

BYLAWS

UTAH PRESS ASSOCIATION, INC.

ARTICLE I

Membership Meetings

1. Annual meeting. The annual meeting of the members of the corporation shall be held in conjunction with the annual Winter Convention of each year for the purpose of electing officers and directors of the corporation, and for the transaction of such other business as may come before the meeting. The secretary shall cause written notice of the time and place of the annual meeting to be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, to each member of record as shown by the books of the corporation at the close of business on December 31, of the prior year, at the address which appears for such member on the records of the corporation.

2. Special Membership Meetings. Any special meeting of the members of the corporation shall be called in accordance with the provisions of the Articles of Incorporation and shall be held at a place designated in the written notice of meeting.

3. Waiver of Notice. Any member may waive notice of any regular or special meeting of members.

4. Voting Rights. Each member newspaper shall have one vote for each membership certificate owned by it as shown on the records of the corporation.

ARTICLE II

Business Office

The principal business office of the corporation shall be at 1521 East 3900 South, Salt Lake City, Utah 84107, where the books and records of the corporation shall be kept.

ARTICLE III

Board of Directors

1. Management of Corporate Affairs. The property, affairs, and business of the corporation shall be managed by the board of directors and it shall exercise all the powers of the corporation, whether derived by law, from the Articles of Incorporation, or by provisions of these bylaws, except such powers as are vested solely in the stockholders. The board of directors and officers of the Corporation shall be covered by a Dishonesty Bond purchased annually by the corporation for the protection of its members.

2. Number of Directors. The board of directors of the corporation shall consist of at least nine and not more than thirteen directors, five of whom shall be the president, vice-president, secretary, treasurer and past president of the association.

3. Election of Directors. There shall be six directors elected at large from among the official representatives named in writing by the individual member newspapers, as ascertained by the secretary prior to the convention, plus one additional director from among the daily member newspapers, not more than two directors can come from any one organization or parent company. All directors shall be elected to three-year staggered terms. Officers shall be elected annually, together with at least two directors, provided that other directors may have to be elected if officers are chosen from directors already elected and serving. Should an officer or board member cease to be the designated representative of a newspaper for any reason, the position held by that officer or board member shall be declared vacant. The removal of directors and vacancies created in the board of directors shall be governed by the Articles of incorporation.

4. Regular Directors' Meetings. Regular meetings of the board of directors shall be held not less than quarterly. Regular directors' meetings shall be held at the registered office of the corporation or such other place as the notice shall designate. The secretary shall give not less than three nor more than ten days written notice of regular directors' meeting, and attendance at such meeting shall constitute a waiver of notice. Failure to hold any directors' meeting shall not operate as a forfeiture.

5. Special Meetings of Directors. Special meetings of the board of directors shall be pursuant to written notice from the secretary of the corporation at the time and place designated in the notice. Any director may waive notice of any such special meeting, and attendance of a director at special meeting shall constitute a waiver of notice in accordance with the Articles of Incorporation.

ARTICLE IV

Manner of Notice

of any regular or special meeting of members or directors shall be in writing delivered personally or mailed or faxed to each member or director at the address or fax number shown on the books of the corporation. If mailed, such notice shall be postage prepaid and shall be deemed to be delivered when deposited in the United States Mail so addressed.

ARTICLE V

Compensation of Officers and Directors

The directors may, by resolution, fix an amount which shall be paid for each officer and director of the corporation for services performed to the corporation, or for attendance at meetings of the board of directors. No such payment shall preclude any officer or director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VI

Officers

1. Corporate Officers. The officers of the corporation shall be as set forth in the Articles of Incorporation.

2. Elections. Officers of the corporation shall be elected by the members at the annual membership meeting. Officers and directors must be the designated representatives of newspapers which are members of the corporation.

3. Duties of the President. The president shall appoint such committees as deemed necessary subject to approval of the board of directors and shall preside at all meetings of members and directors and discharge all duties which devolve upon a presiding officer, and perform such other duties as these bylaws may prescribe. The president shall have full authority to execute proxies in behalf of the corporation, to vote stock owned by it in any other corporation, and to execute with the secretary all contracts, agreements, and obligations of the corporation.

4. Duties of the Vice-President. The vice-president shall perform all duties incumbent upon the president during the absence or disability of the president and shall perform such other duties as may be prescribed by these bylaws.

5. Duties of the Secretary. The secretary shall attend all meetings of the members and of the board of directors and shall keep or cause to be kept in a book provided for the purpose a true and complete record of the proceedings of such meetings and shall attend to the giving and serving of all notices of the corporation and of all meetings of the members and directors of the corporation, and shall perform such other duties as may be prescribed by these bylaws.

6. Duties of the Treasurer. The treasurer shall keep correct and complete records of account showing accurately at all times the financial condition of the corporation. The treasurer shall be the legal custodian of all

monies, notes, securities, and other valuables which may from time to time come into the possession of the corporation. The treasurer shall immediately deposit all funds of the corporation coming into his or her hands in a bank or other depository designated by the board of directors and shall keep such accounts in the name of the corporation. The treasurer shall furnish at meetings of the board of directors, or whenever requested, a statement of the financial condition of the corporation and shall perform such other duties as may be prescribed by these bylaws.

7. Absence. In case of the absence of any officer of the corporation, the board of directors may delegate the powers or duties of such officer to any other officer or to any director or agent or employee of the corporation on a temporary basis.

ARTICLE VII

Sale and Transfer of Memberships

1. Consideration for Issuance. Certificates of membership shall be issued by this corporation for such consideration as may be fixed by the board of directors and the initial membership fee shall be \$500.00.

