

# **Bylaws of the National Federation of Press Women, Inc. (NFPW)**

*As Amended June 20, 2024, St. Louis, Mo.*

## **Article I: Name**

### **Section 1: Name of Organization**

The name of this corporation shall be the National Federation of Press Women, Inc., referred to as NFPW.

## **Article II: Definition and Objectives**

### **Section 1: Nonprofit Status**

The Organization is a nonprofit, tax-exempt 501(c)(6) corporation abiding by laws and regulations of the United States and the states in which it is incorporated or registered.

### **Section 2: Objectives**

The Organization's objectives shall be to advance professional development of women communicators, to provide for an exchange of ideas, knowledge, and experiences, to be a protector of First Amendment freedoms, and to assist the communications professions in outreach to students interested in communications fields.

### **Section 3: Noncommercial**

The Organization shall be noncommercial, nonsectarian, and nonpartisan.

### **Section 4: Policies and Positions**

The Organization's policies and positions shall be determined by a simple majority vote of Delegates at a Business Meeting that shall convene at the call of the President.

### **Section 5: Principal Office; Registered Agent**

The principal office of the Organization shall be designated by the Board of Directors. A registered agent shall be appointed in every jurisdiction in which the Organization is incorporated or registered.

## **Article III: Membership**

### **Section 1: Membership Categories**

**A.** Membership in the Organization shall consist of:

1. Active individual communications professionals
2. Retired members of such professions
3. Student aspirants to such professions

**B.** Special membership categories may be created by the Organization to admit persons who do not qualify as Active or Retired members or Students aspiring to communications professions. Dues for each category shall be established by the Board of Directors.

### **Section 2: Affiliates**

**A.** Members must join an Affiliate in their states if an Affiliate is available. Affiliates may be formed whenever 10 or more members of the Organization petition to create such an organization and shall be maintained as Affiliates whenever 10 or more members remain members in good standing of the Organization.

**B.** There shall be no more than one Affiliate in each American state or Canadian province, except that 15 or more members in good standing may petition the Board of Directors for leave to form a new Affiliate upon a showing that existing Affiliates are geographically or economically unable to serve their needs.

**C.** Within one year of achieving Affiliate status, each new Affiliate shall submit proposed Bylaws to the Board of Directors for approval.

### **Section 3: Membership Status**

**A.** Upon payment of dues, members shall be considered in good standing, after membership qualifications are met in accordance with Article III, Section 4.

**B.** Special membership status may include Life Member, Honorary Member, or other such categories as may be authorized by the Board of Directors.

1. Life Members in good standing on or before June 1, 1998, shall be considered Active Members of the Organization. No Life Members will be admitted after that date, except that each outgoing President shall automatically become a Life Member upon completion of her or his term.

2. Honorary membership may be granted at the discretion of the President for up to two membership years, but in no case may the President name more than six individuals to Honorary memberships during her or his term.

**C.** Only Active Members may vote; propose, second, and vote on motions; and serve in elected office.

### **Section 4: Active Members**

**A.** Communications professionals actively engaged in any aspect of communications for remuneration or whose work is the equivalent of paid professional work in the judgment of her or his Affiliate's Board of Directors will be eligible for Active membership.

**B.** Active Members shall be accorded all rights and privileges of membership as set forth by the Organization's Articles of Incorporation, Bylaws, and such policies as the Board of Directors may adopt. All products and services of the Organization shall be offered as a priority to Active, Retired, and Student members, whenever products and services are also offered to nonmembers. The Board of Directors shall have the discretion to charge additional fees or prices for offerings to nonmembers.

**C.** Active Members of more than one year's good standing may qualify for the Student rate under Article III, Section 6 without relinquishing Active membership privileges upon a showing that she or he is enrolled as a full-time student for purposes of furthering communications expertise.

**D.** Active Members who would like to participate in the optional Liability Insurance option can become Premium Active Members when joining/renewing their membership by paying the additional \$58 actual cost for the Liability Insurance option.

