

Colorado Press Association

CHARTER AND BYLAWS

CHARTER

Section I. The name of this association shall be the Colorado Press Association, Inc.

Section II. The objects of this association are to promote the general interests of daily and weekly newspapers, the improvement of their usefulness and influence in the public interest; to engage in and otherwise to promote research in the newspaper publishing field and to make available to its members the results of such research; and to encourage constantly higher standards of ethics in the newspaper profession, thereby fostering the dissemination of information vital to the public welfare.

Section III. The Board of Directors shall consist of not less than five directors, the number to be determined by the by-laws.

BYLAWS OF COLORADO PRESS ASSOCIATION, INC.

ARTICLE I MEMBERSHIP

Section A. REGULAR MEMBERSHIP. Regular membership in the Colorado Press Association, the full, active, voting membership, shall be vested in the newspaper, and shall be limited to those newspapers recognized as legal newspapers under the publication laws of Colorado. There shall be only one vote per Regular Membership and the owner and/or publisher, or a duly accredited representative of said owner and/or publisher, shall be the one to cast the vote.

All proprietors, executives and employees of a Regular Member newspaper shall be considered members of the Association and shall be entitled to all privileges pertaining thereto, except that voting shall be as provided in Paragraph One of this Section.

At business meeting of this Association only those Regular Members whose dues for the preceding year have been paid shall be eligible to constitute a quorum or to vote upon any election or other matter.

Section B. ASSOCIATE MEMBERSHIP. Associate membership in the Colorado Press Association shall be divided into two groups for the annual assessment of dues. Associate Member applicants shall meet the following qualifications, subject to majority satisfaction of the Board of Directors of the Association:

INDIVIDUAL MEMBERSHIPS--(1) Representatives of out-of-state newspaper; state, regional or national press associations; (2) Former newspaper employees who are retired or otherwise not currently engaged in their profession, freelance writers, authors, photographers or artist; (3) Teachers of journalism and other representatives of accredited educational institutions;

ORGANIZATIONAL MEMBERSHIPS-- (1) Newspapers or other publications not fulfilling the requirements for Regular Membership in the Colorado Press Association; (2) Commercial firms selling products and/or services to newspapers; (3) Trade or professional associations, or other media; (4) Non-profit groups organi-

ized for public benefit or community benefit, government agencies, advertising agencies, or public relations firms, who in the course of their activities provide information and services to newspapers.

The association shall make available to Associate Members a membership logo suitable for reproduction. Such logo shall clearly indicate the word "associate", and shall be distinctly different in appearance than the logo provided to Regular Members for publication reproduction.

Section C. HEALTH INSURANCE. All employees of Colorado Press Association regular and associate members in good standing with the Association are eligible to participate in the CPA-sponsored Multiple Employer Welfare Arrangement program. Participating employers must offer MEWA as the only health insurance option to their employees. Employers may join initially at their current anniversary date (when their plan ends) for the first year. All subsequent new groups must join at open enrollment or when they first receive membership benefits from CPA.

CPA and the CPA MEWA will not discriminate with regard to participation in the MEWA, claims payment, customer service or any other aspect of the plan based on age, race, gender or religious preference..

Section D. RETIRED EXECUTIVES. Retired Executive Membership in the Colorado Press Association shall be offered to any person who has held the position of publisher, manager, editor or executive of any Regular Member newspaper of the Association for a duration of not less than five (5) years and who is presently inactive in the newspaper profession in the State of Colorado.

Section E. HONORARY LIFE MEMBERSHIP. Honorary Life Membership, intended as a mark of honor due for distinguished service to this Association or to the newspaper profession in general, may be granted only by the Association as a whole, by majority vote of the members present at a regular annual business meeting of the Association.

Section F. NEW MEMBERSHIP APPLICATION. Under power delegated by the membership, the officers and Board of Directors may require newspaper applicants for Regular Membership in Colorado Press Association to submit answers to questions regarding circulation, financial standings and credit reputation, and other matters bearing upon a newspaper's qualifications for association with Colorado Press Association. The officers and Board of Directors at any meeting, or by mail, may review such answers, verify them by investigation, and thereby decide by simple majority vote whether or not they will recommend such applicant for membership to the Association as a whole.

In the event of a negative decision by the officers and Board of Directors, the applicant shall be given the option of having his application and questionnaire submitted to the regular voting membership of the Association, at a regular or special meeting, as provided in Article I, SECTION F, or of withdrawing his application.

