

VPA Constitution and Bylaws

THE CONSTITUTION AND BYLAWS OF THE VIRGINIA PRESS ASSOCIATION

Amended April 2012

I- NAME

This association shall be known as The Virginia Press Association.

II - OBJECTS

The objects are to unite the newspapers of the Commonwealth of Virginia into a voluntary non-profit and educational organization to:

1. Promote the welfare and best interests of member newspapers.
2. Promote the expansion of and resist efforts restricting the rights and freedom of the press as guaranteed in the Constitution of the United States and the Constitution of Virginia.
3. Seek improved standards in the practice of journalism and promote high standards of conduct and professional ethics.
4. Act as an educational center and disseminator of knowledge to improve newspapers.
5. Engage in any lawful act or program which protects, promotes, advances or fosters the interests of its members, advances their services to the public and to do all such lawful acts which may be necessary or expedient to the business of this association or its individual members.

III - MEMBERSHIP

Membership shall be primarily of the Active class. Other classes shall include Associate, Educational Institution, Online, Affiliate, Individual and Honorary Life.

1. ACTIVE

The active members shall consist of bonafide newspapers circulated substantially within the Commonwealth of Virginia.

- a. A bonafide newspaper that, i. meets the definition in the Code of Virginia of a newspaper that may be used for legal notices; and ii. is a paid newspaper of general circulation, publishes news of a general character, has a periodicals class U.S. Postal Service mailing permit, and has been published and in circulation for at least one year.
- b. Active members shall pay annual dues and shall be entitled to hold office.
- c. Each active member newspaper shall have one vote in the affairs of the association and shall designate the person empowered to cast that vote. There shall be no voting by proxy.
- d. Active member newspapers may be referred to as daily or non-daily. A daily newspaper is published at least five days a week. A non-daily is published at least once a week but less than five days a week.
- e. Active member newspapers may include those immediately outside Virginia which (1) actively seek and service subscribers in Virginia, (2) provide regular staff coverage of Virginia affairs, (3) include Virginia as a portion of their market.
- f. Free circulation newspapers that apply for membership in the Virginia Press Association must apply for active membership if:

- i. The newspaper has been certified by a Circuit Court in the Commonwealth of Virginia as a newspaper that may be used for legal notices; and
- ii. The newspaper has been continually published and in circulation for at least one year, employs a full-time news staff, reports local current events and governmental meetings, has an editorial page, accepts letters to the editor and is - in general - a news forum for the community in which it is circulated; and
- iii. The newspaper has a general circulation within the community to which the publication is directed and maintains permanent records of the fact and substance of publication; and
- iv. Has an audit of circulation certified by an independent auditing firm or a business recognized in the newspaper industry as a circulation auditor.

2. ASSOCIATE

- a. Scientific, legal, medical, educational, religious, fraternal, trade or other publications which have an average non-advertising content of 25 percent or more and that are published for the public in Virginia as often as four times per year may apply for associate membership. These publications include free circulation newspapers, unless they are required to apply for Active membership under Section 1f. above.
- b. The Virginia Associated Press may also apply for associate membership.
- c. An associate member shall pay dues and shall be entitled to all privileges of the association except those of voting and holding office.

3. EDUCATIONAL INSTITUTION

- a. Colleges, universities and public or private secondary schools may apply for an educational institution membership if they are interested in fostering their relationship with the press.
- b. An educational institution member shall pay dues and shall be entitled to all privileges of the association except those of voting and holding office.

4. AFFILIATE

- a. Any firm, corporation or association may apply for affiliate membership which has been in business in Virginia for one year engaged in selling of newspaper supplies, equipment or services. However, membership shall be withheld or withdrawn if it is exploited.
- b. Foundations, associations and public institutions may apply for affiliate membership if they are interested in fostering their relationship with the press.
- c. An affiliate member shall pay dues and shall be entitled to all privileges of the association except those of voting and holding office.
- c. Each affiliate member shall be reviewed at the summer meeting of the board of directors for approval of membership for the ensuing year.

