

IRE Board of Directors meeting

April 14, 2022

IRE Board President Mark Walker called the meeting to order at 12:03 p.m.

The following board members were present: Jodie Fleischer, Jennifer Forsyth, Cindy Galli, Josh Hinkle, Marisa Kwiatkowski, Jennifer LaFleur, Barbara Rodriguez, Brian Rosenthal, Kat Stafford, Jodi Upton and Mark Walker.

Advisory chair Cheryl W. Thompson was present.

Staff present: Diana Fuentes, Heather Feldmann Henry, Stephanie Klimstra and Amy Johnston

2022 Conference

Fuentes said that planning was going well and gave a shout out to the local conference committee.

Klimstra said that as of April 14, registration is 283 in person and 31 virtual. She said that at this point out from the conference, we are running close to what we were at for our last in-person IRE conference.

The Gaylord (conference hotel) is 84% booked, but IRE has overflow hotels available nearby.

Lopez updated the board on conference sponsorships. The goal was \$260K, we have raised \$160K with an additional \$50K coming in from media outlets and foundations.

Lopez said that the deadline for conference fellowships was last week and that more than 180 people have applied with little under 100 slots available, 72 in-person slots are available. Most applicants are requesting in-person fellowships.

Kwiatkowski asked if there were any fellowships that may not have had enough applicants and whether IRE is doing targeted recruitment. Lopez said that, in the past they have had difficulty filling the Bennett student scholarship because it is limited to four states - Mississippi, Arkansas, Louisiana and Oklahoma.

Mentoring and NICAR recap

Fuentes said that a few members have volunteered to help match mentees with mentors, but that the staff will be doing the first pass. Currently, there is a limit of 120 for space for the in-person breakfast.

Discussion about cap on number of mentee/mentor matches.

Henry said that NICAR ended up in a loss. Expenses stayed on budget, but revenue came short. Fuentes noted that doing a hybrid conference is more expensive than in-person only.

Galli gave a shout out to the conference committee for their work on the program.

Fleischer said that we had good feedback on new attendee badges at NICAR and hoped we would have them again along with board candidate ribbons.

Klimstra said that IRE is hosting a first-timer reception prior to the welcome reception.

Fleischer asked about adding mentor/mentee question to the registration form. Fuentes said staff planned to send an email, but they would look at adding it to the registration form. Speaker forms already include that question.

Committee reports

Governance Committee

Kwiatkowski gave an overview of the new policy document that the committee prepared after putting together past minutes and other IRE material.

Walker asked about a previous Governance recommendation to extend the length of terms. He provided the following via email from a previous committee meeting in March 2020:

Rich raised the final item from the Governance Committee, an informational item that he said the committee was putting before the board so members could consider it before taking action in the future:

“The full board voted 10-3 for the governance committee to create a formal proposal to extend terms for IRE board members from two to three years and how to implement that change. The committee has developed language to make this a smooth transition.

Please review and let us know your feelings at a future meeting. Here is the proposed language:

PROPOSAL: *Terms for IRE board members will be extended from two to three years. The change would be only for future elections and would not apply retroactively. In 2022 and 2023, when the change is being phased in, each candidate must choose whether to run for a two- or a three-year term.*

Prior to publicly posting candidates before voting begins, the Executive Director will inform all candidates how many members have decided to run in each category, at which time candidates who have submitted to run in one category will have the option to switch to the other. In 2022, the three candidates who won the most votes among the three-year terms win election to the board and the top four running for two-year terms win election to the board. In 2023, the top four running for three-year terms win election to the board and the top two running for two-year terms win election to the board.

In 2024 and thereafter, all candidates will be running for three-year terms.”

Discussion about changing term lengths.

Motion from Rosenthal to send the issue of term lengths back to the Governance Committee in the next fiscal year. **Second** from Upton.

Vote: Passed unanimously among those present

Website Committee

Walker said that progress has been made to the website. They have added more tip sheets from the previous site and the site now requires members to log in.

Fuentes said that staff is working to move off the current proprietary vendor.

LaFleur suggested that website upgrades include an accessibility review. Fuentes said they planned to once everything is moved over from the original provider.

Executive Director's report

Journalists of Color fellowship

Fuentes said that IRE has named two people for the year-long fellowship program.

Forsyth said she hoped the program would continue and that she had a great experience as a mentor in the program: “It’s the very essence of IRE.” She asked why there were two fellows this year when there had been four in the past.

Lopez said that it was unusual to name four last year; typically they have three. They decided to keep it to three to make sure the fellows have a good experience. (One dropped out this year.) The announcement was delayed because of a change in one of the project. Fuentes said that finding the right mentors for projects is very time consuming.

Elections

IRE held an online Q&A on April 13 for people who might be interested in running for the board. Based on the board's decision at its March meeting, candidates will have access to a list of members if they want to use it for campaigning.

