

**BY-LAWS OF THE  
STUDENT PRESS LAW CENTER, INC.**

**ARTICLE ONE  
OFFICES**

The principal office of the Corporation shall be located at 1608 Rhode Island Ave., N.W., Suite 211, Washington, D.C., 20036. The Corporation may have such other offices as the Board of Directors may determine from time to time.

**ARTICLE TWO  
BOARD OF DIRECTORS**

Section 1. Powers and Duties. The Board of Directors (the "Board") shall have general power to manage and control the affairs and property of the Corporation and shall have full power, by majority vote, either in meetings or through electronically or hard-copy mailed ballots, to adopt rules and regulations governing the action of the Corporation, and shall have full and complete authority with respect to the distribution and payment of moneys received by the Corporation from time to time; except that the fundamental and basic purposes of the Corporation, as expressed in the Articles of Incorporation, shall not be amended or changed except as provided therein and except further that the Board shall not permit any part of the net earnings or capital to inure to the benefit of any member or other private individual. The Board shall have the authority to set the strategic direction and priorities of the Corporation, to oversee the finances of the Corporation, to provide program and management oversight of the Corporation, and to perform any duty normally performed by a corporate board to the extent not delegated to another body or individual by law or by these By-Laws.

Section 2. Number and Qualifications. The Board shall consist of up to fifteen members. The Board members shall be persons of leadership and prominence in the fields of scholastic and collegiate journalism, publishing, advertising, media, philanthropy, education, and law who have shown interest in and support for the work of the Student Press Law Center and a commitment to the First Amendment rights of youth.

Section 2.1. General Directors and Their Terms. The seats on the board other than that described in Section 2.2 below shall be designated as seats that may be continuously occupied for more than a single term by the same person, as specified further in this Section 2.1. Directors for these seats ("General Directors") shall be elected to staggered, three-year terms by the Board. The three-year terms of General Directors shall commence on January 1. No person shall either (a) serve as a General Director for more than two consecutive, three-year terms or (b) continuously serve as a General Director for longer than 7.5 years through any combination of consecutive terms, whether full or partial. A person who previously served as a General Director and then ceased to be a General Director on account of the foregoing term-limitation shall not be eligible to be elected again as a director until one year has elapsed following such

cessation. Through majority vote, the Board may extend the service of a General Director serving as Board Chair beyond two three-year terms to complete the second year of a term as Chair.

Section 2.2. Youth Director and Term. One seat on the Board shall be reserved for a person (a "Youth Director) who, at the time of election, is enrolled in, or is a recent graduate of, a secondary or postsecondary educational institution. The Youth Director shall be elected by the board to a single, three-year term, with such term commencing upon the later of (a) the first day of the month following such election or (b) if the seat is not vacant at the time of such election, the day after the seat next becomes vacant. A person who has previously served as Youth Director shall not be eligible to be elected again to that same position.

Section 2.3. Elections. Elections of directors shall be conducted as necessary and appropriate at a duly noticed meeting of the Board or by electronically mailed or hard-copy ballot sent to each Board member. The persons elected and their terms of office shall be recorded in the Board minutes. The board may empower the Chair to appoint up to three persons to serve with the board as non-voting members. The Chair at his or her discretion may designate an executive session at which only voting members shall participate. The Executive Director shall sit as a non-voting ex officio member of the Board except during such times as the Board elects to meet in executive session.

Section 3. Regular Board Meetings. The Board of the Student Press Law Center, Inc., shall hold at least two regular meetings at a location to be determined by the Executive Committee or by electronic means. Board meetings shall be at regular intervals throughout the year. One of the meetings shall be considered the annual meeting of the Corporation.

Section 4. Special Meetings. Special meetings of the Board may be called by or at the request of any Board member and shall be held at the principal office of the Corporation or at such other places or by electronic means as the Board shall designate.