5. ONLINE

a. Online Publications may apply for membership in the Virginia Press Association. To be eligible for membership in the Online Newspaper/Publication category, an online publication:

- i. Must have been published for the previous 12 months period.
- ii. Must be published using recognized standards of professional journalism. Its content must be revised on a regular basis, not less than once per week. It shall bear a fixed title or name and date lines. Must abide by copyright laws.
- iii. Must not serve primarily as a platform to promote the interests or opinions of a special interest group, individual or cause.
- iv. Must be principally devoted to the dissemination of local or general news with at least 50 percent of all editorial (non-ad) content reported and original. It must be available to the general public via the World Wide Web.
- v. Must be registered as a Virginia state corporation with the Virginia State Corporation Commission, and have a known Virginia-based office of publication, open to the public, where the business is transacted during usual business hours with a local telephone listing. Must include contact information in each updated publication.
- vi. Each request for Online Membership shall be submitted to and must be approved by the Board of Directors of the Association and must follow application procedures required by any membership application to Virginia Press Association. An online member shall pay dues and shall be entitled to all privileges of the association except those of voting and holding office.

b. Dues for Online Publications/Newspapers are the same as established by the Board of Directors for annual VPA Associates Division dues. Voting Members with an online publication will automatically be included in this membership division as long as they meet and maintain criteria i. through vi. above. Dues for Online Publications of Active Members shall be waived.

6. INDIVIDUAL

Individuals formerly affiliated with an active member newspaper, or with an associate member publication, or with an affiliate member who desire to contribute to the welfare of the association and to attend its meetings may apply for an individual membership.

Students enrolled in colleges and universities and public or private secondary schools, or instructors of journalism or mass communication in public or private secondary schools or institutions of higher education, may apply for an individual membership.

An individual member shall pay dues and shall be entitled to all the privileges of the association except those of voting and holding office.

7. HONORARY LIFE MEMBERS

a. Honorary Life members shall be elected unanimously by the board of directors and be subject to ratification by the general membership at a convention.

b. Honorary life members shall not pay dues and shall be entitled to all the privileges of the association except those of voting or holding office.

IV - ADMISSION

1. All members except honorary and individual members shall be admitted under the following procedure:

a. An application for membership in writing and signed by an executive of the organization shall be submitted to the executive director. The application shall be accompanied by payment of the amount of membership for one year.

b. Following approval of the membership committee, a provisional member status will be granted until they receive a positive vote from two-thirds of a quorum present of the board of directors.

V - DISCIPLINE

1. Any member in arrears in the payment of dues, after due notice by the executive director, shall not be eligible to enter the contests and will not be included in the annual directory.

2. Any member failing to pay dues or non-voluntary special assessments may be dropped from the membership or suspended by majority vote of the board of directors at its annual meeting. The member may be reinstated by the board immediately upon the proper settlement of the account.

VI - OFFICERS

1. The elected officers of the association shall be a president, president-elect, vice president, secretary, treasurer and immediate past president, and the office of assistant secretary/assistant treasurer shall be an ex officio office held by the executive director of the association.

2. The officers shall generally alternate between a daily and non-daily newspaper, to reflect a 3-3 balance.

3. Officers shall be elected at the annual convention and shall enter upon their duties July 1 and shall serve one year or until their successors are elected.

4. The duties of the officers shall be:

a. The president shall preside over all meetings and serve as an ex-officio member of all committees. The president shall make all committee and special appointments and perform other duties pertaining to the office.

b. In the absence of the president, the president-elect shall preside at meetings of the association and the board. In the absence of the president-elect, the vice president shall preside. The vice president shall also perform duties that pertain to the office.

c. The secretary shall record the proceedings of the board and general membership meetings of the association, and maintain its records.

d. The treasurer shall deliver an annual audited report of the financial affairs to the board of directors. The treasurer shall make a report at the annual meeting and at other times as the president or board may require, and shall assist in preparing the budget.

e. The immediate past president shall serve in a consultant capacity and undertake special assignments given by the president or board. If the past president ceases to be affiliated with an active member newspaper, the president shall appoint a successor from among previous past presidents.

f. The assistant secretary/assistant treasurer shall perform such duties pertaining to the office and act as the official correspondent as required.

