

**Bylaws  
And  
Rules**

**February 2020**



**SOCIEDAD INTERAMERICANA DE PRENSA, INC.**  
(Inter American Press Association)  
**3511 N.W. 91st Avenue**  
**Miami, Florida 33172**

# SOCIEDAD INTERAMERICANA DE PRENSA, INC.

## BYLAWS

### ARTICLE I

#### The Association

- 1. Name:** The corporate name of the Association, as provided in its Articles of Incorporation, is SOCIEDAD INTERAMERICANA DE PRENSA, INC. (hereinafter called the “Association”.)
- 2. Objectives:** The Association is a not-for-profit corporation organized and existing under the laws of the State of Delaware, United States of America (“USA”). Its primary objectives shall be, among others, (a) to defend freedom of the press and freedom of publication, broadcast and expression, (b) to strive for recognition of the right of people to be fully informed, (c) to foster and protect the interests of the press and media in general at all times, (d) to promote and maintain the dignity, rights and responsibilities of the profession of journalism and to encourage journalistic professionalism, (e) to exchange ideas and information which contribute to the cultural, material and technical development of independent journalism and the media and to its continuing welfare, (f) to promote an active and friendly interchange among its members, (g) to secure freedom from unjust and unlawful actions by governments or other *de facto* powers, including but not limited to protection from irresponsible and/or unlawful government action and legislation, (h) to gain common protection for intellectual property and copyrights, (i) to work collectively for the solution of common problems and for the preservation of peace and tranquility in the Western Hemisphere, and (j) to foster a wider knowledge and greater exchange among peoples in support of the basic principles of a free society, democracy and individual liberty.
- 3. Address:** The principal office and business address of the Association is located in the greater metropolitan area of Miami, Florida, USA.

4. **Fiscal Year:** The fiscal year of the Association shall be from July 1 through June 30.

## ARTICLE II Membership

1. **Active Membership:** Media that support the principles of freedom of expression, including independent newspapers, independent broadcast media, as well as digital platforms, carrying news content; news and photographic agencies, and news and feature syndicates, shall be eligible for Active Membership. No applicant shall be admitted as an Active Member unless it has been in continuous operation or publication for at least one year. To be eligible for Active Membership, an applicant must have a proven commitment to freedom of expression, be privately owned and support the principles and aspirations of the Association. Active Members shall be represented at meetings of the Association by its proprietors, publisher, editorial directors, managers or registered representatives. When one or more persons are registered as representatives of an Active Member, they will be entitled to only one vote, collectively.
2. **Corporate Membership:** Media entities owning multiple media outlets meeting the criteria for Active Membership as set out above, shall be eligible for Corporate Membership. When one or more representatives are registered as representative of a Corporate Member, they will be entitled to only one vote, collectively.
3. **Associate Membership:** Individuals employed or contracted by newspapers, magazines, publishers' representatives, news, photographic and feature agencies or syndicates, schools of journalism, as well as columnists (syndicated or not) and those working in allied fields (including, but not limited to, online and broadcast media to the extent such entities are eligible for Active or Corporate Membership) shall be eligible for Associate Membership.

Entities affiliated with or rendering services to the media industry are also eligible for Associate Membership. Associate Members are not entitled to vote at Association meetings and its representatives are ineligible to hold office or be elected to the Board of Directors of the Association.

4. **Honorary Membership:** Any journalist or other individual who shall have distinguished himself or herself by notable contributions to freedom of the press or freedom of expression or to the journalism profession may be elected by the Board of Directors of the Association or the General Assembly as an Honorary Member. Honorary Members shall not be entitled to vote at Association Meeting, nor hold office or be elected to the Board of Directors of the Association. Honorary Members will not be required to pay dues to the Association.
  
5. **Application for Active, Corporate or Associate Membership:** All candidates for Active, Corporate or Associate Membership shall submit a written application to the principal business office of the Association, which shall include an undertaking to adhere to the objectives and terms set out in the Articles of Incorporation and the Bylaws of the Association and all Rules and Regulations adopted by the Board of Directors of the Association, together with the applicable membership annual dues. The staff of the Association shall prepare a report to be made to the Membership Committee of the Board of Directors of the Association detailing the background and eligibility of each applicant for the applicable membership category. The names of qualified applicants for membership shall be submitted by the Membership Committee to the Board of Directors of the Association for approval. Applicants must be approved for membership by the affirmative vote of two-thirds of the directors present at a meeting of the Board of Directors of the Association where a quorum has been attained or by two-thirds vote by mail (including electronic mail or fax) of the entire Board of Directors. Approved applicants for membership shall not be entitled to any membership privileges nor to be represented at its meetings until they have been elected to membership and paid the required annual dues. If an applicant is not elected to membership, the

dues submitted at the time of application shall be returned to the unsuccessful applicant.

