

## ARTICLE I – ASSOCIATION

The North Carolina Press Association is a not-for-profit corporation organized and operating pursuant to Chapter 55A of the North Carolina General Statutes and is a non-profit association within the meaning of Section 501(c)(6) of the Internal Revenue Code.

## ARTICLE II - MISSION

The North Carolina Press Association’s mission is to support North Carolina newspapers, readership and advertising. The Association works to protect the public's right to know through the defense of open government and First Amendment freedoms and to help maintain the public's access to local, state and federal governments.

## ARTICLE III - MEMBERS

**Section 1. Active Members.** In order to be eligible for membership in this Association as an Active Member, a person, firm, or corporation must be and continue to be engaged in the publication of a newspaper as hereinafter defined.

(a) Newspaper Defined. The word “newspaper,” within the meaning of the Articles of Incorporation and the bylaws of this Corporation, shall mean and include only a printed publication on sheets of paper, containing, among other things, reports produced locally of current events and news and editorial commentaries of interest to the general reading public on political, social, moral, financial, religious and other subjects, which publication shall be published and issued (regardless of place of printing) from a known office of publication within the State of North Carolina. The known office of publication must be a public office where the business of the publication is transacted during normal business hours. No such printed publication shall be considered or construed to be a newspaper within the meaning of that term as used in these bylaws unless it shall have been regularly and continuously issued and circulated at least once per week for a period of twelve months, or unless it shall have been regularly and continuously issued and circulated at least monthly for two years and at least once per week for a period of six months.

A printed publication containing an average of less than 25 percent news shall not be considered or construed to be a newspaper within the meaning of that term as used in these bylaws. Neither a change of ownership, nor a change of name, nor a change of location of the office, plant or place of business, nor a consolidation of newspapers, shall destroy the identity or continuity of a newspaper otherwise meeting the qualifications of a

newspaper as herein identified. A temporary suspension of publication shall not preclude any such printed publication from qualifying as a newspaper as herein defined, if otherwise qualified as herein provided.

The Board of Directors of this Association, by majority vote, shall have the authority to determine whether or not a particular publication qualifies or continues to qualify as a newspaper herein defined; provided, however, that any applicant for Active membership or any Active Member of the Association dissatisfied with the determination of the Board as to whether or not a particular publication qualifies or continues to qualify as a newspaper as herein defined shall have the right to have the question decided by the Active Members of the association at a regular or special meeting by majority vote, which decision by the Active Members shall be conclusive and binding upon all persons, firms and corporations. Any applicant or any Active Member of the Association desiring to challenge the determination by the Board of Directors shall file with the Secretary-Treasurer, within thirty (30) days after the Board determination, a written request to have the question decided by the Active Members of the Association, and, thereupon, the question shall be presented for decision by the Active Members at the next meeting of the members of the Association.

(b) Special Interest Publication Defined. The wording “special interest publication,” within the meaning of the Articles of Incorporation and the bylaws of this Corporation, shall mean and include only a printed publication which by its content is directed toward less than a general audience. All other definitions regarding frequency and duration of publication, format, origin of publication, office of publication, change of ownership, suspension of publication, qualification for membership, and appeal of membership privileges as set forth in Section 2 (a) shall apply.

(c) Divisions of Active Members Within Association. There shall be two divisions of Active Members: (1) The Associated Dailies of North Carolina consisting of Active Members that are daily newspapers, which shall be defined as newspapers publishing in print five or more times per week and (2) The North Carolina Association of Community Newspapers consisting of Active Members that are non-daily newspapers. Each division shall determine its own organizational structure, including officers and rules for the orderly conduct of its affairs; provided, however, that neither division shall require dues for divisional membership over and above the dues prescribed for membership in the Association. Every Active Member, upon election to membership in the Association, shall automatically become a member of the Association.

**Section 2. Additional Membership Classifications.** In addition to Active Members as defined in Section 2, the Association may have members in the following classifications.

(a) Continuing Members. A person who has retired from a position as editor or publisher, or other significant management position of a newspaper which is an Active member may be elected to membership as a Continuing Member. Continuing members shall pay such dues, and shall enjoy such membership privileges, as shall be determined from time to time by the Board of Directors; provided, however, that Continuing Members shall not be granted voting privileges or the privilege, without leave, of participating in debate concerning any official action of the association.