VII - EXECUTIVE DIRECTOR

The executive director shall be the chief operating officer of the association and shall perform the usual duties of a chief operating officer as well as those duties specified by the board of directors. The executive director shall be the assistant secretary and assistant treasurer of the association.

VIII - BOARD OF DIRECTORS

1. The board of directors shall consist of the six elected officers and twelve elected directors, and the executive director shall be a nonvoting member of the Board.
2. Each member of the board shall be affiliated with an active member newspaper in good standing.
3. Six directors shall be affiliated with an active non-daily newspaper, and six shall be affiliated with an active daily newspaper.
4. Newly elected directors shall be elected at the annual convention and shall enter office July 1 and shall serve for a term of three years or until their successors are duly elected and qualified.
5. Directors shall be eligible for re-election to one consecutive three-year term, but shall be ineligible for election as a director for one year thereafter. A director thus ineligible shall be eligible for election as an officer. Directors filling interim terms will be eligible for election to two full terms.
6. The board shall determine the policies and activities of the association, shall elect and discipline members, adopt the budget, and fix the salary of the executive director.
7. The board shall meet at least three times per year and at the call of the president, or upon the signed or teleconference request of five members of the board.
8. A quorum of the board of directors constitutes a majority of the number of officers and directors holding office. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the act of the board of directors.
9. An executive committee consisting of the president, president-elect, immediate past president, vice president, secretary, treasurer and assistant secretary/assistant treasurer shall have all powers and authority of the board, to the extent permitted by law, between board meetings for emergencies.
10. The association shall indemnify an individual made a party to a proceeding because he is or was a director, officer, or committee member of the company against liability incurred in the proceeding unless the liability arises from his knowing violation of the criminal law or willful misconduct. The determination whether a director, officer, or committee member has met this standard of conduct shall be determined in the manner fixed by statute with respect to statutory indemnification. The association may not indemnify (1) in connection with a proceeding by or in the right of the association in which the director, officer or committee member was adjudged liable to the association, or (2) in connection with any other proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly

received by him. The association shall pay for or reimburse the reasonable expenses incurred by a director, officer or committee member who is a party to a proceeding in advance of final disposition of the proceeding if (1) the director, officer, or committee member furnishes the association a written statement of his good faith belief that he has met the standard of conduct described herein, (2) the director, officer or committee member furnishes the association a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he did not meet the standard of conduct, and (3) a determination is made that the facts then known to those making the determination would not preclude indemnification. All terms defined in Article 9 of the Virginia Nonstock Corporation Act, as enacted and in effect on the date of these Bylaws and Constitution, shall have the same meaning when used in this article. In the event that any provision of this article is determined to be unenforceable as being contrary to public policy, the remaining provisions shall continue to be enforced to the maximum extent permitted by law. Any indemnification under this article shall apply to a person who has ceased to have the capacity referred to herein, and may inure to the benefit of the heirs, executors and administrators of such a person. Except as otherwise provided by law, in any proceeding against a director, officer or committee member who receives compensation from the association for services rendered to the association, the damages assessed against him arising out of a single transaction, occurrence or course of conduct shall not exceed the amount of compensation received by the director, officer or committee member from the association during the twelve months immediately preceding the act or omissions from which liability was imposed. A director, officer or committee member who serves without compensation for his services shall not be liable for damages in any such proceeding. The liability of a director, officer or committee member shall not be limited as provided in the prior two sentences if the director, officer or committee member engaged in willful misconduct or a knowing violation of the criminal law.