### **Section 5: Retired Members**

**A.** Any Member in good standing of at least five years who retires from full-time professional employment and does not receive substantial remuneration from any aspect of communications work may choose to become a Retired Member and pay reduced dues.

**B.** Retired Members shall be accorded all rights and privileges of membership except that they may not propose, second, or vote on motions; vote in elections; or serve in elected office. However, the President may appoint a Retired Member to office for up to one year upon finding that no qualified Active Member is available to fill an essential position.

### **Section 6: Student Members**

**A.** Any degree-seeking student enrolled in a high school or college program will be eligible for Student membership.

**B.** Student Members shall be accorded all rights and privileges of membership except that they may not propose, second, or vote on motions; vote in elections; or hold elected office. Students may maintain Student status for 12 months following college graduation. They may convert to Active status by providing proof of eligibility to the Organization.

**C.** Students may form their own high school or campus Affiliate upon petitioning the Organization and providing proof of five or more members in good standing and sponsorship of two Active or Retired members who shall act as advisers to the Affiliate.

## **Section 7: Members-At-Large**

**A.** Anyone who qualifies for membership in the Organization but who resides in a U.S. state, Canadian province, or foreign nation in which no Affiliate exists may be eligible for membership at-large.

**B.** Upon showing that no Affiliate within an applicant's geographic area is able to serve the applicant's needs, the Organization may accept such applicant as a Member-At-Large. The Organization will advise the President of the applicant's residence and may advise the president of the Affiliate in a contiguous state of the applicant's interest, along with sufficient information to enable relevant Affiliates to offer membership to the applicant.

**C.** Members-At-Large are accorded rights and privileges reserved for their specific membership status, whether Active, Retired, or Student.

## **Article IV: Meetings**

### **Section 1: Annual Conference**

The Organization shall convene an Annual Conference, at which the Board of Directors and the Membership shall conduct the business of the Organization.

### **Section 2: Business Meeting**

**A.** The President shall issue a call for a Business Meeting of the General Membership to occur during the Annual Conference by publishing the time and place of such meeting at least 60 days prior to the meeting in an official publication of the Organization.

**B.** The President shall issue a call for meetings of the Board of Directors at least twice annually by whatever means of notification agreed to by a majority of the Board during each term of office.

**C.** Meetings of the Board of Directors may take place by whatever means of meeting is agreed to by a majority of the Board during each term of office. Attendance of a Director shall constitute a waiver of notice except where a Director attends a meeting for the express purpose of objecting to the absence of notice.

### **Section 3: Purposes of Meeting**

**A.** The purposes of the Business Meeting shall include receiving the Annual Report of the Board of Directors, proposing and voting upon proposals for changes in the Bylaws, approving or rejecting Resolutions, and acting on such business as may be put before the Membership by the Board of Directors.

**B.** In every odd-numbered year, the Membership shall elect Officers.

**C.** In every even-numbered year, the Membership shall elect an Elections Committee.

### **Section 4: Suspension**

The Board of Directors shall be empowered to suspend conferences in emergencies.

### **Section 5: Membership Quorum**

A quorum at the Business Meeting shall be established when at least 10 affiliates are represented by official Delegates.

## **Article V: Officers and Elections**

### **Section 1: Elected Officers**

Elected Officers as of September 2017 shall consist of a President, a Vice President, a Secretary, and a Treasurer.

### **Section 2: Terms of Office**

**A.** No President, Vice President, or Secretary shall serve more than a two-year term, commencing upon the adjournment of the Annual Conference at which they are elected, or shall serve until successors are elected.

**B.** The Treasurer shall serve no more than two consecutive two-year terms. The Treasurer shall be bonded to an amount set by the Board of Directors.

**C.** Any Officer who serves more than 18 months of a two-year term in that office shall be deemed to have served a full term.

