

# **By-Laws of Texas Press Association**

## **NAME**

**ARTICLE I.** This Association shall be known as the "Texas Press Association."

## **OBJECTS**

**ARTICLE II.** Objects of the Association are to promote the welfare of, encourage ethical practices in, and protect the interests of the publishing and printing industries in Texas; to encourage and promote higher standards of journalism; to take an active interest in the welfare of the State and Nation, encourage proper development of natural resources of Texas, and to cooperate with other organizations and agencies that may have like objectives. The primary purpose of the Association shall be "educational." The net income of the Association shall be used for the benefit of the public, and the industry as a whole, in a manner as directed by the Board of Directors; however, under no circumstances may any part of the net income of the Association inure to the benefit of any private member or individual.

## **MEMBERSHIP**

**ARTICLE III.** There shall be five classes of membership in the Association: active, individual, associate, participating, and honorary.

### **ACTIVE MEMBERSHIP**

**ARTICLE IV. Section 1.** Active membership shall be limited to newspapers as defined in Chapter 2051, Subchapter C of the Government Code that are regularly printed and published in the state of Texas and issued at least once a week and distributed through the United States mails under Periodicals Class privileges for a period of at least three months prior to the date of application for membership in the Association.

**Section 2.** Active memberships shall be continuous from year to year, unless notice to discontinue is given in writing by the publisher, to the president, treasurer or executive director of the Association, at least 30 days in advance of date of discontinuance.

**Section 3.** Active membership shall terminate automatically when a newspaper fails to meet the membership requirements as set forth in Article IV, Section 1.

**Section 4.** Nothing herein shall be construed to mean any person may serve as an officer who is not actively engaged in an executive capacity in the publication of a member newspaper as set forth in Section 1 of this article.

**Section 5.** Voting in this Association shall be limited to one vote for each newspaper that is an Active Member.

**Section 6.** No member may as an individual represent the association in an official capacity without the approval of the executive committee or approval of the board of directors if the executive committee deems it necessary to obtain full board approval.

### **INDIVIDUAL MEMBERSHIP**

**ARTICLE V. Section 1.** Individual membership in the Association may be extended to former newspaper publishers, retired newspaper employees, former associate members and to teachers of journalism. Applications shall be subject to the approval of the Board of Directors. Dues shall be set by the Board of Directors.

**Section 2.** Individual members shall be entitled to all privileges of the Association except participation in official business, voting and holding office.

#### **ASSOCIATE MEMBERSHIP**

**ARTICLE VI. Section 1.** Associate membership may be extended to firms engaged in the sale or distribution of newspaper supplies or services directly related to the production of newspapers, commercial printing firms, advertising agencies and departments of journalism in recognized schools and colleges. Dues shall be set by the Board of Directors.

**Section 2.** Associate members shall be entitled to all privileges of the Association except participation in official business, voting and holding office.

#### **PARTICIPATING MEMBERSHIP**

**ARTICLE VII. Section 1.** Participating membership in the Association may be extended to news publications not qualified for active membership subject to a majority approval of the Board of Directors and subject to annual review by the board.

**Section 2.** Participating members shall be entitled to all privileges of the Association except participation in official business, voting and holding office.

#### **HONORARY MEMBERSHIP**

**ARTICLE VIII.** Honorary membership in the Association may be awarded to persons who have performed distinguished service for the press of Texas or for the Texas Press Association. This status shall automatically be awarded to each President of the Association upon completion of his or her term, unless disapproved by majority vote of the Board. The Board of Directors may nominate other persons for honorary membership, but the membership is granted only on approval by the members in an annual convention assembled. This honorary membership is the highest recognition of distinguished service the Texas Press Association can confer, and carries with it a lifetime individual membership in the Association with no dues charged. Honorary members shall be entitled to all privileges of the Association except participation in official business, voting and holding office.

#### **APPLICATION FOR MEMBERSHIP**

**ARTICLE IX. Section 1.** Application for membership shall be made on a form provided for that purpose from the Central Office of the Association.

**Section 2.** Applications for active and associate memberships will be reviewed for eligibility by the Central Office and upon approval will be accepted, subject to review by the Board of Directors at its next meeting. Rejected applications may be appealed to the Board of Directors. All other membership applications shall be submitted to the Board of Directors for approval before acceptance.

#### **BOARD OF DIRECTORS**

**ARTICLE X. Section 1.** The government and policy making responsibility of the Association shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs. The Board of Directors shall be composed of the Officers, the elected Directors, the appointed Directors, and the representatives of regional press associations as set forth herein.

**Section 2. Paragraph A.** Officers of the Association shall be a president, a 1st vice president, a 2nd vice president, a secretary treasurer, an executive director, and such other officials as the Board of Directors may prescribe.

**Section 2. Paragraph B.** The president may appoint eight members of the Association to serve as directors during the year of his or her presidency. Each such appointed director shall have full voting privileges on the Board of Directors.

