

Colorado Press Association CHARTER AND BYLAWS

CHARTER

Section I. The name of this association shall be the Colorado Press Association, Inc.

Section II. The vision of the Colorado Press Association is to be the leader that unites the Colorado news media in the relentless pursuit of journalism excellence, innovation and a sustainable news experience. Our mission is to be a champion for our members' success through education, advocacy and revenue enhancement.

Section III. The Board of Directors shall consist of not less than five directors, the number to be determined by the by-laws.

BYLAWS OF COLORADO PRESS ASSOCIATION, INC.

ARTICLE I MEMBERSHIP

SECTION A. VOTING MEMBERSHIP

Voting Membership in this Association shall be one of four voting classes:

- Legal-Designated Newspaper
- Free distribution & Paid, Non-Legal Designated Newspaper
- Online News Websites
- Monthly/Alternative Publication

There shall be only one vote per Voting Membership publication or organization and the owner and/or publisher, or his/her designee, shall be the one to cast the vote.

All proprietors, executives and employees of a Voting Member of the CPA shall be considered members of the Association and shall be entitled to all privileges pertaining thereto, except that of voting.

At the annual business meeting of this Association only those Voting Members of the CPA whose dues for the preceding year have been paid shall be eligible to constitute a quorum or to vote upon any election or other matter.

(A) LEGAL-DESIGNATED NEWSPAPER MEMBERSHIP

A publication shall be eligible to be a Legal Newspaper Member by meeting the following requirements:

1. The publication must be recognized as legal newspapers under the publication laws of Colorado.
2. The publication must annually publish, verify

and submit to the Association accurate circulation figures, based on a recognized auditing agency, a sworn post office statement, or a duly notarized statement.

(B) FREE-DISTRIBUTION & PAID, NON-LEGAL DESIGNATED NEWSPAPER MEMBERSHIP

A publication shall be eligible to be a Free-Distribution Newspaper Member by meeting the following requirements:

1. The publication must be published and printed in an accepted newspaper format, standard or tabloid and meet the ethical, news and typographical standards generally recognized by the newspaper profession.
2. The publication must have a known Colorado-based office of publication, open to the public, where the business of the publication is transacted during usual business hours, with a local telephone listing.
3. The publication shall be published consecutively for at least one year prior to application for membership. It shall be published at least weekly and shall also bear a fixed title or name, date lines and numbered volume sequence.
4. The publication must annually publish, verify and submit to the Association accurate circulation figures, based on a recognized auditing agency, a sworn post office statement, or a duly notarized statement.
5. The yearly average of news-editorial content shall not be less than 25% of the newspaper. Of news-editorial content, at least 75% shall be produced by the local staff of the newspaper or purchased from recognized news sources such as Associated Press, Scripps Howard or similar news service, or agreements with other journalism-based organizations.

(C) ONLINE NEWS WEBSITES

An online publication shall be eligible to be an Online News Website Member by meeting the following requirements:

1. An online news site must publish for one year regularly and consecutively, prior to application for CPA Online Membership.
2. The online news website must be published using the ethical and news standards generally recognized by the newspaper profession. Its content must be revised on a regular basis not less than once per week.
3. The online news website must be principally devoted to the dissemination of original local or general news and other editorial content. The yearly average of news-editorial content shall not be less than 25% of the news site. Of news-editorial content, at least 75% shall be produced by the local staff of the new site or purchased from recognized news sources such as

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Associated Press, Scripps Howard or similar news service, or agreements with other journalism-based organizations.

4. The online news website must not serve primarily as a platform to promote the interest or the opinions of a special interest group, individual or cause.

5. The online news website must have a local telephone listing and a known Colorado-based office of publication, open to the public, where the business or publication is transacted during usual business hours.

6. All other definitions of a "newspaper", as determined by the CPA Bylaws and the Board of Directors of the Association, shall apply to Online News Websites membership.

(D) MONTHLY/ALTERNATIVE PUBLICATIONS

A publication shall be eligible to be a Monthly/Alternative Publications Membership by meeting the following requirements:

1. The publication must be published and printed in an accepted newspaper or magazine format, standard or tabloid and meet the ethical, news and typographical standards generally recognized by the newspaper and magazine profession.

2. The publication must have a known Colorado-based office of publication, open to the public, where the business of the publication is transacted during usual business hours, with a local telephone listing.