**D.** No President, Vice President, or Secretary, having served a full term, may serve a second consecutive term in the same office.

### **Section 3: Simultaneous Office**

No Member may hold more than one elected office in the Organization simultaneously.

### **Section 4: Limitation on Affiliates**

No more than two Members of any Affiliate shall hold elective office in the Organization simultaneously.

### **Section 5: Vacancies**

**A.** Any vacancy in the office of President shall be filled by the Vice President, with each officer moving into the higher rank until offices are filled. A vacancy in the office of Vice President shall be filled by the Secretary.

**B.** The Treasurer shall not move in rank to fill a vacancy unless an emergency is declared by a unanimous vote of the existing officers.

**C.** The President may appoint a person in consultation with the Board of Directors to fill the office of Secretary or Treasurer, in the event of a vacancy in either office, until the next Business Meeting, at which time a special election shall be held to fill the unexpired term.

**D.** An officer who serves by succession in any office for less than one year shall not be deemed to have served a full term, for purposes of term limitations.

### **Section 6: Duties of Officers**

All elected officers and appointed officials shall carry out duties as outlined in the Bylaws, as designated by the President or according to the Organization's policy.

### **Section 7: Removal from Office**

**A.** An officer of the Organization may be removed from office by two-thirds vote of the Board of Directors in the event of disability or other incident rendering the officer unable to perform the duties of office.

**B.** An officer of the Organization may be removed from office without cause by a unanimous vote of the remaining members of the Board of Directors.

**C.** In the event of such actions, notice of intent to hold such a vote must be provided to The Membership 30 days prior to the date of the vote to enable comment by Members.

### **Section 8: Compensation**

Officers and committee members shall not receive a stated salary for service but may be allowed expenses for attendance at regular or special meetings or to carry out duties assigned by the President providing that sufficient funds are available.

## **Article VI: Duties of Elected Officers and Appointed Officials**

### **Section 1: President**

**A.** The President shall call and preside at the Business Meeting, meetings of the Board of Directors, and other national meetings.

**B.** The President shall supervise and control all business and affairs of the Organization and may execute deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized for execution unless this power is delegated to another officer or director by the Bylaws or a statute of a jurisdiction in which the Organization is incorporated or registered.

**C.** The President shall perform other duties prescribed by the Board of Directors and incident to the office of President.

D. The President shall appoint the Parliamentarian, Historian, and other officials as necessary, except the Elections Committee and the leader of the Parlay of Past Presidents States (POPPS).

E. The President shall serve as ex-officio member of all committees except the Elections Committee and keep informed of their activities.

F. The President's name shall not be placed in nomination for Communicator of Achievement.

### **Section 2: Vice President**

A. The Vice President shall serve as aide to the President and shall preside at meetings in the President's absence.

B. The Vice President shall accede to the presidency if it is vacated and serve until a successor is elected.

### **Section 3: Secretary**

A. The Secretary shall keep minutes of all official acts of the Governing Body and the Board of Directors and shall submit minutes for review of the members of each body within 60 days of the meeting.

B. Minutes of the Board of Directors shall be considered submitted when transmitted by first-class mail or electronic means to each member of the Board or when printed in an official publication of the Organization.

C. The Secretary shall ensure that one copy of the minutes of each meeting of the Governing Body is kept with the corporate files of the Organization.

D. The Secretary shall serve as secretary to the corporation for all official acts.

### **Section 4: Treasurer**

A. The Treasurer shall oversee deposits of the Organization in a federally insured financial institution and shall oversee receipts and expenditures of the Organization according to policies that shall be established by the Board of Directors.

B. The Treasurer may delegate the keeping of accounts and routine collections and payments to an agent of the Organization but shall require periodic reports at a frequency no less than monthly of said collections and payments.

C. The Treasurer shall develop an asset management plan for annual approval by the Board of Directors and shall oversee investment of the Organization's funds according to the plan.

