

**CONSTITUTION OF
THE OVERSEAS PRESS CLUB OF AMERICA, INC.**

*(Revised by Vote of the Active Membership
September, 2014)*

ARTICLE 1: NAME

The name of this Club is the Overseas Press Club of America. It is a nonprofit association incorporated under the Membership Corporation Laws of the State of New York.

ARTICLE 2: OBJECTIVES

The objectives of the Club are to maintain an international association of journalists working in the United States and abroad; to encourage the highest standards of professional integrity and skill in the reporting of news; to help educate a new generation of journalists; to contribute to the freedom and independence of journalists and the press throughout the world, and to work toward more perfect communication and better understanding among people.

ARTICLE 3: ACTIVE MEMBERSHIP

Section One: To qualify for admission as an Active Member, all candidates must be presently engaged in journalism-related work as their principal professional activity and source of earned income.

The terms “working journalists, foreign correspondents, stringers and freelancers” shall be interpreted to include publishers, editors, reporters, writers, columnists, photographers, camerapeople, newscasters, commentators and others engaged in journalism-related work.

The term “established news organizations” shall include recognized and regularly established print and electronic news agencies, newspapers, press syndicates, broadcasting networks and stations, and magazines. It shall not include promotional publications or house organs of any government, organization or movement.

Applicants must qualify under one of the following categories:

(A) Working journalists who have been employed by and freelancers frequently published by established news organizations for at least two cumulative years.

(B) Foreign correspondents who are on assignments abroad as fulltime staff members of established news organizations.

(C) Frequently published freelancers and stringers employed abroad by established news organizations.

(D) Authors of professional works of journalism, especially on foreign affairs.

Section Two: Active members shall remain Active member only so long as they are principally engaged in journalistic work. If they engage in other occupations, their status shall automatically be changed to Associate members. This clause shall not affect the status of those who have been Active members for more than five years.

Section Three: In recognition of extraordinary meritorious service to the Club over an extended period of time, the Board of Governors shall have the right to change a member’s classification from Associate to Active, provided that such action is by unanimous consent of the entire Board and provided that the number of such reclassifications does not exceed two in any one year.

ARTICLE 4: ASSOCIATE MEMBERSHIP

Candidates can qualify for Associate membership under any of the following categories:

(A) Working journalists who have accumulated at least two years of experience in news coverage for established news media and are no longer actively engaged in journalistic work.

(B) Journalists who are employed by government-owned news organizations and broadcast media and have been so employed for at least two years.

(C) Public information and public relations representatives of agencies of national governments or intergovernmental organizations employed for at least two years.

(D) Professional editors, publishers and agents of nonfiction books, especially those dealing with international affairs or the relationship of history to international affairs.

(E) Current representatives of nonprofit organizations involved with newsworthy activities of interest to the Club.

(F) A provisional, non-voting associate membership category shall include persons who are employed full-time for established news organizations as a trainee or entry-level employee or are registered full-time students in a graduate school of journalism. There is a two-year limit to membership in this category.

ARTICLE 5: AFFILIATE MEMBERSHIP

Affiliate membership may be offered by one or more members of the Board of Governors to those whose business or professional work involves close relationship with or interest in the field of journalism and especially international journalism and to diplomatic or other government officials whose associations with the Club will advance the objectives defined in Article 2.

ARTICLE 6: HONORARY MEMBERSHIP

The Board of Governors may elect to Honorary membership those who have rendered outstanding service to journalism or who, for other reasons, the Board shall consider worthy of honorary association with the Club.

ARTICLE 7: MEMBERSHIP

Section One: No applicant shall be denied membership for reasons of color, race, creed, sex or age.

Section Two: No applicant shall be admitted to membership whose qualifications are judged by the Admissions Committee to be inconsistent with the objectives and principles of the Club as set forth in Article 2.

Section Three: The entrance fees and annual dues for all classifications of membership shall be fixed in the By-laws.

Section Four: Persons who have formally retired shall continue to be eligible for membership in the category they held at the time of their retirement.

ARTICLE 8: RATIO OF MEMBERS

The Board of Governors shall ensure that the greatest number of members shall be Active members. This shall be a consideration in the admission of new members to Associate, Affiliate and Honorary categories.

