



Bylaws of the American Copy Editors Society

Revision of bylaws were adopted by unanimous vote on Sept. 20, 2002. Additional revisions to the membership provisions were adopted by unanimous vote on Oct. 10, 2003.

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ARTICLE I: OFFICES

The principal office of the corporation shall be in the village of Huntington, County of Suffolk, State of New York.

The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may require.

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ARTICLE II: PURPOSES

The purposes for which this corporation has been organized are:

- to create, form and establish an organization to organize and sponsor conferences of professional news copy editors;
- to educate news people concerning news editing and related fields;
- to conduct workshops, seminars and conferences concerning current trends in the news media;
- to stimulate, encourage and promote interest in responsible news reporting;
- to promote, foster and advance in every lawful manner the common interests and goals of those engaged in the print, radio and television professions;

- to hold, conduct and organize meetings, discussions and forums on contemporary issues in the media affecting the community;
- to encourage the exchange of ideas among various media sources and to encourage the preparation and presentation of papers, documentaries and reports on various topics and opinions of interest to the community;
- to foster, develop and endeavor to establish high professional, technical and legal standards for the media industry;
- to aid, assist, cooperate, co-sponsor and otherwise engage in concerted action with private and governmental agencies and organizations on all programs designed, calculated and dedicated to the furtherance of responsible and unbiased news reporting;
- to further and advance the development and growth of the print, radio and television media by all available means and methods.

Nothing herein shall authorize the corporation to open or maintain a nursery school, elementary school or secondary school.

Nothing herein shall authorize the corporation to operate or maintain an institution of higher learning or to grant degrees.

In furtherance of its corporate purposes, the corporation shall have all the general powers enumerated in Section 202 of the Not-For-Profit Corporation Law, together with the power to solicit grants and contributions for the corporate purposes.

Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes any of activities mentioned in the Not-For-Profit Corporation Law, Section 404(b)-(v).

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ARTICLE III: MEMBERSHIP

1. QUALIFICATIONS FOR MEMBERSHIP

- Full members (voting): Working copy editors, news editors and wire editors at newspapers, magazines, wire services and online news services of general distribution and serious journalistic purpose; managers in such news organizations with copy desk backgrounds; teachers of editing; and retirees from these categories.
- Associate members (nonvoting): Other journalism educators, administrative editors and other related professionals, such as trade magazine editors.
- Student members (nonvoting): Students at accredited colleges and universities pursuing a course of study in communications, preferably journalism.
- Scholastic members (nonvoting): High school students pursuing journalism courses or working on a school or alternative publication.

The determination of membership status will be made by the vice president for membership in consultation with the Executive Committee.

NOTE: Those who were professional members of the organization before Feb. 11, 2000, are grandfathered in to the full-member category.

2. MEMBERSHIP MEETINGS

The annual membership meeting of the corporation shall be held during the annual membership conference. The corporation shall notify the membership of the time and place of the annual meeting.

3. SPECIAL MEETINGS

Special meetings of the corporation may be called by the executive committee. The secretary shall notify the membership of such a meeting at least 10 days prior to the meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

4. FIXING RECORD DATE

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or allotment of any rights, or for the purpose of any other action, the board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than 60 nor less than 10 days before any such meeting, nor more than 60 days prior to any other action.

5. ACTION BY MEMBERS WITHOUT A MEETING

Whenever members of the society are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

6. PROXIES

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. Every proxy must be signed by the member. No proxy shall be valid after

the expiration of 11 months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

7. ORDER OF BUSINESS

The order of business of any meeting of the membership or executive committee shall be determined by the president with the input of the executive committee.

8. MEMBERSHIP DUES

Membership dues are payable annually. Dues are for the calendar year or portion thereof and may not be pro-rated.

Annual membership dues are:

- Full member: \$55.
- Associate member: \$55.
- Student: \$35.
- Scholastic: \$10.

The amount and structure of dues may be altered by majority vote of the Executive Committee.

9. WRITTEN COMMUNICATION

Written communication shall include e-mail.

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ARTICLE IV: EXECUTIVE COMMITTEE

1. MANAGEMENT OF THE CORPORATION

The corporation shall be managed by the executive committee, which shall consist of no fewer than 15 members. Each member shall be at least 19 years of age.

