



**BYLAWS  
OF  
UNITY: Journalists for Diversity, Inc.**

**ARTICLE I**

**Name: Nonprofit Operation; Purpose**

**Section 1. Name.**

The name of the Corporation shall be UNITY: Journalists for Diversity, Inc. (Hereinafter referred to as the “Corporation”).

**Section 2. Nonprofit Corporation.**

The Corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

**Section 3. Purpose.**

The following purpose of the Corporation, as set forth in the Articles of Incorporation, is exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future in the United States Internal Revenue law:

The purpose of the Corporation is to conduct activities consistent with its mission, and convene joint Conventions of the National Association of Hispanic Journalists, the National Lesbian and Gay Journalists Association, the Native American Journalists Association, the Asian American Journalists Association. The income realized there from is to be used for sponsoring and financing the Convention, or such other undertakings, and for general charitable work as may be determined by the directors of the corporation.

The Corporation is not organized nor shall be operated for pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of any director or other private individual. The Corporation shall not attempt to influence legislation as a substantial part of its activities, nor shall a substantial part of its property or a substantial part of the income there from be devoted to such purposes. The Corporation shall not participate in any political campaign on behalf of or in opposition to any candidate for public office, nor shall any part of its property or any part of the income there from be devoted to such purposes.

#### **Section 4. Mission.**

UNITY journalists for diversity is a strategic alliance that:

- 1) Advocates fair and accurate coverage about diversity, especially race, nationality, ethnicity, gender identity and sexual orientation.
- 2) Aggressively challenges the industry to staff its organizations at all levels to reflect the country's diversity.

#### **Section 5. Vision.**

The journalism industry has an obligation to deliver a complete, fair and representative picture of the communities and world in which we live. In order to achieve this, diversity in the newsroom and in coverage is fundamental.

We envision a nation in which newsrooms are inclusive and reflect the communities they cover, and where people of color hold positions of influence. To achieve this we will conduct research, convene people and advocate change by offering attainable solutions to the industry.

#### **Section 6. Goals.**

- To raise awareness and participation of the media industry in understanding the diverse cultures represented by the UNITY alliance members.
- To increase representation of people of diverse backgrounds at all levels in the nation's newsrooms.”
- To increase and broaden news coverage focusing on people of diverse backgrounds, and to dispel stereotypes and myths about race, ethnicity, gender identity, and sexual orientation.
- To become recognized as the principal national alliance of journalism professionals advocating for diversity and multiculturalism in the news media.
- To create a self-sustaining organization with a diversified financial base that complements, and does not compete with alliance partners.

## **ARTICLE II**

### **Board of Directors**

#### **Section 1. Governing Powers and Responsibilities.**

- 1.1 The board of directors shall have the authority and responsibilities necessary, and appropriate, for providing overall direction, and financial, and legal oversight of the administration of the organization. The board of directors may do all such acts and things as are not prohibited by law; or by the Articles of Incorporation; by the Bylaws; or by resolutions of the voting membership. The board of directors may delegate any of its authority that is not prohibited to be so delegated.
- 1.2 The executive committee shall have the responsibility for the management and review of the paid executive director. The executive committee will make recommendations to the board on hiring and firing actions, and compensation of the executive director and such actions require a simple majority vote of the board.
- 1.3 Board members must be committed to the mission of UNITY.
- 1.4 T The board of directors shall be responsible for the development of the governing policy.
- 1.5 The board of directors shall be responsible for seeing that the governing policies, approved by the board, are carried out and shall evaluate the effectiveness of UNITY in achieving its mission and goals.
- 1.6 The board of directors shall also be responsible for resource development, establishing and maintaining critical linkages for the organization, public education, and advocacy for issues developed by the organization.

#### **Section 2. Composition: Term.**

- 2.1 **COMPOSITION.** The UNITY board of directors will be composed of thirteen members including the Corporation president. The Asian American Journalists Association, the Native American Journalists Association, the National Lesbian and Gay Journalists Association shall each select four members one of whom is the association president to the board of directors. The association represented on the board by the UNITY elected-president shall appoint an additional representative. The board can also appoint up to four non-voting advisers from non-UNITY-member organizations.
- 2.2 **TERM OF OFFICE.**

The appointed board members' terms run concurrently with their respective association president's term. When an association president is elected or re-elected by his or her association, that association can appoint new or existing UNITY board members to represent that association starting Jan. 1 of the year following the president's election. No

board member may serve more than three consecutive two-year terms – for a maximum of seven years.

