

**CODE OF BYLAWS**  
**OF**  
**INVESTIGATIVE REPORTERS AND EDITORS, INC.**

**ARTICLE 1**

**Name and Period of Existence**

The name of the Corporation is INVESTIGATIVE REPORTERS AND EDITORS. INC. and the period during which the Corporation shall continue in existence is perpetual.

**ARTICLE 2**

**Purposes**

The purposes set forth in Article 2.01 of the Articles shall be implemented by the Members, Directors, officers' agents and employees of the Corporation, subject, however to the control of the Board of Directors.

**ARTICLE 3**

**Powers**

The limited Powers set forth in Article 2.02 of the Articles shall be exercised by the Members, Directors, officers, agents and employees of the Corporation, subject, however, to the control of the Board of Directors.

**ARTICLE 4**

**General Office, Resident Agent,  
And  
Executive Director**

**Section 4.01. Appointment and Powers of Executive Director.** At such time as it shall deem it necessary and appropriate, the Board of Directors may, by majority vote, elect an Executive Director of the Corporation to operate its general office; plan and supervise its campaign for gifts; conduct its general correspondence; and make arrangements for the meetings of the Members, Directors, and the Executive Committee of the Corporation. The Executive Director shall have only such powers as are granted to him or her by the Board of Directors. The Executive Director shall at all times be subject to the instructions of the Directors, and at times between meetings of the Directors, the Executive Committee.

**Section 4.02 Corporate Acts.** All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Corporation; all deeds, mortgages, and other written contracts and agreements to which the Corporation shall be a party; and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the Corporation, shall, unless otherwise directed by the Board of Directors, or unless otherwise required by the Board of Directors, or unless otherwise required by law, be signed by any two of the following officers: President, Vice-President, Secretary or Treasurer. The Board of Directors may, however, authorize any one of such officers to sign any of such instruments, for and in behalf of the Corporation, without necessity of countersignature: and may designate officers or employees of the Corporation other than those named above, who may, in the name of the Corporation, sign such instruments. Any shares of stock issued by any other corporation and owned or controlled by the Corporation may be voted at any shareholders' meeting of such other corporation by the President of the Corporation, if he be present; or, in his absence, by any Vice-President of the Corporation who may be present; and, in the event both the President and Vice-President shall be absent, then by such person as the President or Vice-President, and the Secretary, shall, by duly executed proxy, designate to represent the Corporation at such shareholders' meeting.

**ARTICLE 5**

**Members**

**Section 5.01. Application for Membership.** Any interested person may apply to the Board of Directors for membership in any appropriate membership class. Membership application for either the professional or academic class of membership shall be approved if the applicant meets the occupational requirements set forth in Section 5.01 of the Articles. Associate membership shall be granted to all applicants who were former members of the professional or academic class. Other persons may apply to the Board of Directors for associate memberships only upon the recommendation of at least one member of the Board. The board of directors shall have the authority to make all determinations as to the qualifications in any membership class. The eligibility of a member as to compliance with the requirements of Section 5.01 of the Articles of Incorporation may be challenged, with reasons stated in writing and submitted to the board, by any two members of the corporation, and, after an opportunity for written response by such person to that challenge, the board shall decide the question of eligibility of that person. (Amendment adopted 2/13/81.)

**Section 5.02. Compliance with Bylaws.** Both Charter Members and Elected Members shall execute and deliver to the Corporation an Instrument of Acceptance in the following form:

Instrument of Acceptance  
Of  
Membership In  
Investigative Reporters and Editors, Inc.  
Investigative Reporters and Editors, Inc.  
138 Neff Annex  
Columbia, Missouri 65211

In consideration of admission to Membership in your Corporation and the benefits to be derived from such Membership, the undersigned hereby agrees to abide by the provisions of the Articles of Incorporation and Code of Bylaws, of your Corporation, both as amended from time to time.

Executed at \_\_\_\_\_, this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_\_.

\_\_\_\_\_  
(Name of Member)

By \_\_\_\_\_ Attest: \_\_\_\_\_  
President Secretary

(Corporate Seal)

**Section 5.03. Certificate of Membership.** Upon execution by a Member of the "Instrument of Acceptance of Membership in Investigative Reporters and Editors. Inc.," such Member shall be entitled to issuance of a Certificate of Membership in the following form:

Certificate of Membership  
In  
Investigative Reporters and Editors, Inc.

THIS IS TO CERTIFY That \_\_\_\_\_ of \_\_\_\_\_  
(Name of Member) (City and State)

is a member of the Investigative Reporters and Editors, Inc.

Membership Category \_\_\_\_\_  
Executed this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_.

