

# PENNSYLVANIA SOCIETY OF NEWS EDITORS

## ARTICLE I. NAME

- 1.1 Name. The name of this Association shall be the PENNSYLVANIA SOCIETY OF NEWS EDITORS.

## ARTICLE II. MISSION/PURPOSE

- 2.1 Mission. The missions of the Pennsylvania Society of News Editors, Inc. ("PSNE) are for journalistic and educational purposes.
- 2.2 Purpose. The purpose of the PSNE shall be to encourage the full and free dissemination of information of public interest without fear or favor, to strive to improve the standards of professional activity, to promote acquaintance among its members, to develop a stronger professional esprit de corps, to exchange ideas for the more effective application of professional labors, and to work collectively for the solution of common problems, in harmony with the precepts of the Pennsylvania NewsMedia Association ("PNA") and the American Society of News Editors.

## ARTICLE III OFFICES

- 3.1 Office. PSNE headquarters shall be at 3899 North Front Street, Harrisburg, Pennsylvania, or such other location in Pennsylvania as the members may from time to time determine.

## ARTICLE IV MEMBERSHIP

- 4.1 Members. PSNE shall have five classes of Members as follows:
- 4.1.1 Active Members. Active Members shall pay dues, are entitled to vote, and Directors of PSNE shall be elected from Active Membership only, except as otherwise set forth in these rules. Active Membership shall be open to persons who are employees of PNA members in good standing.

4.1.2 Associate Members. Associate Membership shall be open to (a) members who leave the news business temporarily or (b) teachers of journalism.

4.1.3 Honorary Life Members. Honorary Life Members are entitled to vote but may not hold office and shall not be assessed dues. Honorary membership shall be conferred by the Board in its sole discretion to former members who have retired from active daily work in the profession and who have earned such membership through their efforts in the profession and on behalf of PSNE

4.1.4 Inactive Members. Inactive Members are not entitled to vote or hold office and shall pay one-half of the dues assessed of the Active Members. Inactive Membership shall be open to any retired PSNE Member upon written request to the Board.

4.1.5 Student Members. Student journalists at colleges or universities who work for print or digital school news publication are not entitled to vote or hold office and shall pay dues as determined by the Board.

4.2 Voting. All voting of Members, Directors and Officers shall be done in person or by participation through telephone or video conference during meetings as specified in Section 6.12.

## **ARTICLE V MEMBERSHIP/DUES**

5.1 Means of Support. PSNE shall be supported in part by dues and such income as may be derived from approved services and projects.

5.2 Dues. The Board shall establish the annual dues for all categories of membership.

## **ARTICLE VI. DIRECTORS**

6.1 Compensation. PSNE Directors shall serve without compensation.

6.2 Number of Directors/Terms. PSNE shall have a Board of Directors consisting of a minimum of twelve (12) Directors as follows:

6.2.1 Up to twelve (12) Directors, who shall be elected to three-year revolving terms. At each spring quarterly meeting, four (4) regular board terms will expire; and

6.2.2 Four (4) Officers, all of who shall be chosen from among existing Directors and who shall also continue to act as Directors during their term as Officers; and

6.2.3 Honorary Members shall also serve as Directors for an unlimited term, but shall not count for purposes of constituting a quorum. For example, if there are twenty Directors currently sitting on the Board, and two of them are Honorary Member Directors, a quorum for purposes of a Board meeting would be ten non-honorary Member Directors.

6.2.4 The two (2) immediate past Presidents shall serve as ex officio Directors for two years following their terms as President and shall have full rights and responsibilities of Directorship.

Each Director shall hold office until the expiration of the term for which s/he was elected and until a successor has been selected and qualified or until the earlier death, resignation or removal of such Director. If a Director is elected as an Officer mid-term or a Board position become vacant, the Board shall be empowered to fill the vacancy on the Board. The appointed Board members must stand for reelection to the remainder of the term at the next annual meeting.

6.3 Elections. New Directors and Officers shall be nominated and elected by the majority of Active and honorary Members present and voting at the Spring quarterly meeting. Voters must vote for as many candidates as there are vacancies.

6.4 Nominating Committee. The Nominating Committee shall be composed of at least three PSNE Members appointed by and serving at the discretion of the President. Membership on the Nominating Committee shall be restricted to current and past PSNE Officers. The Committee shall nominate candidates, from among the Active Members of PSNE, for vacant Board positions and for Officerships, prior to the Spring Quarterly Meeting. The nominating process will be as open as possible and include gathering suggestions for nominees from the Membership. Nominees will be ratified by the Board before being taken to the

Membership for a final vote. Active and Honorary Members may nominate candidates from the floor at the Spring Quarterly Meeting.

