

By-Laws

of

Organization of News Ombudsmen and Standards Editors

A California Nonprofit Mutual Benefit Corporation

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ARTICLE I--Name

The name of this corporation shall be Organization of News Ombudsmen and Standards Editors.

ARTICLE II--Purpose and Formation

Section 1. Purpose

- a) To promote a non-partisan service to news consumers and journalists through the establishment of ombudsmen, public editors, standards editors or readers' representatives by whatever title (hereinafter 'ombudsman' or 'ombudsmen') within newsgathering organizations to set and oversee editorial standards, seek comment and resolve complaints, critique performance and/or explain the journalistic process.
- b) To provide a forum for the interchange of experiences and ideas among ombudsmen and to promote the principles of ombudsmanship.

Section 2. Formation. This corporation is formed pursuant to the California Nonprofit Mutual Benefit Corporation Law (the "Law") (presently Section 7110, et seq.).

ARTICLE III--Members

Section 1. Classes of Members.

- (i) This corporation shall have one class of members and such class shall consist of regular members, as described in Section 2 below.
- (ii) The corporation shall also recognize as associate members, retired members and honorary members those persons who have qualified for, and have been granted associate, retired or honorary membership pursuant to Sections 2 and 3 below.
- (iii) Associate, retired and honorary members shall not be members of this corporation, but the corporation may refer to associate, retired and honorary members as members to the fullest extent authorized by Section 7333 of the Law. References in these bylaws to members shall be deemed to be references to regular members only.
- (iv) The Board of Directors has the discretion to charge fees according to differing classes of membership.

Section 2. Qualifications.

- (i) Regular membership shall be open to all individuals whose primary responsibility with a newsgathering organization includes the obligation to set and oversee editorial standards, publicly and independently represent the views of news consumers and or review the concerns and views of news consumers.

- (ii) The ombudsman role involves, but is not necessarily limited to, setting and overseeing editorial standards, providing transparency to readers, viewers or listeners, responding to complaints, and holding journalists to account with respect to issues of ethics, accuracy, balance, completeness and fairness.
- (iii) Associate membership may be extended to those working as critics, editors and publishers in newsgathering organizations or compatible agencies, scholars and others whose expertise qualifies them.
- (iv) Retired membership may be extended to those who formerly worked as omhudsmen but have now left the role.
- (v) Honorary membership may be extended to those who are aligned with the purpose and principles of the Organization, and have made a substantial contribution to the role of ombudsmen, subject to the discretion and approval of the Board of Directors.

Section 3.Application Process.

- (i) An application for membership, or associate membership, or retired membership or honorary membership shall be submitted in such a form as the Board of Directors may designate.
- (ii) The procedure for application acceptance or rejection or review, and subsequent notification shall be set by the Board of Directors
- (iii) Unless a different procedure is adopted by the Board of Directors, the Board of Directors shall consider each application within a reasonable period of time and shall grant membership, or associate membership, or retired membership or honorary membership to any qualifying applicant whose application receives a majority of votes of the members of the Board of Directors, voting at the meeting in which such application is considered.

Section 4.Periodic Dues. Assessments and Initiation Fees.

- (i) The Board of Directors may, from time to time, establish periodic dues and impose assessments that will become the obligation of the members, associate members, retired members or honorary members of the corporation.
- (ii) The corporation may issue membership, associate membership, retired membership or honorary membership for no consideration or for such consideration as is determined by the Board of Directors, in its sole discretion.

Section 5.Multiple and Fractional Memberships. No person may hold more than one membership, and no fractional memberships may be held.

Section 6. Transfer of Memberships or Associate, Retired or Honorary Membership. Neither membership nor associate nor retired nor honorary membership in this corporation, nor any rights arising therefrom, are transferable or assignable.

Section 7.Resignation of Membership or Associate, Retired or Honorary Membership.

- (i) A member may resign membership or associate, retired or honorary membership at any time by notifying in writing the executive secretary or executive director.
- (ii) Except as otherwise provided by law, resignation shall not relieve the resigning member or associate, retired or honorary member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments or fees, or arising from contract, or otherwise, and shall not diminish any right of this corporation to enforce any such obligation or obtain damages for its breach.