\_\_\_\_\_ Attest: \_\_\_\_\_  
President Secretary

(Corporate Seal)

**Section 5.04. Annual Meeting.** The annual meeting of the Members of the Corporation shall be held within one year of the filing of the Articles and prior to the termination of the current Fiscal Year, on a day or days which shall meet with the approval of a majority of the Board of Directors. At least thirty (30) days' notice in writing of the day or days set for such meeting shall be given to each Member. If the annual meeting is not held as provided, such failure shall not work any forfeiture of the charter, or affect the status of the property or the validity of any power, authority or action of the Corporation, its Members, Directors, and officers; but such meeting, when duly called, convened, and conducted, and the action taken thereat, shall be as valid as if such annual meeting had been held at the time hereinabove set forth.

**Section 5.05. Special Meetings.** Special meetings of the Members may be called as determined by a majority in number of the members of the Executive Committee, or by any twenty-five (25) percent of the Members, at any place within the United States upon delivery of ten (10) days notice, specifying the time, place, and general purpose of the meeting given to each Member either personally, by mail, or by telegram. At any special meeting at which all Members are present, notice of the time, place, and purpose thereof shall be deemed waived; and similar notice may likewise be waived by absent Members either by written instrument or by telegram.

**Section 5.06 Quorum.** A number of members equal to a majority of the members of the Corporation registered at the most recent convening of an annual national conference shall be necessary to institute a quorum at a membership meeting and all motions for action shall be carried by a majority vote of the members present except that a two-thirds in number of the members present shall be necessary for the amendment of the articles. (Amendment adopted 2-13-81.)

**Section 5.07. Voting Rights.** The Members shall have voting rights at meetings of the Members in accordance with the Articles.

## **ARTICLE 6**

### **Directors**

**Section 6.01. Number, Qualification, and Term.** Except as stated in Section 6.02 hereof, the Corporation shall be governed by a Board of directors consisting of thirteen (13) Members qualified as per Article 6 of the Articles. Seven of such Directors shall be selected in even numbered years and six in odd numbered years.

**Section 6.02. Selection of Initial Board of Directors.** The Directors named in Section 6.02 of the Articles shall each serve for a period of two years commencing on the date of the filing of the Articles. In addition, four (4) more directors shall be elected at the first annual meeting to commence service immediately. Thus after the first annual meeting and before the second anniversary of the filing of the Articles there shall be a total of thirteen (13) directors.

At the second annual meeting, which is to be held before the second anniversary of the filing of the Articles, five (5) directors shall be chosen to commence service on the second anniversary of the filing of the Articles. These directors may be chosen wholly or in part from among the original directors.

**Section 6.03. Annual Meeting.** The annual meeting of the Board of Directors for the election of officers, and for the transaction of such other business as may properly come before the meeting, shall be held either conjointly with, or immediately after adjournment of, the annual meeting of the Members of the Corporation, when the latter is held as specified in Section 5.04 of the Bylaws. No notice shall be necessary for the holding of the annual meeting of the Board of Directors. If the annual meeting is not held as above provided, the election of officers may be held at any subsequent meeting of the Board as adjourned or specially called. (Amendment adopted 2/13/81.)

**Section 6.04. Special meetings.** Special meetings of the Board of Directors may be held as determined by the Executive Committee. In the event of an emergency declared by the president or acting president, the board of directors may meet and act by telephone conference call, provided that a quorum of two-thirds of the members of the board are participants in such a telephone emergency meeting.

**Section 6.05. Place of Meetings.** Meetings of the Board of Directors shall be held at such place within the United States, as may be specified in the respective notices, or waivers of notice, thereof; and if not so specified, then at the principal office of the Corporation.

**Section 6.06. Notice and Waiver of Notice of Meetings.** Not less than ten (10) days' notice, specifying the time, place, and general purpose of each meeting, shall be given to each Director personally, either by mail, or by telegram. Notices of meetings of the Board of Directors shall be substantially in the following form:

TO THE MEMBERS OF THE BOARD OF DIRECTORS OF  
INVESTIGATIVE REPORTERS AND EDITORS, INC.:

Please take notice that the annual (a special) meeting of the Board of Directors of Investigative Reporters and Editors, Inc. will be held at \_\_\_\_\_, \_\_\_\_\_  
On \_\_\_\_\_, 19\_\_\_\_\_, at \_\_\_\_\_ o'clock p.m. for the following

Purposes:

1. (Here Insert)
- 2.

Please be advised that in event of a failure of a quorum of the Board of Directors of the Corporation, but presence of a quorum of the Executive Committee, the meeting will proceed as a meeting of the Executive Committee; but that all members of the Board of Directors who are present and who are not members of the Executive Committee may in such event participate in the meeting for purposes of advice and discussion, but not for voting.

Dated \_\_\_\_\_, 19\_\_\_\_\_.

\_\_\_\_\_  
Secretary  
Investigative Reporters and Editors, Inc.

**Section 6.07 Waiver of Notice.** At any meeting at which all Directors are present, notice of the time, place and purpose thereof shall be deemed waived, and similar notice may likewise be waived by absent Directors, either by written instrument or by telegram.

**Section 6.08 Quorum.** A majority of the whole Board of Directors shall be necessary to constitute a quorum thereof; and, unless otherwise affirmatively prescribed by the Act, Articles, Bylaws, or other law, a majority of any quorum shall be sufficient to authorize or approve any action by the Board.