(b) Associate Members. Persons, firms, corporations, agencies and associations determined by the Board of Directors to be appropriately concerned with furthering the objectives of the Association may be elected to membership as Associate Members. Associate Members may include, but shall not necessarily be limited to, news services, newspaper syndicates, trade journals, advertising and public relations firms, governmental agencies, and manufacturers and distributors of printing and publishing supplies and equipment. Associate Members shall pay such dues, and shall enjoy such membership privileges, as the Board of Directors shall determine from time to time; provided, however, that Associate Members shall not be granted voting privileges or the privilege, without leave, of participating in debate concerning any official action of the association.

(c) Online Members. A publication that has been published and updated at least once a week for the previous 12-month period and continues to be updated no less than once a week shall be eligible if it is devoted principally to the dissemination of original news content, with news constituting a minimum of 25 percent of overall content; does not serve primarily as a platform to promote the interest and/or opinions of an individual or non-journalistic cause; has a known North Carolina-based office of publication, open to the public, where business or publication is transacted, with a local telephone number that is included in each updated publication; and abides by copyright, trademark and all other state and federal laws. Online publications shall have no voting privileges or the privilege, without leave, of participating in debate concerning any official action of the association.

(d) Honorary Members. Upon recommendation of the Board of Directors, persons who have rendered distinguished service in the fields of journalism, journalism education or newspaper publishing may be elected as Honorary Members by the votes of a majority of the Active Members of the Association present and voting at any regular or special meeting of the members. Any

Active Member may propose any person for Honorary Membership by submitting such person's name and qualifications in writing to the Secretary-Treasurer of the Association for presentation to the Board of Directors for its consideration. Honorary membership shall be for life. Honorary Members shall enjoy such membership privileges as shall be determined from time to time by the Board of Directors but shall not have the privilege, without leave, of participating in debate concerning any official action of the association.

**Section 3. Election of Members.** Election to membership in any classification shall be upon written application filed with the Executive Director of the association. Every application shall be upon a standard form, approved by the Board of Directors, containing information sufficient to enable the Board to determine whether the applicant is qualified for membership in the classification requested; provided, however, that no publication shall be elected an Active Member unless it shall have furnished with its application its four most recently published issues. All members, except Honorary Members, shall be elected by majority vote of the members of the Board of Directors present and voting at any regular or special meeting.

**Section 4. Membership Dues.**

(a) No membership dues shall be payable by Honorary Members. All other members of the Association shall pay such annual dues as may be prescribed from time to time, by resolution adopted by the votes of a majority of the Active Members of the Association present and voting at any regular or special meeting of the Active Members of the Association. From time to time, the Board of Directors may and should make recommendations to the Active Members concerning dues.

(b) Dues shall be due and payable on or before the first day of August of each year for the fiscal year of the association commencing on that date. Written or electronic statements of dues shall be mailed by the Secretary-Treasurer or a designated representative to each Member not later than the 15th day of July of each year, setting forth amount payable.

(c) Every member which or who shall not have paid the prescribed dues for each membership by the first day of October of each year shall be stricken by the Secretary-Treasurer or a designated representative from the membership roll and shall no longer be considered a member of the Association. Former members stricken from the membership roll for failure to pay membership dues within the time prescribed may be reinstated upon the payment of all dues delinquent at the time such membership was discontinued, together with payment of the current dues then payable.

**Section 5.** Expulsion of Members. Any member who shall violate any of the rules of this Association may be expelled and discontinued as a member upon a two-thirds vote of the Active Members present at any meeting; provided, that any member whose expulsion for violation of the Association rules shall be given at least ten days written notice of such proposed action in advance of the meeting at which the matter will be voted upon.

