

BYLAWS
OF
ALABAMA PRESS ASSOCIATION

(Incorporated)

As Enumerated in the Certificate of Incorporation, Filed February 26, 1951, office of the Probate Judge, Tuscaloosa County, Alabama. (Book 10 – Page 159)
Last amended on July 22, 2006.

ARTICLE I

The name of this organization shall be the Alabama Press Association.

ARTICLE II

The location of the principal office of this Association shall be at a place and at an address to be determined by the Board of Directors.

ARTICLE III

Purpose

The objects of this Association shall be to unite the newspapers of Alabama into a voluntary non-profit Association: to promote the interests of the press by securing unity of thought and action in all matters relating to journalism; journalism education and the business of publishing; to elevate its tone enlarge its usefulness to its members and to their communities; advance its wisdom and justice; cultivate friendly relations and a spirit of fraternal regard amongst its members; to do any and all of the things hereinafter set forth not prohibited by the laws of the State of Alabama, nor the laws of the United States of America:

- (A) No question of a partisan, political or religious nature shall be discussed on the floor of the conventions of this Association unless the question is approved by a two-thirds vote of those present and voting.
- (B) This Association shall not pledge its membership as individuals to the carrying out of any program.
- (C) To make surveys, examinations and suggestions which will constructively assist the members of this Association in improving and maintaining their standards of public service.

- (D) To plan, design, construct, install, repair and improve, buy or otherwise acquire, own, hold, use, operate, sell, lease, or otherwise dispose of such building or buildings, or other property as this Association may require in its operation.
- (E) To subscribe for, purchase, own, hold, sell, assign, transfer, or otherwise acquire, or dispose of trade marks, patents, news services, rights, powers and privileges of ownership, including the right to vote thereon on memberships in national press associations or news services.
- (F) To cooperate with other associations or organizations, either local, regional or national, whose objects are similar.

ARTICLE IV

Membership

Section 1. Members: The membership shall be of four classes: Active, Privileged, Publication Associate and Associate.

Section 2. Active: Active membership shall be limited to bona-fide newspapers of general circulation that are issued daily, weekly, semi-weekly, or tri-weekly in Alabama. Active membership shall be held and recorded in the name of the newspaper and shall entitle the owner, publisher, editor or any person actively engaged in the management to participate in all the Association meetings and activities.

Bona-fide newspapers are those which have held a second-class mailing permit for one year and are published for the dissemination of news of general interest. It is intended to include within the definition of all those newspapers which are engaged, as their main purpose, in the profession of impartially disseminating news of general interest to the public and to exclude those publications which are not engaged in the distribution of news of general interest to the public but which are primarily engaged in the distribution of news of interest to a limited group of citizens.

Section 3. Privileged Members: Privileged members are those persons, who have served this organization as Presidents, or with their time and talents as Active Members, in previous years, but who no longer are eligible for Active Membership, by virtue of their retirement, or having released ownership of their newspapers.

They may retain membership in, and enjoy the unique privileges of the organization as Privileged Members, but may not hold office or vote. They may take part in discussions on the floor or pose questions, by virtue of their experience. This would not preclude their serving on committees, either Standard or Special, but they may not serve as Chairman of a Standing Committee. These members shall receive all publications of the Alabama Press Association.

These members shall not be required to pay dues, since their membership is based entirely on past service to the organization, and is, therefore, of privileged status.

Section 4. Publication Associate Members: Publication Associate Members are limited to authorized representatives of for profit daily, weekly, bi-weekly, or monthly newsprint publications of general circulation that do not meet all the qualifications to be considered newspapers under the terms of these bylaws and therefore, do not qualify to be Active Members but which subscribe to the purposes of the Association and desire the benefits of affiliation with this Association. For-profit student newspapers published by members of the Associated Collegiate Press (ACP) and/or the National Scholastic Press Association (NSPA) may elect Associate Membership status.

Section 5. Associate Members: Associate Membership shall be limited to authorized representatives of trade journals, advertising agencies, and representatives, printing supply manufacturers or jobbers, ,schools or departments of journalism, student newspapers, alumni publications and businesses, industries or organizations which subscribe to our purposes, who desire affiliation with this Association but do not publish daily, weekly or bi-weekly newsprint publications of general circulation. Such Associate Membership shall be social only.

Section 5. Method of Admission: Applications for membership shall be made in writing to the Executive Director and shall be accepted by a two-thirds vote of the Board of Directors voting.

