



# **BYLAWS**

## ARTICLE I. NAME

- 1.1 Name.** The name of this Foundation shall be "Pennsylvania NewsMedia Association Foundation." The Foundation is organized as a not-for-profit corporation under the laws of Pennsylvania, is qualified for tax exempt status under 501(c)(3) of the Internal Revenue Code, and has no capital stock.
- 1.2 Fiscal Year.** The fiscal year of the Foundation shall be January 1 through December 31.

## ARTICLE II. MISSION

- 2.1** The Foundation's mission is to provide training and resources to Pennsylvania newspapers, to develop the next generation of readers and journalists, and to educate the public on the importance of the First Amendment and the role of a free press.

## ARTICLE III. OFFICES

- 3.1 Office.** The principal office of the Foundation shall be located at 3899 North Front Street, Harrisburg, Pennsylvania. The Foundation may have such other offices, either within or without the Commonwealth of Pennsylvania, as the Board of Trustees may determine or as the affairs of the Foundation may require from time to time.

## ARTICLE IV. MEETINGS

- 4.1 Annual Meetings.** The Trustees, constituting the entire membership of the Foundation, shall hold a regular annual meeting at which meeting there shall be held an election of Trustees and officers of the Foundation.
- 4.2 Place of Meetings.** The meetings of the Board of Trustees may be held at such place either within or without the Commonwealth of Pennsylvania as a majority of the Trustees may from time to time designate or as may be designated in the notice calling the meeting.
- 4.3 Special Meetings.** Special meetings of the Board of Trustees may be called by or at the request of the Chairman, President or any two Trustees. The person or persons authorized to call special meetings of the Board may fix any place either within or without the Commonwealth of Pennsylvania as the place for holding any special meeting of the Board called by them.
- 4.4 Notice of Meetings.** Notice of every meeting of the Board of Trustees shall be provided to each Trustee at least five days prior to the day set for the meeting. Whenever notice is required to be given, it may be given to such person either personally, by telephone or by sending a copy thereof by e-mail, first class or express mail, postage prepaid, or by courier service, charges prepaid, or by facsimile transmission, to that person's contact information contained in the Foundation's database. If the notice is sent by mail or courier service, it will be deemed to have been given to the person entitled thereto when deposited in the mail or with the courier service for delivery, or in the case of facsimile, when dispatched. Such notice must specify the place, date and time of the meeting and any other information, which may be required by law or these Bylaws.
- 4.5 Waiver of Notice.** Any required notice may be waived by written consent of the person entitled to such notice either before or after the time for giving of notice; and attendance

of a person at a meeting shall constitute a waiver of notice, except where a person attends only to object to the transaction of any business because the meeting was not lawfully called or convened.

**4.6 Participation at Meetings.** Trustees may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar method of communications by which all persons participating in the meeting can hear each other.

**4.7 Board Action by Unanimous Written Consent.** Any action that may be taken at a meeting of the Trustees may be taken without a meeting if consents in writing setting forth the action so taken shall be signed by all of the Trustees in office and shall be filed with the Secretary/Treasurer.

**4.8 Quorum.** A majority of the Trustees in office will be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Trustees present at a meeting at which a quorum is present shall be the acts of the Board of Trustees; but in the case where there is no quorum present, a lesser number may adjourn from time to time until a quorum be obtained.

## **ARTICLE V. BOARD OF TRUSTEES**

**5.1 Powers of the Board.** All powers vested by law in the Foundation are exercised by or under the authority of, and the business and affairs of the Foundation are managed under the direction of a Board of Trustees. The Board delegates certain of this authority to the Executive Committee, as more fully set forth in Article VI.

