

NAHJ Bylaws

ARTICLE I

NAME

The name of this corporation shall be:
NATIONAL ASSOCIATION OF HISPANIC JOURNALISTS

ARTICLE II

OFFICES

SECTION 1: PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation (Principal executive office) is located in the State of California, County of Los Angeles. The directors may change the principal office from one location to another. Any change of this location shall be noted by the secretary on these bylaws in this section.

Effective September 1, 1985, the principal office of the corporation is located in the District of Columbia.

SECTION 2: OTHER OFFICES

The Board of Directors may at any time establish offices at any place or places where their corporation is qualified to do business.

ARTICLE III

PURPOSE AND NONPARTISAN ACTIVITIES

This Corporation has been formed under the California Nonprofit Corporation Law for the purpose described herein below at Article XV, and it shall be nonprofit and nonpartisan.

No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any

candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE IV

DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to fulfillment of the Objectives and Purposes of this corporation as set forth in Article XV hereof. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the exclusive benefit of any private person or individual, or any member or director of this corporation except in fulfillment of said Objectives and Purposes. On liquidation or dissolution, all properties and assets and obligations shall be distributed pursuant to the nonprofit provisions of the California Corporations Code then in effect.

ARTICLE V

MEMBERSHIP

There shall be seven (7) classes of membership in this corporation as follows:

1. REGULAR MEMBERS

A regular member shall be those persons admitted to membership by the Board, being persons whose principal means of support is earned in the gathering, editing or presentation of news. Regular members may not be employees of government-- supported news organizations. The following job title descriptions shall be included: Reporters, Editors, Broadcast News Directors, Community or Public Affairs in broadcast or print news organizations, Publishers of print news media, General Managers of broadcast news media, Photographers, and News Camerapersons, News Graphic Artists and Newspaper Designers, among others. A regular member has all rights granted under these Bylaws, which include the right to vote and to hold office.

2. ACADEMIC MEMBERS

Academic members shall be those persons approved for membership by the Board of Directors and who are educators of Journalism in educational institutions of higher learning. These members shall have those rights granted to them under the Bylaws including the rights to vote and to hold office.

3. ASSOCIATE MEMBERS

Associate members shall be all those persons admitted to such membership by the Board of Directors, as persons engaged in such media--related jobs as public relations, public or corporate information, directors of media organizations. These members shall be entitled to whatever rights are granted under the corporate Bylaws to associate members, excluding the right to vote and to hold office.

4. FOUNDING MEMBERS

Founding members are all those persons admitted to such membership by the Board of Directors and who signed The Articles of Incorporation and paid the established dues by April 15, 1984.

These Founding members shall be entitled to all rights established under the Bylaws and shall have the recognition as Founding Members of the Corporation, and shall have the right to vote and/or hold office if they remain as Academic or Regular members, respectively.

5. STUDENT MEMBERS

Student members shall be those persons admitted to such membership by the Board of Directors as persons who are engaged in a program of full--time study in a recognized educational institution of higher learning. These members shall have those rights granted to such members under the Bylaws, excluding the right to vote and to hold office.

6. HONORARY MEMBERS

Honorary members shall be all those persons admitted to such membership by the Board of Directors as being active or retired from a journalism or media activity and who have achieved recognition in the profession by their exemplary contributions to the profession of journalism and media. These Honorary members shall not pay dues and shall be entitled to all rights specified under the Bylaws but shall not vote or hold office. Honorary members shall be given recognition whenever in attendance at corporate functions and/or activities.

7. SUPPORTING MEMBERS

There shall be two classes of Supporting Members: Individual and Corporate.

(a) Individual Supporting Members shall be admitted as such by the Board of Directors as a person who is not in the media industry but who supports the goals and purposes of the corporation.

(b) Corporate Supporting Members shall be representatives of corporations admitted to such membership by the Board of Directors, corporations which are not engaged in journalism and/or media but who support the goals and purposes of the corporation.

Supporting members shall be entitled to all rights given by the Board of Directors excluding the right to vote and to hold office.

SECTION 2: FEES, DUES AND ASSESSMENTS

The Board of Directors may modify the amount or suspend payment of dues for the purpose of membership drives aimed at adding at least 50 new members to the organization. Such actions will not have affect for more than one year without subsequent board approval.

