

**Bylaws of the Association of Capitol Reporters and Editors d/b/a Capitolbeat as  
Proposed September 14, 2009**

**Article I**

This organization shall be known as the Association of Capitol Reporters and Editors (“ACRE”).

**Article II**

The purposes of ACRE are:

The Corporation is organized and shall be operated exclusively for charitable, literary and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 as now in effect or may be hereinafter amended, and to promote excellence in journalism and journalism education. Included among these purposes shall be the promotion of friendly relations and the exchange of ideas among its members; the education of the public about the field of journalism, in general, and the process of reporting about state government, in particular.

The Corporation is, in furtherance of these activities, authorized to accept, hold, administer, invest and disburse for charitable, literary, and educational purposes, such funds as may from time to time be given to it by any person, persons, or corporations, to receive gifts and make financial and other types of contributions and assistance for charitable, literary, and educational purposes and to promote excellence in journalism and journalism education and in general to do all things that may appear necessary and useful in accomplishing the purposes hereinabove set out. This shall include, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of any statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code)

Any other provisions hereof the contrary notwithstanding:

- (1) The Corporation’s income for each taxable year must be distributed at such time and in such manner as not to

subject it to tax under Internal Revenue Code Section 4922 as it now exists or as it may hereafter be amended.

- (2) The Corporation is prohibited from engaging in any act of self-dealing (as defined in said Internal Revenue Code Section 4941(d)), from retaining any excess business holdings (as defined in said Internal Revenue Code Section 4943(c)), from making any investments in such manner as to subject the Corporation to tax under said Internal Revenue Code Section 4944, and from making any taxable expenditure (as defined in said Internal Revenue Code Section 4945(d)).

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the United States District Court for the District of Columbia, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

The foregoing enumeration of the purposes of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law. The mention of any particular purpose is not intended in any manner to limit or restrict the generality of any other purpose mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by the laws of the District of Columbia upon corporations of the similar character, it being the intention that the purposes set forth in each of the paragraphs of this Article shall, except as otherwise expressly provided, in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this or any other Article of these Articles of Incorporation, or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as purposes; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power, or do any act which a corporation formed under the general laws of the District of Columbia may not at the time lawfully carry on or do.

### Article III – Membership

- 1 ACRE shall consist of persons whose professional qualifications and character, in the judgment of the Board of Directors, hereinafter constituted, shall warrant their election to membership in the following categories:
  - (a) **Voting Members:** Persons who spend a substantial portion of their time reporting about or interpreting state government shall be considered Voting Members and entitled to pay dues, vote, sit on the Board of Directors and the Committees and hold elective offices, upon approval by one-half of the Board of Directors that, in the Board's estimation, their principal activity meets one or more of the following criteria

- (i) Duly qualified reporters of newspapers, magazines, newsletters, news services or other publications, which have been issued regularly and are supported by advertising or paid subscription but which are not house organs of any organization or movement.
  - (ii) Editors, writers, publishers, editorial and news cartoonists and artists, or news photographers regularly employed by such publications or news services.
  - (iii) Reporters, editors, writers and producers of public affairs and news, and photographers and videographers regularly employed by publications, broadcasting stations, news agencies, networks, on-line news services and other news disseminating media.
  - (iv) Freelance journalists who qualify in any of the above criteria and are accredited or credentialed by a state press corps.
  - (v) All former presidents of ACRE, regardless of their employment, so long as applicable dues are paid.
  - (vi) Persons who are employed in journalism education at the college level such as instructors, professors or deans, but excluding those who serve in a public information capacity for educational institutions.
  - (vii) Students at recognized colleges, schools or departments of journalism who demonstrate an interest in reporting of state government issues.
- (b) **Honorary Members:** Persons to whom the Board of Directors, by a three-fourths vote, has granted honorary membership, which membership shall be examined at least annually by the Board and, in accordance with its guidelines, may be revoked at any time by a three-fourths vote of those members of the Board entitled to vote. Honorary members shall not pay dues, vote, hold elective office or sit on the Board of Directors, but may sit on ACRE Committees and partake of any other benefits of ACRE membership.
- (c) **Affiliate Members:** Persons that do not spend a substantial portion of their time reporting about or interpreting state government but, in the estimation of the Board of Directors, nevertheless can assist the organization in the furtherance of its goals shall be considered Affiliate Members who shall be eligible to pay dues, attend ACRE conferences, meetings, and events, and receive all other benefits of membership, including participation in certain E-mail listservs, except that they shall not be allowed to vote, sit on the Board of Directors or Committees. Affiliate Membership specifically requires that one-half of the Board of Directors find that the Affiliate Member meet one of the following criteria:
- (i) Former Voting Members regardless of their employment, as long as the former voting member does not become employed:
    - a) by a government entity (other than those persons who are eligible for Voting Membership by virtue of being employed in journalism education at the college level such as instructors, professors or deans or by virtue of their being a statehouse reporter for a public broadcasting station or other media entity affiliated with a public university).

