



## BY-LAWS

OF

ATLANTA ASSOCIATION OF BLACK JOURNALISTS, INC.

Prepared By:

W. Burrell Ellis, Jr., Esq.  
Epstein Becker & Green, P.C.  
945 East Paces Ferry Road  
Suite 2700, Resurgens Plaza  
Atlanta, Georgia 30326-1380  
Telephone (404) 923-9000  
[www.ebglaw.com](http://www.ebglaw.com)

- *Approved by the Board of Directors May 18, 2002 and forwarded to the membership with a recommendation to adopt at the June 4, 2002 General Meeting.*
- *Approved and adopted by the membership on June 4, 2002*

**TABLE OF CONTENTS -**

	Page
ARTICLE 1: NAME, PRINCIPAL OFFICE, AND DEFINITIONS.....	1
1.1 Name .....	1
1.2 Principal Office .....	1
1.3 Definitions .....	1
ARTICLE 2: PURPOSE .....	1
2.1 Purpose .....	1
ARTICLE 3: ASSOCIATION: MEMBERSHIP, MEETINGS, QUORUM, VOTING, PROXIES .....	2
3.1 Membership.....	2
3.2 Qualifications for Membership.....	2
3.3 Transferability of Membership.....	3
3.4 Termination of Membership.....	3
ARTICLE 4: MEMBERSHIP MEETINGS .....	3
4.1 Place of Meetings .....	3
4.2 Annual Meetings .....	3
4.3 Special Meetings .....	3
4.4 Notice of Meetings .....	3
4.5 Waiver of Notice .....	3
4.6 Adjournment of Meetings.....	4
4.7 Voting.....	4
4.8 List for Voting .....	4
4.9 Proxies .....	4
4.10 Quorum.....	4
4.11 Conduct of Meetings .....	4
4.12 Action Without a Meeting .....	4
ARTICLE 5: BOARD OF DIRECTORS: NUMBER, POWERS, MEETINGS .....	5
5.1 Governing Body; Composition.....	5
5.2 Organizational Meetings .....	5
5.3 Regular Meetings.....	5
5.4 Special Meetings .....	5
5.5 Notice .....	5
5.6 Waiver of Notice .....	6
5.7 Participation in Meetings.....	6
5.8 Quorum of Board of Directors .....	6
5.9 Compensation.....	6
5.10 Conduct of Meetings .....	6
5.11 Open Meetings.....	6
5.12 Action Without a Formal Meeting.....	7
5.13 Powers .....	7
5.14 Duties.....	7
5.15 Management .....	8
5.16 Accounts and Reports.....	8

ARTICLE 6: OFFICERS .....	8
6.1 Officers .....	8
6.2 Election and Term of Office .....	9
6.3 Removal of Directors and Vacancies .....	9
6.4 Powers and Duties .....	9
6.5 Resignation .....	9
6.6 Agreements, Contracts, Deeds, Leases, Checks, Etc .....	10
6.7 Compensation .....	10
ARTICLE 7: COMMITTEES .....	10
7.1 Standing Committees .....	10
7.2 General .....	10
ARTICLE 8: MISCELLANEOUS .....	10
8.1 Fiscal Year .....	10
8.2 Parliamentary Rules .....	10
8.3 Conflicts .....	10
8.4 Severability .....	10
8.5 Financial Review .....	10
8.6 Books and Records .....	11
8.7 Notices .....	11
8.8 Indemnification .....	11
8.9 Amendment .....	12

**BY-LAWS**

**OF**

**ATLANTA ASSOCIATION OF BLACK JOURNALISTS, INC.**

**(a Georgia nonprofit corporation)**

**PREAMBLE**

We, the Members of the Atlanta Association of Black Journalists, Inc. ("AABJ"), establish the organization in recognition of the opportunities, advantages, and responsibilities inherently present when African-Americans choose journalism as a career. Through AABJ we seek to obtain the maximum benefits of our common association, facilitate our professional career growth, acknowledge the exceptional talents of our own and maintain the highest standards of excellence in our profession. As African-Americans working within the journalism profession, we understand we are uniquely qualified to contribute to an understanding of our cultural identity by all peoples who are exposed to our work, to endeavor to improve the sensitivities of the media establishment to the needs and concerns of African-Americans, and to serve as role models and provide resources for African-American youth interested in pursuing journalism careers. Through membership in AABJ, we stand committed to and are prepared to undertake these high ideals.

