

RESTATED BYLAWS
OF THE
NEW MEXICO PRESS ASSOCIATION, INC.

ARTICLE I
NAME

The name of this association shall be “**The New Mexico Press Association, Inc.**” It is an organization incorporated under the laws of the State of New Mexico.

ARTICLE II
MISSION STATEMENT

The mission of the Association shall be to improve the quality of member newspapers, encourage high journalistic standards, promote journalism education and protect rights of newspapers as set forth in the Constitution of the United States and the State of New Mexico. The Association will work to promote journalism education and will seek to protect the rights of free speech of its members as guaranteed by the Constitution of the United States of America and the State of New Mexico.

ARTICLE III
MEMBERSHIP

SECTION 1: Membership categories in the Association shall consist of three kinds:
A) Active Membership, B) Associate Membership and C) Special Membership. (See Section 2

for rights and responsibilities of membership).

A. Active Membership: Active membership is available to the following:

1) Newspapers with principal offices within the State of New Mexico, said newspaper to be distributed on a regular basis a minimum of 50 times per year, with an accepted newspaper format; must make a regular effort on a continuing basis to cover the news of the community served, with minimum of 25 percent news content; must have an office open to the public where business may be transacted during usual business hours; must have been in regular publication for at least 12 consecutive months prior to application for membership; must annually between October 1 and October 15, publish a sworn statement of average total circulation per issue during the 12 months preceding; and must upload all legal notices to a statewide aggregate legal notice website, administered by the Association, on at least a weekly basis.

B. Associate Membership: Associate membership is available to the following:

- 1) News services with bureaus located within the State of New Mexico.
- 2) Newspapers published in New Mexico less than 50 times per year.
- 3) Newspapers with principal offices outside of the State of New Mexico.

(Subject to Dues Schedule in Article VIII, Section 2B).

- 4) Independent journalists or print media cartoonists, residing within the State of New Mexico.
- 5) Magazines.
- 6) Printing Plants.

- 7) Representatives of allied industries and other friends of the newspaper business, including vendors and suppliers.
- 8) Online News Publications: available to general public via the world wide web, updated regularly and consistently not less than weekly; both free and paid websites may be eligible; must contain a minimum of 25 percent local news content, and include staff-produced local news content; must not serve primarily as a platform to promote the interest and/or opinions of a special interest group, individual or cause; must have an office open to the public where business may be transacted during usual business hours; must have been in regular digital publication for at least 12 consecutive months prior to application for membership.

C. Special Membership: Special membership is available to the following:

Student publications of accredited post-secondary institutions.

SECTION 2: Rights and Responsibilities of membership

A) Active member:

Active members can attend all Association functions and meetings. Only active members may vote and only active members may hold office in the Association. Each active member shall be entitled to one vote at the annual business meeting, to be cast by an authorized representative of the newspaper member, news service member, or by individual member. Voting may be by secret ballot, if requested by at least 10 percent of the voting members present. Active Members can sit on and chair Association committees and may participate in the Association-sponsored

contest in the appropriate daily and weekly categories.

B) Associate Member:

Associate members can attend all Association functions and meetings, without voting privileges; can sit on Association committees; may participate in the Association-sponsored contest in the appropriate daily and weekly categories, subject to the same rules that apply to active Association members. News services are to compete in the highest daily division, individuals to compete in the division of the publication that the submission was most intended to first appear. Associate members may participate in seminars and other Association educational and award activities.

C) Special Member:

Special members can attend all Association functions and meetings, without voting privileges; can sit on and chair Association committees; may participate in the Association-sponsored contest in the appropriate daily and weekly categories, subject to the same rules that apply to active Association members. Special members may participate in seminars and other Association educational and award activities.

SECTION 3: Application for membership shall be submitted to the Board of Directors, through the Executive Director. Approval of new members shall be by majority vote of the Board of Directors.

After approval of a membership application by the Board of Directors, the applicant shall be a qualified member in the category approved, upon receipt of the first year's annual dues.

Any member may be expelled by the Board of Directors by a two-thirds majority vote,

after notice and opportunity for a hearing, for conduct unbecoming to a member, for failure to uphold the purposes of the Association, for conflicts of interest with the purposes of the Association, for a change in the member's status that no longer meets membership requirements, or for failure to pay dues after reasonable notice.

