

ARTICLE I. NAME

The name of this Foundation shall be “Pennsylvania Newspaper Association Foundation.”

ARTICLE II. OFFICES

The principal office of the Foundation shall be located at 3899 North Front Street, Harrisburg, Pennsylvania. The Foundation may have such other offices, either within or without the Commonwealth of Pennsylvania, as the Board of Trustees may determine or as the affairs of the Foundation may require from time to time.

ARTICLE III. MANAGEMENT OF FOUNDATION

Section 1.

The business and affairs of the Foundation shall be managed by a Board of Trustees, not less than eleven nor more than twenty-one in number, which shall constitute the governing body of the Foundation.

Section 2.

A Trustee who is not an officer of the Foundation may serve up to two consecutive three-year terms, but then must be off the board for at least one year before becoming eligible for reelection or appointment to a new term on the board. Following such reelection or appointment a trustee who is not an officer of the Foundation again may serve up to two consecutive three-year terms, but then must be off the board for at least one year as provided above. This term limitation requirement shall not apply to a trustee who is an officer of the Foundation so long as he or she continues to be an officer.

Section 3.

To be eligible for nomination and election as a trustee, the candidate shall be an active member of the Pennsylvania Newspaper Association Board of Directors or an active member of the Pennsylvania Newspaper Association Advisory Council, or an active member of the Pennsylvania Newspaper Association.

ARTICLE IV. MEETINGS

Section 1. Annual Meetings

The Trustees constituting the entire membership of the. Foundation shall hold a regular annual meeting at which meeting there shall be held an election of Trustees and officers of the Foundation.

Section 2. Place of Meetings

The meetings of the Board of Trustees may be held at such place either within or without the Commonwealth of Pennsylvania as a majority of the Trustees may from time to time designate or as may be designated in the notice calling the meeting.

Section 3. Special Meetings

Special meetings of the Board of Trustees may be called by or at the request of the President or any two Trustees. The person or persons authorized to call special meetings of the Board may fix any place either within or without the Commonwealth of Pennsylvania as the place for holding any special meeting of the Board called by them.

Section 4. Notice of Meetings

Notice of every meeting of the Board of Trustees shall be given by the Secretary to each Trustee at least five days prior to the day set for the meeting.

Section 5. Quorum

A majority of the Trustees in office will be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Trustees present at a meeting at which a quorum is present shall be the acts of the Board of Trustees; but in the case there is no quorum present a lesser number may adjourn from time to time until a quorum be obtained.

ARTICLE V. BOARD OF TRUSTEES

Section 1. Powers of the Board

The Board of Trustees shall have power to elect an executive director; to remove officers for cause; to employ and discharge agents; to fix the compensation of officers and agents; to suspend or expel members; to make contracts and expend the money of the Foundation for its lawful purposes; to make all such rules and regulations for the conduct of the affairs of the Foundation as they may deem proper and necessary; and generally to do all acts and things not inconsistent with the Articles of Incorporation and the Bylaws, which they may deem necessary or for the best interest of the Foundation. No officer shall be removed without the affirmative vote of the majority of the entire Board.

Section 2. Reports

At each annual meeting the Board of Trustees shall report on all of their doings and the business of the Foundation for the preceding calendar year.

Section 3. Seal

The Board of Trustees shall have power to adopt a corporate seal and to alter the same at their pleasure.

Section 4. Vacancies

Any vacancy occurring in the Board of Trustees and any Trustee-ship to be filled by reason of an increase in the number of Trustees shall be filled by the Board of Trustees. A

trustee elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 5. Informal Action by the Trustees

Any action required by law to be taken at a meeting of Trustees or any action which may be taken at a meeting of trustees may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Trustees.

Section 6. Manner of Acting

The act of a majority of the Trustees present at a meeting number is required by law or by these Bylaws.

Section 7. Voting

Each trustee shall have one vote. Voting may be by mail ballot on all matters of which special notice has been sent to the trustee, but no trustee may by proxy delegate his general right to act to another trustee.

Section 8. Order of Business

The Board of Trustees may adopt their own rules of order and order of business not inconsistent with the provisions of these Bylaws.

Section 9. Annual Audit

The Board of Trustees shall annually appoint an auditor whose duty it shall be to examine and audit the books, accounts and records of the Foundation or of any officers, employees or committees thereof and to make such audit as and when they may direct.

ARTICLE VI. OFFICERS

Section 1. Officers

The officers of the Foundation shall be a President, one or more Vice Presidents (the number thereof to be determined by the board of Trustees), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Trustees may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Trustees. Any two or more offices may be held by the same person, except the same person may not hold the offices of President and Secretary.

Section 2. Election and Term of Office

The officers of the Foundation shall be elected annually by the Board of Trustees at the regular meeting of the board of Trustees. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal

Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

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 Foundation and shall in general supervise and control all of the business and affairs of the Foundation. He shall further be a Trustee of the Foundation and shall preside at all meetings of the Board of Trustees. He may sign, with the Secretary or any other proper officer of the Foundation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts or other instruments which 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 statute to some other officer or agent of the Foundation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 6. Vice President

In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President or Vice Presidents, as the case may be, shall also be trustees of the Foundation. Any Vice President shall perform such other duties as from time to time may be assigned to him 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 shall have charge and custody of and be responsible for all funds and securities of the Foundation; 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 shall be selected by the Board of Trustees; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Trustees.

Section 8. Secretary

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

Section 9. Assistant Treasurers and Assistant Secretaries

If required by the Board of Trustees, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums with such sureties as the Board of Trustees shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Trustees.

ARTICLE VII. COMMITTEES

Section 1. Committees of Trustees

The Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate and appoint one or more committees, each of which shall consist of two or more trustees, which committees, to the extent provided in said resolution, shall have and exercise the authority of the board of Trustees in the management of the Foundation provided, however, that no such committee shall have the authority of the Board of Trustees in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Trustee or officer of the Foundation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another foundation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Foundation; authorizing the voluntary dissolution of the Foundation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Foundation; or amending, altering or repealing any resolution of the Board of Trustees which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, any individual Trustee, of any responsibility imposed upon it or him by law.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the Foundation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE IX. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the law or under the provisions of the Articles of Incorporation of the Bylaws of the Foundation, 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.

ARTICLE X. AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Trustees present at any regular meeting or at any special meeting, if at least two days writing notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meetings.