

# DRAFT of NAHJ bylaws amendments (PUBLIC)

## Current/existing bylaws:

<https://nahj.org/wp-content/uploads/2020/08/Amended-Restated-NAHJ-DC-Bylaws-06-20-1.pdf>

## Committee members:

Arelis R. Hernández, Barbara Rodriguez, Cristina Silva, Dino Chiecchi, Geraldine Cols Azocar, Keldy Ortiz, Luis Joel Méndez González, Mc Nelly Torres, Wil Cruz and Robert Hernandez (chair).

## AGENDA Sept 26, 2020

- Recap process timeline
  - Explain why emergency meeting was called
- Goal of the meeting: Board votes to put bylaw amendment proposals onto the ballot
- Present and discuss each concept
- Vote per concept to put on the ballot
- Next steps

## Legend:

XX -- Represents the new language and proposed change

XX -- Represents original language to be deleted or changed

XX -- Intact original language

\*Note: Unless otherwise specified, all approved changes shall take immediate effect.

## Student Representative

**Members: Luis Joel Mendez Gonzalez | Wil Cruz | Arelis Hernandez**

## 5. Student Members

Student Members consist of persons engaged in a program of ~~full-time~~ study in a recognized educational institution of higher learning. A Student Member has the right to vote in the election of the Student Representative to the Board of Directors and the right to vote for the entire Board. ~~but otherwise does not have the right to vote on matters submitted to the vote of the members.~~ ~~A Student Member is entitled to be elected to the Board of Directors as the Student Representative, but otherwise does not have the right to serve as a director or officer of the Association.~~ A Student Member is entitled to be elected to the Board of Directors only as the Student Representative.

## 6.2 Composition of the Board of Directors

The members of the Board of Directors shall consist of (i) the nine (9) officers of the Association ~~who are designated as directors in Section 7.1~~, (ii) the eight (8) Regional Directors elected in accordance with Section 6.3, and (iii) the Student Representative.

#### 6.4 Student Representative

- a. Qualifications. The Student Representative must be a Student Member in good standing of the Association and a ~~full time student~~ at a recognized and accredited institution of higher learning who has demonstrated an interest in journalism ~~broadcast or print journalism or new media~~.
- b. Election and Term. The Student Representative shall be elected exclusively by the Student Members and shall serve a one-year term, whether or not a successor is elected at the next annual meeting. The election of the Student Representative shall be held in conjunction connection with the annual meeting of members (or if an annual meeting of members is not held or a Student Representative election is not held at the annual meeting, at a special meeting that may be called for that purpose by the Board of Directors).
- c. Nominations. In order to qualify as a candidate for election as the Student Representative, the candidate must receive the nomination of at least twenty-five (25) or, if there are fewer than twenty-five (25) Student Members in good standing, at least five percent (5%) of the Student Members in good standing. Unless otherwise determined by the Board of Directors, nominations must be received no later than the 35th day preceding that date of the membership meeting at which the election is to be held. The names of all candidates who are duly nominated shall be placed on the ballot.
- d. Voting. The Student Representative is a member of the Board of Directors and has the right to vote on all matters before the Board of Directors.

#### 8.3 Quorum and Vote Required

- a. Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except that, if quorum is not present, a majority of the directors present may adjourn the meeting to another time and place.
- b. Vote Required. If a quorum is present, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors, unless a greater vote is required by law, the Association's Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of one or more directors, if any action taken is approved by at least a majority of the directors required to constitute a quorum.
- c. No Voting by Proxy. No directors may grant a proxy to any other person (including another director) to vote or take any other action on behalf of such director at any meeting of the Board of Directors, a committee thereof, or otherwise.
- d. Voting Directors Only. All references in this Section 8.3 to directors shall be interpreted to mean voting Directors only.

## BALLOT SECTION: STUDENT

### Elections

Members: Dino Chiecchi | Keldy Ortiz | Cristina Silva

### ARTICLE V Meetings of Members

5.12

#### (c) Voting Requirements.

C. Voting must begin prior to the NAHJ annual conference and results announced at the gathering. In the event the annual meeting is delayed, a vote of the membership must take place no later than the second Friday of October of that year. The Board must not cancel an election.

### ARTICLE VIII Meetings of the Board of Directors

#### 8.1 Annual Meeting

The newly-elected Board of Directors shall hold an annual meeting immediately meet following the election of directors at the annual meeting of members for the purpose of addressing organizational matters, including the appointment of committees and the appointment of officers, if any, that are not subject to election by the members, and the transaction of any other business.

#### 5.8 Vote required

(b) Election of Directors and Officers. In the election of directors and officers, the candidate receiving the greatest number of votes among the candidates for the position shall be elected. The outgoing board members will immediately become non-voting ex-officio and remain on the board for 30 days in a transition period. At the end of 30 days, the outgoing board members are removed from the board.

