

Bylaws

_____(NEWCO)_____ ASSOCIATION

Effective _____

Article 1 -- General

1. **Name and Status.** The name of the organization is the _____ (tentative name: **Newco**)_____ Association (the “Association”). The Association is a nonprofit corporation incorporated in the District of Columbia.
2. **Headquarters.** The Association’s headquarters location is determined by the Board of Directors.
3. **Purposes.** The Association represents, promotes and advances the interests of those in the general circulation newspaper industry so that, as a free, strong and responsible press, they may best serve the nation and its people.
4. **Restrictions.** All of the Association’s policies, procedures, programs and activities are consistent with:
 - a. Applicable federal, state and local antitrust, trade regulation or other laws and regulations; and
 - b. Applicable federal income tax exemption requirements, including the requirements that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

Article II -- Membership

1. **Voting Membership.** Voting membership is available to:
 - a. **Publication Members.** Print and digital publications that contain a minimum of 25% original news and content of general public interest and created by professional editorial staffs, that are distributed at least weekly, and marketed through subscriptions, sponsorships or advertising.
 - b. **Associate Members.** Companies that provide products or services to newspapers.

(Note: Consider whether a corporate membership category is warranted.)

2. **Non-Voting Membership.** The Board of Directors may create one or more classes of non-voting members.

3. Admission, Resignation, Termination. Admission to membership is according to procedures approved by the Board of Directors and continues for as long as the member meets eligibility, dues and other membership requirements and until resignation or termination. A member may resign upon notice to the Association and payment of applicable dues for the full year in which the member resigns and with no dues refund. A member may be terminated for non-payment of dues or discontinuation of eligibility upon notice to the member; a member may be terminated for other reasons by the Board of Directors following 20 days' written notice to the member and the member's opportunity to respond.
4. Dues. Membership dues and dues policies are determined by the Board of Directors.
5. Use of Name and Logo. Members may use the Association's name and logo only according to policies and procedures established by the Board of Directors; others may do so only according to written licenses.

Article III – Membership Meetings and Voting

1. Membership Meetings. Meetings of the voting members occur at least annually at times and places determined by the Board of Directors.
2. Notice. Written notice stating the business of the meeting is provided to voting members at least 20 days, and no more than 60 days, before each membership meeting via U.S. Postal Service mail or electronic mail.
3. Voting. Voting at membership meetings may be by the person attending on behalf of a voting member or by a signed proxy held by such a person; voting without a meeting may be by U.S. Postal Service mail or electronic mail. Voting on behalf of a voting member must be by an executive officer of the member. To constitute a quorum for the transaction of business, at least 25 members of the Association must be present and voting. Parliamentary procedure at membership meetings is according to Robert's Rules of Order Newly Revised, or as otherwise determined by the President.
4. Elections. The voting members annually elect individuals to fill open positions for elected Directors and for elected officers from a slate of nominees prepared by the Nominations and Governance Committee and provided to the voting members with the notice of the meeting. The names of alternative nominees may be presented from the floor if the nominees meet criteria established and promulgated by the Nominations and Governance Committee and approved by the Board of Directors.

Article IV – Board of Directors

1. Directors. The governing body of the Association is the Board of Directors, which has authority and is responsible for governance. The Board establishes policy and

monitors implementation of policy by the Association's staff under the direction of the Chief Executive Officer (the "CEO").

2. Composition of the Board. The Board of Directors consists of 18 voting Directors from Publication members, three voting Directors from Associate members, the four elected officers, and the CEO as an *ex officio* non-voting Director. The Nominations and Governance Committee assures, to the extent feasible, that the voting Directors represent the geographical and business diversity of the Association's membership.
3. Election and Terms. Individuals are elected to fill open seats among the voting Directors by the voting members at the annual membership meeting or by U.S. Postal Service mail or electronic mail ballot. Each voting Director other than for officers serves a three-year term with a maximum of two full terms except that the term limits are extended while a voting Director is serving as an officer. Terms are staggered so that approximately seven voting Directors are elected each year.
4. Vacancies. Vacancies among voting Directors caused by resignation or removal are filled by the Board based on nominations of the Nominations and Governance Committee. Voting Directors elected in this manner will serve the balance of the terms for which they are filling vacancies and then be subject to the regular term limits.
5. Meetings and Voting. Meetings of the Board of Directors are called by the President. Notice is in the discretion of the President. Each voting Director has one vote. A majority of voting Directors forms a quorum; a majority of votes where a quorum is present carries an action. Proxy voting is not permitted. Voting may occur by U.S. Postal Service mail or electronic mail where in either case an action is carried only if all Directors vote unanimously in favor of a matter. Meetings may be held electronically if each Director can communicate with the others. Parliamentary procedure is according to Robert's Rules of Order Newly Revised, or as otherwise determined by the President.
6. Resignation and Removal. A voting Director may resign by providing written notice to the President. A voting Director may be removed by a two-thirds vote of the Board of Directors with a voting Director proposed to be removed not voting and following 20 days' written notice and an opportunity to respond by the voting Director proposed to be removed. Removal of an elected voting Director is subject to ratification by the membership.
7. Compensation. Directors do not receive compensation for their services as Directors but may be reimbursed for reasonable expenses according to procedures determined by the Board.

