

BYLAWS
OF
ALABAMA PRESS ASSOCIATION
JOURNALISM FOUNDATION, INC.

ARTICLE I

OBJECTS AND PURPOSES

The objects and purposes for which this Corporation is organized are as set forth in the Articles of Incorporation.

ARTICLE II

BOARD OF DIRECTORS AND OFFICERS

Section 1. Nomination, Election and Terms of Office for Foundation Officers and Directors.

(a) The Officers of the Foundation shall be a President, Vice President, Past President and Secretary-Treasurer. The President and Vice President shall be elected from names presented by the Foundation Nominating Committee and nominations made from the floor of the annual Alabama Press Association winter membership meeting.

The officers will begin their terms at the close of the winter meeting and shall serve for a period of one year. The immediate Past President shall serve on the Board of Directors one year after serving as President. The Vice President will succeed the President; his succession and election will be approved by the Foundation Nominating Committee and membership.

The post of Secretary-Treasurer of the Foundation shall be filled by the Executive Director of the Alabama Press Association.

(b) The Foundation shall be managed by a Board of Directors constituted as follows: President, Vice President, Past President, Secretary-Treasurer and twelve directors.

Six of the directors of the Foundation shall be elected at the annual winter convention of the Alabama Press Association from names presented by the Foundation Nominating Committee and nominations made from the floor, if any. They shall serve for a period of two years.

In the event the total number of nominees does not exceed the number of director positions available, election may be made by voice vote, otherwise, election shall be made by ballot.

(c) A director may serve no more than two consecutive terms, excluding his term as an officer. The director must be off the Board for one year before becoming eligible to serve again as a director.

(d) If a director leaves the Board for whatever reason, the position shall be filled by the members of the Board of Directors at their next meeting and a director so elected shall serve out the unexpired term.

(e) Three members shall serve on the Nominating Committee. The Past President of the Foundation shall serve as chairman and select the other members from the list of past Foundation presidents.

Section 2. Meetings

(a) At least once each year at the annual meeting of the Alabama Press Association, the directors shall meet for the purpose of electing and designating directors to serve for the following year. At said meeting, the President shall make a report of the activities of the Foundation during the preceding year, and the directors shall transact such other business as may be brought before the meeting.

(b) Special meetings of the Board of Directors shall meet to consider and act upon written requests for expenditures or grants of the Foundation's funds.

(c) At least annually, the full Board of Directors shall meet to consider and act upon written requests for expenditures or grants of the Foundation's funds.

(d) One-third of the directors shall constitute a quorum at any meeting of the Board of Directors and all questions shall be determined by a majority vote of the directors present; provided, however, that any amendment of the Articles of Incorporation or the Bylaws of the Corporation shall require an affirmative vote of not less than one-half of the directors in office.

(e) Notice of any special meeting of the Board of Directors shall be mailed by the Secretary-Treasurer to each of the directors not less than five days preceding any such meeting, and such notice shall include the agenda.

(f) The President, or in his absence, the Vice President, of the Foundation shall act as chairman of all meetings of the Board of Directors. In the absence of both of the last mentioned officers from any meeting, the Board may appoint any member to act as chairman. The Secretary-Treasurer of the Foundation shall act as Secretary-Treasurer of all the meetings of the Board of Directors, but in the event of his absence from any meeting, the presiding officer may appoint any person to act as Secretary-Treasurer of the meeting.

Section 3. Executive Committee

(a) The Executive Committee of the Foundation Board of Directors shall consist of the following five directors:

- (i) The President
- (ii) The Vice President
- (iii) The Secretary-Treasurer
- (iv) The Immediate Past President
- (v) One member from the Board of Directors selected by the Foundation President

(b) The Executive Committee shall meet at the call of the President. The presence of three members shall constitute a quorum of the committee and the affirmative vote of three members shall be necessary for the adoption of any resolution.

(c) The Executive Committee shall have and may exercise all powers and authority of the Board of Directors when the Board is not in session, subject only to such restrictions or limitations as the Board of Directors may from time to time specify; provided, however, that the Executive Committee shall have no authority to alter, amend, or repeal the Articles of Incorporation or the Bylaws of the Foundation or to appoint directors. All actions of the Executive Committee shall be reported either in writing to each director individually within thirty days after such action is taken or at the next meeting of the Board of Directors, if a meeting is held within that period of time. All actions of the Executive Committee shall be included in the minutes of the Board of Directors.

ARTICLE III

POWERS AND DUTIES OF OFFICERS

Section 1. President

The President shall preside at all meetings of the Board of Directors and shall act as the chief executive officer of this Foundation, and shall do and perform other duties as from time to time may be assigned to him by the Board of Directors. He shall report Foundation activities to the Alabama Press Association membership at each convention.

Section 2. Vice President

The Vice President shall preside at all meetings of the Board of Directors in the absence of the President and shall do and perform such other duties as from time to time may be assigned to him by the Board of Directors. He shall also perform the duties of the President when the President is ill, absent, or otherwise incapacitated.

Section 3. Secretary-Treasurer

The Secretary-Treasurer shall keep the minutes of all meetings of the Board of Directors and the Executive Committee in a book provided for that purpose. He will provide all notices required by the Bylaws of this Foundation. He may sign with the President in the name of the

Foundation all contracts authorized by the Board of Directors. He shall have charge of all such books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to the examination of any director; and he shall in general perform all the duties incident to the office of Secretary-Treasurer, subject to the control of the Board of Directors.

The Secretary-Treasurer shall receive and keep the funds of the Foundation and pay out the same only in accordance with the directions of the Board of Directors. He shall deposit all monies, checks, and other credits to the account of the Foundation in such bank or banks or other depository as the Board of Directors may designate. He shall audit all receipts and vouchers for payment made to and all vouchers and checks made by the Foundation. He will provide a financial report to the Board of Directors at the annual meeting of the Board and at such other times as said Board may from time to time determine. He shall at all reasonable times exhibit his books and accounts to any director of the Foundation, and shall in general, perform all the duties incident to the office of the Secretary-Treasurer, subject to the control of the Board of Directors. The current Foundation President will co-sign all checks made for grant proposals.

ARTICLE IV

AMENDMENTS

Section 1.

These Bylaws may be amended or repealed at any meeting of the Board of Directors by the affirmative vote of a majority of the Board of Directors in office.

Section 2.

The Articles of Incorporation of the Foundation may be amended at any annual or special meeting of the Board of Directors by resolution approved by the affirmative vote of a majority of the Board of Directors in office. Written notice of any proposed amendment shall be mailed to each member of the Board of Directors not less than seven days prior to any meeting at which such proposed amendment is to be considered.

ARTICLE V

EXCULPATION OF DIRECTORS

Section 1.

No director shall be liable to anyone for any acts in behalf of the Corporation or any omissions with respect to the Corporation committed by such director, except for his or their own willful neglect or default.

Section 2.

No director shall be liable to anyone for any act of neglect or default on the part of any one or more of the other directors in the absence of specific knowledge on the part of such director of such neglect or default.