

BYLAWS OF THE

ARIZONA PRESS ASSOCIATION, INC.

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ARTICLE I

OFFICES

SECTION 1. Principal Office. The association shall maintain its principal office in Maricopa County, Arizona, in such a place as may be designated from time to time by the Executive Committee.

SECTION 2. Other Offices. The association may also maintain offices at such other place or places, either within or without the State of Arizona, or within or without the United States of America, as may be designated from time to time by the Executive Committee, and the business of the association may be transacted at such other offices with the same effect as that conducted at the principal office.

SECTION 3. Doing Business as. The association, in keeping with tradition, may do business as the Arizona Press Club.

ARTICLE II  
MEMBERSHIP

SECTION 1. Eligibility. Association members shall be men or women regularly engaged in the production of news for any newspaper, periodical (except trade publications or house organs), electronic news medium or news service, provided that applicants for membership must be at least 18 years of age and must have engaged in the news profession for at least one year immediately prior to applying. Prospective members may present their applications at any time during the year, such applications to be considered by the Executive Committee at its next meeting.

SECTION 2. Nondiscrimination. This association shall be nonpartisan, nonsectarian, nonsectional and nonsexist. Membership shall not be denied to any person otherwise qualified because of applicant's race, sex, age, religious belief, political views or ethnic origin.

SECTION 3. Annual Meeting. The annual meeting shall be held each year at a date and place to be determined by the Executive Committee. Written notice of such meeting shall be received by the membership at least one (1) week prior to the meeting. Those members present shall constitute a quorum. Members who are unable to attend in person may submit proxy votes through any member present or by mail to the Secretary as long as such votes are received prior to the meeting.

SECTION 4. Annual Dues. Association members shall pay annual dues in such amount as may from time to time be specified by the Executive Committee; except that the Executive Committee may extend guest memberships, not to exceed twenty (20) in any calendar year, to persons not otherwise eligible for membership who have rendered some special and meritorious service to the association. Guest members shall not be required to pay annual dues.

SECTION 5. Life Members. A member, having attained at least fifty-five (55) years of age and having retired from active participation in news production, and having five (5) consecutive years as an active member of the association prior to retirement, may, upon approval of the Executive Committee, be granted status of Life Member and be exempt thenceforth from payment of annual dues.

## ARTICLE III

## DIRECTORS

SECTION 1. Election. The business and property of the association shall be managed and controlled by a Board of Directors, to be elected by a plurality of association members present and in good standing at each annual meeting and at no other time, except as hereafter provided. Any member in good standing shall be eligible for election to the Board.

SECTION 2. Term of Office. Term of office shall be for one (1) year, commencing with election at an annual meeting, or until the next annual meeting.

SECTION 3. Number. The number of Directors which shall constitute the whole Board shall be at least three (3), but such number may be increased by resolution of the membership.

SECTION 4. Vacancies. Vacancies on the Board shall be filled by the president, with the approval of the majority of the Board then in office, even if less than a quorum, to serve until the next annual meeting. In the event of the resignation or removal of the president, the vice president of the district in which the president resides, if any, shall succeed to the presidency for the remainder of the current term of office; if there is no vice president, the secretary shall assume the presidency for the balance of the term.

SECTION 5. Removal and Resignation of Board Members.

Any Board member may be removed, with or without cause, by a vote of two-thirds (2/3) of the entire Board at a meeting of the Board called expressly for that purpose. Any Board member may resign upon written notice to the Board.

SECTION 6. Executive Committee. Immediately after each annual meeting of the membership, the newly elected Board shall meet forthwith to designate an Executive Committee. Executive Committee members shall be members of the Board of Directors and shall be appointed in accordance with the membership's desires, as indicated by the election results. Every Board member shall serve on the Executive Committee, which shall have and will exercise all the authority of the Board of Directors.

ARTICLE IV  
OFFICERS

SECTION 1. Officers. The officers of this association, known collectively as the Executive Committee, shall include a president, a secretary and a treasurer; such vice presidents as the membership may designate, representing geographically defined districts within the State of Arizona; and such other officers as the membership may designate from time to time.

SECTION 2. Powers. The Executive Committee may exercise all such powers of the association and do all such lawful acts as are not prohibited by Arizona statute, the Articles of Incorporation or these Bylaws.

SECTION 3. Meetings. Notice of all Executive Committee meetings, except as herein otherwise provided, shall be given by mailing the same at least three (3) days prior to the meeting, or by telephoning the same at least one (1) day prior to the meeting; except that regular meetings of the Committee may be held without notice at such time and place as may be determined by the Committee. Any business may be transacted at any Committee meeting.

Special meetings of the Executive Committee may be called by the president or secretary and must be called by either of them on the written request of any member of the Executive Committee.