3. The publication shall be published consecutively for at least one year prior to application for membership. It shall be published at least monthly and shall also bear a fixed title or name, date lines and numbered volume sequence.

4. The publication must annually publish, verify and submit to the Association accurate circulation figures, based on a recognized auditing agency, a sworn post office statement, or a duly notarized statement.

5. The yearly average of news-editorial content shall not be less than 25% of the publication. Of news-editorial content, at least 75% shall be produced by the local staff of the newspaper or purchased from recognized news sources such as Associated Press, Scripps Howard or similar news service.

(E) NON-PROFIT PUBLICATION OR NEWS SITE

A non-profit publication or news site shall be eligible to be a Free-Distribution Newspaper Member by meeting the following requirements:

1. The non-profit publication or news site is a 501(c)3 whose primary function is news dissemination that meets the ethical, news and typographical standards generally recognized by

the newspaper profession. Its content must be revised on a regular basis not less than once per week.

2. The non-profit publication or news site must have a known Colorado-based office of publication, open to the public, where the business of the publication is transacted during usual business hours, with a local telephone listing.

3. The non-profit publication or news site shall be published consecutively for at least one year prior to application for membership. Print non-profits shall be published at least weekly and shall also bear a fixed title or name, date lines and numbered volume sequence.

4. A non-profit print publication must annually publish, verify and submit to the Association accurate circulation figures, based on a recognized auditing agency, a sworn post office statement, or a duly notarized statement.

5. The yearly average of news-editorial content shall not be less than 25% of a non-profit publication or news site. Of news-editorial content, at least 75% shall be produced by the local staff of the newspaper or purchased from recognized news sources such as Associated Press, Scripps Howard or similar news service, or agreements with other journalism-based organizations.

6. All other definitions of a "newspaper", as determined by the CPA Bylaws and the Board of Directors of the Association, shall apply to non-profit membership.

SECTION B — NON-VOTING MEMBERSHIP

Non-voting members in the Association shall be one of five classes

- Individual
- Student Newspaper
- Retired Executive
- Honorary
- Allied Associate

Non-voting members shall be entitled to the social privileges of the Association, but shall not be entitled to vote or serve on the Board of Directors.

(A) INDIVIDUAL MEMBERSHIP

An individual shall be eligible for an Individual Membership by meeting the following requirements:

1. Representatives of out-of-state newspaper or news site; state; regional or national press associations;
2. Former employees who are retired or otherwise not currently engaged in their profession, freelance writers, authors, photographers or artist;
3. Teachers of journalism and other

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representatives of accredited educational institutions;

(B) STUDENT NEWSPAPER MEMBERSHIP
Junior college, community college, college and university newspapers that meet the ethical, news and typographical standards generally recognized by the Newspaper Members of this Association shall be eligible to be a Student Newspaper Membership.

(C) RETIRED EXECUTIVES
Retired Executive Membership in the Colorado Press Association shall be offered to any person who has held the position of publisher, manager, editor or executive of any Voting Member organization of the Association for duration of not less than five (5) years and who is presently inactive in the newspaper profession in the State of Colorado.

(D) HONORARY MEMBERSHIP
Honorary Memberships shall be conferred only by a vote of a majority of the Board of Directors as a special honor to individuals considered deserving of same for special services to the profession. Honorary life Membership is automatically conferred on any past President of this Association. Other Honorary Members' terms shall be established by the Board of Directors and may be terminated at any time.

(E) ALLIED ASSOCIATE
Any individual, firm, shopper, corporation, non-profit or organization that is in any way associated with the furnishing of services, supplies, management or advice to or for newspapers, or associated in any other manner with any other type of news media, shall be eligible to be an Allied Associate of the Association. Allied Associate members shall be entitled to the social privileges of the Association, but shall not be entitled to vote, be on the board of directors or received Press Credentials.

SECTION C. SELECTION FOR MEMBERSHIP
Under power delegated by the voting membership, the officers and Board of Directors may require applicants for Voting Membership in Colorado Press Association to submit answers to questions regarding circulation, financial standings and credit reputation, and other matters bearing upon a newspaper or news site's qualifications for association with Colorado Press Association. The officers and Board of Directors at any meeting, or by mail, may review such answers, verify them by investigation, and thereby decide by simple majority vote whether or not they will recommend such applicant for membership to the Association as a whole.