D. The Treasurer shall produce a periodic report of profit and loss and a statement of assets and liabilities to the Board of Directors periodically but in no event less frequently than every six months and shall report the status of the Organization's finances to the General Membership at the close of each fiscal year.

E. The Treasurer shall cause the financial accounts of the Organization to be audited annually by a qualified auditor to be recommended by the Treasurer and/or her designated agent and to be approved by the Board of Directors.

F. The Treasurer shall ensure the reporting and payment of all taxes, licenses, fees, and other liabilities owed by the Organization.

G. The Treasurer shall ensure that any and all agents responsible for management, collection, or disbursement of the Organization's funds are bonded to an amount set by the Board of Directors.

H. The Treasurer shall perform all duties incident to the office of Treasurer in good faith as fiduciary to the Membership.

I. The Treasurer shall be bonded at the Organization's expense to an amount that shall be set annually by the Board of Directors.

### **Section 6: Parliamentarian**

A. The Parliamentarian shall advise the presiding officer on questions of parliamentary procedure.

**B.** The Parliamentarian shall review all proposed amendments to the Organization's Bylaws and all proposed resolutions to certify that they are presented in accordance with the process for presenting such propositions set out in the Articles of Incorporation, Bylaws, and governing policies of the Organization.

#### **Section 7: Historian**

**A.** The Historian shall be responsible for the archives and historical records of the Organization and shall catalog the nature and location of significant records in form suitable for preservation by the Organization.

**B.** The Historian shall collect and present honoraria and memorial recognitions as set out in the Organization's policy.

**C.** The Historian shall ensure that historical records are passed to his or her successor within 60 days of the completion of his or her term and shall transmit to the Organization's headquarters at the time of succession a catalog of all materials transferred.

### **Article VII: Elections**

#### **Section 1. Odd-Numbered Years**

Elections shall take place in odd-numbered years at the Annual Conference.

#### **Section 2: Elections Committee**

**A.** A five-member Elections Committee shall be elected by the Governing Body to a two-year term in even-numbered years during the Business Meeting. The committee members will elect their chair.

**B.** The Elections Committee should include at least one but no more than two past Presidents.

**C.** Before the Business Meeting, the current Board of Directors will ask if there are interested Members who would consider serving on the Elections Committee.

#### **Section 3: Nominations**

**A.** The Elections Committee shall issue a call for candidates in an official publication of the Organization no later than December 1 preceding a General Election. The Elections Committee shall determine that each nominated candidate is a Member in good standing and meets the qualifications for the position.

**B.** Nominations for elected office may be submitted by Affiliates to the Elections Committee no later than February 1 of the election year. Nominations should include all items required by the Organization's election policy.

**C.** The Elections Committee shall present its slate of candidates for general election to the Board of Directors no later than 90 days preceding a general election. At that time, the Board of Directors may cause to be issued a call for further nominations by petition to be provided within a period to be designated, but not later than 30 days before the Business Meeting, whichever period permits the greatest notice to the Membership.

**D.** Nominations responsive to the call of the Board of Directors may be presented by petition of 10 Active Members in good standing of the Organization.

**E.** Nominations submitted by petition shall be verified by the Elections Committee, which shall determine whether the nominated candidate is willing to stand for election and is a Member in good standing of the Organization.

**F.** Nominations from the floor will be accepted if the nominated candidate is a Member in good standing of the Organization and has given written consent to stand for election.

#### **Section 4: Balloting**

**A.** Ballots shall be printed after all nominations have been made. Balloting shall be performed according to the Organization's policy.

**B.** The President shall appoint four tellers and name one as director. Those appointees will supervise the balloting procedure according to the Organization's policy. The tellers' director shall report the results to the Governing Body, stating the office, the name of the candidates, and the number of votes received.

**C.** Officers shall be elected by majority vote of the Governing Body. If no one candidate for an office receives a majority vote, a runoff election shall be held between the two candidates who receive the greatest number of votes.

