



# BOARD GOVERNANCE MANUAL

## PUBLIC MEDIA JOURNALISTS ASSOCIATION

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## INTRODUCTION

In the following sections, PMJA has outlined its basic governance policies and procedures. While the policies stated herein may not be the only policies of the organization, this manual should serve as the main procedural guidance for governance of the organization. Changes to this policy can be made by a simple majority vote of the current PMJA Board of Directors.

## SECTION 1: GENERAL GOVERNANCE POLICIES

### Mission & Vision

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 stations 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

### Governance Principles/Processes

- 1) The Board governs the Association on behalf of the Membership, the Executive Director and the Staff.
- 2) The Board is a governing body that speaks with one voice or not at all.

- 3) The Board hires the Executive Director. The Executive Director hires all other employees. The Executive Director is accountable to the Board as a whole. Individual Board members, including the President and committees, lack the authority to direct the activities of the Executive Director.
- 4) The Board states the expected ends (goal or result) directing the Executive Director to determine the “means” to achieve these ends.
- 5) The process of developing policy will generally start with proposals from the Board or the Executive Director and staff. The Board will refine those proposals and vote on the policy statement.
- 6) When the Board approves policy, the Executive Director is empowered to enforce that policy and make decisions about implementation subject to Board review.
- 7) The Board evaluates the Executive Director solely on the basis of performance, written policies and expectations. The Executive Director oversees and supervises all other staff.
- 8) Board committees are to assist and advise the Board on policy issues. Each committee will have a staff advisor – either the Executive Director or a staff designee.
- 9) Executive Session:
  - a) Board meetings shall be open to the membership except when Executive Session is officially announced by the Board President. Executive Sessions shall be used rarely, and most typically for the following reasons: performance appraisal of the Executive Director, disciplinary proceedings involving the Executive Director and litigation.
  - b) The Board President and the Board itself may convene an Executive Session. A Board member may also request an Executive Session by contacting the Board President in advance, and specifying the reason for such a session.

- c) The Board may include no one else or anyone else it chooses in an Executive Session.
- d) Within 24 to 48 hours of an Executive Session that does not include the Executive Director, a report of any decisions made by the board will be delivered to the Executive Director by the board president or a designee.

## **Governance Style**

- 1) The Board will govern with a style which emphasizes outward vision, encouragement of diversity in viewpoints, strategic leadership, clear distinction of Board and staff roles, collective decision-making, and a focus on the future. Consequently, the Board will:
  - a) Be accountable for accomplishment of its obligations;
  - b) Direct, control and inspire the organization through careful establishment of the broadest written policies which reflect the values and perspectives of the membership;
  - c) Focus chiefly on intended long term impacts, not on the administrative or programmatic means of attaining those ends;
  - d) Be an initiator of goals and policies, not merely react to staff initiatives;
  - e) Use the expertise of individual members to enhance the ability of the Board as a body, rather than to substitute their individual values for the Board's values;
- 2) The Board will evaluate and regularly discuss the Board's own process and performance and ensure the continuity of its governance through development of Board members. Evaluating will include orientation of the new members and periodic Board discussion of governance process.

- 3) The Board will consider the key determinant of organizational financial health in developing goals and priorities.

## Revenue

- 1) The PMJA Board affirms the position that core funding for operations remains the responsibility of the board and the staff.
- 2) PMJA will seek and maintain revenue streams that fit within its core mission and values. New programs will be approved by the Board. All revenue streams will be included in the annual budget.
- 3) PMJA will accept outside sponsorship funds based on the following policy:
  - a) Sponsorships and partnerships are defined as mutually beneficial exchanges whereby Public Media Journalists Association (PMJA) receives funds, products or in-kind services from a sponsor or partner. The sponsor in turn benefits from recognition and affiliation with Public Media Journalists Association.
  - b) Recognition will promote the sponsor's name and service or product. PMJA will not endorse any product or service of its sponsors.
  - c) PMJA welcomes alliances with organizations that can help us fulfill our goals and benefit our membership. We will consider all types of alliances that can provide support, directly or indirectly, to our mission.
  - d) We reserve the right to refuse or suspend any sponsorship opportunity that is judged to be unsuitable or inappropriate to the advancement of our goals, including journalistic integrity.
  - e) General conference sponsorship agreements do not include native advertising opportunities or control or inclusion in PMJA training or conference content. However, PMJA will consider sponsored content at its conference or through other means as long as it is clearly identified as such.
- 4) In keeping with the organization's belief of "no margin, no mission" the board will make every effort to see that existing and new programs generate a positive revenue stream. Programs of PMJA should not be operated at a loss.

## **Asset Protection**

- 1) The Executive Director will protect and maintain the assets of PMJA.
- 2) The Executive Director will ensure adequate insurance policies are in place to protect Board members, staff, and the organization itself.

## **Budgeting**

- 1) The Executive Director will consider the Board's priorities, protect the financial integrity of the organization, and demonstrate an acceptable level of foresight.
- 2) The Executive Director and/or a designee will work with the Treasurer and President to develop an annual budget no later than November 1 each year. The board should approve an annual budget prior to the start of the January 1 fiscal year.

## **Financial Stability**

- 1) The Executive Director will ensure the financial health and stability of PMJA and the effective and efficient use of financial resources.
- 2) The Executive Director will not expend more funds than have been received in the fiscal year unless budgeted.
  - a. Expenditures above the budgeted line item must be reported to the Board when the line item exceeds 125% of budget or is over \$500, whichever is greater.

- 3) Any expenditure in excess of 10% of the annual operating budget for the purchase of a single item or service should have bids from three (3) suppliers if possible. These bids will be reviewed by the Executive Director and designated staff. The bid award must be specifically approved in advance by the Executive Director.
- 4) Board approval is required to indebt the organization.
- 5) Board approval is required to move funds from the investment account to the operating account.
- 6) The operating account must have enough funds to settle payroll and debts in a timely manner.
- 7) The Executive Director, staff designated by the Executive Director, and the Board Treasurer will be signors on the operating account of the organization.
- 8) Tax payments must be paid in a timely manner and by the deadline set by the taxing agency.



