

BYLAWS  
OF  
ALTERNATIVE NEWSWEEKLY FOUNDATION

ARTICLE I

NAME

The name of the corporation shall be the Alternative Newsweekly Foundation.

ARTICLE II

PURPOSES

Section 1. Not For Profit. The corporation is organized under and shall operate as a District of Columbia not-for-profit corporation, and shall have such powers as are now or as may hereafter be granted by the District of Columbia Nonprofit Corporation Act.

Section 2. Purposes. The purposes of the corporation are: educational and charitable, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, within the field of publishing of alternative newsweeklies. The corporation's activities shall be limited to activities which promote diversity and the recruitment, training and hiring of minorities by alternative newsweekly publications. Any other activities or endeavors of the corporation not associated with the activities stated in the previous sentence must be approved by a two-thirds vote of the corporation's Board of Directors.

Section 3. Rules. The following rules shall conclusively bind the corporation and all persons acting for or in behalf of it:

a. Notwithstanding the provisions of these bylaws, the corporation shall only carry on activities permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

b. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

### ARTICLE III

#### OFFICES

Section 1. Registered Office. The corporation shall have and continuously maintain in the District of Columbia a registered office and a registered agent who is a resident of the District of Columbia and whose office is identical with such registered office.

Section 2. Other Offices. The corporation may have offices at such other places both within and without the District of Columbia as the Board of Directors may determine from time to time.

### ARTICLE IV

#### MEMBERSHIP

The corporation shall have no members.

### ARTICLE V

#### BOARD OF DIRECTORS

Section 1. Authority. The business and affairs of the corporation shall be managed by its Board of Directors ("Board"). The Board shall have all powers and responsibilities conferred upon the Board of Directors of a nonprofit corporation by the District of Columbia Nonprofit Corporation Act, as now or hereafter amended, except as such powers or responsibilities may be limited by the Articles of Incorporation or these Bylaws.

Section 2. Members of the Board. The Board of Directors shall be those persons serving from time to time as members of the Board of Directors of the Association of Alternative Newsweeklies.

Section 3. Terms of Office. The members of the Board shall serve in such capacity while they hold the office which entitles them to their position.

Section 4. Meetings. The Board shall hold at least one regular annual meeting to conduct the business and affairs of the corporation. The Board may hold such other meetings at such times and places as may be established from time to time by a majority of the Board.

Section 5. Notice. Notice of the annual meeting of the Board shall be required. Notice of the time and place of any special meetings of the Board shall be given by the Secretary, or by the person or persons calling the meeting, by hand-delivery, U.S. mail, express mail, or by personal communication by telephone or otherwise, at least 10 days prior to the date on which the meeting is to be held. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum and Manner of Acting. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. At any meeting of the Board at which a quorum is present, any business may be transacted, and the Board may exercise all of its powers.

Section 7. Actions by Written Consent. Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or the laws of the District of Columbia, to be taken at a meeting of the directors of the corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds of directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

## ARTICLE VI

### OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, a vice president, a secretary, a treasurer and an Executive Director. The persons who serve in these positions from time to time in the Association of Alternative Newsweeklies shall serve in them for the corporation.

Section 2. President. The president shall exercise the usual executive powers pertaining to the office of president, and shall preside at meetings of the Board of Directors, and shall have such other powers and shall carry out such other responsibilities as otherwise set forth in these bylaws.

Section 3. Vice President. The vice president shall report directly to the president. The vice president shall assume the position of president if the office of president becomes vacant during the president's term.

Section 4. Secretary. The secretary shall keep records of the proceedings of the Board of Directors, and when requested by the president to do so, sign and execute with the president, all deeds, bonds, contracts, and other instruments or obligations in the name of the corporation and keep the corporate seal.

Section 5. Treasurer. The treasurer shall have oversight of all funds and investments of the corporation, and shall keep regular books of account. He or she shall provide a financial statement to the Board at all of its meetings and at the annual meeting. In general, he or she will perform all duties incident to the office of treasurer.

Section 6. Executive Director. The person who serves as Executive Director of the Association of Alternative Newsweeklies from time to time shall serve as the Executive Director of the corporation. The Executive Director shall be the chief executive officer of the corporation and shall have general charge of all matters of administration of the corporation under the direction of the Board. The Board of Directors shall determine by resolution from time to time the signature authority of the Executive Director and other officers and staff members of the corporation with respect to contracts and other documents to be executed on behalf of the corporation. In the absence or inability to act of the Executive Director, the duties of the Executive Director shall be performed by such person in such manner as the Board of Directors may direct.

Section 7. Vacancies. Vacancies in any office arising from any cause may be filled by appointment of the president. Such appointments shall be effective for the remainder of the year in which the vacancy occurred.

Section 8. Other Officers. The Board of Directors shall have the authority to appoint such other officers with such duties and responsibilities as the board, in its judgment, deems necessary.

## ARTICLE VII

### COMMITTEES

Section 1. Designation of Committees. The Board of Directors, by resolution adopted by a majority of the directors, may designate one or more committees.

Section 2. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof, or unless the Board of Directors has designated a longer term.

## ARTICLE VIII

### ADMINISTRATION AND FINANCIAL PROVISION

Section 1. Fiscal Year. The fiscal year of the corporation shall be determined by the Board of Directors.

Section 2. Loans Prohibited. No loans shall be made by the corporation to any officer or director.

Section 3. Books and Records. The corporation shall keep current and complete books and records of account and shall keep minutes of proceedings of its member, Board of Directors, and committees, if any. The corporation shall keep at its registered office a register of the names and addresses of all persons entitled to vote.

Section 4. Amendment to Bylaws. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting of the Board, provided that at least fifteen days' written notice is given of intention to alter, amend or repeal and to adopt new bylaws at such meeting. Notwithstanding the foregoing, Article I, Section 2 shall only be amended if such amendment is approved by a two-thirds vote of the corporation's Board of Directors. No amendment shall be effective until approved by the Association of Alternative Newsweeklies.

Section 5. Rules of Procedure. The rules of procedure at meetings of the corporation shall be the rules contained in Robert's Rules of Order on Parliamentary Procedure, as amended, as far as applicable and when not inconsistent with these bylaws, the articles of incorporation, or with any resolution of the Board.

## ARTICLE IX

### WAIVER OF NOTICE

Whenever any notice is required to be given to any director of the corporation by the articles of incorporation or bylaws, or the laws of the District of Columbia, a waiver of notice, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated in the notice, shall be equivalent to the giving of such notice.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify all officers and members of the Board of Directors of the corporation to the full extent permitted by the District of Columbia Nonprofit Corporation Act, as amended, and shall be entitled to purchase insurance for such indemnification of officers and members of the Board to the full extent as determined from time to time by the Board of the corporation.