

**BYLAWS OF THE
SOUTH FLORIDA BLACK JOURNALISTS ASSOCIATION**
(A Florida Nonprofit Company)

2013

PREAMBLE

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

ARTICLE I: NAME, OFFICE, and AFFILIATION

Section 1. Name. The name of the organization shall be the South Florida Black Journalists Association, Inc. Its initials, SFBJA, may refer to the organization.

Section 2. Registered Office and Agent. The organization shall maintain a registered office in the State of Florida, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Florida Nonprofit Corporation Code.

Section 3. Other offices. The principal office of the organization shall be located in Miami, State of Florida. The organization may have other offices at such place or places, within or without the state of Florida, as the Board of Directors may determine from time to time or the affairs of the organization may require or make desirable.

Section 4. Affiliation. The organization shall be an affiliate of the National Association of Black Journalists.

ARTICLE II: PURPOSE

Section 1. Purpose. The purposes stated in the preamble to these Bylaws shall serve as the principal purposes of SFBJA. In furtherance of the purposes of the organization, the SFBJA shall be to organize black journalists into a cohesive group than can:

- Promote and enhance the professional growth of its members through discussions, workshops and media activities;
- Strengthen ties among all blacks in the media;
- Sensitize the media and the community to racism in news coverage and employment practices;
- Serve as role models and mentors for students interested in journalism and encourage their growth through scholarship grants and awards;
- Educate the community about its role as media consumers and how to use the media effectively to achieve its own goals and purposes;
- Establish a job bank for black journalists;
- Recognize outstanding journalistic talent from within its own ranks and from the community at-large
- Engage in other activities not prohibited to non-profit corporations by Section 501(c) (3) of the Internal Revenue Service code, as amended, and the rulings and regulations thereunder.

ARTICLE III: COMPLIANCE

Section 1. Compliance. These bylaws shall be in compliance with all federal, state and/or local laws that govern the transactions of SFBJA business.

ARTICLE IV: MEMBERSHIP

Section 1. Qualifications. Membership in SFBJA shall be composed primarily of professional journalists and persons working in media-related fields who subscribe to the purposes of the organization and who have paid the applicable annual membership dues.

Section 2. Full Membership. Full membership shall be available to: (1.) Writers, reporters, editors, photographers, columnists and artists employed by any newspaper, television station, radio station, magazine, wire service or on-line media service; or (2.) Freelance writers, reporters, writers, editors, photographers, columnists or artists who earn a majority of their income from freelance work; or (3) Any person eligible for full membership under clause (1) or (2) under this section who has taken a leave of absence to attend a fellowship program. Full members shall be entitled to the full privileges of membership, including the right to vote and hold elective or appointive office.

Section 3. Associate Membership. Associate membership shall be available to: (1) Journalists currently employed in an academic field such as, but not limited to, high school or college journalism teachers of professors; and (2) Media sales personnel, public relations persons who in news media, and other communication related professions. Associate members who joined while the by-laws allowed professionals with five years of professional journalism experience

to be full members, will remain full members and shall be entitled to the full privileges of membership, including the right to vote and hold elective or appointive office. All others shall be considered Associate Members with all privileges except eligibility for the following elective positions: President, Vice-President of Print and Vice-President of Broadcast.

Section 4. Student Membership. Student membership shall be available to full and part-time students at accredited colleges and universities who are majoring in print or broadcast journalism, taking mass communication courses or considering a career in journalism. Student members have the right to vote and may serve in appointed positions, but may not hold elective office.

Section 5. Application Procedure. Any person eligible to join the organization shall first complete and submit a membership application. Upon receipt of the application, the Membership Chair shall review the application and upon satisfaction that the applicant is qualified, shall approve the application. If the Membership Chairperson deems the applicant is not qualified, he or she shall present the application to the membership committee to determine, by majority vote, whether the individual meets SFBJA membership qualifications. If the committee is not satisfied, they shall return the application to the applicant with an explanation of the ineligibility. Rejection of a membership application shall be without prejudice as to the applicant's right to submit supplemental information, which might establish eligibility.