Section 8.Termination and Suspension of Membership or Associate, Retired or Honorary Membership.

- (i) Membership or associate or retired membership may be terminated if such member or associate or retired member is more than thirty (30) days past due in the payment of any periodic dues or assessments and has been sent at least one (1) past due notice, or upon a unanimous determination by the members of the Board of Directors voting, made not less than (5) days prior to the effective date of termination.
- (ii) This procedure shall, if required, be followed by a hearing before the Board of Directors, notice of which shall be given by mail to the member or associate or retired member at the last address shown for said member or associate or retired member on the corporation's books, together with a statement of the reasons for the proposed termination, not less than fifteen (15) days prior to the date of said hearing, explaining that:
 - a. Such member's (or associate or retired member's) activities do not conform to the standards of conduct appropriate for corporation members or associate or retired members; or
 - b. Such member or associate or retired member no longer qualifies for membership or associate or retired membership.
- (iii) A member or associate or retired member may submit a written statement to be considered at said hearing in lieu of oral testimony.
- (iv) All rights of membership or associate or retired membership cease upon the member's death.
- (v) Honorary membership may be terminated upon a unanimous determination by the members of the Board of Directors.

ARTICLE IV--Meetings of Members

Section 1Regular Meetings.

- (i) There shall be an annual meeting of members to be held annually on a date and at a time designated by the Board of Directors for the purpose of electing directors and officers and for transacting such other business as may properly come before the meeting. The annual meeting shall be held during the annual convention of the corporation, unless such annual convention does not take place, in which case it shall be held at a suitable time during the course of the calendar year.
- (ii) Associate, retired and honorary members shall be entitled to attend the annual meeting of members but not vote.

Section 2.Special Meetings.

- (i) Special meetings of members may be called by the Board of Directors or the president. In addition, special meetings of members for any lawful purpose may be called by five percent (5%) or more of the members.
- (ii) No business may be transacted at a special meeting unless the general nature of such business was stated in the notice to the special meeting. Associate, retired and honorary members shall be entitled to attend any special meeting of members but not vote.

Section 3.Place of Meeting.

- (i) The Board of Directors may designate any place, either within or without the State of California, as the place of meeting for any regular meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of this corporation.
- (ii) A meeting may be held online means provided all eligible members have access to the video and/or audio link for the meeting.

Section 4.Voting.

- (i) Only regular members are eligible to vote on matters on which members are entitled to vote under these bylaws or the Law.
- (ii) Members on the day of the meeting who are otherwise eligible to vote are entitled to vote at the meeting of members or, in the case of an adjourned meeting, members on the day of the adjourned meeting who are otherwise eligible to vote are entitled to vote at the adjourned meeting of members.

Section 5.Notice of Meeting.

- (i) Whenever members are required or permitted to take any action at a meeting, notice of the meeting shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote thereat.
- (ii) Such notice shall state the place, date and time of the meeting and, in the case of a special meeting, the general nature of the business to be transacted, or in the case of the regular meeting, those matters which the board, at the time of the mailing of the notice, intends to present for action by the members.
- (iii) The notice of any meeting at which directors or officers are to be elected shall include the names of all those who are nominees at the time the notice is sent to members.
- (iv) Upon request in writing to the president by any persons authorized by these by-laws to call a special meeting (other than the Board of Directors), the president forthwith shall cause notice to be given to the members, in accordance with this Section 5, that a meeting will be held at the time fixed by the Board of Directors, which time shall not be less than