**ARTICLE 1: NAME, PRINCIPAL OFFICE, AND DEFINITIONS**

1.1 Name. The name of the corporation is Atlanta Association of Black Journalists, Inc. (the "Association" or "AABJ").

1.2 Principal Office. The principal office of the Association shall be located in Fulton County, Georgia. The Association may have such other offices, either within or outside the State of Georgia, as the Board of Directors may determine or as the affairs of the Association may require.

1.3 Definitions. The words used in these By-Laws shall be given their normal, commonly understood definitions except as otherwise specified. Capitalized terms shall be defined as set forth in Exhibit "A", attached hereto and by reference incorporated herein.

**ARTICLE 2: PURPOSE**

2.1 Purpose. The purposes stated in the Preamble to these Bylaws shall serve as the principal purposes of AABJ. In furtherance of the purposes of the organization, the Association shall:

(a) promote and enhance the professional growth of its Members through discussions, workshops, and media activities;

(b) seek to establish a job referral and/or job listing service to the membership;

(c) conduct meetings with newsmakers in order to establish viable contacts between them and the membership;

(d) recognize outstanding journalistic talent from within its ranks and from the community at large;

(e) promote and encourage Black journalistic talent through scholarship grants and awards to high school and college students and increase their awareness of the media through individual and group presentations; and

(f) educate members of the community about their roles as media consumers and how to use the media effectively to achieve their own goals and objectives.

**ARTICLE 3: ASSOCIATION: MEMBERSHIP, MEETINGS, QUORUM, VOTING, PROXIES**

3.1 Membership. The Association shall have three (3) classes of membership, as follows: (1) Full Membership, (2) Associate Membership, and (3) Student Membership.

(a) Full Membership. Full Membership shall be available to: (i) writers, reporters, editors, photographers, columnists, and artists employed by any newspaper, television station, radio station, magazine, or wire service; (ii) freelance writers, reporters, editors, photographers, columnists, or artists who earn a majority of their income from said freelance activity; (iii) any person who is otherwise eligible for Full Membership under parts (i) and (ii) of this subsection who is on a leave of absence from his or her employment or freelance activity to attend a fellowship program; and (iv) any other persons holding active Full Membership in AABJ on the date of adoption of these By-Laws until such time as said Full Membership is terminated by failing to pay dues or as otherwise set forth herein. Full Members shall be entitled to full privileges of membership, including the right to vote, hold office, chair committees, or to serve on the Board of Directors.

(b) Associate Membership. Associate Membership shall be available to: (i) journalists employed in an academic field such as, but not limited to, high school or college journalism teachers and professors; and (ii) media sales personnel, public relations persons who work in news media, and other communications-related professions. Associate Members are allowed to vote, and to serve on and chair committees. Associate Members may not hold any elected office other than Secretary, Parliamentarian or Treasurer.

(c) Student Membership. Student Membership shall be available to full- and part-time students enrolled in mass communications courses at accredited colleges and universities in Georgia. Student Members are not allowed to vote, hold office, or chair committees; provided, however, the Student Member appointed to the Board of Directors shall be entitled to vote on matters before the Board in the same manner as other directors. Eligibility for Student Membership shall expire on December 31 of the year in which a Student Member graduates.

3.2 Qualifications for Membership. In order to hold membership in AABJ, an individual must meet the qualifications set forth in Section 3.1 and pay the applicable membership dues. Membership dues for each class of membership shall be determined by the Board and assessed annually. Dues shall be due and payable by January 31 of each year, but may be paid in installments due after January if allowed by the Board. No dues shall be refunded to any Member whose membership terminates for any reason.

3.3 Transferability of Membership. Membership in AABJ is nontransferable and nonassignable.

3.4 Termination of Membership. A Member may voluntarily terminate his or her membership at any time by giving written notice of same to the Secretary. A Member is automatically removed from membership when any payment to the Association remains unpaid for thirty (30) or more days from the date when such payment is due. For reasons other than nonpayment as set forth above, a Member may be suspended or removed from membership for cause as determined in the sole discretion of the Board; provided, however, that prior to imposition of suspension or removal of a Member, the Board or its delegate shall (1) serve said Member with written notice of the proposed suspension or removal and the reasons or allegations therefor, and (2) provide said Member with a reasonable opportunity for a hearing, if so requested, before the Board or its delegate to respond to the reasons or allegations put forth. The decision of the Board or its delegate in determining whether a reasonable opportunity for a hearing has been given and whether suspension or removal is appropriate shall be final.