**Section 2. Paragraph C.** The president and first vice president of each of the regional press associations (the Panhandle Press Association, South Texas Press Association, Texas Gulf Coast Press Association, North and East Texas Press Association, and the West Texas Press Association) shall be deemed a member of the TPA Board of Directors, with full voting privileges.

**Section 3.** The Texas Press Association shall have an Executive Committee composed of the Officers and immediate past president of the Association. The immediate past president shall serve as chairman. The executive director of the Association shall be a non-voting member of the Executive Committee. Between meetings of the Board of Directors, the Executive Committee may take such actions as are authorized by the Board.

**Section 4.** Vacancies created by the resignation, removal or death of a regional press association representative shall be filled at the next regular meeting of the Board of Directors by that officer's replacement.

**Section 5.** All members of the Board of Directors herein designated shall be entitled to vote on matters coming before the Board, with the exception of the Executive Director who is an employee of the Association, and an ex-officio member of the Board of Directors.

**Section 6.** A quorum for any Board meeting shall consist of a majority of the members of the Board of Directors, whether present in person or by proxy.

## **ELECTIONS**

**ARTICLE XI. Section 1.** The president, vice presidents, and treasurer shall be elected annually at the general convention in such manner as may be determined by order of the convention, and shall hold office for one year or until their successors are elected and qualified.

**Section 2.** The six elected members of the Board of Directors shall be chosen at the general convention, two being elected each year for a term of three years. Three shall be connected with weekly newspapers, and three shall be connected with daily newspapers.

**Section 3.** The immediate past president shall become chairman of the Board of Directors automatically upon his retirement as president, and shall preside at all meetings of the Board of Directors. In this no election is necessary, and he or she shall have a vote in all proceedings of the Board of Directors.

**Section 4.** Vacancies among the elected directors and officers shall be filled by the Board of Directors at the next general meeting of the association except as herein provided. In the event of a vacancy in the office of president, the first vice president shall automatically become president. In the event of a vacancy in the office of either vice president, it shall not be filled, but shall remain vacant until the next general meeting of the Association. If vacancies should occur in both the offices of president and the first vice president, the immediate past president shall perform the duties of president, and in the event of vacancies in all three of these positions, the Board of Directors shall appoint a past president until a president shall be elected by the Association. A vacancy in the Executive Committee caused by death, removal or retirement of the immediate past president shall remain unfilled until the next general convention. In that event, the president shall preside at meetings of the Board of Directors.

**Section 5.** No person shall be permitted to hold more than one voting position on the Board of Directors. When an elected Director is named to one of the higher offices, his place on the Board automatically becomes vacant, and an eligible member of the Association shall be elected by the Board to complete the unexpired term.

## **MEETINGS**

**ARTICLE XII. Section 1.** The Association shall meet once each year in general convention at such time and place as may be determined by the Board of Directors and at such other times and places as may be determined by the Board of Directors with approval of the president.

**Section 2.** Notice of all meetings of the Association must be given to all active members at least ten (10) days prior to the date set for the meeting.

**Section 3.** The Board of Directors shall hold not less than two (2) regular meetings each year; and may meet at such other times as are necessary, upon call of the president or any five members of the Board, such call to designate a time and place of meeting.

**Section 4.** Notice of all meetings of the Board of Directors must be given, in writing, to all members thereof at least ten (10) days prior to the date set for the meeting.

**Section 5.** Should a director elected to a three-year term miss two consecutive board meetings without an acceptable reason, the term of that director shall be declared void and the Nominating Committee be directed to nominate a replacement for the balance of the unexpired term.

## **QUORUM**

**ARTICLE XIII.** Twenty-five active members in good standing shall constitute a quorum at any meeting of the Association.

## **ORDER OF BUSINESS**

**ARTICLE XIV. Section 1.** The Association shall adopt at each convention or other meeting an order of business which shall be followed during such convention or meeting, unless otherwise ordered by a two-thirds vote of the active members present and voting.

**Section 2.** Roberts' "Rules of Order" shall govern in all questions of parliamentary procedure.

**Section 3.** The president or other person presiding at a meeting of the Association shall stop discussion of any matter considered objectionable to the membership of the Association or contrary to its purposes.

**Section 4.** The president or other presiding officer shall have the authority to ascertain the purpose for which any one not a member of the Association asks to speak. Members of the Association who wish to present speakers before the Association other than those appearing on the official program must inform the president or other presiding officer of the nature of the matter to be discussed.

## **COMMITTEES**

**ARTICLE XV. Section 1.** At the beginning of each annual convention, the president shall announce the appointment of a Nominating Committee, and any such committees as he may deem advisable.

**Section 2.** At meetings of the Association, other than the annual convention, the president shall appoint such committees as may be necessary for the purposes of the meeting.

**Section 3.** During the year, the president shall appoint such committees as are necessary for the conduct of Association business.

