

FLORIDA PRESS ASSOCIATION CONSTITUTION AND BYLAWS

ARTICLE 1.0 NAME

The **name** of the corporation shall be the “Florida Press Association, Inc.,” and the principal place of business where said corporation is to be located is Tallahassee, Florida or such location in Florida as the Directors may from time to time determine.

ARTICLE 2.0 PURPOSES

The **purposes** of the Florida Press Association (the Association) shall be to protect the freedom and advance the ethical standards of the Press of Florida; to promote and encourage higher standards of journalism to the benefit of the industry and the public; to promote and advance the unity, wisdom and justice of the Press; to aid and advance the study and teaching of journalism; to encourage and promote a better understanding between the public and the Press; to cultivate friendly relations among members of the Press; to encourage better business methods and practices; and generally to engage in, and associate with others in, promoting such purposes and the general welfare and interest of its members and of the Press in general in any and all ways consistent with the above nonprofit purposes of the corporation and to engage in any and all such other acts or activities in which a not-for-profit corporation may lawfully engage.

ARTICLE 3.0 MEMBERSHIP

The qualifications of **members** and the manner of their admission are and shall be as follows:

3.1 Present members of the Association shall continue to be members, in the respective classes in which they now fall, for so long as, but only for so long as, they meet the qualifications established in these Bylaws and pay the dues required to maintain such membership.

3.2 Membership in the Association shall be divided into five principal classes: Active, Life, Affiliate, Associate, and Honorary, the qualifications of which are listed below. Active and Life members shall be voting members. Affiliate, Associate and Honorary members shall be non-voting members of the Association. The Board of Directors has the power to determine, in its discretion, whether an applicant meets the qualifications.

3.3 Voting Membership.

3.3.1 **Active members:** A corporation or other legal entity that publishes a printed or digital newspaper or news publication that:

- i. Bears a title or name;
- ii. Reports local, general news and or editorial comment not less than an annual average of 25 percent of the publication’s content of announcements, miscellaneous reading matter, commercial advertising and classified advertising;
- iii. Is circulated and distributed and/or content is created from an established commercial place of business within the state of Florida to subscribers or readers;
- iv. For publications with a printed component, the printed component is at least four or more standard newspaper-size (or 8 or more tabloid-size) pages per publication;
- v. For digital-only publications, its news, editorial and advertising content is updated at least twice-weekly with core content residing on a website (links to other web content may be included);
- vi. For print publications with a digital component that is not updated at least twice-weekly, its print component must be published at least once per week;

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- vii. Is for general circulation and distribution without regard to business, trade, profession or class;
- viii. Does not serve primarily as a platform to promote the interest and/or opinions of a special interest group, individual or cause;
- ix. Has been continuously published for a minimum of one year;
- x. Follows professionally defined and accepted ethics and standards of journalism;
- xi. Is distributed free or paid via print and/or the World Wide Web; and
- xii. Is subject to annual publication verification and submission to the Association of accurate circulation figures or is eligible to print legal advertising or other legal notices and meets page size, content percentage and distribution requirements as indicated above.

Applicants must fully complete the FPA application process, including a Notice of Application published in two consecutive editions of the organization's e-bulletin; submit a current circulation audit performed by a nationally accepted auditing firm (such as AAM or CVC), or a copy of the most recent USPS Statement of Ownership, Management, and Circulation, or provide notarized statements from the firm printing the applicant's newspaper, stating the newspaper's average press run of the past three months.

3.3.2 Life membership may be awarded only to current or former employees of Active members of this Association who have performed some exceptionally meritorious service to the Press of Florida or the Association, or who have brought honor and distinction to themselves or to the newspaper profession. To be eligible for Life membership a person must have served at least 15 years as editor, publisher or manager of an Active member or have rendered at least 15 years service as an officer of the Association, and must have reached the age of 60 years. Life membership is the highest recognition that the Association can confer and carries with it a lifetime individual membership, with all privileges, including the right to vote, but with no dues charged. Life members shall be nominated and elected in the same manner as Honorary members.