#### 8.5 Executive Sessions

The Board of Directors or the President, acting in his or her capacity as the chairperson of a meeting of the Board of Directors, may at time, and with or without prior notice, determine that all or any portion of a meeting of the Board of Directors shall be held in executive session. *A motion must be made in open session with the stated purpose, with a recorded vote, to go into executive session. The reasons for moving into executive session must be one of the following: legal matters, land acquisition or personnel matters. The motion on any action must be made in open session, and recorded by the secretary, and the vote must be made in open session. The vote also shall be recorded in the minutes.*

## **BALLOT SECTION: ELECTION**

## Transparency

Members: **Mc Nelly Torres** | **Barbara Rodriguez** | **Keldy Ortiz** | **Cristina Silva**

### ARTICLE V

#### Meetings of Members

##### 5.7 Quorum 8

- a. Quorum Requirement The presence, in person or by proxy, of one-third (1/3) of the members entitled to vote shall constitute a quorum for the transaction of business at a meeting of members, unless the Board of Directors shall specify that a lesser percentage of the members entitled to vote shall constitute a quorum and such lesser percentage shall be disclosed in the notice of the meeting. In no event may the lesser percentage specified by the Board of Directors be less than 10% of the members entitled to vote.
- b. Loss of Quorum. The members present at a duly called meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.
- c. *At every gathering where there is a quorum of the Board of Directors and action taken, minutes must be taken and published.*

### ARTICLE VIII

#### Meetings of the Board of Directors

##### 8.6 Meeting Notices

- a. Timing of Notice. The Secretary, or his or her designee, shall give notice of each meeting of the Board of Directors, or any committee thereof, to each director, or to each committee member, at least 10 days prior to the date of the meeting.
- b. Content of Notice. The notice of the meeting shall state the date, time, and location for the meeting. If no location for the meeting is specified in the notice, the meeting shall be held at the principal office of the Association. The notice may include a general statement of the business to be transacted at the meeting, but the Board of Directors, or committee thereof, shall not be limited in its consideration of matters at the meeting to only those identified in the meeting notice.
- c. Manner of Notice. Notice of the meetings shall be in writing and shall be given to each director entitled to notice by one or any combination of the following methods:
  - i. Personal delivery.
  - ii. First- class mail, postage pre- paid, to the address furnished by the director for such purpose.
  - iii. Facsimile transmission to the number furnished by the director for such purpose.
  - iv. Email to the address furnished by the director for such purpose.
  - v. Through any other tangible, electronic, or other medium approved in advance by the Board of Directors by means of which notices are permitted to be given under the District of Columbia Nonprofit Corporation Act.
- d. *A notice of meeting including a copy of the agenda shall be delivered to the membership at least a week before the meeting and later published on the Association's website as soon as a meeting*

has been called. In the event of an emergency meeting, the membership will be notified as soon as possible prior to the meeting via the website. The purpose of the emergency meeting shall be stated.

## Article XI

### 11.1 Association Books and Records

- a. Membership and Board of Directors Proceedings. The Association shall keep as permanent records the minutes of all proceedings and other actions of members and of the Board of Directors and all committees thereof and publish on the Association's website records pertaining Board of Directors' meeting minutes within two business days after the Board approves them. Board of Directors' meeting minutes shall include the voting records when the Board of Directors takes a vote.
- b. Accounting Books and Records. The Association shall maintain accounting books and records showing in reasonable detail the assets and liabilities and the receipts and disbursements of the Association. The Association shall publish on the Association's website all financial budgets and/or statements approved by the board annually; annual audits and annual information returns (990s) within two-business days after such documents are completed and approved by the board. NAHJ's website shall keep at least 5 years of such documents.

**\*Note: We expect the previous bylaw change to be effective Jan. 1, 2021**

### 11.4 Reports to Members

- a. Reports Generally. *The Board of Directors shall issue to the members of the Association reports, annually.*
- b. Annual Financial Statements. *The Association shall publish on the Association's website and provide to any member upon a written request, the Association's latest annual financial statements, including a statement of operations for, and a balance sheet as of the end of, the last completed fiscal year.*
  - i. If the financial statements have been reported on by a certified public accountant, the accountant's report shall accompany the financial statements delivered to the member.
  - ii. If the financial statements are not reported on by a certified public accountant, the financial statement shall be accompanied by a statement of the President or the Financial Officer stating the reasonable belief of such officer as to whether the financial statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation and (ii) describing the 27 respects in which the statements were not prepared on the basis of accounting consistent with the statements prepared for the preceding year.

## BALLOT SECTION: TRANSPARENCY

Notice of meetings must be delivered to the membership with a copy of the agenda at least a week before a meeting.