## SECTION 2: BOARD ROLES AND RESPONSIBILITIES

### Role of the Board

The role of the Board is to act as trustees for membership of PMJA. The Board is responsible for creating vision for the association, articulating its values and principles, setting goals, developing effective governance policy, meeting and monitoring standards.

- 1) Accordingly, the contributions of the Board will be to:
  - a) Determine what PMJA should accomplish or provide;
  - b) Determine if PMJA delivers service efficiently and effectively;
  - c) Support the members of PMJA.
- 2) Articulate the vision, values, and principles which form the foundation for policies.
- 3) Write governing policies which, at the broadest levels define:
  - a) Ends: mission, vision, goals, impacts, benefits and outcomes
  - b) Governance Process: specifications of how the Board conceives, carries out and evaluates its own role;
  - c) Board-Executive Director relationship: How authority is delegated and evaluated;
  - d) Executive Authority: establishes the boundaries within which all executive activity and decisions must take place.

- 4) Employ an Executive Director. When the need arises to hire a new Executive Director, the board shall approve a hiring procedure that includes publicly seeking applications to fill the open position.
- 5) Evaluate the Executive Director's performance based on organizational goals and written policy.
- 6) Evaluate the board's effectiveness and use the results of monitoring to improve performance by:
  - a) Reviewing existing policies;
  - b) Revising existing policies;
  - c) Formulating new policies.

## **Role of the Board President**

- 1) The President assures the integrity of the Board's process and, secondarily, occasionally represents the Board to outside parties. The President is the only director authorized to speak for the board (beyond simply reporting Board decisions), other than specifically authorized instances.
- 2) The President ensures that the Board behaves in a manner consistent with its own rules and those legitimately imposed upon it from outside the organization.
- 3) Deliberation will be fair, open and thorough, but also efficient, timely, orderly and kept to the point. The authority of the President flows from the bylaws, Board policies on Governance process, and Board/Executive Director relationship, except where the Board specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.
  - a) The President is empowered to chair Board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).

However, with the approval of the Board, the President may assign responsibility for chairing the Board meetings to other individual Board members.

- b) The President has no authority to make long-term, permanent decisions about policies created by the Board. Therefore, the President has no authority to individually supervise or direct the Executive Director.
  - c) In an emergency situation involving alleged misconduct of the Executive Director, when it is impossible to canvass or convene other Board members, the President may take appropriate action. The President will advise the whole Board as soon as possible.
- 4) In the temporary absence of the President, the Vice President shall assume all rights, obligations and authority of the President. In the event of Presidential resignation or a condition that prevents the President from carrying out his/her duties, the bylaws determine the process for naming a replacement for the President.

### **Role of the Board Members**

The board of directors is legally and ethically responsible for all activities of the organization. Members elected to the PMJA Board also serve as members of the PMJF Board.

The board as a whole will:

- Determine how the organization will carry out its mission through long and short-range planning
- Adopt an annual budget and provide fiscal oversight
- Orient and develops board members who are elected by membership
- Hire and evaluates the performance of the executive director
- Evaluate its performance and overall performance of the organization in achieving the mission
- Establish policies for the effective management of the organization
- Serve as an active advocate and ambassador for the organization.

- Engage in identifying and securing the financial resources and partnerships necessary for the organization to advance its mission.

Each individual board member is expected to:

- Understand and promote the organization's mission
- Be familiar with the organization's programs, policies, and operations
- Attend board meetings and appropriate committee meetings
- Actively chair at least one committee
- Offer to take on special assignments
- Review agenda and supporting documents prior to meetings
- Participate in activities and special events
- Serve as an awards judge
- Strictly adhere to conflict of interest and confidentiality policies

Each individual board member will commit to the time and personal resources to:

- Attend monthly virtual board meetings
- Chair one of PMJA's committees
- Attend the annual board retreat in the fall (travel, lodging and meals paid by PMJA)
- Assist in planning the annual conference
- Attend the annual conference (registration paid by PMJA, board member pays travel and lodging)
- Make a donation of any amount to the Public Media Journalism Foundation

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

## **Board Member Code of Conduct**

The Board and its members will operate in an ethical and businesslike manner. This commitment includes proper use of authority and appropriate decorum when acting on behalf of the Board. Consequently, Board Members will:

- 1) Avoid any real or perceived conflicts of interest.

- 2) Conduct themselves in a manner which represents the organization in a positive light, taking no private action that will compromise the Board or staff and its decisions.
- 3) Not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.

## **Remuneration and Reimbursement for Expenses**

- 1) Board membership is voluntary. There will be no remuneration to board members for serving on the PMJA board or committees. Costs will be covered under the following circumstances:
  - a) Travel, lodging and meals for the annual board retreat will be paid by PMJA.
  - b) PMJA provides each board member with a complimentary conference registration for the annual conference. Travel, lodging and any meals not included in the conference registration are not the responsibility of PMJA.
  - c) With prior approval from the Board.
  - d) When travel/transportation expenses are incurred and documentation supplied.

## **Board Committees and Mandates**

- 1) The Board may form committees and working groups as necessary. Committees will have defined charges to guide their work. The charges will be published on the organization's website. Working groups can be formed when a need is identified and a goal or outcome can be articulated.

- 2) All Board Committees are chaired by a board member or board designee who reports to the Board regarding Committee business, decisions and activities.
- 3) The Executive Director or a designee staffs committees of the board ex-officio (no vote). The Executive Director or a designee acts in a resource and coordinating capacity in relation to the particular committee (e.g. ensuring that meeting notices are sent, minutes are taken and distributed, relevant material is compiled and distributed, and other necessary resources are made available as required).
- 4) Minutes must be taken at all committee meetings. A copy of all Board and Committee minutes is filed and is available to all board and staff members, with the rare exception of minutes of a private personnel review.
- 5) At its discretion, the Board of Directors may from time to time alter the number and name of standing committees by a majority vote.