There currently is one nomination for the board. Seven slots are open or up for re-election.

Discussion about member online member directory.

Walker suggested taking the issues back to the website committee to iron out the details. Stafford suggested that if we have a deadline for the directory, that it be the deadline for people to respond to an opt-out email, not for when to put it up online. Rosenthal asked what would be in the directory. A few members described what they recall being in the directory when it was online.

Motion from Fleischer to have IRE staff contact members about opting out of the directory and then make it available online as soon as logistically possible. **Second** from Forsyth

Vote: Passed unanimously among those present

Revenue update: Ring of Honor

The new Ring of Honor program recommended by the Revenue Committee and approved by the board in March is now up and running and will be accepting nominations.

New business

Training Committee: Hinkle said that the training committee is working with staff to implement the ideas that the committee brought to the board in March.

Diversity training will be conducted for the new board in August in Columbia, Missouri.

Strategic Planning: LaFleur said that committee chairs should have received a form from strategic planning to help with the next phase of the plan.

Member push: Upton noted for Member Services that SPJ is making a drive for members, including a push to speak in classes.

Mentoring: Fleischer said that she and Stafford will be working with [Media Mentors](#) about IRE22 mentoring so that people already using the platform could indicate that they will be at the conference.

ED Review: Forsyth asked what the timeline is for the executive director's annual review. Walker said he had one-on-one meetings with all board members and would set a time for the board to discuss it.

Motion from Upton to adjourn. **Second** from LaFleur

Vote: Passed unanimously among those present.

IRE Board

Policies and Procedures

Table of Contents

Articles of Incorporation	4
ARTICLE 1: Name	4
ARTICLE 2: Purposes and Powers	4
ARTICLE 3: Period of Existence.....	6
ARTICLE 4: Period Office and Resident Agent.....	6
ARTICLE 5: Membership.....	7
ARTICLE 6: Directors.....	7
ARTICLE 7: Incorporators.....	8
ARTICLE 8: Statement with Respect to Property.....	8
ARTICLE 9: Executive Committee	8
ARTICLE 10: Provision for Regulation and Conduct of the Affairs of Corporation.....	9
Code of Bylaws.....	11
ARTICLE 1: Name and Period of Existence.....	11
ARTICLE 2: Purposes.....	11
ARTICLE 3: Powers.....	11
ARTICLE 4: General Office, Resident Agent and Executive Director.....	11
Section 4.01. Appointment and Powers of Executive Director.....	11
Section 4.02 Corporate Acts.....	11
ARTICLE 5: Members.....	12
Section 5.01. Application for Membership.....	12
Section 5.02. Compliance with Bylaws.....	12
Section 5.03. Certificate of Membership.....	13
Section 5.04. Annual Meeting.....	13
Section 5.05. Special Meetings.....	14
Section 5.06 Quorum.....	14
Section 5.07. Voting Rights.....	14
ARTICLE 6: Directors	14
Section 6.01. Number, Qualification, and Term.....	14
Section 6.02. Selection of Initial Board of Directors.....	14
Section 6.03. Annual Meeting.....	15
Section 6.04. Special meetings.....	15
Section 6.05. Place of Meetings.....	15

Section 6.06. Notice of Meetings.....	15
Section 6.07 Waiver of Notice.....	16
Section 6.08 Quorum.	16
Section 6.09 Attendance.....	16
Section 6.10. Vacancies.....	16
ARTICLE 7: Executive Committee	16
Section 7.01. Number, Qualification, and Term.....	16
Section 7.02. Vacancies.....	17
Section 7.03. Meetings.....	17
Section 7.04 Quorum.	17
Section 7.05. Powers.	17
ARTICLE 8: Officers	17
Section 8.01. Officers.....	17
Section 8.02 Vacancies.....	17
Section 8.03 The President.....	17
Section 8.04 The Vice-President.....	18
Section 8.05. The Secretary.....	18
Section 8.06. The Treasurer.	18
Section 8.07 Delegation of Authority.	18
ARTICLE 9	19
Amendment pertaining to IRE Endowment Funds	19
Code of Conduct.....	20
IRE Principles (Code of Conduct Policy).....	20
Conflict of Interest Policy.....	21
Definitions	21
Policy and Practices	21
Whistleblower Policy	23
General	23
Reporting Responsibility	23
No Retaliation.....	23
Reporting Violations	23
Acting in Good Faith.....	23
Confidentiality.....	24

Handling of Reported Violations	24
Elections	25
Election timing, balloting and voting requirements	25
Staff role in elections	25
Declaration of candidacy, submission of materials	25
Candidate nominations	25
Candidate speeches	26
Rules for campaigning	26
Board of Directors meetings	27
Scheduling Board meetings	27
Regular meetings	27
Emergency meetings	27
Place of meetings	27
Agendas	27
Rules of Order	28
Quorum	28
Proxy votes	28
General procedures	28
Executive session	29
Actions outside of Board meetings	29
Minutes	30

Articles of Incorporation

Of Investigative Reporters and Editors, Inc.

