



Bylaws

OF THE

Fourth Estate

"It is our mission to contribute to a healthy society by fostering, supporting and incubating a sustainable and vibrant free press"



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Headquarters and Staff

- A. *Headquarters.* The Fourth Estate Public Benefit Corporation shall maintain any Headquarters or other offices and addresses as approved by the Board of Directors.
- B. *Executive Director.* The Board of Directors may employ an Executive Director whose title, terms, and conditions of employment shall be specified by the Board of Directors.

The Executive Director shall manage and direct all staff activities of the Fourth Estate as prescribed by the Board of Directors. The Executive Director shall employ and may terminate the employment of members of the necessary support staff and may fix such employees' compensation within the approved budget and guidelines set by the Board of Directors.

The Executive Director shall define the duties of the staff, establish their titles, and supervise their performance, and delegate responsibilities of management as appropriate.

The Executive Director shall be responsible for day-to-day maintenance of the books, records, reports and roster of the Fourth Estate.

Capital Stock

- A. *Classes and Authorized Amounts.* The capital stock of the Fourth Estate shall consist of Common stock and Preferred stock in such series and at par values determined by the Board of Directors.

The Board of Directors shall determine whether shares of the Fourth Estate shall be un-certificated or certificated.

- 1. *Common Stock.* The common stock of the Fourth Estate may be purchased, owned, or held only by Members of the Fourth Estate in accordance with Constitution, Bylaws and/or other conditions prescribed by it, and have been approved by the Board of Directors.
 - a. Each Member shall hold only one (1) share of common stock and each eligible holder of common stock shall be entitled to only one (1) vote in any meeting of the Members of the Fourth Estate or upon any ballot or matter submitted to vote at a meeting of the Members or otherwise provided by the Constitution and Bylaws.
 - b. In the event the board of Directors of the Fourth Estate shall find, following a hearing, that any of the common stock of the Fourth Estate has come into the hands of any person who is not eligible for membership, or that the holder thereof



has ceased to be an eligible Member, such holder shall have no rights or privileges on account of such stock, or vote or voice in the management or affairs of the Fourth Estate other than the right to participate in accordance with law in case of dissolution, The Fourth Estate shall repurchase such stock for par value.

If such holder fails to deliver any certificate evidencing the stock, the Fourth Estate may cancel such certificate on its books and records, and the certificate is thereby null and void.

- c. The common stock of the Fourth Estate may be transferred only with the consent of the Board of Directors of the Fourth Estate and on the books of the Fourth Estate, and then only to persons eligible to hold it.
 - d. No purported assignment or transfer of common stock shall pass to any person not eligible to hold it, nor the rights or privileges on account of such stock, nor a vote or voice in the management of the affairs of the Fourth Estate.
 - e. The Fourth Estate shall have a lien on all of its issued common stock for all indebtedness of the holders thereof to the Fourth Estate.
 - f. No dividends shall be paid on the common stock.
2. *Preferred Stock.* The preferred stock of the Fourth Estate may be issued to any person, association, partnership, or corporation.
- a. Preferred stock shall carry no voting rights.
 - b. Preferred stock may be transferred only on the books of the Fourth Estate. It may be redeemed in whole or in part on a pro rata basis at par, plus any dividends declared and unpaid, at any time on thirty (30) days' written notice by the Fourth Estate, provided said stock is redeemed in the same order as originally issued by years. If the owner fails to deliver any certificate evidencing such stock, the Fourth Estate may cancel the stock on its books.
 - c. The Fourth Estate shall have a lien on all of its issued preferred stock for all indebtedness of the holders thereof to the Fourth Estate. Upon dissolution or distribution of the assets of the Fourth Estate, the holders of all preferred stock shall be entitled to receive the par value of their stock, plus any dividend declared and unpaid, before any distribution is made on the common stock.
- B. *Dividends.* The Board of Directors may from time to time authorize, and the Fourth Estate may grant, distributions and share dividends to its stockholders under the law and subject to the provisions of its Certificate of Incorporation.
1. All dividends or distributions of the Fourth Estate may be paid in certificates of preferred stock or credits on preferred stock or ad interim certificates representing fractional parts thereof, subject to conversion into full shares.



