

Georgia Press Association Constitution and Bylaws

Constitution

Article I

Name

This organization shall be known as the Georgia Press Association.

Article II

Objects

The object of this Association shall be to protect, promote, foster and advance the interests of the newspaper publishing industry; to improve the condition upon which the industry is carried on, to promote the interest in the press by securing unity of thought and action in all matters pertaining to the profession of journalism; to elevate its standards; purify its expression; enlarge its usefulness; advance its wisdom and justice; to cultivate friendly relations among members of the Association; to cooperate through our headquarters in advancing business methods and ethics of our members to a higher plane and work constantly to weld our membership into a stronger unit with sounder business principles.

Article III

Membership

Section 1 - Membership shall be at the invitation of the Board of Directors and may be terminated for just cause as determined by the Board of Directors. A decision of the Board of Directors to grant or deny membership and to determine the category of membership is vested in the discretion of the Board of Directors and shall be final. Membership in the Association shall be in five classes: Active, Life, Associate, Media Associate and Honorary. Only representatives of Active Members shall be entitled to vote on Association matters or to hold an elected office. No newspaper shall have more than one Active membership, to be held in the name of the newspaper and to be represented only by an executive of the newspaper. Said executive may designate a member of the newspaper's staff to represent the Active Membership newspaper at business meetings of the Association, provide proper credential forms are submitted as required in Article VI, Section 3 of this Constitution.

Section 2 - Active Membership shall consist of newspapers published for more than two years in the State of Georgia; published regularly on at least a weekly basis; with a minimum of 50 issues annually; of general circulation and acknowledged respectability. The newspaper shall have a bona fide list of paid subscribers plus single copy sales equal to or exceeding 75 percent of the circulation as published in the annual directory of the Georgia Press Association. For purposes of this section, a newspaper shall be considered to be published in the state where it has its principal offices and address and where it performs those activities relating to editing, writing, advertising, circulation and layout of the entire newspaper that are commonly understood to be within the phrase "publishing a newspaper." It does not have to be in the place where the newspaper is physically printed.

Circulation figures in the annual directory will be based on circulation data included in the newspaper's Statement of Ownership published each year to fulfill requirements of the U.S. Postal Service. Member newspapers not filing Statement of Ownership will be required to file equivalent circulation information with the Association by submitting a sworn statement of circulation data.

Regardless of the distribution method used to be counted as a paid subscriber, the recipient of a newspaper must pay reasonable, adequate consideration. Sponsored or bulk distribution where the recipient pays nothing, or pays less than 50% of the regular home delivered prices, and is not eligible for cancellation and refund of subscription charges shall not be counted for paid circulation purposes. Rules of recognized circulation audit

companies, or of the U.S. Postal Service for 2nd class/periodical rates, consistent with the above, may be considered in determining paid circulation.

Notwithstanding the foregoing, any newspaper holding the status of official legal organ of a county pursuant to O.C.G.A. § 9-13-142(d) shall be eligible for membership as an Active Member.

Should it come to the attention of the Association that an active member may not meet the requirements for active membership as stated in Article III, Section 2 of the GPA Constitution, the Executive Committee may give notice and an opportunity to respond to the member newspaper. Based on the available information, the Executive Committee shall then determine whether or not the member meets the requirements of Section 2 and thus entitled to remain in active status and, if not, said member will become a media associate until the next dues billing cycle, at which time the member may remain an associate member or return to active status as the member's fulfillment of the requirements for membership in Section 2 may dictate. If the member disagrees with the Executive Committee's decision, said member may appeal the decision to the Board of Directors under such procedures as the Board of Directors may direct and employ. The decision of the Board shall be final.

Section 3 - Associate Members shall include any person, or corporation engaged in the business of supplying machinery, materials, or service to members of the Association; or otherwise interested in the advancement of the craft. Privileges of Associate Members shall be educational and social only.

Section 5 - Life Members consist of former Past Presidents of the Georgia Press Association.

Section 6 - Honorary Members shall consist of retired individuals recommended and approved by a majority vote of the Board of Directors. Honorary member dues can be waived at the discretion of the Board.