The undersigned incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1971 (hereinafter referred to as the "Act"). Execute the following Articles of Incorporation:

ARTICLE 1: Name

Section 1.01. Name. The name of this Corporation shall be:
INVESTIGATIVE REPORTERS AND EDITORS, INC.

ARTICLE 2: Purposes and Powers

Section 2.01 Primary Purposes. The purposes for which this Corporation is formed are exclusively to perform such functions and to engage in such activities as shall permit the Corporation to qualify as an organization exempt from Federal taxation under the provisions of Section 509 (a) (2) of the Code and the Regulations issued pursuant thereto, as amended from time to time. Specifically, the Corporation shall be organized and at all times operated exclusively to provide educational services to reporters, editors, and other persons interested in investigative journalism and to maintain high professional ethical standards in this field.

Section 2.02. Specific Powers. Subject to any specific written limitations or restrictions imposed by the Act, by the Code, by other law, or by these Articles of Incorporation, and solely in furtherance of but not in addition to the purposes set forth in Section 2.01 of the Article, the Corporation shall have the following specific powers:

Clause(a). Statutory Powers. Subject to any specific written limitations or restrictions Imposed by the Act, by the other law, or by these Articles of Incorporation and solely in furtherance of, but not in addition to the purposes set forth in Section 2.01 of these Articles, the Corporation shall have all the powers specified in the Act including the powers set forth in Section 23-7.1-4 of the Act.

Clause (b). To Make Gifts. To make gifts, donations, contributions, loans and grants of all or any part of the income, assets and property of the Corporation.

Clause (c). To Solicit Contributions. To solicit in any manner and receive and accept from any source any money, property or services, including any present or future, vested or contingent, legal or equitable, or conditional or absolute interest therein, which is given, granted, devised, bequeathed or otherwise bestowed upon the Corporation and may be used to

accomplish the purposes set forth in Section 2.01 of this Article.

Clause (d). To Make Contracts. To enter into, perform, cancel and rescind all kinds of contractual obligations.

Clause (e). To Act With Others. To perform any act which the Corporation acting alone has the power and capacity to perform by acting as a partner or otherwise in association with any individual, group of individuals, firm, partnership, association, corporation, department of government, or other entity, whether legally constituted or informally organized.

Clause (f). To Accept Fees for Services. To accept fees for services rendered to members or to the general public insofar as such is consistent with the purposes set forth in Section 2.01 of this Article.

Clause (g). Establishment and Maintenance of Corporation. To expend funds for the establishment and maintenance of the Corporation: the acquisition, equipment, maintenance and conduct of a principal office: the engagement of staff, both professional and otherwise, to conduct the business and affairs of the Corporation: the publication of materials respecting the affairs of the Corporation: the conducting of programs designed to effect the purposes of the Corporation: and the conduct of its business and affairs generally.

Section 2.03. Limitations Upon Powers.

Clause (a). Earnings. No member of the Corporation shall have or receive any earnings from the Corporation, except a member who is an officer, director, or employee of the Corporation, in which event he may receive fair and reasonable compensation for his services as an officer, director, or employee: and a member may also receive payments of principal and interest at a rate not exceeding six percent (6%) per annum on funds loaned or advanced by him to the Corporation.

Clause (b). Loans to Directors. The Corporation shall make no advancements for services to be performed in the future, nor any loan of money or property to any director or officer of the Corporation.

Clause (c). Dissolution. In the event of dissolution of the Corporation, all assets remaining after payment of all debts of the Corporation shall be transferred by the Board of Directors to any not-for-profit corporation, trust, foundation or other organization whose purposes are substantially the same as those of the Corporation and which, at the time of transfer, is exempt from Federal taxation under Section 501 (c) (3) of the Code or the corresponding provisions of any future United States Internal Revenue Law. Any such assets not so transferred by the Board of Directors shall be disposed of by the Circuit court of the County in which the principal office of the Corporation is located, exclusively for such tax-exempt purposes or to such tax-exempt organization as

the Court shall determine. No member, director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the assets of the Corporation on dissolution of the Corporation.

Clause (d). Prohibited Activities.

- (i) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or to any private individual.
- (ii) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- (iii) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal taxation under Section 501 (c) (3) of the Code and the Regulations issued pursuant thereto, as amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and the regulations issued pursuant thereto, as amended.

Clause (e) No Construction of Powers as Purposes. The Powers enumerated in Section 2.02 of this Article shall not be construed as Purposes, but the Corporation shall have and exercise such Powers solely in furtherance of, but not in addition to the limited purposes set forth in Section 2.01 of this Article.

ARTICLE 3: Period of Existence

Section 3.01. Term. The period during which the Corporation shall continue is perpetual.

