

ARTICLE I

Name and Purposes (expanded name for article)

Section 1. NAME. (entirely new section) These By-laws constitute the code of rules adopted by the Illinois News Broadcasters Association (Corporation) for the regulation and management of its affairs.

Section 2. PURPOSES. (moved from section 1 to section 2) The purposes of the Corporation are to promote ~~radio and television as news media~~ news as an integral element of broadcast and other electronic forms of media, to preserve and protect the people's right to know, to ensure the free flow of information, to improve professional standards, to encourage the exchange of information among members, to foster programs of education for news on broadcast and other electronic forms of media, to provide scholarships and internships to deserving students in post-secondary programs, to recruit worthy persons into the ~~industry~~ Corporation, (all references to Illinois News Broadcasters Association, organization or association have been changed to Corporation with a capital C throughout the document) to honor individuals and organizations making significant contributions to broadcast and other electronic forms of media and to the state of Illinois and to honor broadcast and other electronic news journalists who have distinguished themselves in their profession.

The ~~organization~~ Corporation qualifies as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of ~~1954~~ 1986 (or the corresponding provision of any future United States Revenue Code.) (deleted the parentheses around ending phrase)

The Corporation also has such powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of the State of Illinois.

ARTICLE II

Offices

The Corporation shall have and continuously maintain ~~in this state~~ a registered office and a registered agent whose office is within the ~~S~~state (all references to state have been changed to a lower case 's') of Illinois or a media market adjacent to the state of Illinois (added) as the ~~Board of Directors or~~ general membership may from time to time determine.

ARTICLE III

Members

SECTION 1. QUALIFICATION FOR MEMBERSHIP. (new section, establishing overall qualifications, using the old intro to Classes of Members as the base)

Membership in the Corporation shall be open to ~~persons engaged in the reporting, writing, editing and broadcasting of news for radio, television and/or cable radio and television~~ electronic news professionals in radio, television and all digital media serving the state of Illinois; to ~~persons engaged in broadcast~~

~~and/or cable news education at colleges and universities~~ **electronic journalism educators and students** in the **state of Illinois and media markets serving the state of Illinois;** **(added)** and **to** other persons interested in promoting the ideals **(changing from ideas to ideals)** of the Corporation. **All such memberships may be granted provided such persons are not engaged in activities that conflict with the goals or Code of Ethics of the Corporation. (moved from old Article III.1.A.1. to this section so it applies to all classes – it removes the word ‘outside’ that had preceded activities)**

~~SECTION 1. CLASSES OF MEMBERS. The corporation shall have six (6) classes of members. The designation of such classes and the qualifications of members in such classes shall be as follows:~~

~~1. Voting membership in this Corporation may be vested in those persons enumerated above who are primarily engaged in the reporting, writing, editing or broadcasting of news for broadcast licensees, cable radio and television stations, recognized news services or networks serving the State of Illinois. Provided, however, that persons so engaged and employed shall be headquartered in the State of Illinois or in metropolitan areas adjacent to the State of Illinois AND IS NOT ENGAGED IN OUTSIDE ACTIVITIES THAT CONFLICT WITH THE GOALS OF THE ORGANIZATION.~~

~~Voting membership in this Corporation may also be vested in those persons primarily engaged in broadcast and/or cable news education at colleges and universities in the State of Illinois, or students of those institutions who are interested in broadcast and/or cable news.~~

~~2. Associate membership may be vested in those other persons who are enumerated in Paragraph A, or who are otherwise employed or interested in the purposes of this Corporation.~~

~~3. Honorary membership may be conferred on those who have made significant contributions to the purpose of the Corporation.~~

~~4. Charter membership is conferred on those persons qualified under Paragraph A who registered at the first general meeting of the Illinois News Broadcasters Association. Charter members may be voting members subject to the provisions of Sections 4,5,6, and 7 of this Article and the payment of annual dues as charged other voting members.~~

~~5. Life membership may be conferred on those voting members of former voting members of the Corporation who have distinguished themselves as broadcast journalists and/or have made significant contributions to the ideals and purposes of the Corporation.~~

~~6. Student non-voting membership may be conferred on those persons who are regularly enrolled students at high schools, colleges and universities in the State of Illinois, in markets serving the State of Illinois OR ILLINOIS RESIDENTS ENROLLED AT COLLEGES OR UNIVERSITIES OUTSIDE OF THE STATE OF ILLINOIS.~~

~~SECTION 2. ELECTION OF MEMBERS. Members shall be elected by the Board of Directors. An affirmative vote of two-thirds of the Board of Directors shall be required for election of persons as voting, privileged and student members.~~