- b) in a public relations, communications or media relations capacity by a foundation or similar organization dedicated to promoting a candidate for political office or spending a substantial amount of its time promoting or opposing state or federal legislation or otherwise
- (ii) Persons who meet one of the criteria for Voting Membership but do not spend a substantial portion of their time reporting about or interpreting state government (i.e., journalists on other beats who have an interest in state government or freelancers who are not accredited or credentialed by the relevant statehouse press corps)

Excluded from Affiliate Membership are:

- (i) Any person who holds office at any level of government (other than those persons who are eligible for Voting Membership by virtue of being employed in journalism education at the college level such as instructors, professors or deans or by virtue of their being a statehouse reporter for a public broadcasting station or other media entity affiliated with a public university).
  - (ii) Any person who is on the official staff of the holder of an office at any level of government (other than those persons who are eligible for Voting Membership by virtue of being employed in journalism education at the college level such as instructors, professors or deans or by virtue of their being a statehouse reporter for a public broadcasting station or other media entity affiliated with a public university).
  - (iii) Any person who is an employee of a political party or a political action committee.
  - (iv) Any person who is a member or employee of a foundation whose goals, in the estimation of the Board of Directors, are not consistent with those of the organization.
2. Board approval of an application for membership becomes effective only upon payment of such dues as may be established by the Board from time to time. Any meeting of the Board of Directors for the election of members shall be closed to all members who are not Directors or officers. The Board of Directors shall also have the power to transfer a member from one classification to another, and it shall duly record all such transfers in its minutes.
  3. The Board of Directors shall have the right to suspend or expel a member for cause. This shall be done only by a vote of a majority of all the members of the Board entitled to vote, after a hearing at which the accused member shall have the right to be present and in conformity with rules which the Board shall adopt.
  4. Members who have resigned from ACRE while in good standing may be reinstated at the discretion of the Board of Directors. Members who have been suspended for failing to satisfy a financial obligation to ACRE may be reinstated at the discretion of the Board of Directors and upon payment of all amounts owing to ACRE. A reinstatement fee shall be set by the Board of Directors and may be waived by the Board.

#### **Article IV – Fees and Dues**

1. The Board of Directors shall set dues and other fees, subject to the following

limitations:

- (a) The Board of Directors, by a vote of two-thirds of those Board members entitled to vote, may, for sufficient cause, waive the dues of any member for up to one year.
  - (b) Student members may pay reduced dues as set by the Board of Directors.
2. Any proposed changes in dues or fees shall be posted on ACRE web site and members must be notified by mail or E-mail. Any increase in dues shall not be effective until after the next duly called annual or special meeting.
3. The Board of Directors shall set the billing periods and the dates for payment of dues and other fees or bills, and may impose such penalties or sanctions for delinquencies in payment, including possible suspension or expulsion, as it shall deem appropriate, and shall have the power to waive any such penalties or sanctions at its sole discretion. Any member delinquent in payment of dues or fees shall not be considered a member in good standing.