2. Before payment of any dividends, there may be set aside out of any funds of the Fourth Estate available for dividends such sum or sums as the Board of Directors may from time to time, in its absolute discretion, think proper as a reserve fund for contingencies, for equalizing dividends, for repairing or maintaining any property of the Fourth Estate or for such other purpose as the Board of Directors shall determine to be in the best interest of the Corporation, and the Board of Directors may modify or abolish any such reserve in the manner in which it was created.

Membership

- C. *Classes.* Pursuant to Article IV of the Constitution of the Fourth Estate, there are two classes of membership.

The Equity Class consists of all members who have purchased a Membership Share of Common Stock and who are in good standing. The Associate Class consists of all other members and

1. Members of the Fourth Estate shall enjoy the following rights:
 - a. be eligible to participate in annual and special membership meetings.
 - b. be eligible vote in elections or on ballots.
 - c. be eligible to serve on the Board of Directors or World Council.
 - d. be eligible to received dividends.
 - e. be eligible to receive discounts on products, services or event registrations.
 2. Members are expected to participate in the activities of the Fourth, including, but not limited to the following:
 - a. Contribute to the Fourth Estate’s capital by purchasing membership shares and/or paying membership dues.
 - b. Know and understand the Constitution, Bylaws, and policies of the Fourth Estate.
 - c. Participate in any educational activities recommended by the Board of Directors, World Council or any committees.
 - d. Keep current on the activities and actions of the Fourth Estate, attend annual and special Member meetings, vote in elections, and respond to surveys.
 - e. Participate in the work of the Fourth Estate via committee.
 - f. Share experience and provide Member-to-Member education as requested.
 - g. Promote the Fourth Estate, its objectives, and core principles and encourage others to become members.
- B. *Applications.* Application to become a Member or an associate of the Fourth Estate shall be by a form or method approved by the Board of Directors, or their designee.
 1. For members, the application shall be accompanied by one year’s dues, any authorized administrative fees, and the purchase of the required Member share.



2. For associates, the application shall be accompanied by one year's dues and any authorized administrative fees.
- C. *Approval.* The Fourth Estate's Executive Director shall process applications for review and approval. The Executive Director may refer any application for review and approval to the Membership Committee.
- D. *Secondary Division, Section, Chapter Memberships.* Although each Member may be assigned to a primary *division, section or chapter* based upon geographic location or other affinity, such assignment does not preclude association with, attendance or inclusion in the events or activities of any other *division, section or chapter* (subject to any applicable dues, fees, or other prerequisites imposed by such other entities(s)).

Expulsion

- A. *For Cause.* As provided in Article IV, Section 7, of the Constitution of the Fourth Estate, the Board of Directors may expel any Member of the Fourth Estate for good cause. "Good cause" includes, but is not limited to: failure to meet or adhere to the standards, policies, procedures or any code of conduct of the Fourth Estate or its Divisions, Sections, or Committees, knowingly engaging in conduct that is in violation of the Constitution of the Fourth Estate, these Bylaws, and/or any resolutions.
- B. *Charge and Response.* A charge for expulsion may be brought by any active Member of the Fourth Estate. The charge shall be in writing and signed by the charging party, and shall describe in detail the act or acts in question and why such act or acts justify expulsion from the Fourth Estate. The charge shall be filed with the Fourth Estate and shall be referred immediately to the Board of Directors. The Fourth Estate shall give actual notice to the respondent of the charge and of the right to respond to the charge in writing and in person before the Board of Directors. If a Member of the Board of Directors brought the charge against the respondent or is the respondent, that person shall not participate in the Board of Directors' consideration or in its vote.
- C. *Board of Directors Action.* At the next meeting of the Board of Directors that allows at least ten days' notice to the respondent, the Board shall consider the charge for expulsion. The Board initially shall consider whether the charge sets forth factual assertions that would constitute reasonable grounds for expulsion, and shall determine by a majority vote whether to dismiss the charge or to pursue the charge as provided in this Bylaw. If the Board of Directors pursues the charge, it shall consider the respondent's written response, if any. If the respondent has requested an appearance before the Board, the Board shall grant the respondent a reasonable opportunity to be heard. After fully considering the charge and any response, the Board shall determine by a majority vote whether to expel the respondent or to dismiss the charge. The Fourth Estate immediately shall notify the respondent of the Board's action and of the respondent's right to appeal any decision to expel.



