Policies and Procedures Manual
2026-27

(updated August 2026)

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IRE Board: Our role and rules

OUR MISSION, VISION AND CORE VALUES

The **mission** of Investigative Reporters and Editors is to foster excellence in investigative journalism, which is essential to a free society. We accomplish this by:

- Providing training, resources and a community of support to investigative journalists.
- Promoting high professional standards.
- Protecting the rights of investigative journalists.
- Ensuring the future of IRE.

Our Vision – The IRE Board of Directors envisions a future where our journalism training and advocacy play an essential role in strengthening democracy by empowering a resilient, inclusive and forward-looking community of investigative journalists to uncover truths and serve the public good. Our Mission – IRE's mission is to foster excellence in investigative journalism, which is essential to a free society.

We accomplish this by: Providing training, resources, and a community of support to investigative journalists. Promoting high professional standards. Protecting the rights of investigative journalists. Ensuring the future of IRE.

Our Core Values – The Board's decisions are grounded in a fundamental belief that our work is critical to IRE's success. Our Board members serve out of loyalty to the mission and provide essential oversight and accountability to IRE's members and the broader public. In helping to carry out that mission, the Board embraces the following core values –

Collaboration: We believe in prioritizing working well together, with IRE staff and with members; contributing to our collective goals; and being active, informed and respectful participants in the decisions we make and their impact.

Diversity: We believe in having a broad range of voices, backgrounds, abilities and communities represented on the Board; actively ensuring everyone can speak and be heard; and fostering an open, inclusive dialogue.

Efficiency: We believe in acting thoughtfully and effectively, making timely, streamlined and mission-focused decisions, and demonstrating respect for the work and roles of others who contribute to this organization.

Transparency: We believe in conducting our business openly; following well-executed governance policies; being accountable to our members; and setting an example for the journalism industry.

Courage: We believe in leading with conviction, driven by journalists' responsibility to inform the public, and being willing to innovate, evolve and take risks necessary to move IRE and its membership into the future.

OUR JOB

FIDUCIARY DUTY

As Board Members, we have a legal obligation to do our best to take care of IRE, to act in the best interests of the organization and to ensure it is following the law and its own governing documents. We are "fiduciaries," which means we are legally responsible for ensuring IRE's financial health. We should treat the organization's assets with the same care as we do our own assets.

GOVERNING

The Board has wide latitude to create policies for IRE, set expectations for the executive director and oversee them to ensure they are meeting the needs of members. However, we do not run the organization on a day-to-day basis, and we do not manage the staff. That is the job of the executive director.

ADVOCATING

We are part of IRE's public face. We strive to be good representatives of the organization, spread the word about its essential work and do whatever we can to support it. But as a member organization, we need to advocate just as strongly for the needs of our members and hold the organization accountable for those needs.

FUNDRAISING

As part of our role as ambassadors for IRE, we should always look out for anybody who might be willing to donate to the organization. We are also expected to contribute to the organization

with a donation of any size. (It can be very small, but it's important that we all do it because some grant applications still ask applicants if all Board Members donate.)

OUR MEETINGS

The IRE Board meets twice in person annually – at the Board Retreat at the beginning of the Board year, and at the IRE Conference at the end of the year. It also meets virtually as needed. In 2026-27, the plan is to hold a total of at least five full Board Meetings: in person at the Retreat in September, virtually later in 2025, virtually in early February, virtually in April and in person at the IRE Conference in June.

The president leads these meetings, and our rules of order are laid out in the manual. Generally, you must be in attendance at the meeting to vote on any particular issue, and we need a quorum (a simple majority) in attendance to vote on any issue. The IRE secretary will compile the minutes, striving for transparency in not just the vote counts but also the content of the conversation. You'll be asked to review them for accuracy before they're shared with the public. All bylaw or policy changes will be reflected in this manual.

STAYING ORGANIZED

We store meeting agendas/minutes, committee reports and other important documents and reference material on the Board's Google Drive. Please ensure that you have access and peruse the materials included here, and that anything you add can be accessed by all of our Board Members. You can find lots of different background information and meeting minutes that go back years.

The Google Drive is also used to compile meeting agendas. While the president has the ultimate authority to set the agendas, we use an open system in which all Board Members can add items to a working agenda if they wish. The deadline to submit items is typically two weeks before the Board Meeting; while policies require the final agenda and accompanying materials to be sent out to the full Board at least three days prior to a meeting, the current president has committed to doing it at least a full week in advance to ensure that everybody has time to read the materials and prepare for discussions.

The Board also has a Google Calendar that shows all IRE events, including training events as well as Board Meetings and committee meetings.

COMMITTEE SERVICE

Committees are the working groups that propel the board's work, and that's why we expect board members to join and often lead our committees. Most of our votes come in response to a recommendation from a committee that has put time and effort into researching an issue. While board members have the discretion to suggest issues for consideration at any time, it's always useful to first consider whether this issue has been, or should be, discussed in depth at the committee level.

The president appoints committee chairs, who then selects members in consultation with the president and executive director. Board members should serve on at least one committee. New board members are generally not expected to chair committees in their first year. Non-board members also serve on committees.

All committees should put notice of their meetings on the Board's Google Calendar and also keep minutes of their meetings that include at least the agenda, members present and details of all votes. Minutes should be filed in the committee folder on the board drive and shared by email with the board secretary (currently Jodie Fleischer) and staff person in charge of posting minutes online (currently Krista Sporleder).

HOW TO USE OUR GOVERNING DOCUMENTS, POLICIES AND PROCEDURES

This manual strives to include everything that could be construed as a rule or policy for our organization, and it's updated annually by the board secretary. (If you think something isn't addressed within this document that should be, contact board secretary Ana Ley.)

The **articles of incorporation** are our foundation as an organization. They reflect the intentions of our founders and establish the terms of being a member of IRE and the rules for how we are governed. Revising this document requires a two-thirds vote of support from our membership; we propose changes rarely, and only after lots of public education and consulting legal counsel.

The **code of bylaws** (confusingly, also referred to as articles) are policies that build on and clarify what's laid out in the articles. Changes, additions or revocations to the bylaws require 30 days notice to the membership, and two-thirds of our board members need to vote in favor. The bylaws are our chance to elaborate and provide more explanation on rules set out in the articles, and the two documents should not conflict.

Policies and procedures are at the discretion of the board and can be created, amended or revoked with a simple majority vote of the Board at any time. The organization's code of conduct, the particulars of how we conduct board elections and our award policies all live here, so that we can respond quickly to changing conditions or needs.

Our governing documents

Articles of Incorporation

Of Investigative Reporters and Editors, Inc.

The undersigned incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1971 (hereinafter referred to as the "Act"). Execute the following Articles of Incorporation:

ARTICLE 1: Name

Section 1.01. Name. The name of this Corporation shall be:
INVESTIGATIVE REPORTERS AND EDITORS, INC.

ARTICLE 2: Purposes and Powers

Section 2.01 Primary Purposes. The purposes for which this Corporation is formed are exclusively to perform such functions and to engage in such activities as shall permit the Corporation to qualify as an organization exempt from Federal taxation under the provisions of Section 509 (a) (2) of the Code and the Regulations issued pursuant thereto, as amended from time to time. Specifically, the Corporation shall be organized and at all times operated exclusively to provide educational services to reporters, editors, and other persons interested in investigative journalism and to maintain high professional ethical standards in this field.

Section 2.02. Specific Power s. Subject to any specific written limitations or restrictions imposed by the Act, by the Code, by other law, or by these Articles of Incorporation, and solely in furtherance of but not in addition to the purposes set forth in Section 2.01 of the Article, the Corporation shall have the following specific powers:

Clause(a). Statutory Powers. Subject to any specific written limitations or restrictions Imposed by the Act, by the other law, or by these Articles of Incorporation and solely in furtherance of, but not in addition to the purposes set forth in Section 2.01 of these Articles, the Corporation shall have all the powers specified in the Act including the powers set forth in Section 23-7.1-4 of the Act.

Clause (b). To Make Gifts. To make gifts, donations, contributions, loans and grants of all or any part of the income, assets and property of the Corporation.

Clause (c). To Solicit Contributions. To solicit in any manner and receive and accept from any source any money, property or services, including any present or future, vested or contingent, legal or equitable, or conditional or absolute interest therein, which is given, granted, devised, bequeathed or otherwise bestowed upon the Corporation and may be used to accomplish the purposes set forth in Section 2.01 of

this Article.

Clause (d). To Make Contracts. To enter into, perform, cancel and rescind all kinds of contractual obligations.

Clause (e). To Act With Others. To perform any act which the Corporation acting alone has the power and capacity to perform by acting as a partner or otherwise in association with any individual, group of individuals, form, partnership, association, corporation, department of government, or other entity, whether legally constituted or informally organized.

Clause (f). To Accept Fees for Services. To accept fees for services rendered to members or to the general public insofar as such is consistent with the purposes set forth in Section 2.01 of this Article.

Clause (g). Establishment and Maintenance of Corporation. To expend rules for the establishment and maintenance of the Corporation: the acquisition, equipment, maintenance and conduct of a principal office: the engagement of staff, both professional and otherwise, to conduct the business and affairs of the Corporation: the publication of materials respecting the affairs of the Corporation: the conducting of programs designed to effect the purposes of the Corporation: and the conduct of its business and affairs generally.

Section 2.03. Limitations Upon Powers.

Clause (a). Earnings. No member of the Corporation shall have or receive any earnings from the Corporation, except a member who is an officer, director, or employee of the Corporation, in which event they may receive fair and reasonable compensation for his services as an officer, director, or employee: and a member may also receive payments of principal and interest at a rate not exceeding six percent (6%) per annum on funds loaned or advanced by him to the Corporation. (Amended 6/22/24)

Clause (b). Loans to Directors. The Corporation shall make no advancements for services to be performed in the future, nor any loan of money or property to any director or officer of the Corporation.

Clause (c). Dissolution. In the event of dissolution of the Corporation, all assets remaining after payment of all debts of the Corporation shall be transferred by the Board of Directors to any not-for-profit corporation, trust, foundation or other organization whose purposes are substantially the same a those of the Corporation and which, at the time of transfer, is exempt from Federal taxation under Section 501 (c) (3) of the Code or the corresponding provisions of any future United States Internal Revenue Law. Any such assets not so transferred by the Board of Directors shall be disposed of by the Circuit court of the County in which the principal office of the Corporation is located, exclusively for such tax-exempt purposes or to such tax-exempt organization as the Court shall determine. No member, director or officer of the

Corporation, or any private individual, shall be entitled to share in the distribution of any of the assets of the Corporation on dissolution of the Corporation.

Clause (d). Prohibited Activities.

(i) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or to any private individual.

(ii) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(iii) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal taxation under Section 501 (c) (3) of the Code and the Regulations issued pursuant thereto, as amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and the regulations issued pursuant thereto, as amended.

Clause (e) No Construction of Powers as Purposes. The Powers enumerated in Section 2.02 of this Article shall not be construed as Purposes, but the Corporation shall have and exercise such Powers solely in furtherance of, but not in addition to the limited purposes set forth in Section 2.01 of this Article.

ARTICLE 3: Period of Existence

Section 3.01. Term. The period during which the Corporation shall continue is perpetual.

ARTICLE 4: Period Office and Resident Agent

Section 4.01 Principal Office. The Post office address of the principal office of the Corporation is:

307 North Pennsylvania St Indianapolis, Indiana 46204

Section 4.02 Resident Agents. The name and address of the Resident Agent in charge of the principal office of the Corporation is:

Myrta Pulliam
307 North Pennsylvania Street
Indianapolis, Indiana 46204

ARTICLE 5: Membership

Section 5.01 Classes of Membership. The Corporation shall have five classes of membership. The classes of membership shall be entitled “Professional”, “Academic”, “Retired”, “Associate” and “Student” respectively. The Professional class shall be limited to persons substantially engaged in news gathering, presentation and/or production. The Academic class

shall be limited to persons engaged full-time in research and/or teaching in the field of journalism. The “Retired” class shall be limited to persons who have retired from journalism and are no longer working full-time. The “Student” class shall be limited to college students pursuing a degree and recent graduates who are not yet working. “Associate” membership will be available to former IRE Members who are not retired; to individuals engaged part-time in news gathering, presentation and/or production; or to individuals recognized by the organization for their contributions to the field of investigative journalism. Associate members shall not be eligible for the voting rights which are reserved to the other classes of members. The Board of Directors may further define each of these classes. (Amendments adopted 6/7/08, 3/6/15, 6/22/24)

Section 5.02 (Removed by amendment 3/6/15)

ARTICLE 6: Directors

Section 6.01 Number of Directors. The initial Board of Directors of the Corporation shall consist of nine (9) members who shall serve for two years from the date of the filing of these articles. The number of Directors of the Corporation shall be specified from time to time in the Code of Bylaws of the Corporation; provided, however, that the minimum number shall be three (3) and the maximum number shall be fifteen (15) and, if the Code of Bylaws fail to specify the number, then the number shall be nine (9). One-half of the directors shall be elected every year and shall serve for two years. The mechanism for electing the first Board of Directors shall be established in the Code of Bylaws.