2. ELECTION AND TERM OF EXECUTIVE COMMITTEE MEMBERS

Each year, the membership shall elect committee members and officers for open seats in an election process that shall be completed one month prior to the corporation's annual conference. Each member shall hold office until the expiration of the term for which he was elected and until his successor has been elected and shall have qualified, or until his prior resignation or removal. With the exception of

the corporation's first two elections, all executive committee members shall serve terms of two years. Election results will be announced during the corporation's annual conference. Elected committee members shall take office 30 days after the conference ends.

In the first year of election, when 16 members shall serve on the committee because of a tie vote, those six members elected with the fewest number of votes, excluding those elected as officers, shall serve terms of one year, to stagger turnover so as not to replace the entire committee in any one election. In the next election, one seat shall be eliminated, bringing the total number of members on the executive committee to 15, and five candidates shall be elected to serve in place of the six committee members whose terms have expired. Also, because the corporation's annual meeting and conference shall be moved in 2001 to the spring from the fall season, the seats of the executive committee members, including officers, elected in fall 1999 and whose terms expire in 2001 shall be up for election in the spring of that year, and these committee members and officers thus shall serve terms of approximately 19 months. Also because of the change in the corporation's annual meeting and conference date, the seats of those executive committee members elected in fall 2000 shall be up for election in spring 2002, and these committee members thus shall also serve terms of approximately 19 months. Thereafter, all terms of elected officials of the corporation shall resume lengths of two years.

In the event of a tie vote for any officer's post or seat on the executive committee, the current executive committee, with a quorum required, shall vote to break such a tie or ties, or shall determine another process by which to fill the seat(s) in question.

The immediate past president shall have an automatic term.

All other positions on the executive committee, including those of officers, shall be elected positions (except as noted in these bylaws with regard to death, disability, resignation or removal).

An election chairman appointed by the executive committee shall oversee the annual election process, with assistance from the corporation's secretary.

Schedule:

- Before nomination forms are mailed out, executive committee members will notify the president of whether they intend to run again.
- Nominations by members in good standing (i.e., qualifying applicants with dues paid) shall be made two and one-half months prior to the election deadline.
- Ballots with the biographies of eligible nominees shall be mailed to the membership six weeks prior to the election deadline.

- Members in good standing two months prior to the election deadline shall be eligible to cast votes.
- Ballots shall be considered valid if postmarked by the election deadline. Only original ballots mailed to election headquarters with full, proper return addresses on the envelope, to verify membership status and keep balloting anonymous, shall be considered valid.
- Also see the first paragraph of this section.

3. ELIGIBILITY FOR EXECUTIVE COMMITTEE

Those full members of the corporation in good standing (i.e., meeting membership qualifications and being active, dues-paying members) will be eligible for nomination to the executive committee. Written consent of nomination is required of all potential candidates. There are no other eligibility requirements. There shall be no term limits for any member of the executive committee other than those outlined as eligibility requirements for candidates.

4. DUTIES OF MEMBERS OF EXECUTIVE COMMITTEE

- All executive committee members shall vote on issues concerning and assist in determining the corporation's direction and offer guidance through input such as aiding in chairman appointments and setting guidelines for other committees; devoting a few hours a week to the corporation to work on various projects and committees (involving, but not limited to, researching topics, contacting sources, organizing meetings, making phone calls and sending e-mails, writing proposals and newsletter articles, working on surveys and fund raising); contributing to decision-making on matters of corporation policy; offering suggestions for corporation events and goals.
- Committee members shall attend the annual conference and the regular annual meeting, and shall be expected to attend all other executive committee meetings as the committee sees fit to call them, including periodic scheduled meetings.

5. INCREASE OR DECREASE IN NUMBER OF EXECUTIVE COMMITTEE MEMBERS

The number of executive committee members may be increased or decreased by a vote of the membership or by a vote of a majority of all of the executive committee members. No decrease in number of executive committee members shall shorten the term of any incumbent committee member.