Section 6. Membership Dues. Membership dues for each class of membership shall be determined by the Board of Directors and assessed annually. Dues shall be collected on a rolling basis to allow for new members to join throughout the year. The membership is in effect until the first day of the month following approval of the membership application. (For example, the expiration for a membership application approved on Feb. 20, 2002 is March 1, 2003). Dues shall not exceed those levied by NABJ. No dues shall be refunded to any person whose membership terminates for any reason.

Section 7. Resignation. A member may resign at any time by giving the Secretary of the organization a written letter of resignation.

Section 8. Suspension and Removal. A member may be suspended or removed from membership by a majority vote of the Membership Committee. A member is automatically removed from membership when dues for said member are due and unpaid for a period of ninety (90) days. For any reason other than non-payment of dues, removal or suspension of a member shall only occur after the member complained against has been advised of the complaint lodged against him or her and has been given reasonable opportunity to respond to the complaint. In the event a member is suspended from membership, the

Membership Committee shall in conjunction with said decision advise the member of the specific procedure and actions(s) necessary for reinstatement.

ARTICLE V: MEETINGS

Section 1. General Meetings. Regular general meetings of the membership shall be held monthly on a date and at a time and place designated by the membership.

Section 2. Special Meetings. Special meetings of the membership may be called by the Executive Board, the Board of Directors, or upon the written request of ten (10) Full members. **Special meetings of the membership may be called by Executive Board, the Board of Directors, or upon written request of six (6) full members. -amended 9/15/18**

Section 3. Board of Director Meetings. The Board of Directors (executive officers and committee chairpersons) shall meet once a month on a selected date and time *prior* to the general meeting.

Section 4. Executive Board Meetings. The Executive Board may meet at any time to map out plans and ideas for the chapter.

Section 5. Notice of General Meetings and Special Meetings. Written notice of the place, day and time of all meetings and the purpose for which the meeting is called shall be mailed or E-mailed to each member not less than seven (7) days prior to any meeting.

Section 6. Voting. At all meetings of the membership, each member shall have one (1) vote, and may take part and vote in person only. Unless otherwise specifically provided by these bylaws, a majority vote of the members present and voting shall govern as to all matters.

Section 7. Quorum. At all meetings of the membership, a quorum shall consist of not less than ten (10) members. **At all meetings of the membership, a quorum shall consist of not less than six (6) members. -amended 9/15/2018**

ARTICLE VI. OFFICERS AND ELECTION OF OFFICERS

Section 1. Officers. The elected officers of the organization shall be the President, VicePresident/Print, Vice President/Broadcast, **Vice President/Digital** Secretary, **Academic Representative,** **Media Related Representative,** **Student Representative**

Treasurer and Parliamentarian. All officers shall be elected by a majority vote of the members. Each elected officer shall serve concurrently as a member of the Board of Directors and Executive Board. The appointed officers of the organization shall be a Student Board member and the chairpersons of the standing committees. Appointive officers shall be appointed by the President in accordance with the procedures set forth in Article Nine, Section 2. -amended 9/15/2018

Section 2. Eligibility for Office. Any full member in good standing shall be eligible to be nominated and elected to any elective office, provided the member shall have been a member in good standing for a period of not less than (30) days preceding the commencement of the nomination process. The President, Vice President/Print and Vice President/Broadcast, and Treasurer may not be nominated or elected to succeed himself or herself in the same office until one full term of office has expired unless the person is filling an unexpired term. The other elected offices may hold office for a maximum of two consecutive terms. Any associate member in good standing shall be eligible to be nominated and elected to the offices of Secretary, Treasurer or Parliamentarian. Candidates for the positions of president and treasurer must have served on the SFBJA board for at least one year of a two-year term to be eligible for those offices. Qualifying candidates running for all positions must have served on the SFBJA board, or as a standing committee Chairperson, or must be a good standing member who has been present for the past 10 of the 12 meetings to qualify. Candidates running for President must serve as a full-time journalist, where the majority of their income comes from their occupation as a journalist and be a full member of SFBJA. amended 9/15/18

Section 3. Nomination of Officers. Potential candidates for elected office shall be nominated from the floor during a September business meeting. No member may be nominated for more than one office. A nominee not wishing to seek election may decline in writing to the President and will not appear on the ballot. The Election Committee shall review the qualification of each person nominated and will present an official slate of qualified candidates during the first business meeting in October.

