



Kansas Press Association

Constitution and Bylaws of the
Kansas Press Association Inc.

Constitution

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Constitution

Article I — Name

The name of this organization shall be the Kansas Press Association Inc.

Article II — Location

The principal office of the Association shall be at 5423 SW 7th Street in Topeka, Kansas. The Association may maintain additional or temporary offices as deemed necessary by the Board of Directors.

Article III — Purpose and Powers

SECTION 1. Purpose.

The mission of the Association shall be to serve and advance the interests of Kansas newspapers.

SECTION 2. Powers.

This shall be a nonprofit organization. No profits, either currently or upon dissolution, shall benefit any private individual. Any excess of income over necessary business expenditures, whenever distributed, shall be paid to a charitable or educational institution as designated by majority vote of the Board of Directors.

SECTION 3. Authority to Purchase Stock.

The Board of Directors, by a majority vote, shall be authorized to purchase stock of any corporation and to use it, along with any proceeds, to promote and encourage the objectives of the Association.

Article IV — Membership and Friend Status.

SECTION 1. Membership Classifications and Eligibility.

Affiliation with the Association shall consist of four membership classifications: Active, Associate, Student and Retired. Eligibility for membership shall be follows:

- A. Active membership may be granted by the Board of Directors to any Kansas newspaper that meets these qualifications: is published at least 50 times per year; is admitted to Periodicals mailing privileges by the U.S. Postal Service; is devoted to the general interests of the community in which it is circulated; and is paid for by subscriptions from at least 50 percent of its readers.
- B. Associate membership may be granted by the Board of Directors to any Kansas newspaper that does not meet the requirements for active membership.
- C. Student membership may be granted by the Board of Directors to any Kansas high school, community college, college or university newspaper.
- D. Retired membership may be granted by the Board of Directors to any retiree or former employee of a Kansas newspaper.

SECTION 2. Friend Status and Eligibility.

Friend of the Kansas Press Association status may be granted by the Board of Directors to (1) any person, corporation or organization engaged in furnishing machinery, equipment, supplies or services to Kansas newspapers; or (2) any advertisers, advertising agencies or public relations representatives interested in the promotion and well being of the Kansas newspaper industry; or (3) any other person, firm or corporation having a professional involvement with newspapers or otherwise demonstrating a professional interest in the newspaper industry.

SECTION 3. Voting and Board Privileges.

Each newspaper that holds an active membership in the Association shall be entitled to one vote at all regular and special meetings of the Association. Persons employed as editor or publisher of a newspaper that holds active membership in the Association shall be eligible to serve on the Board of Directors.

SECTION 4. Vesting of Membership.

All memberships shall be vested with the newspaper, not with the persons who represent them. When a representative of a member newspaper ceases to be employed by that newspaper, he or she will no longer be eligible to vote or to serve on the Board of Directors.

SECTION 5. Application for Membership or Friend Status.

Applications for membership or friend status shall be available from the Association office and should be submitted to the Executive Director. Applications for membership or friend status shall be accompanied by at least one-quarter payment of annual dues. The Executive Director may present eligible applications to the Board of Directors for consideration at any regular or special meeting. Membership or friend status may be granted by a majority vote of the Board of Directors.

SECTION 6. Resignation.

Any member or friend may voluntarily terminate membership in the Association by providing written notice of such intention to the Executive Director. Resignations shall be accepted by the Board of the Directors upon fulfillment of all obligations up to the date of termination. All rights and privileges of membership or friend status shall cease upon termination.

SECTION 7. Suspension and Expulsion.

Any membership or friend status may be suspended or terminated for cause by a two-thirds vote of the Board of Directors. The member or friend shall be sent notice of the charges and of the time and place of the meeting at which suspension or expulsion shall be considered. The member or friend shall have the opportunity to appear in person at the meeting to present any defense to such charges. Sufficient cause for suspension or expulsion of membership or friend status shall be violation of the Association's Constitution and Bylaws, or any lawful rule or practice duly adopted by the Association, or any other conduct contrary to the interests of the Association.

SECTION 8. Districts.

