

BYLAWS

MICHIGAN INTERSCHOLASTIC PRESS ASSOCIATION

ARTICLE I — OFFICES

- 1.01 Name.* The name of this organization shall be the Michigan Interscholastic Press Association (MIPA).
- 1.02 Principal Office.* The principal office of the Corporation shall be at such place within the state of Michigan as the Board of Directors may determine from time to time.
- 1.03 Other Offices.* The Board of Directors may establish other offices in or outside the state of Michigan.

ARTICLE II — PURPOSES

- 2.01* To encourage respect for freedom of the press for all as expressed in the Constitution of the United States through journalism and related academic disciplines.
- 2.02* To form a framework within which Michigan junior high, middle school and high school journalism teachers and/or media advisers may exchange ideas to further the professional standards of journalism education.
- 2.03* To offer a forum for the interchange of oral, visual and written ideas pertaining to student media and to aid in the publishing of such materials in suitable media.
- 2.04* To serve as a dissemination agent for information concerning new ideas in the field of student media.
- 2.05* To encourage professional growth of advisers and/or teachers through summer course work and attendance at conferences and workshops.
- 2.06* To encourage student journalists to develop a sense of responsibility, ethics and legal obligation not only to the school but to the community, state and nation.
- 2.07* To act as a spokesperson for Michigan junior high, middle school and high school journalism courses and any matters of educational curriculum and/or instruction that will affect the status of academic journalism in Michigan.
- 2.08* To provide speakers and programs on educational and professional journalism topics to be made available to civic organizations and educational groups upon request to further the understanding of journalism.
- 2.09* To prepare recommendations and evaluations for school administrators on matters of journalism instruction and student media.

ARTICLE III — MEMBERSHIP

- 3.01 Active Membership.* Active membership in the Michigan Interscholastic Press Association shall be open to any public, private or parochial junior high, middle school or high school staff under the direction of an adviser

or teacher who is associated with the school's media or journalism program.

- 3.02 Associate Membership.* Associate membership will be open to any persons or organizations interested in but not actively teaching and/or advising in a media or journalism program at the junior high, middle school or high school level.
- 3.03 Lifetime Membership.* Lifetime membership is open to retired journalism or media teachers or advisers.
- 3.04 Honorary Membership.* The title of honorary member may be conferred upon persons who have rendered distinguished service in the field of scholastic journalism, upon recommendation of the Executive Board.
- 3.05 Eligibility for Membership.* Any four members of the Executive Board, acting as a membership committee, may rule on whether a person is eligible for membership.
- 3.06 Annual Meeting.* An annual meeting of the members shall be held each year during the month of April at the spring conference. If the annual meeting is not held at that time, the Board shall cause the meeting to be held as soon thereafter as is convenient. At the annual meeting, members shall elect officers, receive reports on the activities of the organization and conduct any other appropriate business.
- 3.07 Notice of Meeting.* Written notice of the annual meeting shall be given to members, by mail or electronic means, not less than two weeks prior to the meeting.
- 3.08 Voting.* Voting on any action or recommendation may be participated in only by active members who have paid their dues during the time period a vote is being held. Associate members may not propose candidates for offices. Active members who are unable to attend the spring conference may obtain absentee ballots by contacting the Executive Director by March 31. Absentee ballots must be received prior to the spring conference in order to be valid.
- 3.09 Dues.* A category of dues may be established and amounts set by the Executive Board at either a regular or special meeting. Members who have not paid their dues by January 31 annually shall be dropped from the active roster.
- 3.10 Resignation.* Any member may resign by filing a written statement with the Secretary. Such resignation shall not warrant the return or waiver of any dues, assessments or other charges paid or accrued and unpaid.
- 3.11 Transfer of Membership.* Membership may be transferred to an adviser who replaces a resigned adviser.

ARTICLE IV — EXECUTIVE BOARD

- 4.01 General Powers.* The Executive Board shall execute the general policies and programs determined by the Corporation. Between meetings of the Corporation, it shall

be vested with the authority to act in the Corporation's behalf on matters demanding immediate attention. The Executive Board shall meet during the year at such times as the Board deems necessary. Each Executive Board shall maintain a record of procedures attendant to the office, to be kept on file at MIPA headquarters.

All members of the Executive Board, including standing committee chairs, shall serve as voting members. The Executive Director is not a voting member.

4.02 Number. The Executive Board shall consist of the officers, the Corporation director, the immediate past president and chairpersons of standing committees.

4.03 Eligibility. All Board members, including chairs, must be current teachers and/or advisers or retired from a position of teaching or advising. Officers must be current teachers and/or advisers.