ARTICLE IV BOARD OF DIRECTORS and OFFICERS

SECTION 1: Board of Directors

A. The Board of Directors shall be the governing body of the Association, subject to the authority of the general membership, which may approve or disapprove of any Board of Directors' actions, by majority vote, at a duly held membership meeting.

B. The Board of Directors shall consist of eleven (11) active members of the Association. The eleven active members shall be made up of six elected directors, four elected officers, and the immediate past president.

The make-up of the Board of Directors shall reflect the membership, with equal representation in regards to size of circulation, frequency of publication and geography, to the greatest extent possible.

C. Except for the immediate past president, Directors (and non-officers) shall be elected for three-year terms by the general membership, at the annual membership business meeting held during the Association convention. The terms shall be staggered, so that every effort is made to elect two directors each year. The immediate past president shall serve on the Executive Committee and as a member of the Board of Directors for one year.

D. Vacancies on the Board of Directors, either by resignation or by termination, shall be filled by the President of the Association, with the advice and consent of the Board of Directors to fill the unexpired term(s).

E. The Board of Directors shall meet quarterly, or more often if necessary. One or more of such meetings will be held in conjunction with the Association's annual convention.

Should a special meeting of the Board of Directors be required to conduct Association business, and the matter to be considered is of a nature where time is of the essence, the Board of Directors may meet, vote and conduct such urgent business either through email communication, or a telephone conference call or available technology. In such case, there shall be a concurrence of a majority of the board members to a board meeting by email or telephone conference call or available technology. Such concurrence, and a description of the action taken at the email or telephone conference or available technology meeting, shall be noted in a special memorandum and placed in the Minute Book of the Association and signed by the person obtaining such concurrence. Such action shall be reported and recorded in the minutes of the next regular meeting of the Board of Directors.

F. The Officers of the Association and the Past President shall constitute an Executive Committee of the Board of Directors. The Executive Committee is charged with conducting the ongoing business of the Association between regular Board of Directors meetings. Action taken by the Executive Committee shall be reported to the Board of Directors at the next scheduled Board of Directors meeting, and a written description of any action taken by the Executive Committee shall be added to the minutes of the next scheduled Board of Directors meeting.

SECTION 2: Officers

A. The elected officers of the Association shall consist of a President, First Vice President, Second Vice President and Secretary/Treasurer. Each officer, except the Treasurer, shall serve for a one-year term. The Treasurer shall serve for a three-year term.

B. The President shall be the chief executive officer of the Association, shall have general supervision of the business and finances of the Association, shall see that all orders and resolutions of the Board of Directors are carried into effect, and shall preside at all meetings of the Board of Directors. The President may execute all bonds, deeds, mortgages, conveyances, contracts and other instruments, except in cases where the signing and execution thereof shall be expressly delegated by Board of Directors or by these Bylaws to some other officer or agent of the Association. He/she shall be an ex-officio member of all standing committees, including the Executive Committee, and shall have the general powers and duties of management usually vested in the office of the chief executive officer of a corporation, and shall have such powers and perform such other duties as from time to time may be prescribed for him/her by the Board of Directors or the Bylaws.

C. The First Vice President shall assume the duties of the President, if the President's office becomes vacant for any reason, and the Second Vice President shall assume the office of First Vice President. The outstanding vacancy resulting therefrom shall be filled at the next annual convention or called meeting of the membership. In the absence of the President, the First Vice President may preside at meetings of the Board of Directors, execute all bonds, deeds, mortgages, conveyances, contracts and other instruments, except in cases where the signing and execution thereof shall be expressly delegated by Board of Directors or by these Bylaws to some other officer or agent of the Association.

The First Vice President shall be the chairperson of the annual convention, and shall be a member of the nominating committee. The person serving as First Vice President also may serve as Secretary of the corporation.

D The immediate past president, shall serve on the Executive Committee and as the chair of the nominating committee.

E. The President may, at his or her discretion, appoint a Sergeant-at-Arms at any meeting of the Association membership.

F. The Secretary/Treasurer shall establish policies for control of the assets and books of account for the Association, shall oversee the preparation of operating budgets, shall review and approve all financial statements of the Association and shall perform such other duties as may be directed by the Board of Directors. The Treasurer shall have such other powers and duties as are usually incident to that office as may be vested in that office by these Bylaws or by the Board of Directors.