~~An affirmative vote of two-thirds of the Board of Directors and two-thirds of the voting members registered and voting at a general or special meeting of the Corporation shall be required for election of persons as honorary members. An affirmative vote of two-thirds of all the members of the Board of Directors shall be required to recommend persons for life membership in the Corporation. An affirmative vote of two-thirds of the voting membership registered at a general or special meeting of the Corporation shall be required to ratify the Board's recommendation and to grant life membership. The Board of Directors by a two-thirds affirmative vote of all of the members of the Board may confer voting membership on persons qualified for other classes of membership in the Corporation.~~

SECTION 2. CLASSES OF MEMBERSHIP. (entirely re-written to replace above)

1. Voting

- a. Active News Professional. Voting membership in this Corporation may be vested in those persons enumerated in Section 1 of this Article who are primarily engaged in producing news content in the state of Illinois or in producing news content in media markets adjacent to the state of Illinois.
- b. Educator. Voting membership in this Corporation may be vested in those persons primarily engaged in education of producing news content at schools in the state of Illinois or schools in media markets adjacent to the state of Illinois.
- c. Retired News Professional. Voting membership in this Corporation may be vested in those persons who spent a significant portion of their careers as electronic news professionals or educators in the state of Illinois or in media markets adjacent to the state of Illinois, but have since retired.
- d. Life Member. Voting membership may be conferred on those voting members or former voting members of the Corporation who have distinguished themselves in producing news content or have made significant contributions to the ideals and purposes of the Corporation.
- e. Charter Member. Charter membership is conferred on those persons qualified under Section 1 of this article who registered at the first general meeting of the Corporation.

2. Non-Voting

- a. Associate. Non-voting membership may be vested in those other persons who are enumerated in Section 1 of this Article, or who are otherwise employed or interested in the purposes of this Corporation.

b. Honorary. Non-voting membership may be conferred on those who have made significant contributions to the purposes of the Corporation. Honorary membership provides no additional benefits.

c. Student. Non-voting membership may be conferred on regularly enrolled students at high schools, colleges and universities in the state of Illinois and in media markets adjacent to the state of Illinois. Such membership may also be conferred on Illinois residents enrolled at colleges or universities outside the state of Illinois.

d. Out-of-State. Non-voting membership may be conferred on those persons not in the state of Illinois or media markets adjacent to the state of Illinois who would otherwise qualify for voting membership.

SECTION 3. (formerly Section 2) MEMBERSHIP APPROVAL AND REVIEW. (new title, replacing word 'election' with 'approval') Members shall be ~~elected~~ **approved** by the Board of Directors. An affirmative vote of two-thirds of **all the members of (added)** the Board of Directors shall be required for ~~election~~ **approval** of persons as voting, ~~privileged and student~~ and non-voting members of the Corporation, with the exception of honorary and life members.

An affirmative vote of two-thirds of **all the members of (added)** the Board of Directors and two-thirds of the voting members registered and voting at a general or special meeting of the Corporation shall be required for ~~election~~ **approval** of persons as honorary **and life (added)** members. ~~An affirmative vote of two-thirds of all the members of the Board of Directors shall be required to recommend persons for life membership in the Corporation. An affirmative vote of two-thirds of the voting membership registered at a general or special meeting of the Corporation shall be required to ratify the Board's recommendation and to grant life membership.~~

The Board of Directors by a two-thirds affirmative vote of all of the members of the Board may confer voting membership on persons qualified for other classes of membership in the Corporation.

The Board of Directors may at any time review a person's eligibility for membership.

SECTION 4. (formerly Section 3) VOTING RIGHTS. Each voting member of the Corporation shall be entitled to one vote ~~one~~ **on** each matter submitted to a vote of the membership.

SECTION 5. (new section) CHANGES IN MEMBERSHIP CLASS. Members who, through a change of status, no longer qualify for their current membership class may continue in that class, with all privileges therein, until the next renewal of their annual dues, or until the Board of Directors takes action as stated in Section 6 of this Article.

SECTION 6. (formerly Section 4) TERMINATION OF MEMBERSHIP. The Board of Directors by an affirmative vote of two-thirds of all the members of the Board (second reference to Board of Directors within the same sentence will be simply as 'Board' throughout by-laws) may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed as stipulated in Article XIII XII of these By-laws.

SECTION 7. (formerly Section 5) CAUSE FOR SUSPENSION OR EXPULSION. Cause for suspension or expulsion as described in Section 4 6 of this Article will include, but not be limited to the following: misappropriation of any funds or property of the Illinois News Broadcasters Association Corporation, repeated or flagrant violations of the Code of Ethics of the Corporation, or (added) any action which tends to place the Illinois News Broadcasters Association Corporation in public disrepute.

SECTION 8. (formerly Section 6) RESIGNATION. Any member may resign by filing a written resignation with the Executive Secretary, but any such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges accrued and unpaid. Such resignation does not automatically qualify the member for a refund of dues or other payments already submitted to the Corporation. (added)

SECTION 9. (formerly Section 7) REINSTATEMENT. Upon written request signed by an expelled, suspended or terminated (added) member and filed with the Executive Secretary, the Board of Directors may by an affirmative vote of two-thirds of all the members of the board reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 10. (formerly Section 8) TRANSFER OF MEMBERSHIP. Membership in the Corporation is not transferable or assignable.