#### **ARTICLE 4: MEMBERSHIP MEETINGS**

4.1 Place of Meetings. Meetings of the Association shall be held at the principal office of the Association or at such other suitable place convenient to the Members as the Board may designate. Meetings may be held by means of telephone conference, video conference or similar communications equipment, by means of which all persons participating in the meeting can converse with each other. Participation by one of these methods shall constitute presence in person at such meeting.

4.2 Annual Meeting. The annual meeting of the membership shall be set by the Board so as to occur during the third quarter of the Association's fiscal year on a date and at a time set by the Board.

4.3 Special Meetings. The President may call special meetings. In addition, it shall be the duty of the President to call a special meeting within thirty (30) Days if so directed by resolution of the Board or upon a petition signed by Full Members representing at least twenty percent (20%) of the Full Membership.

4.4 Notice of Meetings. Written notice stating the place, day, and time of any meeting of the Members shall be delivered to each Member entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) Days before the date of such meeting, by or at the direction of the President or the Secretary or the officers or persons calling the meeting.

The purpose or purposes for which the meeting is called shall be stated in the notice. No business shall be transacted at a meeting except as stated in the notice. Provided, however, if at least twenty percent (20%) of the Full Members are present at an annual meeting, in person or by proxy, matters in addition to those set forth in the notice of the meeting may be voted upon without further notice to the Members.

4.5 Waiver of Notice. Waiver of notice of a meeting of the Association shall be deemed the equivalent of proper notice. Any Member may, in writing, waive notice of any meeting of the Association, either before or after such meeting. Attendance at a meeting shall be deemed a waiver of any objection as to notice of the time, date, and place thereof, unless specific objection as to the lack of proper notice is given at the time the meeting is called to order.

Attendance at a meeting also shall be deemed a waiver of notice of all business transacted at such meeting unless an objection on the basis of lack of proper notice is raised before the business is put to a vote.

4.6 Adjournment of Meetings. If any meeting of the Association cannot be held because a quorum is not present, Members or their proxies holding a Majority of the votes represented at such meeting may adjourn the meeting to a time not less than five (5) nor more than twenty (20) Days from the time the original meeting was called. At the reconvened meeting, if a quorum is present, any business may be transacted which might have been transacted at the meeting originally called. If a time and place for reconvening the meeting is not set by those in attendance at the original meeting or if for any reason a new date is set for reconvening the meeting after adjournment, notice for reconvening the meeting shall be given to Members in the manner prescribed in Section 4.4.

4.7 Voting. The voting rights of the Members shall be as set forth in these By-Laws, and such voting rights provisions are specifically incorporated by this reference. The Board may adopt policies and procedures regarding the methods of casting votes, such as written ballots, secret ballots or computer access.

4.8 List for Voting. After setting a record date for notice of a meeting, the Board shall prepare an alphabetical list of the names of the Members entitled to notice of such meeting. The list shall show the address of the Member and the number of votes each is entitled to vote at the meeting. The list for voting shall be made available for inspection in accordance with Georgia law.

4.9 Proxies. At all meetings of Members, each Member may vote in person or by proxy, subject to the limitations of Georgia law. Every proxy shall be in writing and signed by the Member or such Member's duly authorized attorney-in-fact, dated, and filed with the Secretary of the Association prior to the meeting for which it is to be effective. In the event of any conflict between two (2) or more proxies purporting to cover the same voting rights, the later dated proxy shall prevail, or if dated as of the same date, both shall be deemed invalid. Every proxy shall be revocable and shall automatically cease upon termination of membership of the Member or upon receipt of notice by the Secretary of the death or judicially declared incompetence of a Member, or of written revocation, or eleven (11) months from the date of the proxy, unless a shorter period is specified in the proxy.

4.10 Quorum. The presence, in person or by proxy, of Members representing ten percent (10%) of the total votes in the Association shall constitute a quorum at all meetings of the Association. If a quorum is present, business may be continued until adjournment, notwithstanding the withdrawal of Members leaving less than a quorum, provided that any action taken is approved by at least a Majority of the votes required to constitute a quorum.

4.11 Conduct of Meetings. The President shall preside over all meetings of the Association, and the secretary shall keep the minutes of the meetings and record in a minute book all resolutions adopted and all other transactions occurring at such meetings.