- D. *Appeal.* If the Board of Directors expels the respondent from the Fourth Estate, the respondent may appeal that decision to the Fourth Estate within 60 days from notice thereof by the Fourth Estate.

To appeal, the respondent shall send the Fourth Estate at the Fourth Estate Headquarters a letter so indicating and may send a written statement for consideration by the Fourth Estate and a notice of intent to appear before the Fourth Estate.

The appeal will be considered by the World Council at the next regular meeting or at a special meeting called for that purpose. The Fourth Estate shall give actual notice to the respondent of the time and place of that meeting.

The decision of the Board of Directors shall be affirmed unless overruled by a majority of those members of the World Council present and eligible to vote.

Dues

- A. *Payment of Dues.* Annual dues paid by Members, Associates, Divisions, Sections and Chapters shall be used to pay the general and ordinary expenses of the Fourth Estate.
- B. *Member Dues Adjustments and Payment.* The Board of Directors may set and/or adjust the amount of annual dues upward or downward. Dues payments shall be collected and recorded by the Fourth Estate at the Headquarters; Chapter rebates portion of dues, if any, will be transmitted to the respective Chapters.
- C. *Member Dues Anniversary.* Members, associates, Divisions, Sections and Chapters shall pay a full year's dues upon admission and shall be billed annually thereafter within a month of the anniversary month of admission
- D. *Waiver of Member Dues.* A Member or associate may request, by a written request to the Headquarters a waiver of dues for compassionate or exceptional reasons for a period not to exceed one year. The Executive Director will forward the request to the Board of Directors, or their designee, for decisions. If the Board of Directors approves the request, the Board of Directors will notify the Executive Director, who will notify the Treasurer, the requesting Member or associate, and that Member's or associate's Chapter President of this decision. The Member's or associate's Chapter will receive no rebate with respect to dues that have been waived.
- E. *Amount of Dues.* The amount of Annual dues for Members, Associates, Divisions, Sections, and Chapters shall be established by the Board of Directors.
- F. *Supplementary Dues.* Supplementary dues for members of Divisions, Sections, and Chapters shall be established by Board of Directors for each Division, Section or Chapter and subject to final approval by the Board of Directors of the Fourth Estate



G. *Dues Waivers and Reductions.* The Board of Directors may authorize reduced dues or dues waivers for special categories of members in accordance with policies and procedures established by the Board of Directors.

H. Non Payment of Dues

1. *Delinquent.* If annual dues of a Member, Associate or Chapter have not been received by the Fourth Estate Headquarters within 7 days after dues have expired for the prior year, the Fourth Estate shall notify the Member or entity that the dues are in arrears and that the Member or associate will be suspended from the Fourth Estate unless the dues are received within 30 days. The Fourth Estate also shall notify each Chapter with which the Member or associate is affiliated and/or the Division in which such Member or associate is a Member of the delinquency. Delinquent Members may be charged late payment fees and/or penalties as determined by the Board of Directors.
2. *Not in Good Standing.* A Member, Associate or Chapter whose annual dues have not been received at the Fourth Estate Headquarters within 30 days after dues have expired for the prior year shall be regarded as not in good standing and shall be suspended from the Fourth Estate. A person or entity who has been suspended from membership for nonpayment of annual dues may be reinstated at any time by payment of the current annual dues and a reinstatement fee as established by the Board of Directors and World Council. Delinquent Members may be charged a reinstatement fee and/or penalties as determined by the Board of Directors.

Finances

The Fourth Estate is a Public Benefit Corporation and shall operate in a cooperative-like manner.

- A. *Fiscal Year.* The Board of Directors shall have the power, from time to time, to fix the fiscal year of the Corporation by a duly adopted resolution.
- B. *Equity records.* The records of the Fourth Estate will be kept in such a manner that the patronage refunds and any retained capital equity (allocated or unallocated) of each Member of the Fourth Estate may be determined at any time. Within 8.5 months after the close of the tax year, each Member will receive a “written notice of allocation” which reports each Member’s patronage refund and capital retained for the year.
- C. *No Member debt liability.* Members are not personally liable for debts of the Fourth Estate.
- D. *Equity redemption for terminating members.* When a Member terminates membership, the equity held within the Fourth Estate will be refunded, upon written request to the Board of Directors, in accordance with board policy on equity redemption.



