

# TPA Constitution and Bylaws

as revised through November 10, 2016

## ARTICLE I

The name of this organization shall be the Tennessee Press Association.

## ARTICLE II

The location of the principal office of this Association shall be determined by a two-thirds majority vote of the Association's Board of Directors.

## ARTICLE III

Section 1. The purpose or objects for which this Association is to be formed are to do any and all of the things hereinafter set forth, to the same extent as natural persons might or could do not prohibited by the laws of the State of Tennessee, nor the laws of the United States of America.

Section 2. To unite the newspapers of Tennessee into a voluntary non-profit educational association to promote the welfare of the newspaper industry.

Section 3. To make surveys, examinations and suggestions which will constructively assist the members of this Association to raise the standards of service.

Section 4. To plan, design, construct, install, repair and improve, buy or otherwise acquire, own, hold, use, operate, sell, lease or otherwise dispose of such building or buildings, or other property as this Association may require in its operation.

Section 5. To borrow money.

## ARTICLE IV

The existence of this Association shall begin this day, to wit, June 7, 1941, and the duration of this Association shall be perpetual.

## ARTICLE V

Section 1. The membership shall be of three classes: Active, Associate and Honorary.

Section 2. Active membership shall be limited to bonafide newspapers of general circulation in Tennessee. Active membership shall be held and recorded in the name of the newspaper and shall entitle the owner, publisher, editor or any person

actively engaged in the management to participate in all the Association meetings and activities; provided however, that each membership shall be entitled to but one vote. Each newspaper's voting representative shall be designated by the publisher or, if there is no publisher, the chief executive officer.

Section 3. A bonafide newspaper of general circulation is a newspaper:

1. having a name or title;
  2. regularly issued at least as frequently as once a week, and which is operated for profits;
  3. Having a valid circulation that is audited by a third-party company or organization which has been approved by a majority vote of the Board of Directors. Circulation may be subject to further independent audit if requested by a majority vote of the Board of Directors.
  4. being not less than four (4) pages;
  5. published continuously (unless prevented by an Act of God or strike) during the immediately preceding one year period;
  6. which publishes news of general interest, miscellaneous reading matter, legal or other announcements and notices, and news and information concerning current happenings and passing events of a political, social, religious, commercial financial or legal nature, and advertisements or bulletins;
  7. which is circulated generally in the political subdivision in which it is published and in which notice is to be given;
  8. which contains no more than 75% advertising in more than half of the issues published during a 12-month period, including all advertising inserts in said newspaper;
- Provided, however, a publication that is published by and for a specific organization, association, profession, religion, denomination, or business; or is a trade journal, or business house organ, or which does not publish news and information as set forth in Subsection 6; or which publishes news and information for its particular organization, association, profession, religion, denomination, or business, is not a newspaper as defined

in this section.

Section 4. Associate membership shall be limited to authorized representatives of trade journals of allied industries, advertising agencies, public relations firms and/or public relations departments of private firms and public agencies, vendors to the newspaper industry, schools and departments of journalism, and retired editors and publisher of Tennessee newspapers.

Each Associate Membership shall be reviewed annually by the board of directors, and the board shall approve or disapprove tenure of the membership for the ensuing year. Such membership shall be social only and not entitled to a vote.

Section 5. There will be two classes of honorary members: past presidents or their surviving spouses, and others who have served the Association well. Past presidents no longer active with a member newspaper shall automatically become honorary members and belong to the Past Presidents' Council. For others to become honorary members, they must be nominated by a representative of a member newspaper, and the nomination shall be considered at two meetings of the Association Board of Directors. The vote on acceptance at the second meeting shall be by secret ballot, and if there is one negative vote it shall fail and the name of that person may not be considered again for at least one year. Honorary members shall be entitled to attend all meetings of the Association and serve on boards and committees, but they may not hold any office or have a vote. The Board may revoke for cause the membership of those who are not past presidents.