4.12 Action Without a Meeting. In the discretion of the Board, any action that may be taken at any annual, regular or special meeting of Members may be taken without a meeting if the Association delivers a written consent form or ballot to every Member entitled to vote on the matter.

(a) A written ballot shall: (i) set forth each proposed action; and (ii) provide an opportunity to vote for or against each proposed action.

(b) Approval by written ballot pursuant hereto shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(c) All solicitations for votes by written ballot shall: (i) indicate the number of responses needed to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of directors; and (iii) specify the time by which a ballot must be received by the Association in order to be counted.

(d) A written ballot may not be revoked. The Association shall maintain such ballots in its file for a period of at least three (3) years.

#### **ARTICLE 5: BOARD OF DIRECTORS: NUMBER, POWERS, MEETINGS**

##### **A. Composition and Selection.**

5.1 Governing Body; Composition. The affairs of the Association shall be governed by a Board of Directors, each of whom shall have one (1) equal vote. The Board shall consist of the elected officers of the Association, the chairpersons of the Standing Committees, and one (1) Student Member appointed to the Board by the President.

##### **B. Meetings.**

5.2 Organizational Meetings. Within thirty (30) Days after the election or appointment of new directors, the Board shall hold an organizational meeting at such time and place as the Board shall set.

5.3 Regular Meetings. Regular meetings of the Board may be held at such time and place as a Majority of the directors shall determine, but at least one (1) such meeting shall be held during each quarter.

5.4 Special Meetings. Special meetings of the Board shall be held when called by written notice signed by the President or Vice President or by any two (2) directors.

5.5 Notice. Notice of a regular meeting shall be communicated to directors not less than four (4) Days prior to the meeting. Notice of a special meeting shall be communicated to directors not less than seventy-two (72) hours prior to the meeting. No notice need be given to any director who has signed a waiver of notice or a written consent to holding of the meeting. The notice shall specify the time and place of the meeting and, in the case of a special meeting, the nature of any special business to be considered. Notices shall be given to each director by: (a) personal delivery; (b) first class mail, postage prepaid; (c) telephone communication, either directly to the director or to a person at the director's office or home who would reasonably be expected to communicate such notice promptly to the director; (d) telecopier transmission to the director's home or office, with confirmation of receipt by the receiving telecopier; (e) telegram, charges prepaid; (f) overnight or same day delivery, charges prepaid; or (g) electronic mail "e-mail" using Internet accessible equipment and services if the director has consented in writing to



such method of delivery and has provided the Board with an e-mail address. All such notices shall be given at the director's telephone or telecopier number or sent to the director's address as shown on the records of the Association. Notices sent by first class mail shall be deemed communicated when deposited into a United States mailbox. Notices given by personal, overnight or courier delivery, telephone, telecopier, telegraph, or e-mail shall be deemed communicated when delivered, telephoned, telecopied, e-mailed or given to the telegraph company.

5.6 Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present, and (b) either before or after the meeting each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting also shall be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

5.7 Participation in Meetings. Members of the Board or any committee designated by the Board may participate in a meeting of the Board or committee by means of telephone conference, video conference, or similar communications equipment, by means of which all persons participating in the meeting can converse with each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

5.8 Quorum of Board of Directors. At all meetings of the Board, a Majority of the directors shall constitute a quorum for the transaction of business, and the votes of a Majority of the directors present at a meeting at which a quorum is present shall constitute the decision of the Board, unless otherwise specifically provided in these By-Laws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a Majority of the required quorum for that meeting. If any meeting of the Board cannot be held because a quorum is not present, a Majority of the directors present at such meeting may adjourn the meeting to a time not less than four (4) nor more than twenty (20) Days from the date of the original meeting. At the reconvened meeting, if a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

5.9 Compensation. Directors shall not receive any compensation from the Association for acting as such unless approved by Members representing a Majority of the total votes in the Association at a regular or special meeting of the Association. Any director may be reimbursed for expenses incurred on behalf of the Association upon approval of a Majority of the other directors. Nothing herein shall prohibit the Association from compensating a director, or any entity with which a director is affiliated, for services or supplies furnished to the Association in a capacity other than as a director pursuant to a contract or agreement with the Association, provided that such director's interest was made known to the Board prior to entering into such contract and such contract was approved by a Majority of the Board, excluding the interested director.