3.3.3 The rights and privileges of the voting classes of members are: Each Active member, recorded in the name of the qualified newspaper and each Life member shall cast votes in the meetings and activities of the Association through its owner, publisher, editor or any other person actively engaged in its business and designated in writing by such member. Active membership shall be continuous from year to year unless notice to discontinue such membership is given in writing by the member to the Secretary/Treasurer of the Association, and except that active membership shall terminate when an Active member fails to meet the requirements for Active membership, such termination to be determined by the Board of Directors in its discretion.

3.4 Non-voting Membership. The following entities shall be eligible to apply for Membership in the Association, but shall not be eligible to vote or to become a Director or an Officer of the Association.

3.4.1 Affiliate members: The same qualifications as for Active members except that Affiliate members have not met the requirement of one year of continuous publication. Affiliate members shall be converted to Active members after completing one year of continuous publication, provided that they meet all of the qualifications of Active membership. Affiliate members shall be entitled to all privileges of the Association except

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participation in official business, voting and holding office. Nothing herein contained shall exclude an Affiliate member from holding an office for which Active membership is not required, provided that such Affiliate member is duly elected or appointed to such office.

3.4.2 **Associate membership** may, in the discretion of the Board of Directors, be extended to the following persons or organizations in the following categories, provided in each case that the prospective Associate member is closely and directly allied to the newspaper industry: a) an authorized representative of trade journals, news publications other than newspapers, or firms engaged in the sale or distribution of newspaper services or supplies or creating software administrative or promotional data services to publishers; b) salespersons working for such firms; c) advertising agencies and bona fide public relations firms and their employees when such advertising agencies or public relations firms represent more than one client; d) teachers of journalism in regionally accredited schools and colleges; e) individual persons working for an Active member; f) former editors and publishers; or g) allied advocacy or trade associations supporting and/or fundraising to further journalism and the news industry. Associate members shall be entitled to all social privileges of the Association but are not entitled to participate in the official business, discussions, voting, or the holding of office by reason of their Associate membership. Nothing herein contained shall exclude an Associate member from holding an office for which Active membership is not required, provided that such Associate member is duly elected or appointed to such office.

3.4.4. Associate member privileges: Associate members shall be entitled to all social privileges of the Association but are not entitled to participate in the official business, discussions, voting, or the holding of office by reason of their Associate membership. Associate members shall be entitled to services provided by the FPA Legal Hotline. Nothing herein contained shall exclude an Associate member from holding an office for which Active membership is not required, provided that such Associate member is duly elected or appointed to such office.

3.4.5 **Honorary membership** in the Association may be awarded to newspaper men and women and other citizens who have performed distinguished service for the Press of Florida or for the Association, upon approval by the Board of Directors. Honorary members shall be entitled to all privileges of the Association except participation in official business, voting and holding office. Nothing herein contained shall exclude an Honorary member from holding an office for which Active membership is not required, provided that such Honorary member is duly elected or appointed to such office.

3.5 **Termination/Rights and Privileges.** Any membership may be terminated without the assignment of cause, by a majority vote of the Board present and voting at any duly convened meeting of the Board, provided that written notice of the intention to consider removal of such member has been included in the notice of the meeting. A member shall not be removed without having the opportunity to be heard at such meeting, but a formal hearing procedure need not be followed. A member has no vested or transferable right, interest, or privilege in or to the assets, functions, affairs or franchises of the Association, so long as that person is given an opportunity to be heard, if his or her membership is terminated against his or her will.

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3.6 Requirements of members publishing public notices and legal advertising. Any member that publishes public notices and legal advertising must upload their notices and advertising in a timely manner to the website maintained by the association.

ARTICLE 4.0 DUTIES OF OFFICERS AND BOARD MEMBERS

The present officers of the Association, whether de jure or de facto, shall continue to serve and perform the duties of their office, in accordance with the existing Charter and the established custom of the Association until the officers to act under this revised Charter are duly elected, appointed and qualified.