ARTICLE 9: MEMBERS' STATUS

Section One: All members shall enjoy equal privileges in the Club except that (A) Only Active members shall be eligible to vote for and be elected an officer of the Club, or a Governor elected by Active members; and (B) Only Associate members shall be eligible to vote for and be elected a member of the Board chosen by Associate members. The President, in consultation with the Board of Governors, at its discretion, may name members in any category to membership on any committees. Membership on a committee shall not make the member an officer of the Club or change the member's classification.

Section Two: Guest cards may be issued, under conditions set forth in the By-laws.

ARTICLE 10: RESTRICTIONS

No member shall receive any salary, emolument or profit from the funds of the Club, nor shall any member exploit the name of the Club for personal, partnership or corporate aggrandizement. The Board of Governors may, however, by a majority of its full membership, vote emoluments to a member who has rendered an outstanding contribution to the Club by professional journalistic activities.

ARTICLE 11: TERMINATION AND SUSPENSION

Section One: Membership in the Club may be terminated by the Board of Governors as set forth in the By-laws:

(A) By voluntary resignation of any member who is not indebted to the Club.

(B) For failure to pay dues or other amounts when they shall become payable.

(C) For a violation of the By-laws or of rules of the Club not inconsistent with this Constitution and Bylaws or for conduct which in the opinion of the Board is improper or prejudicial to the interests of the Club.

The Board must receive notification in advance and a vote to suspend or expel must be by a two-thirds vote of the members of the Board present. A member proposed for termination shall have the right to a hearing before the Board of Governors, under rules set forth in the By-laws.

ARTICLE 12: OFFICERS AND GOVERNORS

Section One: The Club shall be governed by a Board of Governors, which shall consist of all the Club's elected officers, thirteen Governors elected from the Active membership, three Governors elected from the Associate Membership and, ex-officio, all Past Presidents of the Club.

Officers and other Governors shall be elected for a term of two years in accordance with procedures set forth in the By-laws.

The votes of ex-officio members of the Board shall not constitute a majority of any vote of the Board.

Section Two: The Officers of the Club shall consist of a President, three Vice Presidents, ranked in order of the number of votes received, a Secretary and a Treasurer elected from among the Active members of the Club.

Section Three: Unexcused absences on the part of an Officer or a Governor from three regular meetings of the Board may, at the discretion of the Board, be accepted as the equivalent of resignation from the Board.

Section Four: The By-laws shall make provision for the impeachment of Officers or Governors of the Club. Impeachment must be voted upon by the Club's Active membership and must be approved by a majority of those voting.

Section Five: Officers and other elected Governors shall be eligible to serve for not more than two consecutive terms, but may stand for re-election after a lapse of at least one year or they may run for another position.

ARTICLE 13: DUTIES OF THE BOARD OF GOVERNORS

Section One: To enable it to govern the Club, the Board of Governors shall at the beginning of each fiscal year review By-laws for the management of the Club's business and rules for its own procedures. The President, in consultation with the Board, shall define the duties of Officers and appoint such committees as he or she may deem proper.

Section Two: The President or another designated officer, in consultation with the Board, may appoint salaried employees, who shall not be members of the Club and who shall serve under the direction of the Board.

Section Three: As soon as practicable after the Annual Meeting, the Board of Governors shall elect an Executive Committee. It shall consist of the President, the Vice Presidents, the Secretary, the Treasurer and three additional members of the Board who are Active members of the Club.

Section Four: The Executive Committee shall convene on the call of the President or any two other members. Three members shall constitute a quorum. The Executive Committee shall report its decisions or recommendations to the next meeting of the Board of Governors.

ARTICLE 14: DUTIES OF OFFICERS

Section One: The President shall preside at all meetings of the Club and of the Board of Governors and, ex-officio, shall be a member of all committees.

In the absence of the President, a meeting of the Club or the Board of Governors shall be presided over by the Vice President present who received the highest number of votes for that office in the preceding annual election.

Section Two: The Secretary shall keep the roster and records of the Club, the minutes of all meetings of the Club and of the Board of Governors and shall conduct official correspondence of the Club as the President directs.

Section Three: The Treasurer shall be the custodian of the Club funds and from such funds shall pay all bills incurred in the ordinary course of the business activities of the Club. Payment of extraordinary expenditures shall require authorization from the Board of Governors. The Treasurer shall submit a report on his stewardship to each business meeting of the Club and of the Board of Governors.

ARTICLE 15: COMMITTEES

Section One: The Board of Governors shall elect an Admissions Committee consisting of Active and Associate members of the Club, which shall report to

the Board of Governors its recommendations for admission.