Each member in good standing must pay, within the time and on the condition set by the Board of Directors, the annual dues in amounts that may be fixed from time-to-time by the Board of Directors. The dues established by the Board of Directors are as follows:

1. Regular member	\$55.00
2. Academic member	\$55.00
3. Associate member	\$55.00
4. Founding member	\$55.00
5. Student member	\$25.00
6. Honorary member	\$ ~
7. Supporting member	\$ ~
Individual	\$110.00
Corporate	\$1,100.00

SECTION 3: TERMINATION OF MEMBERSHIP

Causes of Termination. The membership of any member shall terminate upon occurrence of any of the following events:

- (a) The resignation of the member.
- (b) The failure of a member to pay annual dues, if applicable, in the amount and within the times set forth by the Board of Directors.
- (c) The determination by the Board of Directors or a committee designated to make such termination that the member had failed in a material and serious degree to observe the

rules of conduct governing this corporation promulgated by the Board of Directors from time-to-time.

Procedure for Expulsion Following the determination that a member should be expelled under subparagraph (c) above, the following procedures shall be implemented:

(a) A notice shall be sent by prepaid, first-class or registered mail to the most recent address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least 15 days before the proposed effective date of the expulsion.

(b) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than 5 days before the effective date of the proposed expulsion. The notice to the member of his proposed expulsion shall state the date, time, and place of the hearing on his proposed expulsion.

(c) Following the hearing, the Board of Directors shall decide whether the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

(d) Any person expelled from the corporation shall receive a refund of dues or assessments already paid. The refund shall be prorated to return only the not accrued balance remaining for the period of the dues payment.

SECTION 4: REGISTRY OF MEMBERS

The Secretary shall maintain an up-to-date registry of members who have paid their fees and are in good standing as described in Articles X, section 7(ii), subject to the authority of the Credentials Committee.

ARTICLE VI

MEETINGS OF MEMBERS

SECTION 1: PLACE OF MEETING

Meetings of the membership shall be held at any place in the United States designated by the Board of Directors. In the absence of any such designation, members' meetings shall be held at the principal executive office of the corporation.

SECTION 2: ANNUAL MEETING

The annual meeting of members shall be held (unless the Board of Directors fixes another date and so notifies the members as provided in Section 4 of this Article VIII) on the 15th of April of each year. General and Special meetings of members shall be held as ordered by the directors, from time---to---time as stated below.

SECTION 3: SPECIAL MEETING

(a) Authorized persons who may call. A special meeting of members may be called at any time by any of the following: the Board of Directors or twenty---five (25) percent or more members.

(b) Calling meetings by members. If a special meeting is called by members other than the president, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the president, any vice---president, or the secretary of the corporation.

The officer receiving the request shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Section 4 and 5 of this Article VI, that a meeting will be held, and the date of such meeting, which date shall be not less than thirty---five (35) nor more than ninety (90) days following the receipt of the request the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by action of the Board of Directors.

SECTION 4: NOTICE OF MEMBER'S MEETINGS

(a) General notice contents. All notices of meetings of members shall be sent or otherwise given in accordance with Section 5 of this Article VI not less than thirty (30) nor more than ninety (90) days before the date of the meeting or as may be otherwise ordered by the directors. The notice shall specify the place, date, and hour of the meeting and (I) in the case of a special meeting, the general nature of the business to be transacted, and no other business in that case may be transacted, or (II) in case of the annual meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the members.

(b) Notice of certain agenda items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

- (I) Removing a director;
- (II) Filling vacancies on the board of directors by the members; (III) Amending the articles of incorporation;
- (IV) Approving a contract or transaction in which a director has a material financial interest; and
- (V) Approving a plan of liquidation of assets.

(c) Manner of giving notice. Notice of any meeting of members shall be given either personally or by first-class mail, telegraphic or other written communications, charges prepaid, addressed to each member either at the address of that member appearing on the books of the corporation or the address given by the member to the corporation for the purpose of notice. If no address appears on the corporation's book and no other has been given, notice shall be deemed to have been given if either (i) notice is sent to that member by first--class mail or telegraphic or other written communication to the corporation's principal executive office, or (ii) notice is published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

(d) Affidavit of mailing notice. An affidavit of the mailing or other means of giving any notice of any members' meeting may be executed by the secretary, assistant secretary, or any other party of the corporation giving the notice, and if so executed, shall be filed and maintained in the minutes book of the corporation.

