



Constitution

OF THE

Fourth Estate

Public Benefit Corporation

"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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Preamble

We, the the constituents of the Fourth Estate to fully and completely realize our purpose, do hereby declare, adopt, and establish this constitution as the guiding instrument of our organization and association.

Recognizing:

That journalism is a public service that is an essential element to healthy societies and well-informed citizens;

That journalism, its producers, consumers and other beneficiaries, are dependent on one another, and the quality of the relationships between these groups is directly connected to the health of society;

That the principles of **truth**, **transparency**, and **community** guide us in our stewardship of the great public trust placed in us

That bolstering our purpose is a strong sense of obligation to serve the different stakeholders of journalism who count on us to deliver quality and excellence in everything we do;

Do Herby Establish:

The FOURTH ESTATE PUBLIC BENEFIT CORPORATION, hereinafter called the Fourth Estate, and ACCEPT THIS CONSTITUTION.



Article I - Name and Location

Section 1. *Name*

The name of the organization is the "Fourth Estate Public Benefit Corporation".

The name may not be copied, used, or issued by anyone for any purpose except as authorized by the Board of Directors.

The Fourth Estate Public Benefit Corporation (hereinafter referred to as, "Fourth Estate") is chartered under the laws of the State of Delaware, United States of America, as a Public Benefit Corporation.

Section 2. *Location*

The headquarters of the Fourth Estate shall be at a site to be determined by the Board of Directors.

Divisions, chapters and other groups of the Fourth Estate shall be located in such cities of states, commonwealths, territories, possessions, and foreign countries as are approved by the Board of Directors under this Constitution.

Article II - Seal, Insignia, and Logos

Section 1. *Design*

The official seal, insignia, and logo of the Fourth Estate is comprised of a representation of a globe image with a "bleeding" ink splash that may or may not be accompanied by the words Fourth Estate. The Board of Directors may adopt such seals, insignia and logos for the Fourth Estate as it shall deem appropriate.

Section 2. *Use By the Fourth Estate*

As authorized by the Board of Directors, the seal, insignia and logos may be used by the Fourth Estate on products, displays, publications, websites, stationery, and the like.

Section 3. *Use by Others.*

The seal, insignia and logos may not be copied, used, or issued by anyone other than the Fourth Estate for any purpose except as authorized or licensed by the Board of Directors.

Article III - Public Benefit Purpose, Vision, and Objectives and Principles



Section 1. *Public Benefit Purpose*

The public benefit purpose and the mission of the Fourth Estate shall be to contribute to a healthy society by fostering, supporting and incubating a sustainable and vibrant free press.

Section 2. *Vision*

The Fourth Estate will be recognized as the premier global organization serving the interests of journalism, journalism's stakeholders and active members of the Fourth Estate.

Section 3. *General Objectives*

The general objectives of the Fourth Estate are as follows (not listed in order of priority or importance; each objective is equally important in accomplishing the mission of the Fourth Estate):

- a. To promote and protect the fundamental rights of freedom of expression and access to information;
- b. To advocate for press freedoms worldwide and to protect and defend of the rights and freedom of journalists and news organizations;
- c. To serve as an international representative and steward of public interest journalism, a free press and for all of journalism's stakeholders;
- d. To promote the sound, sustainable and ethical practice of journalism and the integrity, quality and independence of the Press;
- e. To enhance the professional growth and development of members of profession and promote high standards of professional competence and ethical conduct, including through the provision of quality education and standards programs;
- f. To encourage and nurture journalism and news media entrepreneurship;
- g. To promote the welfare of journalism, including advocacy in accordance with the mission of the Fourth Estate and provision of meaningful services and benefits through membership in the Fourth Estate;
- h. To support the members of the Fourth Estate including through promoting professional and social interaction, notifying and educating members as to developments in their respective fields of specialty and interest, encouraging member involvement in activities of the Fourth Estate, and providing opportunities for members to assume leadership roles in the Fourth Estate; and
- i. To promote diversity throughout journalism and the membership of the Fourth Estate.



Article IV - Membership

Section 1. *Member*

Any applicant who meets all membership qualifications and who is approved by the Board of Directors, or its designee, shall be eligible for membership in Fourth Estate. Only Members may participate in governance, hold Membership Shares and shall be entitled to have one (1) vote.

The Board of Directors, or its designee, must approve all applications for membership, and any application for membership may be rejected in the sole and absolute discretion of the Board of Directors or its designee. Fourth Estate member status (“membership”) is effective as of the time the Membership Share is purchased and membership is approved.