**5.2 Compensation.** Except as otherwise provided herein, the Trustees of the Foundation serve without compensation.

**5.3 Number and Qualifications of Trustees.** The Foundation has a Board of Trustees consisting of not less than eleven (11) nor more than thirty-one (31) Trustees, the exact number to be set from time to time by resolution of the Board of Trustees. The Nominating Committee will use its best efforts to nominate Trustees: a) with a wide variety of backgrounds and experience both inside and outside of the media industry; b) located throughout the Commonwealth, but not restricted to Pennsylvania, to ensure as much geographic diversity as possible; and c) such that members of the Pennsylvania Newspaper Association have a majority representation. The President of the Foundation also serves as a voting member of the Board and the Executive Committee. The immediate past Chairman serves as a voting member of the Board of Trustees for the year following the completion of his or her term as Chairman. The Nominating Committee will also use its best efforts to nominate a representative from among the College Journalism Departments in the Commonwealth.

**5.4 Terms.** Trustees serve a three (3) year term and a Trustee, if reelected, may serve for two (2) consecutive terms. Former Trustees are eligible for reelection after being off the Board for one (1) year. Each Trustee shall hold office until the expiration of the term for which he or she was elected and until a successor has been selected and qualified, if the seat is to be filled, or until the earlier death, resignation or removal of such Trustee. Trustees nominated to fill a mid-term vacancy are eligible for two (2) regular terms upon

completing their interim appointment. The term limitations shall not apply to a Trustee who is an Officer, so long as he or she continues to serve as an Officer.

- 5.5 Elections.** The sitting Trustees shall elect Trustees for open positions at the annual meeting of the Foundation. Newly elected Trustees take office upon conclusion of the annual meeting.
- 5.6 Removals.** A Trustee may be removed from office without the assignment of any cause by a vote of the majority of the Trustees in office at any duly convened meeting of the Board, provided that written notice of the intention to consider removal of such Trustee has been included in the notice of the meeting. A Trustee will not be removed without having the opportunity to be heard at such meeting, but a formal hearing procedure need not be followed. A Trustee removed from office is eligible for reelection to the Board after a period of not less than one (1) year after removal.
- 5.7 Reports.** At each annual meeting, the Board of Trustees shall report on their doings and the business of the Foundation for the preceding calendar year.
- 5.8 Seal.** The Board of Trustees shall have power to adopt a corporate seal and to alter the same at their pleasure.
- 5.9 Vacancies.** Any vacancy occurring in the Board of Trustees and any Trustee position to be filled by reason of an increase in the number of Trustees shall be filled by the Board of Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.
- 5.10 Voting.** Each Trustee shall have one vote.
- 5.11 Annual Audit.** The Board of Trustees shall annually appoint an auditor whose duty it shall be to examine and audit the books, accounts and records of the Foundation or of any officers, employees or committees thereof and to make such audit as and when they may direct.

## **ARTICLE VI. OFFICERS/EXECUTIVE COMMITTEE**

- 6.1 Compensation.** Except as otherwise set forth herein, the Officers of the Board of Trustees, known as the Executive Committee, serve without compensation.
- 6.2 Executive Committee.** The Executive Committee consists of the following Officers: a Chairman, one or more Vice Chairmen (the number thereof to be determined by the Board of Trustees), a Secretary/Treasurer, the President, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Trustees may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable. Other offices may be instituted at the discretion of the Board. Any two or more offices may be held by the same person, except the same person may not hold the offices of Chairman and Secretary.
- 6.3 Elections.** The officers of the Foundation shall be elected annually by the Board of Trustees at the regular meeting of the board of Trustees. The Officers will take office at the conclusion of the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New

offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his successor shall have been duly elected and qualified.

