

Washington, D.C.

BY-LAWS of the WHITE HOUSE CORRESPONDENTS' ASSOCIATION

(As Amended JULY 14, 2017)

Article I

This association shall be known as the White House Correspondents' Association

Article II

The purposes of the Association are:

The Corporation is organized and shall be operated exclusively for charitable, literary and educational purposes and to promote excellence in journalism and journalism education. Included among these purposes shall be the provision of a forum for those journalists who cover the White House; the promotion of friendly relations and the exchange of ideas among its members; the education of the public about the field of journalism, in general, and the process of reporting about the White House, in particular; and the distribution of scholarships to promising students studying journalism.

The Corporation is, in furtherance of these activities, authorize to accept, hold, administer, invest and disburse for charitable, literary, and educational purposes, such funds as may from time to time be given to it by any person, persons, or corporations, to receive gifts and make financial and other types of contributions and assistance for charitable, literary, and educational purposes and to promote excellence in journalism and journalism education and in general to do all things that may appear necessary and useful in accomplishing the purposes hereinabove set out. This shall include, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of any statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code)

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the United States District Court for the District of Columbia, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

Any other provisions hereof the contrary notwithstanding

(1) The Corporation's income for each taxable year must be distributed at such time and in such manner as not to subject it to tax under Internal Revenue Code Section 4922 as it now exists or as it may hereafter be amended.

(2) The Corporation is prohibited from engaging in any act of self-dealing (as defined in said Internal Revenue Code Section 4941(d)), from retaining any excess business holdings (as defined in said Internal Revenue Code Section 4943(c)), from making any investments in such manner as to subject the Corporation to tax under said Internal Revenue Code Section 4944, and from making any taxable expenditure (as defined in said Internal Revenue Code Section 4945(d)).

Article III

Membership

1. All applications for membership shall be upon forms to be prescribed by the Executive Board.
2. **REGULAR MEMBERS.** To qualify for regular membership, an applicant must be employed on the editorial staff of a newspaper, periodical, wire service, radio, TV, or other newsgathering organization that regularly reports on the White House. The applicant or the newsgathering organization with which the applicant is affiliated must be credentialed by a Congressional Standing Committee. The applicant's principal journalistic assignments must involve White House coverage.
3. **ASSOCIATE MEMBERS.** To qualify for associate membership, an applicant must be employed on the editorial staff of a newspaper, periodical, wire service, radio, TV, other newsgathering organization that reports on the White House. Associate members may not vote or hold elective office in the Association. Regular members who retire from journalistic assignments involving White House coverage may apply to the Executive Board for associate membership.
4. **HONORARY MEMBERS.** Honorary membership in the Association may be conferred by the Executive Board upon any person who has distinguished himself or herself in public life, in the field of journalism, or who has rendered outstanding service to the Association.
5. There shall be excluded from membership: (i) any person professionally engaged in lobbying, public relations, or political consulting (ii) any person employed directly or indirectly by any stock exchange, board of trade, or similar organization or brokerage house or brokers engaged in the buying or selling of any securities or commodities. Any person who engages in any of the above activities subsequent to admission to the Association shall be expelled in the manner provided herein.
6. Any member who, for any cause, shall cease to be eligible for membership, shall forfeit all rights and interests in the Association, and shall be expelled in the manner provided herein.

Article IV

Initiation Fees and Dues

The initiation fee and annual dues for members shall be established by the Executive Board and payable in advance.

Article V

Terms of Membership

1. Regular members shall be eligible for election to any office.
2. Any member who fails to pay his or her dues or obligations to the Association within thirty (30) days after such amount has become due shall be notified in writing that his or her privileges will be suspended and that he or she will be expelled from membership within thirty (30) days from the date

of such notice. At the expiration of that period he or she shall automatically cease to be a member unless the Executive Board decides that it is not in the best interest of the Association to terminate his or her membership.

3. Any member whose membership has been terminated for non-payment of dues or other sums due the Association may be reinstated upon written application to the Executive Board by tendering a written request for reinstatement with a check in full payment of the amount due together with annual dues for the forthcoming year.

Article VI

Executive Board

1. The Association shall be managed by an Executive Board consisting of nine (9) members in good standing who shall be elected for staggered three-year terms, or until their successors are elected. One member of the Executive Board shall be elected to represent each of the following categories:

- a. Newspapers
- b. Periodicals/New Media
- c. Wire Services
- d. Radio
- e. TV
- f. Photographers

Three other members shall be elected at large.

2. Any regular member of the Association may run for election to the Executive Board pursuant to election rules to be established by the Executive Board. The Executive Board may conduct the election by mail or electronic vote of the regular members or at a designated polling place on a date or dates subsequent to the Annual Meeting but no later than July 1 of each year. Three members of the Executive Board shall stand for election each year, and shall be elected for terms beginning on July 15 of each year and ending July 14 three years later. The individual receiving the most votes of the voting regular members for each vacancy on the Executive Board shall be deemed to have been elected to fill that vacancy. In the event of a tie for any vacancy or office, the outgoing Executive Board shall vote to break the tie.

3. If a member of the Executive Board shall resign or if a vacancy shall otherwise occur in the Executive Board, the Executive Board shall call an election to fill such a vacancy, provided, however, that if such resignation is solely because the member of the Executive Board is no longer a regular member of the organization because he or she has transferred to a non-White House journalism assignment but would be able to otherwise fulfill his or her duties as a member of the Executive Board, that member may complete the year of his or her term in which the transfer occurred, with the election to fill the remainder of his or her term being held at such time that the next general election occurs. Such election may be held by mail or electronic means simultaneously with the annual election of Executive Board members or on a separate date. Individuals elected to the Executive Board to serve for partial terms shall not be eligible to serve as officers of the Association.