2. Conditions of Issuance. The membership fee shall be paid in money or in other property, either tangible or intangible, or in labor or in services actually performed for the corporation. When the membership fee has been received by the corporation, a membership certificate shall issue in the name of the publication. Neither promissory notes nor future services shall constitute payment or part payment for membership in the corporation. In the absence of fraud in the transaction, the judgment of the board of directors as to the value of the consideration received for membership certificates shall be conclusive. No certificate shall be issued until the same is fully paid.

3. Transfer of Certificates of Membership. The membership certificates shall be in the name of the publication and upon a change of name or a change of ownership, the membership certificate may be transferred only in connection with the transfer of the publication and no value or rights shall be vested in the membership certificate independent of the publication designated therein.

ARTICLE VIII

Qualifications for Membership

1. Any institution publishing at least 45 issues in any calendar year, admitted to second-class mailing privileges, shall be eligible for membership in this association.

2. Any publication not admitted to second-class mailing privileges may be eligible for membership in this association by meeting the following requirements:

(a) Publication and distribution must occur at least 45 issues in any calendar year.

(b) Each member newspaper must submit a sworn statement of circulation and/or an independent audit of circulation including a "hold harmless" clause that will protect the association from any legal liability arising from false circulation claims. This sworn statement and/or audit must be filed with the association office on or before October 1st of each year.

(c) At least half of any four consecutive issues must contain at least 25 percent news in all editions (sections or inserts that are not the usual size of the newspaper shall be counted proportionately to each page of regular size, i.e., broadsheet or tabloid). News content must be of general or local interest for which the newspaper receives no compensation of any kind.

3. Each member newspaper must look like and act like a newspaper as determined by a two-thirds majority vote of the Utah Press Association board of directors.

4. Corporate Seal. The seal of the corporation shall be circular in form and mounted upon a metal die, suitable for impressing the same upon paper. At the upper periphery of the seal shall appear the words "Utah

Press Association,” and at the lower periphery thereof the words “State of Utah.” In the center of the seal shall appear the words “Corporate Seal.” An impression of said seal appears in the right-hand margin of these bylaws below.

5. Fiscal Year. The fiscal year of the corporation shall be January 1 to December 31.

6. Each newspaper applying for membership must have been published continuously for at least 12 months.

7. Each newspaper applying for membership must pay an initial membership fee of \$500.00 (Five Hundred Dollars). Unsuccessful applicants will be refunded \$300.00 (Three Hundred Dollars).

8. No applicant or member shall use the name of this association for any purpose without express written consent of the board of directors.

9. Each applicant for membership shall be subject to a six-month period of probation to satisfy the ethics committee that it has consistently adhered to the membership criteria as herein set forth and shall not be granted full membership privileges until membership has been formally granted by a two-thirds majority vote of the board of directors. The ethics committee shall report any deficiencies periodically to the applicant or member newspaper and to the board of directors to allow the applicant or member to make appropriate modifications.

10. The president shall appoint three members from the board of directors to serve on the ethics committee for a period of one year.

11. Other Dues and Assessments. In addition to the membership fee, each member newspaper shall pay annual dues determined by the board of directors to be reasonably necessary for political and social action in the State of Utah. The costs of said activities shall be equally assessed to every member. Additionally, functional costs of operating the office for advertising and clipping services shall be assessed against each member as a percent of revenues or national ad rate and the members who use those services shall pay the costs necessary to render the services. Failure to pay the dues or assessments within forty-five (45) days after initial billing shall constitute automatic forfeiture of all membership rights until the account is brought current and if the account is not brought current within six months, membership shall be permanently forfeited.

ARTICLE IX

Better Newspaper Contest

1. The association may sponsor an annual contest for its member newspapers, the purpose of which will be to encourage excellence in all aspects of newspaper production.

2. A Better Newspaper Contest Committee will be established annually, and this committee will set forth all regulations for participation, taking into consideration such factors as size of newspapers, category of newspaper membership in the association, and other relevant factors, all subject to approval by the board of directors.

3. Contest entry fees and awards will be established by the contest committee and approved by the board of directors.

ARTICLE X

Miscellaneous Provisions

1. Bank or Depository. The officers of the corporation shall cause to be opened at a financial institution or institutions designated by the board of directors, an account or accounts in the name of the corporation to which the funds of the corporation shall be deposited and through which the financial business of the corporation shall be transacted. Checks for the withdrawing of funds from such accounts shall have the signatures of the executive manager and president or treasurer of the corporation.

2. Borrowing. The corporation shall borrow funds at such times and on such conditions as may be fixed by resolution of the board of directors.

ARTICLE VIII addendum -

Qualifications for Membership

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(a) Publication and distribution must occur at least 45 issues in any calendar year.

(b) Each member newspaper must submit a sworn statement of circulation and/or an independent audit of circulation including a "hold harmless" clause that will protect the association from any legal liability arising from false circulation claims. This sworn statement and/or audit must be filed with the association office on or before October 1st of each year. Failure to file statement of circulation, or inclusion of false figures in the statement of circulation shall be grounds for forfeiture of membership.

(c) At least half of any four consecutive issues must contain at least 25 percent news in all editions (sections or inserts that are not the usual size of the newspaper shall be counted proportionately to each page of regular size, i.e., broadsheet or tabloid). News content must be of general or local interest for which the newspaper receives no compensation of any kind.

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10. Termination of membership. The membership of any newspaper may be terminated by the Board of Directors if that newspaper is found to be engaging in business practices which reflect badly on the association. Questions of ethics will first be investigated by the ethics committee, which will make a recommendation for action to the board of directors. The ethics committee and/or board of directors will provide the newspaper whose business practices or other activities are in question an opportunity for a hearing. Following said hearing, the Board of Directors will vote on whether to terminate the membership. Action to terminate requires a two-thirds vote in favor.

Adopted by the board of directors of Utah Press Association this 24th day of February, 1994.

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President

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Secretary