5.10 Conduct of Meetings. The President shall preside over all meetings of the Board, and the secretary shall keep a minute book of Board meetings, recording all Board resolutions and all transactions and proceedings occurring at such meetings. In the case of a tie vote on a motion or resolution before the Board, the motion or resolution is considered lost.

5.11 Open Meetings. Subject to the provisions of Sections 5.7 and 5.12, all meetings

of the Board shall be open to all Members, but Members other than directors may not participate in any discussion or deliberation unless permission to speak is requested on a Member's behalf by a director. In such case, the President may limit the time any Member may speak. Notwithstanding the above, the President may adjourn any meeting of the Board, reconvene in executive session, and exclude Members to discuss matters of a sensitive nature.

5.12 Action Without a Formal Meeting. Any action to be taken at a meeting of the directors or any action that may be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a Majority of the directors and delivered to the Secretary for inclusion in the minutes for filing in the corporate records.

C. Powers and Duties.

5.13 Powers. The Board shall have all of the powers and duties necessary for the administration of the Association's affairs and for performing all responsibilities and exercising all rights of the Association as set forth in the Articles of Incorporation, these By-Laws and as provided by law. The Board may do or cause to be done all acts and things which the Articles of Incorporation, these By-Laws or Georgia law do not direct to be done and exercised exclusively by the membership generally.

5.14 Duties. The duties of the Board shall include, without limitation:

- (a) preparing and adopting, an annual budget establishing the amount of dues for each class of membership;
- (b) levying and collecting such dues from the Members;
- (c) designating, hiring, and dismissing the personnel necessary to carry out the rights and responsibilities of the Association and where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and materials to be used by such personnel in the performance of their duties;
- (d) depositing all funds received on behalf of the Association in a bank depository which it shall approve and using such funds to operate the Association, provided any reserve funds may be deposited, in the directors' best business judgment, in depositories other than banks;
- (e) making and amending rules of operation for the Association;
- (f) opening of bank accounts on behalf of the Association and designating the signatories required;
- (g) bring any legal action or proceeding which may be instituted on behalf of the Association or its Members;
- (h) paying the costs of all services rendered to the Association;
- (i) keeping books with detailed accounts of the receipts and expenditures of the Association;

(j) making available to any Member current copies of the Articles, these By-Laws and all other books, records, and financial statements of the Association as provided in Section 8.6; and

(k) indemnifying a director, officer or committee member, or former director, officer or committee member of the Association to the extent such indemnity is required or permitted under Georgia law, or the Articles of these By-Laws.

5.15 Management. The Board may employ for the Association a professional management agent or agents at such compensation as the Board may establish, to perform such duties and services as the Board shall authorize. The Board may delegate such powers as are necessary to perform the manager's assigned duties, but shall not delegate policy-making authority.

The Board may delegate to one (1) of its Members the authority to act on behalf of the Board on all matters relating to the duties of the managing agent or manager, if any, which might arise between meetings of the Board.

5.16 Accounts and Reports. The following management standards of performance shall be followed unless the Board by resolution specifically determines otherwise:

(a) cash or accrual accounting, as defined by generally accepted accounting principles, shall be employed;

(b) accounting and controls should conform to generally accepted accounting principles;

(c) cash accounts of the Association shall not be commingled with any other accounts;

(d) no remuneration shall be accepted by the managing agent from vendors, independent contractors, or others providing goods or services to the Association, whether in the form of commissions, finder's fees, service fees, prizes, gifts, or otherwise; any item of value received shall benefit the Association;

(e) any financial or other interest which the managing agent may have in any firm providing goods or services to the Association shall be disclosed promptly to the Board;

(f) financial reports shall be prepared for the Association at least quarterly (such financial statements shall include an income statement reflecting all income and expense activity for the preceding period on a cash or accrual basis and may include such other reports as deemed necessary by the Board); and

(g) an annual financial report shall be made available to all Members within one hundred twenty (120) Days after the close of the fiscal year. Such annual report may be prepared on an audited, reviewed or compiled basis, as the Board determines.

## **ARTICLE 6: OFFICERS**

6.1 Officers. The officers of the Association shall be a President, Vice President/print, Vice President/broadcast, Vice President/new media, Secretary, Parliamentarian, and Treasurer. Said officers shall be elected by the membership and shall serve as members of

the Board of Directors. The Board may appoint such other officers, including one (1) or more assistant secretaries and one (1) or more assistant treasurers, as it shall deem desirable, such officers to have such authority and perform such duties as the Board prescribes. Any such officers appointed by the Board shall not be members of the Board. No two (2) or more offices may be held by the same person.

