

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 ~~e~~Officers and ~~d~~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 d**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. ~~QUORUM.~~ **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 **s** 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-~~L~~aws.

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 ~~e~~Officer 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~~ 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-Laws 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 ~~e~~Officer not charged. If all ~~e~~Officers are charged, the charges shall be presented to the most ~~i~~mmEDIATE 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 ~~S~~tate 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 ~~e~~Officer 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 Director**s** shall pass to the membership.

This section ~~super~~esedes 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 eOfficer 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 vVice pPresident 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 ~~e~~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 ~~b~~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)**