## **SECTION 3: BOARD/EXECUTIVE DIRECTOR RELATIONS**

### **Delegation to the Executive Director**

PMJA's Board and Executive Director enjoy a shared commitment to the goals and policies of the organization. The relationship between the Board and the Executive Director is intended to be one of collaboration and mutual respect. To that end:

- 1) All authority delegated from the Board to staff is delegated through the Executive Director so that all authority and accountability of staff, as far as the Board is concerned, is considered to be the authority and accountability of the Executive Director.
- 2) The Board will direct the Executive Director to achieve defined results, through the establishment of policies.
- 3) The Executive Director is authorized to establish all further policies, recommend new Board policies to the Board, make all decisions and take all actions as long as they represent a reasonable interpretation of the Board's policies.
- 4) The Board may change its policies, thereby changing the latitude of choice given to the Executive Director. The Board and the members will respect and support the Executive Director's choices. It is the responsibility of the Executive Director to keep the Board informed.
- 5) Information or assistance may be requested by individual Board members, officers, or committees, but if such a request – in the Executive Director's judgement – requires a material amount of staff time or funds or is disruptive, the request may be redirected to the Board for further discussion.



## Communications

- 1) All communications within PMJA will support the mission, vision, values and goals of the Board.
- 2) The Executive Director will generally serve as the main spokesperson for the organization.
- 3) In consultation with the President and with notice to the board, the Executive Director may sign on to public statements from like-minded media organizations regarding journalistic standards, ethics, and advocacy for the safety of journalists and freedom of the press.
- 4) The Executive Director is authorized to draft public statements from PMJA regarding issues facing public media in general, journalism as a craft and related topics.
  - a) The Executive Director will keep the Board President informed of any statements drafted.
  - b) The Board President may request a vote of the board for any drafted statement that may be construed as controversial.
  - c) In this event, the board is expected to vote via electronic means no more than 24 hours after the request is made.
  - d) The Executive Director can request approval in less than 24 hours.

## Emergency Contingencies

It is the responsibility of the Executive Director and staff to keep adequate records of the organization including financial records, minutes of all meetings, legal documents and historical records. In order to avoid any confusion in the event of staff change-over, sharing of those records will follow these guidelines:



- 1) The Business Manager will handle daily record-keeping of the organization's finances under the direction of the Treasurer and the direct supervision of the Executive Director. The Board Treasurer, Executive Director and Business Manager will all have full access to the financial books of the organization.
- 2) PMJA staff will maintain pertinent documents and historical records in a cloud drive.
- 3) The Board will have access to governance documents such as the Executive Directors employment contract, insurance policies and other documents as necessary shared online.
- 4) PMJA staff will use a multi-user secure password management system for all organization login credentials. The Board President and Treasurer will each be given access to shared credentials.

## **Evaluating Executive Director's Performance**

- 1) Evaluating the performance of the Executive Director is synonymous with the evaluating of the organization's performance against Board policies. Performance will be monitored against annual goals set by the Executive Director and approved by the Board.
- 2) The Board of Directors will provide an annual performance review of the Executive Director prior to the budgeting process. The review will be in writing and the Board President – either alone or in conjunction with another board designee - will recap the written review with the Executive Director.
- 3) The Executive Director will review staff prior to the annual budgeting process and provide budget recommendations for payroll increases to the Board.

## **General Executive Constraint**

- 1) The Executive Director will ensure that PMJA operates legally, ethically and prudently. The Executive Director will ensure that the organization follows all Board policies or contractual agreements with funders or partners.

- 2) The Executive Director will not cause or allow any practice, activity, decision or organizational circumstance which is either imprudent, discriminatory, unlawful or in violation of community accepted sound business and professional ethics, or is inconsistent with policies of the Board or contractual agreements with funders or partnerships.
- 3) The Executive Director follows the current PMJA Code of Ethics.

### **Treatment of Staff**

- 1) The Executive Director will treat paid and volunteer staff in a fair and dignified manner.
- 2) PMJA will not participate in or tolerate any discrimination based on gender, race, ethnicity, sexual orientation or any other protected status.
- 3) The Executive Director will develop personnel procedures that provide for effective grievance handling and protect employees against wrongful conditions.
- 4) If a grievance is filed with the Executive Director and a staff member feels the grievance is not being handled appropriately, that staff member may elevate the grievance to the board level through a written complaint.

## APPENDIX

## Appendix 1: Statement of Ethics

### PMJA Statement of Ethics (approved 7/2024)

Public Media Journalists Association (PMJA) is committed to the highest standards of journalistic ethics and working with newsrooms to create a healthy and sustainable newsroom culture. As PMJA members, we must report with fairness and integrity while creating welcoming and inclusive workplaces for all journalists. These goals can be accomplished through the following principles:

#### The Pursuit of Truth:

- Journalism is the rigorous pursuit of truth and requires constant practice of fairness, balance and accuracy. As public media journalists, truth and fairness are our guiding lights and we must take every step necessary to ensure these principles are upheld.
- Below are the pillars for success outlined by PMJA:
- **Fairness:** We must focus on fairness through compassionate and thorough reporting. This includes treating all sources with the same level of respect and hearing from a variety of voices. It also means taking the time to ask “Why are we telling this story?”
- **Integrity and Trust:** As members of PMJA, we understand that holding others accountable is part of our job, but we should also practice the highest level of integrity by holding ourselves accountable. Integrity is not only necessary to gain the trust of our audiences and our local communities but also the trust of those within our newsrooms. Leaders at all levels must set the example of high ethical standards each day, and outline clear expectations for what integrity looks like. In addition, we must not take advantage of the trust given to us by sources, our audience, or fellow journalists. This means acting with good intentions, accepting feedback with grace and correcting our mistakes promptly.
- **Transparency:** We must be clear with our intentions and never deceive or mislead our sources or audience. We must be transparent in our reporting process and be willing to explain to the public how and why a story came to be.
- **Compassion:** We must strive to minimize harm and understand the impact our reporting might have on a specific individual or group. This includes respecting the right to a fair trial and an assumption of innocence.
- **Independence:** We must operate independently and away from outside influences. This means guarding against conflicts of interest and disclosing them if they arise. We will not accept compensation or gifts of any kind in return for coverage. We will not make donations of any kind to political candidates or political action committees. We will build firewalls between our journalism and our station license holder and its governing body.