The membership shall be divided into five districts based upon geographic location. Each district shall be represented by a district director on the Board of Directors. The districts shall be as follows and shall include the following counties:

1. **Northeast:** Atchison, Brown, Clay, Doniphan, Douglas, Franklin, Jackson, Jefferson, Johnson, Leavenworth, Marshall, Miami, Nemaha, Osage, Pottawatomie, Riley, Shawnee, Wabaunsee, Washington and Wyandotte.
2. **Southeast:** Allen, Anderson, Bourbon, Chautauqua, Cherokee, Coffey, Crawford, Elk, Greenwood, Linn, Labette, Montgomery, Neosho, Wilson and Woodson.
3. **Central:** Butler, Chase, Cowley, Dickinson, Geary, Harper, Harvey, Kingman, Lyon, Marion, McPherson, Morris, Reno, Rice, Sedgwick and Sumner.
4. **Northwest:** Barton, Cheyenne, Cloud, Decatur, Ellis, Ellsworth, Gove, Graham, Jewell, Lincoln, Logan, Mitchell, Norton, Osborne, Ottawa, Phillips, Rawlins, Republic, Rooks, Russell, Saline,

Sheridan, Sherman, Smith, Thomas, Trego and Wallace.

5. **Southwest:** Barber, Clark, Comanche, Edwards, Finney, Ford, Grant, Gray, Greeley, Hamilton, Haskell, Hodgeman, Kearny, Kiowa, Lane, Meade, Morton, Ness, Pawnee, Pratt, Rush, Scott, Seward, Stafford, Stanton, Stevens and Wichita.

Article V — Dues

SECTION 1. The annual dues for each membership classification and friend status shall be determined by the Board of Directors.

SECTION 2. Members and friends shall be invoiced in November for annual dues for the ensuing year. Dues, or at least one-quarter payment, shall be paid no later than Feb. 1 of the membership year.

SECTION 3. Members and friends who fail to pay their dues by Feb. 1 of the membership year shall be given notice by the Executive Director. If payment arrangements are not made within 30 days of the notice, the membership or friend status shall, without further notice, be terminated and all rights and privileges of membership or friend status shall be forfeited.

SECTION 4. Special assessments may be authorized by a two-thirds vote of all members present at any regular or special meeting of the Association, provided written notice of the intention to authorize such assessment is issued to all members at least 30 days prior to the meeting.

Article VI — Meetings

SECTION 1. Regular Meetings.

The Association shall meet at least annually to conduct Association business. The annual meeting shall take place in April in conjunction with the Association's convention. Members shall be provided notice of the agenda, time and place of all business meetings at least 30 days prior to the meeting.

SECTION 2. Special Meetings.

Special meetings of the Association may be called by the President or by a majority vote of the Board of Directors. Members shall be provided notice of the agenda, time and place of all special meetings at least 10 days prior to the meeting.

SECTION 3. Quorum.

Those members attending in answer to any notice of a regular or special meeting, of which due notice was rendered, shall constitute a quorum for the transaction of business.

SECTION 4. Order of Business.

The order of business shall follow parliamentary procedure as defined by "Robert's Rules of Order." The order of business may be altered or suspended at any meeting by a majority vote of the members present.

Article VII — Elections and Nominations

SECTION 1. Members of the Board of Directors shall be elected by majority vote of members present at the Association's annual meeting.

SECTION 2. Members elected to the Board of Directors shall take office at the close of the annual meeting.

SECTION 3. Nominating Committee.

The President shall appoint a nominating committee, by Jan. 15, to consist of four past presidents and up to two additional members selected by the President.

SECTION 4. Nomination Process.

Each district should recommend to the nominating committee, by Feb. 15, a member from the district to serve as the respective district director. If a district fails to submit a recommendation, the nominating committee shall select a candidate on its own accord. Members should self-nominate, by Feb. 15, for any other Board position utilizing an application available from the Association office. Upon reviewing all recommendations and self-nominations, the nominating committee shall submit to the Executive Director, by March 1, its slate of candidates for the Board of Directors. The Executive Director shall circulate the slate of candidates to all active members prior to April 1.

SECTION 5. Elections.

The chairman of the nominating committee shall read the slate of candidates during the annual meeting, after which members present at the meeting may nominate additional candidates for consideration.

Article VIII — Board of Directors

SECTION 1. The Board of Directors shall supervise, control and direct the affairs of the Association; shall determine its policies or changes to policies within the limits of the Bylaws; and shall have discretion in the disbursement of the Association's funds.