Section 6.02 Names and Post Office Addresses. The names and post office addresses of the initial members of the Board of Directors are as follows:

Name	Post Office Address
1. Mr. Harley Bierce	307 North Pennsylvania Street, Indianapolis, Indiana 46204
2. Ms. Myrta Pulliam	307 North Pennsylvania Street, Indianapolis, Indiana 46204
3. Mr. Paul N. Williams	242 18th Street, Columbus, Ohio 43210
4. Mr. Robert L. Pierce	12th Blvd. and Delmar, St. Louis, Missouri 63101
5. Mr. Ronald Koziol	435 North Michigan Avenue, Chicago, Illinois 60611
6. Mr. Les Whitten	1401 16th Street N.W. Washington D.C. 20036
7. Mr. Steve Castner	333 West State Street Milwaukee, Wisconsin 53201
8. Mr. David Burnham	1920 L Street N.W. Washington D.C. 20236
9. Mr. Len Downie	1150 15th Street N.W. Washington D.C. 20271

Section 6.03 Members as Directors. All members, except Student and Associate members, are eligible to be elected directors. (The Articles were amended in June 2009 to remove a restriction that allowed only one academic to serve on the board at any time. The deleted clause stated: *At the time of election, no more than one Academic member may sit on the Board as a result of such an election*.)

ARTICLE 7: Incorporators

Section 7.01 Names and Addresses of Incorporators. The names and post office addresses of the incorporators are as follows:

Name	Post Office Address
1. Mr. Harley Bierce	307 North Pennsylvania Street, Indianapolis, Indiana 46204
2. Ms. Myrta Pulliam	307 North Pennsylvania Street, Indianapolis, Indiana 46204

ARTICLE 8: Statement with Respect to Property

Section 8.01 Property of Corporation. The Corporation, upon its incorporation, has no property of value other than the sum of $300.00.

ARTICLE 9: Executive Committee

Section 9.01 Executive Committee. The Board of Directors shall elect an Executive Committee of such number and with such tenure and powers as the Bylaws shall determine. Such Executive Committee shall have and may exercise, during intervals between meetings of the Board of Directors, all the powers vested in the Board of Directors (except such powers as, under the Act, Articles, Bylaws, or other law, or proper resolutions adopted by the Board of Directors, are reserved for exercise by the latter alone) upon the affirmative vote of the majority in number of the members of the Executive Committee, present or by proxy. The Executive Committee may, within the limitations just stated, make and adopt a Code of Rules and Regulations for the conduct of its business. (Amendment adopted 3/6/15)

ARTICLE 10: Provision for Regulation and Conduct of the Affairs of Corporation

Section 10.01 Management of Corporation. The affairs of the Corporation shall be managed by the Board of Directors, which shall represent the members of the Corporation, subject to the provisions of Section 6.03 hereof.

Section 10.02 Code of Bylaws. The Board of Directors of the Corporation shall have the power, without the assent of the members, to make, alter, amend, or repeal the Code of Bylaws of the Corporation.

Section 10.03 Officers. The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be prescribed by the resolution of the Board of Directors. They shall be elected in the manner specified in the Code of Bylaws. The offices of President and Secretary shall not be occupied by the same person.

Section 10.04 Term of Office of Directors and Officers. Each officer and director shall hold his office for the term specified in the Code of Bylaws, but no term shall end until a successor is elected and qualified for the office to be vacated.

Section 10.05 Removal of Member of the Boar d of Directors. Any member of the Board of Directors may be removed, with or without cause, at a meeting of the Board of Directors called expressly for that purpose, by a vote of two thirds (2/3) of all the members of the Board of Directors then serving.

Section 10.06 Meetings of Members. All meetings of the members shall be held at such place within or without the State of Indiana as may be designated by the Board of Directors pursuant to the Code of Bylaws.

Section. 10.07 Fiscal Year . The fiscal year of the Corporation shall begin on July 1, and end on June 30.

Section 10.08 Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action a written consent to such action is signed by all members of the board or of such committee, as the case may be, and such written consent is filed with the minutes of proceeds of the board or committee.

Section 10.09 Limitation on Power s of Member s and Boar d of Directors. Notwithstanding any contrary provision in these Articles, neither the members nor the Board of Directors shall have the power or authority to take or authorize any action which shall deprive the Corporation of its status as an exempt organization under the provisions of Section 501 (c) (3) of the Code, as amended.

Section 10.10 Amendment of Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation in any amendment hereto, in any manner now or hereafter prescribed or permitted by the Act or any amendment thereto; after majority adoption by the Board of Directors of a resolution submitting such amendment of the articles to the membership, upon two-thirds vote of the Members in attendance, in-person or virtually at an annual or special meeting by written notice given to Members. (Amended 6/22/24)

IN WITNESS WHEREOF, the undersigned, being the incorporators designated in Article 7, execute these Articles of Incorporation and certify to the truth of the facts therein stated this 25 day of April, 1975.

/s/

_____

_____ Harley Bierce

/s/

_____

_____ Myrta Pulliam

/s/
_____
_____ James Neff, President

/s/
_____
_____ Edward DeLaney, Secretary

Effective: June 7, 2008

Code of Bylaws

OF
INVESTIGATIVE REPORTERS AND EDITORS, INC.

ARTICLE 1: Name and Period of Existence

The name of the Corporation is INVESTIGATIVE REPORTERS AND EDITORS, INC. and the period during which the Corporation shall continue in existence is perpetual.

ARTICLE 2: Purposes

The purposes set forth in Article 2.01 of the Articles shall be implemented by the Members. Directors, officers' agents and employees of the Corporation, subject, however, to the control of the Board of Directors.

ARTICLE 3: Powers

The limited Powers set forth in Article 2.02 of the Articles shall be exercised by the Members, Directors, officers, agents and employees of the Corporation, subject, however, to the control of the Board of Directors.

ARTICLE 4: General Office, Resident Agent and Executive Director

Section 4.01. Appointment and Powers of Executive Director.

At such time as it shall deem it necessary and appropriate, the Board of Directors may, by majority vote, elect an Executive Director of the Corporation to operate its general office; plan and supervise its campaign for gifts; conduct its general correspondence; and make arrangements for the meetings of the Members, Directors, and the Executive Committee of the Corporation. The Executive Director shall have only such powers as are granted to him or her by the Board of Directors. The Executive Director shall at all times be subject to the instructions of the Directors, and at times between meetings of the Directors, the Executive Committee.

Section 4.02 Corporate Acts.

All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Corporation; all deeds, mortgages, and other written contracts and agreements to which the Corporation shall be a party; and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the Corporation, shall, unless otherwise directed by the Board of Directors, or unless otherwise required by the Board of Directors, or unless otherwise required by law, be signed by any two of the following officers: President, Vice-President, Secretary or Treasurer. The Board of Directors may, however, authorize any one of such officers to sign any of such instruments, for and in behalf of the Corporation, without necessity of countersignature: and may designate officers or employees of the Corporation other than those named above, who may, in the name of the Corporation, sign such instruments. Any shares of stock issued by any other corporation and owned or

controlled by the Corporation may be voted at any shareholders' meeting of such other corporation by the President of the Corporation, if he be present; or, in his absence, by any Vice-President of the Corporation who may be present; and, in the event both the President and Vice- President shall be absent, then by such person as the President or Vice-President, and the Secretary, shall, by duly executed proxy, designate to represent the Corporation at such shareholders' meeting.

ARTICLE 5: Members

Section 5.01. Application for Membership.

Any interested person may apply for membership in any appropriate membership class. Membership applications shall be approved if the applicant meets the occupational requirements set forth in Section 5.01 of the Articles. The board of directors shall have the authority to make all determinations as to the qualifications in any membership class or to defer that responsibility to the staff. The eligibility of a member as to compliance with the requirements of Section 5.01 of the Articles of Incorporation may be challenged, with reasons stated in writing and submitted to the board, by any two members of the corporation, and, after an opportunity for written response by such person to that challenge, the board shall decide the question of eligibility of that person. (Amendments adopted 2/13/81, 6/23/24.)

Section 5.02. Compliance with Bylaws.

Both Charter Members and Elected Members shall execute and deliver to the Corporation an Instrument of Acceptance in the following form:

Instrument of Acceptance Of Membership In Investigative Reporters and Editors, Inc.
Investigative Reporters and Editors, Inc.
138 Neff Annex
Columbia, Missouri 65211

In consideration of admission to Membership in your Corporation and the benefits to be derived from such Membership, the undersigned hereby agrees to abide by the provisions of the Articles of Incorporation and Code of Bylaws, of your Corporation, both as amended from time to time.

Executed at _____, this_____day of_____20_____.

(Name of Member)

By _____ Attest: _____
President Secretary

(Corporate Seal)

Section 5.03. Certificate of Membership.

Upon execution by a Member of the "Instrument of Acceptance of Membership in Investigative Reporters and Editors. Inc,." such Member shall be entitled to issuance of a Certificate of Membership in the following form:

Certificate of Membership In
Investigative Reporters and Editors, Inc.

THIS IS TO CERTIFY That _____of _____
(Name of Member) (City and State)

is a member of the Investigative Reporters and
Editors, Inc. Membership Category ____
Executed this__ day of _____, 20____.

_____ Attest: _____
President Secretary

(Corporate Seal)

Section 5.04. Annual Meeting.

The first annual meeting of the Members of the Corporation shall be held within one year of the filing of the Articles and annually thereafter prior to the termination of the then current Fiscal Year, on a day or days which shall meet with the approval of a majority of the Board of Directors. At least thirty (30) days' notice in writing of the day or days set for such meeting shall be given to each Member. If the annual meeting is not held as provided, such failure shall not work any forfeiture of the charter, or affect the status of the property or the validity of any power, authority or action of the Corporation, its Members, Directors, and officers; but such meeting, when duly called, convened, and conducted, and the action taken thereat, shall be as valid as if such annual meeting had been held at the time hereinabove set forth.

Section 5.05. Special Meetings.

Special meetings of the Members may be called as determined by a majority in number of the members of the Executive Committee, or by any twenty-five (25) percent of the Members, at any place within the United States upon delivery of ten (10) days notice, specifying the time, place, and general purpose of the meeting given to each Member either personally, by written instrument or electronic mail. At any special meeting at which all Members are present, notice of the time, place, and purpose thereof shall be deemed waived; and similar notice may likewise be waived by absent Members either by written instrument or by telegram.

Section 5.06 Quorum.

A number of members equal to a majority of the members of the Corporation registered at the most recent convening of an annual national conference shall be necessary to constitute

a quorum at a membership meeting and all motions for action shall be carried by a majority vote of the members present except that a two-thirds in number of the members present shall be necessary for the amendment of the articles. (Amendment adopted 2-13-81.)

Section 5.07. Voting Rights.

The Members shall have voting rights at meetings of the Members in accordance with the Articles.

ARTICLE 6: Directors

Section 6.01. Number, Qualification, and Term.

Except as stated in Section 6.02 hereof, the Corporation shall be governed by a Board of directors consisting of thirteen (13) Members qualified as per Article 6 of the Articles. Seven of such Directors shall be selected in even numbered years and six in odd numbered years.

Section 6.02. Selection of Initial Board of Directors.

The Directors named in Section 6.02 of the Articles shall each serve for a period of two years commencing on the date of the filing of the Articles. In addition, four (4) more directors shall be elected at the first annual meeting to commence service immediately. Thus after the first annual meeting and before the second anniversary of the filing of the Articles there shall be a total of thirteen (13) directors. At the second annual meeting, which is to be held before the second anniversary of the filing of the Articles, five (5) directors shall be chosen to commence service on the second anniversary of the filing of the Articles. These directors may be chosen wholly or in part from among the original directors.

Section 6.03. Annual Meeting.

The annual meeting of the Board of Directors for the election of officers, and for the transaction of such other business as may properly come before the meeting, shall be held either conjointly with, or after adjournment of, the annual meeting of the Members of the Corporation, when the latter is held as specified in Section 5.04 of the Bylaws. No notice shall be necessary for the holding of the annual meeting of the Board of Directors. If the annual meeting is not held as above provided, the election of officers may be held at any subsequent meeting of the Board as adjourned or specially called. (Amendment adopted 2/13/81, 4/19/24.)

Section 6.04. Special meetings.

In the event of an emergency declared by the President or a majority of the Executive Committee, the Board of Directors may meet and act, provided that a quorum of two-thirds of the Directors are participants and all Directors have been notified. The Membership should be notified as soon as is practical before the meeting. (Amendment adopted 3/5/22.)

Section 6.05. Place of Meetings.

Meetings of the Board of Directors shall be held virtually, by phone or in person as may be specified in the respective notices, or waivers of notice. (Amendment adopted 3/5/22.)

Section 6.06. Notice of Meetings.

Scheduling a non-emergency meeting requires not less than ten (10) days' notice to the Membership, specifying the time, place, and general purpose of each meeting. It shall be given to each Director personally. (Amendment adopted 3/5/22.)