- **Personal Bias:** A journalist must use self-reflection to avoid personal biases. While it is impossible to recognize all our biases, it is our responsibility to challenge ourselves to examine our blind spots and educate ourselves.

#### **Diversity, Equity and Inclusion:**

- PMJA values equity, inclusion and dignity for all members. Leaders should strive to create newsrooms reflective of all communities and implement a culture of fairness and acceptance. PMJA member organizations should support all journalists, regardless of background, identity and perspective. We recommend newsrooms have systems in place to recognize and rectify shortcomings in areas of diversity and inclusion. This includes, but is not limited to:
- Adjust programming and coverage to reflect a diversifying population.
- Prioritize putting non-white and gender-diverse staff into leadership positions.
- Move away from unpaid internships, recognizing these perpetuate diversity issues within newsrooms.
- Evaluate pay equity.
- Allow open conversation about diversity and inclusion among staff and leadership.
- Set newsroom/station goals regarding diversity and inclusion.

#### **Positive Newsroom Culture:**

- A positive newsroom culture is never optional. PMJA members must help create open, welcoming and employee-focused workplaces that nurture growth and creativity. This can be accomplished by following these guidelines:
- Remember members of a newsroom are people first, journalists second.
- Journalists are often asked to cover heavy, difficult and even dangerous stories. Have systems in place to check on a reporter's well-being and mental health.
- Encourage open conversation about the mission of the station.
- Prioritize diversity and inclusion within the newsroom.
- Ensure pay equity among all staff.
- Be unafraid to challenge an "it has always been done this way" mindset.
- Listen to newsroom members and accommodate reasonable requests.
- Have clear behavioral and journalistic expectations for staff

## Appendix 2: Grievance Policy

### Public Media Journalists Association Grievance Policy (approved 8/2024)

#### Purpose

The Public Media Journalists Association (PMJA) is committed to providing a work environment free from discrimination, harassment, or unfair treatment. This grievance policy establishes a fair and respectful process for PMJA staff members and volunteers to raise concerns and seek resolution.

#### Who can use this policy?

This policy applies to all PMJA staff members, including full-time, part-time, and temporary employees, as well as volunteers.

#### What issues are covered?

This policy covers a wide range of concerns, including but not limited to:

- Discrimination or harassment based on race, color, religion, national origin, sex, sexual orientation, gender identity, age, disability, or veteran status.
- Unfair treatment, including unequal pay or benefits (for staff), retaliation, or violation of volunteer agreements or employment policies.

#### Informal Resolution

Staff members and volunteers are encouraged to attempt to resolve concerns informally with their supervisor, another member of the PMJA leadership team, or the Volunteer Coordinator (if applicable). The goal of an informal resolution is to address the issue directly and promptly.

#### Formal Grievance Procedure

If an informal resolution is not possible, staff members and volunteers may file a formal grievance.

1. **Grievance Submission:** File a written complaint that is clearly labeled as a grievance with the Executive Director and the PMJA President outlining the nature of the complaint and the desired outcome.
2. **Investigation:** The Executive Director, or a designee from the Board of Directors not involved in the complaint, will conduct a prompt and impartial investigation. This may involve interviewing the staff member/volunteer, witnesses, and any other relevant parties. If the complainant requests it, a third-party investigator may be appointed to conduct the investigation.
3. **Meeting:** The investigator will meet with the staff member/volunteer to discuss the findings of the investigation and propose a resolution.

4. **Appeal:** If the staff member/volunteer disagrees with the proposed resolution, they may appeal the decision in writing to the Board of Directors. The Board will review the case and issue a final decision.

### **Timelines**

- PMJA will make a good faith effort to complete the investigation within two weeks of receiving the grievance.
- The Board of Directors will aim to issue a final decision within two weeks of receiving an appeal.

### **Confidentiality**

PMJA will maintain the confidentiality of all parties involved in the grievance process to the extent possible. However, PMJA may disclose information as necessary to conduct a thorough investigation or comply with legal requirements.

### **Retaliation**

PMJA prohibits retaliation against any staff member or volunteer who files a grievance in good faith.

### **Revision**

This grievance policy may be revised by the PMJA Board of Directors.

### **Contact Information**

For any questions about this grievance policy, please contact the Executive Director.

## Appendix 3: Unlimited Vacation Policy

### INTRODUCTION

At Public Media Journalists Association, we take pride in our employees' incredible work ethic, and we want to reward and recognize that by offering an unlimited vacation policy. Instead of a traditional vacation or sick day policy, you can request time off as you see fit. No vacation days will accrue, no time off will expire, and you won't see any mention of vacation time on your pay stubs.

We have adopted this policy because it embraces two key parts of our company culture: **trust in each other** and **a great work-life balance**. We believe that in order to do your best work, you should get the time you need for rest, rejuvenation, or recovery. This policy is also based on a mutual trust between you, your team, your manager, and the company as a whole.

Instead of accruing and tracking vacation time, you can simply plan the vacation time you'd like to take off with your manager and your team. The time off is yours to enjoy (or just there when you need it), as long as you follow the company guidelines detailed below!