SECTION 2. The Board of Directors shall consist of 13 voting members and one ex-officio member as follows:

1. The membership shall elect to a one-year term: President, First Vice President, Second Vice President and Treasurer. If at all possible, the members serving in these four positions shall alternate between being representatives of a daily and nondaily newspaper (i.e. if the president is from a nondaily newspaper, the first vice president should be from a daily newspaper, the second vice president should be from a nondaily newspaper and the treasurer should be from a daily newspaper).
2. The membership shall elect to a two-year term: Northeast District Director, Southeast District Director, Central District Director; Northwest District Director and Southwest District Director. Directors from the Central and Northwest districts shall be elected during even-numbered years. Directors from the Northeast, Southeast and Southwest districts shall be elected during odd-numbered years. No district director may be elected to more than three consecutive terms.
3. The President shall appoint to a one-year term: Legislative Director, Nondaily Membership Director and Daily Membership Director.
4. The Immediate Past President shall serve a one-year term following the year of his or her presidency.
5. If, in the event no person can be identified to fill a district director position, the board is authorized to make an at-large appointment to that position to serve until a district representative is named. (Ratified at annual business meeting of the Kansas Press Association on April 12, 2014)
6. The Executive Director shall serve as an ex-officio, non-voting member.

SECTION 3. Regular Board Meetings.

The Board of Directors shall meet no less than four times per year. Regular meetings shall be scheduled by the President. The Executive Director shall give notice to each board member of the meeting agenda, time and place at least 30 days prior to the meeting.

SECTION 4. Special Board Meetings.

The Board of Directors may hold special meetings at the request of the President or a majority of the board. The Executive Director shall give notice to each board member of the meeting agenda, time and place.

SECTION 5. Executive Session.

The Board of Directors, upon a majority vote, may go into executive session during any regular or special meeting. Only members of the board, and individuals designated by the board as pertinent to the discussion, may be present during an executive session.

SECTION 6. Quorum.

Eight voting members of the Board of Directors shall constitute a quorum for the transaction of business.

SECTION 7. Absences.

Any member of the Board of Directors unable to attend a board meeting shall notify the President or Executive Director in advance of the absence. If a director is absent from three consecutive meetings — for reasons that the board has failed to declare to be sufficient — the director's resignation shall be deemed tendered and accepted.

SECTION 8. Compensation.

Directors, as such, shall not receive compensation for their service on the Board of Directors. The board may, however, by a majority vote authorize reimbursement of expenses incurred by directors during the performance of their duties to the Association.

SECTION 9. Resignation or Removal.

A director may resign at any time by giving written notice to the President or Executive Director. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance by the President. A director may be removed by a two-thirds vote of the Board of Directors at any regular meeting, provided the director has been given 30 days written notice of the reasons for such intended removal.

SECTION 10. Vacancies.

The First Vice President shall act in the absence of the President, and shall succeed to the presidency should the President be unable to fulfill his or her term. For all other board positions, a vacancy may be filled by a majority vote of the Board of Directors from among members eligible for the vacant position.

Article X — Amendments

SECTION 1. The Constitution may be amended by a majority vote of active members present at the Association's annual meeting, provided written notice of such amendments is issued to all active members at least 30 days prior to the meeting.

Bylaws

Article I — Board Position Descriptions

A. The President, as the principal officer of the Association, shall:

1. Serve a one-year term upon election by the membership at the Association's annual meeting;
2. Be employed as publisher or editor for a newspaper that holds active membership in the Association;
3. Call and preside over all meetings of the Board of Directors, the Executive Committee and the membership;
4. Appoint members to fill the board positions of Nondaily Membership Director, Daily Membership Director and Legislative Director;
5. Lead the Executive Director and the board in determining the direction of the Association;
6. Review and co-sign expenditures of the Association in the absence of the Treasurer;
7. Serve as principal spokesperson for the Association;
8. Serve as an ex-officio member of all committees except the nominating committee;
9. Serve as an ex-officio member of the Kansas Newspaper Foundation board of directors;
10. Attend the Association's annual convention and all district meetings;
11. Have served at least one term on the Board of Directors prior to serving as President.

B. The First Vice President shall:

1. Serve a one-year term upon election by the membership at the Association's annual meeting;
2. Be employed as publisher or editor by a newspaper that holds active membership in the Association;
3. Fulfill the duties of the presidency in the absence of the President;
4. Serve as chairman of the Member Services Committee, and appoint members to serve on the committee upon approval by the Board of Directors;
5. Review and co-sign expenditures of the Association in the absence of the Treasurer.
6. Serve as a member of the Executive Committee;
7. Attend the Association's annual convention and his or her respective district meeting.
8. Other duties as assigned by the President;
9. Have served at least a one-year term on the Board of Directors prior to serving as First Vice President.