- thirty-five (35) nor more than ninety (90) days after the receipt of the request. This notice shall be given within twenty (20) days after receipt of the request.
- (v) If approval of the members is sought concerning the following matters at any meeting, the general nature of the proposal must be stated in the notice of meeting:
- a. The removal of a director or directors without cause;
 - b. The filling of a vacancy on the Board of Directors;
 - c. An amendment to the articles of incorporation; or
 - d. The approval of a contract or other transaction between this corporation and one or more of its directors, or between this corporation and any domestic or foreign corporation or firm in which one or more of its directors have a material financial interest.
- (vi) Notice of a meeting of members shall be given either personally or by mail or other means of written or electronic communication, addressed to the member at the address of such member appearing on the books of this corporation or given by the member to this corporation for purpose of notice: or if no such address appears or is given, at the place where the principal office of this corporation is located.
- (vii) If any notice addressed to a member at the mailing address or electronic communication address of such member appearing on the books of this corporation is returned to this corporation by the United States Postal Service or other postal provider or internet service provider marked to indicate that the provider is unable to deliver the notice to the member at such address, all future notices shall be deemed to have been duly given without further mailing if the same shall be available for the member upon written demand of the member at the principal office of this corporation for a period of one (1) year from the date of the giving of the notice to all other members.
- (viii) When a meeting of members is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.
- (ix) If the adjournment is for more than forty-five (45) days or if after the adjournment a new record date is fixed for the adjourned meeting, however, a notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting.
- (x) The corporation shall give associate members, retired and honorary members notice of meetings of members in the same manner as notice is required to members pursuant to this Section 5, provided, however, that failure to give proper notice to associate members shall not affect the validity of any action taken at any meeting of members.

Section 6. Quorum and Adjournment.

- (i) One-fifth of the voting power shall constitute a quorum at a meeting of members.
- (ii) In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the members voting, but no other business may be transacted, except as provided by law.

Section 7. Manner of Acting.

- (i) If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members, unless the vote of a greater number is required by law or these by-laws.
- (ii) The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least the percent of the voting power required to act for the members.

Section 8. Voting Without Meeting.

- (i) Any action which may be taken at any regular or special meeting of members may be taken without a meeting if this corporation distributes a written ballot to every member entitled to vote on the matter. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to this corporation.
- (ii) Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified, or any extension thereof, equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- (iii) Written ballots shall be solicited either personally or by mail or other means of written communication, addressed to the member at the address of such member appearing on the books of this corporation or given by the member to this corporation for purpose of notice; or if no such address appears or is given at the place where the principal office of this corporation is located.
- (iv) If any written ballot addressed to a member at the address of such member appearing on the books of this corporation is returned to this corporation by the United States Postal Service or other provider marked to indicate that the United States Postal Service or other provider is unable to deliver the notice to the member at such address, all future notices shall be deemed to have been duly given without further mailing if the same shall be available for the member upon written demand of the member at the principal office of this corporation for a period of one (1) year from the date of the giving of the notice to all other members.
- (v) If this corporation shall have one hundred (100) or more members, any form of written ballot distributed to ten (10) or more members shall afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted upon by such written ballot, and shall

provide subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance therewith.

- (vi) In any election of directors, any form of written ballot in which the directors to be voted upon are named therein as candidates and which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of a director.
- (vii) All such solicitations of written ballots shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.
- (viii) A written ballot cannot be revoked.

Section 9. Inspectors of Election,

- (i) In advance of any meeting of members, the Board of Directors may appoint inspectors of election to act at the meeting and any adjournment thereof. If inspectors of election are not so appointed, or if any person so appointed fails to appear or refuses to act, the chairman of any meeting of members may, and on the request of any member shall, appoint inspector of election (or persons to replace those who so fail or refuse) at the meeting.
- (ii) The number of inspectors shall be either one (1) or three (3). If appointed at a meeting on the request of one (1) or more members, the majority of members represented shall determine whether one (1) or three (3) inspectors are to be appointed.
- (iii) The inspectors of election shall determine the number of memberships outstanding, the number represented at the meeting, and the existence of a quorum, receive votes, ballots or consents, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes or consents, determine when the polls shall close, determine the result and do such acts as may be proper to conduct the election or vote with fairness to all members.
- (iv) The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three (3) inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all.

ARTICLE V--Board of Directors

Section 1.General Powers.

- (i) Subject to the provisions of the Law and any limitation in the articles and by-laws of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.
- (ii) The Board of Directors may delegate the management of the activities of this corporation to an executive secretary, an executive director or to any person or persons, management company, or committee however composed, provided that the activities and affairs of this corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 2. Number of Directors.