Section G. MEMBERSHIP LIMITATION. The Regular Members of this Association shall always be the sole judges of the eligibility of any person to membership, and by the majority vote at any lawful meeting may refuse membership to any candidate or cancel the

membership of anyone whose name appears upon the rolls of the Association, provided that in the event of the cancellation of a membership the dues paid by such member for the year in which his or her membership is cancelled shall be returned to him or her on a pro rata basis.

In the event of a question as to eligibility of any member or candidate for membership, the determination of any question shall be by vote of those members in good standing.

The purpose of this section is to preserve to the owners and/or publishers, or their duly constituted representatives, of the Regular Member daily or weekly newspapers in the state of Colorado, at all times the sole right to regulate and limit membership in the Association.

ARTICLE II MEETINGS

Section A. ANNUAL MEETING. The annual meeting shall be held in Denver, Colorado, during the month of February each year, or at a time and place to be fixed by the Board of Directors.

Section B. SUMMER MEETING. A summer meeting may be held at such time and place as decided by majority vote of the Board of Directors.

Section C. NOTICE OF MEETINGS. Written notices of all regular and special meetings shall be mailed to all Regular Members at least ten days before such meetings.

Section D. QUORUM. Those Regular Members present at any regularly called annual meeting or special meeting shall constitute a quorum. A simple majority vote of the Association represented at any regular or special meeting, in person or by proxy, shall be required on any subject pertaining to Association business.

Section E. ATTENDANCE RESTRICTED. Attendance at any business, social or departmental meeting of Colorado Press Association shall be restricted to Regular and Associate members of the Association and their families; and guests invited by officers or directors of the Association, by the committee on invitations appointed by the president or by the convention or meeting committee.

ARTICLE III OFFICERS

Section A. ELEVEN OFFICERS. The officers of the Association shall consist of a chairperson, a president, a vice-president and president-elect, a secretary, a treasurer, and a Board of Directors consisting of the aforementioned five officers and six additional members.

Section B. DUTIES OF PRESIDENT. The duties of the president shall be to preside at all meetings of the Association and to perform generally such duties as devolve upon the presidents of similar organizations. The president shall appoint all committees unless otherwise specifically provided.

Section C. DUTIES OF VICE-PRESIDENT. The vice-president shall, in the absence of the president, perform all the duties of the president and shall accede to the presidency automatically one year after his election as vice-president and president-elect.

Section D. DUTIES OF SECRETARY. The secretary, together with the managing director of the Association, shall keep a record of all proceedings of the corporation and shall have such other duties as are usually incumbent upon the office of secretary of a corporation.

Section E. DUTIES OF TREASURER. The treasurer shall be specifically charged with the duty of maintaining a continuing intelligence of

the financial affairs and condition of the Association, and shall make periodic reports (as covered under the duties of the managing director) jointly with the managing director.

The treasurer together with the managing director shall at all times provide adequate bookkeeping records subject to approval of the Board of Directors, to provide a complete record of the funds of the organization. The treasurer shall have such other duties as are usually incumbent upon the office of treasurer of a corporation.

Section F. DUTIES OF BOARD OF DIRECTORS. The Board of Directors shall have full management and control of the affairs of the Association, and shall perform such other duties as may be prescribed by the by-laws or by a majority vote of the Association at any regular or special meeting.

In emergencies, the Board of Directors may by a majority vote order any necessary Association business conducted by mail.

The immediate past president of the Association shall serve as chairperson of the Board. In the absence of the chairperson, the presiding officer shall be chosen by a majority vote of the Board.

Meetings of the Board shall be at least four times per year, with one of the four meetings occurring in conjunction with the annual meeting of members. The time and place of all meetings shall be determined by the president.

Six members of the Board shall constitute a quorum.

Members of the Board of Directors of the association who fail to attend three consecutive meetings of the Board of Directors shall be deemed to have resigned from the Board.

The Board of Directors of the Association are hereby authorized to designate a charitable or educational organization to which the assets of the Association shall pass upon termination and dissolution of the Association.

ARTICLE IV ELECTION OF OFFICERS

Section A. TERMS OF OFFICE, OFFICERS. The terms of the chairperson, president, vice-president and president-elect, secretary and treasurer shall be one year each and they shall be elected at the annual meeting except that a person elected vice-president and president-elect shall automatically accede to the presidency at the annual meeting one year after his or her election as vice-president and president-elect. Their terms shall start at the conclusion of the meeting and continue for one year or until successors are named.