The Executive Director and the office manager are authorized under these Amended and Restated Bylaws to execute payments for standard operating procedures of the Association and those expenditures that are included in the approved operating budget for the given year. Any expenditure outside of the realm of standard operating procedures or authorized budget items exceeding \$1,000 shall be approved in advance by the President and Treasurer of the Association.

Financial reports showing all financial transactions of the Association shall be prepared under auspices of the Treasurer, with the assistance of the Executive Director and accounting assistance, if needed, and shall be submitted monthly to the Board of Directors via email or

available technology and in person at quarterly meetings.

**ARTICLE V
MEMBERSHIP MEETING AND CONVENTION**

SECTION 1: Membership Meeting

A. An annual business meeting for the entire membership shall be held in conjunction with the annual convention of the Association.

B. Other meetings of the membership may be held at such times and places as the Board of Directors shall determine upon 30-days written notice to the membership and may be held by e-mail, teleconference or available technology.

C. At all Association membership meetings, the members present shall constitute a quorum.

SECTION 2: Convention

The Association shall hold an annual convention, at a time and place determined by the Board of Directors, in New Mexico. The Board of Directors shall have the authority to choose different times and locations for the annual convention.

**ARTICLE VI
EXECUTIVE DIRECTOR**

SECTION 1: The Board of Directors shall hire an Executive Director, and shall determine the duties, salary and benefits of the Executive Director.

SECTION 2: The Executive Director shall run the day-to-day operations of the Association in conformance with the purposes of the Association and the policies adopted by the

Board of Directors and the Officers. The Executive Director shall regularly report to the Board of Directors and Officers concerning all actions taken on behalf of the Association and all matters that have come to the attention of the Executive Director that affect the Association.

SECTION 3: The Executive Director shall maintain a continually revised Association Policy Manual, for the benefit of the Board of Directors. The manual shall describe the operations of the Association. The type of subjects covered in the Policy Manual shall include information about the operations of the Board of Directors, Committees, Accounting, Convention Operation, Contest and Awards, the NMPA Foundation, Building and Equipment Leases, Lobbying, ShopTalk, Hall of Fame, Seminars, High School Workshop, Student Interns, Scholarships, Association Handbook, Minutes and Records, Insurance Coverage, and any other major areas of operations. Association policies are amendable by majority vote of the board of directors.

SECTION 4: The Executive Director partakes in meetings of the Board of Directors and the Executive Committee as a non-voting participant.

SECTION 5: The Association may obtain a surety bond for the Executive Director and Office Manager, such bond to be paid for by the Association.

ARTICLE VII COMMITTEES

SECTION 1: In addition to the Executive Committee established by these Bylaws in Article IV, Section F, the President may appoint committee chairpersons and members to serve for a period that corresponds to the President's term of office. The following Committees shall

be regularly appointed: A) Nominating, B) Convention, C) Hall of Fame, D) Journalism Education and E) Legislative and Freedom of Information F) Circulation. (The First Vice President shall be chair of the Convention Committee, and the immediate past President shall be the chair of the Nominating Committee)

SECTION 2: Additional committees may be appointed by the President, subject to approval of the Board of Directors.

SECTION 3: Other than the Executive Committee recited in Article IV, Section F, committees do not have the power to direct any Association activity, without prior approval of the Board of Directors. Committees may make recommendations to the Board of Directors. If the Board of Directors grants approval, the Committee may act within the scope of authority given by the Board of Directors.

ARTICLE VIII DUES

SECTION 1: The Association may assess annual dues to the members, on a dues structure approved by the membership at its annual general business meeting. Once approved, the annual dues shall remain constant until changed by vote of the membership.

SECTION 2: Types of Dues

A) Annual Dues for active (voting) members publishing a print newspaper as defined by these Bylaws shall be based on the cost of one half-page of advertising at the member newspaper's published open retail rate at the time dues are assessed for the following year.

B) Associate member dues shall be \$150.00 annually. Newspapers published outside

New Mexico may become associate members on the same dues basis as active newspaper members.

C) Special member dues shall be \$100.00. Special members may attend meetings and conventions paying the full cost of any meals and for special events, but with any and all other registration fees for general business sessions waived.

D) Each active member of the Association, and associate member when applicable, shall provide full and unlimited access to digital editions and paid websites at no cost to the Association.

