

By-Laws of the Press Club of Southeast Texas

Adopted by membership - January 1, 2013

ARTICLE I - NAME

The name of this professional organization shall be the Press Club of Southeast Texas.

ARTICLE II - OBJECTIVES

The objectives of this organization shall be to advance the art and science of media in the public interest; to encourage research, discussion, and study of the problems and techniques of the communications professional; to strengthen and maintain the highest standards of service and ethical conduct by all members of the profession; to exchange ideas and experiences and collect and disseminate information that may enhance or improve the professional knowledge, standards, ethics, and standing of the membership; to foster educational excellence among communication students; to provide a public forum for issues and ideas; to support the Public Information Act (Open Records/ Meetings Act) and encourage compliance; and to promote fellowship within the profession.

ARTICLE III - MEMBERSHIP

Section 1. Eligibility. Eligible to become a member shall be any person whose primary job responsibilities involve writing, producing and disseminating news and information, including but not limited to individuals who work in or are retired from news media, public relations (profit and non-profit), community relations, advertising, media companies and communication education.

Section 2. Termination of Membership. Any member who for any reason no longer qualifies as a member of the Club or is dropped from the Club's roll for non-payment of dues shall cease to be a Club member.

Section 3. Approval of Membership Applications. Application for membership must be submitted to the Board of Directors, which shall approve or reject same by majority vote.

Section 4. Rights and Privileges of Membership. The right to hold Club office is limited to active, current members. The right to vote is held by every Club member.

ARTICLE IV - DUES

Section 1. Amount. The amount of the annual Club dues shall be defined by the Club's Board of Directors and shall be payable no later than 30 days from the date of the dues renewal notice.

Section 2. Nonpayment of Dues. The Board of Directors has the right to terminate any member whose Club dues are unpaid for 90 days (See Section 1) and to reinstate such members to Club membership upon payment of delinquent dues within one year.

Section 3. Fiscal Year. The fiscal year of the Club will be the calendar year.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Election. The annual election shall be conducted electronically prior to the annual Club meeting/holiday party in December each year. Election results shall be announced at the meeting/party.

Section 2. Elections of Directors and Composition of Board. The 10 members of the Board of Directors, other than officers who also shall be on the Board, shall be nominated and elected from among the members of the Club. Five of the 10 directors of the Club shall be elected to two-year terms at the annual meeting held in even numbered years and five directors shall be elected to two-year terms at the annual meeting held in odd numbered years. Every effort should be made for Board members to represent a diverse cross-section of communication disciplines and organizations within the region-

Section 3. Duties of the Immediate Past President, who serves as ex-officio member of the Board of Directors. The Immediate Past President shall chair the nominating committee and perform such assignments as authorized by the Board of Directors.

Section 4. Vacancies. In the event of death, resignation, removal of or abandonment of duties by any officer, the Board of Directors shall elect a successor who shall take office immediately and serve for the balance of the unexpired term.

Section 5. Removal. Any Board of Director who misses more than three consecutive Board meetings without an excuse acceptable to the Board may be given written notice of dismissal by the Club President.

Section 6. Board Meetings. There shall be monthly meetings of the Board of Directors at such times and places as it may determine. It shall meet at the call of the President or

upon the call of any three members of the Board of Directors. Notice of each meeting of the Board shall be given to each Director at least seven days in advance.

Section 7. Quorum. A majority of the Board of Directors -- nine Board members -- shall constitute a quorum for all meetings of the Board.

Section 8. Veto Power. The Board of Directors shall have veto power over acts of any officer or committee.

Section 9. Interim Business. If, in the opinion of the President, urgent business requiring board action must be conducted between regularly scheduled Board meetings, the President may poll directors by telephone or electronic mail and conduct a vote. The subject of the vote and the individual directors' votes must be entered into the record at the next regularly scheduled Board meeting.

Section 10. Term Limits. A director may serve no more than two two-year consecutive terms as an officer and may be eligible to return to that position after one year. The board will strive to continuously bring in new and diverse members as directors to help provide other viewpoints.

ARTICLE VI – OFFICERS

Section 1. Election. Officers of the Club shall be chosen by election from among the club members and shall serve two-year terms. The President, Vice President-Membership, and Vice President-Public Relations shall be elected at the annual meeting in odd-numbered years and will begin their term on January 1. The Vice President-Programs and Special Events, Vice President-Development, Vice President-Finance, and Secretary shall be elected at the annual meeting in even-numbered years and begin their term on January 1.

Section 2. President. The President shall preside at all meetings of the Club and of the Board of Directors and confirm a quorum is present before conducting business. The President shall appoint all committees with the approval of the Board of Directors, shall be ex-officio member of all committees, and shall perform all other duties incident to the office. It shall be the President's specific duty to appoint an Officer Nominating Committee by October 15 of each year.