SECTION 5: QUORUM

(a) Percentage required. Thirty---three and one---third percent of the members shall constitute a quorum for the transaction of business at a meeting of the members. A lesser amount may constitute a quorum if notice of the general nature of the meeting is sent to the members at least ten (10) days before the meeting, said notice complying with all bylaws provisions governing the time and manner of giving notice as stated herein above in Section 4 of this Article.

(b) Loss of quorum. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

SECTION 6: ADJOURNED MEETING

Any member's meeting, annual or special, whether or not a quorum is present, may be adjourned from time---to---time by the vote of the majority of the members represented at the meeting, either in person or by proxy. But in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article.

SECTION 7: VOTING

(a) Eligibility to vote. Persons entitled to vote at any meeting of members shall be members as of the date determined in accordance with Section 10 of this Article VI, subject to provisions of the California Nonprofit Corporation Law and to the determination of a Credentials Committee appointed by the Board of Directors.

(b) Manner of casting votes. Voting may be by paper ballot or secure electronic balloting system.

(c) Only majority of members represented at meeting required, unless otherwise specified. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote and voting on any matter (other than the election of officers and directors), shall be the act of the members unless the vote of a greater number or voting by classes is required by California Nonprofit Corporation Law or by the Articles of Incorporation.

(d) Each member entitled to vote shall be entitled to cast one vote on all matters submitted to a vote of the members, in person, electronically or by mail, as agreed to in the rules adopted by the board of directors. All members present shall be entitled to vote at the annual meeting.

(e) Regional directors. There shall be a Regional Director to serve for two years in each region established in Article VIII, Section 2. Regional directors shall be elected by the membership at its annual meeting by ballot cast on site at the annual national convention and by earlier mail or electronic ballot submitted by the board approved deadline. The election will be held among members in each region, electronically, by the national method if adopted in a caucus of members in the region or by mail to the secretary of the corporation in accordance with the rules. An Alternate Delegate shall be chosen by the Regional Director, with the approval of the board of directors, or by the regional members to assume all the duties and responsibilities in the absence of the Regional Director. A region may select one of its members to represent the region, on an interim basis, until elections for the regional director are completed.

Mail ballots must be kept secure and secret until voting is over. All ballots mail, electronic and on site must be counted or affirmed at the same time by the elections committee appointed by the president. Each candidate for regional director has the same rights as a candidate for national officer outlined in Section 3.

SECTION 8: WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS

(a) Written waiver of consent. The transactions of any meeting of members, either annual or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote who was not present in person or by proxy, signs a written waiver or notice of a consent to a holding of the meeting, or an approval of the minutes. The waiver of notice of consent need not specify either the business to be transacted or the purpose of any annual or special meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 4(b) or 5(a) of Article VI, the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) Waiver by attendance. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

SECTION 9: ACTION BY WRITTEN CONSENT WITHOUT A MEETING

General. Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice if written ballots are received from a number of members at least equal to the quorum applicable to a meeting of members. All such written ballots shall be filed with the secretary of the corporation and maintained in the corporate records. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.

SECTION 10: RECORD DATE FOR MEMBER NOTICE, VOTING, GIVING CONSENTS

(a) To be determined by board of directors. For the purpose of determining which members are entitled to receive notice of any meeting, to vote, or to give consent to corporate action without a meeting, the board of directors may fix, in advance, a record date, which shall not

be more than sixty (60) days before any such action without a meeting. Only members of record on the date so fixed are entitled to notice, to vote, or to give consents, as the case may be, notwithstanding any transfer of any membership on the books of the corporation after the record date, except as otherwise provided in the Articles of Incorporation, by agreement or in the California Nonprofit Corporation Law.

(b) Failure of board to determine date.

(I) Record date for notices or voting. Unless fixed by the board of directors, the record date for determining those members entitled to receive notice of or to vote at, a meeting of members, shall be the next business day preceding the day on which notice is given, or, if notice is waived, the next business day preceding the day on which the meeting is held.

(II) Record date for written consent to action without meeting. Unless fixed by the board, the record date for determining those members entitled to vote by ballot on corporate action without a meeting, when no prior action by the board has been taken, shall be the day on which the first written consent is given. When prior action of the board has been taken, it shall be the day on which the board adopts the resolution relating to that action.

(III) Record date means as of close of business. For purposes of this paragraph (b), a person holding membership as of the close of business on the record date shall be deemed the member of record.