2.1 EXCEPTIONS. The association presidents will become UNITY board members upon their election. In the event that seating an association president would cause that association to exceed its allotted number of seats on the board as provided by the bylaws, that association shall remove a director from its association to create a seat for the association president.

### **Section 3. Quorum; Voting.**

No less than a majority of the directors shall constitute a quorum for the transaction of business. Actions taken by a majority of the directors present shall be valid as a corporate act unless a greater number is required by law or by these Bylaws. If less than a quorum is in attendance at the time for which the meeting shall have been called, the meeting may be adjourned by a majority vote of the members present or represented without any notice other than by announcement at the meeting until a quorum shall attend.

3.1 VOTING. At all meetings, all votes shall be by voice, except that for the election of officers, ballots shall be provided. Upon motion by a majority of those directors present at any meeting, any vote may be required to be cast by ballots. At all votes by ballot the chairperson of such meeting shall immediately prior to the commencement of the balloting appoint a committee of three impartial directors who shall act as Inspectors of Election and shall at the conclusion of such balloting certify in writing to the chairperson the results of the balloting. A certified copy of this conclusion shall be included in the minutes of such meeting.

3.2 ATTENDANCE. Any or all directors may participate in a regular or special meetings of the board of directors through the use of any means of communication by which all of the directors participating may simultaneously hear each other during the meeting, and a director participating in a meeting by any such means shall be deemed to be present in person at the meeting. Directors shall put forth their best effort to attend all meeting and constructively participate in those meetings.

3.3 PROXIES. A director who is not able to attend a board meeting, or is unable to exercise his or her duties at the meeting, may assign a proxy from among the board of directors. All proxies shall be in writing from the director who is assigning the proxy. All proxies must be filed before the start of the board meeting with the secretary of the Corporation. A proxy may not be reassigned to another director.

### **Section 4. Meetings.**

The board of directors shall meet no less than two times a year at such locations as previously designated by them. The board may meet more often depending upon available resources and needs.

### **Section 5. Special Meeting, Notices and Waivers.**

Special meetings of the board may be called at any time by the president, or if he or she is absent, unable to act, by the vice president, or by a majority of the members of the board of directors. Special meetings shall be held at such a time and place and on such a date as shall be specified in the notice of the meeting.

At least two business days' notice of the agenda, time, and place of special meetings shall be personally delivered or communicated to the directors from the corporate office by mail, telephone, email, or fax. Such mailing or delivery as directed above shall constitute due, legal, and proper notice to the director.

Notice of special meetings of the directors shall otherwise comply with the requirements of notice for special meetings of the members in these Bylaws.

#### **Section 6. Action Without A Meeting.**

Any action to be taken or that may be taken at a meeting of the board of directors may be taken without a meeting if the action is taken by at least a majority of the board of directors. The action must be evidenced by one or more written consents describing the action taken, signed by no fewer than the required number of directors, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records reflecting the action taken. Notice of intent to act must be given to all board members.

#### **Section 7. Vacancies.**

Vacancies on the UNITY board of directors must be filled by the respective association, as provided under these Bylaws.

#### **Section 8. Resignation; Removal.**

- 8.1 RESIGNATIONS. Any director may resign at any time, effective upon receipt of written notice to the Corporation, unless the notice specifies a later effective date. If the resignation is effective at a future time, a successor may be selected to take office when the resignation becomes effective.
- 8.2 REMOVAL OF DIRECTORS. A director may be removed from the board with cause by an action of the board of directors. The removal of a director shall require a motion by a member of the board of directors, and shall be subject to ratification by no less than three-fourths of the full board. "Cause" is defined as any action involving turpitude, that bring disrepute to the Corporation, or any actions that conflict with the purpose of the Corporation as set forth by these Bylaws. Also, failure to attend three consecutive board meetings shall be construed as cause for removal. A director may also be removed at the discretion of the respective association upon giving written notice of the removal to the director and either the presiding officer of the board or the board secretary.