Section 2. *Member Qualifications*

Membership is open and voluntary without gender, social, racial, political or religious discrimination. Any natural person or legal entity, who declares himself/ herself/ itself to be interested in, and supportive of, the Fourth Estate’s objectives and purpose and the promotion of the same, who agrees to abide fully by its Constitution, Bylaws, Rules and Regulations, and policies, who executes a Membership Agreement in a form adopted by the Board of Directors from time to time, purchases a Membership Share on terms established by the Board of Directors, remits any required Membership Fee and/or dues, and who meets such other qualifications as may be prescribed by the Board of Directors, is eligible to become a Member of the Fourth Estate. For this purpose, the Board of Directors may establish one or more types of membership, and establish various values for a Membership Share for each type of membership, and establish varying levels of Membership Fees for each type of membership, but all Members who purchase Membership Shares shall have the same rights as Members specified in the Fourth Estate’s Constitution, bylaws and resolutions.

Section 3. *Dues*

Annual dues may be required from each member, other than honorary or emeritus members, and from each associate of the Fourth Estate. The amount of such dues shall be fixed as provided in the Bylaws of the Fourth Estate by the Board of Directors.

The Treasurer shall cause notice of annual dues payable to be mailed or transmitted electronically to each member or associate in a timely manner. If a member or associate fails to make payment of the dues or other lawful indebtedness to the Fourth Estate as provided for in the Bylaws, such member or associate shall be suspended from the Fourth Estate.

Section 4. *Membership Shares*

Each Member shall, at the time of their membership application, purchase one (1) Membership Share, which they shall hold for as long as he/she remains a Member.



The amount of such Membership Share shall be fixed as provided in the Bylaws of the Fourth Estate by the Board of Directors. In the event that the membership is denied or terminated, the Membership Share shall be refunded.

Section 5. Transfer of Membership Prohibited

Membership in the Fourth Estate is nontransferable. Any attempt by a Member to transfer, sell or assign membership or a Membership Share shall be void and will result in suspension or termination of membership and forfeiture of Membership Share.

Section 6. Expulsion, Suspension or Termination of a Member

Subject to such due-process limitations relating to notice and opportunity for hearing and redress as are contained in the Bylaws of the Fourth Estate, the Board of Directors may expel for good cause any member or associate of the Fourth Estate by a majority vote of the members of the Board of Directors then present.

Subject to procedures and limitations as are contained in the Bylaws of the Fourth Estate, any member or associate who has been expelled by the Board of Directors pursuant to this Section shall have the right to appeal from that decision to the World Council of the Fourth Estate at its next regularly scheduled meeting.

Section 8. Resignation of a Member

Any Member may resign membership by filing a written resignation with the Board of Directors of the Fourth Estate, subject to acceptance by the Board of Directors or its delegate. Resignation shall not relieve the resigning Member of the obligation to pay any dues, fees, assessments, or other charges accrued and due but unpaid.

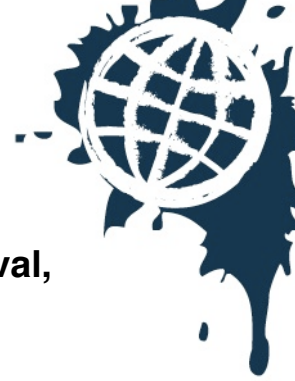
Upon a Member's resignation, the Fourth Estate may redeem that resigned Member's Membership Share in accordance with board policy on equity redemption.

Section 9. Reinstatement of a Member

Upon a written request, signed by a suspended, terminated or former Member and filed with the Board of Directors of the Fourth Estate, the Board of Directors may, in its sole discretion, reinstate Member status on such terms as the Board may deem appropriate. Upon a Member's reinstatement, that Member shall purchase a Membership Share, if one is not already validly issued to him/her.

Section 10. Associates

Anyone who is a non-Member and who uses the services of the Fourth Estate is an Associate, unless otherwise specified by written agreement between the non-Member and the Fourth Estate and ratified by the Board of Directors.



Article V – Officers, Directors and Delegates: Nomination, Removal, and Duties

Section 1. *Elective Officers, Directors and Delegates*

The elective officers and directors of the Fourth Estate shall assume their respective offices at the beginning of the fiscal year to which they are elected and shall serve through the end of the fiscal year in which their terms expire or until their successors shall have been installed in office.

- a. The Fourth Estate shall have Chairman, President, and Treasurer and such additional officers as may be authorized by the Board of Directors. The initial officers shall be appointees of the Founding Member and shall hold office until the end of the fiscal year, 2020. No one may serve as an Officer unless that person is a member of the Fourth Estate in good standing.