Article V -- Officers

1. Election and Eligibility. The President, Vice President and Treasurer are elected officers, elected by the voting members from Publication members at the annual membership meeting or by U.S. Postal Service mail or electronic mail ballot. Each elected officer serves a one-year term. The Immediate Past President is an *ex officio* voting officer serving a one-year term following the term as President. The CEO is an *ex officio* non-voting officer.
2. President. The President is the chief elected officer and chairs meetings of the membership and the Board of Directors, as well as serving as chair of the Executive Committee. When chairing a meeting, the President does not ordinarily vote except to break a tie. The President serves as an *ex-officio* non-voting member of all Association committees and task forces, and appoints, with the consent of the Board, the chairs and members for all committees and task forces other than as specified in these Bylaws.
3. Vice President. The Vice President performs the duties of the President when the President is absent or unable to perform them and whatever other duties are assigned by the Board of Directors or the President.
4. Treasurer. The Treasurer is knowledgeable about the financial affairs of the Association and reports on them to the Executive Committee and Board of Directors. The Treasurer serves as chair of the Finance and Audit Committee.
5. Immediate Past President. The Immediate Past President serves for one year as an *ex officio* officer following the year of service as the President. The Immediate Past President serves as chair of the Nominations and Governance Committee.
6. CEO. The CEO is the chief staff executive and manages the Association at the direction of the Board of Directors, through the Executive Committee and the President. The CEO has authority over the Association staff, including engagement, evaluation and compensation within Association budgetary limits, and may serve in the capacity of corporate secretary or delegate that role to other Association staff. The CEO is engaged or terminated by the Executive Committee subject to approval by the Board of Directors, and has performance evaluated and compensation adjusted by the Executive Committee subject to approval by the Board of Directors. The CEO is an *ex officio* non-voting member of the Executive Committee and Nominations and Governance Committee.
7. Vacancies. Vacancies among the elected officers caused by resignation or removal are filled by the Board based on nominations of the Nominations and Governance Committee.
8. Resignation and Removal. An elected officer may resign by providing written notice to the President. An elected officer may be removed by a two-thirds majority vote of the Board of Directors with the officer proposed to be removed not voting and following 20 days' written notice and an opportunity to respond by the officer

proposed to be removed. Removal of an elected officer is subject to ratification by the membership. Resignation or removal of an elected officer results automatically in resignation or removal from the Board of Directors as well.

9. Compensation. Elected officers do not receive compensation for their services as officers but may be reimbursed for reasonable expenses according to procedures determined by the Board.

Article VI – Committees and Miscellaneous

1. Executive Committee. The Executive Committee consists of the three elected officers, the Immediate Past President as an *ex officio* voting officer, and the CEO as an *ex officio* non-voting officer. The Executive Committee may act in the place of the Board of Directors when authority is delegated by the Board of Directors or in urgent matters where Executive Committee action is temporary and subject to ratification by the Board of Directors.
2. Other Standing Committees. The other Standing Committees are the Finance and Audit Committee and the Nominations and Governance Committee.

The Finance and Audit Committee consists of up to seven members and is chaired by the Treasurer. The Finance and Audit Committee: (i) monitors the Association's overall financial well-being and oversees the Association's assets, investments and staff compensation/benefits; (ii) has exclusive authority for overseeing the annual audit of the Association; and (iii) assures that all financial disclosures accurately reflect the Association's financial conditions and results of operations.

The Nominations and Governance Committee consists of up to seven members and is chaired by the Immediate Past President. The Nominations and Governance Committee is responsible for overseeing all activities related to the role and performance of the Board of Directors and the elected officers, initiating or reviewing proposed changes to the Bylaws, and managing the Director and elected officer nominations and elections processes.

Appointments and removals of members and chairs of committees and task forces, other than as specified in these Bylaws, are made by the Association President with the consent of the Board.

3. Other Committees and Task Forces. The appointment or dissolution of other committees and task forces, as well as the mission of each of these other committees and task forces, is determined by the Association President subject to approval by the Board of Directors.
4. Indemnification. Directors, officers and employees are indemnified by the Association to the full extent permitted by law.

5. Fiscal Year. The fiscal year of the Association is the calendar year.
6. Amendments. Amendments to these Bylaws are made by the Board of Directors upon a two-thirds vote with written notice to the membership.