Section 6. Pending Admission: Those newspapers which fulfill all provisions except the length of publication may be admitted to the Association as Publication Associate Members pending their acceptance into the Association as Active Members.

Section 7. Expulsion: The Association, by a two-thirds vote, may suspend, expel, or otherwise discipline any Active or Publication Associate Member which may by its own action or by action of any of its representatives bring disgrace upon the Association or the profession.

ARTICLE V

Dues

Section 1. Basis of Dues: Dues for all classifications shall be fixed by the Board of Directors, subject to the approval of the members at the next meeting of the members. Dues shall be payable on January 1, for each ensuing year.

The amount of dues for Active Members will in each instance be based upon a report of the newspaper's paid circulation as sworn to by the publisher in the post office statement of ownership each October or by the Audit Bureau of Circulation for the last period prior to the first of the year. The dues for each Active Member newspaper shall include a minimum of four subscriptions to each issue of the publication, with two mailed to the APA office and two mailed to the clipping service office.

Section 2. Additional Services: Dues of Active and Publication Associate Members shall also include a subscription to "The Alabama Publisher," the Association's newspaper and to other association publications and mailings.

Section 3. Resignation or Suspension: Any member may resign from the Association by giving the Executive Director one month's notice in writing and paying all dues up to the date of resignation. Any member who shall be in arrears for annual dues for one year from date dues are payable shall be automatically suspended. He may be reinstated upon full payment of all dues up to date of reinstatement, provided application for reinstatement is received within six months from date of suspension. After the six months reinstatement period had expired, admittance shall be at the discretion of the Board of Directors.

The Board of Directors may waive all or part of the unpaid dues of a suspended member for just cause upon a majority vote of that body provided suspended member makes written application for reinstatement. The Executive Director shall give any member thirty days notice in writing of pending suspension and the reason therefore. Such notice shall be given by mail and directed to the last known place of business of the member.

ARTICLE VI

Nominating Committee

Section 1. Nominating Committee: The Nominating Committee shall consist of Past Presidents of the Association, the Chairman of which shall be the Chairman of the Board of Directors.

- (A) Responsible to, and reporting to the Nominating Committee shall be a sub-committee, consisting of five Past Presidents, the Chairman of which shall be the Chairman of the Board of Directors. Two of the five Past-Presidents of the Sub-committee should be the last two immediate Past-presidents. The remaining two members shall be appointed by the chairman of the sub-committee.
- (B) The duties of this sub-committee shall be to consider and present to the Nominating Committee, at least two candidates for each office, and each vacancy on the Board of Directors.
- (C) Announcement of nominees shall be made to the membership in attendance-24 hours prior to the election.
- (D) At the time of the election the chairman of the Nominating Committee shall present the slate of nominees, as finally agreed upon by the sub-committee and the Nominating committee, to the general membership, at which time further nominations may be made from the floor.

ARTICLE VII

Officers and Directors-Election and Term of Office

Section 1. Procedure: The Officers of this organization shall be:

- (A) A President, a First Vice-President, and a Second Vice-President, who shall be elected from names presented by the Nominating Committee and nominations made from the floor, if any.

They shall be elected by the Active members of the Annual winter meeting and shall be installed at the same meeting. They shall assume their offices at the close of said meeting, and shall serve for a period of a year.

In the event of only one nominee for an office, election may be viva voce, otherwise election shall be by ballot.

- (B) Directors of this organization shall be elected at the annual winter meeting from nominees presented by the Nominating Committee, and nominations made from the floor, if any. They shall serve for a period of two years.

The Directors from the even-numbered districts shall be elected in the even –numbered years, and those from the odd-numbered years. Said Directors shall be in business in the districts they represent, but shall be elected by the entire membership.

In the event of only one nominee, election may be viva voce, otherwise election shall be by ballot.

- (C) All officers and Directors shall be chosen from the Active Membership of the organization (owners, publishers, editors, or persons actively engaged in an executive position in the management of operation of a member newspaper, etc.) and shall serve without compensation.

- (D) Unexpired vacancies among the Directors shall be filled by the members of the Board of Directors at their next meeting, and a director so elected shall serve out the unexpired term.

ARTICLE VIII

Board of Directors

Section 1. Qualified Directors: The Affairs of the Association shall be managed by a Board of Directors constitutes as follows: one director from each of twelve districts, the President, the immediate Past-President and two Vice-Presidents. The Board shall hold meetings at least two times a year, or oftener, meeting at the call of the President, or at the request of five-members of the Board. The President shall notify or cause notification to be made, in advance of any meeting. A report of the activities of the Board of Directors shall be made at the next meeting.