6. NEWLY CREATED COMMITTEE MEMBERSHIPS AND VACANCIES

Newly created memberships resulting from an increase in the number of committee members and vacancies occurring on the committee, in the event of death,

resignation or removal, may be filled by a vote of a majority of the committee members then in office. A committee member elected to fill a vacancy caused by resignation, death or removal shall be elected to hold that seat for the unexpired term of his predecessor.

There shall be one type of exception to the above rule: All persons elected during a general election by the society shall be elected to two-year terms.

7. REMOVAL OF EXECUTIVE COMMITTEE MEMBERS

Any or all of the executive committee members, including its officers, may be removed for cause by action of the committee. Removal may be accomplished by a vote of a two-thirds majority of the committee members then in office, excluding the committee member in question. Cause includes but is not limited to neglect or mishandling of duties, mishandling of finances and related financial matters, misrepresentation of corporation or self for personal gain, conviction of a felony and failure to remain a member in good standing as previously defined in these bylaws.

8. RESIGNATION

An executive committee member may resign at any time by giving written notice to the committee, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the committee or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

9. QUORUM OF COMMITTEE MEMBERS

Unless otherwise provided in the certificate of incorporation, a simple majority of the entire committee shall constitute a quorum for the transaction of business or of any specified item of business.

10. ACTION OF THE COMMITTEE

Unless otherwise required by law, the vote of a majority of the committee members present at the time of the vote, if a quorum is present at such time, shall be the act of the committee. Each committee member present shall have one vote.

11. PLACE AND TIME OF EXECUTIVE COMMITTEE MEETINGS

The committee may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine. The committee shall have at least one meeting with a quorum present every quarter, either by conference call or in person, on a date and time to be determined at the discretion of the president and secretary. Such conference call

meetings as required will be organized by the secretary.

12. REGULAR ANNUAL MEETING

A regular annual meeting of the committee shall be held during the annual conference.

13. NOTICE OF MEETINGS OF THE EXECUTIVE COMMITTEE AND ADJOURNMENT

Regular meetings of the committee may be held without notice at such time and place as it shall from time to time determine. Special meetings of the committee shall be held upon notice to the committee members and may be called by the president upon three days' notice to each committee member either personally or by mail or by phone. Special meetings shall be called by the president or by the secretary in a like manner on written request of five committee members. Notice of a meeting need not be given to any committee member who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him.

A majority of the committee members present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all committee members who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other committee members.

14. CHAIRMAN

At all meetings of the executive committee, the president, or in his absence another officer, shall preside.

15. OTHER COMMITTEES

The president of the corporation, with guidance from the executive committee, may designate from among its members or the membership other committees and chairmen for such committees. Each such committee shall serve at the pleasure of the executive committee.

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ARTICLE V: OFFICERS

1. OFFICES, ELECTION, TERM

There will be among the members of the executive committee five officers—specifically, a president, vice president/membership, vice president/conferences, secretary and treasurer—elected by the membership and designated in the election as such. Such officers shall be elected as outlined under Article IV, Section 2, and each shall be elected to a term of two years, with the exception of those officers elected in the elections held in 1999 and 2000, as outlined in Article IV, Section 2. Each officer shall hold office until the expiration of the term for which he was elected and until his successor has been elected and shall have qualified, or until his prior resignation or removal. In the event of a tie vote for any officer's post, the executive committee shall break the tie, as outlined in Article IV, Section 2. There shall be no term limits for any officer other than those outlined as eligibility requirements for candidates.

2. ELIGIBILITY REQUIREMENTS OF CANDIDATES FOR OFFICE

In addition to those requirements outlined in Article IV, Section 3, candidates for office on the executive committee must have shown a commitment to the corporation through experience as a committee chairman or active committee member, or through work on a significant project or workshop of the corporation. Written consent of nomination is required of all potential candidates.

3. REMOVAL, RESIGNATION, SALARY

Any or all of the corporation's officers may be removed as outlined in Article IV, Section 7. An officer may resign at any time by giving written notice to the committee, the president or the secretary of the corporation. If he is acting as president of the corporation, written notice must be given to the committee or the secretary. If he is acting as secretary of the corporation, written notice must be given to the committee or the president. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the committee or such officer, and the acceptance of the resignation shall not be necessary to make it effective. In the event of death, resignation or removal of an officer, the committee in its discretion may elect or appoint a successor to fill the unexpired term. The salaries of all officers shall be fixed by the executive committee.

