ARTICLE I – Preamble/Name

This organization shall be known as the Association of Opinion Journalists Foundation (AOJ). It is an educational organization of active editorial contributors to newspapers, radio and television stations, magazines and Internet publications as well as other supporters of AOJ’s mission. AOJ is dedicated to educating professionals and the public about the art and quality of opinion journalism. It is organized and operated as a nonprofit educational organization, and no part of its net earnings shall inure to the benefit of any private individual.

ARTICLE II – Membership

Membership is open to professional opinion writers who prepare institutional opinion on a regular basis for online outlets, newspapers or magazines of general circulation, or radio or television stations; to columnists in print or online; to teachers of journalism; to college students who profess a serious interest in editorial writing; to others who play an active role in editorial operations; and to anyone else interested in advancing AOJ’s educational mission, under the conditions that follow.

A) Membership is on an individual basis. A company-paid membership in AOJ that is vacated for any reason may be transferred to an eligible co-worker before March 31 in any given year. Journalism schools and departments and journalism in-service training institutions will be permitted to maintain institutional memberships, providing one individual faculty member is designated as the AOJ member each year.

B) The Board shall remove from membership those who no longer qualify.

C) The membership committee shall have the responsibility of approving the qualifications and classification of all applicants and may approve reinstatement of former members.

D) There shall be three classes of membership:

(1) **Active Members**: Members in this classification must be:

   a. Active editorial writers, columnists or other professionals who as a regular part of their duties prepare institutional opinion or editorial commentary or determine editorial policy;
b. Active members of the faculty of colleges, schools or departments of journalism or of institutions offering in-service training to journalists;

c. Former Presidents of the Association of Opinion Journalists or National Conference of Editorial Writers;

d. Former members of AOJ or NCEW who no longer work in the opinion area;

e. Graduates of the Minority Writers Seminar;

f. Others who are able to satisfy the membership committee that they qualify.

(2) **Student Members:** This classification of membership is open to full-time students of recognized colleges, schools or departments of journalism who take courses in editorial writing and related areas. Other full-time university students are eligible if they participate in the editorial functions of student publications or broadcast operations, or if they otherwise demonstrate an interest in opinion writing. They shall be bound by the terms of their membership to resign from the Foundation when they no longer meet these requirements. They may immediately apply for Active Membership as defined above. Students shall be non-voting members and may not hold office in the Foundation. Participation by student members in Foundation activities shall be at the discretion of the Board.

(3) **Life Members:** The Board may from time to time designate certain distinguished members of the Foundation as life members. Nominations for life membership may be made by any member to the Board of Trustees or its designee who shall make recommendations to the Board. Life members shall be excused from payment of annual dues and conference registration fees. Only those who have provided exceptional service to the Foundation shall be considered for this honor.

**ARTICLE III – Trustees**

**SECTION 1: GENERAL POWERS**
The business and affairs of the Corporation shall be managed under the direction of its Board of Trustees consisting initially of those individuals named in the Articles of Incorporation. In addition to the powers expressly conferred upon them by these Bylaws, the Board of Trustees may exercise all the powers of the Corporation. From time to time, the Board of Trustees may delegate to officers of the Corporation such powers and duties as it may see fit in addition to those specifically provided in these Bylaws. The Trustees serving as such from time to time shall be the members of the Corporation.

**SECTION 2: NUMBER AND TENURE**
The Board of Trustees shall be elected by the Trustees holding office from time to time. No fewer than two nor more than three Trustees shall be non-members of AOJ Foundation or Associate or Auxiliary
Members at any particular time. The Trustees shall hold office for staggered terms of three years and
until their successors shall have been elected and qualified, provided, however, the initial Trustees shall
serve such terms of one, two or three years as the Board of Trustees shall determine. The number of
Trustees may, by vote of a majority of the entire Board, be decreased to not fewer than five. The Board
of Trustees shall keep minutes of its meetings and a full account of its transactions.

The Board of Trustees shall also include:

A) The Symposium chair who serves a one-year-term.

B) The Masthead editor and the website editor serve at the pleasure of the President and
may be re-appointed.

C) The immediate past president who shall serve a one-year-term.

SECTION 3: REGULAR MEETINGS

A regular annual meeting of the Board of Trustees shall be held each year on a day and at a time and
place to be determined by the President or the Trustees. Other regular meetings shall be held on such
dates and at such times as may be designated from time to time by the President or by the Trustees.

SECTION 4: SPECIAL MEETINGS

Special meetings of the Board of Trustees may be called by the President or by twenty-five percent
(25%) of the Trustees.

SECTION 5: PLACE OF MEETINGS

The Board of Trustees may hold its regular and special meetings at such place within or without the
State of Florida as it may from time to time determine. In the absence of such determination, regular
and special meetings of the Board of Trustees shall be held at the principal business office of the
Corporation.

