

PREAMBLE

The general purpose of the Catholic Press Association of the United States of Canada, Inc. doing business as, **the Catholic Media Association**, is to assist its members to serve effectively, through all communication media, the social, intellectual and spiritual needs of the entire human family, and to spread and support the Kingdom of God. Specifically, the Association will: 1) Protect and promote the interests of its members. 2) Assist members in the practice of journalism and communication according to the demands of the work, and the truths of human reason and the Catholic faith. 3) Advance the study and improvement of publishing standards, public relations, editorial practices, advertising and circulation methods, production techniques and other pertinent activities of its members. 4) Encourage the education of **Association members** 5) Promote cooperative efforts among its varied classes of membership.

Article I. MEMBERSHIP

Section 1. CLASSES OF MEMBERS.

There shall be the following classes of members in the Association: (a) Organizational Media Members; (b) Organizational Communication Members (c) Organizational Staff Members; (d) Organizational Freelance Members; (e) Service Members; (f) Service Member Employees (g) Individual Members; (h) Honorary Members.

Section 2. ORGANIZATIONAL MEDIA MEMBERS.

Publishers of print or web-based Catholic newspapers, magazines, newsletters, books, pamphlets or general Catholic literature, as well as Catholic radio, and television stations and film companies, shall be eligible to become Organizational Media Members upon payment of dues established for such membership. Each Organizational Media Member must designate a registered representative who speaks and votes on its behalf.

Section 3. ORGANIZATIONAL COMMUNICATION MEMBERS.

Catholic communication organizations, such as diocesan and religious order's communication departments, and other religious communication departments, or Catholic schools and universities, that are not eligible for membership under Section 2 above, shall be eligible to become Organizational Communication Members upon payment of dues established for such membership. Each Organizational Communication Member must designate a registered representative who speaks and votes on its behalf.

Section 4. ORGANIZATIONAL STAFF MEMBERS.

Employees of an Organizational Media or Organizational Communication Member of the Association shall be eligible to become Organizational Staff Members of the Association upon

certification and designation of such status by the registered representative of the Organizational Media or Organizational Communication Member of the Association, and upon payment of dues established for such membership. Each Organizational Staff Member may speak and vote on his or her own behalf.

Section 5. ORGANIZATIONAL FREELANCE MEMBERS.

Individuals who are current contributors or consultants and who work as independent contractors for an Organizational Media or Organizational Communication Member, as outlined in Sections 2 and 3 above, but who are not eligible for membership under Section 2, 3, 4 above, shall be eligible to become Organizational Freelance Members upon payment of dues established for such membership. Each Organizational Freelance Member may speak and vote on her or his own behalf.

Section 6. SERVICE MEMBERS.

Supplier or service companies, institutions, organizations interested in contributing to Catholic media, and not otherwise eligible for membership under Sections 2, 3, 4, or 5 above, shall be eligible to become Service Members upon payment of dues established for such membership.

Section 7. SERVICE MEMBER EMPLOYEES.

Employees of a Service Member of the Association shall be eligible to become Service Member Employees of the Association upon certification and designation of such status by the registered representative of the Service Member of the Association, and upon payment of dues established for such membership.

Section 8. INDIVIDUAL MEMBERS.

Individuals of religious or secular organizations who are interested in the welfare of the Catholic Press such as bloggers, parish and diocesan personnel, and other individuals not eligible for membership under Sections 2-7, shall be eligible to become Individual Members upon payment of dues established for such membership.

Section 9. HONORARY MEMBERS.

The Board of Directors may, from time to time, elect Honorary Members.

Section 10. ADMISSION TO MEMBERSHIP.

All members must be approved for membership by recommendation of the Membership Approval Committee and a majority vote of the Association's Board of Directors.

Section 11. DURATION OF MEMBERSHIP.

Each membership shall remain in effect until terminated by death, withdrawal or otherwise in pursuance of these Bylaws. Any member who fails to fulfill the qualifications for membership set forth in the pertinent sections above may have his or her membership terminated by majority vote of the Association's Board of Directors.

Section 12. TERMINATION OF MEMBERSHIP.

The Board of Directors, subject to a veto by a majority of members at an annual or special meeting, shall have the power to terminate any membership whenever in its judgment such action would be appropriate, without recourse by any member.

Article II. DUES

Section 1. FISCAL YEAR.

The fiscal year of this Association shall be determined by the Board of Directors.

Section 2. DUES DETERMINED BY VOTE.