In the event of a negative decision by the officers and Board of Directors, the applicant shall be given the option of having the application and questionnaire submitted to the regular voting membership of the Association, at a regular or special meeting, as provided in Article I,

Section D. MEMBERSHIP LIMITATION

The Voting Members of this Association shall always be the sole judges of the eligibility of any person to membership, and by the majority vote at any lawful meeting may refuse membership to any candidate or cancel the membership of anyone whose name appears upon the rolls of the Association, provided that in the event of the cancellation of a membership the dues paid by such member for the year in which his or her membership is cancelled shall be returned to him or her on a pro rata basis.

In the event of a question as to eligibility of any member or candidate for membership, the determination of any question shall be by vote of those members in good standing.

The purpose of this section is to preserve to the owners and/or publishers, or their duly constituted representatives, of the Voting Members in the state of Colorado, at all times the sole right to regulate and limit membership in the Association.

ARTICLE II MEETINGS

Section A. ANNUAL MEETING. The annual meeting shall be held in Denver, Colorado, during the month of April each year, or at a time and place to be fixed by the Board of Directors.

Section B. QUARTERLY MEETINGS. The Board of Directors shall meet at least four times per year, with one of the meetings coinciding with the annual meeting of the Association. Meeting times, dates and places will be fixed by the president.

Section C. NOTICE OF MEETINGS. Notice of regular and special meetings must be posted on the Colorado Press Association website, and provided in writing or electronically to all Voting Members at least 10 days prior to such meetings.

Section D. QUORUM. Those Voting Members present at any regularly called annual meeting or special meeting shall constitute a quorum. A simple majority vote of the Association represented at any regular or special meeting, in person or by proxy, shall be required on any subject pertaining to Association business.

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Six members of the board will constitute a quorum for regular and special board meetings.

Section E. ATTENDANCE RESTRICTED.

Attendance at any business, social or departmental meeting of Colorado Press Association shall be restricted to Voting and Non-voting Members of the Association and their families; and guests invited by officers or directors of the Association.

Section F. VOTING BY PROXY. For annual or special meetings of the general membership, and for purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a Voting Member may be deemed to be present at a meeting and to vote if the Voting Member has granted a signed written proxy to another Voting Member (or authorized representative of the Voting Member) who is present at the meeting, authorizing the other Voting Member to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Such written proxy can be transmitted to the Association by facsimile, electronic mail, or any other procedure allowed by the Colorado Nonprofits Corporation Act.

Section G. –VOTING BY ELECTRONIC BALLOT.

At the Board of Directors discretion, action that may be taken at a meeting of the members may take place by written ballot in compliance with the Colorado Revised Nonprofit Corporation Act. The ballot shall: (i) state the proposed matter(s) up for vote and (ii) provide an opportunity to vote for such matter(s). Each ballot must include the following information: (i) the time by which the ballot must be received in order to be counted; and (ii) information sufficient to permit each person casting the ballot to reach an informed decision on the matter. Such written ballot can be transmitted to the Association by facsimile, electronic mail, or any other procedure allowed by the Colorado Nonprofits Corporation Act.

ARTICLE III Board of Directors

Section A. ELEVEN DIRECTORS. The officers of the Association shall consist of a president, a vice-president and president-elect, a secretary, a treasurer, an immediate past president and a Board of Directors consisting of the

aforementioned five officers and six additional members.

Section B. DUTIES OF PRESIDENT. The duties of the president shall be to perform generally such duties as devolve upon the presidents of similar organizations and shall accede to the chair automatically one year after his/her election as president.

The president shall appoint all committees unless otherwise specifically provided.

The president shall make appointments for all vacancies on the board, with appointments to be ratified by a vote of the board.

Section C. DUTIES OF VICE-PRESIDENT. The vice-president shall, in the absence of the president, perform all the duties of the president and shall accede to the presidency automatically one year after his election as vice-president and president-elect.

Section D. DUTIES OF TREASURER. The treasurer shall be specifically charged with the duty of maintaining a continuing intelligence of the financial affairs and condition of the Association, and shall make periodic reports (as covered under the duties of the managing director) jointly with the managing director. The treasurer together with the managing director shall at all times provide adequate bookkeeping records subject to approval of the Board of Directors, to provide a complete record of the funds of the organization. The treasurer shall have such other duties as are usually incumbent upon the office of treasurer of a corporation.

Section E. DUTIES OF SECRETARY. The secretary, together with the managing director of the Association, shall keep a record of all proceedings of the corporation and shall have such other duties as are usually incumbent upon the office of secretary of a corporation.

