

CHARTER & BYLAWS
of the
USAGM EMPLOYEE ASSOCIATION
A support group for fallen and injured journalists

SECTION I
NAME

The name of this employee association shall be the USAGM EMPLOYEE ASSOCIATION, hereinafter referred to as the "Association."

SECTION II
MISSION

Around the world, U.S. Agency for Global Media (USAGM) journalists risk their lives and livelihoods every day to report the truth to audiences in media-restrictive environments. The courageous men and women of the five USAGM networks encounter systematic harassment and hostilities that many people never have to face. In some countries where the Agency operates, journalism is considered a crime. At the time of this enactment, 18 USAGM journalists have paid the ultimate price, and many more have been detained, arrested, or harmed in the pursuit of press freedom. USAGM and its journalists nonetheless remain dedicated to the advancement of freedom and democracy through the free exchange of information and ideas, believing that a more informed world is a safer world. This is a charge that the Agency takes seriously; to effectuate it, the Agency must capably protect its workforce. However, despite the Agency's best efforts to ensure the safety of its journalists abroad, the Agency is limited in mobilizing resources and assistance consistent with appropriate policies, laws, and regulations.

SECTION III
OBJECTIVES

The primary objectives of the Association shall be:

- (1) to provide financial assistance to the families and survivors of USAGM journalists, stringers, or support personnel who die within the course and scope of their USAGM duties, in order to cover funeral costs and other financial hardship costs related to the death of those fallen USAGM personnel;
- (2) to fund evacuation, safety, medical, insurance, or other related costs in the event USAGM journalists, stringers, or support personnel are in immediate life-threatening danger or are injured within the course and scope of their USAGM duties; and
- (3) to carry out such other activities as deemed necessary to raise funds for the purposes described above, including solicitation and acceptance of gifts, grants, devises, bequests,

and funds as may be donated or otherwise provided to the Association by any person, commensurate with the limitations set forth in Sections X and XI.

SECTION IV MEMBERSHIP

A. Eligibility

There shall be one class of membership in the Association. Multiple members shall be collectively referred to herein as "Members."

Membership shall be limited to current employees, agents, representatives, contractors, correspondents, stringers, and support personnel of the USAGM and its constituent entities, which include the *Voice of America*, *USAGM staff offices*, the *Office of Cuba Broadcasting*, *Radio Free Asia*, *Radio Free Europe/Radio Liberty*, and the *Middle East Broadcasting Networks*. Retired or former employees, agents, and representatives of the above may participate in activities and meetings, but may not become official members of the Association.

B. Rights, Privileges, and Limitations

Each Member:

- (1) shall be entitled to one (1) vote in elections of the Executive Committee described in Section V, as well as matters mentioned in Sections IX and XII of this Charter and Bylaws;
- (2) shall be eligible to serve as an Executive Committee member, commensurate with the election process in Section V; and
- (3) may exercise other rights regarding the conduct of the affairs of the Association accorded by consent of the membership.

A Member may be removed from membership or otherwise sanctioned by majority vote of the Executive Committee.

The participation of Members located outside of the Washington, D.C. metropolitan area and in other time zones should not limit their participation in the Association. The Executive Committee will make every reasonable effort to accommodate participation by such Members.

C. Meetings

Meetings of the Association, which shall be open to all Members, will take place from time to time as deemed necessary by the Executive Committee. No less than two weeks' advance notice of meetings shall be given to the Association membership. The conduct of all such meetings, including actions taken therein, will be documented and disseminated to members of the Association.

SECTION V GOVERNANCE STRUCTURE

A. Executive Committee

The affairs of the Association shall be governed by an Executive Committee, comprised of seven (7) Members who shall be elected by the Membership, by majority vote, a Chairperson, Vice-Chairperson, Secretary, Treasurer, Fundraising Director, Communications Director, and Member-At-Large (collectively, "Officers"). The respective Officers shall have the powers and duties usually vested in such officers, including without limitation the following:

- (1) the Chairperson shall preside over the meetings of the Executive Committee Members, shall oversee the solicitation for nominations for candidates for the Executive Committee, as set forth herein, shall appoint task forces as required or advisable; and shall serve as the chief executive officer of the Executive Committee;
- (2) the Vice-Chairperson shall, in the absence or disability of, or pursuant to the removal or resignation of, the Chairperson, exercise the powers and discharge the duties of the Chairperson, and shall be responsible for maintaining accurate and up to date records of membership information;
- (3) the Secretary shall take the minutes of all meetings of the Executive Committee and of the Members and shall issue official notice of meetings as may be required, either directly or indirectly;
- (4) the Treasurer shall be responsible for financial records and books of account and the manner in which such books and records are kept and reported, and for preparation of financial disbursements under Section III and the annual budget for submission to and approval by the Executive Committee;
- (5) the Fundraising Director shall develop fundraising strategies, oversee all fundraising activities, coordinate solicitation of funds and shall act as liaison with funding partners;
- (6) the Communications Director shall operate the website and social media accounts, shall serve as the primary manager of any Association email accounts, and shall compose and distribute regular updates and communications to Members; and
- (7) the Member-At-Large shall address overall organizational goals and strategic needs as determined by the Executive Committee, which may include leading tasks forces or serving in a special capacity, in addition to fulfilling all other requirements of Executive Committee membership.