Section 7 - Media Associates shall consist of organizations/businesses which are involved in the gathering and dissemination of news and which print and distribute a news product at least monthly. Privileges of Media Associates shall be educational and social only.

Section 8 - Newspapers that meet the requirements of Section 2 of this Article may apply for Active membership by submitting an application and annual dues to the Executive Director. The Executive Director will refer the application to the Membership Committee for its review. Upon the recommendation of the Membership Committee to the Board of Directors, and on the affirmative vote of a majority of those board members present, an invitation of Active Membership will be extended. Applicant is required to (1) provide the names of three references, two of whom must be Active members, (2) provide a copy of the Statement of Ownership or a sworn statement, (3) provide copies of the last four issues, and (4) give GPA permission to run a credit check.

Section 9 - Dues of all classifications of membership shall be fixed by the Bylaws. Dues shall be payable on July 1, for each ensuing financial year. Any member may resign from the Association by giving the Secretary one month's notice in writing and paying all dues up to date of resignation. No refunds will be made of dues already paid. Any member who shall be in arrears for annual dues for 90 days from date they are originally payable is automatically suspended and may be automatically reinstated upon full payment of all dues up to date of reinstatement; but if reinstatement is not effected within a period of six months from date of suspension, right of reinstatement is automatically forfeited. The Board of Directors may waive all or part of dues for just cause upon a majority vote of those board members present, provided suspended member makes written application to that body.

Article IV Officers

Section 1 - Officers of the Association shall be President, Vice-President and Treasurer, who shall be elected at the annual convention of the Association and shall hold office until the next convention. A Corporate Secretary shall be elected by the Board of

Directors. Elected officers of the Association shall also be officers of Georgia Newspaper Service, Inc. In the event of resignation or vacancy from any elective office, the Board of Directors may fill such vacancy appointment to serve until the next annual convention. The President shall be elected to hold office for only one term.

Section 2 - Nominations for the GPA offices of President, Vice-President and Treasurer shall be made by a committee composed of the immediate five Past Presidents who still have executive positions with active members of the association. The committee will be chaired by the senior past president (in terms of service) presently serving on the committee. A nominee for each of the three officer positions will be presented by a member of the committee at the annual business session, with seconding speeches given by those members so wishing. Additional nominations for the offices may be made from the floor by any person holding voting credentials from a member newspaper. A list of the nominees will be mailed to active members 15 days before the convention. Officers shall be owner or part-owners of an active member newspaper or hold a top management position with an active member newspaper and be authorized to vote the membership of the paper.

Section 3 - It shall be the duty of the President to preside at all regular and special sessions of the Association and at all meetings of the Board of Directors and to perform other duties that devolve upon him by virtue of the office.

Section 4 - It shall be the duty of the Vice President to preside at all sessions of the Association and Board of Directors in the absence of the President or upon request of the President. The Vice President shall serve as president-elect of the association. In the event of the absence or disability of both the President and Vice President, the Board of Directors, quorum present, may name one of themselves to preside.

Section 5 - It shall be the duty of the Treasurer to receive and carefully check the reports required to be submitted to the Board of Directors by the Executive Director, and to generally supervise the financial affairs of the Association. It shall further be the duty of the Treasurer to arrange for and supervise an annual audit of the Association's financial books and to submit a report of that audit to the Board of Directors. It shall also be the duty of the Treasurer to serve as chairman of the Board's standing committee on finance.

Section 6 - In the event an elective officer of this Association dies, resigns or becomes unable to serve for any reason, the Nominating Committee shall make recommendations to the Board of Directors for filling such a vacancy within 45 days of the office being declared vacant. The vacancy shall then be filled by vote of the Board of Directors.

Section 7 - It shall be the duty of the Executive Director to keep a complete and accurate record of the proceedings of all sessions of the Association and of the Board of Directors. The Executive Director shall publish the minutes of the annual association convention and other publications of the Association as directed by the Board of Directors. The Executive Director shall collect dues from members, and receive and disburse other funds coming into the hands of the Association. A record of all transactions will be available at all times to the Association officers and members of the Board of Directors, or to any auditor appointed by any officer or member of the Board. The Executive Director shall render a monthly financial statement to the Board of Directors and an annual detailed report to all Active members of receipts and disbursements of the Association for the previous year. The regular bank account of the Association shall be kept in the name of the Georgia Press Association and the Executive Director who will sign Association checks.