4.04 Term of Office. Board members shall serve for the term specified under Article VI.

4.05 Resignation. Any Board member may resign at any time by providing written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in Section 4.07 of the Bylaws.

4.06 Removal. Any Board member may be removed with cause by a vote of the majority of the remaining Board members. Removal may be considered when Board members miss two (2) meetings in a single year.

4.07 Board Vacancies. Vacancies in the Executive Board arising from death, resignation or removal may be filled by the Executive Board of the Corporation for the unexpired term.

4.08 Compensation. Board members will be compensated only as specified in Article VI. Board members may be reimbursed for any costs and expenses associated with corporate business and affairs. No other elected Board members other than those identified in this proposal would receive a salary or be required to make more than the stated commitment.

4.09 Missed Meetings. For each meeting missed while holding one of the compensated positions, Fifty and no/100 (\$50.00) Dollars of the accumulated salary will be forfeited. Valid reasons for missing a meeting will be determined by a majority vote of the MIPA Board. Salaries are intended to act as inducements for people to make long-range commitments to MIPA. Salaries will be paid yearly in May.

4.10 Special Meetings. Special meetings of the Executive Board may be called by the President or any two (2) Board members at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each Board member in any manner, including electronic communication at least two days before the meet-

ing. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board need be specified in the notice for that meeting.

4.11 Waiver of Notice. The attendance of a Board member at an Executive Board meeting shall constitute a waiver of notice of the meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the Board member may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

4.12 Meeting by Telephone or Similar Equipment. A Board member may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear or communicate with each other. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

4.13 Quorum. A majority of the Board members then in office constitutes a quorum for the transaction of any business at any meeting of the Board. Actions voted on by a majority of Board members present at a meeting where a quorum is present shall constitute authorized actions of the Board.

4.14 Consent to Corporate Actions. Any action required or permitted to be taken pursuant to authorization of the Executive Board may be taken without a meeting if, before or after the action, all Board members consent to the action in writing. Written consents shall be filed with the minutes of the Executive Board's proceeding.

ARTICLE V — COMMITTEES

5.01 Committee Formation. The organization shall have the following standing committees: Newspaper, Yearbook, Broadcast/Video and Digital Media. The Board may create other committees as needed, such as Legislative, Junior High/Middle School, Curriculum, Membership, etc. The president appoints all committee chairs and committee members, subject to the approval of the Executive Board.

5.02 General Powers. Committees shall consist of at least one or more Board members and may consist of one or more other members or non-members who are not Board members, including those who are not eligible to act as Board members. The Executive Board may also designate one or more Board members as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the Executive Board shall serve at the pleasure of the Executive Board.

A committee designated by the Executive Board may exercise any powers of the Executive Board in managing the Corporation's business and affairs, to the extent provided by resolution of the Executive Board. However, no committee shall have the power to

- (a) amend the Articles of Incorporation;
- (b) adopt an agreement of merger or consolidation;
- (c) amend the Bylaws of the Corporation;
- (d) fill vacancies on the Executive Board; or
- (e) fix compensation of the Board members for serving on the Executive Board or on a committee.

5.03 Compensation of Committee. Committee members shall act on a volunteer basis and without compensation.

5.04 Term of Office. Committee chairs and members shall be appointed to serve a two (2) year term, beginning and ending with the President's term of office and until his/her successor is appointed, unless sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member.

5.05 Meetings. Committees shall meet as directed by the Executive Board, and their meetings shall be governed by the rules provided in Article IV for meetings of the Executive Board. Minutes shall be recorded at each committee meeting and shall be presented to the Executive Board.

5.06 Consent to Committee Actions. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

5.07 Newspaper Chair. The newspaper chair's duties include monitoring the Spartan newspaper evaluation process to ensure that the evaluation booklet and critique effectively represent contemporary scholastic newspaper journalism; revising and updating the booklet as needed to keep pace with changing standards; working with the Executive Director to respond to concerns from advisers and/or schools regarding evaluations; and sending written responses with rationale as needed. While the newspaper chair may assist with locating potential judges, the Executive Director coordinates the judging process, submits newspapers for critiques and maintains all records.

The newspaper chair will organize the Individual Newspaper Contest. This includes passing out judge request forms at the fall conference, making revisions in the contest rules and forms, coordinating judging days, filing a report on contest results and suggestions for the following year. The chair will present awards or coordinate the presentation of awards at the spring

conference.

