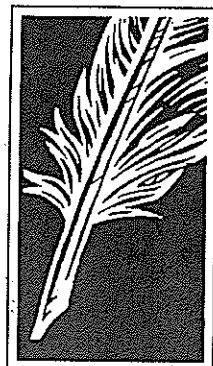


North Dakota Newspaper Association Education Foundation Bylaws

(revised 11/17/05)



**NDNA
EDUCATION
FOUNDATION**

ARTICLE I - PURPOSES

The purposes for which the North Dakota Newspaper Association Education Foundation, hereinafter referred to as the Foundation, is organized are:

- Section 1: To operate exclusively for religious, educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code.
- Section 2: To promote in the broadest and most liberal manner the advancement of journalism education, study, research, and development through financial assistance, internships, fellowships, lecture-ships, visiting editorships and professorships, donations of time, materials and equipment, and through other forms and methods of assistance and aid.
- Section 3: To provide assistance to the profession of journalism and journalism education by whatever means decided by the Foundation's Board of Directors and consistent with the laws of North Dakota and the provisions of Section 501 (c)(3) of the Internal Revenue Code.
- Section 4: To obtain contributions, donations, gifts, bequests, grants, pledges, devises and similar grants from individuals, corporations, trusts, foundations, partnerships, estates, and any other organization or group to develop an endowment fund for the Foundation. The interest from this fund shall be used for the Foundation's purposes. Amounts sufficient to meet Foundation costs may be expended by the Board of Directors from the fund's interest.
- Section 5: To distribute the interest from this fund for the furtherance of the Foundation's purposes from time to time, with the method and amounts of distribution, as well as the time of distribution, to be decided by the Board of Directors at its annual meeting. All action taken by the Board regarding the expenditure or distribution of any Foundation funds for whatever purposes shall be recorded in the Foundation's minutes.
- Section 6: To be able, if a donor conveys real estate or an interest therein to the Foundation, to assist in carrying out its purposes, to return the real property or sell it. In furtherance of such sales, the Board of Directors may delegate to designate officers of the Foundation the necessary authority to sell the real estate either privately or publicly. No Board member may purchase any of this property sold privately. Upon the sale of real estate Foundation officers as designated by the Board of Directors shall execute deeds of conveyance, contracts for deed, leases, and accept mortgages from purchases. In the event the Foundation becomes a party as a remainderman, and should it ever be required to join in executing a lease on real property included in such remainder, then the Foundation may become a party to such lease-hold. The Foundation corporation shall have full and complete authority to develop, manage and operate any real estate it receives. This shall be done under the Board's direction.
- Section 7: To be able, if a donor donates and conveys grains, livestock, stocks, bonds, securities or any other type of valuable property, to retain, sell, or exchange the property as deemed advisable by the Board of Directors. In furtherance of the sale or exchange of such property, the Board may delegate to designated Foundation officers the necessary authority to sell such property either publicly or necessary documents of transfer and sale. No such property may be sold at private sale to a Board member.
- Section 8: To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein, by the North Dakota Non-profit Corporation Act, or by Section 501 (c)(3) of the Internal Revenue Code.
- Section 9: The foregoing statements of corporate purposes do not restrict or limit the Foundation's general powers or their exercise and enjoyment, as they are expressly or impliedly granted by the North Dakota Non-profit Corporation Act, except those powers not in furtherance of exempt purposes under Section 501 (c)(3) of the Internal Revenue Code.
- Section 10: No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its officers, directors or other private persons, except that the Foundation shall be authorized and

empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Foundation's purposes as expressed in the bylaws and the articles of incorporation.

Section 11: No part of the Foundation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it participate in or intervene in any manner to any extent (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office. The Foundation shall not engage in any activities that are unlawful under federal, state or local laws.

Section 12: Upon the dissolution of the Foundation corporation, the Board shall, after paying or making provisions for the payment of all of the Foundation's debts and liabilities, dispose of the Foundation's assets, including all remaining monies in the Endowment Fund, according to the Foundation's purposes. All assets and remaining funds must be used for purposes and go to organizations within the scope of Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE II - GENERAL POWERS

The Foundation shall have its powers in accordance with the North Dakota Non-profit Corporation Act except for those powers not in furtherance of exempt purposes within the meanings of Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE III - MEMBERS

Section 1: Members: All persons who contribute at least the minimum contribution fee to the Foundation shall be members. The term of such membership shall be annual, and persons shall thereafter renew membership by payment of annual dues or by making additional contributions above the dues amount. Each member shall be entitled to one vote on each matter submitted to a vote of the members. Membership must be established prior to a meeting wherein a vote is exercised. The Board of Directors shall determine all questions concerning membership status.

Section 2: Classes of Members: The Board to Directors may, at its discretion, establish separate categories of membership, but all members shall retain their right to vote.

Section 3: Dues: The Board of Directors shall provide for annual dues and various categories and levels for contributions.