Section B. TERMS OF OFFICE, BOARD. The Board of Directors shall consist of the chairperson, president, vice-president, secretary, treasurer and six members to be selected from the membership of the Association. No fewer than four of said eleven members shall represent weekly or semi-weekly Regular Members newspapers and no fewer than four shall represent daily Regular Member newspapers. The six members elected to the Board of Directors shall be elected for two-year terms, three members to be elected at each annual meeting. In addition, any unexpired terms of office on the Board of Directors shall be filled temporarily by nomination of the president and ratified by vote of the Board of Directors. The appointee will stand for formal election by the membership of the Association at the annual meeting. A director or officer who, for whatever reason, becomes disassociated with a newspaper during his or her term will be granted a four-month grace period to return to qualified newspaper employment. After four months, the president shall declare the position vacant and nominate a replacement to be ratified by vote of the Board of Directors.

Section C. QUALIFICATION FOR OFFICE. Persons elected to office in this Association shall be members actively and principally engaged as publisher, manager, editor or executive of a Regular Member newspaper in good standing.

Section D. VACANCIES. Any vacancies in the offices or Board of Directors, except the office of president, occurring more than one month before the next annual meeting, shall be filled for the balance of the Association fiscal year by appointment by the president, ratified by vote of the Board of Directors either by mail or in meeting. Vacancy of the office of president shall be filled by the vice-president who in turn will appoint a vice-president, as

hereinbefore provided.

ARTICLE V EXECUTIVE DIRECTOR

Section A. BOARD MAY HIRE, DIRECT. The Board of Directors may contract with the regularly elected secretary of this Association or with any other suitable person to act as Executive Director of this Association; may prescribe the duties and fix his or her compensation and bond as an officer of this Association. The Executive Director shall be custodian of all the property of the Association, and shall perform such duties as shall be delegated to him or her by the Board of Directors or by the Association. He or she shall be authorized to receive and disburse funds of the organization under the supervision and direction of the treasurer and Board of Directors. He or she shall provide a surety bond in the amount of \$10,000.00, or in an additional amount if the Board of Directors deems it necessary, said bond to cover activities of the Executive Director. The Executive Director shall report jointly with the treasurer to the Board and the membership the receipts and disbursements of the Association quarterly, and shall report in detail the condition of the Association funds in his or her custody at any time upon request of the Board of Directors.

ARTICLE VI DUES

Section A. REGULAR MEMBERSHIP DUES. Dues to be paid for membership in this Association shall be determined by three factors: weekly or daily publication, circulation as determined by postal or independent audit, and national commissionable advertising rates as recorded by the Colorado Press Association on October 1 of the year prior to the dues period. Advertising rates for newspapers not converted to SAU measurements shall be computed for dues assessment by the following formula: The national commissionable advertising column inch rate will be divided by the newspaper's pica column width and then multiplied by 12.375, the SAU column width.

Each newspaper member shall be placed in one of the classifications below with the dues assessment to be based on the following schedule, except that no Weekly Newspaper Member shall pay more than \$1,200 dues per year:

Weekly Newspapers under 1,500 circulation shall pay their national commissionable advertising rate converted to SAU measurements times 50 advertising inches.

Weekly Newspapers over 1,500 circulation shall pay \$50 plus their national commissionable advertising rate converted to SAU measurements times 50 advertising inches.

Daily Newspapers under 2,500 circulation shall pay \$150 plus their national commissionable advertising rate converted to SAU measurements times 50 advertising inches.

Daily Newspapers over 2,500 circulation shall pay \$250 plus their national commissionable advertising rate converted to SAU measurements times 50 advertising inches.

Provided, however, should there be instances where one individual, partnership or corporation shall publish two or more legal newspapers under the publication laws of the State of Colorado, when Regular Membership dues shall have been paid for a regular Member Weekly Newspaper over 1,500 circulation or for a Regular Member Daily Newspaper, the Regular Membership dues of the second or subsequent newspaper(s) of lesser circulation shall, regardless of circulation, be only its (their) national commissionable advertising rate converted to SAU measurements times 50 advertising inches.

Furthermore, each Regular Member shall send five copies of each regular or special issue to the Association and the cost of all five subscriptions shall be recorded as dues by the Association;

And provided further, that in no case shall the annual dues of any Regular Member newspaper be increased by more than thirty-three and one-third percent over the total dues assessment for the

immediate preceding year;

Said dues shall be paid in advance annually, or in semi-annual or quarterly payments, as the newspaper shall elect, and of such dues a portion of which as determined by the Board of Directors shall be understood to be full payment for one year's subscription to the Colorado Editor publication of Colorado Press Association.