#### **Article V – Board of Directors**

1. There shall be a Board of Directors as the governing body of ACRE. The business and affairs of ACRE shall be managed by or under the direction of the Board. The Board of Directors may exercise all such powers of ACRE and do all such lawful acts and things that are not by law, articles of incorporation, or bylaws required to be done by the members. The Board of Directors shall have full control of the property of ACRE.
2. The Board of Directors shall consist of the officers of ACRE, each of whom shall be elected for a period of two years, and other Voting Members, each of whom shall be elected for a period of two years. The Board shall have not less than seven or more than fifteen members. The exact number of members of the Board shall be fixed by a two-thirds vote of those Board members qualified to vote. The terms of the Board of Directors members shall be staggered, with each Director, including any appointed or elected to fill a vacancy, to hold office until his or her successor is appointed and qualified, excepting earlier resignation or death.
3. A Director may resign at any time by delivering written or emailed notice to the President or the Secretary of ACRE. Unless otherwise specified in the notice, such resignation shall take effect immediately upon receipt, and the acceptance of the resignation shall not be necessary to make it effective.
4. For all vacancies, the Board of Directors may call a special election or, by a majority vote of Directors present and voting, may appoint an eligible member to fill such vacancy. A Voting Member so appointed as a Director shall serve until the annual meeting following the next annual election, at which election a successor shall be elected to serve the remainder of the unexpired term.
5. Board Meetings:
  - (a) The first meeting of each newly elected Board of Directors shall be held within one week of the election of such Board of Directors, and no notice of such meeting shall be necessary in order to constitute the meeting legally. In the event such meeting is not held at that time, such first meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board, or as shall be specified in a written waiver of notice signed by all of the Directors.
  - (b) Regular meetings of the Board of Directors may be held at such time and

place as shall from time to time be determined by the Board. The Board shall meet at least once in person each year, in addition to the meeting specified in Section 5(a), above.

- (c) Special Meetings of the Board of Directors or any committee thereof shall be held whenever called by the President or the chair of such committee, as the case may be. Notice of the meeting shall be mailed or E-mailed to each Director or committee member, addressed to him or her at home or usual place of business, at least one week before the day on which the meeting is to be held, or shall be sent to him or her at such place by facsimile, E-mail or other similar device, or be delivered personally or by telephone. The notice shall state the date, time and place of the meeting and the purpose thereof, except as otherwise expressly provided by law or ACRE's articles of incorporation or these Bylaws.
  - (d) At all meetings of the Board of Directors or committees of the Board, a majority of the total number of Directors and officers or committee members entitled to vote shall constitute a quorum for the transaction of business. However, the Board also may conduct votes by E-mail, provided such votes and notes of any discussions are retained with the official records of the Board.
  - (e) Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of the Board or such committee by means of a telephone conference call or by means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.
  - (f) Unless otherwise restricted by law or by ACRE's articles of incorporation or by these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee composed exclusively of Board members may be taken without a meeting, if all members of the Board or the committee, as the case may be, participate in voting by E-mail or subsequent successor technological means. Such writing or writings shall be submitted to the Secretary of ACRE and are retained with the official records of the Board.
6. Except as otherwise provided by law or by ACRE's articles of incorporation or by these Bylaws, the vote of a majority of those Directors present and entitled to vote at any duly called meeting at which a quorum is present shall be the act of the Board of Directors. The vote of a majority of the voting members of any committee at any duly called meeting at which a quorum is present shall be the act of that committee.
  7. A Director of ACRE who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action unless his or her dissent is entered in the minutes of the meeting or unless he or she files a written dissent to such action with the person acting as secretary of the meeting before adjournment, or forwards such dissent by registered mail to the Secretary of ACRE within two business days after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.
  8. The Board of Directors may designate one or more committees, including an executive committee. The chairperson of any committee must be a member of the Board of Directors. For all committees other than the Executive Committee, membership is restricted to Voting Members and Honorary Members; membership on the Executive Committee is restricted to members of the Board of Directors. The President, as Chair of the Board of Directors shall appoint the members and chairmen of such committees. If a member of a committee shall be absent from any meeting, or be disqualified from voting thereat, the committee

chairman may appoint another member of the organization to act at the meeting in the place of such absent or disqualified member. Except as restricted by law, any such committee, to the extent provided in a resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of ACRE, and may authorize the seal of ACRE to be affixed to all papers which may require it. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors.

9. On behalf of ACRE, the Board of Directors may employ or authorize the employment of such persons and under such terms and conditions, including such compensation, as it shall deem in the best interests of ACRE.