SECTION 3: Newspaper dues payments may be paid in four equal payments provided each payment exceeds \$50. Quarterly payments are due in January, April and June, with the final payment due on or before July 31. A member is not qualified to enter the Best Newspaper Contest if that member's dues are not fully paid by the contest entry deadline.

SECTION 4: Dues for all membership shall be paid annually in advance (except those exercising the quarterly installment provision of Section 3 immediately above).

SECTION 5: The membership year shall be from November 1 to October 31.

ARTICLE IX INDEMNIFICATION

A. The Association shall, if requested by the affected party under this Article IX , indemnify any director or officer who is named as a party or is threatened to be made a party to any threatened, pending or completed action, suit, arbitration or proceeding, whether civil, criminal, administrative or investigative, provided any such claim is asserted against such

person by reason of acts or omissions performed or alleged to be performed by such person while acting in the capacity of a director or officer of the Association. Such indemnification shall, if so requested under this Article IX, be against any expenses (including attorneys' fees), costs, judgment, settlements, fines, penalties or any other amounts reasonably paid or incurred by such person in connection with any such claim; provided, however, such indemnification and liability of the Association shall be limited to the amount available and provided under the insurance purchased pursuant to Paragraph C below.

Such indemnification shall not extend to acts or omissions that constitute willful misconduct or recklessness personal to the party requesting indemnification.

B. Any right to indemnity shall inure to the benefit of the heirs, executor and administrator of any person entitled to indemnity.

C. The Board of Directors shall authorize the purchase of insurance in an amount that the Board of Directors, in its sole discretion, deems reasonable to cover any indemnity obligation it might have under this Article IX of the Bylaws.

ARTICLE X PROHIBITION—EARNINGS, ACTIVITIES EXEMPT

SECTION 1: Corporate Earnings

No member, director, officer or employee or any other person connected with the

Association shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Association in effecting any of its purposes. No such person shall be entitled to share in the distribution of any of the Association's assets upon the dissolution of the Association.

All members of the Association shall be deemed to have expressly consented and agreed that, upon such dissolution or winding up of the affairs of the Association, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, either dispose of all Association assets as required by the Articles of Incorporation or shall distribute the assets to one or more organizations that shall then qualify as organizations described under Section 501(C)(3) or (6) of the Internal Revenue Code. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Association is then located, exclusively for charitable, educational or scientific purposes.

SECTION 2: Exempt Activities

Notwithstanding any other provision of these Bylaws, no member, director, officer, employee or other representative of the Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization described in Section 501(C)(3) or (6) of the Internal Revenue Code.

ARTICLE XI FISCAL YEAR

The fiscal year of the Association shall run from November 1 to October 31.

**ARTICLE XII
ROBERT'S RULES OF ORDER**

Robert's Rules of Order shall be the parliamentary authority in all meetings of the Association, unless specific rules of order have been presented by a committee and approved by the Board of Directors at the outset of the meeting.

**ARTICLE XIII
AMENDMENT TO ARTICLES OF INCORPORATION
AND BYLAWS**

SECTION 1: Annual Meeting

The Association's Articles of Incorporation, by a two-thirds majority, and these Restated Bylaws, by a majority, may be amended by a vote of the active members present and voting at the general business membership meeting at the annual Association convention.

SECTION 2: Voting By Mail or Available Technology

These Bylaws may be amended when a convention is not in session by a majority vote of all active members, voting by mail or available technology on a ballot submitted by the Board of Directors. The ballot shall clearly state the proposed amendment(s) and arguments for and against the amendment(s).

**ARTICLE XIV
EFFECTIVE DATE**

The effective date of these Restated Bylaws is the 27th day of September 2014 on which date these Restated Bylaws were duly voted upon and approved by the membership at a general membership business meeting at the association's annual convention.

All prior Bylaws and Amendments thereto are superseded by these Restated Bylaws.

The above is certified to be a true and correct copy of the Restated Bylaws of the New Mexico
Press Association, Inc.

Richard Coltharp President
Rory McClannahan, 1st Vice President
John Elchert, 2nd Vice President
Martin Salazar, Treasurer
Ginny Sohn, Past President
Frank Leto, Director
Karen Moses, Director
Chris Wood, Director
Leota Harriman, Director
Viola Gonzales, Director
Nick Seibel, Director