**Section 6.** Challenge of Continued Qualifications of an Active Member. If the continued qualification of an Active Member newspaper should be questioned by another Active Member, the Board of Directors, after at least ten (10) days written notice to the challenged member, shall have a hearing on the question, at which the challenged member shall have a right to be heard in response to allegations that the member fails to meet the qualifications for membership; and after such hearing, the Board of Directors is authorized to determine the question, and if the Board determines that the member fails to meet the qualifications, the Board may order the membership terminated; provided, however, that the Active Member whose continued qualification was challenged and the Active Member who challenged the continued qualification shall each have a right to have the question decided by the Active Members of the Association, by filing with the Secretary-Treasurer, within thirty (30) days after the Board determination, a written request to have the question decided by the Active Members at the next meeting of the members of the Association, whose decision, by majority vote, shall be conclusive and binding upon all persons, firms and corporations.

**Section 7.** Voting Rights. Each Active Member shall be entitled to only one vote upon any matter or issue being acted upon at any meeting of the members of the Corporation.

#### **ARTICLE IV - OFFICERS**

**Section 1.** Enumeration of Officers. The officers of this Association shall be a President, a Vice President and a Secretary-Treasurer. No one person may hold the position of Secretary-Treasurer of North Carolina Press Association and Secretary-Treasurer of North Carolina Press Services.

There shall be such other officers as determined from time to time and at any time by the Active Members of the Association by majority vote, including one or more additional Vice Presidents, an Assistant Secretary-Treasurer, and an executive officer whose title shall be determined by the Board of Directors, referred to in these Bylaws as Executive Director.

**Section 2.** Election of President and Vice Presidents. The President and each Vice President shall be elected from among the member-participants, that is, the owners, editors, publishers, officers and other authorized representatives of Active Member

Newspapers in good standing. The President and every Vice President shall be elected by the Active Members at the Annual Meeting of the Association for terms of one year and until their respective successors shall be elected and qualified.

**Section 3. Secretary-Treasurer.** The Secretary-Treasurer shall be elected by the Board of Directors to serve at the pleasure of the Board.

**Section 4. Executive Director.** An Executive Director (who may be given such other title as determined by the Board of Directors) may be employed from time to time by the Board of Directors and shall serve at the pleasure of the Board. The Executive Director shall have such powers, functions and duties as prescribed by the Board of Directors. Membership in the North Carolina Press Association, Inc. as a member-participant shall not be a prerequisite for holding the position of Executive Director. The Board of Directors is authorized to enter into written contracts embodying the terms and conditions of the Executive Director's employment (including, without limitation, the Executive Director's compensation). The Board of Directors also is authorized to contract in writing with appropriate persons, firms or corporations to provide clerical and management services to the Association. The terms and conditions of such contracts (including, without limitation, compensation for such services) shall be determined by the Board of Directors.

**Section 5. Attorney.** The Board of Directors shall have authority to employ an attorney at law to render legal advice and services to the Association and to advise the member newspapers on legal matters, who shall be known as General Counsel of the North Carolina Press Association. The Board is also authorized to employ another attorney who shall be known as Associate General Counsel, whose functions and duties may be determined by the Board of Directors by agreement with such attorney so employed. In addition to legal services, the General Counsel or the Associate General Counsel may be appointed as Legislative Agent and authorized to represent this Association in legislative matters before the General Assembly of North Carolina. The attorney employed by the Board of Directors as General Counsel and the attorney employed as Associate General Counsel shall serve at the pleasure of the Board

**Section 6. President, Vice President, Functions; Successors.**

(a) The President shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and of the Board of Directors and shall have the right to call special meetings thereof. The President shall exercise the rights and powers and perform the duties customarily and lawfully exercised and performed by a president of an association (and corporation) of this type.

(b) In the absence of the President from meetings of the Association or the Board, the Vice President shall preside. Upon the death, resignation or other permanent incapacity of the President, the Vice President shall succeed to the office of President and shall serve as President for the remainder of the term. In such case, the Board of Directors shall elect a Vice President to serve during the remainder of the term of the office so vacated.

**Section 7. Secretary-Treasurer, Duties.**

(a) The Secretary-Treasurer or a designated representative shall keep an accurate record of the proceedings and actions of the Association and of the Board of Directors; superintend the print of the official publications of the Association; keep an up-to-date list of the members of the Association; collect, receive, deposit and safely keep the monies from membership dues and other funds belonging to the Association; and shall make disbursements of the Association's funds as authorized by the Budget of the Association or by order or authority of the Board of Directors. The Secretary-Treasurer shall accurately and faithfully account for all funds of the Association; and shall submit a written report to the Association at the annual meeting each year. The Secretary-Treasurer shall perform the duties and exercise the rights and powers customarily and lawfully performed and exercised by the Secretary and the Treasurer of an association (corporation) of this type; and shall perform such duties as authorized and directed by the Board of Directors. In the absence or incapacity of the Secretary-Treasurer, or if that office becomes vacant for any reason, the Board shall elect a new Secretary-Treasurer who shall perform the duties of Secretary-Treasurer.