Each member of the Executive Committee shall be elected by the Members of the Association by the Instant Runoff Voting Method, as set forth herein, and serve a two-year term. Members of the Executive Committee shall receive no compensation for their service as Executive Committee members.

All of the powers and duties of the Association shall be exercised by the Executive Committee, including the formulation, administration, and implementation of policies for the administration, management, and operation of the affairs and/or property of the Association; supervision of collection and disbursement of funds; maintenance of the books and records of the Association, including but not limited to the membership registers, accounts, and minutes of meetings of the Members and the Executive Committee; and direction of the programs and activities of the Association.

B. Meetings

The Executive Committee shall meet at least quarterly and correspond as needed. More frequent meetings may be held to plan and execute special events and initiatives. The conduct of all such meetings, including actions taken therein, will be documented and disseminated to members of the Association.

C. Decision Making

At all meetings of the Executive Committee, the presence of five Executive Committee members shall constitute a quorum for the transaction of any business, and the acts of a majority of the Executive Committee members present at a meeting at which a quorum is present shall be the acts of the Executive Committee, except as otherwise specified herein.

If an item is brought before a meeting of the Executive Committee where a quorum is not present, the item shall be returned to its author, but it may be brought again without prejudice before the Executive Committee at a future date.

Any action that may be taken at a meeting of the Executive Committee, or is required to be taken at a meeting of the Executive Committee, may be taken without a meeting if all members of the Executive Committee provide written consent to the action. The written consent of all members of the Executive Committee shall have the same force and effect as a vote at a meeting duly held and may be described as such in any document.

D. Elections and Voting

The initial members of the Executive Committee shall include the signatories to this Charter and Bylaws who are designated as Founding Members, to serve an initial term of up to one (1) year. An election for a slate of Executive Committee members to succeed the initial group shall be held no later than one (1) year from the date of the Association's establishment.

Every odd year, the Executive Committee shall solicit nominations for candidates to fill the positions of those incumbent Executive Committee members who are serving their second year in office. Such nominees shall be selected from the direct employees of the Federal Government or Grantee entities.

Elections for the Executive Committee shall take place every odd year. The timing of elections will be determined by the incumbent Executive Committee, but must occur before the expiration of the incumbent Executive Committee's term. Voting may commence no more than two (2) weeks before election day. Notice for the election and the identity of the candidates shall be posted at a reasonable time before the election is to take place.

On Election Day, any Member of the Association may act as, or appoint in their place, an election observer to ensure that Members vote only once.

An election of the Executive Committee may be conducted through wholly electronic means, such as by e-mail or an online vote. Members may cast their electronic vote to all the Executive Committee members or other pre-defined election official(s). The Executive Committee shall count and tabulate each Member's one vote, except that the Executive Committee may refuse to

count the vote of any Member when the Executive Committee unanimously agrees that either: 1) a Member's vote is so ambiguous that it cannot be counted; or 2) a Member's vote violates voting policy or procedure established in this Charter and Bylaws or established subsequently by the Executive Committee. After the Executive Committee reviews and tabulates all votes, the Executive Committee shall report to all Members which candidate(s) are elected.

The Executive Committee may, consistent with this Charter and Bylaws, adopt further policies regarding elections and voting to help ensure fair, orderly, and efficient voting procedures.

E. Vacancies

Notwithstanding any other provision of this Charter and Bylaws, if a vacancy occurs among the Executive Committee's membership, the vacancy may be filled by a majority vote of the remaining members of the Executive Committee. Alternatively, the Executive Committee may choose to fill such vacancies by vote of the Members of the Association, as set forth in Section VI of this Charter and By-laws. An incoming Executive Committee member who fills a vacancy shall serve the remainder of the term for the vacant position.

F. Removal from Office

Any elected member of the Executive Committee may be removed from their position for nonperformance of duties or malfeasance by two-thirds vote of the Executive Committee. The Executive Committee may fill the resulting vacancy by a majority vote of the remaining members of the Executive Committee or majority vote of the Members of the Association.

