

**Bylaws of the American Society of News Editors  
(as approved by the membership on September 13, 2016)**

**PREAMBLE**

Although the art of journalism had flourished in America for more than 200 years, it wasn't until 1922 when the editors of the greater American newspapers banded together in association for the consideration of their common problems and the promotion of their professional ideals. Though they were involved in a great and honorable profession, they had no facilities for those interchanges of thought and experience that are so helpful in promoting the general interest of any profession or craft, no means of defending their profession from unjust assault, no avenue for professional cooperation.

It was with the purpose of remedying to some degree those conditions that this Society was established. Its purpose, then and today, shall be to promote acquaintance among its members, to develop a stronger professional esprit de corps, to maintain the dignity and rights of the profession, to promote ethical standards of professional conduct, to interchange ideas for the advancement of professional ideals and for the more effective application of professional labors and to work collectively for the solution of common problems.

It is not the purpose of this Society to attempt to supplant or encroach upon the province of any other organization in the field of journalism. It is not its purpose to take from its members one particle of independence of editorial action – rather it hopes to inspire a greater independence. It is not to be the instrument of any individual group or interest. It must have no friends to reward and no enemies to punish.

**ARTICLE I  
Name**

This Society shall be known as the American Society of News Editors.

## **ARTICLE II**

### **Membership**

1. There shall be three categories of membership: regular members, retired regular members, and Friends of ASNE.
2. Regular members shall include:
  - a. Persons of suitable qualifications who are directing or supervisory editors, producers or directors in charge of journalistic policies and operations, or opinion writers within print, online, electronic or digital media who gather and disseminate news and information and who, in the opinion of the directors, shall have attained adequate journalistic standing.
  - b. Academic leaders and administrators of journalism programs who hold positions as Deans, Assistant Deans, faculty or supervisory positions in related media institutions or programs that, in the opinion of the directors, have attained adequate journalistic standing.
  - c. Leaders and faculty of foundations and training organizations, research entities or other groups that, in the opinion of the directors, are dedicated to media education and study or the promotion of free press and quality journalism.
  - d. Any persons who shall have distinguished themselves by notable contributions to the profession of journalism, or any editors who shall have distinguished themselves by notable contributions either to the public service or to the profession of journalism may be elected to full membership in the Society by the board of directors, but in such case two-thirds of the directors voting must be favorable to the election.
3. "Friends of ASNE" is a separate membership category that shall include those whose participation the board determines may be beneficial to ASNE and its journalistic endeavors. They shall enjoy all the benefits of membership except voting and they may not serve as officers, chairs or co-chairs.
4. "Retired Regular Members" shall include regular members of the Society who retire, and thus become ineligible for regular membership, and distinguished service members who apply for transfer if approved by the board of directors. Membership in this category is limited to those persons who either have been distinguished service members or who, while regular members of the Society in good standing, retire from active work and do not engage in any occupation which in the opinion of the board would make them ineligible. Retired regular members will have all of the same rights and privileges as regular members, except that they cannot hold office.

5. The board of directors, by a majority vote, shall have authority to set the annual dues.
6. All candidates for membership shall make written application by mail or electronically to the secretary or chair of the membership committee, said application being a promise to adhere to all bylaws, rules and regulations adopted by the Society or its board of directors. Applications shall be on a suitable form, making clear the qualifications for membership and experience of the applicant.
7. The names of applicants for membership shall be presented to the board of directors for election or rejection. To elect an applicant to membership it shall require an affirmative vote of the majority of the directors present.
8. If any member shall fail to pay dues by the date of maturity, notice of delinquency shall be given to the member; at the end of four weeks if the member still remains delinquent, membership may be forfeited unless otherwise ordered by the board of directors.
9. All resignations shall be in writing by mail or e-mail to the secretary; but if any resignation be made after payment is due, the member presenting it shall not be relieved from liability for the dues for the year entered upon.
10. Any member who, for any cause, shall cease to be eligible shall forfeit all rights and interests in the Society.
11. Balloting on applicants for membership eligible may be by mail or electronic means through the secretary; in such cases the favorable vote must be a majority of the entire board.