Notices of meetings of the Board of Directors shall be substantially in the following form:

TO THE MEMBERS OF THE BOARD OF
DIRECTORS OF INVESTIGATIVE
REPORTERS AND EDITORS, INC.:

Please take notice that the annual (a special) meeting of the Board of Directors of Investigative Reporters and Editors, Inc. will be held at _____, _____ on _____, 19____, at _____o'clock p.m. for the following

purposes:

1. (Here Insert)

2.

Dated _____, 20_.

Secretary
Investigative Reporters and
Editors, Inc.

Section 6.07 Waiver of Notice.

(Amendment deleting this section adopted 3/5/22.)

Section 6.08 Quorum.

A majority of the whole Board of Directors shall be necessary to constitute a quorum thereof; and, unless otherwise affirmatively prescribed by the Act, Articles, Bylaws, or other law, a majority of any quorum shall be sufficient to authorize or approve any action by the Board.

Section 6.09 Attendance.

No director can run for re-election if he or she has not attended two-thirds (2/3) of the in-person and pre-scheduled telephone meetings of the board during his or her tenure.

Pre-scheduled telephone meetings are defined as those meetings scheduled with at least 60 days advance notice. Exceptions hereto can be made by the executive committee alone. (Amendment adopted 6/14/12.)

Section 6.10. Vacancies.

Vacancies on the Board of Directors shall occur upon the death, resignation, incapacitation or removal for stated cause by two-thirds vote of the board of any member of the Board of Directors, and the board may fill such vacancies with the next qualified highest vote recipients among nominees at the last previous election, to serve until the next meeting of the membership, which shall then elect a person to fill the balance of that unexpired term.

ARTICLE 7: Executive Committee

Section 7.01. Number, Qualification, and Term.

Beginning with the officers elected at the June 2006 meeting of the Board of Directors of the Corporation, the executive committee of the Board of directors shall consist of five Directors, including the president, vice-president, treasurer and secretary. The remaining member of the Executive Committee shall be a director elected by a majority vote of the Board. The president shall be chair of the Executive Committee. The members of the Executive Committee shall hold office until successors are elected. The immediate past president – to the extent possible – shall serve in an advisory role to the board. (Amendment adopted 2/13/81; a second amendment adopted 9/9/04, amended 4/19/24.)

Section 7.02. Vacancies.

Vacancies on the Executive Committee shall occur upon the death or other incapacity of any one of the five (5) Members; and shall be filled at the direction of the Board of Directors.

Section 7.03. Meetings.

Meetings of the Executive Committee shall be called and held in a manner prescribed by the Board of Directors, including with notice to all the Directors. (Amendment adding notice requirement adopted 6/1/22)

Section 7.04. Quorum.

A majority of the members of the Executive Committee shall be necessary to constitute a quorum thereof; but the Executive Committee, which is not supported by the affirmative votes of three
(3) members, shall take no action.

Section 7.05. Powers.

The Executive Committee shall have and may exercise during the intervals between meetings of the Board of Directors all the powers vested in the Board of Directors, except those reserved by the Act, Articles, these Bylaws, or other law to the Members or Board of Directors of the Corporation, or any other powers the Board of Directors chooses to retain.

ARTICLE 8: Officers

Section 8.01. Officers.

The officers of the Corporation shall consist of a President, Vice-President, Secretary and Treasurer and such other officers as may be deemed necessary by the Board of Directors. All officers shall be members. The President, Vice-President, Treasurer and Secretary shall be Directors of the Corporation. (Amendment adopted 9/9/04.)

Section 8.02 Vacancies.

Whenever any vacancies shall occur in any office by death, resignation increase in the number of offices of the Corporation, or otherwise, the same shall be filled by the Board of Directors, and the officer so elected shall hold office until his successor is chosen and qualified.

Section 8.03 The President.

The President shall preside at all meetings of the Members, and the Board of Directors, discharge all the duties which devolve upon a presiding officer, and perform such other duties as these bylaws provide or the Board of Directors may prescribe. The President, acting with the Secretary and Treasurer, shall have full authority, for and in behalf of the Corporation, to execute powers of attorney appointing other corporations, foundations, partnerships, or individuals the agent of the Corporation.

Section 8.04 The Vice-President.

The Vice-President shall perform all duties incumbent upon the President during the absence or disability of the President and shall perform such other duties as these Bylaws may require or the Board of Directors may prescribe.

Section 8.05. The Secretary.

The Secretary shall attend all meetings of the Members, the Board of Directors and the Executive Committee, and shall keep, or cause to be kept, in books provided for the purpose, true and complete minutes of the meetings or other proceedings and ensure that all minutes of all of those types of gatherings, including all executive sessions, are distributed to the full Board of Directors shortly thereafter. The Secretary may delegate their duty to keep such minutes to an Assistant Secretary or the Executive Director of the Corporation if there be such. The Secretary (acting through the Executive Director if there be such) shall attend to the giving and serving of all notices of the Corporation. (Amendment adopted 3/5/22.)

The Secretary shall perform such other duties as these Bylaws may require or the Board of Directors may prescribe, including the execution of the certificates set forth in Article 5.

Section 8.06. The Treasurer.

The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The treasurer shall be the legal custodian of all moneys, notes, securities and other valuables which may from time to time come into possession of the Corporation. The treasurer shall immediately deposit all funds of the Corporation coming into their hands in some reliable bank or other depository to be designated

by the Board of Directors, and shall keep such bank account in the name of the Corporation. The Treasurer may delegate their duty to keep such records of account and to perform such other duties to any employee of the Corporation designated by the Board of Directors by proper resolution. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation. (Language updated 8/14/22)

Section 8.07 Delegation of Authority.

In case of the absence of any officer of the Corporation, or for any other reason the Board may deem sufficient, the Board may delegate the powers or duties of such officer to the Executive Director or employee of the Corporation, for the time being, provided a majority in number of the entire Board of directors concurs therein.

ARTICLE 9

The power to make, alter, amend, supplement or repeal the bylaws of the corporation is vested in the Board of Directors, at a meeting properly called, convened and conducted for such purpose at which two-thirds in number of the directors votes in favor of such action. Proper notice of such a meeting shall include communications to members providing at least 30 days to submit comments in response to proposed changes. (Amendment adopted 9/9/04.)

ARTICLE 10: IRE Endowment Funds

(Approved by the Board of Directors August 14, 2022)

IRE has endowment funds that financially support the corporation’s operations.

The "IRE Endowment Funds" are monitored by a finance committee that is chaired by the Treasurer and includes six other members of IRE, including one Director. That Director and two of the other members are nominated by the President; the others are nominated by the Treasurer. All are nominated after the annual officer elections and must be approved by the IRE Board. One of the six nominees may be a financial professional who is not an IRE Member. The others must be IRE Members. They all serve for two-year terms.

The Finance Committee works on fundraising, oversees ongoing revenues and expenses, monitors the Endowment Funds and advises the Board on investment practices. The committee meets with a financial adviser at least once every year, and it prepares a report that is presented at the annual membership meeting and posted online.

The endowment principal cannot be spent except for in fiscal emergencies, and only then after at least two-thirds of the IRE board members have approved of such an expenditure.

Sources of donations to the funds are accepted according to board policy. (Initial wording on

Endowment Funds adopted 6/15/06; amendments adopted and Article 10 created 8/14/22, further amendments adopted 4/24/25.)

Board Policies

Awards

Eligibility for Board Members

IRE upholds the highest ethical standards in its contests to ensure that all judging is free from undue influence. Board Members have no influence, involvement or insight into judging or selecting winners of the IRE Awards. The Awards are judged by a Contest Committee, which is a separate entity whose members are either elected by the membership or appointed by November 1 of each board year by the Executive Director.

Contest Committee members are not eligible to enter or win the IRE Awards. Their news outlet is allowed to enter. Outlets can enter work that includes editing, oversight or other contributions by a committee member, as long as the work did not involve contributions by a committee member that would merit a byline or another prominent role (such as producer) that would generally be named on an award entry. If there is a potential conflict of interest, the committee member must discuss the issue with the committee chair and recuse themselves if warranted, including if they encounter work by their own outlet. If the issue is not resolved with the chair, it will be sent to the Executive Director to decide how to handle the situation.

Members of the Executive Committee, including the Board Chair, also are not allowed to enter. Their outlets are subject to the same rules as for members of the Contest Committee.

Board Members who do not serve on either the Executive Committee or the Contest Committee are allowed to enter the IRE Awards.

Award Recission Policy

The IRE Awards strive to recognize the best and highest standards in investigative journalism. Upon evidence that a winning entry is substantially false, inaccurate, or unfair, any IRE member in good standing can challenge the award by filing a complaint with IRE's Executive Director within one year of its announcement. The complaint must include documentation and evidence that offer compelling reasons to support rescission. The Executive Director can waive the one-year limitation if the entry is later found to be fraudulent, dishonest, or intentionally deceptive. The Executive Director has the authority to determine whether complaints merit referral to a committee. That committee shall be a five-person panel and must include one member of the Executive Committee, one elected member of the Contest Committee, and 3 members appointed by the Executive Director. The committee will consider the complaint and

seek further evidence, including a response from the winner or their representative, as it deems necessary and appropriate. Rescinding an award requires a motion passed by a simple majority, plus final approval from the Executive Director. The award will be vacated for that contest year. Actions that result in rescission will be published on IRE's website and in the IRE Journal. Rescissions can be appealed by the contest winner directly to the IRE Executive Committee within 30 days of the rescission, which can also be determined by a simple majority vote. Decisions on appeals will also be published on IRE's website and in the IRE Journal. Above all, the process must be fair. The special rescission committee, or Executive Committee of the Board, should use its best judgment and discretion in deciding recissions.

Issuing Special Citations

In very rare circumstances, IRE contest judges may feel a special award is warranted to acknowledge work that exceeds the bounds of existing categories. In those instances, the Contest Committee may recommend that the Board consider a special citation and shall provide the Board with the relevant work for consideration.

A board citation will only be issued if two-thirds of the Board Members vote in favor.

If a Board Member has substantial involvement in the work under consideration, such as a byline or as an editor/producer, the board must weigh whether awarding a special citation will give a perception of a conflict of interest.

Any Board Members employed by the news outlets under consideration for a board citation must recuse themselves from all conversation about the citation and from the vote.

Diana Fuentes Service to IRE Award

In remembrance of our former executive director Diana Fuentes, who died in March 2026, the board established a service award named in honor of Fuentes to annually recognize one IRE member for outstanding volunteerism for the organization, to be selected by staff. The recipients will be honored and recognized each year at the IRE Conference in June.

Board Travel Policy

IRE board members are required to attend two in-person meetings per year: at the annual retreat and at the annual IRE conference. We want to ensure this doesn't cause financial hardship and that the ability to pay doesn't prevent anyone from serving the organization.

Any board member should first request financial support from their employer, where applicable. Employers are generally expected to pay for travel costs as a way of supporting IRE and the entire journalism community, but we know that's not always possible. If there are still costs that are not covered, and it would be a hardship for the board member to take those on personally,

board members should submit their request to IRE's executive director. IRE will maintain a budget to support these requests.

Financial assistance will be limited to the in-person events that are mandatory for board service, including the IRE Conference and board retreats.

Investigative Reporters & Editors Code of Conduct / IRE Principles

Effective September 27, 2026

Purpose & Scope

Investigative Reporters & Editors (IRE) is committed to providing a professional, welcoming and respectful environment where journalists and others can learn, collaborate and engage in meaningful discussion. IRE values integrity, accountability, diversity, inclusion, professionalism and respect. We believe journalism is strengthened through open dialogue, rigorous debate and a free exchange of ideas.

This code addresses conduct, not viewpoints. People may express opinions, perspectives and disagreements – even strongly or critically. However, participation in IRE activities requires that discussions occur without harassment, discrimination, intimidation, threats or other behavior (including the points listed below under “Standards of Conduct”) that prevents others from participating.

This code applies to all participants in IRE activities, including:

- Members
- Non-member attendees and guests
- Speakers, panelists and trainers
- Exhibitors and sponsors
- Volunteers
- Contractors and vendors
- Board of Directors
- Committee and task force members
- Staff

It applies to all activities sponsored or conducted by IRE, including but not limited to conferences, training programs, chapter events, meetings, webinars, online communities, Slack spaces, social media, listservs, networking events and other official IRE activities, including related communications and gatherings. By participating in IRE activities or holding membership, individuals agree to follow this code.

This Code of Conduct is intended as a supplement to, and not as a substitution for, the policies and legal requirements applicable to IRE staff and board members, which remain fully in force.

Standards of Conduct

IRE expects participants to:

- Treat others with professionalism, dignity and respect.
- Engage in disagreement without personal attacks.
- Respect personal boundaries and privacy. (Documenting suspected violations is permitted and is addressed more fully below.)
- Follow reasonable directions from IRE staff, event organizers, volunteers and venue personnel.
- Help maintain an environment where everyone can participate fully. (Participants are not required to intervene personally during alleged violations of this code.)
- Exercise professional judgment and avoid conduct that materially disrupts an IRE activity or compromises participant safety.