Dues and other financial obligations for all members — Organizational Media, Organizational Communication, Organizational Staff, and Organizational Freelance Members, Service Members and Service Member Employees, and Individual Members — shall be determined by the Board of Directors. No increase in dues of Organizational members will exceed the annual cost of living. There shall be no dues required of Honorary Members.

Section 3. MEMBERSHIP CLASSIFICATION.

- a) Each **Organizational Media Member** must hold its own membership, including those falling under the auspices of the same diocese or parent organization.
 - i. Organizational **Media** Members who choose to have more than one entity hold membership, must obtain Organizational Media memberships under the title of each individual entity, not under the organization's name, or under the title of another entity.
- b) Each **Organizational Communication Member** must hold its own membership, including those falling under the auspices of the same diocese or parent organization.
 - i. Organizational **Communication** Members who choose to have memberships for its periodical(s) must obtain Organizational Media memberships under the title of each individual periodical, not under the organization's name, or under the title of another periodical.

Section 4. FAILURE TO PAY DUES.

If annual dues are not paid, membership will be suspended by the Board of Directors.

Section 5. REINSTATEMENT.

Any member whose membership has been suspended for any reason may be reinstated to membership by the Board of Directors upon such terms and conditions as the Board may determine.

Article III. VOTING

Section 1. HOW TO VOTE.

Voting may be conducted electronically prior to the annual or special meetings of the Association, or by electronic consent of members without a meeting as authorized by Section 614 of the New York Not-For-Profit Corporation Law.

Section 2. WHO MAY VOTE.

Organizational Media Member registered representatives, Organizational Communication Member registered representatives, Organizational Staff Members and Organizational Freelance Members in good standing are entitled to one vote on any matter submitted to the membership for action, except on those matters otherwise restricted by the Constitution and Bylaws.

Section 3. VOTING

All eligible voting members will vote electronically on election of directors and officers, and changes in the constitution and bylaws (see Article XIII).

Article IV. MEETINGS OF MEMBERS

Section 1. ANNUAL MEETINGS

There shall be a meeting or convention of members of the Association at least once a year. The time and place for the holding of such annual meeting shall be determined by the Board of Directors.

Section 2. SPECIAL MEETINGS.

Special meetings of the Association may be called by the Board of Directors. The president shall call a special meeting whenever requested in writing by at least 10 percent of the voting members.

Section 3. NOTICE OF MEETINGS.

Notice of all annual or special meetings of the Association shall be sent to all members by email not more than 40 days nor fewer than 10 days before the date of such a meeting. It is the responsibility of members to have accurate email and contact information in their profile.

Section 4. QUORUM.

See Article XIII. AMENDMENTS

Article V. ELECTIONS

Section 1. CREDENTIALS AND INSPECTORS

The president shall empower the executive director (and office staff) to certify the right of each voting member to vote, and to certify the results of such balloting.

Section 2. NOMINATIONS.

(a) At least 180 days prior to the opening date of the annual meeting of the Association, the president shall appoint a nominating committee of not less than three or more than five members, plus first and second alternates, furnishing each committee member with the posts open for election. If any member or members at any time or for any reason cannot serve and cannot be replaced by either alternate, the president may at his or her discretion appoint a substitute or substitutes. The executive director shall immediately advise all members of the names of the nominating committee.

(b) The nominating committee shall nominate directors in accordance with Article VI, Section 2, at least 150 days prior to the annual meeting, and shall nominate officers to be elected at least 75 days prior to the annual meeting. Members shall have the right to submit names to the nominating committee for its consideration.

(c) The nominating committee shall immediately submit its nominations for directors to the executive director, who shall make them known to the membership not later than 140 days prior to the opening session of the annual meeting. Any group of 10 voting members may make nominations for directors by filing such nominations in writing with the executive director not later than 120 days prior to the opening session of the annual meeting.

(d) All nominees shall have given prior consent to their nominations.

(e) The executive director shall prepare a ballot, with biographies of all nominees to the Board of Directors, which shall be sent to all voting members at least 105 days prior to the opening session of the annual meeting.

(f) The nominating committee shall announce its nominations for officers as soon as possible following the election of directors, but not later than 75 days prior to the annual meeting. Any voting member, when seconded by nine other voting members, may make nominations for officers, provided such nominations are submitted to the executive director not later than 40 days prior to the opening session of the annual meeting.

Section 3. PROCEDURE.

(a) Election of directors shall be by plurality vote in the categories in which they are nominated.