**6. Financial Obligations:** Each member of the Association shall be required to pay regular annual dues fixed by the Executive Committee, subject to ratification by the Board of Directors of the Association. At the discretion of the Executive Committee of the Board of Directors of the Association, members in arrears shall not be able to exercise fully their membership rights until payment of any such arrearage is made. A member that is closed or confiscated, or is otherwise the object of serious economic and restrictive harassment, by a government shall be permitted to continue as a member, without the payment of dues until such member is again open and under the ownership of its then owners prior to shut down or confiscation. Members wishing to resign must notify the headquarter offices of the Association in writing. Resignations will be accepted only after payment of dues for the current fiscal year except in case of members who have been victims of shutdown or/and confiscation. The Treasurer shall report to the Executive Committee and the Board of Directors on all resignations received.

**7. Suspension of Membership or Expulsion:** The Board of Directors of the Association, by a two-thirds vote of the entire Board, shall have the power to suspend or expel a member for a stated period of time or indefinitely, when it appears to the Board that such member has violated the provisions of the Articles of Incorporation or the Bylaws of the Association. The Board shall entertain a motion of suspension or expulsion upon a presentation in writing by five voting members of the Association. In the event a proper motion of suspension or expulsion has been submitted to the Board of Directors of the Association, the member in question shall be given copies of the motion and shall be given at least 30 days' prior written notice of the time and place at which such motion shall be considered by the Board of Directors of the Association.

The member in question shall have a right to be present at the meeting for the purposes of making a presentation in opposition when such motion is under consideration by the Board of Directors. In the event of a suspension or expulsion, the member in question may, upon the delivery of a petition duly signed by at least ten percent of the voting members in good standing of the Association, with each signature notarized, appeal the decision of the Board of Directors. In such case, the decision of the Board of Directors of the Association may be overridden by a two-thirds vote of the Active and Corporate Members of the Association represented at the next annual meeting and entitled to vote. In the absence of a two-thirds vote by the Active and Corporate Members of the Association in favor of overriding the decision of the Board of Directors, the decision of the Board of Directors shall stand.

Any suspended or expelled member shall forfeit all rights and interests in the Association. Any individual who has been suspended or expelled as an Associate Member shall be ineligible to attend any meeting of the Association as the representative of any Active or Corporate Member. Any suspended or expelled Active or Corporate Member shall not be entitled to be represented at any meeting of the Association. Such ineligibility shall continue, notwithstanding the pendency of any appeal as provided above.

8. **Meetings:** Meetings of the Association and the Board of Directors of the Association may be held outside the State of Delaware. Unless good reasons should exist to the contrary, the Association shall meet at least once during the calendar year and shall be held during the month of October at a place determined by the Board of Directors and announced at least six months prior to such annual General Assembly. Special meetings may be called by the President of the Association or whenever a request in writing therefore shall be received by the Secretary, bearing the signatures of at least one-tenth of the voting members. The business of such special meetings shall be limited to that specified in the call.

9. **Quorum:** Unless otherwise specified in these Bylaws, to constitute a quorum for the transaction of business of the Association at an annual General Assembly or special meeting of the members, there must be present at least fifty voting members. The report of the Membership Committee on members attending at the opening of the meeting may be accepted for the purpose of establishing a quorum.

### ARTICLE III

#### The Board of Directors

1. **Powers:** Subject to the Articles of Incorporation and the laws of the State of Delaware, the affairs of the Association shall be under the direction of the Board of Directors, The Board of Directors shall have the power to make all rules and regulations for conducting the business and affairs of the Association (including, but not limited to, approval of the resolutions of the Freedom of the Press and Information Committee), to establish an office or offices as required, within or without the State of Delaware, to employ and discharge essential staff and fix compensation, and generally to do all acts and things deemed necessary for the best interests of the Association, including, but not limited to, the fixing of membership dues. The Board of Directors reserves to itself all corporate power not delegated to officers or subordinate bodies within the Association pursuant to these Bylaws or other actions of the Board of Directors.