ARTICLE 4: Period Office and Resident Agent

Section 4.01 Principal Office. The Post office address of the principal office of the Corporation is:

307 North Pennsylvania St Indianapolis, Indiana 46204

Section 4.02 Resident Agents. The name and address of the Resident Agent in charge of the principal office of the Corporation is:

Myrta Pulliam
307 North Pennsylvania
Street Indianapolis, Indiana
46204

ARTICLE 5: Membership

Section 5.01 Classes of Membership. The Corporation shall have five classes of membership. The classes of membership shall be entitled "Professional", "Academic", "Retired", "Associate" and "Student" respectively. The Professional class shall be limited to persons substantially engaged in news gathering, presentation or production. The Academic class shall be limited to persons engaged full-time in research or teaching in the field of journalism. The Retired class shall be limited to persons who formerly belonged to the Professional and or Academic class but have retired from their occupation. "Associate" membership will be available to former Professional or Academic members who are not retired, individuals engaged part-time in reporting or editing, plus individuals recognized by the Board of Directors for their contributions to this corporation to the field of investigative reporting and editing. The Corporation shall recognize as "Student" members those college students pursuing a degree, who subscribe to the Corporation, in order to be entitled to receive the benefits of its educational activities. Associate members shall not be eligible for the voting rights which are reserved to the other classes of members. (Amendments adopted 6/7/08, 3/6/15)

Section 5.02 (Removed by amendment 3/6/15)

ARTICLE 6: Directors

Section 6.01 Number of Directors. The initial Board of Directors of the Corporation shall consist of nine (9) members who shall serve for two years from the date of the filing of these articles. The number of Directors of the Corporation shall be specified from time to time in the Code of Bylaws of the Corporation; provided, however, that the minimum number shall be three (3) and the maximum number shall be fifteen (15) and, if the Code of Bylaws fail to specify the number, then the number shall be nine (9). One-half of the directors shall be elected every year and shall serve for two years. The mechanism for electing the first Board of Directors shall be established in the Code of Bylaws.

Section 6.02 Names and Post Office Addresses. The names and post office addresses of the initial members of the Board of Directors are as follows:

Name	Post Office Address
1. Mr. Harley Bierce 46204	307 North Pennsylvania Street, Indianapolis, Indiana
2. Ms. Myrta Pulliam 46204	307 North Pennsylvania Street, Indianapolis, Indiana
3. Mr. Paul N. Williams	242 18th Street, Columbus, Ohio 43210
4. Mr. Robert L. Pierce	12th Blvd. and Delmar, St. Louis, Missouri 63101
5. Mr. Ronald Koziol	435 North Michigan Avenue, Chicago, Illinois 60611
6. Mr. Les Whitten	1401 16th Street N.W. Washington D.C. 20036
7. Mr. Steve Castner	333 West State Street Milwaukee, Wisconsin 53201

8. Mr. David Burnham

1920 L Street N.W. Washington D.C. 20236

9. Mr. Len Downie

1150 15th Street N.W. Washington D.C. 20271

Section 6.03 Members as Directors. All members, except Student and Associate members, are eligible to be elected directors. (The Articles were amended in June 2009 to remove a restriction that allowed only one academic to serve on the board at any time. The deleted clause stated: *At the time of election, no more than one Academic member may sit on the Board as a result of such an election.*)

ARTICLE 7: Incorporators

Section 7.01 Names and Addresses of Incorporators. The names and post office addresses of the incorporators are as follows:

	Name	Post Office Address
1.	Mr. Harley Bierce 46204	307 North Pennsylvania Street, Indianapolis, Indiana
2.	Ms. Myrta Pulliam 46204	307 North Pennsylvania Street, Indianapolis, Indiana

ARTICLE 8: Statement with Respect to Property

Section 8.01 Property of Corporation. The Corporation, upon its incorporation, has no property of value other than the sum of \$300.00.

ARTICLE 9: Executive Committee

Section 9.01 Executive Committee. The Board of Directors shall elect an Executive Committee of such number and with such tenure and powers as the Bylaws shall determine. Such Executive Committee shall have and may exercise, during intervals between meetings of the Board of Directors, all the powers vested in the Board of Directors (except such powers as, under the Act, Articles, Bylaws, or other law, or proper resolutions adopted by the Board of Directors, are reserved for exercise by the latter alone) upon the affirmative vote of the majority in number of the members of the Executive Committee, present or by proxy. The Executive Committee may, within the limitations just stated, make and adopt a Code of Rules and Regulations for the conduct of its business. (Amendment adopted 3/6/15)

ARTICLE 10: Provision for Regulation and Conduct of the Affairs of Corporation

Section 10.01 Management of Corporation. The affairs of the Corporation shall be managed by the Board of Directors, which shall represent the members of the Corporation, subject to the provisions of Section 6.03 hereof.