- E. *Equity retirement for deceased members.* Upon the death or dissolution of a Member, that Member's heirs or legal representative may request, in writing, the retirement of the deceased Member's capital account. The capital account will be redeemed in accordance with Board of Directors policy.
- F. *Events of Forfeiture of Refund.* If the Fourth Estate distributes a patronage refund to a Patron who:
 - a. does not consent to include the patronage refund in income as provided in the Consent Bylaw; or
 - b. is unable to receive distribution; or
 - c. cannot be located for redemption of such patronage refunds,

then such patronage refunds shall forfeit to the Fourth Estate and be added to the Capital Reserve.

Patronage refunds of less than Ten Dollars (\$25) shall be treated as nondistributable Net Margins and added to the Capital Reserve.

Election Schedule, Procedure, and Requirements

- A. *Nominations by Nominations and Elections Committee and Notice of Election.* By February 1st of each year, any Member who desires to be considered by the Nominations and Elections Committee (Committee) for any elective office shall submit a completed Application for Office (Application) to the Committee. The Committee may also seek out or consider other qualified members of the Fourth Estate for possible nomination. By February 28 of each year, the Committee shall nominate one or more eligible members in good standing for each of the elective offices becoming vacant for the coming term. By April 1, the Committee shall cause to be transmitted to each Member in good standing notice of the upcoming annual election and of the offices to be filled therein; of the Committee's nominations for those offices; and the manner and time by which nominations of candidates may be made by petition as provided in Article V, Section 3.b., of the Constitution and this Bylaw.
- B. *Qualifications and Elections of Officers and Directors*
 - 1. *Qualifications of Officers.* Unless otherwise dictated by the Constitution or these Bylaws, To be eligible for election as an Officer, a person must be a Member of the Fourth Estate in good standing and have served as a voting Member of the Fourth Estate's Board of Directors for at least three (3) years.
 - 2. *Qualifications and Election of Directors.* Members of the Board of Directors shall be elected by members of the Fourth Estate as follows:
 - a. Three (3) Board positions shall be filled by the current Chairman, President and Treasurer, elected for four-year terms by the Members or as otherwise provided in Article V, Section 1a of the Constitution.



- b. One (1) Board position shall be filled by delegates from each active Division, elected for staggered three-year terms.
- C. *Nominations Close.* Nominating petitions shall be delivered to the Committee at Fourth Estate Headquarters by April 25. Any petitions received thereafter shall be returned to the would-be candidate, indicating that the petition was tardy and the date it was delivered to the Committee. Nominating petitions must include a completed Application.
- D. *Notice of Election, Ballots and Voting.* No later than June 15, the Committee shall cause a Notice of Election to be sent to each Member of the Fourth Estate in good standing. The notice shall list the names of all nominated candidates and candidates by petition in alphabetical order under each elective office. The notice also shall contain such instructions as necessary for members to cast their votes as prescribed by policy adopted by the Board of Directors. A suspended Member who is restored to good standing after the transmittal of the notice and who, prior to the election's close, delivers to the Committee evidence of good standing, shall thereupon be entitled to vote. The Fourth Estate shall send the Notice of Election electronically to members. The ballot shall contain the names of all nominated candidates and candidates by petition for each elective office as well as space for a write-in candidate for each elective office. The Fourth Estate shall conduct an election in a manner in which the Executive Director and Committee, subject to the approval of the Chairman, deem to be the most efficient and cost effective. Completed ballots shall be received by the Chair of the Committee or by such person as designed by the Chair no later than June 30. The Committee shall review and certify the tabulated votes and report as elected the candidate for each office who has received a plurality of the votes cast for that office by July 1. In the event that there is no nominated candidate or candidate by petition for an elective office, a write-in candidate with a plurality of votes cast shall be certified as the elected candidate if he or she meets all of the following requirements: is a Member of the Fourth Estate in good standing; meets all eligibility qualifications as prescribed in the Constitution, these Bylaws, and policies of the Fourth Estate; and receives not less than 50 write-in votes