**Section 6.09 Attendance.** No director can run for reelection if he or she has not attended ½ of the meetings of the Board during his or her tenure. Exceptions hereto can be made by the Executive Committee alone.

**Section 6.10. Vacancies.** Vacancies on the Board of Directors shall occur upon the death, resignation, incapacitation or removal for stated cause by two-thirds vote of the board of any member of the Board of Directors, and the board may fill such vacancies with the next qualified highest vote recipients among nominees at the last previous election, to serve until the next meeting of the membership, which shall then elect a person to fill the balance of that unexpired term.

## ARTICLE 7 Executive Committee

**Section 7.01. Number, Qualification, and Term.** The executive committee of the Board of directors shall consist of five Directors, including the president, vice-president, and, if eligible, the previous president who shall be chairman of the Executive Committee, with the president to be vice-chairman. The remaining members of the Executive Committee shall be directors elected by a majority vote of the board. The members of the executive committee shall hold office until the next annual meeting of the Board of Directors of the Corporation. (Amendment adopted 2/13/81.)

**Section 7.02. Vacancies.** Vacancies on the Executive Committee shall occur upon the death or other incapacity of any one of the five (5) Members; and shall be filled at the direction of the Board of Directors.

**Section 7.03. Meetings.** Annual and special meetings of the Executive Committee shall be called and held in a manner similar to that prescribed for the Directors in Sections 6.03 to 6.07 of these Bylaws.

**Section 7.04 Quorum.** A majority of the members of the Executive Committee shall be necessary to constitute a quorum thereof; but the Executive Committee, which is not supported by the affirmative votes of three (3) members, shall take no action.

**Section 7.05. Powers.** The Executive Committee shall have and may exercise during the intervals between meetings of the Board of Directors all the powers vested in the Board of Directors, except those reserved by the Act, Articles, these Bylaws, or other law to the Members or Board of Directors of the Corporation.

## **ARTICLE 8 Officers**

**Section 8.01. Officers.** The officers of the Corporation shall consist of a President, Vice-President, Secretary, and Treasurer and such other officers as may be deemed necessary by the Board of Directors. All officers shall be members. The President, Vice-President, and Treasurer shall be Directors of the Corporation. The Secretary need not be a Director.

**Section 8.02 Vacancies.** Whenever any vacancies shall occur in any office by death, resignation increase in the number of offices of the Corporation, or otherwise, the same shall be filled by the Board of Directors, and the officer so elected shall hold office until his successor is chosen and qualified.

**Section 8.03 The President.** The President shall preside at all meetings of the Members, and the Board of Directors, discharge all the duties which devolve upon a presiding officer, and perform such other duties as these Bylaws provide or the Board of Directors may prescribe. The President, acting with the Secretary and Treasurer, shall have full authority, for and in behalf of the Corporation, to execute powers of attorney appointing other corporations, foundations, partnerships, or individuals the agent of the Corporation.

**Section 8.04 The Vice-President.** The Vice-President shall perform all duties incumbent upon the President during the absence or disability of the President and shall perform such other duties as these Bylaws may require or the Board of Directors may prescribe.

**Section 8.05. The Secretary.** The Secretary shall attend all meetings of the Members, the Board of Directors and the Executive Committee, and shall keep, or cause to be kept, in books provided for the purpose, true and complete minutes of the meetings or other proceedings of the Members, Board of directors, Executive Committee, and standing committees of the Board of directors, when required. The Secretary may delegate his duty to keep such minutes to an Assistant Secretary may delegate his duty to keep such minutes to an Assistant Secretary or the Executive Director of the Corporation if there be such. The Secretary (acting through the Executive Director if there be such) shall attend to the giving and serving of all notices of the Corporation.

The Secretary shall perform such other duties as these Bylaws may require or the Board of Directors may prescribe, including the execution of the certificates set forth in Article 5.

**Section 8.06. The Treasurer.** The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. He shall be the legal custodian of all moneys, notes, securities and other valuables which may from time to time come into possession of the Corporation. He shall immediately deposit all funds of the Corporation coming into his hands in some reliable bank or other depository to be designated by the Board of Directors, and shall keep such bank account in the name of the Corporation. The Treasurer may delegate his duty to keep such records of account and to perform such other duties to any employee of the Corporation designated by the Board of Directors by proper resolution. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation.

**Section 8.07 Delegation of Authority.** In case of the absence of any officer of the Corporation, or for any other reason the Board may deem sufficient, the Board may delegate the powers or duties of such officer to the Executive Director or employee of the Corporation, for the time being, provided a majority in number of the entire Board of directors concurs therein.

**ARTICLE 9**  
**Amendment**

The power to make, alter, amend, supplement or repeal the Bylaws of the Corporation is vested in the Board of Directors, at a meeting properly called, convened, and conducted for such purpose at which two-thirds in number of the Directors vote in favor of such action.

5/26/99

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