11. Any director or officer may be removed by the board with or without cause. Any motion to remove will be automatically tabled until the subsequent meeting. Removal will require a majority of all elected officers and directors. In the event of removal, a new director may be elected by the board at the same meeting. As a general rule, the nominating committee should not recommend a second term for a director absent for his or her first term for more than 25 percent of the Board's meetings.

IX - COMMITTEES

1. There shall be the following standing committees:

- Finance
- Executive
- Nominating
- Membership
- Audit

Other committees may be established by the president. Each committee shall be composed of three or more individuals who represent member organizations in good standing and who shall serve for one year and all terms will coincide with the president's. The president will consult with the directors and executive director on appointments. The president shall appoint all members of each committee, who are subject to removal by the president.

X - MEETINGS

1. The association shall hold an annual convention.
2. A special meeting of the association may be called by the board or by the President, provided members are notified of the time, place and purpose not less than 10 nor more than 60 days prior to such meeting, except that notice of a members' meeting to act on an amendment of the articles of incorporation, a plan of merger, a proposed sale of assets pursuant to Section 13.1-900 of the Virginia Code or the dissolution of the corporation shall be given not less than 25 days or more than 60 days before the meeting.
3. The annual meeting of the membership shall be held during the annual convention. The membership shall be given at least 30 days but not more than 60 days notice of the date and place of the meeting. All active newspapers in good standing whose representatives are present shall constitute a quorum.

XI - ELECTION

1. The election of officers and directors shall be held at the annual meeting.
2. At least 60 days prior to the annual meeting, the president shall appoint a nominating committee of three recent past presidents to nominate officers and directors.
3. The committee shall nominate at least one candidate for each vacancy. Members shall be notified in writing of the nominations at least 30 days prior to the annual meeting.
4. At the annual meeting, the nominating committee shall announce the candidates, and then the meeting shall be open to nominations from the floor. After nominations for president have been closed, a president shall be elected. In like manner, the meeting will proceed to the nomination and election of other officers and directors.
5. In the case of a vacancy in the office of president due to death, resignation or temporary inability to perform all the duties, the president-elect shall succeed to the office. In the case of a vacancy in the office of president-elect, vice president, secretary or treasurer, the vacancy shall be filled by the board of directors from among its own members.
6. In the case of a vacancy in the office of executive director, the board upon recommendation of the executive committee shall fill it.
7. In the event of a vacancy on the board, the president shall appoint a nominating committee of three recent past presidents to nominate an interim director and the board shall consider such nomination and elect an interim director to serve until the next annual meeting at which time the vacancy shall be filled by election.

XII - PUBLICATION

A publication shall be distributed to all members. Requirements in these bylaws for written notification to members shall be satisfied by this publication or first-class mail.

XIII - FINANCE

1. Annual dues for active, associate, educational institution, affiliate and individual members of the association shall be fixed by the following procedures:
 - a. A schedule of dues shall be established by the board.
 - b. The dues shall become effective upon adoption by two-thirds vote of the active members present at an annual meeting, provided written notice of the proposed dues shall be given the members at least 30 days prior.
 - c. Revisions in the dues schedule shall be recommended by the board and shall be subject to ratification by the membership as set forth in section; l.b of this article.
2. Annual dues for active, associate, educational institution, affiliate and individual members shall be payable upon receipt, but such payment may be made in installments.
3. The fiscal year is July 1 through June 30.
4. The association's books of account shall be audited once each year. The auditor shall be named by the board of directors.
5. A budget of estimated income and expenditures for the year shall be adopted by the board at its summer meeting.

XIV- RULES OF ORDER

Robert's Rules of Order shall be parliamentary authority for all matters of procedures not specifically covered by these bylaws.

XV - AMENDMENTS

Any amendment to these bylaws may be adopted by two-thirds vote of the active member newspapers present and in good standing, voting at any annual meeting, provided written notice of the proposed amendment shall be given to the active member newspapers at least 30 but not more than 60 days prior to such meeting. There shall be no voting by proxy.

XVI - OVERRIDE

This document repeals any prior bylaws and constitution of the association.