(b) The officers shall be elected by a plurality of votes.

(c) Election of the Board of Directors shall be done by electronic vote; no proxy votes are eligible. This is done at the direction of the executive director under the control of the credentials and inspectors committee. The nominating committee shall choose candidates for officers from the Board of Directors.

(d) The executive director shall notify all members of the results of the elections to the Board of Directors, and the slate of officers nominated by the nominating committee, not less than 60 days prior to the opening session of the annual meeting. The executive director shall open voting for the election of officers, not later than 30 days prior to the opening session of the annual meeting, and closed no later than 14 days prior to the opening session of the annual meeting.

(e) For any office for which only one nominee is designated, such nominee shall be considered elected without the necessity of casting votes.

Article VI. BOARD OF DIRECTORS

Section 1. COMPOSITION OF THE BOARD.

The general management of the business, affairs, funds and property of the Association shall be vested in a Board of Directors, and it shall have all the powers of the Catholic Press Association of the United States and Canada, Inc., doing business as the Catholic Media Association, in session at regular or special meetings, except the power of making or changing the Certificate of Incorporation or the Constitution and Bylaws. The Board of Directors shall include the officers and three ex-officio members as set forth below. The remaining directors shall be elected by the voting members. The Board of Directors shall be at least fifteen (15) in number.

The Board of Directors shall be so constituted that there shall be

- one newspaper member, who is a registered representative of a newspaper Publisher Member;
- one magazine member, who is a registered representative of a magazine Publisher Member;
- one general publisher member, who is a registered representative for a book, pamphlet or general Publisher Member;
- one editorial Staff/Freelance Member with a newspaper Publisher Member;
- one business Staff/Freelance Member with a newspaper Publisher Member;

- one editorial Staff/Freelance Member with a magazine Publisher Member;
- one business Staff/Freelance Member with a magazine Publisher Member;
- one member at large; one at large magazine Staff/Freelance Member or Publisher Member and
- one member from each of the geographic regions of the Association.
- *Ex-officio* nonvoting members of the Board of Directors shall be the executive director, and the honorary president. The chairperson of the Committee on Communications of the United States Conference of Catholic Bishops is the honorary president of the Association.

Section 2. ELECTIONS.

(a) Each year directors shall be elected by voting members to fill vacancies caused by the expiration of the terms of office. The terms of office of the directors so elected shall be three years or until their successors have been duly elected. For a ballot to be valid, no more than one vote may be cast for a single candidate,

(b) Unless he or she is an officer, no member shall serve on the Board of Directors more than three consecutive full terms.

(c) The term of a director replacing a director shall begin with the closing of the annual meeting. Other directors' terms shall begin immediately upon election.

Section 3. QUALIFICATIONS OF DIRECTORS.

A director to be qualified must be a voting member of the Association according to the provisions of Articles I and III. If he or she ceases to be a voting member, he or she will automatically be disqualified from serving as a director and his or her position on the Board of Directors shall be deemed vacant. A director who ceases to be affiliated with the publication or geographic region represented by that director at the inception of his or her term shall be disqualified from serving on the Board of Directors.

Section 4. MEETINGS.

The Board of Directors shall meet at least once during the fiscal year and at such other times as may be determined by the president. A special meeting of the Board of Directors shall be called whenever the secretary is so requested in writing by three members of the Board of Directors. The place at which such meeting or meetings will be held shall be determined by the president. Directors may not vote by proxy at any meeting of the Board of Directors. A quorum shall consist of half plus one of total board members. Directors who fail to attend two or more consecutive meetings of the Board without excuses accepted by the Board shall be deemed to have tendered their resignation, which may be accepted by the Board. The annual member meeting is open to all Association members. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board or committee via telephone or video conferencing allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting of the Board or committee. The Board of Directors may vote by unanimous written

consent without a meeting as authorized by Section 708 of the New York Not-for-Profit Corporation Law.

Section 5. BOARD OF DIRECTORS VACANCIES.

Vacancies in the Board of Directors shall be filled by majority vote of the Board of Directors then in office. As for vacancies caused by death, resignation, withdrawal or disqualification, there shall be elected to each such vacancy a member from the same category of membership as that of the director whose death, resignation, withdrawal or disqualifications created the vacancy. A director elected to fill a vacancy shall serve until the next annual meeting of the Association, by which time a successor must be elected to serve the balance of the term.

Section 6. EXPENSES.