## Article VI – Officers

1. The officers of ACRE shall consist the following, each of whom shall be a Voting Member and who shall serve for a term of two years. No person shall simultaneously hold more than one office, except in an emergency as determined by the Board of Directors:
  - (a) **President:** The President shall serve as Chair of the Board of Directors, and shall be the principal executive officer of ACRE. Subject to the control and direction of the Board of Directors, the President shall in general supervise the business and affairs of ACRE, and shall ensure that all orders and resolutions of the Board of Directors are carried into effect. The President shall preside at all meetings of ACRE. With the Secretary or any other proper officer of ACRE, authorized by the Board of Directors, the President may sign and execute any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed or has delegated to his or her discretion to execute on behalf of ACRE, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of ACRE, or shall be required by law to be otherwise signed or executed. In general, the President shall perform all duties incident to the Office of the President, shall supervise all programs of ACRE, and have such other powers as the Board of Directors may from time to time prescribe. No person shall be President of ACRE unless such person has completed a two year term as a Member of the Board of Directors.
  - (b) **Vice President:** The Vice President, in the absence of the President or in the event of the President's inability or refusal to act, shall perform the duties of the President. When so acting he or she shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe. In the event of a vacancy in the Office of the President, the Vice President shall immediately succeed to the Office of President, and shall serve until the annual meeting following the next annual elections.
  - (c) **Secretary:** The Secretary or a designee under the direction of the Secretary shall be responsible for and supervise all elections and all issues put to a vote of the Voting Members, shall keep the records of ACRE, including maintaining the official and current roster of ACRE Members, shall attend all meetings of the members and of the Board of Directors, and shall record all the proceedings of the meetings of the members and of the Board of Directors or designate a board member to make such recordings. The Secretary shall maintain the official roster of ACRE members and shall serve as Membership Chair, responsible for recruiting members, verifying their qualifications for membership in the appropriate class, and proposing applicants for membership to the Board of Directors. The Secretary shall see that all notices are duly given in accordance with the articles of incorporation and these Bylaws or as required by law or

directed by the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall cause the posting of official notices on the ACRE web site as may be necessary for the information of members. The Secretary shall have custody of any corporate seal of ACRE, and shall have the authority to affix the same to any instrument requiring it and when so affixed it may be attested by the signature of the Secretary. The Board of Directors may give general authority to any other officer to affix the seal of ACRE and to attest the affixing by such officer's signature. The Secretary may attest all instruments signed on behalf of ACRE by the President or Vice President. The Secretary shall in general perform all duties incident to the Office of Secretary and such other duties as the Board may from time to time prescribe.

- (d) **Treasurer:** The Treasurer shall be the custodian of all corporate funds and securities of ACRE, shall see to the discharge of all financial obligations of ACRE, shall have general charge of ACRE's finances, shall see that full and accurate accounts of receipts and disbursements are kept in books belonging to ACRE, and shall see that all moneys and other valuable effects are deposited in the name and to the credit of ACRE in such depositories as may be designated by the Board of Directors. The Treasurer shall see that funds of ACRE are disbursed as ordered by the Board of Directors and that proper vouchers are taken for such disbursements. The Treasurer shall render to the President upon his or her request to the Board, at its regular meeting or when the Board requests, an account of all financial transactions of ACRE and of the financial condition of ACRE. The Treasurer, in coordination with the President, shall prepare an annual operating budget for consideration by the Board of Directors, and shall perform all other duties incident to the Office of Treasurer and such other duties as the Board may from time to time prescribe.
2. An officer may resign at any time by delivering written notice to the President or the Secretary of ACRE. Unless otherwise specified in the notice, such resignation shall take effect immediately upon receipt, and the acceptance of the resignation shall not be necessary to make it effective. For all vacancies, the Board of Directors may call a special election or, by a majority vote of Directors present and voting, may appoint an eligible member to fill such vacancy. A member so appointed shall serve until the annual meeting following the next annual election.