SECTION 11: PROXIES

(a) Right of member. Every member of the board entitled to vote shall have the right to do so either in person or by one or more agents author by a written proxy, signed by the person and filed with the secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the member.

(b) Revocability. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless (I) revoked by the member executing it, before the vote cast pursuant to that proxy, by a writing delivered to the corporation stating that the proxy is revoked by a subsequent proxy executed by such member, or by personal attendance and voting at a meeting by such member, or (II) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote pursuant to the proxy is counted; provided however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy.

(c) Form of solicited proxies. In any election of directors, any form of proxy that is marked by a member withhold, or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director. Failure to comply with this paragraph shall not invalidate any corporate election taken, but may be the basis for challenging the proxy at a meeting.

(d) Effect of member's death. A proxy is not revoked by the death or incapacity of the maker or the termination of a member as a result thereof unless, before the vote is counted, written notice of the death or incapacity is received by the corporation.

ARTICLE VII

ELECTION OF DIRECTORS

SECTION 1: NOMINATIONS AND SOLICITATIONS FOR VOTES

(a) Elections Committee. The president shall appoint a five-person committee to conduct and oversee the election of officers. Members of the committee will not be allowed to run for office. The election of regional directors shall be overseen by the national office, with the assistance of an appointment by the president.

(b) Advance nominations by members. Members representing five (5) percent of the membership or twenty-five (25) members may nominate candidates for directorship at any time before the 35th day preceding such election. On timely receipt of a petition signed by the required numbers of members, the secretary shall cause the names of the candidates named on it to be placed on the ballot.

SECTION 2: VOTE REQUIRED TO ELECT DIRECTOR

Candidates receiving the highest number of votes shall be elected as directors.

SECTION 3: OFFICERS

Officers of the corporation shall be elected by the membership at its annual meeting by ballot cast on site at the annual national convention and by earlier mail or electronic ballot submitted by the board-approved deadline.

Mail ballots must be kept secure and secret until voting is over. All ballots mail, electronic and on-site, must be counted or affirmed at the same time by the elections committee appointed by the president.

Each candidate may have an observer present for the count; the observer cannot be the candidate and cannot participate in the count. Objections, if any, must be presented immediately to the elections committee chair. The committee will listen to the objection(s) as soon as possible, but no later than 24 hours after the count is completed, to determine what should be done, if anything.

The committee's decision is final. The voting Student Representative shall be elected by mail, electronically and in person by the eligible student membership in the same manner as officers are elected.

Elected officers shall be the President, Vice President for Broadcast, Vice President for Print, Vice President for Online, Secretary, Financial Officer and three At-large officers of the board, which shall include an At -Large Officer for Spanish Language, an At-Large Academic Officer, and a voting Student Representative.

The election of all officers shall be by majority vote. The Vice President for Broadcast shall be a member of broadcast media, the Vice President for Print shall be a member of print media, the Vice President for Online shall be a member of an online publication. The At-Large Officer for Spanish Language shall be a member of a Spanish-language medium The At-Large Academic Officer shall be a full-time instructor of journalism at college or university.

The voting student representative shall be a full-time student who has demonstrated an interest in broadcast or print journalism or new media at a recognized and accredited institution of higher learning at the time of the election. The term of the student representative shall be one year, during which the student shall remain a full-time student at a recognized and accredited institution of higher learning.

ARTICLE VIII

DIRECTORS

SECTION 1: POWERS

(a) General corporate powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

(b) Specific powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

- (I) Select and remove all staff members, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these bylaws; and fix their compensation.
- (II) Change the principal executive office or the principal business office; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and designate any place for the holding of any members' meeting or meetings, including annual meetings, anywhere in the United States.
- (III) Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.
- (IV) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- (V) Own and sell property to pursue the corporate purposes.

SECTION 2: NUMBER AND QUALIFICATION OF DIRECTORS

The authorized number of directors shall be 16. Directors need not be residents of the State of California. There will be 3 At-large officers. There will be eight Regional directors selected by each of the following regions:

1. Caribbean -- Puerto Rico, Virgin Islands
2. Northeast -- Connecticut, Maine, Massachusetts, New Hampshire, New York, New Jersey, Rhode Island, Vermont
3. Mid-Atlantic -- Delaware, Kentucky, Maryland, Pennsylvania, Virginia, Washington D.C., West Virginia
4. South -- Alabama, Florida, Georgia, Mississippi, North Carolina, South Carolina, Tennessee
5. South Central -- Arkansas, Louisiana, Oklahoma, Texas
6. Midwest -- Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Montana, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin
7. Southwest -- Arizona, Colorado, Nevada, New Mexico, Utah, Wyoming
8. Pacific -- Alaska, California, Hawaii, Idaho, Oregon, Washington

SECTION 3: ELECTION AND TERM OF OFFICE OF DIRECTORS

(a) Directors shall serve two-year terms.