6.2 Election and Term of Office. The Members shall elect the officers of the Association at the annual meeting. Such officers shall serve for two (2) years and until their successors are elected. Candidates for office shall be nominated from the floor at a meeting of the Members or may also be nominated by a nominating committee, if such a committee is established by the Board. All candidates shall have a reasonable opportunity to communicate their qualifications to the Members and to solicit votes. Each Member holding a vote may cast his or her vote for each office to be filed. There shall be no cumulative voting. The person receiving the greatest number of votes for a particular office shall be elected. In the event of a tie between two (2) or more candidates receiving the greatest number of votes for a particular office, there shall be a runoff election between said candidates only. Officers may be elected to serve any number of consecutive terms.

6.3 Removal of Directors and Vacancies. Any officer may be removed, with or without cause, by a Majority of the total membership vote. Any officer whose removal is sought shall be given notice prior to any meeting called for that purpose. Upon removal of an officer, a successor shall be elected by the Members entitled to vote to fill the vacancy for the remainder of the term of such director.

Any officer who has three (3) or more consecutive unexcused absences from Board meetings, or who is more than thirty (30) Days delinquent in the payment of any payment due the Association, may be removed by a Majority of the directors, and the Board may appoint a successor to fill the vacancy until the next annual meeting, at which time the Members may elect a successor for the remainder of the term.

In the event of the death, disability, or resignation of an elected officer, or the Board may declare a vacancy and appoint a successor to fill the vacancy until the next annual meeting, at which time the Members shall elect a successor for the remainder of the term.

6.4 Powers and Duties. The officers of the Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may specifically be conferred or imposed by the Board of Directors. The President shall be the chief executive officer of the Association. The Treasurer shall have primary responsibility for the preparation of the budget and may delegate all or part of the preparation and notification duties to a finance committee, management agent, or both. The Secretary shall be responsible for preparing minutes of meetings of the Association and the Board and for authenticating records of the Association. The Vice Presidents shall have such duties as are set forth by the Board. The Parliamentarian shall possess of a thorough knowledge of (1) these By-Laws, (2) Roberts Rules of Order Newly Revised (current edition), and (3) any other rules and regulations of the Association; furthermore, the Parliamentarian shall act as sergeant-at-arms of meetings and shall perform such other duties as may be assigned by the Board.

6.5 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.6 Agreements, Contracts, Deeds, Leases, Checks, Etc. All agreements, contracts, deeds, leases, checks, and other instruments of the Association shall be executed by at least two (2) officers or by such other person or persons as may be designated by Board resolution.

6.7 Compensation. Compensation of officers shall be subject to the same limitations as compensation of directors under Section 5.9.

#### **ARTICLE 7: COMMITTEES**

7.1 Standing Committees. The standing committees and their functions shall be designated by the officers of the Association and shall include, unless a Majority of the officers decides otherwise, the following committees: (1) Awards, (2) Communications, (3) Community Relations, (4) Employment and Journalists Rights, (5) Media Watch, (6) Membership, (7) Newsletter, (8) Professional Development, and (9) Television. The President shall nominate a Member to chair each committee, subject to approval by a Majority of the officers. The President or his or her delegate shall also appoint eligible Members to serve on each committee, without the need for approval or confirmation by the officers or the Board.

7.2 General. The Board may establish such special committees as it deems appropriate to perform such tasks and to serve for such periods as the Board may designate by resolution. Each such committee shall operate in accordance with the terms of such resolution. Unless otherwise provided by the Board, committee members shall be eligible Members. No committee appointed by the Board shall be empowered to take any affirmative action or to bind the Board or the Association without the consent of the Board.

#### **ARTICLE 8: MISCELLANEOUS**

8.1 Fiscal Year. The fiscal year of the Association shall be the calendar year unless the Board establishes a different fiscal year by resolution.

8.2 Parliamentary Rules. Except as may be modified by Board resolution, Robert's Rules of Order Newly Revised (current edition) shall govern the conduct of Association proceedings when not in conflict with Georgia law, the Articles of Incorporation, or these By-Laws.

8.3 Conflicts. If there are conflicts between the provisions of Georgia law, the Articles of Incorporation, and these By-Laws, the provisions of Georgia law, the Articles of Incorporation, and the By-Laws (in that order) shall prevail.