Conduct that may violate this code includes, but is not limited to:

- **Harassment, discrimination or intimidation.** Conduct that demeans, humiliates, threatens, excludes or targets an individual or group based on a protected characteristic, or creates a hostile, intimidating or offensive environment.
- **Threats, stalking or unwanted physical contact.** Threatening or intimidating another person; repeatedly following, monitoring or contacting someone in a way that causes reasonable fear or distress; or engaging in physical contact without consent.
- **Sexual harassment or unwelcome sexual conduct.** Unwelcome sexual advances, requests, comments, jokes, images, gestures or other verbal or physical conduct of a sexual nature that creates an intimidating, hostile or offensive environment or affects participation or employment.
- **Personal attacks or abusive behavior directed at another participant.** Insulting, degrading, humiliating, threatening or otherwise abusive conduct directed at an individual.
- **Slurs or discriminatory language.** Derogatory or offensive language targeting an individual or group based on race, sex, gender, sexual orientation, gender identity, disability or other protected characteristics.
- **Recording, photographing, livestreaming individuals and/or posting of such content on social media where/when there is a reasonable expectation of privacy or after they have asked you not to do so.** Nothing in this code can be used to stop someone who believes it is being violated from documenting the offending behavior or suspected violation.
- **Repeated unwanted communication after someone has asked that it stop.** Continuing to contact someone after or surrounding an event through email, messages, calls, social media or other means after they have clearly asked that the communication stop.
- **Retaliation.** Adverse action, threats, intimidation or other unfavorable treatment against someone for making a complaint, providing information, serving as a witness or participating in a Code of Conduct investigation.
- **Distribution of illegal substances during IRE activities.** Selling or distributing illegal drugs or other prohibited controlled substances.
- **Conduct that substantially disrupts an IRE activity or prevents safe participation.** Behavior that materially interferes with an IRE activity or prevents or significantly limits others from participating safely.
- **Knowingly filing a false Code of Conduct complaint.** Making allegations the person knows are untrue or knowingly providing false or misleading information during a Code of Conduct process. A good-faith complaint that is not substantiated is not a violation.

Reporting Concerns

Anyone who experiences, witnesses or becomes aware of conduct that may violate this code is encouraged to report it promptly and in good faith. Reports may be made by an affected person, witness or other individual with relevant information. A person does not need to confront the individual involved before making a report. IRE will address activities it observes or learns of that may violate this code, even if no formal complaint is made.

During in-person events

Anyone facing an immediate threat should contact emergency services or venue security. IRE will also provide clear reporting options, including:

- A dedicated secure online complaint form.
- Identifiable IRE staff, board members and event organizers.

At any time (including virtual events or digital platforms)

Complaints may be submitted through the same online form above at any time. Complaints involving:

- The executive director should be emailed to the board president.
- The board president should be emailed to the executive director.
- Both the executive director and board president should be submitted to the board vice president.

The same principle applies to appeals. If the person designated to receive an appeal is the subject of the complaint, the appeal will be directed to the next appropriate officer.

Filing deadline

Complaints should be submitted as soon as reasonably possible and, barring extreme circumstances, no later than 90 calendar days after the alleged conduct occurred. IRE may review complaints submitted after that timeframe when warranted by the seriousness of the allegations, newly discovered information, a continuing pattern of conduct or other cause.

Confidentiality and Anonymous Reports

IRE understands that reporting concerns can be difficult and will make reasonable efforts to protect the privacy of everyone involved. Information will be shared only with individuals whom IRE determines should review it to help investigate and address a complaint.

IRE cannot guarantee complete confidentiality because a fair review may require sharing information with the person whose conduct is being reviewed, as well as with witnesses or others who can provide relevant information. IRE prohibits retaliation against anyone who raises a concern in good faith or participates in a review.

Anonymous reports are accepted and will be reviewed to the extent possible. However, anonymity may limit IRE's ability to gather information, determine what occurred and take appropriate action.

Criteria for Requesting Anonymity

To be considered for anonymity, complainants must:

- State Anonymity Request: Clearly indicate their desire for anonymity and the reasons behind it.

- Explain Concerns: Briefly outline any safety or confidentiality issues that warrant anonymity.
- Acknowledge Limitations: Understand anonymity may hinder the ability to investigate the matter, depending on the completeness and scope of the information submitted by an anonymous complainant.

Review Process and Decision-Making Authority

IRE will review concerns thoroughly, impartially and as promptly as reasonably possible.

Initial determination

Upon receiving a complaint, IRE will:

- Endeavor to confirm receipt of the complaint within five business days.
- Determine whether the conduct reported falls within the scope of this code.
- Identify whether immediate steps are needed to protect participants, preserve relevant information or maintain a safe environment.

The executive director will oversee the review process unless a conflict of interest such as one arising from a personal, family or business connection with the complainant, witness or accused requires another individual to take responsibility.

Review

The process may include but is not limited to:

- Speaking with the complainant.
- Providing the accused an opportunity to respond.
- Interviewing witnesses.
- Reviewing relevant documents, communications, photographs, videos or other information.
- Consulting outside advisors when appropriate.

The scope of the review will depend on the seriousness and complexity of the alleged conduct complained of. IRE will strive to complete reviews within 30 calendar days. If additional time is needed, IRE will provide periodic updates to the complainant and accused, if and as appropriate.

A complainant may withdraw a complaint at any time. However, IRE may continue to review a withdrawn complaint if warranted to protect participants or preserve the integrity of IRE activities.

Findings and Decisions

IRE will determine next steps based on its review of the incident and the complaint. IRE will consider the seriousness of the conduct, any prior complaints or concerns, cooperation during the process and corrective measures by the accused when determining an appropriate course of action.

For routine matters — meaning lower-level conduct concerns that do not involve threats, harassment, discrimination, sexual misconduct, violence, or other serious or potentially unlawful behavior — the executive director may make the final determination and implement appropriate responses, including:

- Education or coaching.
- Verbal or written warning.
- Removal from a future session or activity.
- Removal from an event without refund.

For matters in which serious wrongdoing is alleged and is borne out by an investigation, the executive director will provide a recommendation to the Executive Committee, which is made up of the Board of Directors' president, vice president, treasurer, secretary and at-large director. The following actions require review and approval by a majority of committee members present after any recusals:

- Suspension or revocation of membership.
- Removal from volunteer, elected or appointed leadership positions.
- Long-term restrictions on participation in IRE activities.
- Termination of a contractual relationship with a vendor or consultant.

In reviewing such matters, the committee will consider the available information, findings from the review and the recommended response. Individuals with conflicts of interest because of a personal, business, or family connection to the complainant or the person alleged to have violated the code must recuse themselves from reviewing or deciding matters.

IRE will notify appropriate law enforcement authorities if it has a reasonable concern that illegal or dangerous activities have occurred or are likely to occur.

Outcome notification

The executive director, or the individual overseeing the investigation under this code, will notify the complainant and the accused in writing of the outcome, whether or not a violation is substantiated, not substantiated or could not be determined, and whether corrective or disciplinary action was recommended.

To protect privacy and maintain confidentiality, IRE may limit the information shared with either party. Written notice will ordinarily be provided within 10 business days after the determination and will include information about the right to appeal, the deadline for doing so and where the appeal must be submitted.

Immediate Actions During Events

Because concerns may arise quickly during conferences and other activities and require immediate attention, IRE representatives may take steps necessary to protect participants, maintain order or allow activities to continue safely. These steps may include:

- Directing participants to separate.
- Changing event arrangements.
- Removing an individual from the event.

These actions are temporary and do not necessarily represent a final finding that a violation occurred.

Appeals

A complainant or the accused may appeal a determination within 14 calendar days of receiving notice of the decision. An appeal must be submitted in writing to the executive director. If the appeal involves the executive director, it must be submitted to the board president. If the appeal involves both the executive director and board president, it must be submitted to the board vice president.

The appeal must explain its basis and identify at least one of the following:

- Significant procedural error in the review and determination.
- New information not reasonably available during the review.
- An action substantially disproportionate to the violation.

An appeal will not automatically trigger a second investigation simply because someone disagrees with the outcome. Appeals will first be reviewed by the Executive Committee, with a determination made by a majority of committee members present after any recusals. A person has a right to a further appeal made to the full Board of Directors, with a final decision made by a majority of its members present after any recusals.

Appeals will be reviewed within 30 days of receipt. If additional time is required, the parties will be notified. Individuals with conflicts of interest may not participate in appeal decisions.

Outcome notification

The individual responsible for overseeing an appeal will notify the complainant and the accused in writing of the appeal decision within 10 business days after it is made. The notice will state the date of the decision, the outcome of the appeal and any modification to the original determination or corrective action. To protect privacy and maintain confidentiality, IRE may limit the information shared with either party. The notification should also state any decision of the full Board of Directors, if applicable, is final.

Administration and Review

The executive director is responsible for maintaining confidential records related to Code of Conduct reports, investigations, determinations, actions and appeals. These records will be retained permanently in a secure location, with access limited to individuals who have a legitimate need to know in order to carry out their responsibilities under this code.

The executive director will also provide the board with information regarding complaints in executive session at the board's first meeting following completion of a review. This report should be a summary of the complaint and any resulting action, while also protecting participant privacy.

IRE will publish an annual summary of Code of Conduct matters and outcomes online without identifying individuals. IRE's Governance Committee will review this code annually and update it based on best practices, organizational experience and member feedback.

This version was crafted in August 2026 and recommended 4-0 (motion by Chair Josh Hinkle; second by Emma Carew Grovum) by show of hands by IRE's Code of Conduct Task Force for adoption, reviewed by legal counsel and recommended 7-1 (motion by Chair Kate Howard; second by Hinkle) by show of hands by the organization's Governance Committee for adoption. IRE's Board of Directors approved the recommendation and action item by voice vote 13-0 (motion by President Hinkle; second by Vice President Cindy Galli) at its in-person meeting on September 27, 2026, at which point the revised policy went into effect.

Conflict of Interest Policy

The purpose of the following policy and procedures is to complement Investigative Reporters & Editors, Inc bylaws to prevent the personal interest of staff members, board members, and volunteers from interfering with the performance of their duties to Investigative Reporters & Editors, Inc., or result in personal financial, professional, or political gain on the part of such persons at the expense of Investigative Reporters & Editors, Inc.'s members, supporters, and other stakeholders.

Definitions

Conflict of Interest (also Conflict) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include staff members, officers, and board members of Investigative Reporters & Editors, Inc. *Board* means the Board of Directors. *Officer* means an officer of the Board of Directors. *Volunteer* means a person -- other than a board member -- who does not receive compensation for services and expertise provided to Investigative Reporters & Editors, Inc and retains a significant independent decision-making authority to commit resources of the organization. *Staff Member* means a person who receives all or part of her/his income from the payroll of Investigative Reporters & Editors, Inc. *Member* means a Member of Investigative Reporters & Editors, Inc. *Supporter* means corporations, foundations, individuals, 501 (c)(3) nonprofits, and other nonprofit organizations who contribute to Investigative Reporters & Editors, Inc.

Policy and Practices

1. Full disclosure, by notice in writing, shall be made by the interested parties to the full Board of
Directors in all conflicts of interest, including but not limited to the following:

a. A board member is related to another board member or staff member by blood, marriage or domestic partnership.
b. A staff member in a supervisory capacity is related to another staff member whom she/he supervises.
c. A board member or their organization stands to benefit from a transaction with Investigative Reporters & Editors, Inc. or staff member of such organization receives payment from Investigative Reporters & Editors, Inc. for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and board policy.
d. A board member or staff member is a member of the governing body of a contributor to Investigative Reporters & Editors, Inc.
e. A volunteer working on behalf of Investigative Reporters & Editors, Inc who meets any of the situations or criteria listed above.

2. Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists and, if so the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect Investigative Reporters & Editors, Inc's best interests. Both votes shall be by a majority vote without counting the vote of any interested director.

3. An interested Board member, officer, or staff member shall not participate in any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict
of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present board or committee member.

4. Anyone in a position to make decisions about spending Investigative Reporters & Editors, Inc's resources (i.e., transactions such as purchases contracts) – who also stands to benefit from that decision – has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he should not participate in any final decisions.

5. A copy of this policy shall be given to all Board members, staff members, volunteers or other key stakeholders upon commencement of such person's relationship with Investigative Reporters & Editors, Inc. or at the official adoption of stated policy.

Elections

Election timing, balloting and voting requirements

Elections will be timed to end during the conference, with results announced at the membership meeting.

Voting will open three (3) Tuesdays prior to the date of the membership meeting/results announcement. Ballots will be sent weekly on Tuesdays, along with a voting reminder.

In order to receive a ballot, members must be an active member through July 1.

Staff role in elections

Staff's role in managing an impartial election is critical, therefore staff are prohibited from endorsing or campaigning for specific candidates at any time.