(b) Executive Officers and at large officers shall be elected every two years at annual meetings in even years (beginning in 1998). Directors shall be elected at each annual meeting of the members to hold office until the next annual meeting, except the president, who shall serve one two-year term.

(c) Region Directors shall be elected every two years at annual meetings in odd years (beginning in 1997).

(d) If any annual meeting is not held or the directors are not elected at any annual meeting, they may be elected at any special members' meeting held for that purpose. Each director, including a director elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

SECTION 4: VACANCIES

(a) Events causing vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following: the death, resignation or removal of any director.

(b) Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the president, the secretary or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective and until the next meeting of members of the corporation. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

(c) Vacancies filled by members. The members may elect a director or directors at any time to fill any vacancy or vacancies, but any such election by written consent shall require the consent of a majority of the voting power.

(d) Removal. Any director may be removed if he or she misses more than three (3) days of board meetings, as defined by board policy, without giving the president or executive director an excused reason for the absence. Board meetings include conference calls. Excused absences include family or work emergencies and other reasons deemed acceptable by majority of the board. Notification of the acceptable absence may be made verbally, but preferably would be given in writing. Notification given electronically is acceptable. Notification must be made before the meeting, except in cases of emergency as accepted by a majority of the board. No vacancy on reduction of number of directors. No reduction of

the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

(e) No vacancy on reduction of number of directors. No reduction of the authorized number of directors shall have the effect of removing any director shall have the effect of removing any director before that director's term of office expires.

SECTION 5: PLACE OF MEETINGS; MEETINGS BY TELEPHONE

Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time-to-time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation.

Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in notice, or if there is no notice, at the principal executive office of the corporation.

Notwithstanding the above provisions of this Section 5, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

SECTION 6: ANNUAL MEETING

Immediately following each annual meeting of members and the election of board members and officers, the Board of Directors shall hold a regular meeting for the purpose of organization, and the transaction of other business. Notice of this meeting shall not be required.

SECTION 7: OTHER REGULAR AND SPECIAL MEETINGS

(a) Other regular meetings of the Board of Directors shall be held at such time as shall from time---to---time be fixed by the Board of Directors and notified in advance to its members, in accordance with Section 8 of this Article.

(b) Special meetings of the Board of Directors for any purpose may be called at any time by the president, or any vice---president, the secretary, or any ten directors.

SECTION 8: NOTICES

(a) Manner of giving. Notice of the time and place of meetings shall be given to each director by one of the following methods:

- (I) by personal delivery or written notice;
- (II) by first-class mail, postage pre-paid;
- (III) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or
- (IV) by telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

(b) Time requirements. Notices sent by first class mail shall be deposited into a United States mailbox at least ten days before the time set for the meeting. Notices given by personal delivery, telephone, or telegram shall be delivered, telephoned, or given to the telegraph company at least ten days before the time set for the meeting.

(c) Notice contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of meeting, or the place of the meeting, if it is to be held at the principal executive office of the corporation.

SECTION 9: QUORUM

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article VIII. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (I) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (II) appointment of committees, and (III) indemnification of directors.

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.

SECTION 10: WAIVER OF NOTICE

The transaction of any meeting of the Board of Directors, 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. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

SECTION 11: ADJOURNMENT

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION 12: NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

SECTION 13: ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a Unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

SECTION 14: FEES AND COMPENSATION OF DIRECTORS

Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable.

