

North Dakota Newspaper Association Bylaws

revised 5-7-21



ARTICLE I - TITLE AND FUNCTIONS

- Section 1: The name of this corporation shall be North Dakota Newspaper Association.
- Section 2: The functions of the association shall include the following:
- A: To promote and advance the standards of newspaper publication in North Dakota.
 - B: To develop and promote advertising techniques and services.
 - C: To promote legislation and speak for newspaper publishers and their employees in regard to legislative action affecting the publishing industry in this state.
 - D: To promote and protect the economic and general welfare of newspapers in North Dakota.
 - E: To provide preliminary legal advice to publishers on newspaper issues.
 - F: To provide programs and other services for the continued education of members and the gathering and dissemination of news, effective use of advertising, and efficient business practices.
 - G: To provide advertising sales, placement and services to member newspapers.
- Section 3: The purposes of the organization shall be to conduct general business on behalf of North Dakota newspapers.

ARTICLE II - MEMBERSHIP

- Section 1: Members of the association shall be divided into two classes: Active Members and Associate Members.
- Section 2: Active members in this association shall be: (1) newspapers of general interest; (2) published in North Dakota at least weekly; (3) qualified under North Dakota law to do legal printing and (4) established for at least one year as a newspaper with a majority of its circulation paid. Application for membership must be accompanied by the payment of dues one year in advance, all of which shall be returned if the application is not approved by the Board of Directors.
- Membership shall be vested in the newspaper. When the publisher, or other authorized staff executives, shall, because of a change in ownership, or other reason, no longer continue to represent a member newspaper, such termination shall automatically terminate any elective or appointive office or positions that individual may have in the association.
- Section 3: Any person not qualified for active membership in the association may become an associate member by approval of the Board of Directors. Associate members shall have the privilege of the floor but shall not be permitted to vote.
- Section 4: Past Presidents of this association shall be entitled to a voting membership in the association.
- Section 5: This association may, by two-thirds vote of all members present at a regular annual business meeting, suspend or cancel any membership for violation of any of the rules or policies of this association or for conduct unbecoming thereto.
- Section 6: Each member newspaper must send the Association free of charge five copies of its newspaper within 48 hours of publication.

ARTICLE III - DUES

Section 1: The Board of Directors, subject to the approval of a majority of the membership voting at the annual meeting, shall fix the annual dues to be paid by members of each membership class.

ARTICLE IV- OFFICERS AND DIRECTORS

Section 1: The officers of the association shall be a president, a first vice president, a second vice president, and immediate past president.

Section 2: No person shall be eligible to hold office in the association who is not an active member, or the employee of an active member, in good standing.

Section 3: The terms of the president, first vice president, and second vice president shall be one year commencing at the adjournment of the annual meeting of their election by the membership. The immediate past president shall serve in that capacity for a period of one year from the termination of his or her office as president.

Section 4: The Board of Directors shall consist of the immediate past president, the president, the first vice president, the second vice president, and a minimum of two directors and a maximum of four directors elected by the membership. No newspaper ownership entity shall have more than two members on the Board of Directors at the same time. Directors shall be elected at the annual meeting and shall serve two year terms. No director shall serve for more than two (2) consecutive two year terms.

(Section 4 revised - from one to two members from same entity on Board at the same time. Vote at annual meeting 5/4/07 was 29 in favor, 13 opposed). (Section 4 revised 11-2-12 on a 6-0 vote of the board to say "minimum of two directors and maximum of four directors elected by the membership" instead of "four active members elected by the membership.")

(Sections 1, 2, and 4 revised 10-10-13 by a vote of the board to remove references to third vice president.)

ARTICLE V - DUTIES OF OFFICERS

Section 1: The President shall be chairperson of the Board of Directors and the annual meeting, and an ex officio member of all committees including the committee on nominations. He or she shall perform the usual duties of a president and such other duties as prescribed by the Board of Directors.

Section 2: In the absence of the president, the vice presidents, in order of rank, shall assume the duties of the president. They shall also assume such other duties as are assigned to them by the Board of Directors. In the event of a vacancy occurring in the office of the president, the first vice president shall serve until the adjournment of the next annual meeting or until his or her successor is elected. In the event of a vacancy occurring in the office of the first vice president, the second vice president shall serve until adjournment of the annual meeting or until his or her successor is elected.

(Sections 2 revised 10-10-13 by a vote of the board to remove references to third vice president.)