#### 2. **Membership and Tenure:**

- **Membership:** The Board of Directors is composed as follows:
  - (1) The members of the Advisory Council, who shall be ex officio members of the Board of Directors,
  - (2) In order to encourage the creation of an Association with a diversity of backgrounds, interests and experience, sixty individuals shall be elected for staggered terms of three years

each. Twenty directors from a slate of forty candidates and approved by the Nominations Committee, will be elected each year at the annual meeting of the General Assembly of the Association by the Active and Corporate Members present, in the following manner:

- a. Of the twenty individuals elected at each annual meeting of the Association, at least five directors shall represent media entities from predominantly English-speaking countries, at least one director shall represent media entities from Portuguese-speaking countries, and at least one director shall represent media entities from the Caribbean countries. In addition, at least two individuals elected at each annual meeting shall represent digital media entities and two shall represent broadcast media entities (such as radio and TV). Such designations shall be subject to the availability of sufficient available and qualified candidates for each category and, if there were not a sufficient number, the Nominations Committee may make the decision on an appropriate exceptions basis.
- b. Each individual listed on the slate of candidates for election to the Board of Directors of the Association must have represented an Active or Corporate Member for at least two full years prior to election and have attended at least two meetings of the Association (either in the form of general assemblies or mid-year meetings of the Association) in the past three years.
- c. The slate of candidates for election at each General Assembly shall be sent to each Active and Corporate Member at least sixty days' prior the annual General Assembly. Additional proposed nominations, which



must be accompanied by the signatures of ten seconding Active or Corporate Members, may be accepted by the Nominations Committee up to two weeks before the opening of the annual General Assembly.

- d. The representative designated by each Active and Corporate Member qualified to vote, as well as members of the Advisory Council, shall receive a ballot when he or she registers for the annual General Assembly. Voting members shall be limited to one vote on each ballot. No individual may cast a ballot or ballots as the representative of more than one Active or Corporate Member. There shall be no votes by proxy. Each ballot shall show votes for no more than nor less than twenty candidates for election to the Board of Directors and any ballot with a lesser or greater number shall be made invalid.

- (3) The position of Director does not belong to the member of the Association but rather to the individual appointed to represent such member for as long as that individual retains such representation. Any elected director who ceases to represent an Active or Corporate Member shall automatically leave the position vacant to be filled pursuant to the provisions of item (c) of this article. The director who has lost the position in this manner shall not be allowed to retain it through the representation of another Active or Corporate member for whom he or she was not elected. In order to be elected on behalf of another Active or Corporate member, the potential representative shall comply with all the requirements established in Article III 2(b).

(4) Any elected director whose activities, whether or not on behalf of the Association, are deemed to be contrary to the Articles of Incorporation, the Statement of Guiding Principles and the Bylaws of the Association, as determined by the Board of Directors, may not hold any office in the Association.

- b. Terms:** The regular term of all Board directors shall commence on the last day of the General Assembly of the Association at which they are elected. Such directors shall hold office until the expiration of the term for which each is elected or, in the case of a director appointed to fill a vacancy, at the expiration of the term for which he or she is appointed. The term of a non-elected, ex officio director shall commence upon their qualification for office. A director who has served two consecutive three-year terms shall be ineligible for re-election for a period of one year.
- c. Vacancies:** A vacancy on the Board of Directors caused by resignation, death or loss of representation of a member may be filled for the balance of the unexpired term by the Executive Committee following the order of those candidates, based on the applicable category, who received the most votes but were not ultimately elected during the last elections.
- d. Service on Committees, Subcommittees, Missions and Task Forces:** Each Director of the Association shall, as a prerequisite for nomination, agree to serve and actively participate on at least one committee, subcommittee, mission or task force of the Association. Once elected to the Board, the Director may be assigned by the President of the Association to one or more of the committees, subcommittees, mission or task forces.
- e. Rules about election of Directors**

(1.) Balloting for the election of Directors shall be conducted in accordance with the following procedure:

- a) Ballots shall be prepared under the supervision of the Nominations Committee and made available to member representatives when they register at the site of the then current Annual Meeting of the General Assembly.
- b) The President shall appoint an Election Committee of members, who are not candidates for election, who shall supervise the balloting with the help of such assistants as the Chairman of the Election Committee may decide. This committee shall serve from the opening of the polls until the result has been ascertained.
- c) All voting shall be by ballots cast by member representatives attending the Annual Meeting.
- d) The President at the opening session shall announce a definite period of time for balloting.