The Executive Director shall furnish Active and Life members of the Association with copies of minutes of each meeting of the Board of Directors.

The Executive Director shall be employed by the Board of Directors, who shall fix the compensation and term of service and the Board of Directors shall have full authority to govern and control the office of Executive Director as they deem best for the Association. The Executive Director is accountable to the Board of Directors but shall not pay any dues or have a voice at the convention or a vote in any meeting in which business of the Association is administered.

The Executive Director shall execute a surety bond in the sum of at least one hundred thousand (\$100,000) at the expense of the Association, which shall be made payable to the Association. The Executive Director shall not own, operate, or be employed, either part or full time by any newspaper, or advertising, publicity or public relations agency, and shall not accept profits, commissions, or remunerations whatsoever from such agencies. The Executive Director shall not act as the press agent or public relations counsel for any individual, firm or corporation, either with or without compensation.

Article V

Governing Body

Section 1 - The governing body of the association shall be the Board of Directors of the Georgia Press Association, who shall meet at least quarterly in regular session upon call of the President. Upon petition of the Executive Director, a majority of the Board may convene themselves at any time. A majority of the voting members of the board must be present to provide a quorum, and all Association matters raised at such meetings shall be decided by a majority vote of members present.

Section 2 - The President, Vice President, Treasurer, Immediate Past President, Executive Director, President of the Associate Members and two active members appointed from each Association District by the President and six at-large members appointed by the President and one Past President appointed by the President shall constitute the Board of Directors. The Georgia Press Association Board and Executive Committee shall be limited to no more than two members from affiliated companies at any time. The term "affiliated" is defined as any two or more newspapers that share any common ownership. The President shall not appoint any board member from a company with which he or she is affiliated without prior approval of the majority of the Board of Directors. The President, Vice President and Treasurer shall make up the Association's Executive Committee.

Section 3 - Within fifteen days after adjournment of each annual convention, the President shall appoint for a three-year term a sufficient number of board members of the Board to succeed those whose terms have expired. The appointed Past President shall serve a one year term. In the event of resignation or removal for other causes, the President may immediately appoint a successor to fill the unexpired term of the vacant member.

Section 4 - When an appointed member of the Board of Directors is absent from two successive meetings of the Board of Directors without a reason acceptable to the President and the Board of Directors, the appointment of such member shall automatically be voided, and the President, within thirty days of voiding such appointment, shall name a successor for the unexpired term.

Section 5 - Any Georgia Press Association office will be declared vacant no more than 45 days after the dismissal, demotion or resignation of the office holder from the company with which he was associated at the time he was named or elected to a GPA office.

Members of the Board of Directors shall be part owners or owners of active newspaper members or hold a top management position with an active member newspaper.

Section 6 - The Board of Directors has full authority to act or pass upon all questions not specifically detailed in the Constitution and Bylaws of the Association.

Article VI

Meetings

Section 1 - The Association shall hold meetings annually at a time and place to be determined by the Board of Directors. Fifteen percent of the Active membership shall constitute a quorum, and the action of the majority of the members present voting shall determine questions at issue.

Section 2 - Other called meetings of the membership may be called by the President for the Association business at any time, when in the opinion of the President, the best interests of the Association demand such meetings, by giving written notice to Active members at least 15 days in advance of such meetings. Fifteen percent of the Active

membership shall constitute a quorum, and the action of the majority of the members present and voting shall determine questions at issue.

Section 3 - Proper Active membership voting credentials shall consist of a certificate signed by the Publisher of an Active newspaper member, which certificate shall designate said Publisher or a bona fide staff member of the Publisher's Active member newspaper, as an authorized voter. The certificate will be prepared by the headquarters of the Association and distributed to Publishers prior to the date of the election of officers or any business meeting of the Association. The voting certificate will be validated by members of the headquarters staff at the time of the meeting registration. In no case shall an Active member newspaper have more than one vote in the election of officers or any business meeting of the Association.