### WHO IS ELIGIBLE FOR UNLIMITED VACATION?

This policy applies to all full-time and part-time employees of PMJA.

### WHAT CAN THE TIME OFF BE USED FOR?

The time off is yours, to use as you see fit! You can use it for vacations, staycations, weddings, illness, family illness, emergencies, mental health days, doctor's appointments, or any other personal matters that might require you to take time off from work.

### HOW THE POLICY WORKS:

**All time off requests are subject to approval by your manager.** Managers approve vacation time on a first-come, first-served basis. Not all time off will be approved, but it is pretty rare for a time off request to be denied.

Some situations where it might be denied are very long-term requests of 3 or more weeks, or recurring time off, like every Friday. In other instances, it may not be possible to have multiple people out during the same week, or if your presence is required for a critical event.



**Give as much notice as possible.** For planned absences, it's best to put in the request 2-4 weeks in advance. For unplanned absences, please let your manager know as soon as possible.

**Use it!** There are a lot of reports that unlimited time off gets used less than the traditional methods. To ensure that all of our employees are getting the benefit of our vacation policy, you should be taking a *minimum* of 10 days off each year. This is in addition to our twelve paid holidays:

New Year's Day

Martin Luther King Jr. Day

Memorial Day

Independence Day (Fourth of July)

Labor Day

Thanksgiving

Friday after Thanksgiving

Christmas Eve

Christmas Day

New Year's Eve

2 floating holidays

**This policy covers sick days.** Included within this unlimited paid time off policy are paid sick days. Requests to use sick days should follow the same procedure outlined in this document. Since these days are included within this policy, they do not roll over or accrue.

**Unused vacation days do not get paid out.** Your ability to take paid time off is not a form of additional wages for services performed but is part of our promise to provide a flexible work schedule—including your ability to decide when and how much time to take off.

**This policy doesn't cover all forms of leave.** This vacation policy may not be used as a means to extend other types of leave, such as FMLA, Parental, Short- or Long Term Disability, leaves required by state law, and other extended leave situations. These types of leave are all handled separately and addressed later in this policy.

**This policy is built on trust!** If an employee's performance declines significantly due to abuse of this policy, PMJA reserves the right to review the employee's use of this policy and determine if discipline or termination is appropriate.

## HOW TO REQUEST TIME OFF

Request your time off through your immediate supervisor. Once approved, add the time off to your calendar.

Beyond that, employees are encouraged to:

- Communicate and collaborate with their team to ensure everyone takes leave without disrupting operations.
- Plan to delegate, postpone, or otherwise manage projects that will be affected by their time off.
- Prep any files, information, contact names/numbers that their coworkers might need.

## FMLA-eligible Leave

PMJA is small enough (less than 50 employees) that we are not required to abide by the requirements of the federal Family and Medical Leave Act, which provides eligible employees with up to twelve (12) weeks of unpaid, job-protected leave per year. However, in our effort to provide a quality work environment for our employees, we aim to exceed minimum requirements of FMLA by

- 1) offering job protection for up to twelve (12) weeks even though we are not mandated to do so,
- 2) providing job protection after only six (6) months of service instead of twelve (12) months as provided for in the Act, and
- 3) offering paid time off for up to four (4) weeks.

For companies required to abide by FMLA, the following reasons are covered under the Act:

- For the birth and care of the newborn child of an employee;
- For placement with the employee of a child for adoption or foster care;
- To care for an immediate family member (i.e., spouse, child, or parent) with a serious health condition; or
- To take medical leave when the employee is unable to work because of a serious health condition.



PMJA's policy aligns with and recognizes the same reasons as outlined above. However, PMJA does not require at least twelve (12) months of service for leave eligibility, instead, requiring only six (6) months of full-time service for eligibility.

For any FMLA-eligible situations, such as welcoming a child, dealing with a serious health condition, or to become a care giver for a family member with a serious condition, PMJA limits paid time off to four (4) weeks. Employees may take additional unpaid time off, up to twelve (12) weeks, with a supervisor's or the Executive Director's prior approval. As a small association, paid time off past four (4) weeks will not be approved and job protection past twelve (12) weeks will not be provided. However, depending on the circumstances of the employee's needs, flexible work arrangements (such as part-time work) may be considered and will be left to the employee and supervisor to agree upon and document in writing.

*The company will review this policy annually and address any issues.*



## Appendix 4: PMJA Bylaws

### PMJA Bylaws – approved 2/28/23

#### 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. All directors will be elected from the membership at-large. Four of the board seats will be reserved for individuals who are journalists at a Member news organization.

4.02 Nominations - Any member can become a candidate 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 Committee and the Board will make efforts to ensure news organization represent the size diversity of the membership.
- The Bylaws & Governance committee shall present a slate of nominees to the membership for election.

4.03 Terms - The term of each Director shall be two (2) years, unless that person has been appointed 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 in an online election to be held in May of each year. New board members will take office at the July meeting of the board.

4.05 Officers - 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.

4.05.01 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.

#### 4.06 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

## **Appendix 5: Insurance Policy Summary**

### **Commercial General Liability Insurance**

Atlantic Casualty Insurance Company (through Hub Insurance Agency, Sturgis, SD  
– Renewal in May)

General Aggregate Limit: \$2,000,000

Products-Completed Operations Aggregate Limit: \$2,000,000

Each Occurrence Limit: \$1,000,000

Damage to Premises Rented To You Limit: \$100,000 (Any One Fire)

Medical Expense Limit: \$5,000 (Any One Person)

### **Directors & Officers Liability Insurance**

United States Liability Insurance Company (through Hub Insurance Agency, Sturgis,  
SD – Renewal in April)

Non Profit Directors & Officers - \$500,000 each claim

Employment Practices - \$500,000 each claim

### **Workers Compensation Insurance**

The Hartford (Coverage for two employees in MA and one employee in SD)

Bodily Injury by Accident - \$100,000 Each Accident

Bodily Injury by Disease - \$500,000 Policy Limit

Bodily Injury by Disease - \$100,000 Each Employee





## Appendix 6: PMJF Bylaws

# BYLAWS OF PUBLIC MEDIA JOURNALISM FOUNDATION

### PREAMBLE

#### MISSION STATEMENT

Public Media Journalism Foundation is a nonprofit corporation dedicated to cultivate and sustain news leaders and elevate quality journalism in local and regional public media.