Declaration of candidacy, submission of materials

Four (4) weeks prior to the sending of the first ballot, members must file their intent to run via an email to IRE staff, including all required elections materials. The submission deadline will be during business hours at a time prescribed by IRE staff.

Staff will promptly review the candidates' materials and identify any deficiencies that would prevent the candidate from running or serving on the board. They shall immediately notify the candidate of these problems and provide them 48 hours to cure their materials. The 48 hours will start from the later of the time the candidate is notified or the original deadline. There will be no further opportunity given to fix the candidate's eligibility after that 48 hour grace period.

This policy explicitly applies to membership status of the candidate or nominator, and to nominators who miss the original deadline.

The candidate may not change or amend their own candidacy materials after the original deadline.

Staff will post completed materials online within three business days of receipt. Candidates may submit materials earlier than the deadline and begin campaigning, if they so choose.

If there are fewer candidates declared than open seats on the Board, staff will immediately notify all current Board members and the existing candidates. The Board will immediately vote to confirm the election of the unopposed candidates. This may be done via emergency meeting or written vote, at the discretion of the Board President.

Staff will notify the entire membership of the remaining open seats and an election will be held to fill those seats. Interested members will have one week to declare their candidacy and submit election materials. Staff will post those materials online as soon as possible, and no later than the Friday of the week they are filed. Only the candidates who meet this late-filer deadline will appear on the ballot.

The election will still commence three (3) Tuesdays prior to the date of the membership meeting/results announcement. Ballots will be sent weekly on Tuesdays, along with a voting reminder.

Candidate nominations

Candidates must have a nomination and second to run for the IRE Board. Nominations can be up to 150 words long.

Nominations will be posted online with candidates’ platforms but will no longer be verbalized in person at the IRE Conference.

Candidate speeches

Recorded video speeches are included online with candidate platforms.

In past years at the IRE Conference, each candidate would give a 2- or 3-minute statement of introduction and ideas that will be followed by a 30-minute meet and greet event where

attendees could approach the candidates one-on-one to ask questions about their service and ideas. Staff was responsible for developing a format for virtual inclusion in this event.

The board paused this event for 2026 after low to no attendance in the past few years for these events and at the suggestion of Board candidates, Board members and IRE staff.

- Staff may explore a live, virtual speech event after the candidate filing period but before the conference if there are requests for such a forum.
- If, after 2026, there is no desire to continue the events, the Board should update its policies and bylaws surrounding the matter.

Rules for campaigning

Candidates may campaign for Board of Directors or Contest Committee seats by making use of social media, direct communication to members, or any other method that complies with IRE's Code of Conduct. Use of the membership list to contact members is permitted, as long as staff is able to provide such a list to all candidates. Staff will ensure that all candidates are aware of campaigning rules and the available campaign methods.

However, all candidates are prohibited from use of any internal membership lists acquired through prior service on the Board or an IRE committee.

Current and former Board members are permitted to endorse candidates including, but not limited to, providing a nomination or second.

Taking office and transfer of power

After being elected, Directors do not take office until the beginning of the meeting for the election of the Executive Committee officers, which will take place within 10 days of the end of the Board election.

Board members leaving office will continue to serve until the meeting for the election of the new Executive Committee is called to order.

Events

Meetups

IRE meetups will be considered IRE-branded events and fall under the Code of Conduct rules.

The IRE meetup program aims to give designated local organizers maximum flexibility in their communities to come up with ideas and formats that speak to their local members' needs and interests. While this primarily involves social gatherings, it may also include a program such as having a speaker or skillshare session as part of a meetup event.

It is the feeling of the Board that local organizers are free to pursue such programs involving sessions on journalism skills, story ideas, journalists recounting their work, and other professional practices. If local organizers desire to include a program that involves any kind of "call to action" by attendees in support of a particular issue, such programming must first receive prior approval from the Executive Director. If the Executive Director wants to seek approval from the Board, they may. View a how-to guide for organizers here.

Executive director evaluations

IRE's annual review of the Executive Director shall be prepared by the President, Vice President, and Treasurer, based on but not limited to, input from board members and staff. The President, Vice President and Treasurer may access and consider reviews from prior years as part of that process.

The full Executive Committee shall approve the review, which will then go to the full Board for comment in executive session. The full Board may not change the review, but any member may choose to submit a brief statement with additional information for the record within seven (7) days of receipt. The review must be finalized and approved by February 1 each year and include a market salary comparison to satisfy Internal Revenue Service requirements on rebuttal presumption.

The Executive Committee may recommend a salary increase and/or bonus for the Executive Director, which shall be confirmed by a vote of the full Board. If the approval occurs after the anniversary of the Executive Director's hire, any salary increase shall be retroactive. The review and notification of any salary increase or bonus will be provided to the Executive Director after the full IRE Board meets in executive session and approves any salary increase/bonus. The Executive Director shall have two weeks from receipt of the review to submit comments to the Executive Committee. The review and any comments from the Executive Director in response shall be retained by the Secretary and filed in a confidential location accessible only to Board Members.

The President shall submit the IRE Executive Director Review – which must be approved by the full Executive Committee prior to submission – to the University of Missouri School of Journalism. The IRE staff financial officer and/or the school of journalism can be points of contact. The President will also verify with Human Resources for the University of Missouri School of Journalism that the IRE Executive Director has fully followed the UM System's ePerformance Progress Check-in process for IRE staff and related schedule outlined by the System online, which includes two performance check-ins per year.

Financial procedures

Transparency and rules

- Each quarter, the IRE Staff shall provide the IRE Board of Directors with a list of all major new donations and all major newly-executed contracts.
- Any unused income at the end of the year gets rolled back into the endowment corpus.
- In the rare situation when IRE is considering entering into a new contract or commitment to spend at least $35,000, the full Board must first approve the move, either in a meeting or via an email vote.
    - This does not apply to hires (including full-time staff, part-time staff and students); conference hotel contracts; and other routine commitments, including for the annual banquet, AV/video and printing costs, and renewals of existing contracts for routine items such as insurance, account, investment management and credit-card service fees. This list can be expanded by Board vote at any time.

Audit timeline

Adopted 9/7/2025
The annual audit should be conducted on the following timeline:

- Q1 (July-Sept.) - Begin annual audit
- Q2 (Oct.-Dec.) - Staff and accountant do fieldwork for audit (dependent on when the books for the conference are finalized)
- Q3 (Jan.-March):
    - CPAs complete audit paperwork
    - Staff and CPAS present the findings to audit committee for their approval

- Q4 (April-June):
    - Use audit to finalize 990
    - Full board reviews the 990 at its April meeting well before the IRS May 15 990

Deadline

990 timeline policy

Adopted 9/7/2025

- **September 30:** The CFO must meet with IRE's external auditing firm by Sept. 30 to discuss this timeline to ensure that auditors can meet the following deadlines. If issues arise and the deadline seems untenable, the parties must alert the board immediately to discuss options.
- **November 21:** IRE staff must work with the auditing team to finish audit fieldwork by this date.
- **January 31:** The auditing firm must submit the final audit report to IRE staff by this date.

- **January 31:** IRE staff must provide information to the audit firm so that it can complete the 990 by this date.
- **March 31:** The IRE audit committee must meet by this date to review the audit.
- **April 15:** The auditing firm must submit its 990 draft to IRE staff by this date.
- **April 25:** IRE staff must distribute the 990 draft to the full IRE board by this date.
- **May 10:** The IRE board must review the 990 draft by this date and share any concerns with IRE staff so that they have enough time to address them.
- **May 15:** IRE staff and the audit firm must submit the 990 to the IRS by this federal deadline.

Donations policy

- In February 2024, IRE adopted the following donations policy:
    - Investigative Reporters and Editors is a nonprofit organization committed to fostering excellence in investigative journalism and takes seriously its responsibility to be independent. In order to support its mission, the organization welcomes gifts that comply with the following guidelines:
    - All financial contributors to IRE agree to the operational independence of the organization and the editorial independence of its members.
    - IRE will accept unrestricted donations of cash or publicly-traded stocks or bonds, from individual philanthropists, family foundations, institutional funders, news organizations and corporate partners, provided the donor is willing to abide by this policy. This includes sponsorships of conferences and events where the sponsor has no control over the programming or participants, as well as scholarship programs where the contributor has no control over choice of recipients.
    - IRE can, with approval of the Executive Director, President and Treasurer, accept gifts that may need to be converted into cash, such as real estate or vehicles.
    - IRE will consider restricted donations from individuals or media organizations or from foundations or other entities that typically support or supply the media, if restrictions are framed broadly and align with IRE's mission and priorities.
    - By policy, IRE does not accept donations from the below sources. In each case, the Executive Director will decide whether a potential donor fits in a below category and must be disqualified. (In addition, the IRE Board of Directors retains the right, without limitation, to reject any donation for any reason pursuant to a vote by the majority of the Board.)
    - IRE may accept gifts for unrestricted support from sources whose identity is unknown to the organization, provided staff informs the Board and the Finance Committee 15 days prior to acceptance.
    - IRE does not accept donations from political parties, elected officials, candidates actively seeking public office, or from organizations that are closely aligned with any of the aforementioned entities.

- IRE does not accept donations from any entities that actively promote or support acts against journalism or freedom of expression, or any entity that engages in disinformation or propaganda campaigns against the media.
- IRE will only accept financial support from government entities upon a vote of a majority of the Board of Directors.
- In order to remain independent, IRE seeks to avoid receiving too much of its funding from any single source. If a potential donor wants to give money for operations that would total more than 10% of IRE's budgeted expenses in a fiscal year, the Executive Director must first obtain permission from the Board. Similarly, if a potential donor wants to give money toward the IRE endowment that would total more than 10% of the overall endowment, the Executive Director must first obtain permission from the Board.
- IRE's Board of Directors, in consultation with the staff executive leadership team, may reject or return donations from sources that, in their opinion, do not align with IRE's values, might create an appearance of bias or conflict of interest, or whose acceptance would meaningfully damage the reputation of the organization.
- If an existing donor engages in disqualifying behavior or IRE learns about disqualifying behavior in the past, the Board, in consultation with the executive leadership team, may notify the donor that further donations are not welcome and may return the donation.
- IRE will publish a list of all of the individuals and organizations that it knows have donated $10,000 or more in cash or any other item of value. It will allow for anonymity only in cases approved by the Finance Committee.

Investment Guidelines

Adopted June 2025, updated June 2026

Statement of Purpose

The Investment Guidelines provide a framework for the management and oversight of the investment of the general endowment (the "Endowment") assets of Investigative Reporters and Editors, Inc. (IRE), along with any other IRE investment assets or funds the Board applies this philosophy to.

Objective of the Endowment

The Endowment provides financial support to the long-term mission of IRE. Accordingly, the primary objective of the Endowment is to maintain intergenerational equity to support our mission– this includes adoption of the principle that equity should be preserved across generations of beneficiaries– in a manner that preserves or grows the real spending power of the endowment over time. Therefore, the investment performance of the Endowment must at least keep pace with its spending rate plus inflation over the long term in order to maintain the purchasing power of the Endowment in perpetuity.

INVESTMENT PHILOSOPHY AND ASSET ALLOCATION

Investment Philosophy

The Endowment has a long-term, perpetual investment horizon, and allocates its assets accordingly. It is recognized that a strategic long-term asset allocation plan implemented in a consistent and disciplined manner is critical to the Endowment's long-term investment performance.

The Endowment seeks to preserve intergenerational equity and spending power, and in so doing, recognizes the principle that varying degrees of investment risk are generally rewarded with compensating returns. In order to minimize risk, it is the philosophy of IRE to only invest Endowment assets in traditional investments (equities and fixed income instruments). IRE will not invest assets of the Endowment in so-called "alternative investments," such as real estate or private equity investments, without approval of the full board.

The primary investment goal for the Endowment is to implement a conservative total return strategy that balances long-term growth with capital preservation. The strategy seeks to preserve and grow the real (inflation-adjusted) value of the endowment over time while providing a sustainable stream of financial support for IRE's mission.

The portfolio seeks to balance income generation (i.e., dividends and interest) with capital appreciation and overall market gains. IRE will invest across asset classes with the objective of preserving purchasing power, while reducing volatility through broad diversification of investments, avoiding over allocations in any individual stock or fixed income security.

With respect to fixed income instruments, IRE will invest only in Investment grade instruments (rated BBB-/Baa3 or higher) and will not invest in so-called "junk bonds" (BB+/Ba1 or lower). IRE also seeks to diversify its fixed income strategy so that it balances its fixed income investments in both corporate bonds and those issued by the U.S. Treasury/ U.S. government. Core fixed income instruments should reduce the overall volatility of the Endowment's assets.

The Finance Committee will review annually (at a minimum) both the organization's Asset Allocations (overall percentage of equities vs. fixed income instruments) *and* the makeup of assets within each of those categories to ensure compliance with this Investment Philosophy.