The elective officers and directors of the Fourth Estate shall be as follows and in the order named and shall be elected to terms of office as indicated:

- a. The Chairman, except as hereafter provided, shall be elected to a four (4) year term. The Chairman shall also serve as a director. To reflect his importance as the Founding Member, and his understanding of the mission, values, public benefit purpose and his aspirations for the Fourth Estate, William Jeffrey Brown shall be the initial Chairman of the Board and shall retain that position indefinitely, assuming his continued interest in the Fourth Estate.
- b. The President shall be elected to a four (4) year term. The President shall also serve as a director.
- c. The Treasurer shall be elected to a four (4) year term. The Treasurer shall also serve as a director.
- d. Directors for each Division, Section, And Chapter who shall be elected and serve as provided in the Bylaws of the Fourth Estate.

Section 2. *Eligibility*

All members of the Fourth Estate at the time of nomination, whose dues are paid for the current fiscal year and who hold a valid membership share and otherwise are in good standing, and meet all other qualifications, as may be required by the Constitution, Bylaws, Rules and Regulations, and policies, of the Fourth Estate, shall be eligible as candidates for any elective office (including directors) as prescribed in Section 1 of this Article.



Section 3. *Nominations*

Candidates for elective offices of the Fourth Estate as prescribed hereinbefore may be nominated for office either by the Nominations and Elections Committee or by petition filed in accordance with this section.

- a. The Nominations and Elections Committee shall nominate one or more members, who meet all qualifications and are in good standing, for each of the elective offices (including directors) becoming vacant during the upcoming fiscal year, and each such nominee shall be listed on the ballot as a candidate for the particular office.
- b. Each nominee by petition shall be listed on the ballot as a candidate for the particular office for which nominated. A candidate nominated by petition must be endorsed by not less than 20 members. No member shall be eligible as an endorser of a petition whose dues are not paid for the current fiscal year or who is not otherwise in good standing. Each petition may propose nominees for one or more offices; however, in no event shall any member be eligible as an endorser of more than one candidate for the same office.

Section 4. *Removal from Office*

Any officer may be removed from office for delinquency, inefficiency, neglect of duty, or for other good 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 officer so removed shall have the same right of appeal from that decision to the World Council of the Fourth Estate as described in that Section for an expelled member.

Section 5. *Vacancies in Office*

- a. In case of death, resignation, or removal of the Chairman, the President shall succeed to that office for the remainder of the term and then shall serve as Chairman during the following term. In case of the death, resignation, or removal of the President between the close of nominations and the annual election, the newly elected President shall assume the office of President for one term only; and, thereafter, a President shall be elected at the next election as provided in Section 1.a. of this Article. In case of death, resignation, or removal of both the Chairman and the President in the same term, the Treasurer shall serve as acting-Chairman until the next regular meeting of the Board of Directors; at such meeting, the Board of Directors shall select an acting-Chairman and an acting-President to serve for the balance of the term.
- b. In case of death, resignation, or removal of any other officer, the Chairman shall promptly fill such vacancy by appointment, subject to the ratification of the Board of Directors at its next regular meeting.
- c. If upon the close of annual elections as prescribed herein and in the Bylaws of the Fourth Estate no officer, director, or delegate is duly elected, the Chairman shall fill



such vacancy by appointment, subject to the ratification of the Board of Directors, except as provided in Section 5a and/or 5b herein.

Section 6. Limitation on Terms in Office

Except as provided in Section 1a, no director shall serve more than three (3) consecutive terms. A person shall not be eligible to serve as a voting member of the Board of Directors following service as Chairman or President.

Article VI. Duties of Officers

a. The Chairman shall be the Chief Executive Officer of the Fourth Estate and shall oversee the operations and affairs of the Board of Directors and facilitate good governance by focusing the work of the Board on governing and performing its oversight role. Further, the Chairman builds an effective Board of Directors and inspires the Board to set the mission and strategic direction of the Fourth Estate. The Chairman shall also serve as a director.

b. The President shall be the Chief Operational Officer of the Fourth Estate. The President shall perform such other duties as properly pertain to the office or as may be required under this Constitution and the Bylaws of the Fourth Estate or as directed by the Chairman. The President shall also serve as a director.

c. The Treasurer shall generally be responsible to oversee the financial affairs of the Fourth Estate. The Treasurer shall also serve as a director.

d. Other officers, as authorized by the Board of Directors, shall perform all duties as may be assigned by the Board of Directors, this Constitution, or the Bylaws of the Fourth Estate.