ARTICLE IX

COMMITTEES

SECTION 1: COMMITTEES OF DIRECTORS

The Board of Directors may, by resolution adopted by a majority of directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) take any final action matters which, under the Nonprofit Corporation Law of California, also require members' approval or approval of the outstanding shares;
- (b) fill vacancies on the Board of Directors or in any committee.
- (c) fix compensation of the directors for serving on the board or on any committee;
- (d) amend or repeal bylaws or adopt new bylaws;
- (e) amend or repeal any resolution of the Board of Directors which by its express terms is not so amenable or repealable;
- (f) appoint any other committees of the Board of Directors or the members of these committees;
- (g) expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected; and
- (h) approve any transaction (I) to which the corporation is a party and one or more directors have a material financial interest; or (II) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

SECTION 2: MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article VIII of these bylaws, concerning meetings of directors, with such change in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with

the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

SECTION 3: PAST PRESIDENTS ADVISORY BOARD

There shall be a standing committee of past presidents of the corporation, called the Advisory Board. Members will serve in a volunteer capacity for the purpose of advising the Officers and the Regional Directors in matters designated by the Board of Directors. The Advisory Board, at its own expense, will convene and present its recommendations to the Board of Directors. Members of the Advisory Board will have no vote on the Board of Directors unless they have been duly elected to a position on that Board.

ARTICLE X

OFFICERS

SECTION 1: OFFICERS

The officers of the corporation shall be a President, a Secretary, a Financial Officer, a Vice President for Print, a Vice President for Broadcast and a Vice President for Online and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article X. Any number of offices may be held by the same person, except that neither the secretary nor the financial officer may serve concurrently as the president, and all disbursements shall be authorized by at least two officers.

SECTION 2: ELECTION OF OFFICERS

(a) The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article X, shall be chosen by the members, and each shall serve for their terms. The president shall be limited to one two-year term of office at a time and may not serve consecutive terms.

(b) A member must have served at least one term on the Board of Directors in any capacity before Serving as president. A member's past service on the board need not immediately precede his/her term as president.

SECTION 3: SUBORDINATE OFFICERS AND STAFF

The Board of Directors may appoint, and may authorize the president to appoint, any other officers that the business of the corporation may require, each of whom shall have

the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined from time-to-time by the Board of Directors.

SECTION 4: REMOVAL OF OFFICERS

Subject to the rights, if any, of any officer under any contract of employment, any officer may be removed, with cause, by the Board of Directors, at a special meeting of the board convened with notice for said purpose, the notice containing the charges for said action and after hearing the officer respond to said charges. The dismissal shall be subject to ratification or revocation by the members in accordance with the voting procedures established in these bylaws.

SECTION 5: RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

SECTION 6: VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointment to that office.

SECTION 7: RESPONSIBILITIES OF OFFICERS

(a) President. Subject to such supervisory powers of the Board of Directors, the president shall, subject to the control of the Board of Directors, generally supervise, direct, and control the business and the officers of the corporation. He/she shall preside at all meetings of the members and at all meetings of the Board of Directors. He/she shall have such powers and duties as may be prescribed by the Board of Directors or the bylaws.

(b) Vice-Presidents. In the absence or disability of the President, the Vice Presidents, in the order of Vice President for Print, Vice President for Broadcast, and Vice President for Online shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The vice president receiving the most votes from the general membership during the most recent election shall be the first to succeed the president in case of absence or vacancy. The vice---presidents shall have such

other powers and perform such other duties as from time---to---time may be prescribed for them, respectively, by the Board of Directors.

(c) Secretary. The secretary shall attend to the following:

(I) Book of minutes. The secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all the meetings and actions of directors, committees of directors, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings.

(II) Membership records. The secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the Board of Directors, a record of the corporation's members, showing the names of all members, their addresses, and the class of membership held by each.

(III) Notice. Seal and other duties. The secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the bylaws to be given. He/she shall keep the seal of the corporation in safe custody. He/she shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.

(d) Financial Officer. The financial officer shall attend to the following:

(I) Books of account. The financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

(II) Deposit and disbursement of money and valuables. The financial officer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the corporation as may be ordered by the Board of Directors; shall render to the president and directors, whenever they request it, an account of all of his/her transactions as financial officer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.

(III) Bond. If required by the Board of Directors, the financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind

in his possession or under his control on his death, resignation, retirement, or removal from office.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

SECTION 1: DEFINITIONS

For the purpose of this Article,

(a) agent means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation.

(b) proceeding means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

(c) expenses includes, without limitation, all attorney fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his/her position or relationship: agent and all attorney fees, costs, and other expenses incurred in establishing a right to indemnification under this article.