Section 2. Quorum: Seven members of the Board of Directors shall constitute a quorum.

Section 3. Duties of Chairman: The immediate Past-President shall automatically become Chairman of the Board of Directors and shall preside over the Nominations Committee and will serve on the Executive Committee.

Section 4. Exculpation of Directors: Members of the Board of Directors are not liable for any act of the Corporation or any act of a Director for and on behalf of the Corporation except for a Director's willful negligent act or default, for which said Director would be liable.

Section 5. Board Ballot by Mail: With respect to any action to be taken by the Board of Directors, the Chairman of the Board of Directors or the President in his absence may, under emergency circumstances, poll the total Board in writing on any proposed action and a two-thirds vote of those voting may determine the action to be taken.

ARTICLE IX

Duties of Officers

Section 1. President: The President shall preside at all meetings of the Association and all meetings of the Board of Directors. He shall have general supervision over the affairs of the Association and make reports to the Board of Directors and to the members at the membership meetings.

Committees: The President shall appoint all committees except the nominating committee.

Section 2. Vice-Presidents: The Vice-President in order of their rank shall act in place of the President when the President is unable to be present at meetings.

Section 3. Vacancies: In the event of a vacancy in the office of the President, the First Vice-President shall become President and serve the unexpired term.

The Second Vice-President shall become First Vice-President and serve the unexpired term. The office of the Second Vice-President shall remain vacant until the next annual meeting.

ARTICLE X

Executive Committee

The Executive Committee shall consist of the President, First Vice-President, Second Vice-President, Chairman of the Board and two Board Members appointed by the President. Executive Committee meetings shall be called by the President and he shall serve as its Chairman. The Chairman will keep or have kept minutes of the Executive Committee meetings and mail copies thereof to all of the Board Members prior to the next Board meeting. The Executive Committee shall exercise the powers and perform the duties of the Board of Directors at the call of the President and is directly responsible to the Board of Directors. Three members of the Executive Committee shall constitute a quorum for the transaction of business.

ARTICLE XI

Executive Director

Section 1. Appointment and Duties: The business office and affairs of the Association shall be managed by an Executive Director, who shall be appointed by the Board of Directors at a compensation to be fixed by the Board. The Executive Director shall also perform the Duties of Secretary and Treasurer. He shall make a fidelity bond with such surety and in such penalty as the Board of Directors shall order.

Section 2. Other Duties: His duties shall be designated by the Board of Directors and shall include the issuance of bulletins on the activities of newspapers and the publication of articles of benefit to the profession of journalism. He shall also be required to keep accurate records of the meetings have charge of all money coming into the Association and issue checks on these moneys. He shall keep all records pertaining to the office and make regular reports to the Board of Directors.

ARTICLE XII

Meeting of Members

Section 1. Annual Meetings: The Association shall hold at least one or more membership meetings a year at a place and time to be designated by the Board of Directors. Same shall be arranged by the Board of Directors, or by a committee appointed for the purpose.

Section 2. Notice of Meetings: The Secretary shall give notice of all meetings by mailing to each member a written or printed notice stating the time and place of the meeting at least thirty days in advance of the time set for holding of such convention or meeting.

Where the term "Notice" is used in these Bylaws, publication shall also include the Association's official service bulletin, its official newspaper as well as by mail.

Section 3. Quorum: The active membership in attendance at any regular or special meeting of the Association shall constitute a quorum.

Section 4. Vote and Representation: Each active membership shall be entitled to one vote only at all meetings of the members of the Association, whether such vote be cast in the person of the duly appointed delegate or by his duly accredited representative.

(A) Privileged Members are not entitled to vote.

(B) Associate Members are not entitled to vote.

ARTICLE XIII

Rules of Procedure

Section 1. Authority: Roberts Rules of Order (Newly Revised) is the parliamentary authority of this Association on all matters not covered in these Bylaws.

Section 2. Amendments to Bylaws: These Bylaws may be amended, or revised by a two-thirds vote of the Active Members present at any regular or special session, provided that written notice of such proposed amendment or revision shall be given at least thirty days prior to said meeting.

Amendments adopted at the convention shall go into effect upon the final adjournment of that convention, unless an emergency exists that is otherwise stated and recognized by the convention.

ARTICLE XIV

Annual Audit

Section 1. Audit: The funds of the Association and the books thereof shall be audited at the close of each fiscal year, (January through December), by a competent public accountant to be selected by the Board of Directors, and a report of such audit shall be mailed to each Active Member.