4. The Board shall appoint an Executive Director and a Counsel of the Association who shall be ex-officio, non-voting members of the Board.

5. Meetings of the Executive Board may be called at such time and place as the President shall determine, provided that no longer than 3 months shall pass between meetings, and shall be open to all members. Minutes of all Executive Board meetings shall be taken. No expenditure of the association above \$1500 shall be made without the approval of the Board. Five (5) members of the Board shall constitute a quorum for the transaction of business. Board actions may be approved by a majority of the quorum present at any meeting.

6. All rights and powers not expressly conveyed to the members herein shall be reserved to the Executive Board.

Article VII

Officers

1. The officers shall be members of the Executive Board, and shall consist of:

a. A President, who shall be chief executive officer of the Association, and who shall appoint all committees, and shall carry out the policies established by the Executive Board. The President shall be an elected member of the Executive Board in the third year of his or her term who received the most votes in the balloting for President at the time of his or her election to the Executive Board.

b. A Vice President, who shall perform such duties as may be assigned to him or her by the Executive Board, shall act in the place of the President in his or her absence, and shall assume the office of President in the event of a vacancy that occurs after the President takes office. The Vice President shall be a member of the Executive Board in the second year of his or her term who received the most votes in the balloting for President at the time of his or her election to the Executive Board.

c. A Treasurer, who shall be responsible for all funds of the Association in accordance with the direction of the Executive Board. The Treasurer shall be the member of the Executive Board in the third year of his or her term, other than the President, who received the most votes at the time of his or her election to the Executive Board.

d. A Secretary, who shall keep the Minutes of all actions of the Executive Board and of the membership, and who shall be the custodian of the Association records. The Secretary shall perform such other duties as may be from time to time assigned to him or her by the Executive Board or, by the President. The Secretary shall be a member of the Executive Board in the third year of his or her term that is neither the President nor the Treasurer. In the event of a tie, the Secretary shall be elected by majority vote of the incoming Executive Board.

e. In the event that the person receiving the most votes for the office of President is unable to serve in that capacity prior to assuming the office of President, the person elected as Treasurer shall become President and the person elected Secretary shall become Treasurer.

Article VIII

Committees

1. The Executive Board may, from time to time, create such standing and special committees as may be deemed necessary or desirable, and define their duties and responsibilities. Appointments to such committees may be made by the President, subject to approval by the Board. All standing and special committees, except for the Membership Committee, shall be considered discharged at the end of each Association year. Vacancies in any committee shall be filled by the President subject to approval by the Executive Board. The President, Vice President, Secretary and Treasurer may act as members of any committee.

2. The Membership Committee shall consist of three members of the Executive Board who have been nominated by the President and confirmed by the full Board. The Membership Committee shall determine the eligibility of applicants for membership in the Association in accordance with Article III of these Bylaws. Appeals to the ruling of the Membership Committee shall be presented in writing to the full Executive Board within 30 days of a notification of denial of membership.

Article IX

Meetings

1. An annual meeting of the Association shall be held at a date, time and place to be set by the Executive Board. Notice of the Annual Meeting shall be given to members in writing at least fifteen (15) days prior to such date.
2. Special meetings of the Association may be held on call of the President, confirmed by the Executive Board, or on written request of 35 regular members.
3. Fifteen percent of members shall constitute a quorum at any annual or special meeting of the Association. If a quorum is not present at an annual or special meeting of the Association, the meeting may be adjourned to a later date.
4. The business at the annual meeting shall include the following, but not necessarily in the order listed: Call to Order; Reports of Officers; Reports of Standing Committees; Reports of Special Committees; Unfinished Business; New Business; Adjournment.

Article X

Suspension of Members

The Executive Board shall have power to suspend or expel any member of this Association for due cause, as may be determined in the judgment of the Executive Board, provided that written notice of the consideration of such action, together with a statement of alleged causes, shall be given the member concerned thirty (30) days prior to the meeting of the Executive Board and further provided that a hearing shall be granted such member, if the member shall so desire; and further provided that the temporary suspension of a member may be ordered by a majority vote of all members of the Executive Board, but that expulsion shall not be ordered except upon the approval of two-thirds of the full Executive Board; and provided further that any member so expelled by the Executive Board shall have the right to appeal to the full body of membership at the next succeeding Annual Meeting of the Association, in which case a majority vote of regular members present and voting shall be recognized as the final decision of the Association.

Article XI

Indemnification

1. **Mandatory Indemnification:** The Association shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the Association against reasonable expenses incurred by him or her in connection with the proceedings.
2. **Permissible Indemnification:** The Association shall indemnify a director or former director made party to a proceeding because he or she is or was a director of the Association against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law of the District of Columbia and payment has been authorized in the manner prescribed by that law.

3. Advance for Expenses: Expenses incurred in the defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (1) written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (2) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association in these Bylaws.

4. Indemnification of Officers, Agents and Employees: An officer of the Association who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The Association may also indemnify and advance expenses to an employee or agent of the Association who is not a director, consistent with the law of the District of Columbia and public policy.

Article XII

Amendment to By-Laws

1. These by-laws may be amended by a majority vote of regular members voting. Such a vote may be conducted by mail, at a designated polling place, or at any annual or special meeting, provided notice of the proposed change shall have been mailed by the Secretary to each member not less than two (2) weeks prior to such meeting.

2. All proposed amendments shall receive the approval of the Executive Board before being mailed to the membership.