Article VII - Board of Directors

The Board of Directors shall manage or direct the business and affairs of the Fourth Estate in a manner that balances the pecuniary interests of the members, the best interests of those materially affected by the Fourth Estate's conduct, and public benefit purpose.

Section 1. Composition

The Board of Directors shall consist of the Chairman, President, Treasurer and the elected directors of the Fourth Estate. When any of the following have not been elected to the Board, they will by virtue of their position serve as ex officio members of the Board without a vote: Chair of any committee, and the General Counsel of the Fourth Estate.



Section 2. *Qualifications of Directors*

Except as provided in Article V, section 1a, Members of the Board of Directors shall be elected by the members of the Fourth Estate in accordance with the qualifications and procedures established in the Constitution, Bylaws, Rules and Regulations, and policies, of the Fourth Estate.

Section 3. *Duties and Powers*

a. The Board of Directors shall have full power and authority to function as the governing body of the Fourth Estate and, in connection therewith, to conduct any and all activities that it may consider necessary or expedient in accomplishing the objects of the Fourth Estate set forth in Article III. It shall have full control of the business and financial management of the Fourth Estate.

b. The authority of the Board of Directors shall be limited only as follows:

1. Amendments to this Constitution and the Bylaws of the Fourth Estate must be approved according to the procedure established in this Constitution and the Bylaws of the Fourth Estate; and
2. Any decision of the Board of Directors may be altered, amended, or reversed by a two-thirds majority vote of the World Council or of the Members.
3. All actions and resolutions passed or adopted by the Board of Directors shall be posted on the website of the Fourth Estate within thirty (30) business days after each meeting of the Board of Directors.

Section 4. *Meetings*

a. The Board of Directors shall have the authority to establish its own schedule of meetings, but shall meet no less than one (1) time annually.

b. The Board of Directors shall meet specially at other times at the call of the Chairman, at such time and place and for such purposes as the Chairman may consider necessary; provided that no business shall be transacted at any special meeting of the Board of Directors unless notice of the time, place, and purpose of such meeting has been given to all members of the Board of Directors so as to reach them at least three days prior thereto.

c. Any action that the Board is required or permitted to take at any meeting of the Board may be taken without a meeting so long as all of the members of the Board consent to the action. The directors' consent to the action must be given either in writing or by electronic transmission. The consents, whether they are given in writing or by electronic transmission, must be filed with the Board minutes. If the minutes are kept in paper form, the consents will be filed in paper form, and if the minutes are kept in electronic form, the consents will be filed in electronic form.



Section 5. Committees

The Board of Directors shall have the authority to establish standing or special committees as may be established by the Bylaws of the Fourth Estate for the purpose of addressing governance and matters of organization wide operational or programmatic interest. The Chairman shall nominate and, with the approval of the Board of Directors, appoint the chairpersons and members of the Standing Committees to terms as provided in the Bylaws.

Article VIII - World Council

Section 1. Composition

The World Council shall serve as the representative and appeals body for the members of the Fourth Estate. It shall consist of the current elective officers of the Fourth Estate; all members of the Board of Directors; all past Board of Directors' Chairpersons and Presidents who are active and in good standing; Chairpersons of all Divisions, Sections, and Committees; the General Counsel of the Fourth Estate; either the President of each Chapter or other Chapter officer as designated in writing by the Chapter President to the Board of Directors; one other delegate from each Chapter to be selected by the Chapter; and not more than twenty (20) at-large members to be appointed annually by the Chairman of the Board of Directors.

Appointive members shall be subject to removal by the Chairman with the prior approval of the Board of Directors. A vacancy due to death, resignation, or removal of an appointive member may be filled by appointment by the Chairman of the Board of Directors. The Chairman's appointments shall have prior approval of the Board of Directors.

Section 2. Meetings

- a. At least once every four years, a meeting of all members of the Fourth Estate shall be convened on the authority of the World Council. The meeting shall be called the World Journalism Congress. Members of the Fourth Estate attending such a meeting shall constitute a General Assembly. Should circumstances make it impossible to convene a General Assembly within four years of the previous Assembly, a General Assembly shall be convened as soon as may be practicable thereafter.
- b. The Board of Directors may convene the World Council with the Annual Meeting of the Fourth Estate. Notice, as set forth in the Bylaws of the Fourth Estate, shall be mailed or transmitted electronically to all World Council members at least 30 days prior to the date of each regular meeting.
- c. The World Council may meet specially at other times at the call of the Chairman of the Board of Directors, or the President, with the consent of the Board of Directors, at such time and place and for such purposes as necessary; provided, that no business shall be transacted at any special meeting of the World Council unless



notice, as set forth in the Bylaws of the Fourth Estate, of the time, place, and purpose of such meeting has been mailed and/or transmitted electronically and/or electronically posted on the website by the Fourth Estate to each World Council member in good standing at least 30 days prior to such meeting.