Section 5. Notice. Notice of the times and places for the annual meetings or any special meetings shall be given at least seven calendar days in advance of each meeting by written notice delivered personally or sent by electronic mail or express mail to each Board member at his/her address. Any Board member may waive notice of any meeting. Attendance at a meeting constitutes constructive notice. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of the meeting.

Section 6. Quorum. A quorum is a majority of the voting members of the Board, but members present at any meeting may discuss business and make recommendations for action by the Board whether or not a quorum exists, so long as no vote is taken.

Section 7. Board Decisions. The act of a majority of a quorum shall be the act of the

Board unless the act of a greater number is required by law or by these By-Laws or the Articles of Incorporation.

Section 8. Organization. The Chair of the Corporation shall preside at all meetings of the Board. In the absence of the Chair, the Vice Chair shall preside. In the absence of both the Chair and the Vice Chair, the Board shall elect a temporary officer to preside. The Recording Secretary shall record minutes at all meetings of the Board, but in the absence of the secretary, the presiding officer may appoint any person to act as Secretary at the meeting.

Section 9. Vacancies. Any vacancy occurring in the Board shall be filled by Board election. A Board member elected to fill a vacancy shall serve for the unexpired term of his/her predecessor.

Section 10. Compensation. Board members shall not receive compensation for their services, but by Board resolution, a fixed sum and expenses of attendance may be paid to Board members for attendance at regular or special Board meetings or at such other events designated by the Chair at which board representation is desired.

Section 11. Members. The Board members are authorized to serve as members of the corporation in all instances where law, these by-laws or the articles of incorporation require acts by members.

Section 12. Conflicts. Board members are bound by the conflicts policy set forth in the Corporation's Board Manual. Each newly elected Board member shall make an initial written certification of awareness of and compliance with the policy upon joining the Board, shall certify compliance annually thereafter, and shall be under a continuing duty to bring to the attention of the Corporation any actual or potential conflict involving the member.

### ARTICLE THREE OFFICERS

Section 1. Officers. The officers of the Corporation shall be a Chair, a Vice Chair, a Recording Secretary, and a Treasurer. The Executive Director shall serve as Corporate Secretary, with no further action necessary for this appointment, unless the Chair determines with advice of the board that it is desirable to name another corporate secretary. The Chair may, from time to time, elect or appoint one or more Assistant Treasurers.

Section 2. Election and Term of Office. All officers shall be elected to two-year terms by the Board not later than 30 days prior to January 1. Each officer shall assume his/her duties on January 1 following election and shall hold office until his/her successor has been duly elected. No person shall serve as Chair, Vice Chair or Treasurer who has not, on the date of his election, completed one year of service on the Board except by unanimous consent of the Board.

Section 3. Removal. Any elected or appointed officer of the Corporation may be removed by a majority vote of the Board whenever, in its judgment, the best interests of the Corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or other reason may be filled by the Board for the unexpired portion of the term.

Section 5. Powers and Duties. The several officers shall have such powers and perform such duties as may from time to time be specified by the Board. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this Corporation.

Section 6. The Corporate Secretary shall serve as registered agent for the Corporation or, in the event that he or she is not qualified for any reason to do so, shall arrange for appointment of a registered agent with the consent of the Chair.

#### ARTICLE FOUR COMMITTEES

Section 1. The Executive Committee. The Chair, the Vice Chair, the Treasurer and the chairs of the standing committees of the Board shall constitute the Executive Committee. The Secretary shall sit with the Executive Committee as a non-voting ex officio member except that the Chair may at his or her discretion declare an executive session at which only voting members will participate. The Chair shall chair the Executive Committee, which shall oversee the day-to-day management of the Corporation, appoint members of committees to the extent not set forth in these By-Laws, have the right to approve non-budgeted expenditures in excess of Ten Thousand Dollars (\$10,000.00), set the agenda for the Board, and act fully for the Board, when the Board is not convened, on all matters normally requiring a majority vote of a quorum of the Board except for amendments to the By-Laws or Articles of Incorporation. Such decisions must be reported to the full board at the next regular meeting. All decisions involving expenditures or budget adjustments must be ratified by the full Board, or, if not ratified must be adjusted in a manner decided by the majority of the Board. The Executive Committee shall also have responsibility for oversight and evaluation of the Executive Director, and for recommending to the Board appropriate compensation for the Executive Director.