ARTICLE IV

Meetings of Members

SECTION 1. ANNUAL MEETING. An annual meeting of the members shall be held each year, as near the first Sunday in of October as is practicable, for the purpose of electing Officers and Directors-at-large (drop term at-large throughout, capitalize Officer and Director throughout) and for the transaction of such other business as may come before the meeting. If the election of Officers and Directors shall not be held on the day of the annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members called as soon thereafter as conveniently may be possible. A second general meeting of the membership may be held each

year for the transaction of such business as may come before the meeting excepting the election of ~~e~~Officers and ~~d~~Directors-at-large.

SECTION 2. SPECIAL MEETING. Special meetings of the members may be called either by the President, a majority of the Board of Directors, or not less than ten (10) percent of the members having voting rights.

SECTION 3. PLACE OF MEETING. The Board of Directors may designate any place within ~~or without~~ the state of Illinois **or in a media market adjacent to the state of Illinois** as the place of the meeting for any annual, general or special meeting. If no place for the meeting is designated, the place of the meeting shall be **in the city of (added)** the registered office of the Corporation in the state of Illinois.

SECTION 4. NOTICE OF MEETINGS. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail, fax, phone or **some form of** electronic mail communication, to each member entitled to vote at such meeting by or at the direction of the President, the Executive Secretary, ~~e~~Officers, ~~d~~Directors or members calling the meeting. In case of a special meeting or when required by statute or these By-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered seventy-two (72) hours after being deposited in the United States Mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage paid thereon.

SECTION 5. QUORUM. A quorum at all meetings shall consist of fifty-one percent (51%) of the members entitled to vote and who are registered at such meeting. If a quorum is not present at ~~any~~ **any** meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

ARTICLE V

Board of Directors

SECTION 1. GENERAL POWERS. The affairs of the Corporation shall be managed by its Board of Directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of Directors shall be fifteen (15) including the President, Vice President, Executive Secretary, Treasurer, ~~Recorder,~~ **Recording Secretary**, Immediate Past President and nine (9) Directors-~~at-Large~~. **The President, Vice President, Executive Secretary, Treasurer, and Recording Secretary shall be elected to one-year terms. The Immediate Past President serves until a new President is elected. (specifying that officers are elected to one year terms and specifying the length of the Immediate Past President's service)** **The other nine (9)** Directors-~~at-Large~~ shall be elected for two-year terms with five (5) Directors-~~at-Large~~ to be chosen

during odd-numbered years and four (4) Directors-~~at-Large~~ to be chosen during even-numbered years.

A Director-~~at-Large~~ who is elected to one of the above-named Corporation offices during his or her term on the Board shall serve in that office and his or her position as a Director-~~at-Large~~ shall be considered vacant. If the Director-~~at-Large~~ is elected to a Corporation office during regular elections, a member of the Corporation shall be elected during those same elections to serve the remainder of the unexpired term. If a Director-~~at-Large~~ is elected or appointed to an office at any other time, procedures outlined in Section 9 of this Article shall be followed in naming a member of the Corporation to serve the unexpired term. Directors of the Corporation shall be voting members of the ~~Illinois News Broadcasters Association~~. Corporation. Each Director shall hold office until his successor shall have been duly elected and shall have been qualified, unless the Director is elected to an above-named office or is disqualified from membership.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held prior to the annual meeting of the Corporation. The time and place of this meeting shall be determined by the President or by resolution of the Board and the membership shall be informed of the proposed meeting through the Corporation's regular newsletter or website at least fourteen (14) days in advance of the Board Meeting. The Board of Directors may also specify other regular meetings by resolution and shall notify the general membership as specified in this Section.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President of any five (5) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place of the meeting.

SECTION 5. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least forty-eight (48) hours prior to the time of the meeting. Notice shall be given each Director of the Corporation personally, by mail, or fax, phone or some form of electronic mail communication. The notice shall state the time, place and purpose of the special meeting. If mailed, the notice of a special meeting shall be deemed delivered when deposited in the United States Mail in a sealed envelope bearing the name and address of the Director as it appears on the official records of the Corporation, with postage prepaid. ~~If notice is given by telegram, it shall be deemed delivered when deposited with the telegraph company which shall also be given the names and addresses of all Directors as they appear on the official records of the Corporation.~~ (telegrams do not exist anymore) If delivered personally, notice shall be deemed delivered when the President, his or her designated representative or one of the Directors authorized to call a special meeting informs Directors of the time, place and purpose of the special meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute waiver of notice of that meeting only, except where a Director attends a meeting for the express purpose of objecting

to the transaction of any business on the basis that the meeting is not lawfully called or convened. The business to be transacted and the purpose of any regular or special meetings of the Board of Directors shall be included in the notice or ~~wavier~~ waiver of notice of such meeting.