ARTICLE IV - ANNUAL MEETING

The annual meeting of the Foundation shall be set by the Board of Directors and announced to all FOUNDATION members at least 30 days in advance.

ARTICLE V- BOARD OF DIRECTORS

Section 1: General Powers: The Foundation's business shall be managed and conducted by its Board of Directors.

Section 2: Compensation and Manager: The Board of Directors shall receive no compensation and shall have the authority to appoint a Foundation manager. It shall also have the authority to compensate for services rendered to or contracted for the Foundation. The board shall have no authority to provide pensions, disability or death benefits, or other benefits or payments to Foundation directors and officers.

Section 3: Number of Directors: The Board of Directors of the North Dakota Newspaper Association Education Foundation shall consist of thirteen (13) elected and non-elected voting members.

Section 4: Qualifications, Terms and Selection:

A: The elected members of the Board of Directors shall be elected for three-year terms by the Foundation membership at the Foundation's annual meeting. The elected Directors' consecutive service shall be limited to two consecutive three-year terms. An elected director could serve more than two terms if they are not consecutive.

- B: The Directors' terms shall be staggered so that approximately one-third of the board is elected at each annual meeting. At the 1988 annual meeting, three board members shall run for one year terms, three for two year terms, and three for three year terms, as determined by the Nominating Committee. Thereafter, all directors shall run for three year terms.
- C: The President shall appoint a Nominating Committee prior to the Foundation's annual meeting to present nominees for board vacancies. The Nominating Committee shall present its report to the President prior to the Foundation's annual meeting. The report of the Nominating Committee shall be communicated to the Foundation members with the board's announcement of the annual Foundation meeting. Nominations may also be made by members at the annual meeting.
- D: Directors need not be members of the Foundation or North Dakota residents. Five of the elected members of the board must be members of the North Dakota Newspaper Association.
- E: Nine members of the board will be elected. The non-elected members shall be the current North Dakota Newspaper Association President and the three (3) immediate past presidents of the North Dakota Newspaper Association. The past presidents shall each serve a three-year term commencing with the conclusion of their presidency. The current North Dakota Newspaper Association first Vice-President and the North Dakota Newspaper Association Executive Vice-President shall be ex officio, non-voting members of the board. The board shall have the authority, at its discretion, to name additional ex officio, non-voting board members.
- F: An additional three (3) directors will be the three (3) most immediate past presidents of NDNA, beginning in 2003 with the presidents of 2000, 2001 and 2002 serving for one, two and three years respectively, in a continuous manner as NDNA presidents complete their NDNA one-year terms in office.
- G: Vacancies on the board shall be filled for the unexpired term by appointment by the board.

Section 5: Board Meetings:

- A: The annual meeting of the Foundation's Board of Directors shall be held at the annual meeting of the North Dakota Newspaper Association Education Foundation. All directors shall receive at least thirty (30) days notice of the annual meeting.
- B: The Board of Directors shall have a minimum of three meetings annually, including the annual meeting as prescribed in Section 5, subsection A. An annual program-planning meeting shall be held in either July or August each year and a grant allocation meeting in October or November. Other special or regular meetings may be called by the President or by any three members of the board upon at least forty-eight (48) hours notice to all board members. (approved Nov. 17, 2005)
- C: Formal notice where required shall be given to the directors and officers by mailing. Such notice shall be deemed to be delivered when deposited in the U.S. mail, addressed to the name and address of the director as it appears on the Foundation's records, with postage prepaid thereon. The directors' notice shall state the meeting's time, place, if it is a special meeting, and the purpose of that meeting.
- D: Attendance of a director at a meeting shall constitute a waiver of notice of a meeting, except where a director attends a meeting and objects thereto to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any meeting except a special meeting of the board, need be specified in the waiver or notice of such meeting.

Section 6: Quorum Majority: A majority of the board shall constitute a quorum for the transaction of business. The actions of a majority of the directors present at a meeting at which a quorum is present shall be the actions of the board, except that the Foundation President shall not vote on any manner unless the director's vote is tied. Proxy voting shall not be permitted.

Section 7: Committees: The board by resolution may designate one or more committees, prescribe rules therefor and delegate authority thereto. The delegation thereto of authority shall not operate to relieve the board, or any member thereof, of any responsibility imposed by law. A committee member need not be an officer or director, nor a member of the corporation.

