

ORANGE COUNTY PRESS CLUB BYLAWS

Article I

General

A) Name

1. The name of this organization shall be the Orange County Press Club.

B) Goals

1. The goals of the Orange County Press Club shall include the following:
 - a. Champion local journalists and their interests
 - b. Encourage good social relationships amongst members of the media, including journalists, journalism educators, and public relations professionals.
 - c. Foster high ethical and professional journalism standards.
 - d. Assist talented aspiring journalists interested in entering the profession.
 - e. Push for more diversity and inclusion--across a variety of fault lines--in hiring, mentoring, sourcing, and storytelling.
 - f. Lead efforts to safeguard press freedoms, safety, and access to public meetings and records.
 - g. Engage in any other activities permitted under these Bylaws.

C) General Powers

1. The membership empowers the Board of Directors to act as follows:
 - a. Assess dues, as set forth below.
 - b. Raise funds through such other means as the Board may determine to be in the best interests of the Press Club.
 - c. Grant financial aid in the form of scholarships to worthy students in the field of journalism.
 - d. Award certificates, medals, trophies, cash prizes and other recognition for outstanding performance in journalism and other fields, as may be designated by the Bylaws and/or the Board.
 - e. Engage in activities that are set forth in the Bylaws or adopted by the Board in furtherance of the Press Club's goals and purposes.

Article II

Membership

A) Classes of Membership

1. All persons shall be eligible for membership in the Press Club, in the category indicated, if they meet the following requirements and are approved for membership as set forth below:

- a. The journalist category is open to any person employed by a newspaper, online publication, magazine, radio station, or television station with ongoing circulation in Orange County. Freelancers are also included in this category.
- b. The PR category is open to any person employed in public relations, advertising, publishing, or business management of a news media organization.
- c. Student/Educator class is open to students studying journalism or who intend to make journalism as a career choice, and to educators who teach journalism or related communication subjects.
- d. Life class is reserved for the winner of the Sky Dunlap Award and for no more than one other member who may be designated each year by a majority vote of the Board of Directors. There is no requirement that the Board designate either a Sky Dunlap Award winner or an additional Life member every year.

B) Voting

1. Voting members, as referred to in the Bylaws, shall mean only members in good standing.

Article III

Admission and Termination

A) Admission

1. The Board of Directors shall determine if each applicant is eligible for the category of membership sought. If an applicant is deemed ineligible for the category sought, the applicant shall receive written notice within 10 days of the Board's decision, including the reason.
2. The Press Club shall keep a membership file containing the names of each member and the month each person became a member. Membership shall be for one year, with dues paid annually.
3. Membership files shall be maintained by the Press Club officer so designated each year by the Board of Directors. The list of members shall be available to all members and Board members upon request.

B) Termination

1. Membership of any member shall cease if the member so requests or if payment of dues is more than 60 calendar days late. There will be no refunds for requests for termination.
2. The Board of Directors, upon its own initiative or upon receipt of a petition signed by at least half of the paid membership, shall be empowered by a two-thirds vote of the Board to expel any member for reasonable cause. Grounds for expulsion shall include, but not be limited to, violation of the Press Club Bylaws, or any actions deemed to be detrimental to the best interests

of the Club and/or the journalism profession. The member shall have the opportunity to address the Board before an expulsion vote is taken.

- a. Any member subject to expulsion shall be given written notice within 10 days of the action, with the Board's decision, and why.

C) General

1. There is no limit to the number of members the Press Club may admit in any membership category.
2. No member of the Press Club shall be personally liable for any of the debts, liabilities, or obligations of the Press Club.
3. Membership in the Press Club is non-transferable and non-assignable.

Article IV

Annual Dues

A) Schedule

1. Dues paid shall apply to a one-year membership from the date dues are paid.
 - A. Journalists shall pay \$25 a year.
 - b. PR members shall pay \$50 a year.
 - c. Student/Educator members shall pay \$10 a year.
 - d. Retired members shall pay \$10 a year.
 - e. Life members shall not be assessed annual dues.
2. Dues are not deemed paid until payment is received by a Press Club officer or director and deposited into the Press Club account.

B) General

1. The Press Club shall keep a record of members who have paid and those who are delinquent in payments.
2. Members paying dues by check shall be responsible for the check being honored by the financial institution upon which it is drawn. The member whose check is dishonored shall be liable to the Press Club for any charges made by the bank in connection with the dishonored check.
 - a. The Treasurer shall immediately notify in writing any member whose check has been dishonored. If the check and any applicable charges are not made good within 10 days, the Board shall be so notified, and the immediate suspension of the member shall be ordered.
 - b. The same shall apply to any check submitted by a member for any Press Club event that is dishonored by the financial institution upon which it is drawn.