SECTION 6. ~~QUOROM.~~ QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, however, that if a number less than a majority of the Directors is present at any meeting, a majority of the Directors present may adjourn the meeting from time to time. In such a case, Directors not present at the meeting shall be re-notified of the new time and place of the adjourned meeting under provisions of Section 5 of this Article.

SECTION 7. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these By-Laws.

SECTION 8. ~~MAIL~~ BALLOTING. Notwithstanding the provisions of Sections 4,5,6 and 7 of the Article, the Board of Directors may take official, effective action by mail ballot or some form of electronic mail communication. Provided, however, that each question to be so decided shall, in the opinion of the President and a majority of Directors, be of such significance to the Corporation as to require this procedure. Each question to be so decided shall be ~~written on an individual page~~ separate and distinct and shall contain the question, an explanation of the question, and provisions for each Director to indicate approval or disapproval of the form of action and the question itself. Each Director shall sign each ballot or otherwise indicate his or her consent and return it to the President or the eOfficer designated by the President. The ballots shall be counted ~~and maintained~~ by the ~~Recorder~~ Recording Secretary and maintained by the Recording Secretary as a part of the Corporation's permanent records. The results of the balloting shall be announced to the Directors by return mail or some form of electronic mail communication and ~~the~~ to the general membership in the next newsletter or on the website.

SECTION 9. VACANCIES. For any vacancy occurring on the Board of Directors on or within thirty (30) days of a general membership meeting at a convention, the vacancy shall be filled by the membership at the business meeting of that convention. If the vacancy on the Board of Directors occurs more than thirty (30) days prior to the next convention, the vacancy shall be filled by the Board within thirty (30) days of the vacancy. A Director elected by a majority of the Board of Directors or membership to fill a vacancy shall be elected only for the unexpired term of his or her predecessor in office.

SECTION 10. TIES. In the case of a tie for any office, the tie shall be broken by a lottery by drawing a name from a "hat", with the first chosen being selected for office. Names will be chosen out of the "hat" by one of those people counting the

ballots for that election. In the event of ties for more than one position on the Board of Directors, a lottery shall be held for each position.

SECTION 11. COMPENSATION. Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors, any Director or member of the Corporation may be reimbursed reasonable expenses required for ~~the individual to attend any regular or special meeting of the Board.~~ **conducting Corporation business, excepting mileage reimbursement. (to eliminate the possibility of a board member asking for mileage reimbursement)** Nothing herein shall be construed to preclude any Director or member of the Corporation ~~from~~ **from** serving the Corporation in any other capacity and receiving compensation.

SECTION 12. OPEN MEETINGS. Any regular or special meeting of the Board of Directors shall be open to any voting member of the Corporation, provided, however, that a member who is not a Director may participate in the meeting only at the invitation of the President or a majority of the Directors and may not vote in any circumstance.

SECTION 13. PARLIAMENTARY. (Moved verbatim from previous location in Article VI, Section 11 to fit better with the topic – Article VI deals with Officer duties) Unless otherwise provided by statute or by these By-laws, the latest revised edition of Robert's Rules of Order will govern the conduct of all regular and special meetings of the Corporation.

ARTICLE VI

Officers

SECTION 1. OFFICERS. The ~~e~~Officers of the Corporation shall be the President, Vice President, Executive Secretary, Treasurer, ~~and Recorder~~ **Recording Secretary, and Immediate Past President** and shall rank in that order. Officers shall be elected annually. No person shall concurrently **serve in more than one position as Officer or Director** ~~hold more than one office~~ in the Corporation.

SECTION 2. REMOVAL FROM OFFICE ONLY FOR CAUSE. No ~~e~~Officer or Director shall be removed from office except for cause. Cause for removal shall include, but shall not be limited to: misappropriation of any funds or property of the Corporation, repeated or flagrant violations of the Code of Ethics of the ~~Illinois News Broadcasters Association~~ **Corporation**, malfeasance or misfeasance in office, or any action which tends to place the ~~Illinois News Broadcasters Association~~ **Corporation** in public disrepute.