(b) The financial accounts and records of the Secretary-Treasurer shall be audited annually by a Certified Public Accountant who shall make a written audit report to the Board of Directors.

**Section 8. Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 9. Bonds.** The Board of Directors may by resolution require any officer, agent, or employee of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

## ARTICLE V - BOARD OF DIRECTORS

### Section 1. Election of Directors; Terms; Eligibility.

(a) The affairs of the Association shall be managed by a Board of Directors consisting of the President, the Vice President, the Secretary-Treasurer, the immediate Past President, the President of the Associated Dailies, the President of the North Carolina Association of Community Newspapers, and seven to nine additional directors. The President of the Associated Dailies and the President of the North Carolina Association of Community Newspapers shall serve on the board during their respective terms as presidents of their respective divisions. Directors shall be elected by the voting members annually to serve three-year terms or until their respective successors shall have been elected and qualified. In the event of a vacancy in the office of director, such vacancy shall be filled as provided in Section 10. Directors may be elected for no more than two consecutive terms. The directors shall be chosen from among the member-participants representing Active Member Newspapers in good standing.

(b) In the event a member of the Board of Directors shall be elected President of the Association and his term as director shall not have expired, his office as such director shall be vacated for the remainder of the term for which he had been elected, and the vacancy shall be filled by the Active Members of the Association at the Annual Meeting, and such person elected to fill such vacancy shall serve during the remainder of such term and until his successor shall have been elected and qualified.

(c) All members of the Board of Directors shall have the right to vote upon every question and matter presented to the Board. Votes may be conducted through electronic means, such as by telephone or by electronic mail.

(d) Executive Committee. The Board of Directors shall have an Executive Committee, consisting of the President, the Vice President, the Secretary-Treasurer, and the immediate Past President. During the interim between meetings of the Board of Directors, the Executive Committee shall have power to consider and take action upon any and all matters within the authority and jurisdiction of the Board of Directors, except that the Executive Committee shall not exercise any authority as to matters enumerated in paragraph (a) of Section 2 of Article III of the Bylaws, items (1), (2), (3), (4). The limitation of authority prescribed in the first sentence of Section 4 of Article V of the Bylaws shall not apply to the Executive Committee. The Executive Committee is authorized to act by means of a conference telephone or similar communications device which allows all persons participating to hear each other as authorized by statute G.S. 55A-8-20. Action taken by the



members of the Executive Committee without a formal meeting shall constitute committee action if written consent to the action in question is signed by all of the members of the Executive Committee and filed in the Minute Book of the Association. Minutes of all meetings of the Executive Committee shall be made and recorded and preserved in the Minute Book of the Association. The President or the Vice President shall have authority to call a meeting of the Executive Committee from time to time and at any time, upon three days notice to all members of the Committee stating the time, place, and purposes of the meeting. Any member of the committee may waive notice of the time, place and purpose of any meeting, by written waiver.

## **Section 2. Committees of the Board.**

(a) As provided by General Statutes of North Carolina 55A-8-25, the Board of Directors, by resolution adopted by a majority of the number of Directors then in office, may designate one or more committees each of which shall consist of two or more Directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have authority as to the following matters:

- (1) The dissolution, merger or consolidation of the Corporation; the amendment of the charter of the Corporation; or the sale, lease or exchange of all or substantially all of the property of the Corporation.
- (2) The designation of any such committee or the filling of vacancies in the Board of Directors or in any such committee.
- (3) The amendment or repeal of the bylaws, or the adoption of new bylaws.
- (4) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

(b) Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

(c) Any committee, or any member thereof, may be discharged or removed by action of a majority of the Board of Directors. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any member thereof, of any responsibility or liability imposed upon it or him by law.