Section 3. *Quorum and Procedure*

Twenty-five percent (25%) of the members of the World Council in good standing shall constitute a quorum for the transaction of business.

Action by the World Council shall be as provided in this Constitution and the Bylaws of the Fourth Estate.

Article IX - Divisions

Section 1. *Authority*

The Fourth Estate shall have such Divisions as are set forth in the Bylaws of the Fourth Estate.

Section 2. *Public Positions Taken by Divisions*

A Division or duly constituted Committee of a Division—in the name of the Fourth Estate—may issue reports, make public announcements, and publicly advocate positions on issues of concern to the Division only with the prior approval of the Board of Directors. Without such prior approval, the Division may take such a public position only if the position generally reflects the views of its members and the position statement includes a disclaimer that indicates that the Division is taking the position in the name only of the Division. In any event, if a Division takes such action in its own name and not in that of the Fourth Estate, the Division shall report that action immediately to the Board of Directors.

Article X - Sections

Section 1. *Organization*

The Chairman of the Board of Directors, or the President, with the approval of the Board of Directors, may establish Sections of the Fourth Estate to consider areas of special interest to the membership or particular groups of members.

Each Section shall enact bylaws, subject to the approval of the Board of Directors, which will provide for the Section's general objectives, operation, and organization—including internal leadership progression and, if desired, Committees within the Section.

Section 2. *Public Positions taken by Sections*

A Section or duly constituted Committee of a Section—in the name of the Fourth Estate—may issue reports, make public announcements, and publicly advocate positions on



issues of concern to the Section or Committee only with the prior approval of the Board of Directors.

Without such prior approval, the Section or Committee may take a public position only if the position generally reflects the views of members of the Section and the position statement includes a disclaimer that indicates that the Section or Committee is taking the position in the name only of the Section or Committee. In any event, if a Section or Committee takes such action in its own name and not in that of the Fourth Estate, the Section or Committee shall report that action immediately to the Board of Directors.

Article XI - Chapters

Section 1. *Organization*

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

Section 2. *Public Positions Taken by Chapters*

A Chapter or duly constituted Committee of a Chapter—in the name of the Fourth Estate—may issue reports, make public announcements, and publicly advocate positions on issues of concern to the Chapter only with the prior approval of the Board of Directors. Without such prior approval, the Chapter may take such a public position only if the position generally reflects the views of its members and the position statement includes a disclaimer that indicates that the Chapter is taking the position in the name only of the Chapter. In any event, if the Chapter takes such action in its own name and not in that of the Fourth Estate, the Chapter shall report that action immediately to the Board of Directors.

Article XII – Annual Meeting of the Members

Section 1. *Annual Meeting*

There shall be an annual meeting of the members of the Fourth Estate in such manner (including electronic), at such place, and at such time in accordance with the Bylaws of the Fourth Estate.

The annual meeting shall be held for the purpose of receiving the report of the Nominations and Elections Committee on the results of the annual election; receiving the reports of the officers, Committees, Local Organizing Groups and Chapters of the Fourth Estate; and transacting such other business as may be recommended by the Board of Directors or as may be required by this Constitution or the Bylaws of the Fourth Estate.



Article XIII - Authority Regarding Bylaws

- A. The Board of Directors shall have the power to enforce any Bylaws of the Fourth Estate according to the provisions of the Bylaws

Article XIV - Amendment to the Constitution

Section 1. Initiation of Amendment

A proposal to amend this Constitution may be initiated in any one of the following ways:

- a. By resolution of the Board of Directors of the Fourth Estate,
- b. by two-third's vote of those voting at a meeting of the World Council, if written notice of the proposal has been included in the notice.
- c. by two-third's vote of those present and voting at an annual meeting of the Fourth Estate, if written notice of the proposal has been included in the notice.
- d. Upon written petition bearing the signature of at least five percent (5%) of the membership, not more than half of whom may be members of the same chapter.

Section 2. Adoption of Amendment

An amendment so proposed shall be submitted to the members in good standing under procedures established by the Bylaws of the Fourth Estate.

Article XV - Dispute Resolution

Section 1. Arbitration

Any and all disputes or controversies arising from or related in any way to the Fourth Estate that are not resolved the World Council or 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 the board of directors; provided, however, that matters within the jurisdictional limits of the small claims courts may be pursued in such courts.

END