4.1 The **officers** under this Charter, and their respective powers, duties and terms of office are:

4.1.1 A **Chairperson**, who shall hold office for one year and until his or her successor is qualified, and who shall succeed to this position from the position of Vice Chairperson. The Chairperson is the Chief Elected Officer and shall preside at all regular and special sessions of the Association. He or she shall have general supervision of the affairs of the Association and shall make reports to the Board of Directors and to the membership at the regular annual meeting and at such other meetings as are deemed necessary. He or she also shall make interim reports to the membership through special bulletins when warranted by matters of sufficient importance. He or she shall have the authority to appoint all committees, standing or ad hoc, except as otherwise stated in Article 7.0 Committees, and to handle other matters as may be required from time to time. He or she shall, in times of recognized emergency, carry on all functions of the Association as he or she may see fit, until the next regular meeting, provided he or she shall have the approval of a majority of the Board of Directors unless otherwise allowed in Article 9.0 Emergency Bylaws. During such emergency, the procedures set forth below in Article 9.0 apply.

4.1.2 An **Immediate Past Chairperson**, who shall hold office for one year and who shall succeed to this position immediately after completing his or her one-year term as Chairperson. He or she shall serve on the Association's Executive Committee and shall chair the Nominating/Membership Committee.

4.1.3 A **Vice Chairperson**, who shall hold office for one year and who shall succeed to this position from the position of Secretary/Treasurer. The Vice Chairperson shall perform the duties and have the powers of the Chairperson during his or her absence, or after the death or during the disability of the Chairperson and shall chair the Association's Bylaws and Governance Committee.

4.1.4 A **Secretary/Treasurer**, who shall hold office for one year and whose duties shall be to assist the Chairperson and give notice or cause to give notice of all meetings of the Board of Directors. He or she shall serve on the Association's Audit and Finance Committee and shall make a financial report to the Board at each of its meetings.

4.1.5 A **President and Chief Executive Officer**, who shall serve as the Chief Staff Officer of the Association. He or she shall have such powers and perform such duties as from time to time may be prescribed by the board of Directors, and also shall be responsible for

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maintaining accurate records and minutes of the meetings. He or she shall keep all necessary records pertaining to the office and shall make regular reports to the Board of Directors.

4.1.6 Removal of Officers. Any Officer may be removed by a majority vote of the Board with or without cause whenever in its sole judgment the best interests of the Association may be served thereby.

4.2 A Board of Directors shall be charged with the governance of the affairs of the Association and normally shall consist of not less than fourteen (14) members, including the Chairperson of the Association, the Vice Chairperson, the Secretary/Treasurer and the Immediate Past Chairperson. There also shall be six Directors elected to represent the Active membership of the Association. These elected Directors shall serve two-year terms, with elections rotated so that three Directors are elected each year. There shall be representation from the varied forms of newspapers and news delivery services qualifying for active membership to ensure fair representation. The Nominating/Membership Committee, with the consent of the Board, also shall nominate from the Active membership two Directors at-large for one-year terms. The Nominating/Membership Committee also shall nominate, with the approval of the Board, two Associate member Directors as ex-officio, non-voting members of the Board for one-year terms. The Board shall have final approval of the appointment of officers and directors of the Association's subsidiary company, in accordance with the articles and bylaws of the Association's subsidiary.

4.2.1 Removal of Directors by Directors. Any Director may be removed from office, without the assignment of any cause, by a vote of the majority of the Directors in office and voting at any duly convened meeting of the Board, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. A Director shall not be removed without having the opportunity to be heard at such meeting, but a formal hearing procedure need not be followed. Cause for removal shall be deemed to exist when a Director, without reasonable cause, shall fail to participate in three (3) consecutive regular meetings or when the Director has engaged in any other conduct as shall be determined in the sole discretion of the Board to be harmful to the Association. A Director removed from office shall be eligible for reelection to the Board after a period of not less than one (1) year after removal.