- 6.4 Duties of Executive Committee.** The Executive Committee, as the Officers of the Foundation, will exercise all powers vested by law in the Foundation between meetings of the Board of Trustees, oversee the management by the Foundation's professional staff of the business and affairs of the Foundation and undertake such other matters as otherwise determined by or pursuant to resolutions or orders of the Board of Trustees.
- 6.5 Chairman.** The Chairman serves as chairman of the Board of Trustees and of the Executive Committee, presides at the meetings of the Board and the Executive Committee and has such authority and performs such other duties as set forth in these Bylaws and as the Board of Trustees may from time to time designate.
- 6.6 Vice-Chairman.** The Vice-Chairman assists with budget planning, financial oversight, staff supervision, program direction, and committee involvement. The Vice-Chairman, in the absence of the Chairman, presides at meetings of the Executive Committee and the Board of Trustees. He or she assists in formulating board policy and will assist the Chairman as requested.
- 6.7. Secretary/Treasurer.** The Secretary/Treasurer is responsible for minutes at all regular and special Board meetings and meetings of the Executive Committee. He or she will give or cause to be given notice of all meetings to the Trustees. The Secretary/Treasurer is also responsible for oversight of the books and records of the Foundation and the reporting thereon to the Board of Trustees.
- 6.8 President.** The President, in the absence of the Chairman and the Vice Chairmen, presides at all meetings of the Executive Committee and Board of Trustees at which he or she is present, and shall be the chief executive officer of the Foundation. Subject to the control of the Board of Trustees, the President has responsibility for the general and active management of all of the business, property and affairs of the Foundation, sees that all orders and resolutions from the Board of Trustees are carried into effect, appoints and removes subordinate officers and agents, other than those appointed or elected by the Board of Trustees as the business of the Foundation may require, acts as a duly authorized representative of the Board in all matters, except where the Board has formally designated some other person or group to act, and in general performs all the usual duties incident to the office of president and chief executive officer and such other duties as may be assigned to such person from time to time by the Board of Trustees.
- 6.9 Executive Director.** The President, with the Board's approval, may appoint an Executive Director. The Executive Director shall be charged with the responsibility of managing the affairs of the Foundation on a day-to-day basis, subject to policy guidance of the Board of Trustees through the President, and shall perform such other duties as from time to time may be assigned by the President or by the Board of Trustees.
- 6.10 Removal of Officers.** The Board of Trustees may remove any Officer with or without cause whenever in its sole judgment the best interests of the Foundation may be served thereby.

**6.11 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

**6.12 Assistant Treasurers and Assistant Secretaries.** If required by the Board of Trustees, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums with such sureties as the Board of Trustees shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the Chairman or the Board of Trustees.

## **ARTICLE VII. COMMITTEES**

**7.1 Establishment.** In addition to the standing committee, the Board of Trustees from time to time may establish one (1) or more committees (duration undefined) or task forces (duration defined). Any such committee or task force, to the extent provided in the resolution of the Board, shall have and may exercise all the powers and authority of the Board, except that a committee shall not have any power or authority to:

- a. Fill vacancies on the Board of Trustees;
- b. Adopt, amend or repeal these Bylaws;
- c. Amend or repeal any resolution of the Board;
- d. Amend the Articles of Incorporation;
- e. Adopt a plan of merger or consolidation with another foundation;
- f. Authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Foundation;
- g. Authorize the voluntary dissolution of the Foundation;
- h. Act on matters committed by the Bylaws or by resolution of the Board to another committee of the Board; or
- i. Remove Officers, Trustees or committee members.

**7.2 Appointment of Committee and Task Force Members.** Unless otherwise determined by the Board, the Chairman appoints members of all committees and task forces and all such members serve at the Chairman's discretion. In addition to those members appointed by the Chairman or other appointing authority, the Officers of the Foundation and the President shall serve as voting members ex-officio of all committees and task forces. The President will name one or more staff members to provide assistance to each committee and task force.

**7.3 Nominating Committee.** The Nominating Committee shall consist of the Executive Committee and three (3) appointees from the Board of Trustees. The Committee shall be responsible for nominating candidates for Officer positions and all Trustee vacancies. Nominations may also be made from the Trustees at the annual meeting.