SECTION 2: ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION

Subject to the required findings to be made pursuant to Section 5, below, this corporation shall indemnify any person who was or is a party, or is threatened to be made party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self--dealing within the meaning of California Corporations Code, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

SECTION 3: CONTRACTUAL RIGHT OF NON---DIRECTORS AND NON---OFFICERS

Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

SECTION 4: INSURANCE

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on their behalf or of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

SECTION 5: FIDUCIARIES OR CORPORATE EMPLOYEE BENEFIT PLAN

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation as defined in Section 1 of this Article. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE XIII

RECORDS AND REPORTS

SECTION 1: INSPECTION RIGHTS

Any member of the corporation may:

- (a) inspect and copy the records of members' names and addresses and voting rights during usual business hours on five day prior written demand on the corporation, stating the purpose for which the inspection of rights are requested, and
- (b) obtain from the secretary of the corporation, on written demand and on the tender of the secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the secretary on or

before the later of 10 days after the demand is received or the date specified in it as the date, which the list is to be compiled.

Any inspection and copying under this section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts.

SECTION 2: MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this State, the original or a copy of the articles and bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal executive office of the Corporation is outside the State of California and the corporation has no principal business office in this State, the secretary shall, on the written request of any member, furnish to that member a copy of the articles and bylaws as amended to date.

SECTION 3: MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS

The accounting books, records, and minutes of proceeding of the members and the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. The minutes and accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time during usual business hours, for a purpose reasonably related to the member's interests as a member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary corporation of the corporation.

SECTION 4: INSPECTION BY DIRECTORS

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

SECTION 5: ANNUAL REPORT

The Board of Directors shall issue annual or other periodic reports to the members of the corporation, as they consider appropriate. However, the corporation shall provide to the directors, and to those members who request it in writing, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

- (I) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (II) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (III) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (IV) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

ARTICLE XIII

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term person includes both the corporation and a natural person.

Interpretation of the bylaws will be a prerogative of an absolute majority of members of the board.

ARTICLE XIV

AMENDMENTS

New bylaws may be adopted or these bylaws may be amended or repealed by approval of two-thirds of the votes cast by the members or their proxies, at the assent of these persons.

ARTICLE XV

OBJECTIVES AND PURPOSES

The objectives of this corporation shall be:

1. To organize and provide mutual support for Hispanics involved in the gathering or dissemination of news.
2. To encourage and support the study and practice of journalism and communications by Hispanics.
3. To foster and promote a fair treatment of Hispanics in the media.
4. To further the employment and career development of Hispanics in the media.
5. To foster a greater understanding of Hispanic media professionals' special cultural identity, interests and concerns. These Bylaws were approved by the members of The National Association of Hispanic Journalist at their meeting on July 28, 1984 in Dallas, Texas.

ARTICLE XVI

ESTABLISHMENT AND OPERATION OF CHAPTERS

PROFESSIONAL CHAPTERS

SECTION 1: ESTABLISHMENT OF CHAPTERS

A professional chapter may be established in any area in the United States or its Commonwealth by ten (10) or more NAHJ regular members living or employed in the state or commonwealth where the chapter will operate. No more than one professional chapter may be established in any one county or parish. Professional chapters will be located in such cities, municipalities, or areas the national Board of Directors may approve. All members of the local chapter's executive board must be regular members of NAHJ.

SECTION 2: CHARTERS

Upon presentation of a formal petition and completion of established requirements, a group or organization of journalists may be granted a charter by the board of directors or the national convention as a professional chapter of NAHJ. New chapters shall be granted provisional status for one year upon recommendation of their regional director, at which time they shall begin an incorporation process. During this provisional period, chapters shall be governed by NAHJ's Bylaws. Charters of professional chapters shall be granted upon approval by a majority vote of the board of directors and are subject to renewal every two years by the national board or the national convention.

SECTION 3: MEMBERSHIP REQUIREMENTS

A professional chapter may initiate candidates to professional membership, providing the candidates meet all requirements of NAHJ's bylaws.

SECTION 4: ANNUAL REPORT

Each professional chapter shall submit an annual report to national headquarters in which it reviews its activities and accomplishments for the year and details its completion of minimum requirements of chapters as spelled out by the board of directors. The incorporated chapter's financial records must be audited at least every two years. Each audit must be submitted to the NAHJ headquarters office for review and filing no later than three months prior to that year's national convention. Also, three months before each annual convention, the chapter must submit to NAHJ a membership list demonstrating that two-thirds of the chapter's membership is eligible for NAHJ national membership as regular or academic members. After submitting its initial set of bylaws, all bylaws changes will be communicated to the national Board of Directors with the yearly membership list.