If no candidate for a office receives a plurality of the votes counted:

- A. in the case of a tie between two (2) candidates, the election shall be resolved by a coin flip in the presence of the tied candidates or their designees by the Chairman or the Chairman's designee, which shall resolve the tie. The tosser of the coin shall be designated by the winner of the best of. The candidate whose last name occurs last alphabetically shall call the coin toss;
- B. in the case of a tie among more than two candidates; the election shall be resolved by drawing straws by the tied candidates or their designees from the hand of the President or the President's designee. The President or the President's designee shall prepare the straws and the candidate or designee drawing the longest straw shall win the election.



- C. *Voting Procedure.* Procedures shall be adopted by the Board of Directors to regulate the handling of voting, including the form of notices and ballots, and to prevent abuses of the voting privilege..
- D. *Authority of Nominations and Elections Committee.* The Committee is responsible for monitoring the overall conduct of the annual election and for ensuring compliance with this Bylaw.
- E. *Time.* In the event that any deadline herein specified is a Saturday, Sunday, or legal federal holiday, the next succeeding business day shall substitute for that specific deadline.

Meetings of the Board of Directors / World Council

- A. *Time of Meetings and Procedures.* Meetings of the Board of Directors and the World Council as required by the Constitution of the Fourth Estate shall be held at such time and place as the Board of Directors may direct. No proxies may be voted at meetings of the Board of Directors or the World Council. Meetings of the Board of Directors or the World Council shall be governed by the Constitution of the Fourth Estate, these Bylaws and such rules as the Board of Directors and World Council may adopt.
- B. *Notice of Meetings and Agenda.* Notice of meetings shall comply with the requirements of the Constitution and/or the these bylaws. Notice of regular Board meetings shall be in writing and delivered at least 10 days before the meeting. Notices of special meetings shall state that it is a special meeting being called and may be given in writing at least 48 hours prior to the meeting time. Failure of receipt of notice to any Member shall not invalidate the meeting.
- C. *Electronic Meetings.* Upon the decision of the Chairman and by sufficient notice, the Boards, Councils, and Committees of the Fourth Estate may convene via telephone, video-conference or other electronic means.
- D. In lieu of meeting, the Boards, Councils, and Committees of the Fourth Estate may act by unanimous consent as documented in a record authenticated by all members of the Board, or Committee.
- E. *Challenge to Board Action.* Any motion to alter, amend, or reverse a decision of the Board of Directors pursuant to Article VII Section 3 of the Constitution shall be presented at least forty-five (45) days prior to the World Council or Member meeting.

Divisions

There may exist the following Member Divisions, and such other Member Divisions that the Board of Directors may authorize, each of which may enact bylaws, subject to the approval of the Board of Directors, which will provide for the Division's general objectives, organization—including a chairperson and other internal leadership progression—and operation.



- A. *Journalist Member Division.* There may be a Journalist Division of the Fourth Estate. Members of the Fourth Estate who are, including, but not limited to: reporters, editors, writers, publishers; editorial, news cartoonists or artists; photojournalists or videographers; producers, presidents or general managers; librarians, or other editorial employees of a news organization that exists primarily for the dissemination of the news or have been employees of any publicly recognized news organization are eligible to be members.
- B. *Educator Member Division.* There may be a Educator Division of the Fourth Estate. Members of the Fourth Estate who are, including, but not limited to: teachers, professors, deans, advisors, teaching assistants, or other academic employees of an accredited educational institution, and involved in the training, instruction and advising on news and/or journalism for your institution are eligible to be members.
- C. *Student Division.* There may be a Student Division of the Fourth Estate. All Student Associate members shall belong to the division. Associates of the Fourth Estate who are, including, but not limited to: full or part time students currently enrolled in an accredited educational institution, are eligible to be members. Student Associate members are not eligible or authorized to vote, any elective office in the Fourth Estate held by a Student Division Associate shall be ex-officio.
- D. *Citizen Member Division.* There may be a Citizen Division of the Fourth Estate. All members of the Fourth Estate who do not meet eligibility for any other Division membership shall be assigned to the Citizen Division as members.
- E. *News Organization Member Division.* There shall be an News Organization Member Division of the Fourth Estate. Membership is limited to: print and/or digital news organizations that are primarily supported by advertising, paid subscriptions, or funded by a non-profit organization and operate with editorial independence from any political, government, commercial or special interest and produce work primarily to disseminate news.
- F. *Academic Institution Member Division.* There shall be an Academic Institution Member Division of the Fourth Estate. Accredited educational institutions, that are engaged in the training, instruction and advising of news and/or journalism are eligible to be Academic Institution Members.
- G. *Corporate Member Division.* There shall be a Corporate Member Division of the Fourth Estate open to any business, corporate or non-profit entity. All active Corporate members shall be members of the division.
- H. *Association Member Division.* There shall be a Association Member Division of the Fourth Estate comprised of members who are Associations, Societies and/or other types of membership organizations.

