

# **PUBLIC RADIO NEWS DIRECTORS INCORPORATED BYLAWS**

*Updated June 27, 2015*

## **ARTICLE 1 NAME AND LOCATION**

### **Section 1**

The name of this national, non-profit organization founded in 1985, shall be Public Radio News Directors Incorporated (PRNDI).

### **Section 2**

PRNDI shall be operated out of the offices of the President and/or in any other localities as determined by the Board of Directors.

## **ARTICLE II OBJECTIVES**

PRNDI is an association representing those responsible for the day-to-day direction, reporting, and editing of local public media newsrooms. That includes, but is not limited to, news directors, broadcast and digital editors, and newsroom managers.

The mission of the association is to enhance news and information services and programming throughout public media.

In performing its mission, PRNDI also serves reporters, producers, students, educators, trainers, and others in public media journalism.

## **ARTICLE III MEMBERSHIP**

### **Section 1 MEMBERSHIP COMPOSITION AND ELIGIBILITY**

(a) **STATION (Voting Membership):** Open to any public radio station producing or with an interest in the production of original journalism. Station members may name a single designee from among newsroom personnel to vote or run in PRNDI elections.

(b) **INDIVIDUAL (Non-Voting Membership):** Open to any individual, including freelancers, consultants, and educators, producing or with an interest in the production of public radio journalism.

(c) CORPORATE (Non-Voting Membership): Open to any company or enterprise that is not a public radio station comprised of two or more people, including national content producers and distributors, producing or with an interest in the production of public radio journalism.

(b) STUDENT (Non-Voting Membership): Open to any enrolled student with an interest in the production of public radio journalism.

#### Section 2 MEMBERSHIP APPLICATION

- (a) All candidates shall apply for membership.
- (b) Admission is subject to approval by the Board of Directors.

#### Section 3 MEMBERSHIP DUES

- (a) Dues and admission fees shall be set by the Board of Directors.
- (b) Dues shall be paid annually based on a calendar year.

### ARTICLE IV ELECTED OFFICIALS

#### Section 1 BOARD OF DIRECTORS

PRNDI shall be directed by a President, Treasurer, and five other Directors, who are all designees of station members. Only one designee from each station member may serve on the Board or stand for election at a time.

#### Section 2 PRESIDENT

The President shall be elected at-large by the voting membership for a two-year term each even-numbered year. The President must have served on the Board for a minimum of one year prior to running for this office and be must be responsible for the day-to-day direction, reporting, and editing of a local public radio newsroom. The President is responsible for directing the activities of the association, convening the Board of Directors and membership meetings, and publicly representing the organization.

#### Section 3 TREASURER

The Treasurer shall be elected at-large by the voting membership for a two-year term each odd-numbered year. The Treasurer may be employed in any capacity in a public radio newsroom. The Treasurer shall be responsible for recording and reporting on PRNDI's financial activities. The Treasurer shall prepare and present reports on the financial status of the association to the Board at least quarterly. A financial report shall be made to the membership annually at the association's annual business meeting.

#### Section 4 DIRECTORS

Five Directors shall be elected at large by the voting membership. These Directors shall participate in planning the annual conference, head committees as appointed by the President, and develop special projects.

a) SMALL STATION REPRESENTATIVE: One Director shall be elected to represent small stations, defined as having one to three (1-3) full-time employees whose primary responsibility is the preparation and presentation of news. The Director must be responsible for the day-to-day direction, reporting, and editing of a small local public radio newsroom.

b) MEDIUM STATION REPRESENTATIVE: One Director shall be elected to represent medium stations, defined as having four to seven (4-7) full-time employees whose primary responsibility is the preparation and presentation of news. The Director must be responsible for the day-to-day direction, reporting, and editing of a medium local public radio newsroom.

c) LARGE STATION REPRESENTATIVE: One Director shall be elected to represent large stations, defined as having eight (8) or more full-time employees whose primary responsibility is the preparation and presentation of news. The Director must be responsible for the day-to-day direction, reporting, and editing of a large local public radio newsroom.

(A station's size is determined by the number of full-time positions authorized at the station at the time of the election. All full-time news and hosting staff, as well as all talk show personnel and contract employees with full-time contracts lasting a year or more should be counted when determining station size.)

d) AT-LARGE REPRESENTATIVES: Two Directors shall represent all members regardless of size. At-Large Representatives may be employed in any capacity in a public radio newsroom.

The Small Station Representative, Large Station Representative, and one At-Large Representative shall be elected for two-year terms in odd numbered years. The Medium Station Representative and the other At-Large Representative shall be elected for a two-year term in even numbered years. Any Director elected to the board shall be allowed to fulfill his or her full term in office even if a change in staff size occurs during the course that two-year term.

#### Section 5 FINANCIALS

All financial transactions made on behalf of the association that are above five-hundred-dollars (\$500) shall require the approval of, and signatures of, two of the signors on the account.

## ARTICLE V ELECTIONS

### Section 1

Station member designees interested in serving as officials may be nominated or nominate themselves. All candidates for office must be designees of station members in good standing.

### Section 2

During the business meeting at the annual conference, the voting membership shall elect the officers as part of the meeting of the whole organization.

### Section 3

Each station member shall have one vote for each office being elected as part of the meeting of the whole association. All voting shall be by secret ballot.

### Section 4

To accommodate those station members who are not able to send a designee to attend the annual conference, their nominations and votes for the Board of Directors shall be accepted prior to the conference. Nominations shall be duly noted during the business meeting. Absentee ballot votes shall be kept secret and counted during the election of officers.

### Section 5

Run-off elections shall be required if no official is elected by a majority on the first ballot. The winning candidate shall be the individual who receives the majority of the votes cast.

### Section 6

An individual may be elected to no more than two (2) full consecutive terms as an official in one office.

### Section 7

The Board of Directors shall temporarily fill a vacancy in the offices of Treasurer or President until a special election at the next annual conference. If a special election is needed to fill a vacancy in the office or in any other special circumstances, the election shall be for a one-year term if needed to maintain the system of staggered terms.

### Section 8

The Board of Directors shall fill the remaining term of any Director vacancy.

## ARTICLE VI NATIONAL CONFERENCE

Section 1

(a) PRNDI shall conduct an annual national conference for the general benefit of all association members.

(b) The annual conference shall convene at a time and place as designated by the President and approved by the Board.

(c) The fees for the annual conference shall be set by the Board.

ARTICLE VII BUSINESS MEETING

Section 1

The business meeting shall be held at the annual conference.

Section 2

The agenda and the minutes of the previous annual meeting shall be prepared by the Board of Directors and given to the membership at least 24 hours prior to the meeting.

Section 3

The President shall preside at the meeting.

Section 4

The meeting shall be regulated by the current Robert's Rules of Order for parliamentary procedure.

ARTICLE VIII AMENDMENTS OF BYLAWS

The bylaws may be amended by a simple majority vote of the Board of Directors subject to approval by a majority of the station members casting ballots at the annual business meeting or prior to the conference.