

**BY-LAWS  
OF  
NEW JERSEY PRESS FOUNDATION**

---

**ARTICLE I. OFFICE**

Section 1. Principal Office. The principal office of the Corporation in the State of New Jersey shall be located at 840 Bear Tavern Road, Suite 305, West Trenton, New Jersey.

**ARTICLE II. MEMBERS**

Section 1. Classes of Members. The Corporation shall have one (1) class of membership, composed of the membership of the Board of Directors of the New Jersey Press Association.

Section 2. Termination of Membership. The Membership, by affirmative vote of two-thirds of all the members of the board, may suspend or expel a Foundation member after an appropriate hearing, and, by majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who become ineligible for membership.

**ARTICLE III. MEETINGS OF MEMBERS**

Section 1. Annual Meeting. An annual meeting of the members shall be held each calendar year during the last four (4) months of the year on a date and time fixed by the Board of Trustees for the purpose of electing trustees and for the transaction of such other business as may properly come before the meeting. Such date shall be selected at least three (3) months prior to the meeting. If the election of trustees and officers shall

not be held on the day designated for any annual meeting, or at any adjournment thereof, the Board of Trustees shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.

Section 2. Special Meetings. Special meetings of the members may be called by the President, and shall be called by the President upon a majority vote of the Board of Trustees or upon the petition of not less than four (4) of the members having voting rights.

Section 3. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally, by mail, or by facsimile, to each member entitled to vote at such meeting, not less than ten (10) nor more than thirty (30) days before the date of such meeting. Said meetings must be called under the provisions of Article III, Section 2. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice, and the business at the meeting shall be so confined to the purpose or purposes. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with the postage thereon prepaid. If notice is given by facsimile, such notice shall be deemed to be delivered upon receipt of the successful transmission report generated by the Corporation's facsimile machine.

Section 4. Quorum. A majority of the total number of voting members of the Foundation present in person or by proxy shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may

adjourn the meeting from time to time without further notice. Votes may be validly cast by proxies.

#### **ARTICLE IV. BOARD OF TRUSTEES**

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Trustees, which shall have all the powers granted to it by law or in the Certificate of Incorporation or by these bylaws and not otherwise specifically delegated to any other person or group.

Section 2. Number, Tenure & Qualifications. The Board of Trustees shall consist of not fewer than six (6) not more than eleven (11) members elected by the membership at the annual meeting. Six trustees shall be selected from among the persons currently holding the following positions in the New Jersey Press Association: the Chairman of the Board, the President, the First Vice President, the Second Vice President, the Secretary and the Treasurer. If the membership decides to elect more than six (6) members to the Board of Trustees, the seventh trusteeship shall be filled by a member of the Associate membership of the New Jersey Press Association, and the eighth trusteeship shall be filled by a member of the general public, who may also be a member of the New Jersey Press Association. The final three trusteeships shall be filled by individuals who have previously held the position of Chairman of the Board of the New Jersey Press Association.

Section 3. Regular Meeting. A regular meeting of the Board of Trustees shall be held without other notice than this bylaw, at the same place as the annual meeting of members. The Board of Trustees may provide by resolution the time and place within the

State of New Jersey for the holding of additional regular meetings of the Board without notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Trustees may be called by the President upon the written petition of any two trustees. The President or other person authorized to call special meetings of the Board may fix any place within the State as the place for holding any special meeting of the board called by them.

Section 5. Notice. Notice of any special meetings of the Board of Trustees shall be given at least seventy-two (72) hours previous thereto by written notice delivered personally or sent by mail or facsimile to each director at his/her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a separate envelope so addressed, with postage thereon prepaid. If notice is given by facsimile, such notice shall be deemed to be delivered upon receipt of the successful transmission report generated by the Corporation's facsimile machine. Any trustee may waive notice of any meeting. The attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting shall be specified in the notice or waiver of notice of such meetings, unless otherwise waived by law or by these bylaws.

Section 6. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the trustees is presently at said meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the trustees at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these bylaws.