(2.) The ballots will be counted by the Election Committee or authorized representatives thereof, and the results will be certified and reported to the membership by the Chairman of the Election Committee. The Election Committee will ensure compliance with Section 2 of the Bylaws by declaring elected those candidates with the greatest number of votes in each of the categories mentioned in that article, to guarantee election of the minimum number required.

### **3. Meeting of The Board of Directors**

- a. **Quorum:** At any meeting of the Board of Directors, the presence of at least one-third of the directors shall be necessary for a quorum. Members of the Board of Directors may participate in a meeting of the Board by conference telephone calls or other communications equipment by means of which all persons participating in the

meeting can hear each other or learn about each other's expressed opinions and choices, and participation in a meeting pursuant to this provision shall constitute in-person presence at the meeting. This includes, but is not limited to, meetings and voting conducted by electronic means.

- b. **Regular Meetings:** The Board of Directors shall hold a regular meeting during the annual General Assembly of the Association, to be held at times and places which shall be fixed by the Executive Committee. Written notice of the time and place of regular meetings shall be given by the Secretary to each member of the Board at least 20 days in advance of the date fixed.
- c. **Special Meetings:** Special meetings of the Board of Directors may be called by the President of the Association or upon the delivery of a petition duly signed by at least one-quarter of the members elected to the Board of Directors in good standing of the Association, with each signature notarized. Notice of all special meetings shall be given by regular or electronic mail to each director at least 10 days before the date of the meeting.
- d. **Waiver of Notice:** Notice of any meeting of the Board need not be given to any director who submits a signed *waiver of notice* before or after the meeting, or who attends the meeting without protesting prior thereto or at the commencement thereof the lack of notice.
- e. **Reports:** During the General Assembly, the Board of Directors shall approve a full report of the condition and finances of the Association, together with a full review of its activities, which shall be submitted annually for the approval and ratification of the Active and Corporate Members of the Association.

Article IV  
The Advisory Council

1. **Members:** The Advisory Council shall be composed of:
  - a. All Honorary Presidents
  - b. All past Presidents of the Association
  - c. All past Chairpersons of the Executive Committee, all elected past officers of the Association, and all past Chairpersons of the Committee on Freedom of the Press and Information, provided that all such individuals considered under this subparagraph have served a total of at least five years in such capacity.
  
2. **Powers:** The members of the Advisory Council shall have the same powers and voting rights as elected directors of the Association. The members of the Advisory Council shall be appointed for life and shall be considered Active Members of the Association for life and will not be required to pay dues to the Association. The Board of Directors or the Executive Committee may assign special projects to the Advisory Council.
  
3. **Meetings:** The Advisory Council may meet either by itself, or with the Board of Directors, the Executive Committee, the Committee on Freedom of the Press and Information, or any other standing or special committee of the Association. Members of the Advisory Council shall have a voice and vote at all such meetings.

Article V  
Officers of the Association

1. **President:** There shall be a President of the Association, elected during the annual General Assembly from among the Active and Corporate Members of the Association for a term of one year. A candidate for

President shall be nominated by the Nominations Committee. Additionally, a candidate for President may be nominated by the Board of Directors by a majority of its members, or by the General Assembly with the backing of at least 20 delegates eligible to vote. In the event there is more than one candidate for President, the candidate receiving a plurality of the votes cast shall be elected President.

2. **Vice Presidents:** There shall be two Vice Presidents – a First Vice President and a Second Vice President – who, in that order, may exercise any of the powers and duties of the President. In the absence of the President, either one of the two Vice Presidents, in order of precedence, shall preside at the meetings of the Association. In the case of resignation, death or incapacity of the President, the First Vice President shall assume the presidency until the next election of officers. If the First Vice President is unable or unwilling to assume the presidency as outlined in the preceding sentence, the Second Vice President shall assume the presidency until the next election of officers.
3. **Secretary:** The Secretary of the Association shall keep a record of the proceedings of the Board. The Secretary shall, under the general direction of the President, perform such other duties as the Board may assign from time to time.
4. **Treasurer:** The Treasurer of the Association shall be the custodian of the funds of the Association and shall make reports on the financial state of the Association at its annual General Assembly and at all meetings of the Board of Directors and the Executive Committee.
5. **Duties:** Each officer shall perform such duties as may be incident to his or her office, including the preparation of reports and records required by the Board of Directors, and at the expiration of his or her term, each officer shall deliver to the Board of Directors all books, papers and property of the Association.