SECTION VI VOTING METHOD

Unless otherwise specified by this Charter and Bylaws, the Association shall conduct voting by the Instant Runoff Voting Method. Elections utilizing the Instant Runoff Voting Method shall be conducted as follows:

- (1) Each voter shall be provided seven ballots listing all candidates for each position in alphabetical order.
- (2) Each voter shall numerically rank the candidates in order of preference
- (3) A tally of each voter's first choice vote shall be taken. A candidate who receives a majority of first choice votes cast shall be seated.
- (4) If a candidate who receives a majority of votes has already been seated, the votes of the voters for the seated candidate shall then be transferred to the next choice candidate on the ballot and a tally shall be taken.
- (5) Should no candidate receive a majority of votes after the process described in (4), the candidate receiving the fewest number of first choice votes shall be eliminated. (A tie between candidates shall be resolved by lot). The votes of the voters for the eliminated candidate shall then be transferred to their next-choice candidate.
- (6) A tally shall be taken. Should no candidate receive a majority of votes, the elimination process described in (4) and (5) shall be repeated until only one (1) candidate remains or a candidate receives a majority of votes.
- (7) Steps 2-6 will be repeated for each of the seven ballots in order.

**SECTION VII
DUES**

The Executive Committee may establish dues to be paid by Association Members and alter such dues by majority vote of the Executive Committee. However, payment of such dues are not required to become a Member of the Association.

**SECTION VIII
FUNDRAISING, MANAGEMENT, AND REPORTING**

A. Fundraising

The Executive Committee will establish and implement a strategy to raise funds to assist members, fallen journalists, and their families and survivors, commensurate with the objectives set forth in Section III.

B. Management

The Executive Committee shall maintain the fiscal integrity of the affairs of the Association, including provisions for accounting and financial controls and for providing regular financial reports or summaries to the membership.

C. Reporting

The Executive Committee shall report to the membership annually on its management of the Association's affairs and finances, including amounts of funds collected, amounts of funds disbursed, and plans for the succeeding year.

**SECTION IX
DISBURSEMENT OF FUNDS**

The Executive Committee shall establish a process for deciding how much funding shall be provided to an endangered or fallen journalist/member, or their survivor(s). It is understood that amounts may vary from year to year based upon the resources of the Association and the needs of the particular individual(s) involved.

**SECTION X
OFFICIAL TIME AND USE OF FEDERAL FACILITIES AND RESOURCES**

A. Official Time

The Executive Committee shall endeavor to conduct Association business, including meetings of the Members, outside of official time. To the extent Association business is conducted during official time, Members (including Executive Committee members) shall obtain authorization from their supervisors to participate.

B. Use of Government Facilities and Resources

The Executive Committee shall endeavor to conduct Association business outside of Federal facilities. To the extent the Executive Committee deems this impracticable, the Executive Committee shall obtain authorization to utilize government facilities from USAGM management, who shall be guided in this matter by the applicable laws and regulations governing the custody and administration of Federal property and facilities. Incidental use of Federal resources (e.g., electronic voting through Federal computers) is permissible, provided that such use does not interfere with the efficiency and operational effectiveness of USAGM in the judgment of USAGM management.

C. Scope of Fundraising in the Federal Workplace

The Association shall not engage in or conduct charitable fundraising in the Federal Workplace, as those terms are defined in Section 2635.808 of Title 5 of the Code of Federal Regulations, except in accordance with the restrictions in Part 950 of Title 5 of the Code of Federal Regulations or, pursuant to Office of Personnel Management regulations and guidance, with written permission of the Director of the Office of Personnel Management to aid victims in cases of emergencies and disasters.

SECTION XI MAINTENANCE OF TAX-EXEMPT STATUS

The Association has been formed as a nonprofit corporation under District of Columbia law for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. Notwithstanding any provisions of this Charter and Bylaws or law to the contrary, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the charitable, scientific, literary, or educational described in the Articles of Incorporation. No part of the activities of the Association shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

It shall be the duty of each Executive Committee member and Officer to maintain the tax-exempt status of the Association pursuant to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) and its regulations (as they now exist or as they may hereafter be amended). A willful violation of this duty shall constitute a wrongful act or conduct subjecting the participating Executive Committee member or Officer to removal procedures as set forth in these Bylaws.

No stock or other evidence of ownership or interest shall be issued by the Association and no pecuniary profit shall inure to the benefit of any Officer, Executive Committee member or other person having an interest in the activities of the Association. However, the Association is authorized to pay reasonable compensation for services rendered to the Association and to make reimbursement for reasonable costs and expenses incurred on behalf of the Association.

SECTION XII AMENDMENTS

Amendments to this Charter and Bylaws may be adopted by a two-thirds majority vote of Members and only after Members have been given thirty (30) days' notice of the content of the proposed amendment and their right to express to the Executive Committee any concern regarding the proposed change.