Section 3. Vice President-Programs & Special Events. The Vice President - Programs and Special Events shall chair a committee to develop programs for general membership meetings, identify speakers, compose introductions and handle arrangements. He/she also shall provide input for meeting notices, press releases and general Club communications and shall chair or co-chair special events such as the annual awards competition and banquet.

Section 4. Vice President-Membership. The Vice President-Membership shall chair the membership committee, maintain and update all membership records, send out dues notices and work with the Vice President-Finance to ensure membership dues are paid on time, and coordinate membership/recruitment activities during the year.

Section 5. Vice President-Public Relations The Vice President-Public Relations shall chair this committee, shall assist with annual awards competition publicity and development, maintain and update the website and social media pages, maintain and update media listings for distribution of information and member use, draft and distribute press releases to support club activities.

Section 6. Secretary. The Secretary shall take and keep official minutes of all meetings of the Club and of the Board of Directors, issue notices of such meetings, maintain correspondence, and perform all other duties customarily pertaining to the office. And, shall also keep a current copy of the by-laws.

Section 7. The Vice President-Finance shall receive and deposit all Club funds in the name of the Club, in a bank or trust company approved by the Board of Directors. The Vice President-Finance shall issue receipts and make authorized disbursements by check after proper review and approval by the President or Board of Directors. The Vice President-Finance shall chair the Club's budget committee, present financial reports at each board meeting and general membership meeting, and perform all other duties incident to the office, including designing a budget for the upcoming year and maintaining budget for current year.

Section 8. Vice President-Development. The Vice President-Development shall chair a committee to seek

underwriters for the annual awards banquet and shall identify and execute other fund-raising opportunities throughout the year.

Section 9. Compensation and Reimbursement. No elected officer of the Club shall be entitled to any salary or other compensation.

Section 10. Term Limits. No elected officer of the Club may serve more than two consecutive terms in the same officer position.

ARTICLE VII - NOMINATIONS & ELECTIONS

Section 1. Nominating Committee. By October 15, prior to the annual election of officers and directors of the Club, the President shall appoint a Nominations Committee composed of five members, no more than two of which may be an officer or director of the Club and none having served more than two consecutive years as a committee member. This committee shall be presided over by the ex-officio past president (see Article V, Sec. 3).

Section 2. Nominations. At the monthly board meeting prior to the annual meeting, the Nominations Committee, via the chairperson, shall present a list of qualified candidates for officers -- no more than two for each position -- and directors -- no more than eight total. It shall ensure that each nominee has been contacted and agrees to serve if elected. All nominees must be members of the Club in good standing. Additional nominations, if any, will be accepted from members at the monthly meeting prior to the annual meeting provided that all nominees have been contacted and agree to serve if elected.

Section 3. Notice to Membership. The Secretary shall email to all Club members a ballot and the list of nominees prepared by the Nominating Committee.

Section 4. Elections. Election shall be by vote of the majority of ballots received by members in good standing. Candidates receiving the greatest number of votes will be declared elected. In the occurrence of a tie, the issue shall be decided by lot. Ballots shall be returned to the Secretary and the voting results certified by at least two additional officers.

ARTICLE VIII - MEETINGS

Section 1. Annual Meeting. The annual meeting of the Club shall be held at a time and place set by the Board of Directors.

Section 2. Meetings. The President may schedule general membership meeting for Club business or social purposes, or both, for the members of the Club at regular monthly intervals, at least 10 times a year.

Section 3. Special Meetings. Special meetings may be called by the President, Board of Directors, or upon the written request of 10 percent of the Club members.

Section 4. Notice of Meetings. Notice of meetings shall be disseminated to each Club member in a timely fashion.

Section 5. Meeting Rules. The Board of Directors may determine the order of business to be followed at the annual, regular, and special meetings of the Club. Or, the President may appoint a meeting rules committee to set forth the order of business.

Section 6. Quorum. Fifteen of the members of the Club shall constitute a quorum for the transaction of business at any meeting of the Club.

ARTICLE IX - BY-LAWS

Section 1. Interpretation. On all occasions arising as to the interpretation of these By-Laws or any provisions thereof, or of the rules of the Club, the decision of the Board of Directors, acting upon the advice of the Club's Legal Counsel, shall be final, subject to a veto by two-thirds of the Voting Members.

Section 2. Amendments. These By-Laws may be amended by a two-thirds vote of the membership present at any meeting or by email vote, provided a quorum votes, and provided at least 30 days notice has been given to all members of any proposed amendments adopted in accordance with the provision become effective immediately.

ARTICLE X - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall govern the Club in all cases to which they are applicable, and in which they are not inconsistent with these By-Laws and any special rules of order the Club may adopt.

ARTICLE XI - DISSOLUTION

Upon the dissolution of this Club, after paying or adequately providing for the debts and obligations thereof, any remaining assets shall be distributed to the Press Club Scholarship Fund through Lamar University.