Article VII Policy

The Association shall be non-political and non-denominational and religious controversy and discussion being barred at all sessions. No candidate for political office shall be allowed to address the Association except when such candidate is invited with all other candidates seeking the same office by the Board of Directors provided that the Governor of Georgia may be invited to each annual session of the Georgia Press Association. No representative of any religious denomination shall be permitted to discuss doctrinal issues. No drive promoter, propagandist nor solicitor of any kind shall be allowed the privilege of the floor in any circumstances. In the event any officer, elected or appointed, accepts, or officially announces intention to seek, any elective office or position with the state or national government, except membership in the General Assembly, his office shall automatically become vacant immediately.

Article VIII Amendments

This Constitution may be amended, altered or revised at any regular or called meeting of the Association's Active membership after 15 days advance notice in writing specifying the proposed amendments and providing 15 percent of the total Active membership is present and by the affirmative vote of two thirds of members voting. Roll call shall be declared upon demand. Voting may be via a voice or by ballot. All amendments must be submitted in writing and filed with the Executive Director. Any amendment that has been properly submitted must be presented to the Active membership for consideration in their next session for conducting business of the Association.

Article IX

Copies of the Constitution shall be distributed to all member publishers within a reasonable time after the adoption of any amendment and thereafter upon demand.

Article X

Be it resolved that all Articles and Sections of other Constitutions and Bylaws of this Association that may have been effective in the past be repealed and their provisions declared void.

Bylaws

Section 1 - Officers Time of Election

The officers of the Association shall be elected as provided in the Constitution. Such election shall be held on the morning of the final day of the regular annual Association convention.

Section 2 - Membership - Who May Vote

Only duly authorized representatives of Active members in good standing can participate in debate or vote at any session of the Association.

Section 3 - Membership - Suspension

Any member may be suspended or expelled from this Association for violation of its rules, or for conduct unbecoming a gentleman or lady, by action of the Board of Directors.

Section 4 - Dues for Active Members

Dues for all newspapers will be based on the cost of a full page of advertising at the national commissionable rate, based on information published in the annual GNS directory.

Dues will include four newspaper subscriptions for weekly newspapers and two subscriptions for daily newspapers.

Section 5 - Associate Membership

Dues for Associate membership in the Georgia Press Association shall be structured as follows: Dues shall be based on the company or firm. (For governmental agencies or academic institutions, this shall refer to the # of employees in the specific department.) Dues shall be as follows:

Over 1000 employees: \$500.00

500-1000 employees: \$400.00

100-500 employees: \$350.00

Less than 100 employees: \$300.00

Said dues shall be used at the discretion of the Board of Directors.

Section 6 - Honorary Membership

Dues for Honorary membership shall be set by the Board of Directors.

Section 7 - Media Associates

Media Associate members of the Georgia Press Association shall have the same dues structure as Associate Members. Said dues shall be used at the discretion of the Board of Directors.

Section 8 - Standing Committees of the Association may be appointed by the President annually, consisting of three or more members. The President may also appoint such special committees as necessary. The members of the Finance Committee shall be the Association's Executive Committee.

Section 9 - Debate at Meetings

Debate on matters upon the floor of the sessions of the Association shall be limited to 10 minutes for each speaker, unless by leave or suspension of the rules. To close debate on any matter the sponsor of any resolution, motion, etc., shall first have an additional three minutes to respond to opposing views expressed during the debate, followed by three minutes being allowed to a speaker selected to represent the opposing view.

Section 10 - Authority to Borrow Funds

The Executive Committee shall have the authority to authorize the Executive Director to borrow such sums as may be deemed essential to the welfare of the Association with the approval of a majority of the Board of Directors.

Section 11 - Salaries and Expenses

Any salary and/or expenses of the officers of the Association shall be approved by the Board of Directors.

Section 12 - Procedure

Robert's Rules of Order shall be authority in all business meetings of the Association except where they may conflict with these Bylaws and/or the Georgia Press Association Constitution and Charter.