Section 4. Election of Officers. Balloting for the elected officers will occur during the November business meeting. The method of voting shall be taken by secret ballot at a time and place designated by the Election Committee. A member unable to attend the November business meeting may mail in a ballot, which must be postmarked no later than seven (7) working days prior to the election date. Individuals may use only one voting method in an election. Officers shall be elected by a majority vote of the members voting and present. In the case of multiple nominees for any one office (three or more) and where no candidate receives a majority of the votes cast for that office, a runoff election shall be immediately held between the two candidates receiving the highest number of votes, including tie votes. This runoff procedure shall be repeated until a candidate receives a majority of votes.

Section 5. Term of Office. Each elected officer shall be installed and shall take office during the January business meeting and shall serve for a term of two years or until a successor is duly qualified and elected. The Parliamentarian and Secretary may serve, if elected, a maximum of two consecutive terms.

Section 6. Vacancy. If a vacancy occurs in the elected office of President, Vice President/Print, Vice President/Broadcast or Treasurer for any reason, a special election shall be called within thirty (30) days to fill the unexpired portion of the term. If a vacancy occurs in any other office, the President shall appoint any member in good standing who qualifies for the office. If a Treasurer is not elected within sixty (60) days, the President shall appoint the Vice President/Print or Vice President/Broadcast to the office. **If a vacancy occurs for any elected office, a special election shall be called within thirty (30) days to fill the unexpired portion of the term. If there are no nominations for the position, the President shall appoint any full member in good standing who qualifies for the office within the following thirty (30) days. amended 9/15/2018**

Section 7. Removal. Any elected office may be removed from office for cause at any meeting of the membership. Cause for removal shall include failure to carry out duties relating to the organization, failure to abide by these bylaws, and/or any other cause deemed by the membership as appropriate for removal. Any member or elected officer may move for the removal of an officer. Upon the making of such a motion, the Board of Director votes upon a recommendation to the membership. The recommendation shall be presented to the membership at the next business meeting. A two-thirds (2/3) affirmative vote of the total membership shall be required for the removal of any elected officer.

ARTICLE VII. DUTIES OF OFFICERS

Section 1. President. The president shall be the chief executive officer of the organization and shall chair the Board of Directors, Executive Board, and meetings of the membership. He/She sets the agenda for such meetings and gathers committee reports. The president appoints the Student Board Member and the chairperson of each standing and special committee. He/She also serves as officio member of all committees.

Section 2. Vice President/Print and Vice President/Broadcast. These two shall be the two deputy CEO's of the organization and shall assume the duties of the President in his or her absence, resignation, removal or incapacity. Each Vice-President shall serve as chairperson as one of the standing committees.

Section 3. Secretary. The Secretary shall be responsible for issuing all notices of meetings, conducting the general correspondence of the organization and the taking of minutes of all meetings of the membership, Executive Board and Board of Directors. ~~The~~

~~secretary shall also serve as chair of the Membership Committee.~~ The secretary is a member of the membership committee. amended 9/15/2018

Section 4. Treasurer. The Treasurer shall serve as the chief financial officer of the organization. It shall be the responsibility of the Treasurer to:

- Receive and account for all funds of the organization;
- Disburse the funds of the organization up to a discretionary amount set by each board and/or on order from the Board;
- Maintain complete and accurate financial records of all income, expenditures and other financial activity, using accepted accounting principles;
- Question any disbursement of funds which shall appear to the Treasurer to be unlawful or in violation of these Bylaws and to submit the question of the legality of propriety of the disbursement to the Executive Board and to follow whatever decision is rendered by the Executive Board;
- Secure a bond to the organization in a sum sufficient to cover the probable amount of funds that he or she will likely be called upon to handle during his or her term of office
- Perform such other financial duties as may be necessary at the directive of the President or that are customarily performed by a treasurer;
- Prepare an annual budget report for SFBJA in December
- Serve on the Fundraising Committee

Section 5. Parliamentarian. The Parliamentarian of the organization shall possess a thorough knowledge of the organization, these Bylaws and the parliamentary authority of the organization as set forth in Article XX. The Parliamentarian shall act as the sergeant-at-arms at meetings of the membership, Board of Directors, and Executive Board. The Parliamentarian shall chair the Election Committee. The Parliamentarian shall also act as historian for the organization, collecting valuable pictures and written documents into a legible story of SFBJA.