6. **Executive Director:** The administration of the affairs of the Association shall be the responsibility of the Executive Director, who shall not be an elected officer of the Association.

## ARTICLE VI

### Committees of the Association

#### 1. **Committees:**

- a. The standing committees of the Association shall be: the Executive Committee, the Nominations Committee, the Finance Committee, the Membership Committee, the Investment Committee, the Audit Committee, the Freedom of the Press and Information Committee, the Press Institute Committee, and the Scholarship Committee. The Freedom of the Press and Information Committee shall have three subcommittees: The Impunity Subcommittee, the Chapultepec Subcommittee and the Salta Subcommittee. In addition, the President of the Association may create, merge, continue, discontinue or maintain such other committees, subcommittees and task forces that he or she may deem necessary to assist in the implementation of the set of objectives the President wishes to fulfill during his/her presidential term.
- b. The committees and subcommittees shall exercise such responsibilities as authorized by these Bylaws or other action by the Board, including the powers reasonably incidental to the implementation of the powers so delegated.
- c. Except as provided herein, all committees and subcommittees (with the exception of the Nominations Committee) shall be reconstituted annually by the in-coming President at the time of the General

Assembly at which such President has been elected. Members of committees and subcommittees shall be appointed from among the directors and representatives of Active and Corporate Members

- d. The President and the Chairperson of the Executive Committee shall be ex officio members of all committees and subcommittees (other than the Nominations Committee), except that the Chair of the Executive Committee shall not be a member of the Audit Committee.

**2. Executive Committee:** The Board of Directors shall designate annually the Chairperson of the Executive Committee. Additionally, the Board of Directors may elect between two and ten of its members to constitute the Executive Committee, from among a slate proposed by the Nomination Committee, in addition to the current officers of the Association and the Chairs of the standing and temporary committees established under Article VI (1) above. The immediate past President of the Association shall hold the position of Vice Chair of the Executive Committee. Between meetings of the Board of Directors, the Executive Committee shall have and may exercise all the powers of the Board in respect to the affairs of the Association in all cases in which specific directions shall not have been given by the Board. The presence of at least one-third of the members of the Executive Committee shall constitute a quorum at all meetings of the Executive Committee. The Chairperson of the Executive Committee shall be the representative of the President of the Association, and as such, shall have the duties of the President, in the name of the President, on all matters dealing with the administration of the Association. He or she shall be responsible for the operation of the office of the Association and shall make a report to the Executive Committee at each meeting. The Chairman of the Executive Committee, who reports to the President, will direct the Executive Director of the Association and will provide oversight on the day-to-day operations of the Association. Members of the Nominations Committee may participate in meetings of the Executive Committee.



3. **Nominations Committee:** The Nominations Committee shall be comprised of all the past Presidents of the Association, as well as all Honorary Presidents. The immediate past President shall serve as the chair of the Nominations Committee. Every year the Nominations Committee shall prepare the slate of officers of the Association, including the Chairman of the Executive Committee, and the slate of candidates for the Board of Directors to be voted on at the General Assembly. In addition, the Nominations Committee shall propose for nomination the chairperson of the Press Institute Committee and the Scholarship Committee.

4. **Finance Committee:** The Finance Committee shall consist of the President, the Chairman of the Executive Committee and the Treasurer of the Association, each ex officio, together with such other individuals as may be appointed to the Finance Committee by the President from time to time. A majority of the members of the Finance Committee shall constitute a quorum. It shall be the responsibility of the Finance Committee to advise the Executive Committee and the Board of Directors on financial policies and practices that have a significant financial impact on the Association's operations, including the IAPA Press Institute and the IAPA Scholarship Fund. The Finance Committee shall consider the annual plan of financial operation for the Association and will transmit such plan, together with its recommendations thereon, to the Executive Committee prior to the commencement of each fiscal year. When such plan of financial operations has been approved by the Executive Committee, the Finance Committee shall monitor the administration thereof by the Executive Director and staff throughout the year.