- (i) The Board of Directors shall consist of thirteen (13) members, and shall include the president, the vice president, the treasurer, and the immediate past president (unless the immediate past president is no longer a member).
- (ii) The exact authorized number of directors shall be fixed from time to time, within the limits specified in this section or in the articles of incorporation, by the Board of Directors, or by a by-law or amendment thereof duly adopted by the members of this corporation.

Section 3.Selection.

- (i) The directors shall be elected at a regular meeting of the members or by written ballot or in any other manner authorized by law. In any election of directors by members, the candidates receiving the highest number of votes are elected.
- (ii) Elections for directors need not be by ballot unless a member demands election by ballot at the meeting and before the voting begins. Each member eligible to vote shall cast one vote for each office of director to be filled without the right to cumulate votes.
- (iii) All directors of this corporation shall be regular members.
- (iv) The Board of Directors shall authorize a nomination and selection procedure which includes a reasonable means for members to nominate persons for election as directors, a reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for all nominees to solicit votes, and a reasonable opportunity for all members to choose among the nominees. Such procedure may include establishment of a nominating committee, to nominate a slate of candidates.

Section 4.Term.

- (i) The term of each director shall be for three years and shall begin (i) at the close of

the annual meeting at which such director is elected, if elected at the annual meeting or (ii) if elected in any other manner, immediately upon such election. Except when a director is elected to fill the unexpired term of a director who has resigned or been removed, each director is elected to serve until the end of the third annual meeting of members of this corporation after he or she takes office, or until such director's earlier resignation or removal.

- (ii) Each director, including a director elected to fill a vacancy, shall hold office until his or her successor is elected and qualified, except as otherwise provided by law.
- (iii) In the event of a vacancy resulting from the death, resignation or removal of a director, a member may be elected to fill the unexpired portion of said director's term.
- (iv) The nominating committee for the election of officers and directors shall consist of the outgoing directors and any other members appointed by the president, not to exceed a total of three.

Section 5.Regular Meetings.

- (i) The Board of Directors may fix by resolution the time and place, either within or without the State of California, for the holding of regular meetings of the Board of Directors without other notice than such resolution.
- (ii) Notice of any change in the time or place of regular meetings shall be given to all of the directors in the same manner as notice for special meetings of the Board of Directors.

Section 6.Special Meetings.

Special meetings of the Board of Directors for any purpose or purposes may be called by the president or, if the president is absent or refuses to act, by the vice president (if the Board of Directors shall have created such office or offices) or by any two (2) directors.

Section 7.Notice,

- (i) Special meetings of the Board of Directors shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by e-mail and by telephone (including a voice-messaging system designed to record and communicate messages) or telegraph or facsimile transmission, charges prepaid, to each director at his or her address as shown on the records of this corporation or, if it is not shown on the-records and is not readily ascertainable, at the place at which the meetings of the directors are regularly held.
- (ii) If mailed, such notice shall be deemed to be delivered when deposited in the United States or mail of another jurisdiction in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram or facsimile transmission, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company or actually transmitted by the person giving notice by electronic means.

- (iii) Any notice given personally or by telephone (including by voice-messaging system) may be communicated either to the director or to a person at the office of the director whom the person giving the notice has reason to believe will promptly communicate it to the director.
- (iv) Notice of a meeting need not be given to any director who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to himself. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 8.Quorum and Adjournment.

- (i) A majority of the number of directors authorized by these by-laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A majority of the directors present, whether or not a quorum is present, may adjourn the meeting for seventy-two (72) hours or less without further notice.
- (ii) If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the rescheduled meeting to the directors who were not present at the time of the adjournment.

Section 9.Manner of Acting.

- (i) The act of a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless the act of a different number is authorized by law, the articles of incorporation or these by-laws.
- (ii) A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least as many directors as is required to act for the Board of Directors.
- (iii) Members of the Board of Directors may participate in a meeting through use of conference video or telephone or similar communications equipment, so long as all members participating in such meeting can hear one another, Participation in a meeting in such a manner constitutes presence in person at such meeting.