Section 10.02 Code of Bylaws. The Board of Directors of the Corporation shall have the power, without the assent of the members, to make, alter, amend, or repeal the Code of Bylaws of the Corporation.

Section 10.03 Officers. The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be prescribed by the resolution of the Board of Directors. They shall be elected in the manner specified in the Code of Bylaws. The offices of President and Secretary shall not be occupied by the same person.

Section 10.04 Term of Office of Directors and Officers. Each officer and director shall hold his office for the term specified in the Code of Bylaws, but no term shall end until a successor is elected and qualified for the office to be vacated.

Section 10.05 Removal of Member of the Board of Directors. Any member of the Board of Directors may be removed, with or without cause, at a meeting of the Board of Directors called expressly for that purpose, by a vote of two thirds (2/3) of all the members of the Board of Directors then serving.

Section 10.06 Meetings of Members. All meetings of the members shall be held at such place within or without the State of Indiana as may be designated by the Board of Directors pursuant to the Code of Bylaws.

Section. 10.07 Fiscal Year. The fiscal year of the Corporation shall begin on July 1, and end on June 30.

Section 10.08 Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action a written consent to such action is signed by all members of the board or of such committee, as the case may be, and such written consent is filed with the minutes of proceeds of the board or committee.

Section 10.09 Limitation on Powers of Members and Board of Directors. Notwithstanding any contrary provision in these Articles, neither the members nor the Board of Directors shall have the power or authority to take or authorize any action which shall deprive the Corporation of its status as an exempt organization under the provisions of Section 501 (c) (3) of the Code, as amended.

Section 10.10 Amendment of Articles of Incorporation. The Corporation reserves

the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation in any amendment hereto, in any manner now or hereafter prescribed or permitted by the Act or any amendment thereto; upon two-thirds vote of the Members after majority adoption by the Board of Directors of a resolution submitting such amendment of the articles to the membership at an annual or special meeting by written notice given to Members; provided, nevertheless, that such power of amendment shall not authorize any amendment which would permit any part of net earnings or property of the Corporation to inure to the benefit of any private individual or which would have the effect of disqualifying this Corporation as an exempt organization under the provisions of Section 501 (c) (3) of the Code, as amended, or such equivalent provision may hereafter exist from time to time.

IN WITNESS WHEREOF, the undersigned, being the incorporators designated in Article 7, execute these Articles of Incorporation and certify to the truth of the facts therein stated this 25 day of April, 1975.

/s/

Harley Bierce

/s/

Myrta Pulliam

/s/

James Neff, President

/s/

Edward DeLaney, Secretary

Effective: June 7, 2008

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 or retired 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 membership 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 _____ 20_____.

(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 _____, 20_____.

_____ Attest: _____
President Secretary

(Corporate Seal)

Section 5.04. Annual Meeting.

The first annual meeting of the Members of the Corporation shall be held within one year of the filing of the Articles and annually thereafter prior to the termination of the then 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 written instrument or electronic mail. 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 constitute 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.

In the event of an emergency declared by the President or a majority of the Executive Committee, the Board of Directors may meet and act, provided that a quorum of two-thirds of the Directors are participants and all Directors have been notified. The Membership should be notified as soon as is practical before the meeting. (Amendment adopted 3/5/22.)

Section 6.05. Place of Meetings.

Meetings of the Board of Directors shall be held virtually, by phone or in person as may be specified in the respective notices, or waivers of notice. (Amendment adopted 3/5/22.)

Section 6.06. Notice of Meetings.

Scheduling a non-emergency meeting requires not less than ten (10) days' notice to the Membership, specifying the time, place, and general purpose of each meeting. It shall be given to each Director personally. (Amendment adopted 3/5/22.)

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.

Dated _____, 20__.

Secretary
Investigative Reporters and
Editors, Inc.

Section 6.07 Waiver of Notice.

(Amendment deleting this section adopted 3/5/22.)

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 re-election if he or she has not attended two-thirds (2/3) of the in-person and pre-scheduled telephone meetings of the board during his or her tenure. Pre-scheduled telephone meetings are defined as those meetings scheduled with at least 60 days advance notice. Exceptions hereto can be made by the executive committee alone. (Amendment adopted 6/14/12.)

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.

Beginning with the officers elected at the June 2006 meeting of the Board of Directors of the Corporation, the executive committee of the Board of directors shall consist of five Directors, including the president, vice-president, treasurer and secretary. The remaining member of the Executive Committee shall be a director elected by a majority vote of the Board. The president shall be chairman of the Executive Committee. The members of the Executive Committee shall hold office until the next annual meeting of the Board of Directors of the Corporation. The immediate past president – to the extent possible – shall serve in an advisory role to the board. (Amendment adopted 2/13/81; a second amendment adopted 9/9/04.)

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, Treasurer and Secretary shall be Directors of the Corporation. (Amendment adopted 9/9/04.)