- 6.5 Removal by Directors. Any Director, including Honorary Member and Advisory Board Directors, may be removed from office, without the assignment of any cause, by a vote of the majority of the Directors in office at any duly convened meeting of the Board, provided that written notice of the intention to consider removal of such Director is in the notice of the meeting. A Director shall not be removed without having the opportunity to be heard at such meeting, but a formal hearing procedure need not be followed. A Director automatically shall be removed when s/he misses three consecutive official Board meetings. An official Board meeting is a quarterly board meeting or a special meeting called pursuant to provisions 6.9 or 6.10. A Director removed from office shall be eligible for reelection to the Board after a period of not less than one (1) year after removal.
- 6.6 Unanimous Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if a majority of board members participate.
- 6.7 Regular Meetings. Regular meetings of the Directors shall be held quarterly, or as determined by the Board.
- 6.8 Special Meetings. Special meetings of the Directors may be called by the President or by one quarter of the Directors at any time. At least five (5) days' notice stating the time, place and purpose of any special meeting shall be given to the members of the Board.
- 6.9 Continued Meetings. When a meeting is not finally adjourned but continued to another time or date, it shall not be necessary to give any notice of the continuation or of the business to be transacted at a continued meeting, other than by announcement at the meeting at which such continuation is taken.
- 6.10 Teleconference/Videoconference Meetings. One or more Directors may participate in a meeting of the Board of any committee thereof by means of a conference telephone, video conference, or similar communications equipment by which all persons participating in the meeting can hear each other. In order to comply with attendance requirements in these Rules, Board members must participate in at least one official meeting of the Board in person each year.

## ARTICLE VII. OFFICERS

- 7.1 Compensation. Except as otherwise set forth herein, the Officers of PSNE shall serve without compensation.
- 7.2 Duties of Officers. Officers, as between themselves and PSNE, shall have such authority and perform such duties in the management of PSNE as is provided by or pursuant to these Rules or in the absence of controlling provisions in these Rules as is determined by or pursuant to resolutions or orders of the Board of Directors.
- 7.3 Positions, Election. There shall be four (4) Officers of PSNE: a President, a First Vice President, a Second Vice President and a Secretary/Treasurer. At the end of each term, the President shall become an ex-officio Director, the First Vice President shall assume the Presidency, the Second Vice President shall assume the First Vice Presidency and the Secretary/Treasurer shall assume the Second Vice Presidency. The Members shall elect a Secretary/Treasurer from among the Directors at the Spring quarterly meeting. The Officers shall be elected by the Active Members and Honorary Members at the Annual Meeting and shall serve for a term of one (1) year and until their successors are elected and qualified.
- 7.4 Consecutive Terms. Officers may be elected for consecutive terms.
- 7.5 President. The President shall serve as the Chairperson of the Board of Directors, preside at all meetings of the PSNE and its Directors; shall generally supervise the business of PSNE and shall have such authority and perform such other duties as set forth in this Charter and as the Board of Directors may from time to time designate. The President or his or her designated appointee shall execute documents on behalf of PSNE. The President shall be an ex officio member of every PSNE committee. The President shall appoint members of all committees which are created by the Board.
- 7.6 Vice-President. A Vice President shall have such powers and perform such duties as the Board of Directors may prescribe or as the President may delegate. A Vice President shall in the absence of the President preside at meetings of the Board of Directors in ranking order.
- 7.7 Secretary/Treasurer. The Secretary/Treasurer shall assist the President and shall perform such other duties as may be prescribed by the Board or by the President. The Secretary/Treasurer shall review

the minutes of meeting and quarterly financial reports prepared by PNA staff prior to quarterly meetings to assist staff in anticipating board discussion.

- 7.8 Removal of Officers. Any Officer or agent may be removed by the Board whenever in its judgment the best interests of PSNE may be served thereby.
- 7.9 Resignations. Any Director or Officer may resign such position at any time. Such resignation is to be made in writing and shall take effect at the time of its receipt by PSNE, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation shall not be required to make it effective.
- 7.10 Filling Vacancies. If the position of any Officer becomes vacant, for any reason, the Directors may choose a sitting Director who shall hold such office for the remainder of the term.

## ARTICLE IIX QUORUM

- 8.1 Quorum At any duly authorized regular or special meeting of the Board, a simple majority of the Board membership, excluding Honorary Members, must be present to constitute a quorum for the transaction of business. Full Board membership includes the Officers. The Directors present at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of enough Directors to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to such time and place as they may determine. In the case of any meeting called for the election of Directors, those who attended the second of such meeting, although less than a quorum as fixed in this section shall nevertheless constitute a quorum for the purpose of election of Directors. In the case of any meeting called for any other purpose, those who attend the second of such adjourned meetings, although less than a quorum as fixed in this section, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting if written notice of such second adjournment meeting stating that those Directors who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter is given to each Director at least ten (10) days prior to the day named for the second adjourned meeting.

**ARTICLE IX.  
COMMITTEES**

- 9.1 Establishment of Committees. The Board may establish one (1) or more committees. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all the powers and authority of the Board, except that committee shall not have the power or authority to: fill vacancies on the Board; adopt, amend or repeal these Rules; amend or repeal any resolution of the Board or membership; act on matters committed by these Rules or by resolution of the Board or members to another committee of the Board; or remove Officers.
- 9.2 Appointment of Committee Members. Unless otherwise determined by the Board, the President shall appoint members of all committees. In addition to those members appointed by the President or other appointing authority, the officers of PSNE and the President shall serve as voting members ex-officio of all committees. Each committee of the Board shall serve at the pleasure of the President.

**ARTICLE X.  
RULES OF ORDER**

- 10.1 Robert's Rules of Order shall be authority in all meetings of PSNE.

**ARTICLE XI.  
AMENDMENTS**

- 11.1 These Rules, may be amended by majority vote of the Board of Directors after written notice to all board members. The written notice shall be provided electronically unless otherwise requested by a board member and shall include a copy of the proposed amendment or summary of the changes.

**AMENDED AND RESTATED AS OF THIS \_\_\_\_ DAY OF \_\_\_\_, 2017.**

