

**BYLAWS  
OF  
STATE NEWS, INC**

**Incorporated June 15, 1971**

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February 17, 1976, May 1988, July 1992, July 2001, February 2009)

**435 E. GRAND RIVER  
EAST LANSING, MICHIGAN**

**BYLAWS OF  
STATE NEWS, INC.  
MICHIGAN STATE UNIVERSITY  
EAST LANSING, MICHIGAN**

**ARTICLE I  
PURPOSE**

The purpose of the corporation is to publish, distribute and disseminate news and information for the community of Michigan State University and to serve as a practicum for students enrolled at Michigan State University.

**ARTICLE II  
PROPERTY RIGHTS**

Upon dissolution of the Corporation, assets remaining after payment of debts shall be transferred to the Board of Trustees of Michigan State University; no part thereof shall inure to the benefit of any individual.

**ARTICLE III  
CORPORATE MEMBERS**

The membership of this Corporation shall consist of the current membership of the Board of Directors, as elected in accordance with the Bylaws of the Corporation.

**ARTICLE IV  
BOARD OF DIRECTORS**

**SECTION 1. Number and Qualifications**

The business, property and affairs, of the Corporation, shall be managed by a board of 12 Directors. Of the members of the Board, three shall be employed full time in the news media or with recent full-time experience in the news media, and, if possible, alumni of Michigan State University; three shall be tenure stream faculty, faculty emeriti, or professional staff with job security as defined by the university; and six shall be students registered at Michigan State University.

**SECTION 2. Election**

Any person seeking consideration for a directorship shall submit a resume to the Board of Directors in advance of the annual meeting. Each Director shall hold office for a term of two years and until a successor shall be elected and qualified or until his/her resignation or removal. No member of the Board or operating staff, student or professional, shall serve both positions simultaneously. Moreover, no Board member shall seek a position on the operating staff without first resigning from the board.

**SECTION 3. Vacancies**

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director so elected shall serve for the unexpired term of the previous Director.

#### **SECTION 4. Place of Meeting**

All annual, regular or special meetings of the Board of Directors of the Corporation shall be held in the State of Michigan, at such place as the Directors shall from time to time designate.

#### **SECTION 5. Notice of Meetings**

Written notice of any and all annual and regular meetings of the Board of Directors shall be delivered to Directors, members and other interested persons at least 10 days in advance to ensure attendance. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid and addressed to the Director at his/her last known address.

#### **SECTION 6. Annual Meeting**

The Board of Directors shall meet each year for the purpose of organization, election of directors and consideration of any other business that may properly be brought before the meeting. The annual meeting shall be held in September as the directors shall designate. Officers of the Board shall be elected at the meeting and take office upon election. Officers shall be nominated and elected to the offices of President, Vice President, Secretary and Treasurer.

#### **SECTION 7. Regular Meetings**

The Board of Directors shall meet at least once every month during the academic year unless waived by a quorum of the Directors, and as often as may be necessary to transact the business of the Corporation.

#### **SECTION 8. Special Meetings**

Special meetings of the Board of Directors or of the members of the Corporation shall be called at the request of the President or any two Directors. Notice of any special meeting of the Board of Directors shall be delivered to Directors by appropriate means, sufficiently in advance to ensure attendance.

#### **SECTION 9. Attendance as Waiver of Notice**

Attendance of a Director at a meeting shall constitute a waiver of notice of the meeting except when a Director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened. A Director who is present at a meeting when action on any corporate matter shall be taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting.

#### **SECTION 10. Quorum**

A majority of the current membership of the Board of Directors shall constitute a quorum. If a quorum cannot be obtained at any meeting, the members present may resolve themselves into a committee to care temporarily for important business. Any decisions made by such a committee shall be subject to review by the Board at the next regular meeting.

#### **SECTION 11. Proxy**

No Director shall be permitted to vote by a proxy. Presence in person or by other electronic means is required during discussion and at the time of the vote.

#### **SECTION 12. Power to Borrow Money**

The Board of Directors shall have the authority to borrow money whenever, in the judgment of the Board, the best interest of the Corporation shall be served.

### **SECTION 13. Expenditures**

No Director, acting alone and without the approval of the Board of Directors, shall expend or cause to be expended any funds of the Corporation.

### **SECTION 14. Attendance**

Attendance at meetings is expected unless sufficient notice is provided to the General Manager and/or President of the Board.

### **SECTION 15. Removal**

When the best interest of the Corporation will be served, any Director may be removed from office by the affirmative vote of a 3/4 majority of the remaining Directors.