SECTION 6: NOTICE

Notice of the place, day and hour of every regular and special meeting shall be given to each Trustee
either:

A) By notice in writing mailed postage prepaid not later than the fifth business day before
the day set for the meeting and addressed to the Trustee’s last known post office
address according to the records of the Corporation.

B) By telegraphic, telephonic or other digital communication or by notice in writing
delivered personally or left at the Trustee’s residence or usual place of business not later
than the second business day before the day set for the meeting.
No notice of the time, place or purpose of any meeting need to be given to any Trustee, who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice or who attends the meeting.

SECTION 7: ANNUAL MEETING AND REPORT TO MEMBERS

The annual meeting of the Foundation shall be held at a time and place decided by the Trustees. The agenda of the annual business meeting shall be determined by the President in consultation with the Board of Trustees. At the annual meeting, the Board shall present reports on the conduct of the Foundation since the last meeting. This shall include a report from the Secretary/Treasurer on the foundation's financial affairs and a report from the President. The annual business meeting also may include reports from the committee chairs.

SECTION 8: QUORUM

The presence of a majority of Trustees shall be necessary at any meeting to constitute a quorum to transact business. The Board may vote by electronic measures so long as the required quorum participates.

SECTION 9: VACANCIES

Any vacancy occurring in the Board of Trustees or created by an increase in the number of Trustees may be filled by a majority of the remaining Trustees. A Trustee selected to fill a vacancy shall be selected for the unexpired term of the predecessor in office.

SECTION 10: REMOVAL

At any meeting of the Trustees called for the purpose any Trustee may, by vote of a majority of the other Trustees, be removed from office, with or without cause, and another may be selected in the place of the person so removed to serve for the remainder of the term.

SECTION 11: COMPENSATION

Trustees shall receive no compensation for their services as such but may, by resolution of the Board of Trustees, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Corporation.

SECTION 12: INFORMAL ACTION BY TRUSTEES

Any action of the Trustees may be taken without a meeting if a consent in writing setting forth the action taken is signed or agreed to by e-mail or similar communications by all Trustees and filed with the minutes of the Corporation.

SECTION 13: ELECTRONIC COMMUNICATIONS

Members of the Board of Trustees or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, by e-mail, or similar communications
equipment by means of which all persons participating in the meetings can hear each other at the same
time and participation by such means shall constitute presence in person at the meeting.

ARTICLE IV – Officers

SECTION 1: IN GENERAL
The officers of the Corporation shall consist of a President, a Vice-President, a Secretary, and a
Treasurer, and whenever deemed advisable by the Board, one or more Assistant Secretaries, Assistant
Treasurers or additional Vice-Presidents. Each officer of the Corporation shall hold office for a term of
one year and until his or her successor shall have been selected and qualified. The President shall be
chosen from among the Trustees. Any two offices, except those of President and Vice-President, may be
held by the same person, but no officer shall execute, acknowledge or verify any instrument in more
than one capacity, when such instrument is required to be executed, acknowledged or verified by any
two or more officers. The Board of Trustees may from time to time appoint such other agents and
employees, with such powers and duties as the Board may deem proper.

SECTION 2: PRESIDENT
The President shall be the Chief Executive Officer of the Corporation. He or she, when present, shall
preside at all meetings of the Trustees; shall have general management and direction of the activities of
the Corporation and all powers ordinarily exercised by the President of a corporation; shall have
authority to employ an administrator or such other persons, at salaries fixed by resolution of the Board
of Trustees, to assist in the general management and direction of the activities of the Corporation; and
shall have authority to sign and execute, in the name of the Corporation, all deeds, mortgages, bonds,
contracts or other instruments to be executed on the Corporation’s behalf.

SECTION 3: VICE-PRESIDENT
In the absence of the President or in the event of the President’s inability or refusal to act, the Vice-
President (or in the event there be more than one Vice-President, the Vice-Presidents in order of their
election or designated seniority) shall perform the duties of the President, and when so acting, shall
have and may exercise all the powers of the President. Any Vice-President shall perform such other
duties as from time to time may be assigned by the President or by the Board of Trustees.

SECTION 4: SECRETARY
The Secretary shall keep minutes of the meetings of the Board of Trustees, see that all notices are duly
given in accordance with the provisions of these Bylaws or as required by law, be custodian of the
Corporate records and of the seal of the Corporation, and in general perform all duties incident to the
office of Secretary and such other duties as from time to time may be assigned by the President or by
the Board of Trustees.
SECTION 5: TREASURER

If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Trustees shall determine, the cost of which shall be borne by the Corporation. The Treasurer shall have charge and custody of all funds and securities of the Corporation, receive and give receipts for monies due to the Corporation, and deposit all such monies in the name of the Corporation in such banks or other depositaries as shall from time to time be selected by the Board of Trustees. In general, the Treasurer shall perform all the duties as from time to time may be assigned by the President or by the Board of Trustees.