#### **Section 9. Compensation of Directors.**

Directors shall not receive any salary or compensation for their services from the Corporation. Any director may be reimbursed for out-of-pocket expenses that have been pre-approved by the executive committee or the UNITY executive director.

## ARTICLE III

### Officers.

#### Section 1. General Provisions.

The number of officers must be equal to the number of UNITY member associations. The officers of UNITY shall consist of at least a president; a secretary; and a treasurer. Vice President(s) and other officers will be created if UNITY approves new association membership. The officers shall be elected by the directors. The goal of the Corporation is to have the diversity of its alliance member organizations be reflected in the elected leadership of the Corporation.

1.1 To qualify for elected office, directors shall be professional journalists involved in the production and/or the dissemination of news reports as a majority of their work and income, including publishers, station managers, editorial page writers and editors, news executives, and newsroom managers.

1.2 Directors shall be seated on January 1<sup>st</sup> of odd numbered years.

#### Section 2. Election of the President.

Candidate for president shall be nominated from among eligible board members, ~~or~~ immediate past association presidents, or from the general membership of any association represented on the board by any director to a nominating committee, which shall then administer an election. The candidate with the majority vote cast by directors shall be deemed the winner in an election, to be held in the fall of the previous year, unless otherwise determined.

#### Section 3. Elections of Other Officers.

The candidates for vice president, secretary, and treasurer shall be nominated from among directors, immediate past association presidents or from the general membership of any association represented on the board by any member of the board of directors, to a nominating committee, which shall then administer an election. The candidate with the majority vote cast by the directors shall be deemed the winner in an election, to be held in the fall of the previous year unless otherwise determined by resolution of the board of directors. In the event that the nominating committee fails to field candidates for all offices and the directors fail to elect an officer at the election, the nominating committee will again nominate candidates for the open seat(s) taking nominations from the floor. An election to fill the vacant seat shall take place no later than 30 days following the original election date.

#### Section 4. Resignation.

Any officer may resign at any time effective upon written notice to the Corporation, unless the notice specifies a later effective date. If the resignation of the president is effective-immediately, vice president – or in the absence of a vice president, the secretary – will be appointed as the acting president. The acting president will retain his or her vote on the board until a new president is elected. If the resignation is to be effective at a future time, a successor may be elected to take office when the resignation becomes effective.

**Section 5. Vacancies.**

Vacancies must be filled if there is more than four months remaining in the term of the vacated office. The vacancy shall be filled through an election held under the elections provision for officers under these Bylaws.

**Section 6. Removal of Officers.**

Any officer may be removed from office as provided by the Articles of Incorporation (incorporated in Georgia, or provided under the foreign corporation of Virginia). The removal of an officer shall require a motion by a member of the board of directors, and shall be subject to ratification by no less than a three-fourths of the full board.

**Section 7. Terms of Office.**

Terms of office will be two years. No officer may serve more than two consecutive two-year terms for a maximum of five years. Nothing in this section shall supersede Article II, Section 2.2 the three term-limit for directors.

7.1 An elected officer shall complete his or her term of office, irrespective of his or her appointed term as a director.

**Section 8. President.**

The president shall be the primary elected officer. He or she shall preside at all board of directors meetings and be responsible for the oversight of all board duties. He or she shall also be responsible for coordination of all board activities, including but not limited to: preparation of the board meeting agendas; appointing committee chairs not stipulated in the bylaws, in consultation with the association; and overseeing the implementation of the committee work. The president shall be a non-voting board member and will only vote when required in cases of a tied vote.

**Section 9. Vice President.**

The vice president will be a sitting board member for the entire term of his or her office, and shall perform the duties of the president in the event of the president's temporary absence. He or she will have such other duties as the president or board may assign.

**Section 10. Secretary.**

The secretary will be a sitting board member for the entire term of his or her office, and will ensure that notice required by the bylaws is given and will keep record of all proceedings. In the absence of a vice president, the secretary shall perform the duties of the president in the event of the President's temporary absence. The secretary may perform any other duties, incident to the office of secretary, or assigned by the president or the board.

**Section 11. Treasurer.**

The treasurer will be a sitting board member for the entire term of his or her office, and will keep an account of all moneys received and expended for the use of the Corporation, and will make disbursements authorized by the board. The treasurer will chair the finance committee.