ARTICLE VI - BOARD OF DIRECTORS

Section 1: Meetings of the Board of Directors shall be held at least four (4) times annually at the call of the chair.

Section 2: Meetings of the Board of Directors may be called by the President on five (5) days' notice to each director either personally or by mail or telephone, and shall be called by the President

in like manner and on like notice on the written request of five (5) members of the board. Meetings shall be held at such time and place as may be specified in the notice thereof, and need not be held within the State of North Dakota.

- Section 3: The Board of Directors shall transact the general business of association between annual meetings, establish administrative policies governing the affairs of the association and devise and execute measures for the association's growth and development. The board shall provide and maintain headquarters space for the association and such office space as the activities of the association and the work of its officers and employees may require. It shall provide for the proper care of materials, equipment and funds of the association and provide for the payment of legitimate expenses thereof and may borrow money as it deems necessary. It shall act upon applications for membership, and it may at its discretion appoint an executive secretary, secretary, and treasurer and define the duties and fix the compensation of same. It shall have the power to fill any vacancies on the Board of Directors except vacancies occurring in the office of the president or one of the vice presidents. It shall decide upon the date and place for the annual meeting. It may appoint subcommittees among its membership to perform such duties as it deems appropriate.
- Section 4: No director shall miss more than two quarterly meetings per year. By action of the board of directors, the office may be declared vacant after two meetings are missed. *(adopted 9/21/05).*
- Section 5: An action required or permitted to be taken at a board meeting by the directors, such as a vote, may be taken by an authenticated means of electronic communications available to all board members and that indicates the individual board members participation by identification. *(adopted 5/7/21).*

ARTICLE VII - ELECTIONS

- Section 1: All elections shall be by secret ballot, except when there is no contest. Only one (1) representative of any member newspaper shall have the right to vote. Group-owned newspapers shall designate one person to represent it in any voting situation except meetings of the board of directors, and that representative shall have the same number of votes as there are newspapers in the group. A majority of votes cast is necessary for election. *(adopted 1/23/2013).*
- Section 2: In addition to the nominations made by the nominations committee, other nominations may be made from the floor.

ARTICLE VIII - MEETINGS

- Section 1: The association shall hold an annual meeting or convention at the time and place designated by the Board of Directors.
- Section 2: A quorum for the transaction of the business of the association shall be fifteen (15) percent of the active members. For quorum purposes, representatives of group-owned newspapers shall be considered as individual members and not representatives of the total newspapers in the group. *(adopted 1/23/2013).*
- Section 3: Robert's Rules of Order shall be followed in all meetings of the association. No member shall speak longer than ten (10) minutes on one subject without permission of the chair. A two-thirds vote of the members shall be required to overrule a ruling of the chair.
- Section 4: Proxy voting shall be allowed at any NDNA meeting. Proxies must be in writing and submitted to the NDNA president, or whomever shall be presiding at the meeting at which the proxies will be used, prior to the start of that meeting. Proxies may only be given to and exercised by persons otherwise eligible to vote at NDNA meetings. Proxies may be general grants of voting authority, or may specify particular issues and particular votes thereon. Proxies may be for a specific date or for a specific time period, but may not extend beyond eleven months

from the execution thereof.

Section 5: While any written proxy statement may be used, the following proxy form is recommended:

NORTH DAKOTA NEWSPAPER ASSOCIATION PROXY

I _____, eligible to vote at all North Dakota Newspaper Association (NDNA) meetings as authorized by NDNA Bylaws, hereby appoint _____ who is also an authorized voting NDNA member, as my proxy, to vote on the following agenda items:

that I might vote upon at meetings from the date of this proxy through the _____day of _____, 20____ (or) (the NDNA meeting conducted on the _____day of _____, 20____). However, this proxy may not extend beyond eleven months from the date of execution of this proxy.

By _____ (Publisher) _____ (Newspaper)

ARTICLE IX - COMMITTEES

Section 1: The president may appoint such committees as he/she deems necessary.

Section 2: The Executive Committee shall be comprised of the president, the first, second and third vice presidents and the immediate past president.

ARTICLE X - AMENDMENTS

Section 1: The bylaws may be amended, deleted, or added to by a majority of the members voting at the regular annual meeting. Bylaws may also be amended by a majority of those voting in a mail poll conducted by the Board of Directors or by a majority of the Board of Directors.