#### ARTICLE 1.

##### OFFICES AND REGISTERED ACENT

Section 1. Principal Office. The principal office of the Corporation shall be located at 1104 Paisley Terrace Sturgis, South Dakota 57785, or at such other place within the State of South Dakota as the Board of Directors may determine.

Section 2. Registered Office. The registered office of the Corporation required by the South Dakota Non-Profit Corporation Act to be maintained in the State of South Dakota may be, but need not be, identical to the principal office in Meade County, South Dakota and the address of the registered office may be changed from time to time by the Board of Directors.

Section 3. Registered Agent. The registered agent of the Corporation required by the South Dakota Non-Profit Corporation Act to be maintained in the State of South Dakota shall be the registered agent of the Corporation designated by the Articles of Incorporation. The registered agent may be changed from time to time by the Board of Directors.

#### ARTICLE 2.



## MEMBERS

Section 2.1. Membership. The Corporation shall have no members.

## ARTICLE 3.

### BOARD OF DIRECTORS

Section 3.1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. Directors will be representative of the corporation as an organization and will share the mission and goals of the corporation. The Board shall be allowed to do all lawful acts and things that may be necessary, useful, suitable or proper for the furtherance of the purposes of the Corporation.

Section 3.2. Composition. The Board of Directors of the organization will be comprised of no more than 11 members. The members of the Foundation board shall be the current board of the Public Media Journalists Association plus additional members as approved by the Foundation board. This corporation is committed to a policy of fair representation on the Board, which does not discriminate on the basis of race, physical disability, sex, color, religion, sexual orientation, age or any other protected group.

Section 3.3. Term of Office. The term of office for a Board member shall begin immediately following the annual meeting at which such director is elected and shall run for a term of two (2) years following election of such director and until a successor has been elected and duly qualified. An elected director may not serve more than three (3) consecutive two-year terms. Officers elected by the Board, including President, Vice President, Executive Secretary and Treasurer shall be exempt from term limits during such time as they continue to serve as officers. Directors' terms shall be staggered so that no more than sixty percent (60.00%) of the Board complete their terms in any single year. A past director who has completed the maximum number of consecutive terms allowed may seek reinstatement to the board only after an absence of no less than one (1) year.

Section 3.4. Annual Meeting. An annual meeting of the Board of Directors shall be held on the first Sunday in June of each year, or such other time as the Board shall determine, of each year for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The Board of Directors may provide, by resolution, the date, time and place for holding the meeting.

Section 3.5. Regular Meetings. A regular meeting of the Board of Directors shall be held as determined by the Board from time to time. The Board of Directors may provide, by resolution, the time and place for holding regular monthly meetings without other notice than such resolution.

Section 3.6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or any three directors. The person or persons authorized to call special meetings of the Board of Directors may designate the place, at some reasonable location, as the place for holding any special meeting of the Board of Directors called by them.

Section 3.7. Notice of Meeting. Written notice of each meeting, setting forth the date, time and place of the meeting, shall be given to each director at least five (5) days prior to the meeting, except that notice of a special meeting may be given at least twenty-four (24) hours prior to the special meeting. The notice shall be delivered personally, by mail, by electronic mail, or facsimile transmission to each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid to the director's home or business address. If transmitted by electronic mail or facsimile, such notice shall be deemed to be delivered when the transmission is completed. Whenever any notice is required to be given to any director of the Corporation under the provisions of these Bylaws or under the provisions of South Dakota Non-Profit Corporation act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time of the meeting, shall be deemed equivalent to the giving of such notice. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 3.8. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent setting forth the action so taken is signed by all the directors that would have been entitled to vote on the action had a meeting been held.

Section 3.9. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority be present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 3.10. Telephonic or Electronic Participation. Participation in regular or special meetings may be by way of telephonic or other electronic means and such participation by telephonic or other electronic means shall be noted in the minutes of such meeting.

Section 3.11. Voting Requirements. Except as otherwise provided in the Articles of Incorporation or in these Bylaws, a majority vote of the directors present at a meeting at which a quorum is present shall be required for an act or resolution under consideration to constitute an act or resolution of the Board of Directors.

Section 3.12 Conflict of Interest. Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that It prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

Section 3.13. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors, even if the remaining directors constitute less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting of Members or at a special meeting of the Members called for that purpose. A director chosen to fill a vacancy resulting from an increase in the number of directors shall hold office until his or her successor shall have been elected and qualified.

Section 3.14. Compensation. By resolution of the Board of Directors the directors may be paid their expenses, if any, for attendance at any annual or special meeting of the Board of Directors. No director shall receive a salary for his services as a director to the Corporation.

Section 3.15. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action before adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor the action dissented to.

Section 3.16. Removal of Directors. Any Director may be removed, with or without cause, by two-thirds (2/3) vote by ballot, at a regular or special meeting of the Board, provided that notice of the intent to call for such a vote, naming the director to be removed, is given at least twenty-four (24) hours prior to the meeting.