- Section 8: Honorary Board Members: The board may, from time to time, by resolution name honorary board members who shall be non-voting members. Terms of such honorary board memberships may be for any period of time, including life time, and shall be set out in the resolution of appointment.
- Section 9: Removal from the Board: Failure of any director or officer to attend regular and special meetings of the foundation shall be cause for removal from the board of directors. If a director fails to attend three or more consecutive meetings, the board may choose to declare a vacancy and fill that position in accordance with Section 4, subsection G. (approved 11/17/05)

ARTICLE VI - OFFICERS

- Section 1: Number: The principal officers of the corporation shall be a President and a Vice President. The officers shall be elected from and by the Foundation's Board of Directors, and shall serve a one year term. The Executive Vice President of the North Dakota Newspaper Association shall serve as Secretary-Treasurer. Officers may serve consecutive terms. Other officers and assistant officers, as may be deemed necessary, may be appointed or elected by the board.
- Section 2: Election and Term of Office: The Foundation officers are to be elected from and by the board, and shall be elected annually at the board's annual meeting. Each officer shall hold office until his or her successor shall have been duly elected and shall have been qualified, or until his or her death, or until he or she shall resign or shall have been removed from office.
- Section 3: Removal: Any officer or agent elected or appointed by the Board may be removed by the Board whenever, in its judgment, the best interests to the Foundation will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person removed.
- Section 4: Vacancies: A vacancy in any principal office because of death, resignation, removal, disqualification or other reason shall be filled by the board for the unexpired term.
- Section 5: President: The President shall be the principal executive officer of the Foundation and, subject to the control of the Board, shall in general supervise and control all business of the Foundation. He or she shall, when present, preside at all Board meetings. He or she may sign, with the secretary or any other proper Foundation officer upon direction by the Board, any deeds, mortgages, bonds, contracts, checks or other instruments except where these functions have been delegated elsewhere by the Board or these bylaws, or it is required by law that they be signed or executed in some other manner; and in general shall perform all duties as may be prescribed by the Board from time to time.
- Section 6: Vice-President: In the absence of the president, or in the event of his or her death, inability, or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions of the President. The Vice President shall perform all duties as from time to time may be assigned to him or her by the President or the Board.
- Section 7: Secretary-Treasurer: The Secretary-Treasurer shall: keep the minutes and mail copies to the Board; see that all notices are duly given; be custodian of the Foundation's corporate records; have charge and custody of and be responsible for all financial records of the Foundation that have been properly and officially remanded to his or her care and custody; receive and give receipts for monies due and payable to the Foundation from any source whatsoever, and deposit all such monies in the name of the Foundation in such banks, trust companies, or other depositories as may be selected in accordance with the bylaws; and in general perform all the duties of the office and those duties which may be assigned from time to time by the President of the Board.

ARTICLE VII - CONTRACTS, LOANS, CHECKS AND DEPOSITS

- Section 1: Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and any such authorization may be general or confined to specific instances.

- Section 2: Loans: No loans shall be contracted on behalf of the Foundation and no evidence of indebtedness shall be issued in its name unless authorized by and under the authority of a Board resolution.
- Section 3: Contributions and Donations: The Board may authorize any officer or officers, agent or agents, to receive any contributions, donations, gifts, bequests, or devises on behalf of the Foundation.
- Section 4: Checks, Drafts, Etc.: All checks, drafts, etc., or other evidences of indebtedness issued in the Foundation's name, shall be signed by such officer or officers, agent or agents of the Foundation in such a manner as shall from time to time be determined by or under the authority of the Board.
- Section 5: Deposits: All Foundation funds not otherwise employed shall be deposited from time to time to the Foundation's credit in such banks, trust companies or other depositories as may be selected by the Board.
- Section 6: Investments: Foundation funds may be invested in any manner authorized by a Board resolution not prohibited by law to such Foundations and not of a nature so as to jeopardize the Foundation's status as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VIII - BOOKS AND RECORDS

All books and records of the corporation shall be kept at the Foundation's registered office. The Foundation shall keep correct and complete books and records of all accounts and shall also keep minutes of the Board proceedings and Foundation committees. These books and records may be examined by any Board member or his or her agent or attorney during business hours at the registered office.

ARTICLE IX- PARLIAMENTARY AUTHORITY

The parliamentary authority for all Board meetings shall be the latest edition of Roberts Rules of Order except where they might be inconsistent with these Bylaws or the Articles of Incorporation.

ARTICLE X- FISCAL YEAR, AUDIT

The Foundation's fiscal year shall begin on the first day of a year and end on the last day of that year. The Foundation shall be audited annually.

ARTICLE XI - STOCKS AND DIVIDENDS

The Foundation corporation shall not have or issue shares of stock. No dividends shall be paid and no part of the income of the Foundation shall be distributed to its directors or members. However, the Foundation may pay compensation in a reasonable amount to employees for services actually rendered. In no case shall any part of the net earnings inure to the benefit of the Board within the meaning of the Internal Revenue Code.

ARTICLE XII - SEAL

This corporation shall have no seal.

ARTICLE XIII - AMENDMENTS

- Section 1: Initial Bylaws: These initial bylaws of the Foundation corporation have been adopted by the Board.
- Section 2: Subsequent Bylaws: Bylaws may be adopted, amended, or repealed by the Board. Any Board member may propose adoption, amendment or repeal of other bylaws to the Board by a majority vote.
- Section 3: Vote Required: Bylaws may be adopted, amended, or repealed by the Board by a two-thirds vote thereof at a meeting a which a quorum is present, and for which seven calendar days' notice shall state the articles and section number of the bylaws to be adopted, amended or repealed, and the intent to adopt, amend or repeal such bylaws.