



WASHINGTON ASSOCIATION OF BLACK JOURNALISTS

Bylaws

Established 1981; Amended & Adopted 9/29/26

Article One- Identification

1.01 Name. The name of the corporation is The Washington Association of Black Journalists, Inc.

1.02 Offices. The principal office of the corporation shall be located in the District of Columbia, at such place as the committee of executive officers shall from time to time designate. The corporation may maintain additional offices at other locations as the committee of executive officers chooses to designate.

1.03 Corporate Seal. The corporate seal of the corporation shall be circular in form and shall bear the words and figures, The Washington Association of Black Journalists, Inc., District of Columbia, 1981. The form of such seal or logo shall be subject to alteration by the committee of executive officers.

1.04 Fiscal Year. The fiscal year of the corporation shall be from January 1 to December 31 of each year.

Article Two- Purpose

2.01 Purpose. The corporation is organized, and shall be operated, exclusively for religious, charitable, scientific, literary and/or educational purposes as may qualify it for tax exempt status under Section 501 (c)(3) of the Internal Revenue Code of 1986. These purposes include, but are not limited to: the advancement of the interests of Blacks in the journalistic profession; strengthening of ties among Blacks in the media; sensitization of the media to racism in its news coverage and employment practices; monitoring existing laws and working for their appropriate implementation in media organizations; sponsoring of scholarships and grants for the support of professional achievement.

2.02 Mission. Our mission is to offer working journalists, our colleagues in media-related fields and students, a source of support and recognition, a forum for networking and a clearinghouse for ongoing journalism education.

2.03 Urban Journalism Workshop. As part of its mission, WABJ shall continue to provide support, direction and oversight of its legacy program, the Urban Journalism Workshop (UJW). This annual program was launched by WABJ in 1986 with the mission of training students in the fundamentals of journalism. The WABJ Executive Board shall oversee the program and award top-performing UJW student(s) with scholarship(s) contributing to the furtherance of their journalistic education. The WABJ President shall also appoint a coordinator or coordinators to administer the program and fill any vacancies that may arise. The coordinator(s) shall be accountable to, and report regularly to, the WABJ President and the WABJ Executive Board.

Article Three- Prohibited Activities

3.01 Prohibited Activities. No part of the net earnings of the corporation shall insure to the benefit of, or be distributed to, the members, executive officers or officers of the corporation, except for reimbursement of authorized expenses. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of, or in opposition to any, candidate for public office. Notwithstanding any other provision of these bylaws or of any provision of the District of Columbia governing or pertaining to the corporation, the corporation shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future federal income tax law) and exempt from taxation under Section 501 (a) of the Code or its successor provisions.

Article Four- Membership

4.01 Membership. The membership of the corporation shall consist of the persons who have signed the articles of incorporation, persons on the committee of executive officers of the corporation, and other persons who qualify for membership under Section 4.03 of these bylaws.

4.02 Classes. There shall be three classes of members: full members, associate members and student members. Other classes of membership may be created by the committee of executive officers as deemed necessary by the committee. Full, associate and student members in good standing shall have one vote each on matters submitted to the membership. Associate and student members may be nominated for and elected to any office except President and Vice President; these offices are reserved for full members in good standing.

4.03 Eligibility. Full membership shall be open to current working journalists, i.e. reporters, editors and photographers who work for newspapers, television and radio stations, magazines, online and other news media who produce, gather, disseminate and distribute news at the local or national level. All membership applications will be subject to the review of the Membership Committee. Associate members shall include communications instructors and communications professionals. Student members shall include those enrolled in journalism, communications or related studies. Members must live, work or study in the Washington, DC metropolitan area.

4.04 Dues. Members must pay annual dues as set by the committee of executive officers. The committee can elect to set dues for students in communications at less than the dues for full members. Members who do not pay dues as directed by the committee of executive officers shall have their membership revoked.

4.05 Associate and Other Membership Classes. Persons who do not qualify for full membership under Article 4.03 shall qualify as associate members, or shall qualify for another appropriate membership class as created by the committee of executive officers.

4.06 Membership Status Review. The membership committee may review and approve or disapprove any applicant for full membership on a case-by-case basis. Any disapproval must be explained to the applicant in writing. Any applicant who is denied full membership may appeal to the committee of executive officers in writing.