(d) Retired employees of Active Members who have become Honorary Members of the Association are eligible to serve on committees and shall have the privilege of debating and voting on matters that come before the committee. Participation as a voting member of a committee shall not confer upon a retired member of the industry the right to vote on issues that come before the general membership.

**Section 3. Meetings.** The Board of Directors shall meet at least three times per year at any place selected by the Chair of the Board or by the Board itself. The Association shall have an Annual Meeting. The Board shall meet at such other times and places as the Board may consider advisable or upon the call of the Chair. Regular or special meetings may be held within or without the State of North Carolina.

**Section 4. Notice of Meetings.** Regular meetings of the Board of Directors may be held without notice at such place or places as the Board of Directors may from time to time designate. Written notice of every special meeting of the Board of Directors, stating the time, place and purpose or purposes of the meeting, shall be delivered to each member of the Board of Directors not less than three days before the date of any such special meeting, personally or by email, at the direction of the Chair (if he calls the meeting) or the Board of Directors. Any notice of any regular or special meeting of the Board of Directors published in the official organ of the Association shall constitute a sufficient notice to every member of the Board of Directors to whom a copy of the official organ containing such notice is distributed.

**Section 5. Waiver of Notice.** Any Director may waive notice of any meeting. The attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 6. Manner of Acting.** Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 7. Informal Action by Directors or Executive Committee.** Any action which is required to be taken which may be taken by the Board of Directors or by the Executive Committee may be taken without a meeting of the Board of Directors or of the Executive Committee, as the case may be, if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board of Directors then in office or by all of the members of the Executive Committee, as the case may be, and filed with the minutes of the meetings of the Board and of the Executive Committee, whether done before or after the action so taken.

**Section 8. Quorum.** A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

**Section 9. Chair and Secretary of the Board.** The President of the Association shall be Chair of the Board of Directors, and the Secretary-Treasurer of the Association shall be the Secretary of the Board of Directors.

**Section 10. Vacancies Filled.** In the event of a vacancy in the office of Vice President or Secretary-Treasurer, the Board of Directors shall fill the vacancy for the remainder of the term. In the event of a vacancy among the Directors elected as such by the Active Members of the Association, the vacancy shall be filled by the Board of Directors for the remainder of the fiscal year during which such vacancy occurred; the Active Members shall fill the vacancy for the remainder of the term at the next Annual Meeting after the vacancy occurred. If a person who has been elected to the Board of Directors shall also be elected president of the North Carolina Associated Dailies or the North Carolina Association of Community Newspapers, such person shall appoint a representative from the appropriate membership division to serve in the director's position allocated the president of that division.

**Section 11. Contract, Loans, Checks and Drafts.**

(a) The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

(b) No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

(c) All checks, drafts or other orders for the payment of money, issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

## **ARTICLE VI - NOMINATIONS AND ELECTIONS**

**Section 1. Nominating Committee.** At least 60 days in advance of the Annual Meeting, the President shall appoint a Nominating Committee of three members, preferably former presidents of the Association, whose duty it shall be to nominate

officers and directors for election at the Annual Meeting of the Association. In the intervening months between the appointment of this committee and the Annual Meeting, members of the Association shall be encouraged to write to members of the Nominating Committee, suggesting candidates, who, by reason of their ability, leadership qualities and personalities, should make suitable officers and directors of the Association. The Nominating Committee may, if it chooses, nominate more than one person for each office and for each vacancy on the Board of Directors to be filled. In addition to nominations made by the Nominating Committee, any Active member-participant may nominate candidates from the floor at any meeting at which officers or directors are being elected. The Nominating Committee in making nominations for directors shall nominate persons associated with Active Member newspapers so that at all times the membership of the Board of Directors shall be fairly and equitably proportioned so that the directors will represent generally all areas of North Carolina and all sizes of newspapers according to circulation.

**Section 2. Time for Having Elections.** At the Annual Meeting of the Association each year, held at such time and place as may be selected by the Board of Directors, a session shall be held for the purpose of electing officers and directors, the time and place of which session shall be included on the program of the Annual Meeting. At such session, the Nominating Committee shall make its report, and after an opportunity has been given for making other nominations, the Active Members of the Association present shall proceed to elect officers and directors, by ballot or otherwise, as determined at such session. The candidates who receive a majority of the votes cast shall be elected.