Chapters



Whenever there are ten (10) qualified members of the Fourth Estate in good standing, who reside, or are employed by an institution in the same geographical area—upon application to and with the consent of the Board of Directors—organize a Chapter of the Fourth Estate for such purposes, upon such conditions, and embracing such geographical area or institution as the Board of Directors shall prescribe.

- A. *Relationship Between Chapters and the Fourth Estate.* Each Chapter shall enact and maintain bylaws providing for the Chapter’s general objectives, organization—including the Chapter’s leadership structure and frequency of meetings—and operation. Chapter bylaws may not be inconsistent with this Constitution and the Bylaws of the Fourth Estate. A copy of the current Chapter bylaws shall be filed with the Fourth Estate.
- B. *Chapter affiliation.* Chapter affiliation is limited to members and associates of the Fourth Estate. A Chapter may not refuse affiliation to any Member or associate of the Fourth Estate in good standing who resides, or is employed within the geographic area of the Chapter and who tenders any applicable Chapter dues.
- C. *Modification and Revocation of Chapter Charters* The Board of Directors shall have authority to revoke the charter of any Chapter for cause in the same manner and subject to the same due-process limitations as described in Article IV, Section 6, for the expulsion of a Member. Any Chapter whose charter is so revoked shall have the same right of appeal from that decision to the Fourth Estate as described in that Section for an expelled Member.
- D. *Assets of Inactive Chapters.* Upon determination by the Board of Directors that a Chapter has failed to maintain an active membership or status of at least ten (10) members for a period of one year, that it has withdrawn itself from the Fourth Estate, or that it has had its charter revoked, the Chairman shall direct the Treasurer to take charge of all assets and property of the Chapter and to hold them in trust for one year for the benefit of any Chapter that may organize or reorganize in that geographic area. If, at the end of one year, the Chapter is not reactivated and no new Chapter is organized, title to all such assets of the Chapter shall vest in the Fourth Estate.

Committees

- A. *Standing Committees.* Under Article VI, Section 5, of the Constitution, the following Standing Committees, Council, and Boards are established:
 - 1. *Membership Committee.* The Membership Committee shall consist of no fewer than three Members who shall be appointed by the Board of Directors to represent the diverse memberships of the Fourth Estate. The Membership Committee shall have responsibility for the oversight of Member and associate recruitment and retention activities for the Fourth Estate.
 - 2. *Finance Budget Committee.* The Finance Committee shall consist of the Treasurer and not fewer than three Members of the Fourth Estate, who shall be appointed by the Board of Directors for terms of not less than three years. The Treasurer shall serve as Chair. It shall be the duty of the Finance Committee to present an annual budget, to



review the annual financial statements of the Fourth Estate, and to nominate the professional auditors who shall be elected annually by the Board of Directors.

