

National Press Club Constitution

(As amended October 8, 2010)

Article I

NAME OF ASSOCIATION

This Association shall be known as "The National Press Club of Washington, D.C."

Article II

PURPOSES

The National Press Club is the world's leading professional organization for journalists. It serves its members through activities that bolster their skills, through services that meet the changing needs of the global communications profession, and through social activities that build a vital media community in Washington and across the world. The Club is where news happens in the nation's capital and is a vigorous advocate of press freedom worldwide.

Article III

MEMBERSHIP

Section 1. The Club shall consist of persons whose professional qualifications and character, in the judgment of the Board of Governors, hereinafter constituted, shall warrant their election to one of the following classifications:

(a.) Journalist Members: Persons whose principal occupation for the previous twelve months meets one or more of the following criteria:

(i) Reporters, editors, writers, bloggers, publishers, editorial and news cartoonists and artists, news photographers, producers, librarians, presidents, general managers, videographers, web masters and other editorial employees who work for qualified news outlets. Qualified news outlets include publications, news services, broadcast outlets and news internet sites that meet the following criteria:

They are regularly issued and supported by advertising or paid subscription, or they are published or funded by non-profit organizations and operate with editorial independence from any political, governmental, commercial or special interest.

Their primary purpose is the dissemination of news and information.

They are not house organs of any organization or movement.

(ii) Those persons whose primary professional occupation is teaching journalism at college level, such as instructors, professors, or deans, but excluding those who serve in a public information capacity for educational institutions.

(iii) Non-fiction authors whose work has been published by a commercial publishing house and whose principal occupation is writing books.

(iv) Persons who joined the Club as Active members prior to the Jan. 1, 2004, change in the Club's constitution and who remain in the jobs they held at the time they joined the Club.

(v) Persons who are enrolled as full-time students in undergraduate or graduate journalism programs; or who can prove involvement in producing the editorial content of collegiate publications, broadcast outlets or news internet sites or who are working as interns in jobs that would qualify them for Club membership.

(vi) Full-time freelancers for qualified news outlets.

(vii) Former presidents: All former presidents of the National Press Club and the Washington Press Club shall be entitled to continue as Journalist members after the expiration of their terms in office.

(b.) Communicator Members:

(i) Former Journalist - Persons who have been Active or Journalist members of the Club but who no longer qualify as Journalist members, persons who are actively engaged full-time in public information or editorial duties for a foreign or domestic government agency or have retired from such a position, and

those persons who have been employed for not less than five years of the past ten years or ten years overall in jobs that would have qualified them as Journalist members.

(ii) Non-Editorial Staff - Persons who work full-time for the qualified news outlets identified in (a)(i) as business managers, advertising managers, circulation managers, promotion managers, systems operators, and other non-editorial employees.

(iii) Government/Non-Profit - Persons whose profession or business involves regular contacts with members of the press or whose duties involve preparation or dissemination of news and information as employees of a domestic or foreign government or a 501c3 non-profit.

(iv) Communications Professional - Persons whose profession is public relations, public affairs, marketing or corporate communications, including staff whose work would qualify as a journalist if done for an independent media outlet; persons who by principal occupation or business are fiction or play authors, book or film editors, poets, television or script writers or book publishers; and bloggers who do not qualify as Journalist members.

(v) News Source - Persons whose profession or business involves regular contacts with members of the press or whose duties involve preparation or dissemination of news and information. A letter from a member of the working press is required to validate source status.

(vi) This class includes the following individuals, not to exceed thirteen in all, who shall not pay fees or dues: the Superintendents of the United States Senate and House of Representatives Press Galleries and their immediate assistants, the Superintendents of the Radio-Television and Periodical Galleries of the House and Senate, the Superintendent of the Senate Photographers Press Gallery, and at the discretion of the Board of Governors, up to four other employees of those Galleries, and the Director of the Washington Foreign Press Center of the United States Information Agency (or its successor organization). This waiver of fees and dues shall not be considered as honorary membership, but rather, granted in consideration for and for the purpose of the service of these individuals in supervision of Club elections.

(vii) No persons shall be elected as Communicator members if the total number of Communicator members exceeds, or by their election would exceed, 45 percent of the combined number of Journalist and Provisional Journalist members.

(c.) Provisional Members: Persons who would be eligible to be *Journalist* members, but who have less than twelve months of working-press experience.

(d.) Spouse/Widow/Widower Members: The widows or widowers of former members who, upon application, shall automatically be admitted to Widow or Widower membership and who shall be charged an annual membership fee. Spouses or domestic partners of Club members shall be granted such Club privileges as the Board of Governors may confer, including non-voting membership subject to dues and fees.

(e.) Honorary Members: Persons, numbering no more than 25 at any given time, to whom the Board of Governors, by a three-fourths vote of Governors entitled to vote, has granted honorary membership, which membership shall be examined at least annually by the Board and, in accordance with its guidelines, may be revoked at any time by a three-fourths vote of those members of the Board entitled to vote. Honorary members shall not pay dues, vote, hold elective office or sit on the Board of Governors.