5. **The Audit Committee:** The Audit Committee shall consist of the President of the Board as an ex officio member together with such other designated individuals appointed by the President, excluding the Chair of the Executive Committee. A majority of the members of the Audit Committee shall constitute a quorum. The Audit Committee shall oversee

the adequacy of the Association's system of internal controls and financial reporting practices. The Audit Committee shall recommend to the Board of Directors the names of certified public accountants for appointment as auditors to examine the accounts of the Association, to receive and study the reports of such auditors as may be appointed by the Board of Directors and to make its report and recommendations thereon to the Executive Committee and the Board of Directors.

6. **The Investment Committee:** The Investment Committee shall consist of the President, the Chairman of the Executive Committee and the Treasurer, each ex officio, together with such other individuals to be appointed by the President. The presence of three voting members shall constitute a quorum. The Investment Committee shall determine investment policy and objectives and together with investments guidelines for the Association and shall recommend to the Executive Committee the names of the financial advisors for appointment. The Investment Committee shall allocate the assets of the Association among various classes of investment and shall generally supervise management of the Association's assets available for investment and the Association's financial advisor.

7. **The Membership Committee:** The Membership Committee shall consist of the President, the First Vice President and the Second Vice President, each ex officio, together with such other individuals to be appointed by the President. The presence of three voting members shall constitute a quorum. The Membership Committee shall develop policies and procedures for engaging existing members and recruiting new members throughout the Western Hemisphere.

The Membership Committee will assist the Association staff in reviewing potential candidates for membership in the Association.

8. **The Press Freedom and Information Committee:** The Press Freedom and Information Committee shall consist of the President, the First Vice President and the Second Vice President, each ex officio, together with

such other individuals to be appointed by the President in consultation with the President of the Press Freedom and Information Committee. The presence of a majority of the voting members of the Press Freedom and Information Committee shall constitute a quorum. The Press Freedom and Information Committee shall focus on monitoring, defending and promoting freedom of the press and freedom of information and expression in the Western Hemisphere.

a. **The Impunity Subcommittee:** The Impunity Subcommittee is a subcommittee of the Press Freedom and Information Committee, and shall consist of the President, the First Vice President and the Second Vice President, each ex officio, together with such other individuals appointed by the President of the Association, in consultation with the President of the Committee of Freedom of the Press and Information, and shall be presided over by the individual designated by the President of the Committee of Freedom of the Press and Information in consultation with the President of the Association.

The presence of a majority of the voting members of the Impunity Committee shall constitute a quorum. The Impunity Committee will focus on ways to reduce the lack of justice surrounding many of the crimes against journalists in the Western Hemisphere.

b. **The Chapultepec Subcommittee:** The Chapultepec Subcommittee is a subcommittee of the Freedom of the Press and Information Committee, and shall consist of the President, the First Vice President and the Second Vice President, each ex officio, together with such other individuals appointed by the President of the Association, in consultation with the President of the Freedom of the Press and Information Committee, and shall be presided over by the individual designated by the President of the Committee of Freedom of the Press and Information in consultation with the President of the Association. The presence of a majority of the voting members of the Chapultepec Subcommittee shall constitute a quorum. The Chapultepec Subcommittee will focus on promoting awareness about the Declaration

of Chapultepec adopted by the Association in March 1994, and the importance of its principles through a campaign of national forums, workshops in newsrooms, contact with the judicial branches to establish case laws in order to strengthen freedom of expression and of the press, and the promotion of laws on access to information in national legislations.

c. **The Salta Subcommittee:** The Salta Subcommittee is a subcommittee of the Committee on Press Freedom and Information and shall consist of the President, the First Vice-President and the Second Vice-President, each ex officio, together with such other individuals appointed by the President of the Association, in consultation with the President of the Committee of Freedom of the Press and Information, and shall be presided over by the individual designated by the President of the Committee of Freedom of the Press and Information, in consultation with the President of the Association. The presence of a majority of the voting members of the Salta Subcommittee shall constitute a quorum. The Salta Subcommittee will focus on promoting awareness of the Salta Declaration on Principles of Freedom of Expression in the Digital Era, adopted by the Association in October, 2018, through public education campaigns, forums, seminars, debates and dialogue with governments, technological intermediaries and other entities who have influence over principles of freedom of the press and expression.