STUDENT CHAPTERS

SECTION 5: CHARTERS

Upon presentation of a formal petition and completion of requirements established by the national Board of Directors, a group or organization of students may be granted a charter by the board of directors as a campus chapter of NAHJ.

SECTION 6: CHAPTER LOCATION

A campus chapter may be established at any two-year or four-year college or university that has a school or department of journalism, or offers courses of study relevant to the scope of the study of journalism. Its members must meet requirements for membership in the NAHJ.

SECTION 7: CITYWIDE STUDENT CHAPTER

City- or area-wide campus chapters may be established by two-year or four-year colleges or universities within a radius of 75 miles, provided that at least one college or university involved has a school or department of journalism or offers courses of study relevant to the scope of the study of journalism. Their members must meet requirements for membership in the NAHJ.

GOVERNANCE

SECTION 8: OFFICERS

Each student and professional chapter shall have as officers a president, a president---elect or vice president, a secretary, and a treasurer or a secretary---treasurer. Neither the secretary nor the financial officer may serve concurrently as the president. Each chapter's officers shall be elected annually, according to local chapter bylaws. Each student and professional chapter shall maintain and submit annually to headquarters chapter bylaws that are consistent with these national bylaws.

SECTION 9: PRESIDENT AND VICE-PRESIDENT

The president and vice president or president-elect of the chapter shall perform such duties as usually are performed by such officers.

SECTION 10: SECRETARY OR SECRETARY/TREASURER

The secretary or secretary-treasurer shall be responsible for correspondence with the NAHJ executive director, notifying the national office of chapter elections for officers and chapter advisers, furnishing all necessary records and reports relating to enrollment of members, and transmitting all monies on proper forms. The chapter secretary shall inform NAHJ as to the condition of the chapter. The secretary shall maintain and keep up to date the chapter membership book and keep careful records of the proceedings of all meetings of the chapter.

The finances of a provisional chapter shall be handled NAHJ's national office until the chapter is incorporated, at which time the chapter's finances become the responsibility of the local officers. The treasurer or secretary-treasurer shall have charge of all monies of the chapter, and shall disburse funds upon proper authorization of the chapter's officers. The treasurer shall keep in the chapter treasurer's book a record of all receipts, disbursements and balances. The treasurer shall authenticate any and all remittances sent by the chapter secretary to the NAHJ executive director and shall make prompt and proper report upon the financial condition of the chapter as requested by the NAHJ executive director. The treasurer shall produce all financial records of the chapter for inspection on demand by the executive director, any national officer or the regional director from the region in which the chapter is located.

SECTION 12: DISCIPLINARY ACTION

For failure to meet financial obligations or otherwise to conduct itself according to the bylaws or policies adopted by the national Board of Directors or the national convention, a chapter may be declared probationary, inactive or have its charter revoked by majority vote

of the national Board of Directors. Any such decision may be appealed to the NAHJ executive committee.

SECTION 13: CHAPTER STATUS

The national headquarters, with assistance of members of the national Board of Directors, annually shall determine the status of all chapters and report its findings to the full national Board of prior to the convention and shall have 30 days to bring themselves into active, good-standing status.

SECTION 14: TERMINATION OF CHAPTER

Section Fourteen. Upon the decision to terminate any professional or student chapter, whether by dissolution, disbandment, revocation pursuant to Section Twelve of this Article, or otherwise, any remaining chapter funds shall be distributed to: another adjoining NAHJ chapter then in good standing, an NAHJ Scholarship Fund, or as directed by the chapter's governing body, or, absent action of a local board within 60 days of termination, by the national Board of Directors.

STUDENT CHAPTER ADVISER ROLE IN GOVERNANCE

SECTION 15: CHAPTER ADVISER

Each campus chapter shall have a chapter adviser who shall be recognized as the representative of the chapter's Board of Directors. The chapter adviser shall be elected annually by the chapter or by the chapter's Board of Directors, according to local bylaws. The adviser shall be chosen from among NAHJ's professional members. SECTION 16: CHAPTER ADVISER DUTIES The chapter adviser shall be charged with the duties of attending meetings regularly, of acting as adviser to the chapter at all times, and of providing, whenever possible, a permanent place of safekeeping for the books, documents and records of the chapter and its officers.

Amended as of July 2011

SO CERTIFIED:

President _____

Secretary _____