Article V

Meetings of Members

A) Annual Meetings

1. The Board of Directors shall designate one meeting a year as the annual meeting open to all members. Members shall be notified of the date and time of the annual meeting and invited to attend. The President shall preside over the meeting.
 - a. The annual meeting shall include reports from the Treasurer and from committees or any other business that is within the powers of the Board and/or the members of the Press Club.
 - b. The annual meeting may be held in conjunction with any other Press Club event.

B) Special Meetings

1. Special meetings of the members may be called by any four members of the Board of Directors or upon written request by at least 25% of the membership in good standing. The Board shall set a date, time, and place for any special meeting, and the President shall preside over the meeting.
 - a. The special meeting shall include only matters requested by those calling the meeting.

C) Notice

1. Notice, either written or electronic, of any and all Press Club events shall be conveyed to all members in good standing. The notice shall include the time, date and location of the event.

D) Voting

1. In the event a vote of the membership is required, the vote shall occur in one of two ways:
 - a. At a regular or special meeting, as long as there is a quorum of at least 50% of the membership present. The vote shall be a voice vote until a member requests a secret ballot. Results of the vote shall be announced at the meeting.
 - b. By electronic ballot emailed or posted to the club's social media sites, with a time for the vote to conclude and for ballots to be tallied.
 - c. The results of any membership vote shall be communicated by email or on social media to all members in good standing if the vote is conducted electronically.

Article VI

Officers

A) Officers

1. The officers of the Press Club shall be President, Vice President, Secretary and Treasurer.
2. The President will preside at all meetings of the Board of Directors and all meetings of the general membership. Committee chairs will be selected by the board as a whole.
3. It is the intention of the Bylaws to preserve the office of President to a professional member. If

the president moves from Professional to other membership during the term of office, the President will be allowed to serve out the remainder of the term but cannot automatically run for re-election.

4. The Vice President will serve as chair of the Elections Committee. In the event of a vacancy in the office of President, the Vice President shall succeed to that office.
5. The Secretary or designee shall keep minutes of all official meetings of the Board of Directors and general membership.
6. The Treasurer shall have charge and custody of and be responsible for all funds of the Press Club and will deposit such funds in the name of the Press Club at such financial institutions designated by the Board of Directors.
7. An annual audit of the funds may be ordered by the Board of Directors. Such an audit will be required if the revenues of the club exceed \$10,000 in a calendar year.
8. All officers are empowered to perform any duties as may be requested by the Board of Directors.
9. No officer or board member shall be compensated for their service.

B) Removal and Resignation

1. Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting of the Board of Directors. Any officer who ceases to be qualified for any category of membership shall be removed automatically.
2. Any officer may resign at any time by giving written notice to the rest of the board members of the Press Club or announcing their resignation from an officer role at a board meeting.
3. If any member of the Board of Directors misses more than four meetings without a reason deemed valid by the majority of the Board, the office may be declared vacant by a majority of the Board and a successor appointed.
4. Members of the club may recall any member of the board of directors with or without cause as long as they have at least $\frac{2}{3}$ support from members in good standing

C) Vacancies

1. Any vacancy caused by the death, resignation, removal, disqualification or otherwise of any officer shall be filled by the Board of Directors for the duration of the unexpired portion of that term.

Article VII

Board of Directors

A) General Powers

1. Subject to the provisions of the Bylaws, the activities and or affairs of the Press Club shall be exercised under the direction of the Board of Directors.

B) Voting Members

1. Voting members of the Board of Directors shall include the President, Vice President, Secretary and Treasurer and directors who shall serve terms of one-year each.

C) Quorum

1. Half of the Board of Directors membership shall constitute a quorum.
2. The Press Club shall not be committed to any action, nor shall any money be appropriated, by less than a majority of the Board of Directors at a general or special meeting.

D) Regular Board Meetings

1. Board of Directors meetings will be held on a monthly basis, with dates scheduled by the majority of the board
2. Circumventing an action taken by a majority vote of the board – by a member or members of this board – is grounds for dismissal from $\frac{2}{3}$ majority of the board and a two-term ban from running to be on the board
3. Any board member can agendaize any item to be discussed or voted on at a board member meeting at any point for meetings that are not open to membership
4. The President will be responsible for creating and circulating an agenda at least a week prior to the board meeting, with suggestions for items from the board.
5. Revisiting an agenda item that has been voted on will require support from at least three members of the prevailing side
6. Any member can retract a vote on an agenda item in writing as long as it is before the next regularly scheduled meeting or any action is taken on it.
7. At the beginning of each new term, Board Members will review the bylaws and acknowledge that they understand and will abide by them. Board members will also review the membership rolls, the financial standing of the club, and election statistics.

E) Special & Emergency Meetings

1. Special Meetings may be called by four members of the board of directors and will require a quorum to take place
2. Any board member can call an emergency meeting within 24 hours to discuss as long as a quorum is met
3. Special Meeting & Emergency Meetings of the Board will be held to discuss only the item or items requested by the members calling the meeting

Article VIII

Committees

A) Appointments

1. The Board of Directors shall appoint all committee chairs, including special purpose and ad-hoc committees. Nothing in these Bylaws shall prevent the Board of Directors from sitting as a Committee of the Whole.