Directors may, upon submission to the treasurer of any signed record of expenditures, be promptly reimbursed from the general fund for necessary expenses incurred in attending any regular or special meeting of the Board of Directors, provided that such Board meeting is not synchronous with a meeting of the Association.

Section 7. EXECUTIVE COMMITTEE.

A majority of the entire Board of Directors may, by resolution, empower an executive committee from among its members, to act on business matters of the Association that demand prompt attention during any interval between meetings of the full Board. The executive committee shall consist of at least three directors and have such authority as may lawfully be delegated to it by the Board of Directors, subject to such limitations as may be placed upon it by the Board of Directors.

Section 8. TERMINATION OF DIRECTORS.

Any director of this Association may be dismissed from office without cause by a majority vote at any annual or special meeting of members.

Article VII. OFFICERS

Section 1. TERM OF OFFICE.

The officers of the Association shall be president, vice president, treasurer and secretary. The term of office for an officer shall be two years and shall begin with the closing of the annual meeting. If any officer's term as a director shall expire during his/her term as an officer, that officer's term as a director shall be automatically extended until the completion of that term as an officer. No officer shall be permitted to succeed himself/herself in the same office; a person shall, however, be permitted to be elected to two or more non-successive terms in the same office.

Section 2. QUALIFICATIONS AND ELECTION OF OFFICERS.

An officer to be qualified must be a voting member according to the provisions of Articles I and III. The president, vice president and secretary shall be elected by the members of the Association from among members of the Board of Directors. The treasurer shall be elected by the members of the Association from among all current members. The election of officers will be in accordance with Article V.

Section 3. PRESIDENT.

The president shall preside over all meetings of the Association and of the Board of Directors. The president shall exercise general supervision and control over the matters of the Association, subject to the direction of the Board of Directors. The president shall sign all contracts and other instruments as authorized by the Board of Directors and perform all other duties incident to the office or that may be required by the Board of Directors. The president shall be ex-officio member of all committees of the Association. The president shall be reimbursed for legitimate expenses of the office up to an amount determined by the Board of Directors. Should the president's term as a member of the Board of Directors expire at the completion of his or her term as president, he or she shall remain on the Board as a voting member for one-year, ex-officio, as the immediate past president.

Section 4. VICE PRESIDENT.

The vice president shall, when called upon to do so, assist the president. In the case of absence or serious disability of the president, the vice president shall perform the duties of the president until the latter is able to assume the presidential duties. In the event the office of president becomes vacant, the vice president shall succeed to the office of the president. If that should happen, the Board of Directors shall elect a new vice president from among the directors.

Section 5. TREASURER.

The treasurer, subject to the control of the Board of Directors, shall be charged with the collection, custody and disbursement of the funds of the Association. He or she shall present at each annual meeting a written report of all transactions of the office and the finances of the Association. The treasurer shall have a certified audit made each year of the Association's financial activities, such audit to be made by a recognized public accountant and/or accounting firm having no connection with the regular Association bookkeeping. The treasurer shall be responsible for the finances of the national office, and shall periodically check and review the financial activities of the national office. He or she shall furnish the national office with all necessary operating funds as approved by the Board of Directors on the basis of a submitted annual budget. All monies received by the Association shall be deposited in the national office account, and shall be disbursed from this same account by the executive director. The treasurer shall not enter upon the office of treasurer until he or she is duly bonded in an amount determined by the Board of Directors.

Section 6. SECRETARY.

The secretary shall keep a true record of all meetings of the Association, of the Board of Directors and of the Executive Committee. He or she shall keep an up-to-date roll of membership and be responsible for all the records of the Association.

Section 7. OFFICER VACANCIES.

Vacancies in any office caused by death, resignation or otherwise shall be filled by election by the Board of Directors until the next annual meeting.

Section 8. TERMINATION OF OFFICERS. Any officer of this Association may be dismissed from office without cause by a majority vote at any annual or special meeting of the members.

Article VIII. EXECUTIVE DIRECTOR

Section 1. HIRING.

The Board of Directors shall appoint an executive director and prescribe his or her compensation and duties.

Section 2. DUTIES.

The executive director shall be the day-to-day operating executive of the Association, responsible for the initiation, implementation and execution of policies and programs adopted by the Board of Directors.

Section 3. RESPONSIBILITY FOR BUDGET AND FINANCES.

The executive director shall prepare an annual budget for the Association which shall be submitted through the treasurer to the Board of Directors. Before entering upon his or her duties, the executive director shall be duly bonded in an amount determined by the Board of Directors.