3. *Events and Conventions Committee.* The Events and Conventions Committee Affairs shall consist of not fewer than three Members of the Fourth Estate. The President shall serve as chair.. It shall be the responsibility of this Committee to recommend policies and procedures to be followed in planning events and conventions, to coordinate the programs of Divisions and other organized groups within the Fourth Estate, and to arrange for programs of general interest at the time of various Fourth Estate events..
4. *Ethics Committee.* The Ethics Committee shall consist of not fewer than three persons who shall be appointed by the Board of Directors for terms of not less than three years. Members of the Ethics Committee shall be selected to represent a range of interests characteristic of journalism. The Ethics Committee shall have the power to receive, initiate, and investigate complaints of unethical conduct of Members, Associates, and Affiliates; to report on types of cases investigated with specific description of difficult or recalcitrant cases; to dismiss or recommend action on ethical cases investigated; to resolve cases by agreement where appropriate; to formulate rules or principles of ethics for adoption by the Fourth Estate; to formulate rules and procedures governing the conduct of the ethics or disciplinary process for approval by the Board of Directors; and to interpret, apply, and otherwise administer those rules and procedures. The work of the Ethics Committee, including information and recommendation on all cases before it, shall be kept confidential, except as provided by the Ethics Committee in rules and procedures approved by the Board of Directors, consistent with the objectives of the Committee and the interest of the Fourth Estate.
5. *Nominations and Election Committee.* The Election Committee shall consist of three members of the Fourth Estate and when possible, be comprised of the Past President, acting as Chair, and the two other most recently retired Presidents of the Fourth Estate. The Election Committee shall be responsible for the conduct of elections by voting Members of the Fourth Estate, shall determine the results of all such elections, shall investigate complaints about Fourth Estate elections, and shall certify the outcome of elections to the Board of Directors. The Election Committee shall also oversee the voting Bylaws amendments and shall certify the results.
6. *Divisions, Sections and Chapters Council.* The Divisions, Sections and Chapters Council is established by the Board of Directors is responsible to coordinate, assist, and supervise the efforts of Divisions, Sections and Chapters of the Fourth Estate. The President shall nominate and, with the approval of the Board of Directors, appoint a Chair of the Sections and Divisions Council, and such Deputy Chairs and members as the President may deem appropriate.
7. *Constitution, Bylaws and Resolutions (CBR) Committee.* The Constitution, Bylaws and Resolutions (CBR) Committee reviews proposed changes to the Fourth Estate Constitution and Bylaws and reports on the proposed changes to the Fourth Estate



Board of Directors and to the World Council. It shall of one representative from each Division and three members appointed by the Chairman.

- B. *Ad-Hoc, Special Committees and Task Forces.* Any Ad-Hoc or Special Committee or Task Force established by the Board of Directors shall go out of existence one year from the date it is established unless the Board of Directors shall extend its existence for another year. The Chairman shall appoint the members and shall appoint the chairperson.

Public Positions by Fourth Estate Entities

- A. A Division, Section or Chapter may not issue a public report or take a public position on an issue in the name of the Fourth Estate unless it adheres to the process set forth in the Constitution.
- B. A Standing or Special Committee may not take a public position or issue a public report unless specifically authorized by the Board of Directors; however, it may make recommendations or submit positions for consideration to the Board of Directors. No report or position may be inconsistent with any existing position of the Fourth Estate. The Fourth Estate shall keep a record of every report or position reported to the Board of Directors.

Meetings of the Members

- A. *Annual Meeting.* The annual meeting of the members of the Fourth Estate shall be held on such date as the board of directors may determine. The board shall designate the time and place of meetings.
- B. *Meeting Notice.* Not less than thirty (30) days notice shall be given before for each regular and special meeting of the Members. Meeting notices shall give date, place, time, and agenda. Notice shall be mailed or transmitted electronically.
- C. *Special meetings.* Special Meetings of the members of the Fourth Estate may be called at any time by order of the Board of Directors, and shall be called at any time upon written request of at least two-thirds of the members of any Division. The request shall state the time, place, and object of the meeting. No business shall be transacted at Special Meetings other than what is described in the posted notices.
- D. *Quorum.* A quorum at an Annual or Special Member meeting shall be calculated separately for each Division, and each Division for which a quorum is present may conduct its proper business. A quorum shall be 10% for each ownership class.
- E. *Voting.* Each Member in good standing shall be entitled to only one vote. Voting shall be permitted by mail, e-mail, or in person. Proxy voting shall be allowed. Each proxy shall be in writing, signed by the voting Member and no members shall vote more than one proxy.