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 and ensure that all minutes of all of those types of gatherings, including all executive sessions, are distributed to the full Board of Directors shortly thereafter. The Secretary may delegate their 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. (Amendment adopted 3/5/22.)

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

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 votes in favor of such action. Proper notice of such a meeting shall include communications to members providing at least 30 days to submit comments in response to proposed changes. (Amendment adopted 9/9/04.)

Amendment pertaining to IRE Endowment Funds

(Approved by the Board of Directors June 15, 2006)

The purpose of the "IRE Endowment Fund" is to fund the operations of IRE.

The "IRE Endowment Fund" is monitored by an endowment committee which may advise the board on investment practices.

The endowment committee consists of five members of IRE including the IRE treasurer, who chairs the committee, and four others, only one of whom (besides the treasurer) can be an IRE board member. These four are nominated by the IRE president in June and approved by the board, for two-year terms.

Endowment principal cannot be spent except for fiscal emergency, and only then after at least two-thirds of the IRE board members have approved of such an expenditure.

The sources of donations to "The Endowment Fund" are accepted according to board policy. The endowment committee will prepare an annual report to be presented at the annual membership meeting."

Code of Conduct

IRE Principles (Code of Conduct Policy)

(effective September 8, 2020)

Investigative Reporters & Editors is committed to providing a friendly, safe and welcoming environment for all, regardless of race, gender identity or expression, ethnicity, sexual orientation, physical ability, age, appearance or religion.

IRE supports vigorous debate and welcomes disagreement, while maintaining a civil and respectful community. Discriminatory or harassing behavior is not permitted.

IRE may take any action it deems appropriate to deal with those who violate our principles, including exclusion from our events, forums, listservs and the organization itself.

The IRE Principles apply to all events that IRE holds, including entirely virtual ones. Members agree to follow these principles throughout all communications related to the conference.

This code of conduct covers all participants in IRE events and is in effect the entire time from the beginning until the end of our conferences.

During in-person conferences, we will publicize a contact email, in addition to making staff and IRE board members easily identifiable, with badges that identify themselves as such, so you know whom to contact if you see or experience an issue.

If you feel threatened or in immediate jeopardy during an IRE event, you should call building security by calling 0 from a house phone, or local police by dialing 911.

During the scheduled program, concerns can be brought to the attention of IRE staff or board members in person. Contact information to reach an IRE board member outside of the scheduled program can be found here: <https://www.ire.org/about/board-of-directors>.

Conflict of Interest Policy

The purpose of the following policy and procedures is to complement Investigative Reporters & Editors, Inc bylaws to prevent the personal interest of staff members, board members, and volunteers from interfering with the performance of their duties to Investigative Reporters & Editors, Inc., or result in personal financial, professional, or political gain on the part of such persons at the expense of Investigative Reporters & Editors, Inc.'s members, supporters, and other stakeholders.

Definitions

Conflict of Interest (also Conflict) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include staff members, officers, and board members of Investigative Reporters & Editors, Inc. *Board* means the Board of Directors. *Officer* means an officer of the Board of Directors. *Volunteer* means a person -- other than a board member -- who does not receive compensation for services and expertise provided to Investigative Reporters & Editors, Inc and retains a significant independent decision-making authority to commit resources of the organization. *Staff Member* means a person who receives all or part of her/his income from the payroll of Investigative Reporters & Editors, Inc. *Member* means a Member of Investigative Reporters & Editors, Inc. *Supporter* means corporations, foundations, individuals, 501 (c)(3) nonprofits, and other nonprofit organizations who contribute to Investigative Reporters & Editors, Inc.

Policy and Practices

1. Full disclosure, by notice in writing, shall be made by the interested parties to the full Board of Directors in all conflicts of interest, including but not limited to the following:
 - a. A board member is related to another board member or staff member by blood, marriage or domestic partnership.
 - b. A staff member in a supervisory capacity is related to another staff member whom she/he supervises.
 - c. A board member or their organization stands to benefit from a transaction with Investigative Reporters & Editors, Inc. or staff member of such organization receives payment from Investigative Reporters & Editors, Inc. for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and board policy.
 - d. A board member or staff member is a member of the governing body of a contributor to Investigative Reporters & Editors, Inc.
 - e. A volunteer working on behalf of Investigative Reporters & Editors, Inc who meets any of the situations or criteria listed above.

2. Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists and, if so the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect Investigative Reporters & Editors, Inc's best interests. Both votes shall be by a majority vote without counting the vote of any interested director.
3. An interested Board member, officer, or staff member shall not participate in any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present board or committee member.
4. Anyone in a position to make decisions about spending Investigative Reporters & Editors, Inc's resources (i.e., transactions such as purchases contracts) – who also stands to benefit from that decision – has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he should not participate in any final decisions.
5. A copy of this policy shall be given to all Board members, staff members, volunteers or other key stakeholders upon commencement of such person's relationship with Investigative Reporters & Editors, Inc. or at the official adoption of stated policy.