Section 13 - Amendments

These Bylaws may be rescinded or amended by a majority vote of the members present, and voting, constituting a Constitutional quorum, at any meeting duly called.

(Revised and approved in annual meeting, June 2013)

CONSTITUTION OF THE GEORGIA NEWSPAPER SERVICE, INC.

Article I

Name

This organization shall be known as the Georgia Newspaper Service, Inc.

Article II

Objects

The objects of this organization shall be to act as a general advertising representative, as advertising agency and as public relations representative of the Georgia newspaper members. This organization shall also carry out all such activities as the Board of Directors may deem beneficial or necessary to accomplish these objectives.

Article III

Membership

Georgia weekly newspapers shall automatically be members of this organization. Daily newspapers who so elect may also be members, but all members must be active members of the Georgia Press Association. All members are entitled to the benefits and privileges of this organization and are entitled to take part in its management.

Article IV

Officers

Officers of this organization shall be the officers of the Georgia Press Association. Their terms shall run concurrently with their terms in the Georgia Press Association.

Article V

Duties of Officers

The President shall preside at all regular and special meetings. He shall be the chief executive officer of the organization and he shall exercise what other duties devolve upon him as president.

Section 2 - The vice president will preside in the absence or disability of the president, or at his request, at regular or called meetings. The vice president shall serve as president-elect. He may be assigned additional duties by the president and/or the Board of Directors. In the event neither is present, the attending members shall elect a chairman from among themselves.

Section 3 - The treasurer shall regularly review the financial records of the organization. He shall serve as the liaison between the central office and the Board of Directors. He shall arrange for and supervise an annual audit of the financial affairs of the organization. He shall also make available to the Board of Directors and the members, a report on the audit.

Section 4 - The executive director of the Georgia Press Association shall be the secretary of the organization. The secretary's duties of the Georgia Press Association and the duties of this organization shall be supplementary. The secretary shall keep accurate records of the financial affairs of the organization, and shall perform other duties that may be prescribed by the Board of Directors.

Article VI

Governing Body

The Board of Directors of the Georgia Press Association shall be the Board of Directors of the Georgia Newspaper Service, Inc. The terms of office shall be the same as those of the Georgia Press Association.

Section 2 - The Board of Directors of this organization shall meet at least once each quarter of the year, and/or upon the call of the president. A majority of the members may petition the secretary for a called meeting and thus convene themselves. A majority of the

Board of Directors must be present for a quorum, and a majority vote of those present will decide all issues before the Board.

Section 3 - The Board of Directors has full authority to act and/or decide all matters not specifically detailed in the Constitution and Bylaws of the organization, or reserved for the members.

Section 4 - An annual meeting may be held each year on the same day and same place as the annual meeting of the Georgia Press Association. Other meetings, both regular and special shall have notices sent to all members of the Board of Directors at least 10 (10) days in advance of the meeting date.

Article VII Policy

The policies of this organization shall conform in all respects to those of the Georgia Press Association. The policies may differ only in the areas where this organization acts with its stated objects as set forth in this Constitution and/or Charter of Incorporation.

Article VIII Amendments

This Constitution may be changed at any session of the membership by the affirmative vote of two-thirds (2/3) of the members. To have a quorum for such changes, at least fifteen percent (15%) of the active membership must be present.

Section 2 - Votes on amendment changes shall be via voice or by ballot. A roll call vote shall be declared upon demand by a majority of the members present.

Section 3 - All proposed amendments must be submitted to the secretary in writing. The secretary shall give notice of all proposed changes to the membership at least fifteen days prior to the meeting at which they will be acted upon.

Article IX Distribution

Copies of this Constitution shall be sent to all member publishers within a reasonable time after adoption. Copies thereafter shall be made available upon request of members, and copies shall be available at the annual convention.

Article X Supercedure

Be it resolved that all Articles and Sections of other Constitutions of this organization that have been effective in the past be repealed and their provisions hereby declared null and void.

Bylaws of the Georgia Newspaper Service, Inc.

The Bylaws of this Corporation shall be identical to those Bylaws of the Georgia Press Association with are applicable to the objects, purposes, and Constitution of this Corporation.

(Revised and approved in annual meeting, June 1998)