Section 10.Action Without a Meeting of the Board of Directors.

- (i) Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action.

- (ii) Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.
- (iii) Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

Section 11. Removal and Filling Vacancies.

- (i) The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of a court, or convicted of a felony, or, with regard to assets held in charitable trust, has been found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the Law or any successor article thereto.
- (ii) Any vacancy occurring on the Board of Directors, pursuant to this section, shall be filled by approval of the Board of Directors or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with Section 7211 of the Law or (3) a sole remaining director.
- (iii) The members may elect a director at any time to fill any vacancy not filled or permitted to be filled by the directors. A director elected to fill a vacancy shall hold office during the unexpired term of his or her predecessor in office and until his or her successor is elected.

Section 12. Compensation.

Neither directors nor officers may receive compensation for their services, but may receive reimbursement of such expenses as may be determined by resolution of the Board of Directors to be just and reasonable or as may be approved by the members.

Section 13. No Interest in Assets.

During the life of this corporation, no director shall possess any property right in or to the property of this corporation. In the event this corporation owns or holds any property upon its dissolution and winding up, after paying or adequately providing for its debts and obligations, the directors shall dispose of the remaining property in accordance with the provisions of the articles of incorporation.

Section 14. Resignation

Any director may resign by giving written notice to the president, the executive secretary or executive director or the Board of Directors of this corporation. The resignation will be effective upon giving the notice, unless the notice specifies a later time for the effectiveness of such resignation.

ARTICLE VI--Officers

Section 1.Officers.

The officers of this corporation shall be a president, vice president, treasurer and such other officers with such titles and duties as shall be determined by the Board of Directors. Any number of offices may be held by the same person. All officers of the corporation shall be members.

Section 2.Selection and Term of Office.

- (i) The officers of this corporation shall be elected in the same manner, and at the same time, as the other members of the Board of Directors. The term of each officer shall begin (a) at the close of the annual meeting at which such officer is elected, if elected at the annual meeting or (b) if elected in any other manner, immediately upon such election.
- (ii) With the exception of the treasurer, each officer is elected to serve until the end of the first annual meeting of members of this corporation after he or she takes office, or until such officer's earlier resignation or removal. The treasurer is elected to serve until the end of the second annual meeting of the members of the corporation after he or she takes office, or until such officer's earlier resignation or removal.
- (iii) Each officer, including an officer elected to fill a vacancy, shall hold office until his or her successor is elected and qualified, except as otherwise provided by law.

Section 3.Removal.

- (i) Any officer may be removed by the Board of Directors whenever in its judgment the best interests of this corporation would be served thereby, subject to the rights, if any, of an officer under any contract of employment.
- (ii) The removal of an officer shall not effect such person's position as a director, except to the extent so intended by the Board of Directors and provided that the Board of Directors has followed the procedures provided for in and satisfied the requirements of Article V, Section 11.

Section 4.Resignation.

- (i) Any officer may resign at anytime by giving written notice to the president, executive secretary, or Board of Directors of this corporation. The resignation will be effective upon giving the notice, unless the notice specifies a later time for the effectiveness of such resignation.
- (ii) The resignation of an officer is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5.Vacancies.

A vacancy in any office because of death, resignation, removal disqualification or otherwise may be filled by the Board of Directors.

Section 6.President.

- (i) The president shall be the general manager and chief executive officer of this corporation and shall, subject to the control of the Board of Directors, have general supervision direction and control of the business and officers of this corporation.
- (ii) He or she shall preside at all meetings of the members and at all meetings of the Board of Directors.
- (iii) He or she shall have all of the powers and shall perform all of the duties which are ordinarily inherent in the office of the president, and he or she shall have such further powers and shall perform such further duties as may be prescribed for him or her by the Board of Directors.

Section 7.Vice President.

- (i) In the absence or disability or refusal to act of the president, the vice president shall perform all of the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions upon the president.
- (ii) The vice president shall have such other powers and perform such other duties as from time to time may be prescribed for him or her by the Board of Directors or these by-laws.