SECTION 4. Quorum. At all meetings of the Executive Committee, fifty-one percent (51%) of the officers shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the officers present at any meeting at which there is a quorum shall be the act of the Executive Committee, except as may be otherwise provided by Arizona statute or by these Bylaws.

SECTION 5. The President. The president shall preside at the annual meeting and at all meetings of the Executive Committee and shall be the principal executive officer of the association; subject to the control of the Executive Committee, the president shall in general supervise and control all of the business and affairs of the association. The president shall sign, with the treasurer, all checks, bonds or other authorized instruments; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Executive Committee from time to time.

SECTION 6. The Treasurer. The treasurer shall have charge and custody of, and be responsible for, all the funds and securities of the association and shall keep full and accurate accounts of receipts and disbursements in books belonging to the association. The treasurer shall deposit all monies and other valuable effects in the name of and to the credit of the association in such banks and other depositories as may be designated by a three (3) member subcommittee, to include the treasurer, appointed by the Executive Committee. The treasurer

shall disburse the funds of the association as may be ordered by a majority of the Executive Committee, except that all checks, bonds or other authorized instruments must be co-signed by either the president or the secretary, and shall take proper vouchers for such disbursement. The treasurer shall render to the president and to the Executive Committee at the regular meetings of the Committee, or whenever the Committee shall require it, a statement of all transactions and an account of the financial condition of the association; and in general shall perform all the duties incident to the office of treasurer and such other duties as may from time to time be assigned by the Executive Committee.

SECTION 7. The Secretary. The secretary shall act as secretary of, and keep the minutes of, all meetings of the Executive Committee and shall convey copies of these minutes by mail no more than seven (7) days after each Committee meeting to each officer. The secretary shall also cause to be given notice of all meetings of the Executive Committee and of the annual meeting. In the unavailability of the president, the secretary shall sign, with the treasurer, all checks, bonds or other authorized instruments and shall attend to correspondence necessary to the association's business or activities. The secretary shall be custodian of the corporate seal and shall affix the seal, or cause it to be affixed, to all proper instruments when deemed advisable by the secretary. The secretary shall have charge of the books, records and papers of the association relating to its

organization as a corporation, and shall see that the reports, statements and other documents required by law are properly kept or filed; and in general shall perform all the duties incident to the office of secretary and such other duties as may from time to time be assigned by the Executive Committee.

SECTION 8. The Vice Presidents. The vice presidents, if any, shall in all association affairs represent the various geographic districts of the state as defined by the Executive Committee. Each vice president shall have such powers and perform such duties as the Executive Committee or the president may from time to time prescribe and shall perform such other duties as may be prescribed by these Bylaws. At the request of the president, or in case of the president's absence or inability to act, at the request of the Executive Committee, one of the vice presidents shall be designated to perform the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the president.

ARTICLE V  
PROHIBITION AGAINST SHARING  
IN CORPORATE EARNINGS

No director, officer or employee of, or member of a committee of, or person connected with the association, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the association, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the association in effecting any of its purposes as shall be fixed by the Executive Committee; and no such person or persons shall be entitled to share in the distribution of any of the association's assets upon the dissolution of the association. Upon such dissolution or winding up of the affairs of the association, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the association, either dispose of all of the assets of the association exclusively for charitable, educational or scientific purposes or shall distribute the assets to one or more organizations which shall then qualify as organizations described under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law). Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the association is then located, exclusively for charitable, educational or scientific purposes or to such

organizations as said court shall determine which are organized and operated exclusively for such purposes. To the extent it is possible to do so, any disposition or distribution of the association's assets pursuant to this article shall be made in such a way as to primarily benefit the journalistic profession in the State of Arizona.

ARTICLE VI  
EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no officer or member of the association shall take any action or carry on any activity by or on behalf of the association not permitted to be taken or carried on by an organization described in Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE VII  
REPEAL, ALTERATION OR AMENDMENT

These Bylaws may be repealed, altered or amended, or substitute bylaws may be adopted at any time by a two-thirds (2/3) vote of the Executive Committee at any regular or special meeting; or by a majority vote of the membership present and in good standing at any annual meeting, provided only that a written copy of the proposed changes is submitted to the secretary at least three (3) days prior to such meeting.

The undersigned, \_\_\_\_\_,  
\_\_\_\_\_ of Arizona Press Association, Inc.,  
hereby certifies that the foregoing Bylaws were duly adopted at  
a meeting of the Board of Directors of Arizona Press  
Association, Inc. held on the \_\_\_\_ day of \_\_\_\_\_,  
1983.

\_\_\_\_\_  
\_\_\_\_\_  
(Title)