Whistleblower Policy

Investigative Reporters and Editors Inc. Whistleblower Policy approved by the IRE Board of Directors on June 11, 2009.

General

Investigative Reporters and Editors Inc. (IRE) requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of IRE, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility

It is the responsibility of all directors, officers and employees to report ethics violations or suspected violations in accordance with this Whistleblower Policy.

No Retaliation

No director, officer or employee who in good faith reports an ethics violation shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within IRE prior to seeking resolution outside IRE.

Reporting Violations

IRE has an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you have two additional options:

- The University of Missouri System has a whistleblower hotline available to all IRE employees and volunteer workers.
- Two members of the IRE Board of Directors, the President and the Chair of the IRE Audit Committee, serve as Compliance Officers and can be contacted confidentially. If an employee is not comfortable contacting either of these individuals, any member of the IRE Board of Directors can be contacted.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations

that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Elections

Election timing, balloting and voting requirements

Elections will be timed to end during the conference, with results announced at the membership meeting.

Voting will open three (3) Tuesdays prior to the date of the membership meeting/results announcement. Ballots will be sent weekly on Tuesdays, along with a voting reminder.

In order to receive a ballot, members must be an active member through July 1.

Staff role in elections

Staff's role in managing an impartial election is critical, therefore staff are prohibited from recruiting or endorsing specific candidates at any time.

Declaration of candidacy, submission of materials

Four (4) weeks prior to the sending of the first ballot, members must file their intent to run via an email to IRE staff, including all required elections materials. Staff will post these materials online within three business days of receipt. Candidates may submit materials earlier than the deadline and begin campaigning, if they so choose.

If there are fewer candidates declared than open seats on the Board, staff will immediately notify all current Board members and the existing candidates. The Board will immediately vote to confirm the election of the unopposed candidates. This may be done via emergency meeting or written vote, at the discretion of the Board President.

Staff will notify the entire membership of the remaining open seats and an election will be held to fill those seats. Interested members will have one week to declare their candidacy and submit election materials. Staff will post those materials online as soon as possible, and no later than the Friday of the week they are filed. Only the candidates who meet this late-filer deadline will appear on the ballot.

The election will still commence three (3) Tuesdays prior to the date of the membership meeting/results announcement. Ballots will be sent weekly on Tuesdays, along with a voting reminder.

Candidate nominations

Candidates must have a nomination and second to run for the IRE Board. Nominations can be up to 150 words long.

Nominations will be posted online with candidates' platforms but will no longer be verbalized in person at the IRE Conference.

Candidate speeches

Recorded video speeches are included online with candidate platforms.

At the IRE Conference, each candidate will give a 2- or 3-minute statement of introduction and ideas that will be followed by a 30-minute meet and greet event where attendees can approach the candidates one-on-one to ask questions about their service and ideas.

Staff is responsible for developing a format for virtual inclusion in this event.

Rules for campaigning

Candidates may campaign for Board of Directors or Contest Committee seats by making use of social media, direct communication to members, or any other method that complies with IRE's Code of Conduct. Use of the membership list to contact members is permitted, as long as staff is able to provide such a list to all candidates. Staff will ensure that all candidates are aware of campaigning rules and the available campaign methods.

However, all candidates are prohibited from use of any internal membership lists acquired through prior service on the Board or an IRE committee.

Current and former Board members are permitted to endorse candidates including, but not limited to, providing a nomination or second.

IRE Staff are prohibited from endorsing, nominating or seconding candidates.

Board of Directors meetings

Scheduling Board meetings

Regular meetings

The Board of Directors shall meet at least once per quarter, and additionally as needed. If a Board retreat is scheduled, it shall count as one of the quarterly meetings.

Scheduling a non-emergency Board meeting requires not less than ten (10) days' notice to the Membership, specifying the time, place, and general purpose of each meeting. It shall be given to each Director personally. (Code of Bylaws, Section 6.06)

In the 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. (Code of Bylaws, Section 6.06)

Typically, the Board hosts an annual two-day retreat to get to know one another, address current business matters and longer-term planning. It sets the Board and staff's priorities for the rest of the fiscal year.

Emergency meetings

In the event of an emergency declared by the President or a majority of the Executive Committee, the Board of Directors may meet and act, provided that a quorum of two-thirds of the Directors are participants and all Directors have been notified. The Membership should be notified as soon as is practical before the meeting. (Code of Bylaws, Section 6.04)

Place of meetings

Meetings of the Board of Directors shall be held virtually, by phone or in person as may be specified in the respective notices, or waivers of notice. (Code of Bylaws, Section 6.05)

In-person meetings will also have a virtual component for those who cannot attend in person.