5.08 Yearbook Chair. The yearbook chair's duties include monitoring the Spartan yearbook evaluation process to ensure that the evaluation booklet and critique effectively represent contemporary scholastic yearbook journalism; revising and updating the booklet as needed to keep pace with changing standards; working with the Executive Director to respond to concerns from advisers and/or schools regarding evaluations; and sending written responses with rationale as needed. While the yearbook chair may assist with locating potential judges, the Executive Director coordinates the judging process, submits books for critiques and maintains all records.

The yearbook chair will organize the Individual Yearbook Contest. This includes passing out judge request forms at the fall conference, making revisions in the contest rules and forms, coordinating judging days, filing a report on contest results and suggestions for the following year. The chair will present awards or coordinate the presentation of awards at the spring conference.

5.09 Broadcast/Video Chair. The broadcast/video chair must be an individual who is involved with video/audio/image. This chair updates the Board on current technology and teaching techniques for video and helps to secure broadcast speakers for the conferences. This chair is also responsible for the creation, maintenance and running of video contests for MIPA.

The broadcast/video chair's duties include monitoring the Spartan video evaluation process to ensure that the evaluation booklet and critique effectively represent contemporary scholastic video journalism; revising and updating the booklet as needed to keep pace with changing standards; working with the Executive Director to respond to concerns from advisers and/or schools regarding evaluations; and sending written responses with rationale as needed. While the broadcast/video chair may assist with locating potential judges, the Executive Director coordinates the judging process, submits videos for critiques and maintains all records.

The broadcast/video chair will organize the Individual Video Contest. This includes passing out judge request forms at the fall conference, making revisions in the contest rules and forms, coordinating judging days, filing a report on contest results and suggestions for the following year. The chair will present awards or coordinate the presentation of awards at the spring conference.

5.10 Digital Media Chair. The digital media chair's duties include monitoring the Spartan website evaluation process to ensure that the evaluation booklet and critique effectively represent contemporary scholastic digital journalism; revising and updating the booklet as needed to keep pace with changing standards; working with the Executive Director to respond to concerns from advisers and/or schools regarding

evaluations; and sending written responses with rationale as needed. With the digital media chair may assist with locating potential judges, the Executive Director coordinates the judging process, submits digital media for critiques and maintains all records. The digital media chair will organize the Individual New Media Contest and coordinate with other standing committee chairs to encourage work by students across platforms. This includes passing out judge request forms at the fall conference, making revisions in the contest rules and forms, coordinating judging days, filing a report on contest results and suggestions for the following year. The chair will present awards or coordinate the presentation of awards at the spring conference.

ARTICLE VI — OFFICERS

6.01 Number. The officers of the Corporation shall be elected by ballot of active MIPA members at the Annual Spring Conference as provided in Article III. The officers shall be a president, a secretary, and a treasurer, first vice president, second vice president and four trustees. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the president or by the Executive Board to be executed, acknowledged, or verified by two or more officers. An officer, other than the President, may also serve as the chair of a standing committee. Any person holding more than one office on the board shall be entitled to a single vote in matters before the Executive Board.

6.02 Eligibility of Officers. Officerships may be held only by active members who have paid their dues during the current academic year.

6.03 Compensation of Officers. Officers shall be compensated only as specified in this Article. Officers may be reimbursed for any costs and expenses associated with corporate business and affairs.

6.04 Term of Office. Each officer shall hold office for the term specified in this Article, beginning immediately after the Board's May meeting. An officer may resign at any time by providing written notice to the Corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

6.05 Removal. An officer appointed by the Executive Board may be removed with or without cause by vote of a majority of the Board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

6.06 Vacancies. A vacancy in any office for any reason may be appointed by the Executive Board for the unexpired term.

6.07 President. The President shall have general and active management of the affairs of the Corporation and shall see that all orders and resolutions of the Executive

Board are carried out. The President shall preside at meetings of the general membership, the Executive Board and any other meetings that shall be called. He or she shall be a member of all standing committees, shall appoint all chairs, subject to the approval of the Executive Board.

The President will serve one two (2) year term and be paid a minimum of Five Hundred and no/100 (\$500.00) Dollars per year. This position will expire in an even-numbered year.

6.08 First Vice President. The first Vice President shall perform the duties of the President during the latter's absence or at the President's request or in the case of disability. Further, the first Vice President shall have such powers and perform such duties as may be assigned by the Executive Board or the President. The first Vice President shall work with the President and Director in arranging the spring business meeting. In addition, the first Vice President shall be responsible for planning and implementing the adviser's retreat if one is held and will also help the Executive Director plan and carry out both the fall and spring conferences.

The first Vice President will serve a two (2) year term and be paid a minimum of Two Hundred Fifty and no/100 (\$250.00) Dollars a year. This position will expire in an even-numbered year. At that time, the first Vice President will assume the presidency of MIPA.

