



# By-Laws of Southern Newspaper Publishers Association Foundation, Inc.

## **ARTICLE I Name**

The name of this corporation shall be "SOUTHERN NEWSPAPER PUBLISHERS ASSOCIATION FOUNDATION, INC.", hereinafter called the "Foundation."

## **ARTICLE 2 Offices**

The principal offices of the Foundation shall be located in the City of Macon, Bibb County, Georgia, and at such other place or places either within or without the State of Georgia as the Board of Trustees may determine or as the affairs of the Foundation may from time to time require.

## **ARTICLE III Board of Trustees**

**Section 1.** The affairs of the Foundation shall be managed by a Board of Trustees which shall consist of not less than three (3) nor more than nine (9) members in number, and which shall be selected by the Board of Directors of the Southern Newspaper Publishers Association. The President of SNPA shall be an ex officio member of the SNPA Foundation Board of Trustees if not already a Trustee.

**Section 2.** The Trustees shall be eligible to serve two (2) consecutive three (3) year terms, but shall not thereafter be eligible for re-election until a three (3) year period shall have elapsed. To provide for staggered terms as well as for continuity, the Board of Directors of the Southern Newspaper Publishers Association may provide for staggered terms of membership on the Board.

## **ARTICLE IV Meetings**

**Section 1. Annual Meetings.** The Trustees shall meet at least annually; and, unless otherwise ordered by the Board of Trustees, shall meet at the time of the annual meeting of the Southern Newspaper Publishers Association.

**Section 2. Place of Meetings.** Unless otherwise directed by the Board of Trustees, the annual meeting of the Board shall be held at the same place as is designated for the annual meeting of the Southern Newspaper Publishers Association.

**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 calling the special meeting shall fix the time and place thereof.

**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 (5) days prior to the day set for the meeting, and, in the case of special meetings, such notice shall contain a general statement of the purposes of the meeting.

**Section 5. Quorum.** A majority of the Trustees in office from time to time shall 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. In case there be 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.** The Board of Trustees shall have power to elect an executive director and to remove him; to elect officers and to remove them for cause; to employ and discharge agents, to fix compensation of officers, agents or employees; to suspend or expel members; to make contracts and expend the money of the Foundation for its lawful purposes; to make such rules and regulations for the conduct of the affairs of the Foundation as they may deem proper and necessary; to delegate to a Committee of the Board, or to officers, agents or employees of the Foundation, specific functions of the Board; and generally to do all acts and things not inconsistent with the Charter and these By-Laws which they may deem necessary or convenient for the best interest of the Foundation. No officer, however, shall be removed without the affirmative vote of a majority of the entire Board.

**Section 2. Reports.** At each annual meeting of the Board of Trustees, the officers, agents and employees and committees thereof shall make a report to the Board of their actings and doings on behalf of the Foundation for the preceding year. Said reports may be published in such manner as the Board of Trustees shall from time to time determine.

**Section 3. Seal.** The Board of Trustees shall have the power to adopt a corporate seal and to alter the same from time to time.

**Section 4. Election of Members.** The Board of Trustees shall be elected by the Board of Directors of the Southern Newspaper Publishers Association for normal terms of three (3) years each. Persons initially elected by the Board of Directors of the Southern Newspaper Publishers Association may be selected for staggered terms. No member of the Board of Trustees shall serve more than two consecutive three (3) year terms, but shall be eligible for re-election after three (3) years shall have elapsed from expiration of the last term for which previously elected. Vacancies in the Board of Trustees may be filled by the Board of Directors of the Southern Newspaper Publishers Association for the unexpired term of the Trustee whose vacancy is being filled.

**Section 5. Informal Action by Trustees.** Any acts required by law to be taken at a meeting of the Board of Trustees or any action which may be taken at a meeting of the Board of Trustees may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Trustees either before or after the date of such action.

**Section 6. Manner of Acting.** The act of a majority of the Trustees present 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 of these By-Laws.

**Section 7. Voting.** Each Trustee shall have one (1) vote. Voting may be by mail ballot on all matters of which special notice has been sent to the Trustees, but no Trustee may by proxy delegate his right to act to another Trustee.

**Section 8. Order of Business.** The Trustees may adopt their own rules of order and order of business not inconsistent herewith.

**Section 9. Annual Audit.** The Board of Trustees shall annually cause an audit to be made of the books, accounts and records of the Foundation, or of any officers, employees or committee thereof, and to publish such audit as they shall from time to time direct.

## **ARTICLE VI**

### **Officers**

**Section 1. Number and Title.** There shall be a chairman, one or more vice-chairmen, a secretary, a treasurer and such other officers as the Board of Trustees may from time to time elect or appoint. 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. The officers shall have such duties and powers as are prescribed from time to time by the Board of Trustees. One person may hold two or more offices except that the same person may not hold the offices of chairman and secretary.