4.07 Resignation. Any member of the corporation may resign at any time by delivering a written resignation to the corporation. Such resignation is effective upon its receipt by the corporation.

4.08 Term. The term of membership shall be one year. Membership is renewable by payment of dues in accordance with Article 4.04 of the bylaws.

4.09 Meetings. Meetings of the members shall be called by the committee of executive officers and designated by the committee.

4.10 Annual Meeting. The chapter shall have at least one annual chapter meeting designated by the Committee of Executive Officers. Failure to hold the annual meeting shall not work a forfeiture or dissolution of the corporation.

4.11 Special Meetings. Special meetings of the membership may be called by the committee of executive officers.

4.12 Notice of Meetings. Written notice shall be provided to each member in accordance with Article 7 of these Bylaws.

4.13 Quorum. Ten percent of the members actually present or voting by proxy shall constitute a quorum; provided, however, that the members present at a duly organized meeting may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

4.14 Vote. Unless otherwise provided by these Bylaws or applicable law, all matters submitted to the membership for a vote shall be decided by a majority of the votes cast by members present in person or participating electronically at a meeting at which a quorum is present.

4.15 Proxies. Members may vote in person, or by proxy executed in writing by the absent member. No member shall vote by proxy for a period greater than 11 months, unless the proxy specifies otherwise.

4.16 Action without a Meeting. Action(s) required to be taken at a meeting of members or the corporation, or action(s) that may be taken at a meeting of members, may be taken without a meeting with a consent in writing setting forth the action so taken approved by all of the members entitled to vote with respect to the subject matter thereof. This consent shall have the same effect as a majority vote of members.

Article Five- Committee of Executive Officers

5.01 General Powers; Numbers; Tenure. The business and affairs of the corporation shall be managed by its Committee of Executive Officers, which shall exercise all powers of the corporation and perform all lawful acts and things that are not by law, the Articles of Incorporation, or these Bylaws directed or required to be exercised or performed by, or conferred upon or reserved to, the members. The Committee of Executive Officers shall consist of seven (7) officers identified in Article 8.01 of these Bylaws: President, Vice President, Secretary, Treasurer, Parliamentarian, and two (2) Board Members-at-Large. The Immediate Past President shall serve as a non-voting, ex-officio member of the Committee of Executive Officers and shall not be counted among the seven elected officers for purposes of determining the number of officers or quorum. A majority of the voting members of the Committee of Executive Officers shall constitute a quorum for the transaction of business. Each elected officer shall serve a two-year term and may serve in the same office for no more than two consecutive terms. Elections shall be held biennially in October. An officer shall hold office until the next biennial election meeting of the members and until such officer's successor has been elected and qualified, or until the officer's death, resignation, or removal as provided in these Bylaws. All elected officers shall be elected by the membership in accordance with these Bylaws.

5.02 Vacancies. Any vacancy occurring on the Committee of Executive Officers, other than the office of Immediate Past President, may, unless otherwise provided in these Bylaws, be filled by a majority vote of the remaining voting members of the Committee of Executive Officers, even if such majority is less than a quorum. An officer elected by the Committee of Executive Officers to fill a vacancy shall serve until the next meeting of the members, at which time the membership shall elect an individual to serve only for the remainder of the unexpired term.

5.03 Removal; Resignation. Any officer or agent may be subject to removal upon written petition of the Committee of Executive Officers stating the alleged cause for removal and explaining why such removal is in the best interests of the corporation. Upon receipt of a petition for removal, the Committee of Executive Officers shall consider the allegations and, if it determines that the matter should proceed, shall submit its recommendation to the membership at a duly called special meeting. Written charges specifying the alleged sufficient cause for removal shall be filed with the Secretary, and a copy of the charges shall be served upon the officer charged. The officer shall be given a reasonable opportunity to appear before the membership and be heard regarding the charges. At a duly called meeting of the members at which a quorum is present, the affirmative vote of two-thirds (2/3) of the members present shall be required to effect the removal of the officer. Removal under this Article shall be without prejudice to any contract rights, if any, of the person so removed. Any officer may resign at any time by providing written notice to the Committee of Executive Officers, the President, or the Secretary of the corporation. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery of the notice to the Committee of Executive Officers or the designated officer.