Section 6. Student Board Member. The Student Board Member, appointed by the Board of Directors, shall represent SFBJA's student membership on the Board of Directors and shall serve as an advisor on matters affecting Black students interested in journalism. The Student Board Member shall also be responsible for other duties assigned by the President, Board of Directors or Executive Board.

Section 7. Standing Committee Chairpersons. Each standing committee chairperson shall be responsible for the general organization and operation of the committee he/she chairs, including, but not limited to: presiding at committee meetings, providing leadership and guidance to the committee and its members, overseeing all committee activities, and reporting on the work and progress of the committee at regular Board of Director and

business meetings. Each standing committee chairperson shall also be responsible for attending meetings of the Board of Directors.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. Authority. With the exception of powers reserved to the membership, the governing body of the organization shall be the Board of Directors. The Board shall have supervision, control, and direction of the organization and its committees, shall determine its policies and procedures, and shall have the authority to exercise the powers of the membership under emergency circumstances. All decisions of the Board shall be reported to the membership at the next business meeting. Any decision of the Board may be rescinded by a majority vote of the members present and standing at any meeting.

Section 2. Composition. The Board of Directors shall consist of the elected officers of the organization, Immediate Past President, Student Board Member, and the chairpersons of the standing committees.

Section 3. Meetings/Notices. The Board of Directors shall meet on such dates and at such time and places between meetings of the membership as the Board shall deem necessary. Special meetings of the Board may be called by the President or upon written request of four (4) members of the Board. Notice of any special meetings shall be e-mailed, mailed or telephoned to each member of the Board no less than forty-eight (48) hours before the meeting is held.

Section 4. Voting. At all meetings of the Board of Directors, each director shall be entitled to cast one vote.

Section 5. Quorum. At all meetings of the Board of Directors, a quorum shall consist of a majority of the directors then in office 51% of the Board to be present. amended 9/15/2018

Section 6. Compensation. Directors shall not receive any compensation for their services.

ARTICLE IX. EXECUTIVE BOARD

Section 1. Authority. The Executive Board may act in place and stead of the Board of Directors between Board meetings on all matters. Actions of the Executive Board shall be reported to the Board of Directors at the next Board meeting.

Section 2. Composition. The Executive Board shall be composed of the elected officers of the organization and the Student Board member.

Section 3. Other provisions. The provisions of Article VIII. Sections 3,4,5, and 6 shall apply to the Executive Board.

ARTICLE X. STANDING AND SPECIAL COMMITTEES

Section 1. Standing Committees. The three (3) standing committees of the organization shall be Membership, Finance/Fundraising and Scholarship and Awards. Each standing committee shall be comprised of a chairperson, such other officers as deemed necessary, and members of the organization interested in serving on the committee.

Section 2. Selection of Committee Chairpersons. The President of the organization shall nominate committee chairpersons in a meeting of the elected officers. The officers shall approve or disapprove each nomination by a majority vote or those present and voting. If a nominee is disapproved, the President of the organization may nominate another member at that time. If the second nominee is disapproved, nominations for that committee chairperson shall be open to all other officers who may then select the chairperson by a majority vote.

Section 3. Membership Committee. The Membership Committee shall act in accordance to the procedures set out in Article IV, Section 5. In addition, the committee shall also be responsible for the development of activities designed to solicit new members to the organization, track movement within South Florida newsrooms and recognize accomplishments of our members. The committee chairperson shall serve as a member of the Election Committee unless that candidate is seeking office. Then, another member of the Membership Committee shall serve.

Section 4. Finance/Fundraising Committee. The Fundraising Committee shall develop for approval by the Board of Directors and carry out Board approved activities designed to raise money to support the treasury and operation of the organization. Both the current and immediate past treasurers should, if possible, serve on this committee.