**D.** Following the election, the ballots shall be disposed of according to the Organization and its policy.

## **Article VIII: Representation and Governing Body**

### **Section 1: The Governing Body**

**A.** The Governing Body of the Organization shall be the annually assembled Membership, which shall consist of duly elected Delegates of the Affiliates appointed in accordance with Article VIII, Section 2, and who are in attendance at the Business Meeting.

**B.** The Board of Directors shall be the Officers and shall be comprised of the President, Vice President, Secretary, Treasurer, and the Immediate Past President.

**C.** The privilege of introducing motions and voting shall be extended to the Delegates in attendance. The order of business on any given subject shall be the hearing of motions by the Board of Directors, followed by motions from the floor, except that the order of business may be altered by the President and Vice President for the good of the order.

**D.** Each Delegate shall have one vote on each question called for a vote.

**E.** Each Delegate must be a registered attendee of the Annual Conference at which the Business Meeting takes place in order to present, support, or oppose a business item from the floor.

**F.** Members of the Organization who are not Delegates and/or who have not registered to attend the Annual Conference may attend but not participate in the Business Meeting. They may also attend and participate in the Memorial Service.

### **Section 2: Delegates**

**A.** Each Affiliate shall be entitled to one Delegate for each 10 Active and Retired Members or major fraction thereof.

**B.** Members-at-large shall be entitled to one Delegate for each 10 Active and Retired Members or major fraction thereof.

**C.** Members of the Board of Directors, committee chairs, appointed officers, past national presidents, and current Affiliate presidents in attendance are Delegates. No proxy votes are permitted.

### **Section 3: Board of Directors**

**A.** The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and the Immediate Past President.

**B.** The Board of Directors shall govern policy and procedures for the Organization and shall be responsible for the Organization's financial solvency, creating and management of its committees, setting annual dues levels, and approving an asset investment plan to be executed by the Treasurer.

**C.** A quorum of the Board of Directors shall be a simple majority of the body. Any Member may suggest the absence of a quorum, which shall be determined by the President. In the absence of a quorum, the Board may meet and may discuss its business and may propose motions but may not vote upon motions or transact any other business that shall be binding upon the Organization.

## **Article IX: Committees**

**Section 1:** The President, with the consultation of the Board of Directors, may establish such committees as needed to carry out each year's plan of work. The President must appoint a standing committee on Membership and a standing committee on Finances to be chaired by the Treasurer. Persons appointed to committees must be Members in good standing.

## **Article X: Financial Matters**

### **Section 1: Fiscal Year**

The Organization's fiscal year shall be January 1 through December 31 of each year, inclusive.

### **Section 2: Budget**

The Organization's budget shall be approved by the Board of Directors and may be amended only by the Board of Directors, except that upon agreement of the President's Operating Committee, changes may be made in individual revenue or expense items so long as total revenues or expenses are not affected.

### **Section 3: Dues**

**A.** The amount of dues for each Membership category shall be reviewed annually by the Board of Directors and may be increased or decreased upon a vote of a two-thirds majority of the Board, except that no dues increase may exceed the level of annual inflation as measured by the Consumer Price Index without express prior approval of the Membership. No dues change shall take effect until Affiliates have been provided 90 days' notice of the adjustment.

**B.** Affiliates' share of dues income shall be disbursed to the Affiliate treasurers according to the Organization's policy and shall be accompanied by a current list of members of good standing.

**C.** Dues are payable upon receipt. Delinquent Members shall be removed from the membership rolls as shall be determined by the policy of the Board of Directors.

### **Section 4: Special Funds**

**A.** The Board of Directors may annually direct a contribution of a share of annual dues income not to exceed five percent of Active Members' dues to a separate Education Fund.