A proposed amendment shall be discussed by the Executive Committee. If, after discussion, the amendment is approved by five of the seven sitting Executive Committee members, the amendment shall be brought to the attention of the membership through an electronic announcement or general meeting. Then, following the thirty (30) days' notice period discussed above, if a two-thirds majority of Members vote for an amendment's adoption, the amendment shall be adopted with immediate effect.

In the case of ambiguous or conflicting language in this Charter and Bylaws, a construction shall be favored that will give all amendments effect. Amendments shall be consistent with applicable statutory and regulatory authority, and no amendment shall be adopted that has the effect of violating or nullifying USAGM policy, procedure, or rules.

SECTION XIII REPORTING

The Executive Committee shall from time to time report the status of the Association, to include major operational, financial, or policy issues, to the USAGM Chief Executive Officer (CEO). Such reports shall be tendered no less frequently than on a quarterly basis.

SECTION XIV PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Association in all cases in which they are applicable and not otherwise inconsistent with these Bylaws.

SECTION XV DISSOLUTION

The founding Members of this Association recognize that a legislative proposal has been drafted to establish a USAGM Foundation through an Act of Congress. Therefore, this Association may be voluntarily dissolved by a vote of no less than two-thirds of the Members upon such Act's passage, and the balances of any funds collected by the Association transferred to the legislatively enacted organization upon dissolution.

**SECTION XVI
MISCELLANEOUS PROVISIONS**

A. Fiscal Year

The fiscal year of the Association shall begin on the first day of January every year, except that the first fiscal year of the Association shall begin as of the date of execution of this Charter and Bylaws.

B. Availability of Materials

A copy of this Charter and Bylaws and any federal and state incorporation documents and all amendments hereto and thereto shall be made available to every Member requesting same.

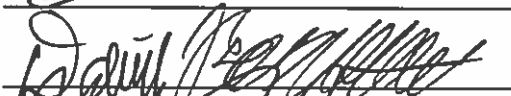
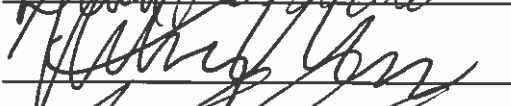
LET IT BE KNOWN that, on this 13th day of March, in the year Two Thousand and Nineteen, this Charter was signed into existence and the Bylaws adopted as the Bylaws of the Association.

Founding SES Sponsor:



Grant K. Turner, Chief Financial Officer, USAGM

Founding Members:

 Adeyemi Jimason Chelsea Milko Daniel Rosenholtz Kate Neeper Matthew Schuck

Maximum Payout amount of $\$$ needed

Fundraising
① Stock donations

③ Retroactively

World Press Freedom

Working Agenda for March 13 Kickoff Meeting ^{online}

1. Welcome and Introductions [~~Chelsea~~, Chelsea]
 - a. Recording of minutes [Kate]
2. Opening Remarks [Matt S.]
3. Matt Walsh remarks
4. USAGM Journalists with Threats to Press video from board meeting [Yemi]
5. Moment of silence for fallen USAGM journalists [Yemi]
6. Overview of Association Bylaws [Chelsea, Dan] *kick off, hand to Dan*
7. Vote to Adopt Association Bylaws [ALL] *Me*
 - a. Talking point: Tell attendees that the bylaws is starting point for moving forward and that organization is theirs can make amendments in the future

Every Motion Has 6 Steps:

8. **Motion:** A member rises or raises a hand to signal the chairperson.
9. **Second:** Another member seconds the motion.
10. **Restate motion:** The chairperson restates the motion.
11. **Debate:** The members debate the motion.
12. **Vote:** The chairperson restates the motion, and then first asks for affirmative votes, and then negative votes.
13. **Announce the vote:** The chairperson announces the result of the vote and any instructions.

- Signature

- 8 14. Vote on resolution to hold special election for 2 seats on Founding Members committee [~~Chelsea~~ *Me*]
 - a. Open nomination period of 2 weeks, starting at the meeting
 - b. Anyone can nominate someone or self-nominate
 - c. The two positions are for the remainder of the Founding Members committee term. If those individuals wish to continue in a leadership role, they will have to run for an Executive Committee position once general elections are held.
- 9 15. Highlight rules (after work hours, quarterly meetings, etc.) [Matt C. and Dan]
- 10 16. Public comment [Matt S.]
- 11 17. Next steps [Chelsea]
 - a. Monthly meetings of the committee (all members welcome)
 - b. Enable the donation portal soon
 - c. Fall elections
- 12 18. Adjourn [Chelsea]
 - a. Do I have a motion to adjourn