**ARTICLE III**  
**Board of Directors**

1. The government of the Society shall be vested in the board of directors, who shall have full direction of its affairs.
2. The board of directors, whose duties shall begin immediately following their election, shall be composed of not more than 22 regular members: (a) the four officers – president, vice president, secretary and treasurer; (b) not more than 15 regular members elected by the regular members and retired regular members, (c) up to 2 regular members appointed from time to time by the President of the Society, subject to approval of the elected members of the Board of Directors and (d) the immediate past president of the Society, who shall serve in an ex officio capacity for one year following the expiration of his or her term as president.

The president, vice president and secretary shall be elected by the board of directors from its membership at the first meeting following the election of directors. The treasurer shall be elected by the board from its membership at the mid-year board meeting held between Annual Meetings but will not assume office until the first meeting following the next election of directors. Each officer shall serve for a term of one year. Only those persons who are elected members of the Board of Directors or existing officers are eligible to be an officer of the Society.

Of the other elected board members, five shall be elected to three-year terms by secret ballot at each annual meeting. At the same time, directors shall be elected to fill the unexpired terms of those who have vacated the board by reason of death, resignation, ineligibility, election as an officer of the Society, or to replace any interim director who may have been named by the board as provided in Section 3, Article III.

The two members appointed by the President, subject to approval by the Board of Directors, shall serve a one-year term that can be renewed, but such board member shall serve no more than three years in an appointed capacity. Appointed board members can run for election to the Board at any time, subject to the overall provisions of this Article.

No director may serve more than six consecutive years, unless that director shall be serving as an officer of the Society.

3. The directors shall have full power to fill all vacancies on the board until the next regular election.
4. The board of directors may adopt rules and regulations for the government and proper business conduct of the Society and shall have power to amend the same.

**ARTICLE IV**  
**Officers**

1. The president shall preside at all meetings of the Society and board of directors. The president shall perform all duties incident to the office and advise such action as may be deemed likely to increase the usefulness and prosperity of the Society.
2. The vice president shall act in the absence of the president; and in the absence or disability of the two officers named, a member shall be chosen to act temporarily.
3. The treasurer shall receive and disburse the funds of the Society and shall keep all moneys of the Society deposited in its name. The treasurer shall, as required, make reports to the board, which shall further require him or her to give acceptable bond, in such sum as the board may determine, for the faithful performance of duties.
4. It shall be the duty of the secretary to collect and keep a record of information of value to the members of the Society, conduct the official correspondence and maintain an accurate record of the proceedings of the Society and board of directors. The secretary shall perform such further duties as may be incident to the office, subject to the direction of the board of directors. At the expiration of the term of office, the secretary shall deliver to the board of directors all books, papers and property of the Society.

**ARTICLE V**  
**Committees**

1. The president shall appoint the chairs of such standing and special committees as shall be determined by the Society or the board of directors. In order to facilitate continuity in Society activities, the vice president shall appoint prior to the annual meeting each year chairs of the standing committees for the following year. The vice president also shall appoint chairs of any special committees for the following year. All members, retired members and distinguished service members are eligible to serve on a committee of their choosing. The standing and special committees will meet during the week of the annual convention, chaired by the incoming chairs.
2. The president may, from time to time, by and with the consent of the board, appoint additional members of any standing committee.
3. Except when specified, the duties of standing and special committees shall be indicated by their respective names and shall be such as usually belong to similar committees.
4. All standing and special committees shall report their proceedings at the meetings of the board or Society and shall submit to the board of directors, prior to its last meeting before the annual meeting of the Society, a full report of their acts and findings from the time of appointment. Reports of all committees must be submitted in writing and filed with the secretary.
5. Should any standing or special committee fail to discharge the duties assigned to it with reasonable promptitude, such committee shall be declared discharged by the president, who shall report the same to the board of directors and appoint a new committee for confirmation.
6. All standing and special committees shall be considered discharged at the end of each Society year.
7. Vacancies in any committee chairs shall be filled by the president.