Section 3.17. Resignation of Directors. A Director may resign at any time by giving written notice to the Board, the Chairman or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

Section 3.18. Committees. The Board of Directors by resolution may designate an Executive Committee and one or more other committees. Each committee except the Executive Committee shall consist of one or more directors elected by the Board of Directors and such other individuals selected by the Board of Directors who are willing to serve. The Executive Committee shall consist of the Chairman, Vice Chairman, Secretary, Treasurer and Past Chairman, if any. The Executive Committee shall have and may exercise, when the Board Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the corporation, except election of officers, amending the Articles of Incorporation, amending these By-Laws, recommending to the members the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the corporation otherwise than in the usual or regular course of its business, recommending to the members a voluntary dissolution of the corporation or a revocation thereof, or the filling of vacancies in the Board of Directors or committees created pursuant to this section. The other committees, if any, shall have and may exercise such powers as may be provided in the Resolution of the Board of Directors designating such committee, as such resolution may from time to time be amended and supplemented. The Board of Directors may elect one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee, upon request by the Chairman of such meeting. Each such committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

## **ARTICLE 4.**

### **OFFICERS**

Section 4.1. Number. The officers of the Corporation shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be held by the same person.

Section 4.2. Election and Term of Office. Except as otherwise provided herein, the officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors immediately after the election of the Directors. Officers shall hold office until their successors have been duly elected and qualified unless sooner removed from office as provided herein.

Section 4.3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.5. Chairman. The Chairman shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall generally supervise and control all of the business and affairs of the Corporation. The Chairman shall, when present, preside at all meetings of the Board of Directors. The Chairman shall perform such other duties and exercise such other powers as from time to time may be assigned by these By-Laws or the Board of Directors.

Section 4.6. Vice Chairman. The Vice Chairman shall perform all duties incumbent upon the Chairman during the absence or disability of the Chairman, and shall perform such other duties as from time to time may be assigned by these By-Laws or by the Board of Directors. The Vice Chairman shall automatically become the Chairman when the predecessor's term of office expires or there is a vacancy in the office.

Section 4.7. Secretary. The Secretary shall (a) keep the minutes of the members' and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each director which shall be furnished to the Secretary by such director; and € in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairman or the Board of Directors.

Section 4.8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties, as the Board of Directors shall determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the Corporation in such bank, trust companies or other depositaries as shall be selected in accordance with the provisions of Article 6 of these By-Laws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chairman or by the Board of Directors.

Section 4.9. Assistants. The Board of Directors may designate such assistants to the named officers and delegate to them such duties as the Board or the officer charged with such duty shall determine from time to time.

Section 4.10 Additional Powers. Any Officer of the corporation, in addition to the powers conferred upon him or her by these bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by said Board.

## ARTICLE 5.

### INDEMNIFICATION

Section 5.1. Liability of Directors and Officers. Except as otherwise provided by any provision of law, no person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by such person as a director or officer of the corporation, or of any other corporation which such person serves as a director or officer at the request of the corporation, in good faith, if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of such person's own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which such person had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which such person may be entitled as a matter of law.

Section 5.2. Indemnity of Officers and Directors. Unless provided otherwise by any provision of law, every director and officer or former directors and officers of the corporation shall be indemnified by the corporation against all costs, damages and expenses asserted against, incurred by or imposed upon such person in connection with or resulting from any claim, action, suit or proceedings, including criminal proceedings, to which such person may be made a party by except in such person's being or having been

such director or officer, except in relation to matters as to which a recovery shall be held against such person by reason of such person's having been finally adjudged in such action, suit or proceeding to have been guilty of fraud, willful negligence or willful misconduct in the performance of such person's duty as such officer or director. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such action, suit or proceeding. In the case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial) shall not be deemed an adjudication that such director or officer is liable for such negligence or misconduct or is guilty of fraud in the performance of his duties, if such director or officer was acting in good faith in that he considered to be the best interest of the corporation and with no reasonable cause to believe that the action was illegal. The foregoing rights of indemnification shall be in addition to all right to which officers or directors may be entitled as a matter of law.

## ARTICLE 6.

### CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 6.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any such instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 6.2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6.3. Checks, drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 6.4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositaries as the Board of Directors may select.

Section 6.5 Gifts. The Board may accept on behalf of Public Media Journalism Foundation any contribution, gift, bequest, or devise for the general or for any special purpose of Public Media Journalism Foundation. The Board, on behalf of Public Media Journalism Foundation, shall use, expend,





or donate the income or principal therefore, and devote the same to, the purposes of Public Media Journalism Foundation.

Section 6.5 Corporate Records. The corporation will keep correct and complete books and records of account, and the corporation will also keep minutes of the proceedings of its members, Board and committees having any authority of the Board. It will also keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. Any member or his or her agent or attorney may inspect all books & records of the corporation for any proper purpose at any reasonable time.

## **ARTICLE 7**

### **EXEMPT ACTIVITIES**

Notwithstanding any other provision of the Bylaws, no Director, officer, employee or representative of the corporation shall take any action or carry on any activities by or on behalf of the corporation not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954.

The Corporation is not organized for profit. No member of the Board of Directors, or person from whom the Corporation may receive any property or funds, will receive or will be lawfully entitled to receive a pecuniary profit from the operations of the Corporation, and in no event will any part of the funds or assets of the Corporation be paid as a dividend or be distrusted to, or inure to the benefit of, any member of the Board of Directors. Notwithstanding the foregoing, reasonable compensation may be paid to a Director as set forth in Section 3.14 herein.

## **ARTICLE 8,**

### **FISCAL YEAR**

The fiscal year of the corporation shall begin on January 1 and end on December 31, in each year.

## **ARTICLE 9**

### **DISSOLUTION**



Dissolution of the Corporation shall be governed by the laws of the State of South Dakota. The Corporation may be dissolved by four-fifths (4/5) of the votes of the Board of Directors. In the event of a dissolution, merger or liquidation of this corporation, the assets of this corporation must and shall revert to a charitable or non-profit corporation or association as may be then determined by the Board at the time of such dissolution. The Board will dispose of all of the assets of the corporation to organizations that are then qualified as tax-exempt organizations under section 501(c)(3) of the Internal Revenue code. A court of jurisdiction in the county in which the principal office of the corporation is located will dispose of any assets not so disposed of.