B) Standing Committees

1. The Membership Committee shall be responsible for the maintenance of the membership rolls and all mailings.
2. The Board of Directors may, from time to time, establish any other committees to carry out activities directed by the Board.

Article IX

Elections

A) Nominations

1. No names shall be submitted without the express consent of the nominee. No more than five persons from any one media organization shall be nominees.

B) Election Procedures

1. Elections shall be held annually, with ballots finalized no later than July 31.
2. The Vice President shall prepare a ballot listing the names of all candidates and providing space for voters to insert additional names(s).
3. The ballots shall be provided to each voting member by Aug. 1 through the email address provided by the member and/or through the club's social media accounts. All ballots shall be returned no later than September 1.
4. Candidates receiving the highest number of votes shall be elected. In the event of a tie, the winner will be chosen through a runoff election with ballots emailed to members or posted on the club's social media accounts
5. Elected directors shall be installed during a September meeting of the Board and/or membership.

Article X

Treasury

A) Funds

1. All funds generated or collected by the Press Club shall be kept in a recognized banking institution in a general checking account.
2. The Board of Directors may open other designated accounts that it may deem appropriate.
3. A specially designated scholarship fund shall be maintained, and money from the fund may

be withdrawn only for the purpose of awarding scholarships to journalism students chosen by the Board of Directors.

B) Withdrawals

1. Any cash withdrawal from any account can be made only upon the signature of the Treasurer after an affirmative vote by the Board of Directors.
2. The Treasurer shall have the power to pay any bills not exceeding \$500 without obtaining prior approval of the Board of Directors.
3. Approval by the Board of Directors is required for any expenditures exceeding \$500. The Board is also authorized to approve expenses arising from Press Club events and awarded scholarships.

C) Signature Cards

1. The President and Treasurer shall complete new signature cards for all appropriate Press Club accounts at banks and other financial institutions within one month of new board officers being appointed to those positions.

Article XI

Reciprocal Agreements

A) Rights of Membership

1. The Board is authorized to grant all rights of membership, except voice and vote, to members of other organizations that simultaneously extend essentially similar rights to Orange County Press Club members under a written agreement.

Article XII

Bylaws

A) Implementation

1. The Board of Directors is empowered to adopt procedural rules or other measures to implement these Bylaws.

B) Amendments

1. These Bylaws may be amended by a majority of the membership voting at any annual or special meeting, or by a two-thirds vote of the Board of Directors. All amendments adopted by the Board shall be distributed to the membership.
2. At least one meeting open to members shall be held to explain the bylaw changes in detail.
3. All amendments adopted by the Board of Directors shall be effective immediately.

Article XIII

Dissolution and Distribution of Funds

A) Dissolution

1. Any move to dissolve the Orange County Press Club shall only be accomplished after an affirmative vote by a majority of the Board of Directors and an affirmative vote of the membership.
2. Upon such an affirmative vote, club materials as determined by the Board of Directors and the Orange County Press Club's "Orange Guy" logo shall be given to the Orange County Archives for preservation as part of Orange County's history.

B) Distribution of Funds

1. In the event of a vote to dissolve the Orange County Press Club, the Secretary shall report to the Board of Directors on the club's remaining assets.
2. The Board of Directors shall determine the disposition of the remaining assets, including but not limited to the following uses:
 - a) Scholarships
 - b) Educational facilities
 - c) Properly constituted non-profit organizations
3. These Bylaws expressly prohibit the distribution of any remaining assets to any Board members, except through payment of approved final expenses.

Article XIV, Statement Policy

The board is expected to issue timely statements in response to events, occurrences or incidents that impact local journalists and their ability to do their job effectively as well as actions that threaten Journalistic Standards & Principles.

- a) Any board member or board members can request an emergency meeting to discuss the press club potentially issuing a statement on a certain issue or occurrence to be held within 24 hours as long as a quorum is met.
- b) Board members can bring forth witnesses, journalists, or members impacted by the issue or occurrence to answer questions and provide insight to help the board come up with the best response to the issue. The impacted party will provide insight but depart before a motion is made.
- c) It is recommended that an emergency meeting be held to discuss issuing a statement. If a meeting cannot be held within 24 hours, board members may formulate and vote on a statement through an established email chain. In such an event, members may be informed via text message that the formulation and vote are being carried out via email. Members will be expected to weigh in within the 24-hour time limit set
- d) The board member suggesting the statement or a member of the policy committee shall draft the statement to be voted on and amended by the board.

- e) All board members will be given an opportunity to weigh in and offer amendments of a statement before it is voted on.
- f) A statement will only need a majority vote of the board to be issued, and the statement will be the official stance of the Press Club as a whole.
- g) Once approved, statements will be immediately released on the club's website and social media pages.
- h) No one board officer or member or less than a majority of board members, can hold back an approved statement from being posted online.

As amended / March 7, 2026