**Section 12. Compensation of Officers.**

Officers shall not receive any salary or compensation for their services. Any officers may be reimbursed for out-of-pocket expenses that have been pre-approved.

**ARTICLE IV**

**Committees**

**Section 1. Committees.**

Committees shall be appointed by the president and shall include at a minimum executive, development, finance, governance, and issues/communications. Any such committee shall have the authority and powers set forth in the resolution of the board of directors.

**Section 2. Rules.**

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

**ARTICLE V**

**Seal**

The Corporation may have a seal in such form as the board of directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, the words "Corporate Seal" or the word "Seal" accompanying the signature of an officer signing for or on behalf of the Corporation shall be the seal of the Corporation.

**ARTICLE VI**

**Dedication of Property**

**Section 1. Dedication.**

The property of this Corporation is irrevocably dedicated to public purposes. No part of the net income or assets of the organization shall ever inure to the benefit of any director, or to the benefit of any private person.

**Section 2. Assets.**

On the dissolution or winding up of the Corporation, its assets remaining after the payment of, or provision of payment, of all debts and liabilities of this Corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for public purposes and which has established its tax-exempt status under Internal Revenue Service Code Section 501(c)(3) and whose mission is consistent to that of the Corporation as determined by the board of directors.

**Section 3. Assets in Trust.**

If this Corporation holds any assets in trust, if the Corporation is formed for charitable purposes, such assets shall be disposed of as decreed by the Superior Court of the county (or applicable federal court) in which the Corporation has its principle office, on petition by the Attorney General, or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

**ARTICLE VII**

**Records, Reports and Inspection**

**Section 1. Records.**

The Corporation shall maintain, in accordance with generally accepted accounting principles, adequate and correct accounts, books, and records of its business and activities. All of the books, records, and accounts shall be kept at the principal executive office, as fixed by the board of directors from time to time.

**Section 2. Inspection of Books and Records.**

All books and records provided for in Section 1, shall be opened to inspection by the directors and members at reasonable times and locations, as set forth by the board of directors.

**Section 3. Certification and Inspection of Bylaws.**

The original or a copy of the Bylaws, as amended or otherwise altered to date; and certified by the secretary, shall be kept at the Corporation's principal executive office, and shall be open to inspection by directors of the Corporation at reasonable times during regular office hours.

**Section 4. Checks, Drafts, Etc.**

All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness, issued in the name and payable to the Corporation shall be signed or endorsed by persons and in the manner determined from time to time by resolution of the board of directors.

**Section 5. Execution of Contracts, Etc.**

The board of directors, except as otherwise provided in the Bylaws, may authorize any office or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the board or directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or agreement, or to pledge its credit, or to render it liable, for any purpose to any amount, except as provided by the law of the Commonwealth of Virginia.

**ARTICLE VIII**

## **Indemnification**

The Corporation may indemnify any director, agent or employee, as to those liabilities and on those terms and conditions as are specified by law of the Articles of Incorporation (incorporated in Georgia, or laws of the foreign corporation of Virginia). In any event, the Corporation shall have the right to purchase and maintain insurance on behalf of any such persons, whether or not the Corporation would have the power to indemnify such persons against the liability insured against.

## **ARTICLE IX**

### **Miscellaneous**

#### **Section 1. Fiscal Year.**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

#### **Section 2. Principal Office.**

The principal office of the Corporation in the State of Virginia shall be located in the City of McLean. The Corporation may have such offices, either within or without the State of Virginia, as the board of directors may determine from time to time.

## **ARTICLE X**

### **Amendments to Bylaws**

#### **Section 1. Amendments.**

New Bylaws may be adopted by or these Bylaws may be amended or repealed by the vote or written consent of a majority of the board of directors, provided, however, that if the Articles of Incorporation of the Corporation set forth the number of authorized directors of the Corporation, the authorized number of directors may be changed only by an amendment to the Articles of Incorporation.

#### **Section 2. Record of Amendment.**

Whenever an amendment of Bylaws is adopted, it shall be copied in the book of Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was given shall be stated in the book.

#### **Section 3. Proposals of Amendment.**

New bylaws to be adopted or proposed amendments to these Bylaws shall be submitted to the board of directors for consideration.