C. The Second Vice President shall:

1. Serve a one-year term upon election by the membership at the Association's annual meeting;
2. Be employed as publisher or editor by a newspaper that holds active membership in the Association;
3. Review and co-sign expenditures of the Association in the absence of the Treasurer;
4. Serve as a member of the Executive Committee;
5. Attend the Association's annual convention and his or her respective district meeting.
6. Other duties as assigned by the President.
7. Shall have served at least a one-year term on the Board of Directors prior to serving as Second Vice President.

D. The Treasurer, as official custodian of the Association's funds, shall:

1. Serve a one-year term upon election by the membership at the Association's annual meeting;
2. Be employed as publisher or editor by a newspaper that holds active membership in the Association;

3. Review and co-sign expenditures of the Association;
4. Serve as a member of the Executive Committee;
5. Report to the board and the membership on all financial matters;
6. Ensure proper execution of the Association's fiscal management policies;
7. Attend the Association's annual convention and his or her respective district meeting;
8. Other duties as assigned by the President;
9. Have served at least a one-year term on the Board of Directors prior to serving as Treasurer.

E. The Immediate Past President shall:

1. Serve a one-year term immediately following his or her term as President;
2. Be employed as publisher or editor by a newspaper that holds active membership in the Association;
3. Serve as chairman of the Nominating Committee;
4. Attend the Association's convention and his or her respective district meeting;
5. Serve as a voting member of the Kansas Newspaper Foundation board of directors;
6. Other duties as assigned by the President.

F. The Legislative Director shall:

1. Serve a one-year term upon appointment by the President;
2. Be employed as publisher or editor by a newspaper that holds active membership in the Association;
3. Serve as chairman of the Legislative Committee, and appoint members to serve on the committee upon approval by the Board of Directors;
4. Counsel the Executive Director on legislative matters and strategies that affect the newspaper industry and/or the Association;
5. Report to the board and the membership on legislative matters;
6. Attend the Association's annual convention and his or her respective district meeting;
7. Other duties as assigned by the President.

G. The District Directors shall:

1. Serve a two-year term upon election by the membership at the Association's annual meeting. (Directors from the Central and Northwest districts shall be elected during even-numbered years and directors from the Southeast, Southwest and Northeast districts shall be elected during odd-numbered years);
2. Be employed as publisher or editor by a newspaper that holds active membership in the Association and is located in the respective district;
3. Call and preside over all meetings of members in their district;
4. Develop a communication system among members in their district;
5. Report to the board on the interests and concerns of their district, and report to their district on actions of the board;
6. Assist with membership recruitment/retention and participation in their district;
7. Attend the Association's annual convention and his or her respective district meeting;
8. Other duties as assigned by the President.

H. The Daily Membership Director shall:

1. Serve a one-year term upon appointment by the President;
2. Be employed as publisher or editor by a daily newspaper that holds active membership in the Association;
3. Prepare for and preside over the roundtable discussion of daily members at the Association's convention;

4. Assist with membership recruitment/retention and participation among daily members;
5. Develop a communication system among daily members;
6. Report to the board on the interests and concerns of daily members, and report to the daily members on actions of the board;
7. Attend the Association's annual convention and his or her respective district meeting;
8. Other duties as assigned by the President.

I. The Nondaily Membership Director shall:

1. Serve a one-year term upon appointment by the President;
2. Be employed as publisher or editor by a nondaily newspaper that holds active membership in the Association;
3. Prepare for and preside over the roundtable discussion of nondaily members at the Association's convention;
4. Assist with membership recruitment/retention and participation among nondaily members;
5. Develop a communication system among nondaily members;
6. Report to the board on the interests and concerns of nondaily members, and report to the nondaily members on actions of the board;
7. Attend the Association's annual convention and his or her respective district meeting;
8. Other duties as assigned by the President.

J. The Executive Director, as the chief operating officer of the Association, shall:

1. Serve as an ex-officio, non-voting member of the Board of Directors;
2. Serve as an ex-officio member of the Executive Committee;
3. Review and co-sign all expenditures of the Association;
4. Serve as an ex-officio member of the Kansas Newspaper Foundation board of directors;
5. Other duties as specified in Article V of the Bylaws and as assigned by the President.

Article II — Committees

SECTION 1. The President, upon the approval of the Board of Directors, shall appoint standing committees as provided for in the Association's Constitution and Bylaws. The President shall also have the authority, upon the approval of the Board of Directors, to appoint special committees and/or advisory boards as may be deemed necessary by the board.