Asset Allocation Targets and Ranges

The Endowment's asset allocation policy targets will be reviewed annually at a minimum, or at any time the Finance Committee wishes. At launch, these guidelines will direct our investment advisor to seek out a portfolio with the follow allocation: 50% equities and 50 % fixed income securities, so long as that allocation is also made up of individual investments that are in

accordance with the goals of our Investment Philosophy, including holding well-diversified portfolios that aim for both capital appreciation and investment income.

The Finance Committee will seek written guidance from IRE's investment advisor, at least once a year (before it prepares its required annual report on investments to membership) regarding 1) Whether to adjust our asset allocation and 2) a report on the latest available information or annual market surveys regarding asset allocation trends at similarly-sized nonprofits.

Rebalancing Policy

The purpose of rebalancing the Endowment is to control portfolio risk and maintain the asset allocation within the policy ranges. Portfolio allocations will be monitored regularly and rebalanced as needed, and in a cost-effective manner, to remain in compliance with the Investment Guidelines.

ROLES & RESPONSIBILITIES

Duties of the Board

- Approve the Investment Guidelines, along with any subsequent revisions.
- The Board retains the full right at all times to adjust investment strategies and guidelines in any manner, and as it sees fit, so long as the Board complies with all provisions related to the Endowment as described in IRE's Code of Bylaws.

Duties of the Finance Committee

In accordance with Article 10 of IRE's Code of bylaws, the Finance Committee (among other duties) monitors the Endowment Funds and advises the Board on investment practices. The committee meets with IRE's financial adviser at least once every year, and it prepares a report that is presented at the annual membership meeting and posted online. The committee recommends strategy to the Board, but does not pick individual investments. The committee also monitors the performance of IRE's financial advisor and will, at least once every five years, consider making a request for proposal, seeking competitive bids for the role of investment advisor, even if IRE is happy with the performance of its advisor (who can be invited to re-apply).

Duties of Management and Staff

In the management of IRE's assets, Management and its Staff ("***Management***") will:

- Execute any documents necessary to facilitate the implementation of the Investment Guidelines, including but not limited to contracts with an investment advisor
- Provide overall monitoring of the Investment Advisor, ensuring they conform to the terms of their contract(s) and that performance monitoring systems are sufficient to provide Management with timely, accurate and useful information

- In accordance with Board policies, staff will provide the chair of the Finance Committee monthly investment reports detailing the performance of IRE's various investment accounts, which they can disseminate confidentially to the Finance Committee and Board President.

Duties of the Investment Advisor

The Investment Advisor will manage the assets of the Endowment in a manner consistent with the Investment Guidelines and IRE's Investment Philosophy.

The advisor will provide monthly statements to IRE staff showing investment performance and annually provide guidance on IRE's asset allocation, along with allocation trends across similarly sized nonprofits.

IRE Endowment & Reserves Policy

(Adopted by the Board on June 18, 2026 following the unanimous recommendation of the Finance Committee on June 9 2026; modeled on IRE-Knight Foundation Endowment Grant Agreement and consistent with IRE Investment Guidelines; Effective July 1, 2027, at the beginning of the 2027-28 fiscal year*)*

I. Purpose and Applicability

This policy establishes a disciplined, mission-focused framework for annual distributions from all endowed assets controlled by IRE (collectively, the "Endowment"), in order to (1) preserve and enhance the Endowment's real (inflation-adjusted) value in perpetuity and (2) provide a stable, predictable source of support for IRE's mission.

Funds Covered. For purposes of this policy, "Endowment" includes:
(a) the IRE general endowment;
(b) all endowed funds owned or controlled by IRE, including the Pulliam Fund and any other endowed accounts with their own restrictions that exist now or in the future;
(c) any board-designated funds the Board directs to be invested and spent as endowment; and
(d) newly acquired endowed gifts or proceeds (including 50th anniversary gala proceeds or similar campaigns) that are designated—by donors, by the event solicitation, or by Board action—to be held, invested, and spent as part of the Endowment.

Donor Supremacy. IRE will comply at all times with the terms and conditions of all donor agreements and restrictions. If a donor agreement for a particular endowed fund imposes specific terms that differ from this policy, the donor agreement controls that fund; otherwise, this policy supplies the governing default for calculation, spending, allocation, and reporting.

II. Spending Philosophy

Consistent with the IRE-Knight philosophy that governs some of our earliest endowed funds, realized earnings, income, and unrealized appreciation of the Endowment should be used to both preserve the inflation-adjusted purchasing power of the Endowment and permit assets to grow after permitted distributions and administrative costs.

IRE bases spending on a prudent, formula-driven percentage of market value and prioritizes reinvesting enough each year to offset inflation before spending.

III. Spending Rule

1. **Annual Calculation.** Before the beginning of each fiscal year, IRE shall calculate the average market value of the Endowment over the preceding 3 years. The calculation shall use the ending values of the most recent 12 calendar quarters. For newly established funds with fewer than 12 quarters of history, IRE will use the available number of completed calendar quarters.
2. **Definition of Market Value.** For this calculation, market value may include unrealized appreciation—mirroring Knight's allowance.
3. **Target Spending.** In each fiscal year, IRE shall use between 3.5% and 5% of the Endowment's average market value. This money must first be used to preserve the principal's real spending power as outlined below. After that has been done, any remaining money may be spent on programs and administrative costs.
4. **Preserving the Principal's Real Spending Power.** IRE will not spend from the Endowment's principal (also known as "the corpus"). Principal shall be defined as the Grant to which shall be added each year an amount that IRE determines will preserve the purchasing power of the Grant from year to year. IRE will use the Consumer Price Index, as the primary barometer for determining the minimum amount to be added to the principal as an annual hedge against inflation. IRE may use unrealized appreciation, as determined by "market value" measures, for such annual additions to the endowment principal, or it may use realized earnings or income.
5. **Spending Flexibility.** In any given year, should the total return (realized earnings and income and unrealized appreciation or depreciation) attributed to the Endowment fund not be sufficient to cover inflation and to preserve the purchasing power of the Grant, IRE may make distributions of less than 3.5% for that particular year but shall make additional distributions in future years when total return is sufficient to do so.
6. **Fixing the Annual Amount.** The calculated spending amount becomes the maximum authorized Endowment distribution for the upcoming fiscal year and remains fixed for that year's budget regardless of subsequent market movement.
7. **Unused Distributions.** Any unused portion of the amount made available for that fiscal year returns to the Endowment principal for continued investment and future distributions.
8. **Board Authority to Amend or Suspend.** "Spending from the corpus of any fund is prohibited except with approval by at least two-thirds of the full IRE Board, and only when not restricted by any donor agreement or fund terms. By majority vote of the full

IRE Board, the Board may amend or suspend other provisions of this “Spending Rule” Section that do not relate to spending from the corpus—so long as any changes or suspensions comply with the law and donor agreements. Any suspension shall apply for no more than one budget cycle (and in any event not more than twelve months) and shall automatically expire at the end of that period unless renewed by a subsequent majority vote of the full Board.

IV. Allocation of Distributions

1. **Mission Priority. At least 70%** of total annual Endowment spending shall directly support IRE’s mission (member training, fellowships, public-interest journalism, educational initiatives).
2. **Administrative Cap. No more than 30%** may be used for administrative expenses (staff, facilities, overhead). This is a cap, not a target; the Finance Committee should recommend lower admin usage when feasible.

V. Administrative Costs and Fees

Fees charged to the Endowment (custody, advisory, management) must be reasonable and customary, reviewed annually by the Finance Committee, approved by the Board, and fully disclosed in the annual report.

VI. Reporting and Oversight

1. **Quarterly reporting** to the Finance Committee: market value; realized/unrealized results; year-to-date distributions.
2. **Annual Endowment Report** (Knight-modeled content): realized earnings and income; unrealized appreciation/depreciation; a summary of total distributions and their purposes; description of spending rate applied and consistency with this policy; a copy/link to the current investment policy.
3. **Mission Itemization.** Staff will annually provide to the Finance Committee, for inclusion in the annual endowment performance report each year, an itemized schedule of mission spending funded from the Endowment distributions in the prior year.
4. **Deadline.** The annual report will be posted online at least two weeks before the annual IRE membership meeting, where the same document will be presented to membership in order to comply with all related provisions in IRE’s bylaws.

VII. Coordination with Investment Guidelines

This policy operates in tandem with IRE’s current Investment Guidelines, which implement a conservative total-return strategy to preserve and grow the Endowment’s real value while supplying a sustainable stream of mission support.

VIII. Reserve Funds Policy (Non-Endowed)

Purpose. Maintain a Board-designated Operating Reserve to ensure liquidity and continuity during disruptions. Reserve funds are not endowed and may be spent only as directed by the Board.

Target Level. Hold at least six (6) months of average operating expenses (most recent audited/approved budget; exclude restricted pass-throughs and one-time items).

Use & Authorization. Reserves are not for routine spending. Access requires votes from at least two-thirds of the full Board finding a fiscal emergency (e.g., material revenue shortfall/cash interruption, urgent non-deferrable compliance/operations expense, or comparable threat to continuity). Each authorization must specify amount, purpose, and a replenishment plan.

Replenishment. If below target, adopt a plan to restore to six months—typically within 12–24 months—using surpluses, unassigned gifts, or budgeted set-aside.

Reporting & Review. Reserve balances will be reported by staff to the Finance Committee quarterly and included in the Committee's annual report to membership.

No Substitution. The reserve does not replace disciplined budgeting and will not fund ongoing structural deficits or program expansions without a Board-approved transition plan.

IX. Effective Date

Effective July 1, 2027, at the beginning of the 2027-28 fiscal year; governs all distributions from IRE's Endowment and future endowed funds.

Membership policy

When people sign up to be members, or to renew their membership, they are asked to choose a category of membership. Their choices are the following:
–Professional (General): Persons who are substantially engaged in news gathering, presentation and/or production.
–Professional (Early Career): Persons who are substantially engaged in news gathering, presentation, and/or production and are in their first five years in professional journalism.
–Academic: Persons who are engaged full-time in research and/or teaching in the field of journalism.
–Retired: Persons who have retired from journalism and are no longer working full-time.
–Student: College students pursuing a degree, or recent graduates who are not yet working.

–Associate: Former IRE Members who are not retired; individuals engaged part-time in news gathering, presentation or production; or individuals recognized by the organization for their contributions to the field of investigative journalism (a decision that will be made by the staff)

For membership dues, the prices are as follows:
–Student: $25 a year (no discount for renewing for multiple years)
–Professional (Early Career): $50 a year (if renewing for multiple years, $5 discount)
–Professional (General)/Academic/Retired/Associate: $75 a year (if renewing for multiple years, $10 discount)

Members who are in the Student category and the Professional (Early Career) category also pay less than other members for conference registration.

This policy overrides all previous membership tier policies and takes effect July 1, 2024.

Whistleblower Policy

Investigative Reporters and Editors Inc. Whistleblower Policy approved by the IRE Board of Directors on June 11, 2009.

General

Investigative Reporters and Editors Inc. (IRE) requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of IRE, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility

It is the responsibility of all directors, officers and employees to report ethics violations or suspected violations in accordance with this Whistleblower Policy.

No Retaliation

No director, officer or employee who in good faith reports an ethics violation shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within IRE prior to seeking resolution outside IRE.

Reporting Violations

IRE has an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. However, if you are

not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you have two additional options:

- The University of Missouri System has a whistleblower hotline available to all IRE employees and volunteer workers.
- Two members of the IRE Board of Directors, the President and the Chair of the IRE Audit Committee, serve as Compliance Officers and can be contacted confidentially. If an employee is not comfortable contacting either of these individuals, any member of the IRE Board of Directors can be contacted.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Board Procedures

Board of Directors meetings

Regular meetings

The Board of Directors shall meet at least once per quarter, and additionally as needed. If a Board retreat is scheduled, it shall count as one of the quarterly meetings.

Scheduling a non-emergency Board meeting requires not less than ten (10) days' notice to the Membership, specifying the time, place, and general purpose of each meeting. It shall be given to each Director personally. (Code of Bylaws, Section 6.06)

In the event of a failure of a quorum of the Board of Directors of the Corporation, but presence of a quorum of the Executive Committee, the meeting will proceed as a meeting of the Executive Committee; but that all members of the Board of Directors who are present and who are not members of the Executive Committee may in such event participate in the meeting for purposes of advice and discussion, but not for voting. (Code of Bylaws, Section 6.06)

Typically, the Board hosts an annual two-day retreat to get to know one another, address current business matters and longer-term planning. It sets the Board and staff's priorities for the rest of the fiscal year.

Emergency meetings

In the event of an emergency declared by the President or a majority of the Executive Committee, the Board of Directors may meet and act, provided that a quorum of two-thirds of the Directors are participants and all Directors have been notified. The Membership should be notified as soon as is practical before the meeting. (Code of Bylaws, Section 6.04)

Place of meetings

Meetings of the Board of Directors shall be held virtually, by phone or in person as may be specified in the respective notices, or waivers of notice. (Code of Bylaws, Section 6.05)

In-person meetings will also have a virtual component for those who cannot attend in person.