## **DUTIES OF OFFICERS AND COMMITTEES**

**ARTICLE XVI. Section 1.** The affairs of the Association shall be under the general direction of the Board of Directors in the interim between conventions. The Board of Directors shall have the authority to remove officers or directors for cause; to investigate charges against members and officers such as might disqualify them for membership in the Association or to continue in office; to appoint and fix compensation of the executive director; and to perform such other duties as may be deemed necessary for carrying out the aims and purposes of the Association.

**Section 2.** Duties of the executive director shall be to direct the central office of the Association; to keep the membership informed on all matters affecting the Association and to perform any and all other duties and obligations that are his responsibility, as executive officer of the Association. He shall also provide the Board of Directors with reports on the financial status of the Association. He shall employ such assistance as is required for the handling of Association affairs, but all such acts shall be subject to review by the Board of Directors, to whom he shall be responsible for conduct of his office.

**Section 3.** Duties of the officers of the association are: president, to preside at all general meetings and to represent the association as is customary; first vice president, shall serve as chairman of the summer convention committee; second vice president, shall serve as chairman of the midwinter convention committee.

## **EMPLOYEE THEFT INSURANCE**

**ARTICLE XVII.** The Board of Directors shall require Employee Theft Insurance of \$50,000 or such other amount as they may prescribe from the executive director and controller for the faithful discharge of duties, the premium on such insurance to be paid by the Association.

## **ANNUAL AUDIT**

**ARTICLE XVIII.** An annual audit of the Association books shall be made at the close of each fiscal year by an Accountant to be selected by the Board of Directors.

## **DUES AND FEES**

**ARTICLE XIX. Section 1.** Members - active, individual, associate and participating - shall be assessed such annual dues as are set by the Board of Directors. Member newspapers shall provide a PDF copy of each edition to the Texas Press Archive. The membership year shall be from January 1 to December 31.

**Section 2.** Members joining the Association at a time other than the beginning of the calendar year shall pay dues on a prorata basis, on the part of the year during which the membership is in effect.

**Section 3.** New members of the Association shall be assessed an application fee in addition to the annual dues, same being payable upon application for membership. The amount of the application fee shall be subject to change by the Board of Directors at any time they deem advisable.

**Section 4.** Responsibility for payment of active membership dues shall rest with the newspaper, and not with any individual (owner, publisher, manager or any other) connected with the publication. In cases of change of ownership or management of an active member newspaper, any dues owing the Association will be considered due and the newspaper will continue to be carried on the Association's rolls as a member newspaper until the new owner or manager advises in writing that the membership is to be discontinued, in keeping with Article IV, Section 2.

**Section 5.** Members withdrawing memberships at any time during the year are not entitled to rebate on dues. An active member whose membership has been discontinued shall be required to pay a reinstatement fee as set by the Board of Directors upon rejoining the Association.

**Section 6.** The Board of Directors shall have the right to require the payment of a convention fee for all members and other persons attending sessions of the convention, such convention fee to be fixed and announced in advance of the opening of the convention.

**Section 7.** Failure of any member to pay dues within six months of the time they become payable may be cause for suspension from membership. Reinstatement of suspended members shall be on such terms and conditions as may be prescribed by the Board of Directors. Any member newspaper delinquent in dues (6 months or longer) automatically shall be placed on the advertising credit list. Thereafter, all advertising placed by the Central Office shall be credited to that newspaper's dues until the membership is paid a full calendar year ahead.

**Section 8.** Where more than one newspaper, qualified for membership, is published under the same ownership in and for the same city, the newspaper having the largest circulation shall be required to hold the initial membership. The smaller-circulation newspaper then may be affiliated for one-third off the rate applicable for an active membership, subject to minimum annual dues. A semiweekly newspaper is defined as any newspaper that prints twice weekly and uses the same name for both publications, in which event one membership would cover both publications. When a different name is used for each newspaper, they are regarded as twin weeklies. In that case a separate membership would be in order for each publication. Then the newspaper with the larger circulation, or both, could be affiliated.

#### **AMENDMENTS**

**ARTICLE XX. Section 1.** Amendments to the By-Laws shall be submitted to the Board of Directors and printed in an official publication of the Association at least thirty days before the meeting at which they are to be considered.

**Section 2.** Proposed amendments shall be read at the opening session of the convention, and referred to the Committee on By-Laws for study and report. The Committee shall have the right to change or amend amendments submitted, but it shall not have the right to make such changes as would be contrary to the main purpose of the proposed amendment.

**Section 3.** The By-Laws Committee shall give opportunity for hearing and discussion of pending amendments.

**Section 4.** The By-Laws Committee shall make a report of its recommendations concerning any proposed amendment to the convention at its business session.

**Section 5.** The By-Laws may be amended by two-thirds majority vote of the active members present and voting at any regular or special business meeting of the Association. Amendments adopted shall go into effect upon final adjournment of the meeting.

Amended January 21, 2017