SECTION 3. REMOVAL. Any ~~e~~Officer or Director of the Corporation may be removed from office by a vote of two-thirds of the members of the Corporation at a regular or special meeting which has been called in compliance with the provisions of these By-~~L~~aws and at which a quorum as defined in Article IV, Section 5 is present. Charges against an ~~e~~Officer or Director may be brought only by a voting member of the Corporation and must be in writing. They must be presented in person or delivered by registered mail to the person or persons

charged and to the President or highest-ranking eOfficer not charged. If all eOfficers are charged, the charges shall be presented to the most Immediate Past President not charged and who is a voting member of the Corporation. The person receiving the charges shall immediately call a special meeting of the Board of Directors which shall name a nine (9) member investigating committee of voting members, no more than four (4) of whom may be Directors. In not less than thirty (30) nor more than forty-five (45) days (added) after being named, the committee shall meet within the State of Illinois to hear evidence, witnesses and arguments on behalf of the person or persons charged and the member or members bringing charges. The meeting shall be announced in compliance with provisions of Article IV, Section 4, and shall be open to all voting members. The findings of the investigating committee and a recommendation of membership action, as approved by a two-thirds vote of the investigating committee shall be presented in writing to a regular or special meeting of the membership within thirty (30) days of the end of the committee hearing. The general membership may act on the basis of written findings and the recommendation of the committee, may call witnesses, review and hear evidence, hear any argument or take whatever steps it deems necessary to determine the facts and to decide whether or not to remove the Director or eOfficer charged.

No charged Director charged shall vote on any matter relating to the charges. No charged Director shall preside over any meeting dealing in any way with the charges against him or her. No charged Director shall sit on the investigating committee and may be suspended from office until a decision is reached by the membership if the Board of Directors so rules by a majority vote.

If more than half the Directors are charged at one time, the powers herein granted the Board of Directors shall pass to the membership.

This section supercedes the provisions of Article V, Section 4 as those provisions relate to the persons authorized to call special meetings of the Board of Directors.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise which occurs on or within thirty (30) days of a general membership meeting at a convention, the vacancy shall be filled by the membership at the business meeting of that convention. If the vacancy occurs more than thirty (30) days prior to the next convention, the vacancy shall be filled by a majority vote of the Board of Directors within thirty (30) days of the vacancy. Any vacancy shall be filled by a majority vote of the membership or the Board of Directors only for the unexpired portion of the term.

SECTION 5. TIES. In the case of a tie for any office, the tie shall be broken by a lottery by drawing the names from a "hat", with the first chosen being selected for the office. Names will be chosen out of the "hat" by one of those people counting the ballots for that election.

SECTION 6. PRESIDENT. The President shall be the principle executive office of the eCorporation and shall in general supervise the business and affairs of the

Corporation. He or she shall preside at all meetings of the members and of the Board of Directors except those dealing with any charges brought under Section 2 of this Article against the President. The President may sign, with the Treasurer or other proper officers of the Corporation authorized by the Board or general membership, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors had authorized to be executed, except in cases delegated by the Board or by these By-Laws or by statute to some other officer or duly appointed officer or agent of the Corporation; and in general shall perform all duties as may be prescribed by the Board or the general membership from time to time.

SECTION 7. VICE PRESIDENT. In the absence of the President or in the event of the inability or refusal of the President to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall be responsible for arranging and signing contracts with hotels or other appropriate venues where any conventions of the Corporation will be conducted. The Vice President shall perform such other duties as from time to time may be assigned him or her by the President, the general membership or the Board of Directors.

SECTION 8. EXECUTIVE SECRETARY. The Executive Secretary shall be the registered agent of the Corporation, shall preserve the minutes of the meetings of the membership and Board of Directors as provided by the Recorder Recording Secretary in one or more books or file folders (added) provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; 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 in accordance with the provision of these By-Laws (deleting reference to affixing seal to documents but still keeping seal)~~ keep a register of the post office address or electronic address (added) of each member; and in general perform all duties incident to the office of Executive Secretary and such other duties as from time to time may be assigned to him or her by the President, the Board of Directors or the general membership. The Executive Secretary shall be familiar with Robert's Rules of Order and serve as the parliamentarian at all regular and special meetings of the general membership and the Board of Directors.

He or she shall prepare or cause to be prepared and shall file with appropriate state and federal agencies any documents which may be required by law or by these By-Laws.

SECTION 9. TREASURER. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such sureties as to be twice the total amount of the financial assets of the Corporation at the time he or she takes office or a greater amount if directed by

the Board. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; 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 banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws.

The Treasurer shall prepare and present to the Board of Directors an annual budget anticipating income and proposing expenditures of Corporation funds. The Treasurer shall in general perform all the duties incident to the office of Treasurer and such other duties from time to time **as (added)** may be assigned by the President, the Board of Directors or the general membership.