8.4 Severability. The invalidity of any part of these By-Laws shall not impair or affect in any manner the validity, enforceability or effect of the balance of these By-Laws.

8.5 Financial Review. A financial review of the accounts of the Association shall be performed annually in the manner provided by the Board, and a financial statement shall be prepared and presented to the Members at the annual meeting. However, after receiving the financial statement at the annual meeting, the Members may, by a Majority of the total membership vote in the Association, require that the accounts of the Association be audited by an independent accountant. Such audit, if requested at the annual meeting by the requisite number of votes, must be completed and made available to the entire membership within one hundred twenty (120) days after the fiscal year end. Notwithstanding anything herein to the contrary, if the Board decides in its sole discretion to have the accounts of the Association audited by an

independent accountant, no additional approval by the membership shall be required.

8.6 Books and Records.

(a) Inspection by Members. Members shall have rights to copy and inspect records of the Association as provided by Section 14-3-1602 of the Georgia Nonprofit Corporation Code.

(b) Rules for Inspection. The Board may establish reasonable rules with respect to:

- (i) notice to be given to the custodian of the records;
- (ii) hours and days of the week when such an inspection may be made; and
- (iii) payment of the cost of reproducing copies of documents requested.

(c) Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the Association and the physical properties owned or controlled by the Association. The right of inspection by a director includes the right to make a copy of relevant documents at the expense of the Association.

8.7 Notices. Except as otherwise provided in or these By-Laws, all notices, demands, bills, statements, and other communications under these By-Laws shall be in writing and shall be deemed to have been duly given if delivered personally or if sent by United States mail, first class postage prepaid:

(a) if to a Member, at the address which the Member has designated in writing and filed with the secretary; or

(b) if to the Association, the Board, or the managing agent, if any, at the principal office of the Association or the managing agent or at such other address as shall be designated by notice in writing to the Members pursuant to this Section.

If mailed, any notice shall be deemed to be delivered when deposited in the United States mail addressed with postage prepaid. To increase flexibility, the Association or any person may consent to or request in writing additional methods of receiving notice, including, but not limited to, facsimile or electronic mail.

8.8 Indemnification. The Association shall indemnify every officer, director, and committee member against all damages, liability, and expenses, including attorney's fees, reasonably incurred in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he or she may be a party by reason of being or having been an officer, director, or committee member, except that such obligation to indemnify shall be limited to those actions for which liability is limited under this Section, the Articles of Incorporation and Georgia law.

The officers, directors, and other committee members shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, misconduct, or bad faith. The officers, directors, and other committee members shall have no personal liability with respect to any contract or other commitment made or action taken in good faith on behalf of the Association (except to the extent that such officers, directors or other

committee members may also be Members of the Association). The Association shall indemnify and forever hold each such officer, director and other committee member harmless from any and all liability to others on account of any such contract, commitment or action. This right to indemnification shall not be exclusive of any other rights to which any present or former officer, director, or other committee member may be entitled. The Association shall maintain adequate general liability and officers' and directors' liability insurance to fund this obligation, if such insurance is reasonably available.

8.9 Amendment. These By-Laws may be amended only by the affirmative vote of Members holding at least sixty-seven percent (67%) of the votes at a duly called meeting of the Association.

### CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of Atlanta Association of Black Journalists, Inc., a Georgia nonprofit corporation;

That the foregoing By-Laws constitute the By-Laws of the Association, as duly adopted at a meeting of the Association held on the \_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this \_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_.

\_\_\_\_\_[SEAL]  
Secretary

EXHIBIT “A”

**DEFINITIONS**

1. “Articles of Incorporation” or “Articles”: The Articles of Incorporation of Atlanta Association of Black Journalists, Inc., as filed with the Secretary of State of the State of Georgia.
2. “Association”: Atlanta Association of Black Journalists, Inc., a Georgia nonprofit corporation, its successors or assigns.
3. “Board of Directors” or “Board”: The body responsible for administration of the Association, selected as provided in the By-Laws and generally serving the same role as the board of directors under Georgia corporate law.
4. “By-Laws”: The By-Laws of Atlanta Association of Black Journalists, Inc., as they may be amended.
5. “Majority”: Those votes, Members, or other group, as the context may indicate, totaling more than fifty percent (50%) of the total eligible number.
6. “Member”: A person entitled and subject to membership in the Association pursuant to Article 3 of the By-Laws.