Section F. DUTIES OF IMMEDIATE PAST PRESIDENT. After the year as president is concluded, the immediate past president remains on the board one more year as an officer of the association. They have earned the title of Immediate Past President and vote on all matters to come before the board. This is not an elective office, although the immediate past president has some duties, such as chairing the nomination committee.

Section G. DUTIES OF BOARD OF DIRECTORS. The Board of Directors shall have full management and control of the affairs of the Association, and shall perform such other duties as may be prescribed by the by-laws or by a

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majority vote of the Association at any regular or special meeting. In emergencies, the Board of Directors may by a majority vote order any necessary Association business conducted by email.

Section H. MEETING ATTENDANCE.

Members of the Board of Directors of the association who fail to attend three consecutive meetings of the Board of Directors shall be deemed to have resigned from the Board. Excused absences may be granted by the president of the association given he/she receives adequate notification of non-attendance. The president shall have the ultimate authority to remove a director for failure to comply with meeting attendance requirements.

ARTICLE IV ELECTION OF OFFICERS

Section A. TERMS OF OFFICE, OFFICERS.

The terms of the president, vice-president and president-elect, secretary, treasurer and immediate past president shall be one year each and they shall be elected at the annual meeting except that a person elected vice-president and president-elect shall automatically accede to the presidency, and the person elected president shall automatically accede to immediate past president at the annual meeting one year after his or her election as vice-president and president-elect or president and immediate past president. Their terms shall start at the conclusion of the annual meeting and continue for one year or until successors are named.

Section B. TERMS OF OFFICE, BOARD. The Board of Directors shall consist of the president, vice-president, secretary, treasurer, immediate past president and six members to be selected from the membership of the Association. No fewer than four of said eleven members shall represent weekly or semi-weekly Voting Members newspapers and no fewer than four shall represent daily Voting Member newspapers. The six members elected to the Board of Directors shall be elected for two-year terms. In addition, any unexpired terms of office on the Board of Directors shall be filled temporarily by nomination of the president and ratified by vote of the Board of Directors. The appointee will stand for formal election by the membership of the Association at the annual meeting. A director or officer who becomes disassociated with a newspaper or news site during his or her term will be granted a four-month grace period to return to

qualified newspaper or news site employment. After four months, the president shall declare the position vacant and nominate a replacement to be ratified by vote of the Board of Directors.

Section C. QUALIFICATION FOR OFFICE.

Persons elected to office in this Association shall be members actively and principally engaged as an executive at a Voting Member in good standing.

Section D. VACANCIES. Any vacancies in the offices or Board of Directors, except the office of president, occurring more than one month before the next annual meeting, shall be filled for the balance of the Association fiscal year by appointment by the president, ratified by vote of the Board of Directors either by electronic communication or in meeting. Vacancy of the office of president shall be filled by the vice-president who in turn will appoint a vice-president, as hereinbefore provided.

ARTICLE V EXECUTIVE DIRECTOR

Section A. BOARD MAY HIRE, DIRECT. The Board of Directors may contract with the regularly elected secretary of this Association or with any other suitable person to act as Executive Director of this Association; may prescribe the duties and fix his or her compensation as an officer of this Association. The Executive Director shall be custodian of all the property of the Association, and shall perform such duties as shall be delegated to him or her by the Board of Directors or by the Association. He or she shall be authorized to receive and disburse funds of the organization under the supervision and direction of the treasurer and Board of Directors. The Executive Director shall report jointly with the treasurer to the Board and the membership the receipts and disbursements of the Association quarterly, and shall report in detail the condition of the Association funds in his or her custody at any time upon request of the Board of Directors. [The Executive Director shall ensure he or she and the Board are appropriately covered with proper insurance policies.]

ARTICLE VI DUES

Section A. VOTING MEMBERSHIP DUES.

Dues to be paid for membership in this association shall be determined by a formula voted upon by the Board of Directors and communicated with the CPA membership no

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Comment [JR2]: In looking into this, this is an outdated clause that when discussed with the insurance broker, he was unsure of its purpose. He noted, the ED (CEO) and board are more than covered with the policy.

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fewer than 90 days in advance of changes taking effect.

Section B. VOTING MEMBER MEMBERSHIP REQUIREMENTS.

Each Voting Member shall send one electronic copy or four print copies of each regular or special issue to the Association for the purpose of updating the public notice website, compliance with clipping service and advertising tearsheets. Voting Members shall be expected to update the Colorado Press Association upon changes in management that will make entries in the annual media directory obsolete. Voting Members shall also be required to provide an updated contact form with annual renewal notice for purposes of maintaining an accurate membership directory.

