

Montana Newspaper Association By-Laws

Article I Location of Principal Office

The principal place of business of this corporation, and its principal office, shall be in the City of Helena, Lewis and Clark County, State of Montana.

Article II Membership

Section 1. The membership of the Association shall consist of three classes: Professional, Associate, and Honorary.

A. Professional membership:

1) Open to a newspaper with paid circulation regularly published within the State of Montana, holding second-class mailing privileges and eligible to bid on county printing, and having been in continuous operation with the foregoing requisites for the period of one year. Each member publication shall be entitled to one vote in the proceedings of the Association. This vote shall be cast by the person designated by such publication to represent it in Association affairs.

2) Open to newspapers not meeting the eligibility requirements of Section 1(A)(1). Such newspapers must have a local office, be published regularly in accepted newspaper format and issued at weekly intervals at least fifty (50) times per year, and have an annual news content of at least twenty-five (25) percent of the total column space, at least 75 percent of which must be prepared by the local staff or purchased from recognized news sources and involves news of general and local interest. In order to qualify for membership under this subsection, the applicant shall have published as described above continuously for a one-year period prior to membership application and publish an annual statement of ownership and proof of circulation based on a Post Office statement, recognized audit agency, or notarized statement.

B. Associate membership: Open to printing establishments, organizations, or individual persons interested in the printing or publishing business in the State of Montana, but not qualifying under Section 1(A). Such establishments or organizations shall have been in continuous operation for at least one year prior to membership application. Individual persons must have a valid interest in newspapers, printing, or the publishing business in Montana. Associate members shall not hold office or have any vote in the affairs of the Association.

C. Honorary membership: Open to individuals in recognition of outstanding service to the Association. They shall obtain honorary membership by election of the membership at any general meeting. Professional members shall not be eligible for honorary membership while holding active professional membership. Honorary members shall not be required to pay any dues, shall not hold office in the Association, and shall not have any vote in the affairs of the Association.

Section 2. Newspapers, individuals or other organizations desiring membership must notify the executive director and complete a membership application. Acceptance is determined by a vote of the Board of Directors at a regular or special meeting, except as provided in Section 1(C) of this article.

Section 3. The Board of Directors shall set membership dues to assist in sustaining the operation of the Association. The Board of Directors shall establish terms of dues payment. Any member who is delinquent more than 90 days in dues payment *may* be dropped from membership and may be reinstated on by reapplying for membership and following regular acceptance procedures.

Section 4. Any membership may be canceled for cause by the Association at any meeting by two-thirds vote of the accredited members present. The Board of Directors may suspend or expel any member by a two-thirds vote.

Article III Board of Directors

Section 1. The Board of Directors shall have charge of the general business of the Association, subject to such direction or limitation as may be imposed by the Association, and its action shall be reported in summary at the annual convention of the Association.

Section 2. The Board of Directors shall consist of seventeen (17) members to be composed of four (4) elected officers; the president and vice president of the Montana Newspaper Advertising Service; the other members who shall be elected by the general membership in accordance with Sections 3 and 4; the immediate past president of the MNA; and the dean of the University of Montana School of Journalism (or designated representative). The MNA immediate past president and the School of Journalism representative shall serve as non-voting members.

Section 3. At the election of Directors in 1991, nine (9) individuals will be elected to the Board of Directors from professional members. Three shall be elected to three-year terms, three shall be elected to two-year terms, and three shall be elected to one-year terms. To establish a balance of membership in this original election, two three-year directors shall be from daily newspapers, and one from a weekly newspaper; two two-year directors shall be from weekly newspapers and one from a daily newspaper; and two one-year directors shall be from daily newspapers and one from a weekly newspaper.

Section 4. After the election of directors in 1991, new directors shall be elected to the Board of Directors annually for terms of three years each. In alternating years, two new directors shall be from weekly newspapers and two new directors shall be from daily newspapers. Annually, a nominating committee, appointed by the President, will offer a slate of three candidates from general members to be presented to the professional membership at the annual convention. It will be the duty of this committee to retain the proper percentage of daily and weekly members on the board. Nominations for directors may also be taken from the floor. A vacancy arising in directorship shall be filled by appointment by the President of the Association.

Section 5. Directors are expected to attend all regular and special meetings of the Board of Directors. Failure to maintain satisfactory attendance (missing two consecutive meetings except under extenuating circumstances) will result in the Director's being replaced by a majority vote of the Board of Directors.