SECTION 6: ASSISTANT OFFICERS

Each Assistant Secretary and Assistant Treasurer (if any) shall hold office for such period and shall have such authority and perform such duties as the Board of Trustees may prescribe.

SECTION 7: COMPENSATION

No officers shall receive any compensation for their services as such but may, by resolution of the Board of Trustees, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Corporation.

SECTION 8: REMOVAL

The Board of Trustees shall have the power to set the term of any officer and at any regular or special meeting to remove any officers with or without cause. The Board may authorize any officer to remove subordinate officers.

SECTION 9: VACANCIES

The Board of Trustees at any regular or special meeting shall have the power to fill a vacancy occurring in any officership.

ARTICLE V – Committees

SECTION 1: EXECUTIVE COMMITTEE OF TRUSTEES

The Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate from among its members an Executive Committee consisting of such number of Trustees as may be specified in the resolution, which Committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Trustees in the management of the Corporation, except that such Committee shall have no authority to amend, alter or repeal the Bylaws, to elect, appoint or remove any Trustee or officer of the Corporation, or to approve any charter document required by law to be filed. 
SECTION 2: OTHER COMMITTEES

The Board of Trustees may by resolution constitute and appoint such other committees to perform such other duties and functions as the Board may deem appropriate.

SECTION 3: TERM OF OFFICE

Each member of every committee shall continue in office at the pleasure of the Board of Trustees.

SECTION 4: CHAIRMAN

One member of each committee shall be appointed chairman, either directly by the Board of Trustees or in such other manner as the Board of Trustees may prescribe.

SECTION 5: QUORUM

Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 6: RULES

Each committee may adopt rules for its own government not inconsistent with the Articles of Incorporation, with the Bylaws, with rules adopted by the Board of Trustees, or with any applicable law.

ARTICLE VI – Contracts, Checks, Deposits and Gifts

SECTION 1: CONTRACTS

The Board of Trustees may authorize any officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2: CHECKS, DRAFTS, ETC.

All checks, drafts or others for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

SECTION 3: DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositaries as the Board of Trustees may select.
SECTION 4: GIFTS

The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

SECTION 5: ANNUAL REPORT OF THE BOARD

The Board shall direct the President and Treasurer to present at the annual meeting of the Board a report showing in appropriate detail the following:

A) The assets and liabilities, including the trust funds, of the organization as of the end of the fiscal year immediately preceding the date of the report.

B) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.

C) The revenue or receipts of the organization, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the organization.

D) The expenses or disbursements of the organization, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the organization.

The annual report of the Board shall be filed with the minutes of the annual meeting of the Board.

ARTICLE VII – Sundry Provisions

SECTION 1: FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year unless some other fiscal year be specified by resolution of the Board of Trustees.

SECTION 2: SEAL

The seal of the Corporation shall be circular in form with the name of the Corporation inscribed around the outer edge, and in the center shall be inscribed the word “Pennsylvania” and the year of incorporation. In lieu of affixing the corporate seal to any document, it shall be sufficient to meet the requirements of any law, rule, or regulation relating to a corporate seal to affix the word “(SEAL)” adjacent to the signature of the authorized officer of the Corporation.

SECTION 3: AMENDMENT TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted, by a majority of the entire Board of Trustees at any regular meeting or at any special meeting called for that purpose.
ARTICLE VIII – Limitations of Personal Liability of Trustees; Indemnification of Trustees, Officers and Other Authorized Representatives

SECTION 1: LIMITATION OF PERSONAL LIABILITY OF TRUSTEES

A Trustee of the organization shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

1. the Trustee has breached or failed to perform the duties of his office as defined in Paragraph B below; and
2. the breach or failure to perform constitutes self dealing, willful misconduct or recklessness.

The provisions of this paragraph shall not apply to (a) the responsibility or liability of a Trustee pursuant to any criminal statute; or (b) the liability of a Trustee for the payment of taxes pursuant to local, state or federal law.

SECTION 2: STANDARD OF CARE AND JUSTIFIABLE RELIANCE

A) A Trustee of the organization shall stand in a fiduciary relationship to the organization, and shall perform duties as a Trustee, including duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the organization, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing these duties, a Trustee shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(1) One or more officers or employees of the organization whom the Trustee reasonably believes to be reliable and competent in the matters presented;

(2) Counsel, public accountants or other persons as to matters which the trustee reasonably believes to be within the professional or expert competence of such person;

(3) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Trustee reasonably believes to merit confidence.

B) A Trustee shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause reliance to be unwarranted.
C) In discharging the duties of their respective positions, the Board, committees of the Board and individual Trustees may, in considering the best interests of the organization, consider the effects of any action upon employees, upon persons with whom the organization has business and other relations and upon communities where the offices or other establishments of or related to the organization are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection A of this section.

D) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Trustee or any failure to take any action shall be presumed to be in the best interests of the organization.

SECTION 3: INDEMNIFICATION IN THIRD PARTY PROCEEDINGS

The organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the organization) by reason of the fact that he or she is or was a representative of the organization, or is or was serving at the request of the organization as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the organization, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to the best interests of the organization, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

SECTION 4: INDEMNIFICATION IN DERIVATIVE ACTIONS

The organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the organization to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the organization, or is or was serving at the request of the organization as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), actually and reasonably incurred in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the organization, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances...
of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

**SECTION 5: MANDATORY INDEMNIFICATION**

Notwithstanding any contrary provision of the these by-laws, to the extent that a representative of the organization has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section C or D above, he shall be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred by him in connection therewith.

**SECTION 6: DETERMINATION OF ENTITLEMENT TO INDEMNIFICATION**

Unless ordered by a court, any indemnification under Section C or D above shall be made by the organization only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

A) By the Board by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding; or

B) If such quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion.

**SECTION 7: ADVANCING EXPENSES**

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the organization in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the organization as authorized in paragraphs 1 through 3 above.

**SECTION 8: INDEMNIFICATION OF FORMER REPRESENTATIVES**

Each such indemnity may continue as to a person who has ceased to be a representative of the organization and may inure to the benefit of the heirs, executors and administrators of such person.

**SECTION 9: INSURANCE**

The organization shall have the power to purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the organization or is or was serving at the request of the organization as a Trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the organization would otherwise have the power to indemnify such person against such liability.
SECTION 10: RELIANCE ON PROVISIONS

Each person who shall act as an authorized representative of the organization shall be deemed to be doing so in reliance upon the rights of indemnification provided by this article.

ARTICLE IX – Conflict of Interest

The purpose of this conflicts of interest policy is to protect the interests of the Association of Opinion Journalists Foundation, Inc. (Foundation), when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a covered person or might result in an excess benefit transaction. It is also intended to promote compliance with the Internal Revenue Service rules against private inurement and private benefit, as well as applicable state statutes addressing conflict transactions. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Conflict of Interest: No covered person (as defined below) shall maintain substantial personal or business interests which conflict with those of the Foundation, and no covered person may participate in deliberations or act on any issue, matter, or transaction in which the Foundation has an interest, and the covered person may have an interest separate from the Foundation. Voting members of the governing Board or any committee who receive compensation directly or indirectly from the Foundation, are prohibited from voting on matters pertaining to that member's compensation. A conflict of interest also exists in situations where a covered person is utilizing proprietary or inside information for his or her benefit, is acting in his or her own interests rather than the best interests of the Foundation, exercises undue influence over Foundation decisions, or is receiving favorable treatment by the Foundation because of his or her status as a covered person.

Covered Persons: All employees, officers, directors, Foundation committee members, Board members and Trustees, their close relatives (as defined below) and certain related organizations (as defined below).

Close Relative: Spouse, child (natural or adopted), parent and step-parent, inlaws (father, mother, brother and sister in-laws), grandchild, grandparent, brother or sister of a covered person, and any person with whom a covered person shares living quarters under circumstances that closely resemble a marital relationship or who is financially dependent upon the covered person.

Inside Information: Any material information that is identified as confidential and proprietary, pertaining to the business and affairs of the Foundation, whether related to a specific transaction or to matters pertaining to the Foundation's interests, activities, and policies.

Related Organization: Any organization (including a corporation, partnership, trust, estate, joint venture, public board, commission or not-for-profit organization) in which a covered person directly or indirectly owns or controls 5% or more of any voting security; or is a director, executive officer, executor, administrator, trustee, beneficiary, controlling partner, or otherwise serves in a fiduciary capacity or holds a substantial beneficial interest.
Conflict Procedure: A covered person having an interest in a contract or other transaction to be presented to the Board or a committee for authorization, or otherwise involved in a conflict of interest or appearance of a conflict as described herein, will disclose and bring the matter to the attention of the Board or committee prior to any decision on such matter. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate other than to present factual information or to respond to questions in the discussions or deliberations with respect to such matter.

Additionally, such person may not be counted in determining the existence of a quorum at any meeting where the matter is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present. In all cases, conflicts of interest or circumstances giving rise to the appearance of a conflict must be disclosed in advance of initiating the activity giving rise to the conflict, and every effort will be made to avoid the conflict if possible. In cases where it is not possible to completely avoid a conflict or the appearance of a conflict, reasonable efforts will be made to mitigate the effects of the conflict.

All covered persons shall be given a copy and shall acknowledge receipt of this conflicts of interest policy. Failure to disclose an actual or possible conflict of interest as provided herein may be grounds for appropriate disciplinary and corrective action.