Section 8.Treasurer.

- (i) The treasurer shall be the chief financial officer of this corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of this corporation.
- (ii) The treasurer shall receive and deposit all moneys and other valuables belonging to this corporation in the name and to the credit of this corporation and shall disburse the same only in such manner as the Board of Directors or the appropriate officers of this corporation may from time to time determine and shall render to the chief executive officer and the Board of Directors, whenever they request it, an account of all his or her transactions as treasurer and of the financial condition of this corporation.
- (iii) He or she shall have all of the powers and shall perform all of the duties incident to the office of treasurer, and he or she shall have such further powers and shall perform such further duties as may be prescribed for him or her by the Board of

Directors.

Section 9.Executive Secretary or Director.

- (i) The Board of Directors may appoint an executive secretary or executive director who shall keep or cause to be kept at the principal executive office of this corporation, or such other place as the Board of Directors may order, a book of minutes of all proceedings of the meetings of the members and the Board of Directors, with the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given, the names of those present at directors' meetings, and the number of members present or represented at meetings of members.
- (ii) The executive secretary or executive director shall keep or cause to be kept at the principal executive office or at such other place as the Board of Directors may order a record of members or a duplicate record of members showing the names of the members and associate members, and their addresses.
- (iii) The executive secretary or executive director or, if he or she is absent or unable or refuses to act, any other officer of this corporation, shall give or cause to be given notice of all the meetings of the members, the Board of Directors and committees of the Board of Directors required by these by-laws or by statute to be given, and he or she shall keep the seal of this corporation, if any, in safe custody.
- (iv) He or she shall have all of the powers and perform all of the duties incident to the office of executive secretary or executive director, and he or she shall have such further powers and shall perform such further duties as may be prescribed for him or her by the Board of Directors.
- (v) The executive secretary or executive director will receive no compensation but will be reimbursed for reasonable expenses connected with his or her work on behalf of the corporation, subject to the prior approval of the Board of Directors.
- (vi) The executive secretary or executive director is accountable to the Board of Directors.

Section 10.Succession.

- (i) In the event of a vacancy for an office the following succession shall be observed. If the vacancy is in the office of the president, the vice president shall succeed to the vacant office; if in the office of vice-president, the treasurer shall succeed to the vacant office.
- (ii) In the event of a vacancy in the office of treasurer or a vacancy in any other office under circumstances where the office from which the successor would otherwise succeed is also vacant, the Board of Directors, by majority vote, may elect a successor from among the members.

ARTICLE VII--Committees

Section 1.Committees of Directors.

- (i) The Board of Directors or the president may create one or more committees, each consisting of two (2) or more directors, to serve at the pleasure of the Board of Directors. Appointments to such committees shall be by a majority vote of the directors then in office.
- (ii) The Board of Directors may appoint one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee.
- (iii) Any such committee, to the extent provided in the resolution of the Board of Directors, shall have all the authority of the Board of Directors, except with respect to:
 - (a) The approval of any action for which the Law also requires approval of the members or approval of a majority of all members of the Board of Directors;
 - (b) The filling of vacancies on the Board of Directors or on any committee which has the authority of the Board of Directors;
 - (c) The amendment or repeal of by-laws or the adoption of new by-laws;
 - (d) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
 - (e) The appointment of committees of the Board of Directors or the members thereof;
 - (f) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
 - (g) With respect to assets held in charitable trust, the approval of any self-dealing transaction as defined by Section 5233 of the Law or any successor section thereto, except as provided by law.

Section 2.Rules.

- (i) Sections 5 to 14 of Article V of these by-laws shall also apply, with necessary changes in point of detail, to committees exercising the authority of the Board of Directors, if any, and to actions by such committees, except that (a) the first sentence of Section 8 of Article V shall not apply and a quorum of the committee shall be a majority of the authorized number of members of the committee and except that (b) special meetings of a committee may be called by any two members of the committee, unless otherwise provided by these by-laws or by the resolution of the Board of Directors designating such committees.
- (ii) For such purpose, references to "the Board" or "the Board of Directors" shall be deemed to refer to each such committee and references to "directors" or "members of the Board" shall be deemed to refer to members of the committee (with the exception of any references to the 'executive director).