Section 6. The President may, at his discretion, appoint committees as may be advisable and in the best interests of the Association. Appointment of additional committees may be ordered by vote of the Association, or by action of the Board of Directors.

**Article IV
Officers/Elections**

Section 1. The officers of the Association shall be the President; First Vice President, Second Vice President, and Third Vice President. No officer may also serve as an officer of the Montana Newspaper Advertising Service. The terms of officers in the Association shall be for one year, and they shall automatically progress to the next higher level when the President finishes his or her term of office. The officers shall be elected by the Board of Directors as outlined in Article IV, Section 2.

Section 2. The Board of Directors shall annually elect a member of the Association as Third Vice President. This individual must either be a current member of the Board of Directors, or have served on the Board of Directors within the last five years. This member will serve as an officer of the Association and a Board member for four years and shall serve as President in his (her) fourth year as an officer.

Section 3. The duties of the officers of this Association shall be such as usually devolve upon such officers.

Section 4. A vacancy arising in the office of the President by death, resignation, or temporary inability to act shall be filled by the First Vice President during the remainder of the term or until the disability shall be removed. Likewise, a vacancy in the office of any of the vice presidents, from whatsoever cause, shall be filled by the promotion of the Vice President next in order. A vacancy in the office of Third Vice President shall remain vacant until the next annual membership meeting of the Board of Directors and shall then be filled in the prescribed manner.

**Article V
Executive Director**

Section 1. The overall operation of the Association shall be conducted by the Executive Director, and the Executive Director shall be engaged by the President, with the consent and approval of the Board of Directors, and shall operate under the direction of the officers and the Board of Directors.

Section 2. The Executive Director of the Association shall also serve as the Executive Director of the Montana Newspaper Advertising Service, in accordance with its by-laws.

Section 3. The Executive Director of the Association shall be responsible for overall direction of all employees, employee relations, hiring, disciplining, and termination of employees as necessary; fiscal management of the Association and the Montana Newspaper Advertising Service, in the capacity of secretary-treasurer of both corporations; membership development and member relations; lobby efforts on behalf of the newspaper industry; overall planning and coordination of the annual convention and all seminars and workshops; serving as a resource person for members on newspaper-related issues; producing a confidential bulletin and a monthly "Montana Fourth Estate;" and all other duties as assigned by the Board of Directors.

Section 4. Compensation for the services of the Executive Director shall be fixed by the Board of Directors and reviewed annually.

Section 5. Books and accounts of the Executive Director shall be inspected and audited annually and reported at the time of the annual convention of the Association.

Article VI
Association Meetings

Section 1. The Association shall meet annually at such time and place as may be determined at a regular meeting, or, in lieu of such action, by the Board of Directors.

Section 2. Special meetings of the Association shall be held upon call of the President, at his discretion, or when so directed by the Board of Directors, or upon the petition of not less than fifteen (15) members. The time, place, and purpose of such special meeting shall be stated in the call.

Section 3. Notice of the annual meeting shall be given to each member of the Association by mail at least twenty (20) days before the time set for such meeting. It shall be the duty of the Executive Director to issue such notices. Notice of special meetings shall be given similarly at least six (6) days in advance of such meeting.

Section 4. A quorum for the transaction of business at a regular annual meetings or at a special meeting of the Association shall be twenty (20) professional members.

Section 5. The Association shall not at any meeting entertain any motion or resolution that purports to be declamatory of the opinions of the membership on matters of politics or religion.

Article VII
Board of Directors Meetings

Section 1. The Board of Directors shall meet quarterly, or at the call of the President or five (5) members of the Board of Directors.

Section 2. A quorum for the transaction of business at a regular meeting or a special meeting of the Board of Directors shall be eight (8) members, including at least one (1) officer of the Association or a duly appointed representative.

Article VIII
Amendments

Section 1. These by-laws may be amended at any regular or special meeting of the Association by a two-thirds affirmative vote of all members present.

Section 2. Proposed amendments shall be submitted to all professional members of the Association in written form at least six (6) days prior to the Association meeting.

Article IX
Conduct of Meetings

Roberts Rules of Order shall be the authority for the transaction of business at all meetings of this Association.

(By-Laws of the Montana Newspaper Association as amended at the annual meeting of the association, June 21, 2003, at Fairmont Hot Springs Resort, Montana.)