**B.** The Organization may annually direct a share of annual dues income not to exceed five percent of Active Members' dues to a permanent Endowment Fund. The corpus of the fund shall remain intact and shall be invested according to the asset management plan of the Board. Its income may be directed into the Organization's operating accounts at the discretion of the Board of Directors. The fund may be dissolved only upon a vote of the Membership, except that it may be used as collateral by the Treasurer to secure credit to avoid insolvency.

## **Article XI: Official Publications**

**Section 1:** The Organization shall produce a regular periodical report that shall serve as its official print or electronic publication to its Members, in a frequency and format as shall be determined by the Board of Directors. A portion of each Member's dues will pay for a subscription to the official periodical.

**Section 2:** Official publications of the Organization include, but are not limited to, items sent as print or electronic publications by the Organization, such as *NFPW Agenda*, the *NFPW E-letter*, and email announcements.

## **Article XII: Contests and Awards**

### **Section 1: Contests and Awards, Inclusive**

The Organization may sponsor contests and awards that reflect the Organization's objectives. These contests and awards may include a Communications Contest, Communicator of Achievement, Recognition Awards, and President's Awards.

### **Section 2: Policies and Rules of Contests and Awards.**

Contests and awards shall be governed by the policies and financial budgets set by the Board of Directors and revised periodically in consultation with such committees and task forces as the Board shall deem essential to reflect the needs of the Organization.

## **Article XIII: Parliamentary Authority**

### **Section 1: Robert's Rules of Order**



The Organization shall be governed by *Robert's Rules of Order Newly Revised* on matters not otherwise set out by Bylaws or policy, except as such direction may be in conflict with the laws of the jurisdictions in which the Organization is incorporated or operates.

## **Article XIV: Amendment of Bylaws**

### **Section 1: Amendment Vote**

These Bylaws may be amended during the Business Meeting by a two-third vote of the Delegates.

### **Section 2: Publication of Amendments**

Proposed amendments to these Bylaws must be submitted to the Board of Directors for review, considered, and published in an official publication of the Organization at least 30 days prior to the Business Meeting at the Annual Conference. The Board of Directors shall have the option of referring amendments without recommendation to the Business Meeting.

## **Article XV: Prohibited Acts**

**Section 1:** As long as the Organization is in existence, and except with the express prior approval of the Board of Directors, no Director, Officer, or committee member shall:

- A.** Do any act in violation of the Bylaws or a binding obligation of the Organization.
- B.** Do any act with the intention of harming the Organization or any of its operations.
- C.** Receive an improper personal benefit from the operation of the Organization.
- D.** Use the assets of the Organization for any purpose other than carrying on the business of the Organization.
- E.** Wrongfully transfer or dispose of the Organization's property.
- F.** Use the name of the Organization or any trademark, service mark, or name of the Organization except on behalf of the Organization in accordance with its established policies or otherwise permitted by the express consent of the Board of Directors.

## **Article XVI: Indemnification**

**Section 1:** The Organization shall indemnify its Directors, Officers, committee members, or agents who are named as defendants or respondents in any proceeding as a result of acts or omissions within the scope of any official capacity in the Organization except that indemnification shall not be provided for intentional torts or acts of gross negligence in violation of these Bylaws.

## **Article XVII: Rules of Construction**

### **Section 1: Separability**

If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, such declaration shall not affect any other provision, and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

### **Section 2: Headings**

The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

## **Articles XVIII: Dissolution**

### **Section 1: Dissolution of the Organization**

Should the Organization disband, its funds shall go to an organized charity of national standing and of good repute. This charity shall be selected by a majority vote of the Board of Directors.

**Section 2: Dissolution of Affiliates**

Upon dissolution of an Affiliate, all funds and assets should be turned over to the Organization for investment until such time as an Affiliate should be reorganized. If no Affiliate is reestablished within two years, the Organization shall dissolve the assets and deposit the funds of the defunct Affiliate into its operating fund, but it shall set aside a sum to be determined by the Board of Directors to be used as seed money for the establishment of a new Organization upon such time as a new Affiliate can be established under the provisions of these Bylaws.