Section 8. Vacancies. Any vacancy occurring on the Board of Trustees shall be filled by the affirmative vote of a majority of the remaining trustees even though that majority be less than a quorum of the board. A trustee elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any trusteeship to be filled by reason of any increasing the number of trustees shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

Section 9. Compensation. Trustees shall not receive any stated salaries for their services as such, but by resolution of the Board of Trustees any trustee may be indemnified for expenses and costs incurred by him/her in connection with any claim asserted against him/her, in court or otherwise, by reason of his/her being or having been such trustee, except in relation to matters as to which he/she shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

## **ARTICLE V. OFFICERS**

Section 1. Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this article. Unless otherwise decided by the Board of Trustees, the Presidency shall be filled by the newly-elected Chairman of the Board of the New Jersey Press Association, the Vice Presidency shall be filled by the newly elected President of the New Jersey Press Association, the position of Secretary shall be filled by the newly-elected Secretary of the New Jersey Press Association, and the

Treasurer shall be the newly-elected Treasurer of the New Jersey Press Association. The Board of Trustees may elect or appoint such other officers as it shall deem desirable, and such officers shall have the authority and perform the duties prescribed, from time to time, by the Board of Trustees.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually as provided in Article V, Section 1, hereof, and shall serve for the succeeding calendar year, taking office January 1 of that succeeding calendar year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office his/her successor shall have been duly elected and shall have been qualified.

Section 3. Removal. Any officer elected by the Board of Trustees may be removed by the Board of Trustees whenever in its judgement the best interest of the Corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Corporation and shall, in addition to presiding at and being responsible for conducting all Board meetings, in general, supervise and control all of the business and affairs of the Corporation. He/she shall preside at all meetings of the members. He/she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Trustees has authorized to be executed, except in cases where the signing and execution

thereof shall be expressly delegated by the Board of Trustees or by these bylaws or by law to some other officer or agent of the Corporation; and, in general, he/she shall perform all duties as may be prescribed by the Board of Trustees from time to time. The President shall have the power to name such standing and special committees as are deemed necessary for the conduct of the business of the Corporation.

Section 6. Vice President. In the absence of the President, the Vice President will assume all the duties of the former, in addition to carrying out any other obligations assigned to his office. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Trustees.

Section 7. Treasurer. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Trustees; and, in general, perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Trustees.

Section 8. Secretary. The Secretary, whose working title shall be Executive Director of the Corporation, or his/her designee, shall keep the minutes of the meetings of the members and of the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the

Corporation, and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provision of these bylaws; keep a register of the post office address of each member, which shall be furnished to the Secretary by each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Trustees.

## **ARTICLE VI. CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for payment of money notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer and countersigned by another officer of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, companies, or other

depositories and upon such terms and conditions as the Board of Trustees may from time to time select.

Section 4. Gifts. The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes of the Corporation. Gifts for special purposes may be accepted or rejected, depending upon their terms and conditions, as the Board of Trustees may deem to be the best interest of the Corporation.

## **ARTICLE VII. MISCELLANEOUS**

Section 1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and its Board of Trustees, and shall keep at the principal office a record giving the names and addresses of its member entitled to vote. All books and records of the Corporation may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time during regular business hours.

Section 2. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end the last day of December in each year.

Section 3. Corporate Seal. The Board of Trustees shall adopt a corporate seal, which shall be in the form attached hereto.

Section 4. Waiver of Notice. Whenever any notice is required to be given under the provisions of the New Jersey Corporations and Associations Not for Profit Act or any amendments or revisions thereof or under the provisions of the Certificate of Incorporation or of these bylaws, a waiver thereof in writing signed by the person or

persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 5. Outside Audit. The Board of Trustees shall appoint an outside certified public accounting firm to be approved by the members annually.

Section 6. Financial Reports. During the first quarter of the calendar year, the President shall issue a report to the Board of Trustees, and the membership as to the financial status of the Corporation on the last day of the previous fiscal year.

### **ARTICLE VIII. AMENDMENTS**

Section 1. Power of Members to Amend Bylaws When Recommended by the Board of Trustees. The bylaws of this Corporation may be amended, repealed, or added to, or new bylaws may be adopted by the vote of a quorum of the total votes available at a meeting duly called for that purpose at which a quorum is present, in person or by proxy, or both, in compliance with the Certificate of Incorporation of these bylaws. This section shall apply where such amendment, repeal, or addition has been recommended to the membership by the Board of Trustees.

Section 2. Power of Members to Amend Bylaws When Not Recommended by the Board of Trustees. Where the Board of Trustees has not recommended any amendment of these bylaws to the membership, the bylaws may nevertheless be amended, repealed, or added to, or new bylaws adopted, upon a petition duly presented to the Secretary of the Board and signed by at least twelve (12) members, by a majority vote of the total votes available to vote of the whole membership entitled to vote, at a special meeting of the membership. Such meeting of the membership shall be called by the

President especially for that purpose, and no other, and a quorum must be present in person, or by proxy, or both, for a valid vote to be cast.