Section 3.Other Committees.

- (i) Other committees not having and exercising the authority of the Board of Directors in the

management of this corporation may be designated by a resolution adopted by a majority of the directors. Except as otherwise provided in such resolution, members of each such committee shall be members of this corporation.

- (ii) Each such committee may adopt rules for its own governance not inconsistent with the rules set forth by the Board of Directors in the resolution designating the committee.

ARTICLE VIII--Miscellaneous

Section 1.Contracts.

The Board of Directors may authorize any officer or officers to be agent or agents of this corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of this corporation, and such authority may be general or confined to specific instances.

Section 2.Checks, Drafts, and Associated Instruments.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of this corporation shall be signed by such officer or officers, agent or agents, of this corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and countersigned by the chief executive officer of this corporation.

Section 3.Deposits.

All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4.Donations,

The chief executive officer of this corporation or his or her designee is authorized to accept donations which support the purposes of this corporation as set forth in the articles of incorporation of this corporation whether such donation is for a specific project or projects or is for the general support of this corporation's programs.

ARTICLE IX--Certificates of Membership

Section 1.Certificates of Membership.

- (i) The Board of Directors may provide for the issuance of certificates evidencing membership or associate, retired or honorary membership in this corporation.
- (ii) Any such certificate shall state on the certificate that this corporation is a nonprofit mutual benefit corporation which may not make distributions to its members either during its life or upon dissolution.

- (iii) The name and address of each member and associate, retired or honorary member and the date of issuance of the certificate shall be entered on the records of this corporation.
- (iv) If any certificate shall become lost, stolen, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

Section 2.Issuance of Certificates.

When a member or associate, retired or honorary member has qualified to become a member or associate, retired or honorary member, and has made any payment that may then be required, a certificate of membership or associate, retired or honorary membership shall be issued in his or her name and delivered to him or her by the executive secretary or executive director, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this article.

ARTICLE X--Books and Records

- (i) This corporation shall keep at its principal office in this state, if any, the original or copy of its articles and by-laws as amended to date, which shall be open to inspection by members at all reasonable times during office hours. If this corporation has no office in California, it shall, upon the written request of any member or associate member, furnish to such member or associate member a copy of the articles and by-laws as amended to date.
- (ii) This corporation shall keep adequate and correct books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees of the board and shall also keep a record of the names and addresses of the members entitled to vote. Minutes, other books and records shall be kept either in written form or in any other form capable of being converted into written form.
- (iii) Subject to the provisions of the Law regarding access to members' names, addresses and voting rights, any member or associate, retired or honorary member of this corporation may: (a) inspect and copy the records of members' names and addresses during usual business hours on five (5) days' prior written demand on this corporation, stating the purpose for which the inspection rights are requested, and (b) obtain from the executive secretary or executive director of this corporation, on written demand and on the tender of the executive secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of directors and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member or associate, retired or honorary member by the executive secretary

- or executive director on or before the later of ten (10) days after the demand is received or the date specified in it as the date by which the list is to be compiled.
- (iv) All other books and records of this corporation may be inspected by any member or associate, retired or honorary member, or his or her agent or attorney for any proper purpose at any reasonable time.
 - (v) Any right of inspection includes the right to copy and make extracts and extends to the records of each subsidiary of this corporation, if any.

ARTICLE XI--Annual and Other Reports

Section 1. Annual Statement of Certain Transactions.