## Article VII – Meetings

1. Annual and special meetings of the membership shall be scheduled by the Board of Directors as required by the articles of incorporation:
  - (a) An annual meeting shall be held each year. If there is a conference or convention of the organization, the annual meeting shall be held as an official part of this event.
  - (b) A special meeting of the members shall be called by the President within three weeks of his or her receipt of a written request for such a meeting by twenty-five Voting Members, which request shall include a statement of the purpose or purposes of the proposed meeting.
2. Notice of all meetings of members, stating the place, date and hour of the meeting, shall be posted on ACRE's web site and sent by E-mail to all members not less than thirty days before the date of the meeting. In the case of a special meeting, such notice shall include a statement of the purpose or purposes of the meeting. Business transacted at any special meeting shall be limited to the purpose or purposes stated in the notice.

3. Except as otherwise provided by law or by ACRE's articles of incorporation, the Voting Members present shall constitute a quorum at all meetings of the members, duly called, for the transaction of business. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave the meeting with less than a quorum; however, no action requiring a vote shall be taken unless a quorum is present.
4. The order of business at any annual or special meeting of members shall be as follows: reading of the minutes of the last meeting, report of the officers, report of the Board of Directors, installation of officers, old business, and new business.
5. Only Voting Members shall be entitled to vote, and each Voting Member shall be entitled to one vote on each matter put to a vote.
6. Minutes of all membership meetings shall be posted on ACRE's web site.

### **Article VIII – Nominations and Elections**

1. Elections shall be held annually, on a date to be set by the Board of Directors. Only Voting Members shall be entitled to vote.
2. Within six months after each election, the President shall appoint a current member of the Board of Directors to the position of "Nominating Director." The Nominating Director cannot be a person who is scheduled to be on the slate of candidates for officer or director in the next ACRE election. This Nominating Director shall forward to the Board of Directors the names of candidates for each ACRE office and Board of Directors seat that will be open in the following election. The Nominating Director may request materials from candidates to verify qualification for Voting Membership status. The Nominating Director shall consider the diversity of ACRE membership in media employment, market size, geographic representation, gender and ethnicity. Nominations may also be made by petition, requiring the signatures of at least ten Voting Members for a candidate to be placed on the ballot. The Board of Directors will vote to approve the slate of candidates received from the Nominating Director and by petition no later than 45 days prior to an election, at which time the final list of candidates for each opening will be submitted to the Secretary. Candidates placed in nomination shall have the right to withdraw their names by written notice to the Secretary. The Secretary shall not place on the ballot the name of any person who is not a member in good standing.
3. Votes for all ACRE elections may be cast by mail or E-mail which arrives on or before the date of the election or in person on the date of the election at a place to be determined by the Board of Directors. The nominations shall be arranged in alphabetical order under headings designating the positions for which the nominees have been nominated, and the ballot shall indicate on its face, under the title of each position, the number of candidates to be elected to each such position. A copy of the ballot shall be posted on ACRE's web site and emailed to the Association members' list not later than seven days prior to the day of the election. No member shall be precluded from writing on the ballot the name of any member in good standing and eligible to hold the position for whom the member desires to vote. The Secretary shall see to the printing and publication of ballots and the means for conducting an election, and shall be responsible for and supervise all elections and issues put to a vote of the members. All questions relating to ACRE elections, including questions about the validity of ballot, shall be determined by the Secretary, subject to appeal to the Board of Directors, whose decision shall be final. No member shall be qualified to vote who is delinquent in any financial obligation to ACRE, including dues for the current billing period.
4. The votes shall be counted on the date set for the election, and at least two members of the Board of Directors shall be present when the votes are counted.

When the number of candidates to be elected to any office is more than one, the candidates receiving the highest numbers of votes shall be declared elected in order until the number of candidates to be elected is filled. When only one candidate is to be elected to any office, a majority of the votes cast shall be required for election. If no candidate has a majority, a run-off election between the two candidates having the highest numbers of votes shall be held within the thirty days following the initial election day. Written notice of such a run-off election shall be posted on ACRE's web site and mailed to Voting Members no later than three days after the initial election. The results of each election shall be posted on the ACRE web site immediately.

#### **Article IX -- Amendments**

The Bylaws of ACRE and amendments thereto promulgated by the Board of Directors shall be posted on ACRE's web site for a period of 30 days, and written notice of such amendments shall be E-mailed to members. At the expiration of that period, the Board may adopt the Bylaws and amendments as promulgated.