Section 5. Scholarship and Awards. The Scholarship and Awards Committee shall be responsible for the planning and execution of a scholarship program for students pursuing degrees in journalism and related fields. The committee may also plan awards events for local journalists to honor professional excellence.

Section 6. Special Committees. The Board of Directors may create such special committees as are deemed necessary to carry out the purposes and objectives of the organization. Examples include, but are not limited to, the following:

- ***Election Committee.*** The three (3) member Election Committee shall convene in September. Its first task is to prepare for the October business meeting in which candidates shall be nominated for elected office. Then, the committee shall review the qualification of each person nominated and will present an official slate of qualified candidates during the first business meeting in

November. The method of voting shall be taken by secret ballot at a place designated by the Election Committee during the December business meeting. The Election Committee then tallies the ballots and announces the results. Members of the Election Committee may not run for an office, campaign for any candidate, or endorse any candidate. The Parliamentarian shall chair the committee if he/she is not seeking re-election or another office, as well as a member present at the previous election (if possible).

- Programs Committee. The Programs Committee shall develop journalism-related events throughout the year for both the South Florida community and local journalists. Such events shall expose the local community to the media and enhance their understanding of the mass communications industry and the roles/contributions of journalists of color. They shall also enrich and broaden the skills and knowledge of journalists in the area.
- Social Events. The Social Events committee shall plan gatherings for SFBJA members as well as mixers that include other professional journalism organizations throughout the year. These events shall be to promote collegiality and networking opportunities among South Florida journalists.
- Professional Standards. The Professional Standards committee shall survey, analyze, and where appropriate, evaluate and publish its findings regarding the various practices of the mass communications industry which affect black journalists and media coverage of the black community.

ARTICLE XI. FISCAL AFFAIRS AND CONTRACTS

Section 1. Deposit of Funds. All funds of the organization not otherwise employed shall be deposited in such banks and trust companies as designated by the treasurer, with the approval of the board. Such funds shall be handled in accordance with IRS regulations and state laws governing the activities of the chapter.

Section 2. Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the organization shall be signed by the President, Vice-President or the Treasurer, whenever possible and in no event by less than two officers.

Section 3. Contracts. The Board of Directors may authorize an officer or agent of the organization, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the organization. Such authority must be in writing and may be general or confined to specific interests. No member or officer of the organization shall be interested, directly or

indirectly, in any contract relating to the operations of the organization unless the fact of such interest shall have been known or disclosed to the board.

Section 4. Gifts. The Board of Directors may accept on behalf of the organization any contribution, gift, or bequest for the general purposes or any special purpose of the organization.

Section 5. Fiscal Year. The fiscal year of the organization shall be the calendar year, January 1 through December 31.

ARTICLE XII. PROHIBITED ACTIVITES

Section 1. Compensation. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to members, directors or officers of the organization, except if the board authorizes reasonable compensation for services/expenses rendered to or for the organization.

Section 2. Political Agenda/ Propaganda. No substantial part of the activities of the organization shall consist of carrying on propaganda, or otherwise attempting to influence legislation with the exception of First Amendment issues, and the corporation shall not participate in or intervene in (including the publication and distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Nor shall any individual do so under the auspices of or as a representative of the organization.

ARTICLE XIII. RULES OF ORDER

Section 1. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order shall govern the conduct of meetings of the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules the organization may adopt.

ARTICLE XIV. DISSOLUTION

Section 1. Dissolution. The organization shall use its funds only to accomplish the objectives and purposes specified in the Bylaws and no said funds shall inure, or be distributed to the members of the organization. On dissolution of the organization, any funds remaining shall be distributed to one or more similarly organized/and or qualified organizations selected by the membership.

ARTICLE XV. AMENDMENTS

Section 1. Amendments. These bylaws may be amended in any manner, including a repeal of the bylaws and adoption of new bylaws, at any special meeting of the membership by a two-thirds vote of the members present and voting, provided that the amendment has been submitted in writing at the previous business meeting.

Amended: June 15, 2013

Amended: September 15, 2018