Agendas

An agenda is an essential component to every Board meeting. In order to ensure that meetings are as effective and productive as possible, Directors must have ample time to submit materials for consideration and to review information about which they will be expected to vote.

The President is responsible for creating the agenda, evaluating additional items from Directors, and distributing the final packet.

At least a week prior to each Board meeting, the President should send out a call for agenda items to staff and other members of the Board of Directors. Staff and Board members may submit items they would like to be added to the agenda, noting which items will require a vote. Committee chairs are responsible for ensuring submission of their reports. It is ultimately the President's decision on whether to add those items to the next agenda or to hold them for a future meeting. The final agenda and any accompanying materials should be provided to the Board and members at least three days prior to any Board meeting, unless it is an emergency meeting scheduled with fewer days' notice. Agendas for emergency meetings should be distributed as early as possible, but no later than when the meeting is scheduled.

Items may be added to the agenda during a Board meeting by motion, second and majority affirmative vote.

Rules of Order

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. (Code of Bylaws, Section 6.08)

Proxy votes

Directors may not designate a proxy to vote on their behalf unless they are in attendance at the meeting and need to temporarily step away at the time a vote is being taken. Prior to leaving, the Director must notify the Board Secretary of which Director has their proxy vote and specify which action items the proxy is authorized to vote upon.

General procedures

The IRE Board President presides over Board of Directors meetings and calls meetings to order. Every regularly scheduled meeting should include a roll call, treasurer's report, old business and new business.

Meetings typically will be recorded for the purposes of taking minutes and destroyed after minutes have been approved. Please see the Minutes section for a detailed description of how Board meeting minutes should be handled.

Every Director has the right to participate in discussion, if they would like. Directors should raise their hands or otherwise signal to the President they would like to speak. The President should call on Directors to speak, prioritizing those who have not yet been heard on a particular issue.

The President may call for a motion on a topic, or a Director may offer one.

Only one motion may be discussed at a time. A motion requires a second to be considered. After a second, the motion is open for discussion.

Any Director may offer an amendment to a pending motion. The Director who made the initial motion may choose to accept, reject or change the amendment.

Each motion must be disposed of (passed, defeated, tabled, referred to a specific committee or postponed indefinitely) before a new motion can be introduced.

Votes may be cast through voice or roll call votes. If the outcome of a voice vote is under dispute, any Director may call for a roll call vote.

To take a break or pause the meeting, there should be a motion, second and affirmative vote to take a recess.

To end a meeting, there must be a motion, second and affirmative vote to adjourn.

Executive session

When deciding whether to go into executive session, the Board shall err on the side of transparency.

Executive sessions should be limited to discussions of legal, personnel, contractual and/or Code of Conduct matters. The Board can also go into executive session to discuss otherwise confidential information, but should always default to staying in open session whenever possible. The agenda and minutes should include a general description of the reason for holding the executive session.

Going into executive session requires a motion, second and affirmative vote of a two-thirds majority of Directors in attendance. A subsequent motion, second and affirmative vote are required to exit executive session.

Minutes taken during executive sessions will be kept separately by the Secretary and filed in a confidential location accessible only to Board members. The public-facing minutes will not include details of discussions in executive session, unless approved by the Board for public release. Please see the Minutes section for additional detail.

Actions outside of Board meetings

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action a written consent to

such action is signed by all members of the board or of such committee, as the case may be, and such written consent is filed with the minutes of proceeds of the board or committee. (Articles of Incorporation, Section 10.08.)

Minutes

Minutes serve as the Board's historical record and, as such, should be treated with care.

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 their meetings or other proceedings and ensure that all minutes of all of those types of gatherings, including all executive sessions, are distributed to the full Board of Directors shortly thereafter. The Secretary may delegate their 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. (Code of Bylaws, Section 8.05)

Minutes shall be taken of every Board meeting. The Board Secretary is responsible for the minutes, but should work with the Executive Director to designate a staff member to take notes during the meeting so the Secretary can fully participate during Board meetings. The Secretary should review the minutes and submit them to the Board for approval no later than one month after the meeting.

All minutes should include: a list of attendees, a summary of all Board discussion and detail on all motions made and votes taken. For votes that are not unanimous, the minutes should include the names of the individuals who voted in favor of the motion, against it and who abstained. Current and future Board members should be able to read only the minutes and gain a decent understanding of any discussions and decisions.

Minutes should also be taken during executive sessions. Since staff members may not participate in executive sessions, the Secretary can either take minutes live or use the recording to create minutes after the fact. They shall be kept separately by the Secretary and filed in a confidential location accessible only to Board members. The Secretary is responsible for selecting that location and ensuring ownership of those minutes is transferred to their successor. The public-facing minutes will not include details of discussions in executive session, unless approved by the Board for public release.

All committee, task force and staff reports should be included as attachments to the minutes.

Minutes should also be taken of votes cast via email. And the results posted along with all other meeting minutes, no later than a week after the vote concludes.