## **ARTICLE 10.**

### **AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Board of Directors.

## **ARTICLE 11**

### **WAIVER OF NOTICE**

Whenever any notice is required to be given to any Director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE 12**

### **MISCELLANEOUS**

Section 12.1. Governing Law. These Bylaws shall be governed exclusively by the laws of the State of South Dakota (exclusive of its laws governing conflicts of law).



Section 12.2. Headings. Headings in this Agreement are for convenience only and shall be deemed irrelevant in construing the provisions of this agreement

Section 12.3. Severability. If any court finds any provision of this Agreement to be invalid or unenforceable, the court shall enforce the provision to the maximum lawful extent; and the court's finding of invalidity or unenforceability shall not affect the validity or enforceability of any other provision of this Agreement.

Section 12.4. Notices. All notices required or permitted to be given hereunder shall be in writing and may be delivered personally, by first-class mail, or by electronic mail. If mailed to Directors, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. Any other notices delivered by mail shall be deemed given three (3) business days after being deposited in the United States mail, postage prepaid, registered or certified mail, return receipt requested. Notices delivered personally shall be deemed given when received. Notices delivered by electronic mail or facsimile shall be deemed to be delivered when the transmission is completed.

Section 12.5. Entire Agreement. This Agreement and the agreements executed in conjunction herewith constitute the entire agreement between the parties. Each additional agreement shall be considered incorporated into this Agreement. Any amendments, or alternative or supplementary provisions to this Agreement, must be made in writing and duly executed by an authorized representative of each of the parties hereto.

Section 12.6. Binding Effect. The terms of this Agreement shall be binding on the parties, their heirs and all other legal representatives.

#### **CERTIFICATE OF BY-LAWS**

Amendments to the original bylaws (dated June 19, 2018) were approved by a vote of the board of directors at a meeting on June 12, 2021.



## Appendix 7: Conflict of Interest Policy

*Public Media Journalists Association (PMJA)*

### Article I – Purpose

The purpose of this policy is to protect the interests of Public Radio News Directors Inc. dba *Public Media Journalists Association (PMJA)* by: (a) preventing the personal interest of the Board, Employees, and Independent Contractors from interfering with their duties to the organization and (b) avoiding any unethical financial, professional, or political gain on the part of such individuals. The intent of this policy is to supplement, not replace, any applicable federal, state, or local laws regarding conflicts of interest.

### Article II – Persons Concerned

This statement applies to Board Members, Officers, and all Employees who can influence the governance and actions of PMJA. This includes anyone who makes financial decisions, might be referred to as “management personnel,” or have proprietary information regarding *PMJA*.

### Article III – Procedures

#### 1. Duty to Disclose

Each Member, Director, Officer, Employee, and any other Interested Person is under an obligation to disclose the existence or potential existence of a Conflict of Interest as it arises.

#### 2. Investigating Conflicts

When a potential Conflict of Interest is disclosed, the Board will then provide the individual with an opportunity to disclose all material facts. The Board will collect all pertinent information and question the involved parties. If it turns out that a conflict does not exist, the inquiry will be documented but no further action will be taken.

#### 3. Addressing a Conflict of Interest

If the Board determines that a conflict of interest exists, they will take the appropriate actions to address the conflict. This may include (but not be limited to): (a) prohibiting any Interested Parties from voting on any matter related to said Conflict of Interest or (b) terminating employment with PMJA.

Affected parties both within and outside of PMJA, including directors, employees, and independent contractors, will be notified. If the Conflict of Interest in question involves a member of the Board, that individual will be excused from deliberations.

#### 4. Disciplinary Action

All conflicts of interest will be reviewed on a case-by-case basis. The board has full discretion to deem what disciplinary action is appropriate and necessary for disclosed conflicts of interest. If the governing officers reasonably believe a member or staff member failed to disclose an existing or possible Conflict of Interest, it shall inform the individual of the rationale for such belief and grant the individual an opportunity to explain the alleged failure to disclose the Conflict of Interest. After hearing the individual's response and investigating further as warranted by the circumstances, the governing officers may take appropriate disciplinary action, including removal from the position at the organization.

#### 5. Notice of Annual Statements

Every Member, Director, Officer, Employee, and any other Interested Person must sign a Conflict of Interest Disclosure Statement upon said individual's term of office, employment, or other relationship with PMJA and must do so annually. Failure to sign does not nullify the policy.

#### **Article IV – Acknowledgment**

By signing, the individual named below understands what constitutes a Conflict of Interest and understands the procedure for addressing them with PMJA, including their duty to disclose any known or potential conflicts of interest.

The signee agrees to abide by the procedures set forth by this policy for the duration of their relationship with PMJA.

**THIS POLICY WILL BE SIGNED BY ALL PMJA BOARD MEMBERS ANNUALLY AND KEPT ON FILE WITH THE ORGANIZATION**

## Appendix 8: On the Record Policy

PMJA believes in a free and untethered press, but also recognizes that allowing conference attendees a space to speak freely and “off the record” can be a critical component of building strong relationships within the public media system. Therefore, the following policy will be observed during PMJA events:

- Unless specifically noted as “off the record” all main sessions and break-out sessions at PMJA events should be considered to be on the record conversations. Requests for sessions to be “off the record” must be approved by the PMJA Conference Committee
- Speakers at the PMJA Conference should assume that anything they say in their session is considered on the record.
- All meet-up and roundtable conversations should be considered off the record conversations.
- All press intending to report on any portion of the conference must identify themselves as such to organizers, and will be asked to wear a “press” ribbon on their name badges.
- We respectfully request that all reporters confirm a participant’s willingness to be quoted before including them in an article/story.