4.2.2 Removal of Directors by Members. All or any of the members of the Board of Directors may be removed from office without assigning any cause by the affirmative vote of two-thirds (2/3) of the Active and Life Members present and voting at a special or annual meeting of the Members, provided that written notice of the intention to consider removal of such Director(s) has been included in the notice of the meeting. A Director shall not be removed without having the opportunity to be heard at such meeting, but a formal hearing procedure need not be followed. In case the Board or any one or more Directors are so removed, new Directors may be elected at the same meeting.

4.3 Compensation. Except as otherwise set forth herein, the Directors and Officers of the Association shall serve without compensation.

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ARTICLE 5.0 MEETINGS

5.1 Membership Meetings. At least one (1) general Membership meeting shall be held annually, the purpose of which is to elect Officers and conduct such other business as may be necessary to oversee the affairs of the Association. A special Membership meeting may be held, upon petition by the Chairperson or by ten (10) or more Active or Life members, if such a meeting serves the interests of the Association. At least thirty (30) days' notice shall be given of all special Membership meetings, and such notice shall include the subject of such special meeting.

5.2 Board Meetings. The Board shall meet at least three (3) times a year. Additional meetings may be scheduled upon petition by the Chairperson or three (3) or more Board members with at least thirty (30) days' notice stating the time, place and purpose of any special meeting. One or more Directors may participate, including being deemed present in person and to vote, in a meeting of the Board or any committee thereof by means of a conference telephone or similar method of communications by which all persons participating in the meeting can hear each other.

5.3 Place of Meetings. Meetings may be held at such place within or without Florida as the Board may from time to time determine.

5.4 Notice. Whenever notice is required to be given to any Member or Director, it may be given to such person either personally or by sending a copy thereof by first-class or express mail, postage prepaid, or by courier service, charges prepaid, or by facsimile transmission, or by email to that Member's or Director's address or facsimile number appearing on the Association's books, or in the case of Directors, supplied by that person to the Association for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the mail or with the courier service for delivery, or in the case of facsimile or email, when dispatched. Such notice shall specify the place, date and time of the meeting and any other information, which may be required by law or these Bylaws.

5.5 Waiver of Notice. Any required notice may be waived by written consent of the person entitled to such notice either before or after the time for giving of notice. Attendance of a person at a meeting shall constitute a waiver of notice, except where a person attends only to object to the transaction of any business because the meeting was not lawfully called or convened.

5.6 Quorum. At any duly authorized regular or special meeting of the Membership, at least twenty (20) Active or Life members must be present to constitute a quorum for the transaction of business. At any duly authorized regular or special meeting of the Board, a simple majority of the full Board membership must be present to constitute a quorum for the transaction of business. Full Board membership includes the Officers. The Directors or Members present at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of enough Directors or Members to leave less than a quorum. If a meeting cannot be convened because a quorum has not attended, those present may reschedule the meeting to such time and place as they may determine. In the case of any meeting called for any other purpose, those who attend the rescheduled meetings,

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although less than a quorum as fixed in this section, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of such rescheduled meeting states that those Members who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter and such written notice is given to each Member of record entitled to vote at such rescheduled meeting at least ten (10) days prior to the day named for the rescheduled meeting.

5.7 Rules of Order. Robert's Rules of Order, Newly Revised Edition, shall be the authority in all meetings of the Association.

ARTICLE 6.0 ELECTIONS

6.1 The Secretary/Treasurer and three of the six elected Directors shall be elected at the annual convention of the Association by a majority vote of those members present and voting and shall hold office until their successors are elected and qualified. The Secretary/Treasurer shall hold office for one year, the elected Directors for two years. Officers and Board members shall begin their duties at the close of the annual convention. Nominations for these officers and all directors shall be made by the Nominating/Membership Committee.

6.2 In the event of a vacancy in the office of Chairperson, the Vice Chairperson shall automatically become Chairperson.

6.3 In the event of a vacancy in the office of Chairperson after the Vice Chairperson has assumed the office, the Board of Directors shall meet at once by conference call or in person and elect a Chairperson from among the membership of the Board to complete the unexpired term.