SECTION 10. ~~RECORDER.~~ **RECORDING SECRETARY.** The ~~Recorder~~ **Recording Secretary** shall take or cause to be taken the record of annual, general or special meetings of the membership and of the Board of Directors. He or she will provide a written record of such meetings to the Executive Secretary and the President of the Corporation within thirty (30) days of the meeting or meetings. The ~~Recorder~~ **Recording Secretary** will keep an accurate record of resolutions approved by the Board of Directors and general membership in such a manner as to facilitate a complete record of the Corporation's actions. The official actions of the Corporation shall be categorized and summaries provided above each resolution. The ~~Recorder~~ **Recording Secretary** shall keep or cause to be kept a summarized written record of any hearing held under the provisions of Article VI, Section 3 of these By-Laws. A verbatim transcript of such hearings is not required unless ordered by resolution of the hearing body, provided however, that the transcript may be kept either in ~~writing or on audio or video tape recordings.~~ **written or electronic form.** The **Recording Secretary shall also regularly publish a newsletter for distribution to current members of the Corporation, the frequency of which to be determined by the Board of Directors. (added)**

SECTION 11. **(formerly Section 12 - new number because the former Section 11, parliamentary, was moved to Article V)** **IMMEDIATE PAST PRESIDENT.** The last serving ~~p~~President of the ~~organization~~ Corporation shall remain on the ~~b~~Board after his or her term has expired until another ~~p~~President has finished his or her term. The **Immediate** ~~p~~Past ~~p~~President will act in an advisory role. The **Immediate** ~~p~~Past ~~p~~President shall be responsible for coordination and selection of Illinoisian **(corrected spelling)** of the Year. He or she will also act as a liaison between the ~~b~~Board and any student chapters of the ~~organization~~ Corporation. The **Immediate** ~~p~~Past ~~p~~President shall recommend to the ~~b~~Board student chapters that deserve to have recognition of the ~~organization~~ Corporation granted or withdrawn. The **Immediate** ~~p~~Past ~~p~~President shall receive student chapter By-laws and reports for board review. **If the Immediate Past President cannot serve, the current President may appoint another Past President to fulfill those duties with the concurrence of a majority of the Board of Directors. (added)**

ARTICLE VII

Committees

SECTION 1. STANDING COMMITTEES. The Corporation may have standing ~~C~~committees as created by the Board of Directors.

SECTION 2. COMMITTEES. ~~Standing C~~committees may be designated by resolution adopted by a majority of the ~~Officers and~~ Directors at a meeting where ~~a~~ quorum is present, or at a regular or special meeting of the membership of the ~~e~~Corporation at which a quorum is present. Except as otherwise provided in such resolution, chairs of each committee shall be ~~any class of~~ **(added)** membership of the Corporation and shall be appointed by the President. The duties of each committee shall be specified in the resolution establishing the committee. Any committee member may be removed by the appointing authority when in his or her judgment **(corrected spelling)** the best interests of the Corporation shall be served by such removal. Nothing contained in this Section shall prevent the President from appointing fact-finding ~~or ad hoc~~ **(added)** committees, which may be empowered to gather information requested ~~ed~~ by the President and dealing with the affairs of the Corporation.

SECTION 3. TERM OF OFFICE. Each member of a committee shall serve until the next annual meeting ~~of members~~ of the Corporation ~~and or~~ until a successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee or unless such member shall cease to qualify as a member of the committee.

SECTION 4. ~~CHAIRMAN~~. One member of each committee shall be appointed ~~chairman~~ by the President of the Corporation.

SECTION 5. VACANCIES. Vacancies in the membership of any committee may be filled by appointees made in the same manner as provided in the case of the original appointments.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

SECTION 1. DELEGATION OF AUTHORITY. The Board of Directors may authorize any ~~e~~Officer or ~~e~~Officers, Director or Directors, in addition to the ~~e~~Officers so authorized by these By-~~L~~aws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation. Such authority shall be confined to a specific instance unless otherwise stipulated in these By-~~L~~aws.

SECTION 2. ~~CHECKS, DRAFTS, ETC.~~ **FINANCIAL INSTRUMENTS**. 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 two of the following three officers: President, Treasurer, Executive Secretary, unless specific authorization for the signing of such instruments is granted by the Board

of Directors to an agent or agents of the Corporation. ~~All such instruments shall require approval by the Board of Directors unless the Board specifically exempts from such approval expenditures of funds for routine, on-going functions of the Corporation.~~ All such instruments shall require advance approval by the Board of Directors with two exceptions. 1) The Board of Directors may specifically exempt from such approval expenditures of funds for routine, on-going functions of the Corporation. 2) The Board of Directors shall, at the recommendation of the Treasurer, at each regular meeting prior to the annual meeting, establish a maximum amount at which purchases may be made without Board approval. If the threshold is to be changed, the amount shall be approved by two-thirds of all members of the Board of Directors. **(allows officers with signature rights to make small purchases in advance, like flowers for a funeral, without seeking Board approval in advance)** In such cases, the appropriate Officer, Director, committee chair or member **(moving member to the last position in the list of four)** shall report to the Board of Directors the amount of funds expended and the purposes for which they were expended. ~~During the planning and execution of a Corporation convention, funds may be expended on the authorization of the host committee, if those funds are part of convention receipts and are solely for necessary convention expenses. Required signatures shall include that of the convention chairman and one other committee member.~~ **(previous two sentences deleted and replaced by new section 3 below)**