Section B. ASSOCIATE MEMBERSHIP DUES. The annual dues assessed for Associate Membership in this Association shall be henceforth delegated to the Board of Directors as to the annual amount of assessment, and that of such amount assessed annually, a portion of which as determined by the Board of Directors shall be understood to be full payment for one year's subscription to the Colorado Editor. Said dues shall entitle the Associate member to all rights and privileges of membership except the right to vote.

Section C. RETIRED EXECUTIVE DUES. The annual dues assessed for Retired Executive Membership in this Association shall be henceforth delegated to the Board of Directors as to the annual amount of assessment, and that of such amount assessed annually, a portion of which as determined by the Board of Directors shall be understood to be full payment for one year's subscription to the Colorado Editor. Said dues shall entitle the Retired Executive Member to all rights and privileges of membership except the right to vote.

Section D. COLLECTION OF DUES. Immediately following the February meeting of each year the Board of Directors shall instruct the secretary or treasurer, or both, as to means to be taken for the collection of dues from members who have not paid. If in the opinion of the Board of Directors it seems advisable to draw upon the delinquent members for such dues, such action may be taken. It is recognized by the membership of this Association that membership herein constitutes a permanent, lawful obligation upon each member to pay the dues fixed by the Association for as long as he or she shall remain a member thereof, and that such dues may be collected by any lawful method for any delinquent period until such member shall have relinquished membership in this Association by formal resignation.

ARTICLE VII FREEDOM OF INFORMATION FUND

Section A. FREEDOM OF INFORMATION FUND. For the purposes of educating the public and members of the press in matters dealing with Freedom of Information, each Regular Member of the Association will be assessed a fee, such amount to be determined by the Board of Directors, annually for a Freedom of Information Fund to be administered by the officers.

ARTICLE VIII COMMITTEES

Section A. APPOINTMENT. Before the close of the annual meeting of each year the newly-elected president shall announce the appointment to the following standing committees, to serve during the ensuing year:

Legislative, to have charge of all support of or opposition to any measure pending before the General Assembly;

By-Laws, to which shall be submitted for investigation and report all proposed amendments of these by-laws;

Membership, to act in behalf of the full Regular Membership in studying qualifications, suitability and eligibility for membership of any applicant about whom there may be any question and to pass on such application, either with or without recommendation, as provided in Sections E and F of Article I of these by-laws to the Regular Membership; to survey the field and issue invitations to eligible members, and generally to promote a large, strong and healthy membership in Colorado Press Association.

ACKNOWLEDGMENT

I have read the foregoing Charter and By-Laws of Colorado Press Association and, if accepted as a Newspaper Member, agree to accept the membership obligations stated therein.

Signature of Member

Title

Newspaper

Date

Section B. NOMINATIONS COMMITTEE. A nominations committee to present nominations for officers and directors at the annual meeting shall consist of the five immediate past presidents of the Association. In the event a vacancy may occur, the president shall fill the vacancy or vacancies by appointing another past president or past presidents. At least four months in advance of the annual convention and meeting, the nominating committee shall solicit by regular mail main nominees from members of the Association. Nominations shall come to the nominating committee in the form of a written letter signed by a regular newspaper member of the Association, and the nomination shall state the qualifications of the nominee and his or her consent to serve. A slate of proposed officers and directors shall then be selected by the nominating committee and such slate shall be presented to the membership of the Association by regular mail at least 10 days prior to the annual meeting.

ARTICLE IX AMENDMENT

Section A. TWO-THIRDS VOTE. This Association may amend or annul all or part of these by-laws at any annual or regularly called special meeting, but no change shall be made unless the official call for such meeting, issued 30 days prior to the meeting, shall state that such changes will be considered, and shall give generally the purport and tenor of such proposed changes, along with the recommendation of the by-laws committee. Amendments to these by-laws may be adopted only by a two-thirds vote of the Regular Members present, in person or by proxy.

ARTICLE X PARLIAMENTARY AUTHORITY

Section A. PARLIAMENTARY AUTHORITY. Robert's Rules of Order Newly Revised shall apply on all questions of procedure not specified by these Bylaws.

Revisions as of February 2004

**NEW MEMBER APPLICANTS:
Please fill in the form at the right and
return to the Colorado Press Association
1336 Glenarm Place
Denver, CO 80204
with membership application**