Section 6. Applications for membership shall be made in writing to the Executive Director and shall be accepted or rejected by the Board of Directors. However, no application for membership shall be considered where applicant has pending a proceeding under the Bankruptcy Laws of the United States, unless it is a Chapter 11 proceeding where the Court has approved a Plan of Reorganization which does not preclude the applicant membership and participation in this

Organization.

Section 7. A member newspaper may challenge the circulation totals reported by another member newspaper or an applicant for membership and request an independent audit to verify the accuracy of the circulation reported. The challenging member newspaper will be required to post a cash bond in an amount to be determined by the Board of Director, and submit affidavit satisfying the Board there is reasonable cause for the challenge. Said bond shall be adequate to cover the audit cost. If the board grants the request, the executive committee of the Tennessee Press Association shall select an auditor independent of the parties. The auditor shall be given access to the records and personnel of the challenged newspaper necessary to complete the audit. The auditors shall prepare a written report consisting of detailed findings to the executive committee. If the audit shows that the circulation claim in dispute is not more than ten (10) percent greater than the audited number, the audit cost shall be paid from the bond posted by the challenging newspaper. The challenged newspaper's circulation shall be certified accurate. If the auditor determines that the circulation claim in dispute is more than ten (10) percent greater than the audited number, the audit cost shall be paid by the audited newspaper and the cash bond of the challenging member newspaper shall then be returned. If the audit report indicates that the circulation claim in dispute is more than ten (10) percent greater than the audited circulation, or that the records maintained are insufficient to allow a determination to be made, the challenged newspaper shall correct the deficiencies within twenty (20) days, and shall cause a second audit to be performed at their expense by the same auditor within sixty (60) days of the initial report. If the challenged newspaper fails to correct the deficiencies prior to the second audit performed within the sixty (60) day time period or if the second audit shows that deficiencies still exist, the challenged newspaper shall be expelled from membership or denied membership.

## ARTICLE VI

Section 1. The Association shall hold a minimum of two meetings a year, a winter and a summer meeting, at a place and time to be designated by the Board of Directors. Notice containing time and place of such meetings shall be given to all members at least thirty days before the meeting date.

Section 2. The active membership in attendance at any regular or special meeting of the Association shall constitute a quorum.

## ARTICLE VII

Section 1. Officers of the Association shall be: President, two Vice-Presidents, Treasurer, Secretary, Immediate Past President and Executive Director.

Section 2. The affairs of the Association shall be managed by a Board of Directors, constituted as follows: three directors from each district of the state elected by the membership, together with the President, the Immediate Past President, the two Vice-Presidents, the Secretary and the Treasurer. The Board shall hold meetings at least two times a year, or oftener if required, meeting at the call of the President or at the request of five members of the Board. Five members of the board shall constitute a quorum. Any action of the Board of Directors may be appealed by any active member to the general membership assembled at any business session.

Section 3. The districts for election of directors and officers shall be:

District 1—the counties of Lake, Dyer, Lauderdale, Tipton, Shelby, Obion, Gibson, Crockett, Haywood, Fayette, Weakley, Madison, Hardeman, Henry, Carroll, Henderson, Chester, McNairy, Benton, Decatur, Hardin, Stewart, Houston, Humphreys, Perry, Wayne, Montgomery, Dickson, Hickman, Lewis, Lawrence, and Maury;

District 2—the counties of Robertson, Cheatham, Davidson, Williamson, Marshall, Giles, Lincoln, Moore, Bedford, Rutherford, Wilson, Sumner, Macon, Trousdale, Smith, DeKalb, Cannon, Coffee, Franklin, Warren, Grundy, Marion, Clay, Jackson, Putnam, White, Van Buren, Sequatchie, Hamilton, Bradley,

Pickett, and Overton;

District 3—the counties of Scott, Morgan, Fentress, Cumberland, Bledsoe, Rhea, Meigs, McMinn, Polk, Roane, Loudon, Monroe, Campbell, Union, Anderson, Knox, Blount, Claiborne, Grainger, Hamblen, Jefferson, Sevier, Hancock, Hawkins, Greene, Cocke, Sullivan, Washington, Unicoi, Carter, and Johnson.