5.04 Chairperson and Vice Chairperson. The president shall be chairperson and the vice president, vice chairperson of the committee of executive officers. As such, the president shall preside over all meetings of the committee; the vice president shall preside in the president's absence.

5.05 Emergency Succession. In the event of an emergency absence or incapacity in which the President is unable to fulfill the duties of the office, the Vice President shall assume the duties and responsibilities of the President. If the Vice President is unable to do so, the Treasurer shall assume such duties, followed by the Secretary. Emergency succession is temporary and does not permanently fill the office. A permanent vacancy is filled under Article 5.02.

5.06 Annual Meeting. The meeting of each newly elected committee of executive officers shall be held immediately following the annual meeting of the members, and no notice of such meeting shall be necessary to the newly elected executive officers in order to legally constitute the meeting, provided a quorum shall be present.

5.07 Regular Meetings. Additional regular meetings of the committee of executive officers may be held, at such time and place as may be determined by the committee of executive officers, without further notice.

5.08 Special Meetings. Special meetings of the committee of executive officers may be called by the chairperson of the committee, or by two or more executive officers with advance notice to each officer.

5.09 Quorum; Adjournments. At all meetings of the Committee of Executive Officers, a majority of the voting members of the executive officers then in office shall constitute a quorum for the transaction of business; provided, however, that the executive officers present at a duly organized meeting may continue to do business until adjournment notwithstanding the withdrawal of enough executive officers to leave less than a quorum. The act of a majority of the executive officers present at any meeting at which there is a quorum shall be the act of the committee of executive officers, except as may be specifically provided by law or the articles of incorporation. If a quorum is not present at any meeting of the committee of executive officers, the executive officers present may adjourn the meeting, until a quorum shall be present.

5.10 Action by Consent. Any action required or permitted to be taken at any meeting of the committee of executive officers may be taken without a meeting if a written consent to such action is approved by all members of the committee of executive officers and such consent is filed with the minutes of the proceedings of the committee.

5.11 Meetings by Telephone. The committee of executive officers may participate in a meeting by means of a conference telephone or similar communications equipment which allows all executive officers participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence at such meetings.

Article Six- Committees

6.01 In General. The Committee of Executive Officers may, by resolution approved by a majority of the Committee, establish one or more committees. Established committees are to be overseen by at least one member of the Committee of Executive Officers. The committee of executive officers may designate one or more executive officers as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Each such committee shall serve at the pleasure of the committee of executive officers. Each committee shall keep regular minutes of its activities to report to the committee of executive officers.

6.02 Action by Consent. Any action required or permitted to be taken at any meeting of any committee of the committee of executive officers may be taken without a meeting if a consent to such action is approved by all members of the committee and such consent is filed with the minutes of its proceedings.

6.03 Meetings by Telephone. The members of any committee may participate in a meeting of such committee by means of a conference telephone or similar communications equipment which allows all members participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence at such meeting.

Article Seven-Notices

7.01 Form; Delivery. Whenever, under the provisions of law, the articles of incorporation or these bylaws, notice is required to be given to any officer or member, such notice may be given in writing, by mail or email, addressed to such officer or member, at his/her address or email address as it appears on the records of the corporation. Such notice shall be deemed to be given at the time it is emailed or deposited in the United States mail. Notice may also be given personally, by telephone or electronic means.

7.02 Waiver. Whenever any notice is required to be given under the provisions of the articles of incorporation or these bylaws, a written waiver thereof approved by the person or persons entitled to said notice and filed with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent to such notice. In addition, any member who attends a meeting by proxy, without protesting at the commencement of the meeting to the committee of executive officers, or any member of a committee who attends a committee meeting, without protesting at the commencement of the meeting such lack of notice shall be conclusively deemed to have waived notice of such meeting.

Article Eight- Officers

8.01 Officers. The seven (7) officers of the Washington Association of Black Journalists shall consist of a President, Vice President, Secretary, Treasurer, Parliamentarian and two (2) Board Members-at-Large. These officers shall comprise the committee of executive officers. The Immediate Past President shall also serve as a non-voting and ex-officio member of the committee. All elected officers shall be elected by the membership in accordance with these bylaws and shall serve without monetary compensation unless otherwise authorized by the membership. No individual may simultaneously hold the offices of President and Treasurer. The committee of executive officers may establish additional appointed positions, committees, or assistant officers as deemed necessary to carry out the mission and business of the organization.