Section 2. Admission to membership shall be by vote of the Board of Governors, under procedures established in the Bylaws of the Club. All determinations regarding professional standing of applicants and members shall be made by the Board at its sole discretion. The Board at least once each year shall examine the roster of Journalist members to ascertain if any such member by change of occupation or otherwise has ceased to be eligible for Journalist membership. In carrying out this duty the Board shall have the power to require applicants and members to submit written representations on issues bearing on their qualifications for Journalist membership.

Section 3. The Board of Governors shall have the right to suspend or expel a member.

This shall be done only by a majority of all the members of the Board entitled to vote, after a hearing before the Board Ethics Committee, at which the accused member shall have the right to be present, and in conformity with rules that the Board shall adopt. This provision notwithstanding, under House Rules that the Board shall adopt and from time to time revise, a temporary suspension of a member for reasons of disorderly or disruptive conduct within Club premises may be imposed. This suspension may remain in effect for two weeks or until the next regularly scheduled meeting of the Board of Governors – whichever occurs first.

Section 4. Unless otherwise provided pursuant to law, or the Club's articles of incorporation or its bylaws, all members shall have equal privileges in the Club; however, except with respect to the Governors elected by Communicator members, only Journalist members shall be eligible to vote and to hold office in the Club.

Section 5. Not more than 100 professional and executive tenants of the National Press Building shall be granted full Club privileges, with the exception of voting or holding office, so long as they are tenants in good standing. Persons who qualify for these privileges shall be subject to review by the Board of Governors. Such persons shall pay fees equal to the fees and dues paid by Communicator members.

Article IV GOVERNANCE

Section 1. There shall be a Board of Governors as the governing body of the Club. The business and affairs of the Club shall be managed by or under the direction of the Board.

The Board of Governors may exercise all such powers of the Club and do all such lawful acts and things that are not by law, articles of incorporation, constitution or bylaws required to be done by the members. The Board of Governors shall adopt rules for the conduct of the members of the Club and shall have full control of the property of the

Club, except that the real estate or stocks or bonds representing such real estate, or equities owned or purchased by the Club or held by its trustees shall not be sold, conveyed or otherwise disposed of without the consent of a majority of the Journalist members of the Club, at a meeting duly called, at which a quorum is present. Nothing in this section shall be construed to prohibit the Board from selling and conveying any stocks, bonds or other securities purchased from current funds of the Club.

Section 2. The officers of the Club shall consist of a President, a Vice President, a Secretary, a Treasurer and a Membership Secretary, each of whom shall be a Journalist member. No person shall simultaneously hold more than one office.

Section 3. The Board of Governors shall consist of the officers of the Club, each of whom shall be elected for a period of one year, and seven other Journalist members, each of whom shall be elected for a period of three years. In addition, there shall be three members elected for a three -year term by the Communicator members. These Board members shall not vote unless otherwise specified in the Constitution or Bylaws. The immediate past president of the Club shall be a non-voting member of the Board. The President of the Eric J. Friedheim National Journalism Library Board shall be a non-voting member of the Board. No person shall be simultaneously an officer and a Governor. The terms of the Board of Governors shall be staggered so that as nearly as possible the same number of full terms shall be filled at each election. Unless otherwise provided by a majority of all the members of the Board entitled to vote, officers and Governors shall be elected on the second Friday in December of each year. Those elected shall take office on the third Friday of the following January at the annual membership meeting. Each Governor and officer, including any appointed or elected to fill a vacancy, shall hold office until his or her successor is appointed and qualified, excepting earlier resignation or death.

Section 4

The Board of Governors will add the third Affiliate and Associate board seat in the December 2009 election. To ensure that the terms of the Affiliate/Associate board seats are staggered, with one seat up for election each year, two seats will be open for election in December 2009: One for a three-year term, and one for a two-year term. The third Communicator seat will be up for election in December 2010 for a three-year term.

Article V

RESIGNATIONS AND VACANCIES

Section 1. An officer or Governor may resign at any time by delivering written notice to the President or the Secretary of the Club. Unless otherwise specified in the notice, such resignation shall take effect immediately upon receipt, and the acceptance of the resignation shall not be necessary to make it effective.

Section 2. In the event of a vacancy in the office of the President, the Vice President shall immediately succeed to the office of President and shall serve until the annual meeting following the next annual elections.

Section 3. For all other vacancies, the Board of Governors may call a special election or, by a majority vote of Governors present and voting, may appoint an eligible member to fill such vacancy. A member so appointed as a Governor shall serve until the annual meeting following the next annual election, at which election a successor shall be elected to serve the remainder of the unexpired term.

Article VI

QUORUMS

Section 1. Membership Meetings: Except as otherwise provided by law or by the Club's Articles of Incorporation, 75 Journalist members shall constitute a quorum at all meetings of the members, duly called, for the transaction of business. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave the meeting with less than a quorum; however, no action requiring a vote shall be taken unless a quorum is present.