Membership must be notified in the event of an emergency meeting and state the reason for the emergency meeting.

Board meeting minutes, annual financial budgets, 990s and audits must be published annually on the membership's website or equivalent after Board's approval.

The Board must state the reason - legal matters, land acquisition, personnel matters - for moving into executive session. The motion of any action must be taken in open session and recorded by the secretary. At every gathering where there's a quorum of the Board of Directors and an action is taken, minutes must be taken and published.

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**NOTE:** Below is a summary of results from the Bylaws Committee Recommendations form we sent to members:

[https://docs.google.com/forms/d/e/1FAIpQLScdz9pFPDgNtJQh6H6bToZHJ-d\\_clu9jL6a1cJO8UWfOoHAiQ/viewform?usp=sf\\_link](https://docs.google.com/forms/d/e/1FAIpQLScdz9pFPDgNtJQh6H6bToZHJ-d_clu9jL6a1cJO8UWfOoHAiQ/viewform?usp=sf_link)

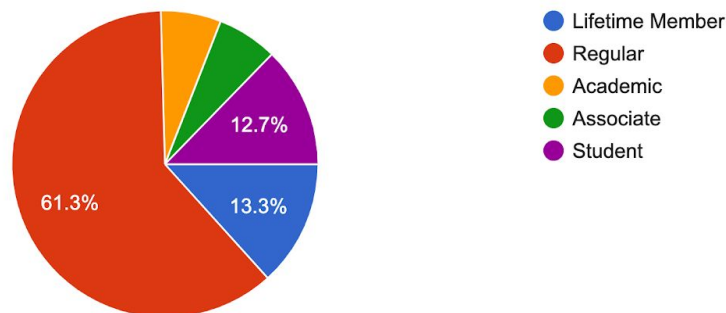
## Results from Bylaws Priorities form

Last updated: July 18

**Participants:** 173

**Membership type:**

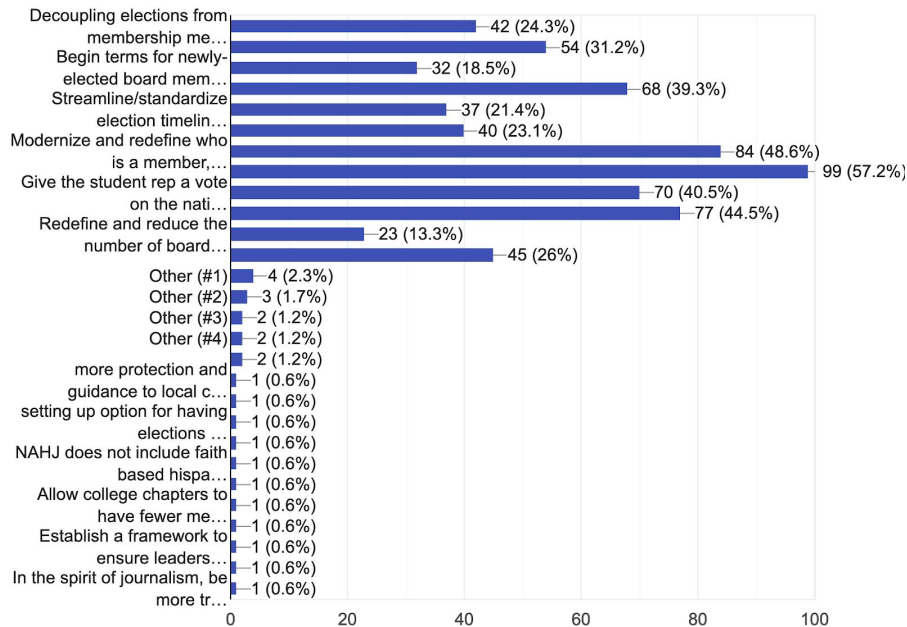
Membership type  
173 responses



**Top FOUR priorities:**

### Select your top FOUR priorities

173 responses



### Fugly Translation:

- 99 votes: Require document transparency by posting on the website (ex. Minutes, approved, audits, 990s, etc.) Transparency Subcommittee
- 84 votes: Modernize and redefine who is a member
- 77 votes: Establish a process to penalize or remove a member who violates organization's Code of Conduct
- 70 votes: Give the student rep a vote on the national board
- 68 votes: Require membership approval to postpone or cancel elections
- 54 votes: Set an annual date for elections each year
- 45 votes: Re-examine regional representation
- 42 votes: Decoupling elections from membership meetings/conventions
- 40 votes: Streamline/standardize the candidacy and eligibility requirements
- 37 votes: Streamline/standardize election timelines
- 32 votes: Begin terms for newly-elected board members to start in January
- 23 votes: Redefine and reduce the number of board members

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Feedback collection form: <https://bit.ly/nahj-bylaws-2020-feedback>