

Public Media Journalists Association Bylaws

Proposed Changes 1/4/23

ARTICLE 1 NAME AND LOCATION

1.01 The name of this national, non-profit organization founded in 1985, shall be Public Radio News Directors Incorporated (PRNDI) dba Public Media Journalists Association.

1.02 PMJA shall be operated out of the offices of the President and/or in any other localities as determined by the Board of Directors.

ARTICLE 2 MISSION

2.01 Public Media Journalists Association supports, empowers and advocates for journalists working in public media. In that endeavor we seek to foster high ethical standards in the practice of journalism through:

- Providing training and networking opportunities that allow our members to improve and excel in their work, giving outlets a venue for sharing innovations and best practices
- Working for greater diversity, equity and inclusion throughout public media
- Championing members working to create environments free of discrimination and harassment
- Creating and cultivating pathways to support diverse leadership.
- Advocating for a society where journalism can be practiced freely without threat

ARTICLE 3 MEMBERSHIP

3.01 Membership composition and eligibility

- News Organization - Any organization producing original journalism for distribution via the public media system. All individuals working for the news organization will qualify for membership benefits.
- Media Professional - Individuals working outside of a member News Organization to advance public media journalism such as freelancers, educators, and consultants.
- Supporter - Organizations and businesses that support public media journalism. All individuals working for the Supporter will qualify for membership benefits.
- Student - Individuals who are high school students and students attending a two-year or four-year college or university. Graduate students also are eligible if not employed full-time with a News Organization.

3.02 Voting - Each dues-paying Member except Students shall have the right to one vote on matters requiring a vote of the members. Each organizational member is a single member and

entitled to a single vote. Each organizational member counts as a single member and is entitled to a single vote.

3.03 Dues are paid by members annually.

ARTICLE 4 BOARD OF DIRECTORS

4.01 Directors - The Board shall consist of seven (7) Directors . Directors must be paid Members of the association in good standing. At least 4 of the Directors shall be individuals who are journalists at a Member news organization. The Board shall make efforts to ensure news organizations represent the size diversity of the membership.

4.02 Nominations - Any member can become candidates for election to the Board of Directors as follows:

- The Bylaws & Governance committee shall be charged with receiving the nominations, ensuring nominees are qualified and willing to serve, and that any requirements for Board composition are met.
- Members are invited to nominate themselves or other members for election to the board.
- Each nominee must present their qualifications and interest in the organization.
- The Bylaws & Governance committee shall present a slate of nominees to the Board for election.

4.03 Terms - The term of each Director shall be two (2) years, unless that person has been elected by the Board to serve for the remaining term of a Director who has left office in midterm, in which case the new Director shall serve such remaining term.

4.03.01 The terms of the members of the Board shall be staggered such that the terms no more than four (4) of the members of the Board shall be expected to expire each year.

4.03.02 No Director shall serve more than three (3) full terms in succession.

4.04 Elections - The members of the Board of Directors shall be elected by the directors at the regular meeting of the board in May of each year. New board members will take office at the July meeting of the board.

4.05 Officers - The officers shall consist of a President, Vice President, Secretary and Treasurer. One person may hold the office of Secretary and Treasurer. The duties of each office are:

- President - The President must have served on the board for a minimum of one year prior to running for this office. The President is responsible for presiding at all meetings of the association including those of the Board of Directors. The President is empowered to act in the name of the Association in matters not specifically outlined in the bylaws with the approval of the Board of Directors.

- Vice-President - The Vice President will be responsible for taking on the duties of the President in the event that the President is unable to fulfill their obligations or in the event that the President resigns or is removed from office.
- Secretary - The Secretary will be responsible for maintaining accurate records and meeting minutes for each board meeting. The Secretary will monitor the association's activities to make sure the actions follow the bylaws.
- Treasurer - The Treasurer shall consult with the Executive Director or a designee in recording and reporting on PMJA's financial activities. The Treasurer will work with staff to prepare and present reports on the financial status of the association to the board at least quarterly. A financial report shall be made to the membership annually at the organization's annual business meeting.

4.05.01 Officers will be elected from among the current sitting board members at the first board meeting following the annual election of board members. In the event of an officer vacancy, the Board will elect a replacement to serve for the remaining term of the officer.

4.06 Meetings

- The board will schedule at least 9 meetings a year - meetings can be held electronically or in person.
- A majority of the current board will constitute a quorum.
- Emergency meetings can be scheduled at the request of any board member or the ED - a majority of members must agree to an emergency meeting.
- Board votes can be conducted at any meeting.
- Electronic voting can take place outside of board meetings at the request of the President. Any electronic votes should be recorded in the minutes of the next regular or special meeting of the board.

4.07 Removal from office - Any officer or director on the Board of Directors can be removed from office by a two-thirds majority vote of the board.

4.07.01 Any officer or director on the Board of Directors can be removed from office on written request of 25% of active members and subsequent approval by a majority of those members who cast ballots in a regular or special meeting of the membership.

ARTICLE 5 EXECUTIVE DIRECTOR

5.01 The Board of Directors may hire and employ an Executive Director who shall serve at the will of the Board. The Executive Director shall make such reports at the Board meetings as shall be required by the President of the Board. The Executive Director shall be a non-voting ex-officio member of the Board an ad-hoc member of all committees.

ARTICLE 6 BUSINESS MEETING

6.01 The business meeting shall be held annually

6.02 A special meeting of the membership can be called by written request of 25% of active members of the organization.

6.03 The Board shall provide at least 10 business days notice to the membership of any regular or special meeting.

6.04 Any meeting of the membership can be held in-person or wholly electronically.

6.05 A quorum of the membership shall be defined as the number of Members present at any business meeting.

ARTICLE 7 AMENDMENTS OF BY-LAWS

7.01 The by-laws may be amended by a simple majority vote of the Board of Directors provided that at least 10 business days notice of the proposed amendments are provided to all members.

7.02 The by-laws also may be amended on written request of 25% of active members and subsequent approval by a majority of those members who cast ballots in a regular or special meeting of the membership.

ARTICLE 8 POLICIES

8.01 The Board shall maintain a policy manual that includes but is not limited to the following:

- Financial
- Conflict of Interest
- Code of Conduct
- Employment policies