Section Two: The powers, duties and responsibilities of standing committees shall be determined by the Board of Governors and set forth in the By-laws.

Section Three: The President may, with the approval of the Executive Committee or the Board of Governors, appoint or dissolve additional committees that may be necessary for the proper functioning of the Club.

ARTICLE 16: VACANCIES

Section One: When the office of the President of the Club shall be vacant for any cause, the successor shall be the First or Second or Third Vice President, in that order, to fill the unexpired Presidential term. If none of them is able to serve, an Active member or officer of the Club shall be elected by the Board.

Section Two: When a vacancy shall occur in any other office, the Board of Governors shall elect an Active member from among the remaining officers and members of the Board of Governors to fill the unexpired term.

ARTICLE 17: MEETINGS

Section One: The Board of Governors shall hold a business meeting at least once a month, except during July and August, at a time and place designated by the Secretary, with the consent of the President.

Section Two: Special meetings of the Board of Governors may be called by the President or by three members of the Executive Committee.

Section Three: The membership of the Club shall hold an annual meeting, notice of which shall be mailed at least four weeks in advance.

Section Four: Special business meetings of the membership may be called by the Board of Governors at any time. Special business meetings of the membership shall also be called by the Board of Governors upon the written request of fifteen Active members addressed to the Board of Governors and submitted at least thirty days in advance of the date for which the meeting is requested.

Section Five: Meetings of the membership for the exchange and dissemination of information shall be held at times and places designated by the President. At such meetings, speakers may be invited and guests of members may be present at the discretion of the President.

ARTICLE 18: QUORUM

Section One: Seven elected officers and members of the Board of Governors who are Active members of the Club shall constitute a quorum for the transaction of business at meetings of the Board of

Governors. Alternate members of the Board who are Active members of the Club may, at the instance of the President, serve and vote as Governors at such meetings in order to provide a quorum. In no event, however, shall a quorum of the Board be deemed constituted unless a majority of the members present at the meeting are Active members.

Section Two: A quorum for the transaction of business at the annual meeting, or at any special meeting of the membership, shall consist of fifteen or more Active members qualified to vote.

ARTICLE 19: FINAL APPEAL

Section One: The Board of Governors shall make or amend rules for its own governance and fix and enforce penalties for the violation of such rules. It may adopt, alter and amend By-laws in a manner consistent with this Constitution.

Section Two: The interpretation of this Constitution by the Board of Governors may be contested at the Annual meeting. A two-thirds vote of those members present and voting can then invalidate such interpretation.

ARTICLE 20: THE NOMINATING COMMITTEE

Section One: The Board of Governors shall, as soon as possible each year, elect a Nominating Committee of at least five members, a majority of whom are Active members of the Club. The President shall designate a Chairperson from among the members of the Nominating Committee.

Section Two: Nominations for elective officer shall be made either by the Nominating Committee or by petition through procedures provided for in the By-laws. The Nominating Committee shall nominate no more than two candidates for each office and each position on the Board of Governors. No member of the Nominating Committee shall be nominated for any office by the Nominating Committee on which that member is serving.

Section Three: The Nominating Committee's Report shall present a list of candidates.

ARTICLE 21: AMENDMENTS

This Constitution can be amended only by the following procedures: An amendment may be (A) initiated by a vote of two-thirds of the Board of Governors, or (B) submitted to the Board of Governors by at least twenty-five Active members. In the latter case, the proposed amendment must be submitted to the Board of Governors in writing at least thirty days prior to the Annual meeting of the Club.

Under either procedure, the proposed amendment shall be published in the first issue of the Club's Overseas Press Club Bulletin following the Board of Governors' meeting at which it was either voted or submitted.

The proposed amendment shall then be placed before the next Annual meeting of the Club for discussion. The Secretary shall read to the members at this meeting any comments received from members of the Club who are not present at the meeting.

Within three weeks following the meeting at which the proposed amendment was presented for discussion, the Secretary shall mail to all Active members ballots and an impartial digest of the discussion and the letters read at the meeting.

Active members may then vote by mail within a period of time specified by the Board and in accordance with procedures that shall be set forth in the By-laws.

If at least two thirds of the Active members voting by mail vote in favor of the proposed amendment, it shall be declared adopted as of the date specified by the Board of Governors for the closing of the balloting.