### **SECTION 16. Indemnification of Directors**

Each person who at any time has served or serves as a Director shall be indemnified by the Corporation against all reasonable expenses including attorney fees actually and necessarily incurred by him/**her** together with all amounts paid by him/her in satisfaction of settlements, judgments, fines and penalties, exclusive, however, of any amount paid or payable to the company in connection with any claim, action suit or proceeding and any appeal therein and any inquiry or investigation which could lead to such action, suit or proceeding; provided, such person acted in an authorized official capacity as approved by the Board of Directors, acting by a quorum, in a manner such person reasonably believed to be in the best interests of the Corporation, and in connection with any criminal proceeding such person also had no reasonable cause to believe that the conduct was unlawful. Such person shall not be indemnified against any expenses or payments incurred or made with respect to any matter which shall be made the subject of an action or proceeding against him/her by or on behalf of the corporation or by him/her against the Corporation or in any matter, proceeding or action between Directors and / or officers as individuals unless the same has been approved by the Board of Directors, acting by a quorum, consisting of Directors who are not parties or involved in the action. The foregoing right of indemnification shall inure to the benefit of the heirs, executors or administrators of each such Director or officer and shall be in addition to all other rights to which such Director or officer may be entitled as a matter of law.

### **SECTION 17. Executive Committee**

The executive committee shall consist of the President, Vice President, Secretary, Treasurer and the chairs of the standing committees of the Board. The Executive Committee shall represent all three categories of the Board membership: student, faculty and professional.

The executive committee shall have oversight responsibility for goal-setting and strategic planning. -

The executive committee shall be empowered to act for the board in matters that the executive committee deems require immediate action. The executive committee will notify the entire board as soon **as** possible. Decisions made by the executive committee shall be subject to review by the board at the next regular meeting.

- a. **Standing Committees.** The standing committees of the board shall be: *Human Resources and Board Development*, with oversight responsibility for employment and employee relations, practices, benefits, board recruitment, membership, and development; *Finance & Policy*, with oversight responsibility for budget and financial planning, investments, and policy and bylaws; *Technology & Facilities*, with oversight responsibility for housing and occupancy, furniture, equipment, technology, ergonomics and safety.

The president shall make committee assignments and appoint committee chairs following board elections at the September meeting.

The Human Resources and Board Development committee shall conduct the annual performance review of the general manager.

## **SECTION 18. Director Compensation**

For the purpose of encouraging participation of Michigan State students more fully and as such members of The State News staff cannot be members of the Board of Directors, student board members may receive compensation for attendance at board and committee meetings.

# **ARTICLE V AGENTS AND EMPLOYEES**

## **SECTION 1. General Manager**

The Board of Directors shall appoint a General Manager who shall direct the business affairs and the daily operations of the Corporation. The General Manager shall be accountable to the Board of Directors and shall function also as an adviser to the Directors, to the student department managers, and to the student staff. The General Manager shall be appointed for an indefinite term and may be removed by vote of a majority of the Directors at any time.

## **SECTION 2. Editor**

The Board of Directors shall appoint an Editor, who shall be chosen from Michigan State University students applying for the position. The Editor shall be responsible for the editorial content and tone of the newspaper and/or multiplatform news sites and for direction of the editorial department and the hiring of the editorial staff.

## **SECTION 3. Other Student Manager Positions**

The Board of Directors shall at its discretion create student manager positions to respond to the changing needs of multiplatform news organizations. Positions will be filled from Michigan State University students who have applied for the position. The responsibilities of the position(s) shall be determined by the general manager and approved by the board.

## **SECTION 4. Appointment, Terms of Office**

The Editor and other student managers shall be appointed by the Board of Directors and shall serve until a successor has been appointed by the Board, or until removed by the Directors.

## **SECTION 5. Other Employees**

The General Manager shall appoint such other agents and employees as may be deemed necessary to transact the business of the Corporation. All professional employees shall be responsible to the General Manager.

## **SECTION 6. Removal**

All State News employees and student workers are at-will. The General Manager may recommend to the Board the suspension or dismissal of any agent or employee whose actions, in the judgment of the General Manager, place the Corporation or its properties in peril or jeopardy.

## **SECTION 7. Vacancies**

Any vacancy in any office because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term in the manner described in the Bylaws for election or appointment to the office.

## **SECTION 8. Compensation**

Compensation of the General Manager shall be determined by the Board of Directors. Compensation and personnel policies for all other agents and employees shall be determined by the General Manager in general conformity with the policies of Michigan State University.

## **SECTION 9. Execution of Negotiable Instruments**

All checks, contracts, drafts, notes, bills of exchange and orders for payment of money, unless otherwise directed by the Board of Directors or otherwise required by law, shall be signed in the name of the Corporation by its General Manager. The Board of Directors may designate agents in addition to the General Manager, who shall have authority to execute certain instruments in behalf of the Corporation.

# **ARTICLE VI AMENDMENT OF BYLAWS**

The power to alter or to amend the bylaws shall be vested in the Board of Directors of the Corporation. The affirmative vote of a quorum of the Directors shall be necessary to affect any such action.