SECTION 3. FINANCIAL CONTROLS FOR CONVENTIONS. The Vice President shall present an initial contract proposal for any convention venue to the Board of Directors prior to signing such contract. The Board of Directors shall approve and/or amend said initial contract after reviewing the capabilities and costs of that venue, including meal costs, meeting room rental rate and overnight room rates and guarantees. Further contract negotiations after the initial review must be approved by both the Corporation President and Vice President. During the planning and execution of a Corporation convention, funds may be expended on the authorization of the host committee, if those funds are sufficient enough and part of convention receipts and are solely for necessary convention expenses. Required signatures shall include that of the convention chairman and one other committee member. **At the three Board of Director meetings prior to each convention, the Chair of the convention committee shall submit to the Vice President a tentative convention budget for Board review and approval.**

SECTION 4. (formerly Section 3) DEPOSITS. All funds of the Corporation shall be deposited from time to time to the credit of the eCorporation in such banks, trust companies or other depositories as the Board of Directors Treasurer may select **subject to approval by majority vote of the Board of Directors if it so chooses. (added)** The Board of Directors Treasurer shall annually designate the depository for the Corporation funds and may do so more frequently if deemed necessary by the Board of Directors.

SECTION 5. (formerly Section 4) GIFTS. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any specific purpose of the Corporation. However, the Board of Directors may not accept any gift, bequest, contribution or device from any individual or organization which is intended to, or gives the appearance of granting any individual, individuals, organization or organizations outside the membership of the Corporation any undue influence or control over the affairs of the Corporation or which in any way compromises the integrity of the Corporation or any of its members.

ARTICLE IX

Student Chapters

SECTION 1. RECOGNITION. Voting members of the ~~Illinois News Broadcasters Association~~ Corporation may request the Board of Directors to recognize groups of student members who wish to form campus-based organizations related to the ~~Illinois News Broadcasters Association~~ Corporation. Recognition may be granted or withdrawn by a two-thirds vote of **all the members of (added)** the Board of Directors, upon a recommendation of the Immediate Past President or presidential designate to be known as the Student Chapter Liaison. The student chapter shall submit to the Student Chapter Liaison a copy of its By-Laws for Board review. This recognition is based on the demonstration of interest in and support ~~of for~~ the goals of the ~~Illinois News Broadcasters Association~~ Corporation. Any action contrary to these By-Laws, the purposes or objectives of the ~~Illinois News Broadcasters Association~~ Corporation will be disavowed and constitutes grounds for withdrawal of recognition. In no way does recognition obligate the ~~Illinois News Broadcasters Association~~ Corporation to any claims which may be brought against any student chapters.

SECTION 2. USE OF NAME. Student chapters of the ~~Illinois News Broadcasters Association~~ Corporation shall be known as "Students in the Illinois News Broadcasters Association" (SINBA). Any chapter using the name "Illinois News Broadcasters Association" or its ~~e~~ insignia (**corrected spelling**) must also make direct reference to the student status of the chapter.

SECTION 3. MEMBERSHIP. Each recognized student chapter shall be made up entirely of members of the ~~Illinois News Broadcasters Association~~ Corporation in good standing. A non-student voting member of the ~~association~~ Corporation who is in good standing shall serve as an advisor. Any assessment of a student chapter membership fee must be approved by the student chapter and the Student Chapter Liaison.

SECTION 4. STUDENT CHAPTER REPORT. Each student chapter shall at each **spring (added)** convention of the ~~Illinois News Broadcasters Association~~ Corporation submit a written or oral report to the Student Chapter Liaison and

Board on past and future activities and finances and should have a student representative at each **spring (added)** convention.

ARTICLE X (article deleted, we no longer issue certificates)

Certificates of Membership

~~SECTION 1. CERTIFICATES OF MEMBERSHIP. The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President, Vice President or Executive Secretary, and shall be sealed with the Seal of the Corporation. If the certificate shall become lost, mutilated or destroyed, a new certificate may be issued upon such terms and conditions as the Board of Directors may determine.~~

ARTICLE XI ~~X~~ (re-numbered)

Books and Records

SECTION 1. BOOKS AND RECORDS. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and shall keep at the registered or principal office of the Corporation a record giving the names and addresses contact information of all members entitled to vote on Corporation business matters. An accurate list of all other members shall also be kept at the registered or principal office of the Corporation. All books and records of the Corporation may be inspected by any member or his **or her** agent or attorney for any proper purpose at any reasonable time.

ARTICLE XII ~~XI~~ (re-numbered)

Fiscal Year

SECTION 1. FISCAL YEAR. The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September in each year.