Section 2. The Finance Committee. The Treasurer shall chair the Finance Committee, which shall have primary responsibility for developing and monitoring an annual budget and for stewardship of the Corporation's assets with the assistance of the Executive Director for the Corporation. The Treasurer and Finance Committee shall also identify and recommend to the board an auditor or auditing firm no later than 30 days following the close of a fiscal year, and shall recommend the level of financial and management

review desired for the year. The auditor's report shall be provided directly to the Treasurer and distributed within 30 days of receipt to the full Board.

Section 3. The Governance Committee. The Governance Committee shall have primary responsibility for making nominations for Board membership and for Officers, for reviewing and making appropriate recommendations on changes to these By-Laws, and for execution, development and periodic revision of board policies.

Section 4. The Program Committee. The Program Committee shall have primary responsibility for assisting the staff in identifying, focusing, developing, evaluating and maintaining the visibility, outreach, communications, and educational programs of the Corporation and for forging partnerships with other corporations and organizations.

Section 5. Development Committee. The Development Committee shall have primary responsibility for identifying, developing, targeting and maintaining revenue opportunities such as grants, donations and financial partnerships.

Section 6. Advisory Council and Other Committees. The Board may create at its discretion an Advisory Council and/or ad hoc or standing committees composed of Board members or non-Board members to advise the organization on program formulation and outreach, to foster an information exchange among affiliate organizations, to help identify prospective Board members, or for any other purposes that support the work of the Student Press Law Center, Inc. Membership criteria for the Advisory Council or other committees shall be determined by the Chair and Executive Committee or with the consent of the Board.

## ARTICLE FIVE CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board may authorize any officer, officers, agent, or agents of the Corporation, in addition to 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 the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by the authorized officer, officers, agent, or agents of the Corporation in such manner as shall from time to time be determined by resolution of the Board except that no individual shall be authorized to sign any such instrument in excess of Ten Thousand Dollars (\$10,000) except with the counter signature of an authorized officer. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chair or Vice Chair of the Corporation.

Section 3. 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 Board may select.

Section 4. Gifts. In accordance with its gifts policy, the Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise that is not otherwise prohibited by law or by these by-laws or the charter of the corporation for any purpose of the Corporation.

Section 5. Investments. The Corporation's assets shall be invested in accordance with its approved investments policy and monitored by the Finance Committee. The Board shall review the investments policy annually.

#### ARTICLE SIX BOOKS AND RECORDS

There shall be kept at the office of the Corporation and/or by off-site electronic storage correct books of account of the activities and transactions of the Corporation, including a minutes book, which shall contain a copy of the Articles of Incorporation, a copy of these By-Laws, and all minutes of the Board.

#### ARTICLE SEVEN FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board.

#### ARTICLE EIGHT INDEMNIFICATION

The Corporation shall, to the fullest extent now or hereafter permitted by law, carry directors and officers liability insurance and otherwise indemnify any person, or his or her estate, made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she is or was an employee, Board member, officer or other agent of the Corporation, or of any other organization served by him in any capacity at the request of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees.

#### ARTICLE NINE AMENDMENTS

These By-Laws may be amended by the affirmative vote of a two-thirds majority of the Board at any of its meetings if notice of the proposed changes is sent with notice of the meeting, in accordance with Article Two, Section 5 of these By-Laws.

#### ARTICLE TEN GOVERNING LAW

The Corporation has been organized in the District of Columbia, and its operations shall be governed by the laws of the District of Columbia.

As amended,  
February 12, 2005

**As amended,  
January 2008**

**As amended  
October 2009**

**As amended  
October 2010**

**As amended  
June 2012**

**As amended  
July 2016**

**As amended  
August 2020**