4. DUTIES OF OFFICE OF PRESIDENT

The president shall be the chief executive officer of the corporation. He shall preside at all meetings of the membership and the executive committee. He shall have the general management of the affairs of the corporation, including legal issues, growth of the corporation, and fund-raising and educational goals. He shall see that all orders and resolutions of the committee are carried into effect. The president shall initiate outreach efforts and maintain contacts with other journalism groups and academic organizations, and he shall represent the corporation, with

others, in public discussion of copy editing issues or other forums. During the absence or disability of the president, the executive committee shall appoint a committee member who shall have all the powers and functions of the president.

5. DUTIES OF OFFICE OF VICE PRESIDENT/MEMBERSHIP

- The vice president/membership shall take charge of membership recruiting and retention efforts, oversee activities not under the purview of another officer, and assist the president with overall management and representation.
- During the absence or disability of the vice president/membership, the vice president/conferences or another executive committee member appointed by the executive committee shall have the powers and functions of the vice president/membership.

6. DUTIES OF OFFICE OF VICE PRESIDENT/CONFERENCES

- The vice president/conferences shall oversee the corporation's annual conference, from site selection at least two years prior to managing the conference; work with a local group seeking to help organize the conference; act as liaison between the executive committee and the local group and hotels, including during contract negotiations; develop a budget; and update meeting guidelines annually, if necessary.
- During the absence or disability of the vice president/conferences, the vice president/membership or another executive committee member appointed by the executive committee shall have the powers and functions of the vice president/conferences.

7. DUTIES OF OFFICE OF TREASURER

- The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the executive committee may elect; he shall, when duly authorized by the executive committee, sign and execute all contracts in the name of the corporation, when countersigned by the president; he shall also sign all checks, drafts, notes and orders for the payment of money, which shall be duly authorized by the executive committee and he shall have checks for more than \$1,000 countersigned by the president; he shall at all reasonable times exhibit his books and accounts to any executive committee member of the corporation upon request; he shall assist the president and others with fund-raising activities.
- Each year by April 1, the treasurer will give the committee copies of current account statements and an end-of-year report detailing income and expenses. Each month, he will provide to the committee current account figures and notice of any significant changes. He will provide the president with direct access to monitor accounts.

- He shall be responsible for the filing of any and all tax documents.

Each year, the treasurer will draft an annual budget and give it to the executive committee by October 1.

- During the absence or disability of the treasurer, the secretary or another executive committee member appointed by the executive committee shall have the powers and functions of the treasurer.

8. DUTIES OF OFFICE OF SECRETARY

The secretary shall keep the minutes of the executive committee and also the minutes of the membership. He shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the executive committee. He shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the executive committee may direct, including but not limited to, the original copies of the bylaws and the certificate of incorporation. He shall attend to such correspondence as he may be assigned to and perform all the duties incidental to his office, including distributing surveys and other materials of the corporation to the membership. He shall coordinate the national elections with the assistance of an election chairman appointed to serve at the discretion of the executive committee. During the absence or disability of the secretary, the treasurer or another executive committee member appointed by the executive committee shall have the powers and functions of the secretary.

9. SURETIES AND BONDS

In case the executive committee shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the executive committee may direct conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

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ARTICLE VI: AMENDMENTS

The bylaws may be adopted, amended or repealed by the membership at the time the membership is entitled to vote in the election of executive committee members if a written request of such a change to the bylaws is submitted to the executive committee no later than three months prior to the date of the annual election and only if no less than 10 percent of the current membership signs a petition in support of putting such a change to a vote of the entire membership. Bylaws may also be

adopted, amended or repealed by a majority of the entire executive committee without the consent or approval of the membership. However, written notice of such changes to the corporation's bylaws must be given to the membership in a timely manner.

If any bylaw regulating an impending election of executive committee members is adopted, amended or repealed by the executive committee, there shall be set forth in the notice of the next meeting of the membership for the election of the executive committee the bylaw so adopted, amended or repealed, together with a concise statement of the changes made.

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