Agendas

An agenda is an essential component to every Board meeting. In order to ensure that meetings are as effective and productive as possible, Directors must have ample time to submit materials for consideration and to review information about which they will be expected to vote.

The President is responsible for creating the agenda, evaluating additional items from Directors, and distributing the final packet.

At least a week prior to each Board meeting, the President should send out a call for agenda items to staff and other members of the Board of Directors. Staff and Board members may submit items they would like to be added to the agenda, noting which items will require a vote. Committee chairs are responsible for ensuring submission of their reports. It is ultimately the President's decision on whether to add those items to the next agenda or to hold them for a future meeting. The final agenda and any accompanying materials should be provided to the Board and members at least three days prior to any Board meeting, unless it is an emergency meeting scheduled with fewer days' notice. Agendas for emergency meetings should be distributed as early as possible, but no later than when the meeting is scheduled.

Items may be added to the agenda during a Board meeting by motion, second and majority affirmative vote.

Rules of Order

Quorum

A majority of the whole Board of Directors shall be necessary to constitute a quorum thereof; and, unless otherwise affirmatively prescribed by the Act, Articles, Bylaws, or other law, a majority of any quorum shall be sufficient to authorize or approve any action by the Board. (Code of Bylaws, Section 6.08)

Proxy votes

Directors may not designate a proxy to vote on their behalf unless they are in attendance at the meeting and need to temporarily step away at the time a vote is being taken. Prior to leaving, the Director must notify the Board Secretary of which Director has their proxy vote and specify which action items the proxy is authorized to vote upon.

General procedures

The IRE Board President presides over Board of Directors meetings and calls meetings to order. Every regularly scheduled meeting should include a roll call, treasurer's report, old business and new business.

Meetings typically will be recorded for the purposes of taking minutes and destroyed after minutes have been approved. Please see the Minutes section for a detailed description of how Board meeting minutes should be handled.

Every Director has the right to participate in discussion, if they would like. Directors should raise their hands or otherwise signal to the President they would like to speak. The President should call on Directors to speak, prioritizing those who have not yet been heard on a particular issue.

The President may call for a motion on a topic, or a Director may offer one.

Only one motion may be discussed at a time. A motion requires a second to be considered. After a second, the motion is open for discussion.

Any Director may offer an amendment to a pending motion. The Director who made the initial motion may choose to accept, reject or change the amendment.

Each motion must be disposed of (passed, defeated, tabled, referred to a specific committee or postponed indefinitely) before a new motion can be introduced.

Votes may be cast through voice or roll call votes. If the outcome of a voice vote is under dispute, any Director may call for a roll call vote.

To take a break or pause the meeting, there should be a motion, second and affirmative vote to take a recess.

To end a meeting, there must be a motion, second and affirmative vote to adjourn.

Executive session

When deciding whether to go into executive session, the Board shall err on the side of transparency.

Executive sessions should be limited to discussions of legal, personnel, contractual and/or Code of Conduct matters. The Board can also go into executive session to discuss otherwise confidential information, but should always default to staying in open session whenever possible. The agenda and minutes should include a general description of the reason for holding the executive session.

Going into executive session requires a motion, second and affirmative vote of a two-thirds majority of Directors in attendance. A subsequent motion, second and affirmative vote are required to exit executive session.

Minutes taken during executive sessions will be kept separately by the Secretary and filed in a confidential location accessible only to Board members. The public-facing minutes will not include details of discussions in executive session, unless approved by the Board for public release. Please see the Minutes section for additional detail.

Actions outside of Board meetings

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action a written consent to such action is signed by all members of the board or of such committee, as the case may be,

and such written consent is filed with the minutes of proceeds of the board or committee. (Articles of Incorporation, Section 10.08.)

Minutes

Minutes serve as the Board's historical record and, as such, should be treated with care.

The Secretary shall attend all meetings of the Members, the Board of Directors and the Executive Committee, and shall keep, or cause to be kept, in books provided for the purpose, true and complete minutes of their meetings or other proceedings and ensure that all minutes of all of those types of gatherings, including all executive sessions, are distributed to the full Board of Directors shortly thereafter. The Secretary may delegate their duty to keep such minutes to an Assistant Secretary or the Executive Director of the Corporation if there be such. The Secretary (acting through the Executive Director if there be such) shall attend to the giving and serving of all notices of the Corporation. (Code of Bylaws, Section 8.05)

Minutes shall be taken of every Board meeting. The Board Secretary is responsible for the minutes, but should work with the Executive Director to designate a staff member to take notes during the meeting so the Secretary can fully participate during Board meetings. The Secretary should review the minutes and submit them to the Board for approval no later than one month after the meeting.

All minutes should include: a list of attendees, a summary of all Board discussion and detail on all motions made and votes taken. For votes that are not unanimous, the minutes should include the names of the individuals who voted in favor of the motion, against it and who abstained. Current and future Board members should be able to read only the minutes and gain a decent understanding of any discussions and decisions.

Minutes should also be taken during executive sessions. Since staff members may not participate in executive sessions, the Secretary can either take minutes live or use the recording to create minutes after the fact. They shall be kept separately by the Secretary and filed in a confidential location accessible only to Board members. The Secretary is responsible for selecting that location and ensuring ownership of those minutes is transferred to their successor. The public-facing minutes will not include details of discussions in executive session, unless approved by the Board for public release.

All committee, task force and staff reports should be included as attachments to the minutes.

Minutes should also be taken of votes cast via email. And the results posted along with all other meeting minutes, no later than a week after the vote concludes.

Issuing statements in support of press freedom

Adopted 11/14/2025

All proposed press freedom actions or public statements originating from IRE must receive support from the Executive Director and the Board. Directors should indicate their preferred method of notification (email address, phone/text, etc.) at the beginning of each Board year to ensure timely notification.
If IRE is considering issuing its own statement or taking other meaningful action, such as joining a lawsuit or amicus brief, the text will be shared with the full Board for a brief input period, generally one day. Then, the action will go to a full Board vote, requiring a two-thirds majority vote to approve.
All statements and actions default to Investigative Reporters and Editors (IRE) as the issuing entity, though the board of directors can elect to name the board if appropriate.
The Board should vote on and formalize a set of guiding principles that will serve as a framework for our priorities on board action. If invited to join a coalition statement that meets the agreed-upon guidelines, the executive director and a board member serving on the Press Freedom Committee can agree to sign the statement on IRE's behalf.
If the executive director and committee representative are unsure whether joining a proposed action is in line with the guidelines, or if an exception should be made for a statement that doesn't meet the guidelines, the text of statements should be brought first to the Executive Committee for feedback.

Framework for decisions on public statements

- Does this issue have the potential to affect our members directly?
    - This issue is clearly about journalism and will demonstrably affect journalists.

- Does the proposed action highlight current or potential harm to an investigative journalist based on their work?
    - The affected journalist need not be deemed "investigative" themselves for the issue to affect investigative journalists.

- Does this issue represent a meaningful and broad harm to the freedom or independence of the press?

- Are other journalism groups speaking out on this issue already?

- Do we risk reputation loss by remaining silent, given our mission and standing in the industry?

- Is there an organization/person/government who can be held accountable?

Issues to prioritize:

A journalist is charged with a crime or imprisoned based primarily or solely on their coverage
Deliberate violence or other measures taken against journalists covering protests
A freedom or protection given to the press is removed or significantly weakened by a decision from someone in power

Issues to avoid:

Broad First Amendment or free speech issues that are not specifically about journalism
Employer/employee issues
Statements that could reasonably be perceived as partisan or would threaten our 501c3 status

IRE Committees, Subcommittees and Task Forces

Investigative Reporters and Editors committees allow the Board of Directors and any IRE members to focus on specific areas or projects of interest and to explore new projects.

Committees are sometimes asked to address issues that come up in full Board meetings. The committees then make recommendations to the Board.

At the end of each fiscal year, the Board President should review the committees to ensure they continue to add value to the organization. If they do not, the President should consider sunsetting those committees. In addition, before creating a new committee, the Board should first consider whether the task can be assigned to an existing one.

The purpose of this document is to make available a full list of all current IRE committees, and to create general guidelines for how all IRE committees should work, so that we have a consistent, shared understanding of what it's like to serve on a committee, how committee members are selected and how committees work at IRE.

Current IRE Committees

Executive Committee: Responsible for planning oversight, finance, personnel issues and board development. It also collects, reviews and distributes to the board monthly staff reports on the budget, fundraising and membership. This year, it will also oversee the strategic planning process in coordination with the executive director, staff, board and some committees.

Academic Committee: This committee focuses on supporting student journalists and academic members, and enhancing investigative journalism education. It continues **launching student**

chapters, sharing resources and developing initiatives to elevate student work within IRE. The committee also updates an online resource page.

- **Student Chapters Subcommittee**: This group helps launch and cultivates student chapters at colleges.
- **Resource Subcommittee**: This group updates the web resource pag e, focuses on highlighting student work, and organizes conference-related events.

Audit Committee: This committee historically has had one job: It reviews the annual audit completed by an external certified public accounting firm. But the committee also has the power to otherwise oversee other aspects of accountability of the organization. Early this year, it will have an added responsibility of evaluating the organization's management.

- **Financial Subcommittee**: Annual review of IRE's financial records, internal controls, and compliance. Will work closely with the strategic planning process.
- **Management Subcommittee**: One-time, comprehensive, objective evaluation of IRE's operational efficiency. It assesses leadership effectiveness, program performance and organizational structure to optimize mission delivery and ensure resources are utilized properly. Will work closely with the strategic planning process.

Conference Committee: This committee tackles conference-related issues, including the keynote, luncheon and showcase panels for IRE, NICAR and AccessFest, as well as advising other panels and specific tracks.

- **Video Subcommittee**: This group focuses on video tracks at the conferences.
- **Audio Subcommittee**: This group focuses on audio tracks at the conferences.

Contest Committee: This committee judges the IRE Awards, makes recommendations for the rules for the awards and handles issues that arise with other contests, including the Golden Padlock, Don Bolles Medal and Philip Meyer Award, which are handled by separate groups. Unlike the others, this committee is appointed by the Executive Director, other than two committee members who are elected by the IRE membership. Committee members are not allowed to enter the IRE Awards or the other contests. This committee also oversees the award rescission process.

Diversity & Inclusion Committee: This committee works on initiatives to improve diversity and inclusion among IRE and its members, including its newly-launched Managers of Color Cohort. This year, members may work on a task force surrounding race and culture.

- **Race & Culture Task Force**: This group will be dedicated to fostering a more inclusive and welcoming environment at IRE by addressing systemic concerns surrounding race, implementing equitable practices and ensuring all members feel valued, respected and represented within the organization.

Finance Committee: This committee makes recommendations to the board on the budget and the endowment and reserve accounts. This is the only committee in which appointees serve for two years. Some members are appointed by the President, others by the Treasurer. This year, it will also have two related subcommittees: fundraising and affordability.

- **Fundraising Subcommittee**: This group will work to strengthen fundraising strategies for IRE initiatives, with a focus on long-term sustainability and impact. The group will also help with coordinated giving campaigns to mobilize public financial support.
- **Affordability Subcommittee**: This group works to address the financial barriers that may prevent journalists, particularly those from underrepresented communities, from fully participating in IRE's offerings.

Governance Committee: This committee scrutinizes IRE's organizational structure and makes proposals regarding various rules, policies and procedures. This year, it will also focus on strengthening, specifying and expanding IRE's Code of Conduct, along with recommending updates to IRE's privacy policy and the board's policies and procedures manual.

- **Code of Conduct Task Force**: This group aims to enhance standards of decorum during meetings, panels and related instances by adding more specificity, guidelines and promotion of IRE's Code of Conduct process, ensuring respectful and constructive interactions among members and attendees.

Member Services Committee: This committee spearheads initiatives to address IRE member recruitment and retention and improve benefits, resources and services for members. It has also helped organize local meetups and made recommendations for IRE's mentorship programs. This year, its subcommittees will focus on international members, website improvement and recruiting and retaining members through drives and other initiatives.

- **International Subcommittee**: This group focuses on increasing membership outside the U.S. and the services offered to those members, including an online resource page.
- **Recruitment & Retention Subcommittee**: This group organizes IRE's fall and spring member drives, lapsed member outreach and other initiatives aimed at gaining new members and keeping current ones.
- **Website Improvement Subcommittee**: This group works on improving IRE's newly-launched website and membership portal.

Press Freedom Committee: This committee works to explore how to protect an independent press and access to public data – through a variety of training resources, events and partnerships. It also makes recommendations on crafting or signing onto press freedom statements using a specific rubric. The committee also updates an online resource page.

Selection of Committee Chairs and Members

The Board President appoints all committee chairs in consultation with staff, to ensure people who have expressed an interest in getting more involved are considered. All selections must be made by July 1.

The President and committee chair will select the members of each committee — with input from the Executive Director. The at-large member of the executive committee will chair a committee of the president's choosing. If there is any disagreement between the President and the Committee Chair, it will be brought to the Executive Committee for a final decision.