6.4 In the event of a vacancy in the office of Secretary/Treasurer after the Secretary/Treasurer has assumed the office, the nominating/membership committee shall select a replacement, and the Board of Directors at their next regularly scheduled meeting shall confirm or reject by majority vote. If the board of directors rejects the replacement for Secretary/Treasurer, a general meeting of the membership will be held with 30 days notice and the nominating/membership committee's recommendation will be put to a vote of the general membership. The General membership may vote to approve the nominee or by majority vote may select a new nominee, providing they meet all qualifications for the position of Secretary/Treasurer.

6.5 In the event of a vacancy in the office of an elected Director, the Board, by majority vote, shall appoint a replacement to fill the position until the next annual meeting, at which time a replacement shall be elected by majority vote of those Association members present and voting.

6.6 A vacancy in the office of an appointed Director shall be filled by a replacement appointed by the Chairperson, with the approval of the Board at its next scheduled meeting.

6.7 The President and Chief Executive Officer shall be appointed by the board of directors. He or she need not be a member of the Association.

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ARTICLE 7.0 COMMITTEES

The Association, when needed, shall have four (4) Standing Committees (Executive, Nominating/Membership, Bylaws and Governance, and Audit and Finance) and such Ad Hoc Committees as the Chairperson and/or the Board may at times require to carry out the Association's purposes.

7.1 Executive Committee. The chairperson, immediate past chairperson, vice chairperson and secretary/treasurer shall constitute the Executive Committee, which shall exercise the powers and perform the duties of the Board between meetings of the Board except to the extent that the Board, by resolution, may restrict the Executive Committee from time to time. Three voting members of the Executive Committee shall constitute a quorum, whether in person or by conference call, for the transaction of business. The committee shall appoint staff to serve as a non-voting, ex-officio member of the committee. With unanimous written consent, executive committee action may be taken without meeting.

7.2 Nominating/Membership Committee. All candidates for elective office and for the Board of Directors shall be nominated by the Nominating/Membership Committee, which shall be comprised of the chairperson, vice chairperson, immediate past chairperson and the Secretary/Treasurer. The President and Chief Executive Officer shall serve as an ex-officio, non-voting member of the Nominating/Membership Committee. The immediate past chairperson shall chair the Nominating/Membership Committee. The committee shall make every effort to select representatives from different newspaper organizations and various regions of the state, seeking diversity in representation of the membership. The committee shall review the candidates for directors and shall select those candidates who commit to attend the meetings of the Association and the Board and to abide by the Association's code of conduct. The Nominating/Membership Committee shall provide the Association's Secretary with a ballot containing at least one nominee for every elective office and each open Director seat on the Board. The Nominating/Membership Committee shall administer the Association's membership policies (Article 3.0), shall review qualifications for membership in the Association as needed, and shall recommend to the Board of Directors new members for Board approval or the removal of members from good standing when necessary.

7.4 Bylaws and Governance Committee. The Bylaws and Governance Committee shall be chaired by the Vice Chairperson of the Association. Additional members may be appointed by the chairperson from within the Board of Directors. The Bylaws and Governance Committee shall periodically review the Constitution and Bylaws to ascertain the document's currency and shall propose any revisions to the Board for its consideration and approval prior to submitting revisions to the Voting Members for approval at the annual meeting. The committee also shall consider such other matters regarding the Association's governance as the Chairperson or the Board may from time to time determine are necessary for the continued smooth operation of the Association. The Association's general counsel shall serve as an ex-officio, non-voting member of the committee.

7.5 Audit and Finance Committee. The Secretary/Treasurer of the Association shall serve as a member of the Audit and Finance Committee. The Chairperson shall appoint a director with experience and expertise in finance and accounting to chair the committee. He or she also may appoint other members to the committee from within or without the Board, but all

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appointed members should have experience and expertise in finance and accounting. The Audit and Finance Committee shall select the auditors and review the findings of the annual audit. The committee shall review budgets prepared by the staff and shall recommend to the Board of Directors any changes deemed desirable.