Section 4. RELATIONSHIP TO COMMITTEE.

The executive director shall also be, ex-officio, a nonvoting member of all committees, and shall receive copies of the reports of such committees for the Association's files.

Article IX. INDEMNIFICATION

The Association shall indemnify to the fullest extent now or hereafter permitted by, but subject to the conditions and limitations of, the provisions of the New York Not-for-Profit Corporation Law, relating to the indemnification of directors and officers, or such other applicable provisions of laws as may from time to time be in force, any person made, or threatened to be made, a party in any civil or criminal proceeding against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred for the defense of any such action or proceeding, or any appeal therein, by reason of the fact

that he, she, his or her testator or testatrix or intestate is or was a director, officer, executive director, or served any other corporation, partnership, joint venture, trust, foundation, employee benefit plan or other enterprise in any capacity at the request of the members or the Board of Directors of the Association. The indemnification provided for herein shall not be deemed exclusive of any other indemnification rights to which any person may be entitled, whether contained in the Certificate of Incorporation, a resolution of members or directors, or an agreement providing for such indemnification, as such rights may be authorized by Section 721 of the New York Not-for-Profit Corporation Law, as amended from time to time.

Article X. COMMITTEES

Section 1. MEMBERS.

The president, after consultation with the executive director and with the approval of the Board of Directors, may constitute committees as he or she deems necessary and appoint their members. He or she may invest such committees with such powers as he or she may deem advisable, provided such powers are not in conflict with the Certificate of Incorporation or Bylaws of the Association. These committees shall serve until their duties are completed or their successors appointed.

Section 2. ACTIVITIES.

The activities of all committees of this Association shall at all times be subject to the control and direction of the Board of Directors. Each committee shall keep a faithful record of all its meetings and shall submit its minutes to the Board of Directors whenever so requested by the Board of Directors.

Section 3. LIMITATION OF POWERS.

No committee shall have the power to make or adopt any rules or regulations affecting the membership without the prior approval of the Board of Directors. No committee shall have power to make contracts nor shall a committee or its members have power to incur expenses or create liability against the Association, without previous written approval and authority granted thereof by the Board of Directors. No committee may distribute literature in the name of the Association without prior approval of the Board of Directors, except to inform members of the routine affairs of the committee.

Article XI. GEOGRAPHIC REGIONS

Section 1. ESTABLISHMENT OF REGIONS.

Membership of the Association shall be divided into such geographic regions as may be determined by the Board of Directors.

Section 2. RESPONSIBILITY OF REGIONAL REPRESENTATIVES.

Each regional representative on the Board of Directors is the coordinator of his or her geographic region and shall conduct an annual caucus.

Section 3. REGIONAL CONVENTIONS.

The regional representative, in consultation with the executive director, selects the host Publisher Member(s) and site of regional conventions and other local activities. The host Publisher Member(s) designates a chairperson of the regional convention, who is responsible for the bulk of convention planning and execution.

Section 4. LIMITATION OF POWERS.

No geographic region shall have the power to obligate the Association financially or to establish any policy of the Association.

Article XII. GENERAL PROCEDURE

Section 1. ROBERT'S RULES OF ORDER.

All meetings of the Association, of the Board of Directors, of committees or other subsidiary groups shall be guided by Robert's Rules of Order when and if appropriate under the circumstances and only if these Bylaws do not otherwise provide.

Section 2. RESOLUTION.

In order to be considered at an annual or special meeting, all resolutions shall be submitted in writing 30 days in advance of that meeting to the Executive Committee of the Association's Board of Directors. Any new idea brought up at such meeting without prior 30-day written notice shall be discussed as a recommendation rather than a resolution.

Section 3. MEETINGS.

All meetings of the Association's Board of Directors – except those designated as executive sessions – are open to all Association members. The right to be present, however, does not include the right to address that meeting. Standing committees and ad hoc committees are attended only by those who are appointed to those respective committees.

Article XIII. AMENDMENTS

These Bylaws may be amended by a majority of voting members. Proposed amendments must be introduced to membership for a 30-day discussion period via digital communications from the Association to all voting members. At the end of 30 days, the Board of Directors may officially submit for electronic voting the original amendment, submit a revised text, or withdraw the amendment based on the results of the discussion period. The amendment passes if it is approved by 60 percent of members who vote within the 30-day time period designated for such voting. At least 100 members must participate in the electronic voting for an amendment to be approved.