Each committee may have at least one nonvoting student delegate (with the exception of executive and finance). Delegates will be selected by committee chairs. Staff will solicit applicants via an email requesting that students specify which committee(s) they are interested in and why. Those emails will be shared with committee chairs, who will make the decision.

There are several exceptions to this policy, as outlined below:

Conference Committee — This committee should consist of two Directors of the Board and one non-board member for the NICAR Conference and two Directors and one non-board member for the IRE Conference. (Policy approved Oct. 19, 2019.) That requirement is a minimum, and chairs have discretion to include additional committee members. The committee members will take part in any respective regional committee calls and also make recommendations to the Board for keynote speakers and showcase panels. For in-person conferences and workshops, the conference committee will help the executive director recruit local organizers and funders for a regional committee.

Contest Committee — This committee is made up of seven people, all of whom must be current IRE Members. Two of them are elected by the membership during the annual election. (If either of the elected members are unable to participate, the candidate with the next highest votes shall be appointed in their place. If there were no other candidates in that election, the slot(s) must be filled by November 1 each board year by the Executive Director.) The rest of the committee members must be appointed by November 1 of each board year by the Executive Director, with no input from the Board. At least one of the Executive Director's appointees must be a Board Member. The Executive Director must also choose who is the chair and the vice chair of the committee by November 1 each board year.

Contest Committee members are not allowed to enter the IRE Awards. Their news organization is allowed to enter. Outlets can enter work that includes editing, oversight or other contributions by a committee member, as long as the work did not involve contributions by a committee member that would merit a byline or another prominent role (such as producer) that would generally be named on an award entry. If there is a potential conflict of interest, the committee

member must discuss the issue with the committee chair and recuse themselves if needed. If the issue is not resolved there, it will be sent to the Executive Director to decide how to handle the situation.

Finance Committee — The Finance Committee should have seven members: The board Treasurer, who is the chair; another board member; and five IRE members. The President nominates the board member and two other positions, while the Treasurer appoints the remaining seats. All nominations are for two-year terms, and they must be made after the officer elections and approved by a Board vote.

While IRE membership is required to serve on this committee, the board has permitted that one of the nominees may be a financial professional who is not an IRE member. Any financial professional chosen is expected to have a recognized credential or accreditation in advising investments or finances for nonprofit organizations. The financial professional must disclose any personal ties, business connections or financial relationships with IRE board members and staff. They should also become an associate member of IRE if they qualify. (Code of Bylaws, Amendment pertaining to IRE Finance Committee).

Executive Committee — This committee is comprised of the Board President, Vice President, Treasurer, Secretary and At-Large Member*,* who are elected by the board (Code of Bylaws, Article 7*)*. Please see the section on Executive Committee procedures for additional information.

Committee Meetings

This section sets a baseline structure for IRE committees, so committees work consistently across the board. It also highlights what it means to be a committee chair, what chairs are responsible for and why.

Scheduling meetings

Committee chairs are responsible for scheduling committee meetings. They shall give committee members at least one week's notice, barring any emergency circumstances.

Meetings are held virtually, unless otherwise designated by the committee chair.

Committees may meet in smaller groups, but there must be a majority of committee members present in order to vote. Members of the Board of Directors are allowed to observe any committee meetings, unless otherwise noted.

Agendas

Committee chairs are responsible for creating the agenda and providing it to committee members in advance of a meeting. An agenda is an essential component to every committee meeting, just like they are to Board meetings. In order to ensure that meetings are as effective

and productive as possible, committee members must have ample time to submit materials for consideration and to review information about which they will be expected to vote.

The final agenda and any accompanying materials should be provided to committee members at least three days prior to any meeting, unless the meeting was scheduled with fewer days' notice. In those cases, agendas should be distributed as early as possible, but no later than when the meeting is scheduled.

Meeting Procedures

The committee chair presides over committee meetings and calls them to order. Most committees serve as working groups and, as such, may operate informally. Any items to be forwarded to the Board of Directors for final consideration must be voted on by the committee.

For issues or discussions that require a vote:

The chair may call for a motion on a topic, or a member may offer one.

Only one motion may be discussed at a time. A motion requires a second to be considered. After a second, the motion is open for discussion.

Any member may offer an amendment to a pending motion. The member who made the initial motion may choose to accept, reject or change the amendment.

Each motion must be disposed of (passed, defeated, tabled, referred to a specific committee or postponed indefinitely) before a new motion can be introduced.

Votes may be cast through voice or roll call votes. If the outcome of a voice vote is under dispute, any member may call for a roll call vote.

Minutes

Committee meeting minutes should include the agenda, members present and details of all votes. Minutes should be filed in the same place as other Board meeting minutes.

Removal procedures

If a committee member fails to participate in three consecutive meetings after good-faith efforts by the committee chair, the chair has the discretion to remove that individual from the committee.

Executive Committee

The Executive Committee of the Board of Directors shall consist of five Directors, including the President, Vice President, Treasurer and Secretary and an At-Large member. The President shall be chairman of the Executive Committee. The members of the Executive Committee shall

hold office until the next annual meeting of the Board of Directors of the Corporation. The immediate past president – to the extent possible – shall serve in an advisory role to the Board. (Code of Bylaws, Section 7.01)

Election of Officers

The Executive Director is in charge of overseeing the election of officers.

Within 48 hours of announcing the results of the Board election, the Executive Director will circulate an email to all incoming Directors to schedule the election of officers, which will be required to take place no more than one week after the email is circulated. Once a time has been chosen, the Executive Director will notify all of the membership about the meeting and provide a link whereby members can observe.

Directors seeking to run to be an officer must declare their intent to run to the full Board in writing at least 24 hours prior to the meeting to elect officers.

At the meeting, the Executive Director will ask for nominations for the office of the President. Once all the nominations have been made, each Director who got a nomination and a second will give a short speech. Then the Executive Director will call for a vote, which will typically be conducted via a secret ballot.

Then the Executive Director will move to Vice President, Treasurer, Secretary, At-Large Officer, following the same process for each. If someone runs for a position and loses, they may run for another position.

Finally, the Executive Director will note the immediate past president typically serves for a year in a non-voting advisory position on the Executive Committee, if they remain on the Board. If applicable, the Executive Director will hold a vote of the full board on whether to confirm that person to that position.

Once all the voting has finished, the Executive Director will turn the meeting to the President.

Vacancies

Vacancies on the Executive Committee shall occur upon the death or other incapacity of any one of the five (5) Members; and shall be filled at the direction of the Board of Directors. (Code of Bylaws, Section 7.02)

Powers

The Executive Committee shall have and may exercise during the intervals between meetings of the Board of Directors all the powers vested in the Board of Directors, except those reserved by the Act, Articles, these Bylaws, or other law to the Members or Board of Directors of the

Corporation, or any other powers the Board of Directors chooses to retain. (Code of Bylaws, Section 7.05)

As in most other nonprofits that have executive committees, the IRE Executive Committee's most important function is acting for the full Board of Directors in emergencies and on other time-sensitive issues when it is not practical to convene the full board. The committee also can perform other advisory functions at the discretion of the president; serve as a sort of backstop for the President and Executive Director so actions that affect IRE's future are considered by more than two people; and, in some cases, review legal, personnel or financial matters in executive session, or review any other matters before they go to the full Board.

However, the Executive Committee is not a "super board." It reports to the full Board, which can decide to grant it additional powers or exclude it from taking certain actions.

Currently, the Executive Committee has the following powers:

<u>Powers prescribed in the Bylaws</u>

- The Executive Committee has the power to schedule special meetings of the full Board of Directors (Code of Bylaws, Section 6.04)
- The Executive Committee has the power to make exceptions to the rule that a director cannot run for re-election if he or she has not attended two-thirds of board meetings. (Code of Bylaws, Section 6.09)
- The Executive Director is subject to the instructions of the Executive Committee at all times between meetings of the Directors. (Code of Bylaws, Section 4.01)

<u>Other powers granted to the Executive Committee by the Board of Directors</u>

- The Committee has the responsibility for addressing certain issues with other committee appointments. Please see the policies on Committees for more information.
- The Committee has the responsibility to evaluate the Executive Director each year and compare their compensation to leaders at comparable nonprofits (in executive session, without the attendance of other Directors). The Committee must approve drafts of annual performance appraisals (for both Missouri University and IRE) and share those with the full Board prior to providing them to the Executive Director. They also can share a proposal regarding potential changes to compensation, which the full Board will vote on.
- The Committee has the responsibility to consider Code of Conduct complaints (in executive session, without the attendance of other Directors). The Committee must consider each complaint and make a determination, and then confidentially share the nature and outcome of the complaint with the full Board for information only (in an executive session). Please see the policies on Code of Conduct for more information.
- The Committee has the responsibility to consider requests for IRE to sign onto letters advocating for various causes, and similar matters. The Committee must meet (typically via email) to consider each request and decide whether or not to send it to the full Board for a vote (again, typically via email).

● The Committee has the responsibility to resolve any disputes that arise from the work of the Don Bolles Medal Committee, Golden Padlock Selection Committee or Philip Meyer Journalism Award Committee.
● Additionally, as part of the Board's fiduciary duty, it assigns the Executive Committee the following oversight powers and responsibilities:

- Any time the Executive Director or any other IRE official intends to spend $5,000 or more on a Board-related expenditure that was not already approved by the Board, they must first obtain approval from the Executive Committee. (Examples of these types of expenditures include training for Board members, facilities for Board meetings and facilitators for Board business.)
- Any time the Executive Director or any other IRE official intends to spend $10,000 or more on any expenditure that was not already approved by the Board in a budget or in a policy vote, they must first obtain approval from the Executive Committee.
- By the 5th of each month — or next business day to follow — IRE staff will prepare for review by the Executive Committee (which will then distribute to the full Board) reports on the organization's revenue, spending, membership renewals and new registrations — in addition to the functionality of software and web services related to those items. All reports — and any related communication — should be filtered through and sent by the Executive Director or the person serving in that role in an interim capacity. Reports should also be presented to the Board by the Executive Director and appropriate staff, at a minimum, once a quarter during regular Board meetings or more frequently upon the request of the President.

Note: The Executive Director is allowed to obtain pre-approval from the Executive Committee for items listed above by contacting the Committee early in the process, even before the item has been finalized. This may help to speed up the process.

Limitations on the Executive Committee

The Executive Committee is not allowed to overturn any vote by the Board of Directors, except in cases of true emergencies. In addition, it must refer the following matters to the full Board:

- The items mentioned elsewhere in Board policy, including in this document
- Personnel actions regarding the Executive Director, including employment contracts, hiring and firing decisions
- Potential violations of conflict of interest policies

Meetings

Meetings of the Executive Committee shall be called and held in a manner prescribed by the Board of Directors, including with notice to all the Directors. (Code of Bylaws, Section 7.03)

By its nature, many meetings of the Executive Committee will occur in cases of emergencies or other issues that require an immediate gathering, and in those cases, the President shall have the power to convene the Executive Committee with little notice.

If the President would like to convene the Executive Committee for any other purpose, including for a regular meeting, to consult with the Committee or to receive any type of update from the Executive Director, the President shall notify all the Directors and provide an agenda to them at least 48 hours before the meeting begins.

All meetings of the Executive Committee — including emergency meetings — shall be open to all members of the Board of Directors, except in limited cases, as described in Board policies and in the Code of Bylaws. Meetings need not be scheduled to accommodate other board members. But the President shall provide a link/number to all meetings (including emergency meetings), to all Directors so they can watch silently, without participating.

Executive sessions of the Committee should be treated the same as executive sessions for the full Board of Directors, except in limited cases, as described elsewhere in Board policies and in the Code of Bylaws. Confidentiality rules apply to all, including the Directors who are not on the Executive Committee and are observing.

Quorum

A majority of the members of the Executive Committee shall be necessary to constitute a quorum thereof; but the Executive Committee, which is not supported by the affirmative votes of three (3) members, shall take no action. (Code of Bylaws, Section 7.04)

This means the Executive Committee cannot take any action unless three committee members choose to do so. However, it can do advisory moves, including referring items to the full Board, with fewer than three votes.

Minutes

The Secretary shall attend all meetings of the Members, the Board of Directors and the Executive Committee, and shall keep, or cause to be kept, in books provided for the purpose, true and complete minutes of their meetings or other proceedings and ensure that all minutes of all of those types of gatherings, including all executive sessions, are distributed to the full Board of Directors shortly thereafter. The Secretary may delegate their duty to keep such minutes to an Assistant Secretary or the Executive Director of the Corporation if there be such. The Secretary (acting through the Executive Director if there be such) shall attend to the giving and serving of all notices of the Corporation. (Code of Bylaws, Section 8.05)

A meeting of the Executive Committee is no different from a meeting of the full Board. Minutes of Executive Committee meetings should include at least the agenda, a brief summary of the discussion under each agenda item and a record of any vote taken, including the names of any member of the committee voting "no.”

During executive sessions, the Secretary should make note of the discussion and record any action or vote.

Minutes for Executive Committee meetings, including its executive sessions, should be treated exactly the same as minutes for Board meetings.