SECTION 2. Executive Committee.

The Executive Committee shall be delegated all the powers and duties of the Board of Directors when the board is not in session, except such powers and duties as are otherwise delegated by the Association's Constitution and Bylaws. Projects of the Executive Committee shall include, but are not limited to:

1. Meeting annually to evaluate the Executive Director, and determine any salary increases or bonus plans for the ensuing year;
2. Developing, distributing and collecting an evaluation of the Executive Director from each staff member on an annual basis;
3. All actions of the Executive Committee are subject to review by the Board of Directors. The Executive Committee shall consist of the President as chairman, First Vice President, Second Vice President and Treasurer. The Executive Director shall serve as an ex-officio member.

SECTION 3. Finance Committee.

The Finance Committee shall oversee the Association's financial practices, including, but not limited to:

1. Selecting an auditor and authorizing an annual audit of the Association's finances;
2. Reviewing the Association's proposed budget prior to board review;

3. Reviewing the general ledger, cash disbursements and credit card charges;
4. Reviewing staff salaries as set by the Executive Director;
5. All actions of the Finance Committee are subject to review by the Board of Directors. The Executive Committee may serve as the Finance Committee with the Treasurer as chairman.

SECTION 4. Nominating Committee.

The Nominating Committee shall propose a slate of candidates for the Association's Board of Directors prior to each annual meeting. The Nominating Committee shall consist of four past presidents and up to two additional members selected by the President. The immediate past president shall serve as chairman.

SECTION 5. Legislative Committee.

The Legislative Committee shall provide direction for the Association's legislative efforts. All actions of the Legislative Committee are subject to review by the Board of Directors. The Legislative Committee shall consist of the Legislative Director as chairman, Executive Director and up to five additional members as appointed by the Legislative Director upon approval of the Board of Directors.

SECTION 6. Member Services Committee.

The Member Services Committee shall provide direction for the Association's member services department. All actions of the Member Services Committee are subject to review by the Board of Directors. The Member Services Committee shall consist of the First Vice President as chairman and up to five additional members as appointed by the First Vice President upon approval of the Board of Directors.

Article III — Fiscal Management

SECTION 1. Fiscal Year.

The fiscal year of the Association shall be the same as a calendar year.

SECTION 2. Management Practices.

1. The Executive Director shall provide the Board of Directors with the following on a quarterly basis or as requested by the board: cash flow statement, check register, copies of Association credit card statements, copies of bank statements and an aging report.
2. All expenditures and contractual obligations by the Association in excess of \$5,000 shall require board approval.
3. All checks written on the Association's accounts shall require two signatures, one of which is an authorized board member.
4. Vehicles, credit cards and other assets or property owned by the Association shall be reserved only for Association-related business.
5. Revisions to the Association's employee manual shall be subject to approval by the Board of Directors, and shall be reviewed by an attorney prior to implementation.

SECTION 3. Bonding.

The Executive Director or any other person entrusted with the handling of Association finances shall, at the discretion of the Board of Directors, furnish, at the expense of the Association, a fidelity bond approved by the board in a sum determined by the board.

SECTION 4. Audit.

An annual audit of the Association's finances shall be performed by an independent accountant.

Article IV — Official Publication

The official publication of the Association shall be the Kansas Publisher newsletter.

Article V— Executive Director and Staff

SECTION 1. The Association shall employ a full-time Executive Director — who shall serve at the will of the Board of Directors — to act as chief operating officer of the Association. The Executive Director shall serve as an ex-officio member of the Board of Directors; shall serve as the corporate secretary of the Association; and shall be responsible for maintaining the official minutes of all meetings of the Association and Board of Directors. The Board of Directors shall determine the Executive Director's salary and term of service.

SECTION 2. Any other staff members employed by the Association shall be determined by, and shall report to, the Executive Director. The Executive Director shall determine all other staff members' salaries, job descriptions and terms of service. The Executive Director shall notify the Executive Committee prior to the hiring or firing of staff, or other significant personnel changes.

Article VI — Director & Officer Liability

SECTION 1. No member of the Board of Directors shall have liability to the corporation or its members for breach of fiduciary duty as a director, provided that such director did not act intentionally or in bad faith, did not knowingly violate the law and did not derive personal benefit from such actions.

Article VII — Amendments

SECTION 1. The Bylaws may be amended by a two-thirds vote of the Board of Directors at any regular or special meeting of the board.