8.02 President. The president shall be the executive officer of the corporation, and shall have general charge of the business, affairs and property of the corporation and general supervision over its other officers and agents. The president shall perform all duties incident to the office of president and shall see that all resolutions of the committee of executive officers are carried into effect. The president shall use his or her own discretion in determining the activities that will further the purposes of the corporation. The president shall also submit an annual report of the operations of the corporation to the committee of executive officers at its annual meeting.

8.03. Vice President. In the absence of the president, or in the event of the president's disability, the vice president shall perform the duties and exercise the powers of the president, and shall generally assist the president and perform such other duties as from time to time may be assigned by the president or the committee of executive officers.

8.04 Secretary. The secretary shall give, or cause to be given, notice of special meetings of members, the committee of executive officers and the committees. The Secretary shall maintain the membership records and keep accurate minutes of all meetings of the membership and the Committee of Executive Officers. The secretary shall perform such other duties as may be assigned from time to time by the president or the committee of executive officers. The Committee of Executive Officers may, as needed, designate a non-voting Assistant Secretary to assist the Secretary in the performance of the duties of the office.

8.05 Treasurer. The treasurer shall have custody of the corporate funds and other valuable effects and shall keep full and accurate accounts or receipts and disbursements belonging to the corporation. The treasurer shall disburse the funds of the corporation, working in close cooperation with the president, as may be ordered by the committee of executive officers, taking proper vouchers for such disbursements, and shall render to the president, whenever the president may require it, an account of all transactions of the corporation and of its financial status.

8.06 Parliamentarian. The parliamentarian shall advise the president, committee of executive officers, and membership on parliamentary procedure and governance in accordance with Robert's Rules of Order Newly Revised and these bylaws; help ensure orderly and fair conduct of meetings; chair the bylaws committee and elections committee, except when seeking elected office; conduct periodic reviews of the bylaws; and perform other duties as assigned. If the parliamentarian is seeking an elected office, the parliamentarian shall not participate in administering, certifying, or adjudicating the election. The committee of executive officers can appoint an elections committee chair. Eligibility must include evidence of knowledge and experience in parliamentary procedure.

8.07 Members-at-Large. Members-at-large shall participate in all executive meetings, provide assistance with programming and event planning, fill in capacity gaps when needed and provide general advice to the corporation.

8.08 Immediate Past President. The immediate past president shall provide continuity, institutional knowledge, and counsel to the president and committee of executive officers; assist with the transition between administrations; advise on ongoing programs, partnerships, and organizational commitments; and mentor newly elected officers.

8.09 Oversight. In the case of a contested election, a separate review and oversight committee shall be created to audit the election results and determine if a secondary election needs to be held.

Article Nine- Corporate Finances

9.01 Deposit of Funds. All funds of the corporation not otherwise employed shall be deposited in such banks or trust companies as the committee of executive officers may from time to time determine.

9.02 Checks, Drafts, and Other Financial Instruments. All checks, drafts, notes, electronic payments, withdrawals, and other evidence of indebtedness or financial instruments of the corporation shall be signed and may require dual authorization. The Committee of Executive Officers shall establish appropriate financial controls, including requirements for dual authorization of disbursements above a specified amount.

9.03 Membership Fees. The executive officers may determine any membership fees or other assessments to be imposed upon members of the corporation.

Article Ten- Compensation, Contracts

10.01 Compensation. No member or officer of the corporation may receive compensation merely for acting as a member or officer.

10.02 Contracts with Members, Executive Officers and Officers. No member or officer of the corporation shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless the fact of such interest shall have been disclosed or known to the committee of executive officers at the meeting at which such contract is so authorized.

Article Eleven - Amendments

11.01 Articles of Incorporation or Bylaws. Amendments to the articles of incorporation or bylaws shall be made in the following manner: the committee of executive officers shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a meeting of the members. Notice, as herein described, shall be given to all members, setting forth the proposed amendment or a summary of the proposed changes. The proposed amendment shall be adopted upon receiving the affirmative vote of at least 2/3 of the votes entitled to be cast by members present or represented by proxy at such meeting. A proposed amendment offered by a member of the organization must be in writing and receive the approval of at least one-third of the voting membership before adoption.