**ARTICLE VI**  
**Meetings**

1. The annual meeting of the Society shall be held at a place and time decided upon by the board of directors, who shall announce their decision not later than three months prior to the date determined.
2. Special meetings of the Society shall be held on call of the president, confirmed by the board of directors, or on written request of 25 regular members and retired regular members. Such meetings may be held in person or by electronic means.
3. Fifty regular members and retired regular members shall constitute a quorum at any regular or special meeting of the Society.
4. The hours for meeting shall be fixed by the president.
5. In addition to such sessions as may be scheduled by the president at the time of the Society's annual meeting, the board of directors shall hold another regular meeting each year, ideally nearest to the mid-point between Annual Meetings. The president shall set the date. At all board meetings, a majority shall constitute a quorum.
6. Meetings of committees may be called at any time by the president or by the heads of such committees.
7. Special meetings of the board of directors and committees may be called by the president. They may be held by telephone conference call or other electronic means. Voting by the board also may take place electronically.
8. The board of directors may, at any time, order a change in time of holding regular or special meetings of the Society or board of directors.

**ARTICLE VII**  
**Elections**

1. The election of directors shall be part of the order of business at the regular annual meeting of the Society.
2. The nominating committee shall prepare a list of candidates which shall number one and a half times the number of vacancies to be filled on the board of directors.
3. The report of the nominating committee shall be mailed or e-mailed to each regular and regular retired member of the Society at least two weeks prior to the annual election.
4. The five candidates receiving the highest number of votes from the list nominated according to the provisions of Section 2, Article VII, shall be declared elected for a period of three years to the membership of the board. Those candidates receiving the next highest number of votes shall be declared elected to any two-year unexpired terms. Those receiving the next highest votes shall be elected to any one-year unexpired terms.
5. All voting shall be by ballot cast by regular members and retired regular members before the deadline stated by the Nominating Committee and may occur in person or by electronic voting if such vote. All ballots, in order to be counted, must be marked for no more and no fewer than the exact number of vacancies on the board to be filled at that election. The ballots must clearly state the number of persons to be elected.
6. Regular members and retired regular members shall be limited to one vote on each ballot for any one candidate at any election.
7. The president shall appoint and announce a committee of three judges, who are not members of the board of directors or candidates for election, and such committee shall serve from the opening of the polls until the result has been ascertained.
8. The committee shall, on request, cause to be issued to each director elected, a certification of his or her election, bearing the signatures of the committee of judges.
9. In the election of directors, should a tie vote occur, the committee of judges shall cast lots and certify as elected the person or persons on whom the selection falls.



**ARTICLE VIII**  
**Suspension of Members**

1. The board of directors shall have power to suspend or expel any member of this Society for due cause, as may be determined in the judgment of the board, provided that written notice of the consideration of such action, together with the statement of alleged causes, shall be given the member concerned 30 days previous to the meeting of the board of directors 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 board of directors, but that expulsion shall not be ordered except upon the approval of two-thirds of the full board; and provided further that any member so expelled by the board of directors shall have the right to appeal to the full body of membership at the next succeeding annual meeting of the Society, in which case a majority vote of members present and voting shall be recognized as the final decision of the Society.

**ARTICLE IX**  
**Amendments**

1. These bylaws may be amended or altered by a two-thirds vote of those present at any regular or special meeting, provided notice of the proposed change shall have been mailed or sent electronically by the secretary to each regular member and retired regular member two weeks prior to such meeting.
2. All proposed amendments shall first receive the approval of the board of directors.

*This document was originally adopted at New York City, April 25, 1922, as the Constitution for the American Society of Newspaper Editors. The Society was incorporated in the state of Virginia in 1984, and the Constitution became the Society's Bylaws.*