9. **The Press Institute Committee.** The Press Institute Committee has been established by the Association in furtherance of its purpose to foster and protect freedom of the press and freedom of expression, to promote technical and professional competence of the press and the media and to conduct and encourage study and research and training in various fields of journalism, as well as the dissemination and distribution of news and information. The President of the Press Institute Committee shall be nominated by the Nominations Committee to be elected during the General Assembly. The Press Institute Committee shall exercise such powers as the Board of Directors may determine and specify. A majority of

the members of Press Institute Committee may fix its rules of procedure, determine its manner of acting and set the time and place of its meetings, unless the Board of Directors otherwise provides.

**10. Scholarship Committee:** The IAPA Scholarship Fund Committee has been established by the Association in furtherance of its purpose to foster and protect freedom of the press and freedom of expression, to receive and disburse moneys to be used for scholarships to foster, encourage and subsidize study and research in various fields. The President of the Scholarship Committee shall be nominated by the Nominations Committee to be elected during the General Assembly. The Scholarship Committee shall exercise such powers as the Board of Directors may determine and specify.

**11. Resolutions Committee:** The President shall appoint a Resolutions Committee of at least five members and any other special committees he may deem necessary. The Resolutions Committee will study all draft proposals and report back with its recommendations for approval or rejection. With the exception of courtesy or procedural proposals, no proposal will be discussed on the floor without first having been studied and reported back by the Resolutions Committee. The Resolutions Committee shall submit each resolution separately and each shall be debated and voted on separately.

**12. Members of Committees:** With the exception of the Nominations Committee, which shall be made up of all past Presidents and Honorary Presidents of the Association, and except as otherwise set out in this Article, the incoming President shall designate the members of each committee or subcommittee and shall appoint a chairperson or president from among the members of a committee. Other than the Executive Committee and the Nominations Committee, members of committees need not be members of the Board of Directors.

### **13. Committee Operations:**

(a) The committees shall hold regular meetings throughout the year pursuant to schedule or on call, as may be determined by action of the Executive Committee or of the chairperson or president of the respective committees. All committees and subcommittees, except the Executive Committee and the Nominations Committee, shall file written reports with the Board of Directors at least annually, and said reports must be included on the agenda for discussion.

(b) Standing and special committees shall function in accordance with the following procedures:

i) All committee meetings shall be held at the same place as the meetings of the Board of Directors or the General Assembly, unless specific authorization is given by the Executive Committee to meet elsewhere.

ii) Committee meetings may be open, except those meetings involving the adoption of resolutions or recommendations that are to be studied by the Resolutions Committee of the Board or the membership, as indicated below:

iii) All votes at meetings, with the exception of votes for the election of directors, shall be by a show of right hands. Any delegate has the right to request a roll call vote, which will be decided by a majority vote of those present.

1. Members of standing and special committees shall be instructed to make clear in their discussions with representatives of the working press that the deliberations of their committees be reported only as deliberations and not as final actions of the IAPA.

2. Resolutions and recommendations will (i) be submitted for consideration by the Resolutions Committee (meeting in executive

session) or by the membership, as the case may be, and (ii) will be acted on in accordance with the Bylaws of the IAPA prior to becoming official pronouncements of the IAPA. For the General Assembly to consider a resolution project, it must be first submitted for consideration by the Resolutions Committee, which shall review such project and report back with its recommendations as set forth below of this subparagraph (ii).

3. Committee members will conduct themselves, in relation to their committee's resolutions and recommendations, in a way which will assume that such resolutions and recommendations are not for public release until submitted to the Board of Directors or the membership and approved.

**14. Reports:** Other than the Nominations Committee, all standing and special committees, subcommittees and taskforces shall report in writing to the annual General Assembly of the Association.

**15. Vacancies:** Vacancies in any committee, subcommittee or taskforce, with the exception of the elected members of the Executive Committee and the Nominations Committee or as otherwise set forth above, shall be filled by the President of the Association, subject to the provisions heretofore specified.

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## ARTICLE VII Method of Amendment

These Bylaws, or any of their articles, may be amended, modified or repealed, or new Bylaws may be adopted, either by vote of a majority of the Directors present at an annual, regular or special meeting, or by vote of two-thirds of the Active and Corporate Members of the Association

represented at any annual or special meeting and entitled to vote thereat, provided that notice of any proposal to so amend, modify, repeal or make new Bylaws shall be included in the notice of the meeting of the Board of Directors or the meeting at which such proposal is to be acted upon.