**Section 2. Election and Term of Office.** The chairman, vice-chairman, secretary and treasurer shall be elected annually by the Board of Trustees at the annual meeting of such Board. New offices may be created and filled at any meeting of the Board of Trustees. The chairman, vice-chairman, secretary and treasurer shall be elected to serve until the next annual meeting, or until his successor shall have been duly elected and shall have qualified unless sooner removed as hereinbefore provided. Other officers elected or appointed by the Board of Trustees shall serve at the pleasure of the Board.

**Section 3. Removal.** Any officer elected or appointed by the Board of Trustees may be removed by such Board whenever in its best judgment the interest 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, however caused may be filled by the Board of Trustees for the unexpired portion of the term.

**Section 5. Chairman.** The chairman shall be the chief executive officer of the Foundation and shall supervise and control all of the business and affairs of the Foundation subject to such policies as may from time to time be established by the Board of Trustees. He shall be a Trustee of the Foundation and shall preside at all meetings of its Board. He may sign, with the secretary or other officer designated by the Board of Trustees, any deeds, mortgages, bonds, and contracts, or other instrument which the Board of Trustees has authorized to be executed; and in general he shall perform the duties incident to the office of chairman and such other duties as may be prescribed by the Board of Trustees from time to time.

**Section 6. Vice-Chairmen.** In the absence of the chairman, or in the event of his inability or refusal to act, the vice-chairman (or in the event there be more than one, then the vice-chairmen in order of their election) shall perform the duties of the chairman and when so acting shall have all of his powers, duties and responsibilities and shall be subject to the restrictions upon the office of chairman. The vice-chairman or vice-chairmen, as the case may be, shall also be Trustees of the Foundation. Any vice-chairman shall perform such other duties as the Board of Trustees may from time to time designate.

**Section 7. Secretary.** The secretary shall keep the minutes of the meetings of the Board of Trustees and of the several committees thereof in one or more books provided for that purpose; give notice of meetings of the Board of Trustees as provided in these By-Laws, have custody of the Foundation records and of the seal of the Foundation and affix the said seal to documents in all proper cases; and generally do and perform all of the duties incident to the office of the secretary and such other duties as may from time to time be assigned to him by the President or by the Board of Trustees.

**Section 8. Treasurer.** The treasurer shall have charge and custody of any 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; deposit all such monies in the name of the Foundation in such banks or other depositories as may be determined by the Board of Trustees; disperse such funds in accordance with the rules and regulations established by said Board of Trustees; and give such accounting as may be from time to time required of him. In general, he shall perform all of the duties incident to the office of treasurer, together with such other duties as may from time to time be assigned to him by the President or by the Board of Trustees. If required by the Board of Trustees, he shall give bond for the faithful performance of his duties in such sum and with such surety or sureties as the Board shall determine.

**Section 9. Assistant Secretaries and Assistant Treasurer.** Assistant secretaries and assistant treasurers may be elected or appointed from time to time by the Board of Trustees, and shall have such duties as the Board shall from time to time determine or as may be assigned to them by the President, the Treasurer or the Secretary. Assistant treasurers, if required, shall give bond in like manner to that required of the treasurer.

## **ARTICLE VII Committees**

**Section 1.** The Board of Trustees may from time to time designate and provide for the creation of one or more committees having such number of Trustees as members thereof as the Board shall provide. Such committees shall have such power and authority of the Board of Trustees as said Board shall from time to time determine; provided, however, that no such committee shall have the authority to amend, alter or appeal By-Laws; elect, appoint or remove any member of any such committee or any Trustee or officer of the Foundation, amend the Articles of Incorporation, adopt a plan of merger or a plan of consolidation with another corporation or foundation, authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Foundation; authorize the voluntary dissolution of the Foundation or revoke proceedings therefor; adopt a plan for the distribution of the assets of the Foundation; amend, alter or appeal any resolution of the Board of Trustees or do other acts which by law or by these By-Laws are reserved to the Board of Trustees as a whole. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees or any individual Trustee of responsibility imposed upon it or him by law.

**ARTICLE VIII.**  
**Fiscal Year**

**Section 1. Initial Period.** The first fiscal year of the Foundation shall begin upon the date of commencing operations and shall terminate on December 31st.

**Section 2. Subsequent Fiscal Years.** Subsequent fiscal years shall coincide with the calendar year.

**ARTICLE XI**  
**Waiver of Notice**

Whenever notice is required to be given under the provisions of law, the Charter of this corporation or the By-Laws 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; provided, however, that no such change shall be effective until the same shall have been ratified and approved by the Board of Directors of the Southern Newspaper Publishers Association.

**ARTICLE X**  
**Amendments to By-Laws**

These By-Laws may be altered, amended or appealed and new By-Laws may be adopted by a majority of the Trustees present at any regular meeting or at any special meeting, if at least five (5) days written notice is given of intention to alter, amend or appeal these By-Laws or to adopt new By-Laws at such meeting.