## **ARTICLE VII - ASSOCIATION COMMITTEES**

**Section 1. Committees.** The President may appoint such committees as she or he deems appropriate and necessary. All committee members shall be appointed from the active membership of the Association or shall be former members of the Association who have retired, and at least one member of each such committee shall be a Director of the Association. If the President appoints a Finance Committee, the Secretary-Treasurer chair that Committee.

**Section 2. Memorials.** Prior to the Annual Meeting of the Association, the President shall designate a representative whose duty shall be to conduct a memorial service during a session at the Annual Meeting to honor the memory of such member-participants or friends of the Association who have died since the last Annual Meeting.

**Section 3. Limitation of Authority.** No committee shall have power to make financial commitments or to create financial obligations binding on the Association, unless specifically authorized by the Board of Directors. Committees of the Board of

Directors (composed entirely by members of the Board) shall be governed by the provisions of Section 2 of Article III of these Bylaws.

## **ARTICLE VIII - MEETINGS OF THE ASSOCIATION**

**Section 1. Annual Meeting.** The Association shall hold a business meeting annually (“the Annual Meeting”), and the Board of Directors shall decide whether that meeting will be held in conjunction with Winter Institute or a Summer Convention. The board shall give at least sixty (60) days notice to the members of the time and place of the Annual Meeting. Officers and Directors will be elected at the Annual Meeting, and if the Annual Meeting takes place at the Winter Institute, the terms of Officers and Directors will begin and end at a special meeting of the board of directors scheduled by the executive committee during the summer months. Otherwise, terms will begin August 1.

**Section 2. Special Meetings.** Special meetings of the Active Members of the Association may be called by the President, upon the recommendation of a majority of the members of the Board of Directors and may be held at such time and place as may be determined by the Board of Directors.

**Section 3. Notice of Meetings.** Notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten or more than fifty days before the date of the meeting by the Secretary-Treasurer or a designated representative, to each Active Member of record entitled to vote at such meeting. A notice of the time and place of the meeting and, in case of a special meeting, the purpose or purposes of such meeting, when published in the official organ of the Association, shall be sufficient notice of every such meeting (regular or special). Such notice to Active Members shall be deemed to have been given to each Active Member when deposited in the United States mail addressed to such Active Member at the address of such member as it appears on the membership records of the Association, with proper postage thereon prepaid, or when emailed to the Active Member’s representative as designated. In case of an Annual Meeting or the Winter Meeting, the notice of such meeting need not specifically state the business to be transacted at such meeting unless such a statement is specifically required by the provisions of the North Carolina Non-Profit Corporation Act.

**Section 4. Business Sessions.** The Annual Meeting shall include a general session at which regular business may be acted upon as scheduled on the program. Miscellaneous business may be brought up and acted upon at any time and at any general session when such business will not conflict with the regular order of business as shown on the program.

**Section 5.** Meetings Opened with Prayer. The opening session of the Annual Meeting of the Association shall be opened with prayer.

**Section 6.** Program for Meetings. Prior to the Annual Meeting, the President and the Secretary-Treasurer, by and with the assistance of the Board of Directors, shall prepare and cause to be distributed a program for the next Annual Meeting.

**Section 7.** Quorum. Twenty Active Members present at any meeting or session of the Association shall constitute a quorum.

#### **ARTICLE IX - OFFICIAL ORGAN**

**Section 1.** The Executive Director shall publish or cause to be published periodically a newspaper, newsletter bulletin or other publication which shall be designated as the official organ of the Association. Such publication shall be distributed regularly to all Active Members of the association. Members and Directors shall be charged with notice of all official matters of the Association appearing therein. Articles of interest to member-participants shall be published in such publication.

#### **ARTICLE X - FISCAL YEAR**

The fiscal year of the Association shall be from the first day of August to the 31st day of July each year.

#### **ARTICLE XI - AMENDMENTS**

**Section 1.** These Bylaws may be amended at any meeting of the Association by a majority vote of members present and voting; provided, however, that no such action may be taken at a special meeting, unless the proposed amendment or amendments or a summary thereof shall have been included in the notice of such special meeting.

As amended and approved March 10, 2017