ARTICLE XIII ~~XII~~ (re-numbered)

Dues

SECTION 1. ANNUAL DUES. Annual dues shall be payable in advance on the first day of the calendar year. **with each individual's membership application.** Dues of a new member shall not be prorated except by a majority vote of the Board of Directors. **Membership renewal requires dues be paid on a member's anniversary date of application with the Corporation. (added)** ~~Student dues shall be paid for the year beginning August first and ending July 31.~~

SECTION 2. AMOUNT OF ANNUAL DUES. **The amount of annual dues shall be reviewed by the Board of Directors at the regular meeting prior to the annual meeting each even numbered year, with a recommendation to be made by the**

Treasurer. (moved last sentence of section to first sentence) If dues are to be changed, the annual dues rate shall be established for each class of membership, except life members, by two-thirds of all members of the Board of Directors. ~~The annual dues of members shall be as follows, effective January 1, 2002: For voting members, thirty five dollars (\$35) for associate members, sixty dollars (\$60) for student members, twenty dollars (\$20). A discount rate of twenty five dollars (25) per individual is available for stations initially sponsoring five or more voting memberships.~~ **(places responsibility for dues changes with the Board, not in the by-laws)** No annual dues shall be assessed those members qualifying as ~~charter, honorary and~~ life members. ~~except when those persons also qualify to be voting members and are accepted as such by the Board of Directors. In such circumstances, they shall pay annual dues in the same amount charged other voting members. The amount of annual dues shall be reviewed by the Board of Directors at the regular meeting prior to the annual meeting each even numbered year, with a recommendation to be made by the Treasurer.~~

SECTION 3. DEFAULT AND TERMINATION OR SUSPENSION OF MEMBERS. When any member of any class shall be in default in the payment of dues for a period of ~~six~~ **four (4)** months **(reflects current practice)** from the beginning of the period for which dues become payable, his ~~or her~~ membership may thereupon be terminated or the member suspended in the manner provided in Article III of the By-Laws. It shall be the duty of the Executive Secretary and the Treasurer to inform the Board of Directors that a member is apparently in default.

ARTICLE ~~XIV~~ XIII (re-numbered)

Seal

SECTION 1. SEAL. The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois."

ARTICLE XV

Waiver of Notice

~~SECTION 1. WAIVER. Whenever any notice whatever is required to be given under the provisions of the General Not for Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the By-Laws of the Corporation, 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 ~~XVI~~ XIV (re-numbered)

Amendments to the By-Laws

SECTION 1. PROCEDURE. These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by two-thirds of the members registered at any regular or special meeting of the Corporation.

SECTION 2. NOTICE. Whenever it is proposed that any of the changes described in Section 1 of this Article be made, written or printed notice stating the exact language of the proposed change shall be delivered as described in Article IV, Section 4 of these By-Laws.

APPENDIX C (deleted from by-laws, duties prescribed in committee descriptions)

~~POLICY STATEMENT ON FINANCIAL REPORTING AND CONTROL FOR CONVENTIONS OF THE ILLINOIS NEWS BROADCASTERS ASSOCIATION~~

~~Six months prior to each convention, the Chairperson of the convention committee shall submit to the Vice President and to the Treasurer of the association's proposed tentative budget for the convention. Either officer may recommend changes in this budget. If the convention committee objects to those changes, the President of the Association shall make the final decision.~~

~~Revised budgets, reflecting developments in convention planning, shall be submitted to the Vice President and to the Treasurer of the Association three months and one month prior to the convention. Either officer may recommend changes in this budget. If the convention committee objects to those changes, the President shall make the final decision.~~

~~Before agreeing to pay any speaker for a convention, a host committee shall get approval to pay such a speaker or speakers from the President and Vice President after consulting with the Treasurer.~~

~~Within one month after the completion of the convention, the convention committee shall submit to the Treasurer of the Association a full and complete list of those persons paying dues at the convention, the amount which each person paid, and the category of membership. In addition, the committee shall submit to the Treasurer an amount from the convention accounts equal to the amount of dues collected at the convention. Within four months after the completion of the convention, the Chairperson of the Convention Committee shall submit to the Vice President and to the Treasurer of the Association a full accounting of income and expenditures for the convention. In addition, all bank statements, bills and canceled checks shall be submitted to the Treasurer of the Association. The Treasurer of the Association shall retain the financial accounting, bank statements, bills and canceled checks for use in the required annual audit of the Association's accounts and records. Before any subsidy payment is made to a Convention Committee, that committee shall submit a statement of income, debts already paid and anticipated debts and bills. All bank accounts established by a Convention Committee shall require the signatures of two members of the committee, including the chairperson of the convention committee.~~

~~The Chairperson of the Convention Committee shall be responsible for the keeping of financial records and the disbursement of funds for the convention. The chairperson, at the request of the Treasurer and direction of the Board of~~

~~Directors, shall give a bond for the faithful discharge of his or her duties in the amount of seven thousand five hundred dollars (\$7,500).~~