Directors shall serve terms of two years. The directors from the even-numbered districts being elected in even-numbered years, and the directors from the odd-numbered districts being elected in odd-numbered years.

Terms of the officers shall be for one year.

Section 4. Officers and Directors, except the Executive Director, shall be elected by the members at a regularly scheduled business meeting, to be installed and to assume office at the close of said meeting, and serve until their successors are elected and installed. They shall be chosen from owners, publishers, editors or persons actively engaged in the operation of member newspapers and shall serve without compensation, but no person shall be eligible to hold any office or chairmanship of any committee of the Association unless his or her principal position (or work) is in the active publication of the newspaper he or she represents in the Association.

One Vice-President shall be chosen from the daily newspaper group and one Vice-President shall be chosen from the weekly newspaper group, provided that one each of the three principal officers, President and Vice-Presidents, shall be elected from each of the three districts of the state designated for selection of officers.

Section 5. The business office and affairs of the Association shall be managed by an Executive Director, who shall be appointed by the Board of Directors at a compensation to be fixed by the Board. The Executive Director need not be a member of the Association. The Executive Director shall in general have such responsibilities and duties as the Board of Directors shall designate.

Section 6. No employee may have when employed or acquire while employed any

ownership of any media property or a company which owns any media property, including stock ownership. This provision shall also apply to the spouse or dependent children of any employee.

However any present employee or potential employee may continue to own or commence employment even if they hold interest as heretofore prohibited provided they present a plan of divestiture of such interest which is approved by the Board of Directors.

#### **ARTICLE VIII**

Section 1. No question of a partisan political or religious nature shall be discussed on the floor of the conventions of this Association unless the question is approved by two-thirds of those voting. Programs featuring political or religious leaders may be scheduled at Association functions with approval of the Board of Directors.

Section 2. This Association shall not undertake to pledge its membership as individuals to the carrying out of any program.

#### **ARTICLE IX**

The constitution and bylaws may be amended, altered or revised by a two-thirds majority vote of the participating members; having first been approved by the board to warrant such consideration, likewise by a two-thirds majority vote, provided that notice of such proposed amendment or revision shall be given at least two weeks prior to said board meeting, held at a properly scheduled board meeting and permitting a so-proclaimed discussion inclusive of the full-membership. Upon approval of the board, ballots are to be made available to all members approximately two weeks following, each member publication receiving one vote by its publisher or someone permissibly acting on his or her behalf. All ballots are to be returned to an unbiased third party designated by the board for collection and counting. Results are then to be announced at the next properly scheduled board meeting and take effect at its conclusion. Amendments adopted at the convention shall go into effect upon the final

adjournment of that convention, unless an emergency exists that is otherwise stated and recognized by the meeting convened.

### **—BYLAWS—**

#### **ARTICLE I DUES**

Section 1. Dues for all classifications fixed by the Board of Directors shall be payable on January 1 for each ensuing year. Members joining before July 1 shall pay the full 12 months' dues for the first year of membership. Members joining after July 1 shall pay one-half the annual dues for that year. Dues will be considered in arrears if not paid, or if satisfactory arrangements have not been made to pay them, by July 1 of the year in which they are due. Written notice from the Executive Director shall be given to any member by mail to its last known place of business by June 1 that it risks being in arrears on July 1 and will be subject to automatic suspension from membership on the following October 1 unless the July 1 deadline is met. Any member(s) so suspended may be automatically reinstated upon full payment of all dues up to reinstatement; but if reinstatement is not effected within 6 months of the date of suspension, automatic reinstatement is forfeited. Previous member(s) who have been terminated because of non-payment of dues will be considered for membership on payment in full of all delinquent dues and/or other assessments and charges plus all dues currently payable upon application to the Board of Directors. The Board of Directors may waive all or part of dues for just cause upon a majority vote of that body, provided suspended member(s) makes written application for reinstatement. Any member(s) may resign from the Association by giving the Executive Director one month's written notice and paying all dues and/or charges up to date of resignation. No dues refunds will be given.