- (i) The Board of Directors shall cause to be prepared annually, within one hundred twenty (120) days after the close of this corporation's fiscal year, a statement which briefly describes each of the following transactions, if any:
 - a. Any "covered transaction" during the previous fiscal year involving more than fifty thousand dollars (\$50,000), or which was one of a number of "covered transactions" in which the same "interested person" had a direct or indirect material financial interest, and which transactions in the aggregate involved more than fifty thousand dollars (\$50,000). The description of such "covered transactions" should include the names of the "interested persons" involved in such transactions, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated; and
 - b. Any indemnification or advance aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or director of this corporation pursuant to the Law (presently Section 7237) providing for the indemnification of officers and directors; provided that no such report need be made in the case of indemnification approved by the members. The amount and circumstances of such indemnification should be stated.
- (ii) Within the meaning of this section, a "covered transaction" with an "interested person" means a transaction in which this corporation, its parent or its subsidiary was a party, and in which either of the following persons had a direct or indirect material financial interest; any director or officer of this corporation, or its parent or its subsidiary. A common directorship is not a material financial interest within the meaning of this section. If this corporation issues a report pursuant to Section 2 of this article, the statement required by this section shall be included therein.

Section 2. Financial Information.

- (i) If this corporation receives ten thousand dollars (\$10,000) or more in gross revenues or receipts during the fiscal year, the Board of Directors shall cause to be prepared annually, within one hundred twenty (120) days after the close of this corporation's fiscal year, an annual report containing in appropriate detail the following information:
 - a. A balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year;
 - b. A statement of the place where the names and addresses of the current members may be found; and
 - c. Any information required by Section 1 of this article.
- (ii) The report required by this section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without audit from the books and records of this corporation.
- (iii) This corporation shall notify each member yearly of the member's right to receive the annual report prepared pursuant to this section and send the report to those members who request it.

ARTICLE XII--Limitation of Liability of Volunteer Directors and Volunteer Executive Officers

Except as provided in Section 7233 or 7236 of the Law, there is no monetary liability on the part of, and no cause of action for damages shall arise against, any volunteer director or volunteer executive officer of this corporation based upon any alleged failure to discharge the person's duties as a director or officer if the duties are performed in a manner that meets all of the following criteria;

- (a) The duties are performed in good faith;
- (b) The duties are performed in a manner such director or officer believes to be in the best interests of the corporation; and
- (c) The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

"Volunteer" means the rendering of services without compensation. "Compensation" means remuneration whether by way of salary, fee, or other consideration for services rendered.

However, the payment of per diem, mileage, or other reimbursement expenses to a director or executive officer does not affect that person's status as a volunteer within the meaning of this section.

"Executive officer" means the president, vice president or treasurer of the corporation, or other individual serving in like capacity, who assists in establishing the policy of the corporation.

ARTICLE XIII--Corporate Loans Guarantees and Advances

Except as provided by the Law (presently Section 7235), this corporation shall not make any loan of money or property to or guarantee the obligation of:

- (a) Any director or officer of this corporation or of its parent or any subsidiary; or
- (b) Any person upon the security of memberships of this corporation or its parent, unless said loan guarantee is otherwise adequately secured.

ARTICLE XIV--Amendments to By-Laws

New by-laws may be adopted, or these by-laws may be amended or repealed, by the approval of the Board of Directors (except as provided by the Law) or by the approval of the regular members.

CERTIFICATE OF SECRETARY (original certification)

I, the undersigned, certify that I am the presently elected and acting Secretary of Organization of News Ombudsmen, a California nonprofit mutual benefit corporation, and that the above by-laws- are the by-laws of this corporation as adopted by unanimous written consent of the Board of Directors dated as of March 28 1996

Dated: April 23, 1996

Arthur C. Nauman
Secretary

CERTIFICATE OF SECRETARY (original certification)

I, the undersigned, certify that I am the presently elected Secretary of Organization of News Ombudsmen, a California nonprofit mutual benefit corporation, and that the above by-laws- are the by-laws of this corporation as adopted by unanimous written consent of the Board of Directors dated as of April 25, 2005.

Dated: April 25, 2005

Gina Lubrano
Secretary

CERTIFICATE OF EXECUTIVE DIRECTOR

I, the undersigned, certify that I am the present duly appointed Executive Director of the Organization of News Ombudsmen and Standards Editors, a California nonprofit mutual benefit corporation, and that the above by-laws as amended are the by-laws of this corporation as adopted by a unanimous vote of the members of the corporation on June 17, 2020.

Dated: June 17, 2020



Alan Sunderland Executive Director