7.8 Ad hoc Committees. The Chairperson and/or Board may appoint such ad hoc committees as they consider appropriate to conduct Association business that is not already handled by a Standing Committee. The Association's Chairperson may designate the chairs of such committees and may select members from voting and/or non-voting members of the Association. The terms of ad hoc committees and of their members normally shall expire at the end of the appointing Chairperson's term.

ARTICLE 8.0 DUES AND OTHER FINANCIAL MATTERS OF THE ASSOCIATION

8.1 Dues. The Board has the power to fix dues and assess fines, which become an indebtedness to the Association, and has the power to expel any member for failure to pay such dues and fines. Dues for all membership categories shall be set by a majority vote of the Board of Directors.

8.2 Certified Public Accountants. The Association shall engage on at least a biennial basis a firm of certified public accountants to audit the Association's finances and records in such form as the Board shall desire.

8.3 Fiscal Year. The calendar year also shall be the fiscal year.

ARTICLE 9.0 EMERGENCY BYLAWS

9.1 The Emergency Bylaws shall operate during any emergency in the conduct of the business of the Association resulting from any catastrophic event (e.g. Hurricane), notwithstanding any different provision in the preceding articles of the Bylaws or in the Florida Nonprofit Corporation Act. An emergency is considered to exist if a quorum of the Association's directors cannot readily be assembled due to the catastrophic event. The Emergency Bylaws shall remain in effect during such emergency and upon its termination they shall cease to operate.

9.2 During any such emergency

9.2.1 A meeting of the Board of Directors may be called by any officer or director of the Association. The person calling the meeting shall give notice of the time and place of the meeting to such directors as it may be feasible to reach by any available means of communication, including but not limited to publication or radio. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.

9.2.2 At any such meeting of the Board, a quorum shall consist of at least one (1) officer and three (3) other Board members.

9.2.3 The Board, either before or during any such emergency, may provide, and from

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time to time modify, lines of succession in the event that during such an emergency any or all officers or agents of the Association shall for any reason be rendered incapable of discharging their duties. Either before or during any such emergency, the Board may change the principal place of business, effective in the emergency, or designate several alternative such locations or regional offices, or authorize the officers to do so.

9.3 No officer, director, or employee acting in accordance with these Emergency Bylaws shall be liable except for willful misconduct.

9.4 The Emergency Bylaws shall be subject to repeal or change by further action of the Board or by action of the members, but no such repeal or change shall modify the provisions of the preceding paragraph with regard to action taken prior to the time of such repeal or change. Any amendment of these Emergency Bylaws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

ARTICLE 10.0 AMENDMENTS

10.1 This Constitution and Bylaws may be amended by a two-thirds majority of the members present and voting at any regular or special meeting provided that notice of such proposed amendment or revision shall be given at least thirty (30) days prior to said meeting. Roll call shall be declared upon demand. Voting may be by voice or by ballot.

10.2 Notice of proposed amendments may be given by publication in the Association's official bulletin and/or newspaper or by special mailed notice to the membership at least thirty (30) days prior to the date that the proposed amendment is to be voted on.

10.3 Amendments shall become effective upon adjournment of the annual meeting, unless otherwise stated.

“Approved and ordered filed in the Circuit Court, Third Judicial Circuit, In and For Suwannee County, Live Oak, Florida, November 22, 1952, by R. H. Rowe, Judge.”

Amended at the General Business Meeting: Pensacola, October 27, 1973; Marco Island, October 5, 1984; Pensacola, June 13, 1987; Ponte Vedra, June 27, 2003; Sarasota, June 11, 2004; Daytona Beach, September 28, 2007; Orlando, June 6, 2008, Sarasota, June 18, 2010; Miramar Beach, July 6, 2012; St. Petersburg, July 12, 2019; Tampa, February 16, 2023.