Section 2. Dues of active members shall also include a subscription to "The Tennessee Press," the Association's monthly magazine. In addition, the Executive Director, upon instruction by the Board

of Directors, may include with the Association dues statements to active members bills for membership in related associations.

Section 3. The amount of dues payable by active members in each instance will be based, in whole or in part, upon a report of the newspaper's circulation as sworn to by the publisher in the Postal Statement of Ownership each October, or as reported by an independent circulation auditing firm approved by the Board of Directors for the last period prior to the first of the year.

Section 4. The Association, by a two-thirds vote, may suspend, expel, or otherwise discipline any member newspaper which may by its own action or by action of any of its representatives bring disgrace upon the Association or the profession.

#### **ARTICLE II DUTIES OF OFFICERS AND DIRECTORS**

Section 1. The President shall preside at all meetings of the Association and of the Board of Directors. The President shall have general supervision of the affairs of the Association and to make reports to the Board of Directors and to the members at the semi-annual meetings. The President shall appoint all committees.

Section 2. Either of the Vice-Presidents shall act in place of the President when the President is ineligible or unable to be present at meetings. Should there be a question between the Vice-President as to which shall act, it is provided that if the President is representative of a weekly member, then the weekly Vice-President shall take over, or if the President is a representative of a daily member, then the daily Vice-President shall preside. In the event of a vacancy in the office of President, the Board of Directors shall assemble with the purpose of electing a new President not more than sixty days from the creation of the vacancy at a time to be designated by the Immediate Past President, or his or her most recent available predecessor who is still actively involved with a member newspaper, who shall preside at such special meeting until the new President is elected.

Section 3. The Executive Director, whose duties shall be designated by the Board of Directors, shall also be required to keep accurate records of the meetings and shall have charge of all money coming into the Association. All checks issued on these monies shall be signed by the Executive Director and treasurer, or in the event either or both of them are unable to perform their duties, by any other officers designated by the Board of Directors. The Executive Director shall keep all necessary records pertaining to the office and make regular reports to the Board of Directors. He or she shall make a fidelity bond with such surety and in such penalty as the Board of Directors shall order.

Section 4. An Executive Committee comprised of the officers except the executive director, shall exercise the powers and perform the duties of the board during intervals between meetings of the Board, and three members thereof shall constitute a quorum for the transaction of business. Actions of the Executive Committee shall be subject to approval of the Board of Directors and shall be reported to the Board at its next meeting for action. The Board of Directors by its resolution may restrict or direct said Executive Committee in the exercise of its powers and the performance of its duties.

Section 5. In the event of a vacancy in the office of any officer or director other than the President, the President shall appoint, subject to the approval of the majority of the Board, an eligible person to complete the unserved portion of the designated office.

### **ARTICLE III NOTICE**

Where the term "notice" is used in these Articles and Bylaws, publication in the Association's official service bulletin, its official magazine, electronic notice or by mail shall be valid notice.

### **ARTICLE IV BALLOT BY MAIL**

With respect to any action or transaction to be taken by the Association, if the Directors shall severally, or collectively, by a three-fourths majority, consent in writing to the proposed action or transaction, the Officers of the Association may act upon such written consent without a meeting of the Board of Directors.

### **ARTICLE V RULES OF PROCEDURE**

Roberts Rules of Order is hereby adopted as the parliamentary authority of this Association.

### **ARTICLE VI AUDITS**

The funds of the Association and the books thereof shall be audited at the close of each fiscal year by a competent accountant to be selected by the Board of Directors, and a report of such audit shall be mailed or transmitted electronically to each Active Member.

### **ARTICLE VII NATIONAL NEWSPAPER ASSOCIATION**

Recognizing the mutual benefits of cooperation in pursuing their common interests, the Tennessee Press Association will maintain an affiliate status with the National Newspaper Association.

### **ARTICLE VIII AMENDMENTS**

These Bylaws may be amended in the same manner as the Constitution of this Association.