6.09 Second Vice President. The second Vice President shall assist the President and Vice President as warranted.

6.10 Secretary. The Secretary shall maintain files and records of the Corporation and keep them under supervision and control and will provide minutes to board members prior to each board meeting.

6.11 Treasurer. The Treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the Corporation at such depositories in the Corporation's name that may be designated by the Executive Board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the president or the Executive Board. The treasurer may delegate his or her duties to the Executive Director.

6.12 Trustees. The Trustees (four) shall be responsible for outreach and will work with the second Vice President on helping advisers and schools who request such. Trustees will handle elections, on-site contests at the spring conference and take photos (or arrange to have them taken) of MIPA events, such as the spring conference. Two trustees shall be elected in even-numbered years and two trustees shall be elected in odd-numbered years.

6.13 Past President. The immediate past President will serve a one (1) year term, receive no compensation and act in

an advisory capacity, with the sole obligation being to attend Board meetings.

ARTICLE VII — EXECUTIVE DIRECTOR AND STAFF

7.1 Executive Director. The Executive Director and personnel of the journalism of the sponsoring school shall be responsible for regular publication of STET. MIPA members and others will be solicited for publishable articles. The Executive Director shall serve as publisher of STET, which is to be published on a regular basis as determined by the Executive Board. The Executive Director is in charge of the day-to-day operations of the Corporation.

7.2 The Executive Director shall be a member of the journalism department of the sponsoring four year college or university. The Director shall be hired by the sponsoring college or university with approval by the Executive Board. The Executive Board shall review the performance of the Director and submit a written evaluation to the department chair by June 1 of odd numbered years. The Director shall carry out the business and/or recommendations of the Executive Board AND SHALL ATTEND MEETINGS OF THE BOARD.

7.3 Workshop Director. The workshop director is hired by the Board. The workshop chair is responsible for all areas of the MIPA/MSU Summer Journalism Workshop and works closely with the Executive Director to ensure a quality program. The workshop director provides the Board with a progress report; keeps the Board informed about curricular and staff changes throughout the year; and presents a financial report at a meeting (once all bills have been paid) and a budget for the coming year at a meeting early in the new calendar year.

ARTICLE VIII — CONTRACTS, CHECKS, DEPOSITS AND FUNDS

8.01 Contracts. The Executive Board may authorize any officer or officers of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of an on behalf of the Corporation, and such authority may be general or confined to specific instances.

8.02 Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness shall be issued in the name of the Corporation and in such manner as shall from time to time be determined by resolution of the Executive Board.

8.03 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Executive Board may select.

8.04 Gifts. The Executive Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for

the general purposes or for any special purpose of the Corporation.

ARTICLE IX — ASSUMPTION OF LIABILITY AND INDEMNIFICATION

9.01 Assumption of Liability and Indemnification. The Corporation shall assume the liability of and indemnify a person who was or is a Board member who is a volunteer Board member, or a volunteer officer incurred in the good faith performance of the Board Member's or officer's duties (as defined under the Corporation's Articles of Incorporation). However, the Corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the Corporation as an organization described in IRC 501(c)(3) or the corresponding section of any future federal tax code.

9.02 Determination That Assumption of Liability or Indemnification Is Proper. Any assumption of liability of indemnification under Section 8.01 of this article (unless ordered by a court), or the Articles of Incorporation shall be made by the Corporation only as authorized in the specific case. The Corporation must determine that assumption of liability or indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 8.01. Such determination shall be made in any of the following ways:

- (a) By a majority vote of the Executive Board consisting of Board members who were not parties to such action, suit, or proceeding.
- (b) By independent legal counsel in a written opinion.

9.03 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director or officer of the Corporation. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify against such liability under this article or the laws of the state of Michigan.

ARTICLE X — FISCAL YEAR

The fiscal year of the Corporation shall end on June 30.

ARTICLE XI — AMENDMENTS & BYLAWS

11.01 Vote. These Bylaws may be amended by a majority vote of the active MIPA membership who cast ballots. Bylaws will be made available to all active members.

11.02 Notice. Amendments proposed by the Bylaws shall be

made available to all active members prior to ratification.

ARTICLE XI — DISSOLUTION

In the event that MIPA is dissolved for any reason, all funds belonging to the Corporation will be donated to the Journalism Education Association, or similar organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII — AFFILIATIONS

Affiliations with other state and/or national professional and/or academic journalism organizations shall be encouraged.

Adopted Feb. 8, 2007; Amended Oct. 21, 2013.