Section 2. Board and Board Committee Meetings: At all meetings of the Board of Governors or committees, a majority of the total number of Governors shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting, the members present may adjourn the meeting to another time and place, without notice other than announcement at the meeting of such time and place.

Article VII

MEETINGS

Section 1. The Club shall hold an annual meeting on the third Friday of January or on such other day as shall be designated by the Board of Governors and stated in the notice of the meeting. In addition to the annual meeting, the Club shall hold two meetings open to all members of the Club on dates, set by the Board of Governors, on or about the first Fridays of May and October of each year.

Section 2. Unless otherwise provided by law or articles of incorporation, special meetings of the Journalist members, for any purpose or purposes, may be called at any time by the Board of Governors. A special meeting of the Journalist members shall be called by the President within three weeks of his or her

receipt of a written request for such a meeting by twenty-five Journalist members, which request shall include a statement of the purpose or purposes of the proposed meeting.

Section 3. Notice of all meetings of members, stating the place, date and hour of the meeting, shall be posted on the Club's bulletin board and through all commonly used communication channels not less than fourteen nor more than thirty days before the date of the meeting. In the case of a special meeting, such notice shall include a statement of the purpose or purposes of the meeting. Business transacted at any special meeting shall be limited to the purpose or purposes stated in the notice.

Article VIII AMENDMENTS

Section 1. This Constitution may be amended at any duly called meeting of the Journalist members of the Club.

Section 2. The Board of Governors, by a majority of members of the Board present and voting entitled to vote, or fifty Journalist members in good standing by petition to the President, may propose amendments to the Constitution to be submitted to the Journalist members.

Section 3. Proposed amendments shall be published through all commonly used communication channels and posted on the Club's bulletin board and Web site not less than 14 days before the meeting at which they are to be considered.

Section 4. No amendment may be proposed which has not been submitted to the members in advance as provided in Section 2. However, any germane modification or substitution for a proposed amendment shall be put to a vote of the Journalist members if moved and seconded at the meeting in which the original amendment is proposed.

Section 5. To be adopted, a proposed amendment to the Constitution must receive the affirmative votes of two-thirds of the Journalist members present at a duly called meeting at which a quorum is present.

Section 6. Proposed Bylaws amendments shall be posted on the Club's bulletin board and published through all commonly used communication channels for a period of fourteen days. At the expiration of that period, they shall be considered at a meeting of *Journalist* members for acceptance or rejection. In the case of a quorum not being present for such a duly called meeting, such amendments as promulgated may be adopted by the Board.

Article IX INDEMNIFICATION AND INSURANCE

Section 1. Indemnification:

(a.) To the fullest extent permitted and in the manner prescribed by the laws of the District of Columbia, as the same may be amended or superseded from time to time, the Club 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 Club) by reason of the fact that he or she was or is a Governor, officer, employee or agent of the Club, or is or was serving at the request of the Club as a director, officer, employee or agent 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 the person

reasonably believed to be in or not opposed to the best interests of the Club, 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 such 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 he or she reasonably believed to be in or not opposed to the best interests of the Club, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b.) The Club 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 Club to procure a judgment in its favor by reason of the fact that he or she is or was a

Governor, officer, employee or agent of the Club, or is or was serving at the request of the Club as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit 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 Club, 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 to the Club 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 may deem proper.

(c.) To the extent that a Governor, officer, employee or agent of the Club has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b) of this Section 1, or in defense of any claim issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

(d.) Any indemnification under subsection (a) and (b) of this Section 1 (unless ordered by a court) shall be made by the Club only as authorized in the specific case upon a determination that indemnification of the Governor, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsections (a) and (b) of this Section 1. Such determination shall be made (1) by the Board of Governors by a majority vote of a quorum consisting of Governors who were not parties to such action, suit or proceedings, or (2) if such a quorum is not obtainable, or, if a quorum of disinterested Governors so directs, by independent legal counsel in a written opinion, or (3) by the Journalist members.

(e.) Expenses incurred by an officer or Governor in defending a civil or criminal action, suit or proceeding may be paid by the Club in advance of a final disposition of such action, suit or proceedings upon receipt of a written undertaking by or on behalf of such Governor or officer to repay such amount if it shall be ultimately determined that he or she is not entitled to be indemnified by the Club as authorized in this Section 1. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Governors deems appropriate.

(f.) The indemnification and advancement of expenses provided by, or granted pursuant to, the other subsections of this Section 1 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of Journalist members or disinterested Governors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

(g.) The indemnification and advancement of expenses provided by, or granted pursuant to, this Section 1 shall continue as to a person who has ceased to be a Governor, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 2. The Club may, to the fullest extent permitted by law, purchase and maintain insurance on behalf of any Governor, officer, employee, trustee or agent of the Club or any person who is or was serving at the request of the Club as an officer, Governor, employee, partner (general or limited), trustee

or agent of another enterprise against any liability asserted against him or her or incurred by him or her in any such capacity or status whether or not the Club would have the power to indemnify such person under the provisions of this Article IX.