## **ARTICLE VIII. INDEMNIFICATION**

**8.1 Personal Liability of Trustees.** To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereinafter amended, to permit elimination or limitation of the liability of Trustees, no Trustee shall be personally liable for monetary damages for any action taken or any failure to take any action unless as set forth in 15 Pa.

C.S.A. Section 5713(a), such Trustee has breached or failed to perform the duties of his or her office and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing provision shall not eliminate or limit (i) the responsibility or liability of such Trustee pursuant to any criminal statute, or (ii) the liability of a Trustee for the payment of taxes pursuant to local, state or Federal law. Any repeal, modification or adoption of any provision inconsistent with this section shall be prospective only, and neither the repeal or modification of this provision nor the adoption of any provision inconsistent with this provision shall adversely affect any limitation on the personal liability of a Trustee of the Foundation existing at the time such repeal or modification or the adoption of such inconsistent provision.

**8.2 Mandatory Indemnification of Trustees and Certain Other Persons.** The Foundation shall indemnify and hold harmless to the full extent permitted by law, as the same exists or may hereinafter be amended, interpreted or implemented (but, in the case of any amendment, only to the extent that such amendment permits the Foundation to provide broader indemnification rights than are permitted the Foundation to provide prior to such amendment), each person who was or is made a party or is threatened to be made a party to or is otherwise involved in (as a witness or otherwise) any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether or not by or in the right of the Foundation or otherwise (hereinafter, a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the heir, executor or administrator, is or was a Trustee, Officer of the Foundation or was serving at the request of the Foundation as a Trustee, Officer or trustee of another corporation or partnership, joint venture, trust or other enterprise (including without limitation service with respect to employee benefit plans), or where the basis of such proceeding is any alleged action or failure to take any action by such person while acting in an official capacity as a Trustee or Officer of the Foundation, or in any other capacity on behalf of the Foundation while such person is or was serving as a Trustee or Officer of the Foundation, against all expenses, liability and loss, including indemnification. The right to indemnification conferred by this Section 8.2 shall be a contract right and shall include the right to be paid by the Foundation the expenses incurred in defending any such proceeding (or part thereof) or in enforcing his or her rights under this Section 8.2 in advance of the final disposition thereof promptly after receipt by the Foundation, including but not limited to attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement (whether with or without court approval), actually and reasonably incurred by such person in connection therewith. The foregoing right of indemnification shall not be exclusive of other rights to which one may be entitled as a matter of law and does not limit or waive any limitation of liability existing under any applicable law.

**8.2.1** Notwithstanding the foregoing, the Foundation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Trustees.

**8.2.2 Advancement of Expenses.** Except as limited by 8.2.1, reasonable expenses, including attorneys' fees, incurred by or on behalf of an Indemnatee in connection with any proceeding, shall be advanced to an Indemnatee by the Foundation only

upon receipt of: 1) a statement or statements requesting such advance or advances that reasonably evidence the expenses incurred by the Indemnitee; and 2) a written undertaking by or on behalf of the Indemnitee to repay the amounts advanced if ultimately it should be determined that the Indemnitee is not entitled to be indemnified against such expenses pursuant to this Article VIII or otherwise. The right to indemnification and advancement of expenses provided herein shall continue as to a person who has ceased to be a Trustee or Officer of the Foundation or to serve in any of the other capacities described herein, and shall inure to the benefit of the heirs, executors and administrators of such person.

## **ARTICLE IX. ROBERT'S RULES OF ORDER**

**9.1 Robert's Rules of Order.** Robert's Rules of Order shall be the parliamentary authority in all meetings of the Foundation.

## **ARTICLE X. AMENDMENTS TO BYLAWS**

**10.1** These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Trustees present at any regular meeting or at any special meeting, if at least fourteen (14) days writing notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meetings.

## **ARTICLE XI. DISSOLUTION**

**11.1** Upon the dissolution of the Foundation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all the assets of the Foundation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Foundation is then located, exclusively for such purposes as said Court shall determine, which are organized and operated exclusively for such purposes.