Section B. NON-VOTING MEMBERSHIP DUES.

Annual Non-voting Membership dues shall be fixed by the Board of Directors annually and communicated to membership at least 30 days prior to dues increase. Non-voting Members shall be expected to update the Colorado Press Association upon changes in management that will make entries in the annual media directory obsolete. Voting Members shall also be required to provide an updated contact form with annual renewal notice for purposes of maintaining an accurate membership directory.

Section C.. COLLECTION OF DUES.

It is recognized by the membership of this Association that membership herein constitutes a permanent, lawful obligation upon each member to pay the dues fixed by the Association for as long as he or she shall remain a member thereof, and that such dues may be collected by any lawful method for any delinquent period until such member shall have relinquished membership in this Association by formal resignation.

ARTICLE VII FREEDOM OF INFORMATION FUND

Section A. FREEDOM OF INFORMATION FUND. For the purposes of educating the public and members of the press in matters dealing with Freedom of Information, each Voting Member of the Association will be assessed a fee, such amount to be determined by the Board of Directors, annually for a Freedom of Information Fund to be administered by the officers.

ARTICLE VIII COMMITTEES

Section A. APPOINTMENT. Before the close of the annual meeting of each year the newly-elected president shall announce the

appointment to the following standing committees, to serve during the ensuing year: **Legislative**, to have charge of all support of or opposition to any measure pending before the General Assembly;

By-Laws, to which shall be submitted for investigation and report all proposed amendments of these by-laws;

Membership, to act in behalf of the full Voting Membership in studying qualifications, suitability and eligibility for membership of any applicant about whom there may be any question and to pass on such application, either with or without recommendation, as provided in Sections E and F of Article I of these by-laws to the Voting Membership; to survey the field and issue invitations to eligible members, and generally to promote a large, strong and healthy membership in Colorado Press Association;

Contest, to have charge of reviewing the annual Better News Contest, determining contest entry categories, entry fees, circulation categories and to address issues with the online contest system.

Section B. NOMINATIONS COMMITTEE. A nominations committee to present nominations for officers and directors at the annual meeting shall consist of the five immediate past presidents of the Association, with the immediate past president serving as the committee chair. In the event a vacancy may occur, the president shall fill the vacancy or vacancies by appointing another past president or past presidents. At least two months in advance of the annual convention and meeting, the executive director shall solicit by electronic or regular mail nominees from members of the Association. Nominations shall come to the executive director in the form of a written letter signed by a Voting-member of the Association, and the nomination shall state the qualifications of the nominee and his or her consent to serve. The nominating committee shall then select a slate of proposed officers and directors and such slate shall be presented to the membership of the Association by electronic or regular mail at least 10 days prior to the annual meeting.

ARTICLE IX AMENDMENT

Section A. TWO-THIRDS VOTE. These Bylaws may be altered, amended or repealed, in whole or in part, and new Bylaws may be adopted by the Voting Members at any annual, regular or special meeting; provided, however: (i) no change shall be made unless the notice for such meeting, issued 30 days prior to the meeting, states that such amendments will be considered, and shall give generally the purport and tenor of such proposed changes, along with the

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recommendation of the bylaws committee; and (ii) that these Bylaws may only be amended or altered in a manner which would not disqualify the Association under §501(c)(6) of the Code. The adoption of new Bylaws or the alteration, amendment or repeal of the Bylaws shall require an affirmative vote of two thirds vote of the Voting Members present at a meeting which a quorum is present, either in person or by proxy, as defined Article II, Section F and Section G.

ARTICLE X PARLIAMENTARY AUTHORITY

Section A. PARLIAMENTARY AUTHORITY.
Robert's Rules of Order Newly Revised shall apply on all questions of procedure not specified by these Bylaws.

ARTICLE XI DISSOLUTION OF ASSOCIATION

The Board of Directors of the Association is hereby authorized to designate a charitable or educational organization to which the assets of the Association shall pass upon termination and dissolution of the Association.

NEW MEMBER APPLICANTS: ACKNOWLEDGMENT

I have read the foregoing Charter and By-Laws of Colorado Press Association and, if accepted as a Member, agree to accept the membership obligations stated therein.

Signature of Member
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News Organization
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Revised May 13, 2016.