1. *Designated vote for organizational members.* Members that are not natural persons (such as organizations, businesses, or corporations) must designate a representative authorized to cast a single vote on Member issues. These members may also designate an alternative representative. The designation must be provided to the Board of Directors, in writing, at or before the Member meeting. The written designation will remain effective until it is replaced by a more recent written designation.

Annual Report

An annual report including accounting information or appropriate summaries shall be available to the members.

Public Benefit Report

At least every two years, the Board of Directors will provide the Members with a report on the promotion of our public benefit purpose and the interests of those affected by the company's actions.

The Public Benefit Report will include:

- A. The objectives established by the Board of Directors to promote the identified public benefit and best interests of those affected by the Fourth Estate's actions;
- B. The standards adopted by the Board of Directors to measure progress towards these objectives;
- C. Factual information based on those standards regarding the Fourth Estate's success in meeting its objectives; and
- D. An assessment of our success in meeting the objectives and promoting our identified public benefit.

Amendments to the Bylaws

- A. *By the Directors.* The Board of Directors shall have the power to adopt, alter or repeal any Bylaws of the Fourth or to make new Bylaws, without the approval or consent of the Members, but subject to the limitation that any modification to the By Laws made by the Directors shall be subject to repeal by the affirmative vote of a two-thirds (2/3) majority of the Members then entitled to vote.
- B. *By the World Council.* The members shall have the power to adopt, alter or repeal any Bylaws of the Fourth Estate and to make new Bylaws by the affirmative vote of the holders of a majority of the common stock then entitled to vote.
- C. *By the Members.* These bylaws may be amended at any membership meeting by a two-thirds (2/3) majority of the members voting, unless otherwise provided by law. Any and



all proposed changes of the bylaws shall be included in the notice of a membership meeting given to all members as described by these bylaws.

Parliamentary Authority and the Parliamentarian of the Fourth Estate

- A. *Parliamentary Authority.* The current edition of Robert's Rules of Order, Newly Revised, shall govern the proceedings of all bodies of the Fourth Estate except where otherwise specified by the Constitution or these Bylaws.
- B. *The Parliamentarian.* The Chairman of the Board may appoint a Parliamentarian for the Fourth Estate. The Parliamentarian shall be an ex-officio Member of all boards, committees and bodies and shall advise the Chairman, The Board of Directors and the World Council regarding parliamentary law and parliamentary procedure.

Dispute Resolution

Pursuant to the Constitution of the Fourth Estate and all disputes, claims or controversies arising from or related in any way to the Fourth Estate, its services, goods, conduct or its operations, that are not resolved by agreement of the parties, shall, at the request of any party, be resolved by binding arbitration by an impartial arbitrator or panel of arbitrators, pursuant to written procedures to be established from time to time by resolution of the board of directors; provided, however, that matters within the jurisdictional limits of the small claims courts may be pursued in such courts.

As with the other terms of agreement between the patrons and the Fourth Estate, each Member or non-Member alike, and the Fourth Estate agree to arbitrate all such claims or controversies according to this bylaw and the regulations and policies prescribed by the board of directors pursuant to this bylaw, and further agree to abide by and perform any resulting arbitration awards.

Disbursement of Assets.

Upon dissolution, the Board of Directors shall disburse the Fourth Estate's assets in the following order; first, to pay the Fourth Estate debts and liabilities; second, to retire all capital furnished through patronage (Member capital accounts) without priority on a pro rata basis; and third, to distribute the remaining property and assets of the Fourth Estate among the members and former members in the proportion in which the aggregate patronage of each Member bears to the total patronage of all such members insofar as practical, unless otherwise provided by law.

Indemnification

The Fourth Estate will hold harmless and indemnify members of the Board of Directors of the Fourth Estate, or the World Council for the Fourth Estate for any liability arising from disinterested decisions or good faith actions taken.



Members of the Fourth Estate who accept special duties or committee assignments will not be held liable to any greater or lesser degree than any other Board Member for their good faith actions.

Certification

I certify that I am the duly elected and acting Director of The Fourth Estate Public Benefit Corporation that these Bylaws, consisting of 18 pages, are the Bylaws of the Fourth Estate adopted by the Members on _____, 2017 and that these Bylaws have not been amended or modified since that date.

Executed on _____, 2017 at _____, Florida, by
_____.

ENTER NAME, Director