fund may be terminated only by vote of two successive conventions of the Society and in such event, the living contributors to said fund shall be repaid the amount of their contributions to the said fund, or if the fund be not sufficient to repay such contributions in full, their equitable proportion thereof; and if the fund be more than sufficient to repay such contributions in full, then only the excess thereof may be otherwise distributed as the said two successive conventions may direct.

(TR) Section Sixteen. In the event of the dissolution of the Society, the trustees last in office and the members of the board of directors last in office may as in their judgment seems most expedient for the furtherance of the purposes of the Society (1) form a corporation to hold for educational or professional purposes in the field of journalism the trust property then remaining in their possession, or (2) give and convey such property to a generally recognized, well-established institution or organization devoted to education or professional service in the field of journalism.

(TR) Section Seventeen. The board of directors is authorized to invest annually whatever portion of the reserve fund for unearned subscriptions as shall be deemed advisable and authorized by the convention; the manner in which said portion of the fund is to be invested is to have the approval of the convention in assembly.

(TR) Section Eighteen. Upon the termination of a life subscription to Quill (available before but not after January 1, 1969) through the decease, expulsion or resignation of the subscribing member of the Society, the principal amount remaining of that originally paid as a life subscription that became a part of the Quill Endowment Fund or the income therefrom, may upon specific order of the board of directors, be used for the advancement and furtherance of the best interests of the profession of journalism as the board of directors may determine.

## **ARTICLE FIFTEEN**

### **AMENDMENT**

Section One. These bylaws may be amended by referendum or at convention as hereinafter provided.

a. By a majority of votes cast in convention sessions, provided that the proposal to amend and the exact wording of the amendment shall have been submitted to all chapters not less than sixty days prior to the opening date of the convention and provided that the proposal shall have been originated by convention, the board of directors, or by a minimum of ten chapters in the manner set forth in part (b) hereof. Proposed bylaw amendments may be amended by the

convention, provided that (1) such convention amendment is approved by two-thirds of delegates voting and (2) the convention amendment does not change or add to the general subject matter of the proposed bylaw amendment. The provisions of (2) shall be enforced by the presiding officer, whose ruling may be appealed to the convention and may be overturned by a two-thirds vote of all delegates.

b. By a majority vote, as calculated under Article Ten, Section Three of these bylaws, of all chapters in good standing voting upon referendum ballot, provided that more than fifty percent of the certified vote is cast. The board of directors shall specify the limits during which ballots may be cast and counted, except that this period shall not be less than sixty days.

c. Proposals to amend by referendum may be originated by convention where a majority favorable vote shall be necessary to send the proposal to referendum or by the board of directors upon majority vote of the members, or by a minimum of ten chapters by certifying to the executive director of the Society that such proposal has been endorsed by a majority vote of the board of each chapter.

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