

**BYLAWS OF
NATIONAL SCHOLASTIC PRESS ASSOCIATION**

This instrument constitutes the Bylaws of National Scholastic Press Association (hereinafter “Corporation”), a Minnesota nonprofit corporation, adopted for the purpose of regulating and managing the internal affairs of the Corporation.

**ARTICLE I
CORPORATE SEAL**

The Corporation shall not have a seal.

**ARTICLE II
MEMBERS**

Section 2.1. The Corporation shall have no members with voting privileges. Any action or approval of the members or shareholders of a corporation which would otherwise be required by the terms of any agreement to which this Corporation is a party, or by which the Corporation is bound, or by the provisions of any law, rule or regulation to which the Corporation is subject, requires only action or approval of the Board. The Corporation may offer benefits in connection with its mission and purposes to student journalistic publications and other student media, which may be referred to as “members”, but which do not have voting privileges. The Corporation will only refer to a class of affiliates or beneficiaries as “members” of the Corporation when so authorized by the Board of Directors, and will not suggest or imply that “membership” affords any type of corporate voting privileges to such affiliates or beneficiaries.

ARTICLE III
BOARD OF DIRECTORS

Section 3.1. General Powers; Designation. The business and charitable affairs of the Corporation shall be managed by or under the direction of a Board of Directors elected by the affirmative vote of a majority of directors present at a duly held meeting. The Board of Directors shall have primary responsibility for overseeing the activities of the Corporation, including determining the major programs to be carried out by the Corporation, engaging in long-range planning for the Corporation, effectuating the mission of the Corporation and approving the annual budget for the Corporation.

Section 3.2. Number and Status of Directors. The Board of Directors shall consist of at least three (3) individuals, or such other larger number as shall be established from time to time by resolution of the Board of Directors. The Corporation will seek only persons who are independent of the Corporation and its employees to serve on its Board of Directors. Members of the Board of Directors shall not be (or have been at any time within the previous ten (10) years) employees of the Corporation or of employees of the Corporation, or independent contractors (however designated) of the Corporation or of employees of the Corporation. The Director of the School of Journalism, University of Minnesota, Twin Cities, is by virtue of holding such position, a member of the Board of Directors and the “President and Chairperson” of the Board of Directors of the Corporation. In addition to the President’s position, at least two other Board of Director seats shall be filled by faculty members of the School of Journalism, University of Minnesota, Twin Cities.

Section 3.3. Terms of Directors. Directors of the Corporation shall serve terms of two (2) years. Other than the President of the Board of Directors, who serves by virtue

of his or her position as Director of the School of Journalism, University of Minnesota, Twin Cities, a director who has served three (3) consecutive two (2) year terms must resign from the Board of Directors for at least two (2) consecutive years before returning to serve as a director of the Corporation.

Section 3.4. Quorum. At all meetings of the Board of Directors a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 3.5. Number Required for Action by Directors. Except where otherwise required by law, the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for any action.

Section 3.6. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed, or consented to by authenticated electronic communication as permitted by the Minnesota Nonprofit Corporation Act, by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the directors, all directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action. As used in these Bylaws, the term “authenticated electronic communication” means any form of communication, not directly involving the physical transmission of paper, that

- (a) creates a record that may be retained, retrieved and reviewed by the recipient of the communication,
- (b) may be directly reproduced in paper form by the recipient through an automated process;
- (c) is delivered to the Board President's principal place of business or to an officer or agent of the Corporation authorized by the Board President to receive the communication; and
- (d) sets forth information from which the Corporation can reasonably conclude that the communication was sent by the purported sender.

Section 3.7. Regular Meetings/Annual Meeting. The Board of Directors shall have regular meetings at such places and times as it shall establish by resolution.

Section 3.8. Executive Session. The Board of Directors shall meet, at its discretion and as often as is deemed necessary by the Board of Directors, in Executive Session, either alone or with persons from whom the Board is seeking advice.

Section 3.9. Special Meetings. Special meetings of the Board of Directors may be called at any time upon request of the President, or any two (2) directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days written notice of the time, place and purpose of such special meeting.

Section 3.10. Resignation of Directors. A director may resign at any time by giving written notice to the President of the Board of Directors. The resignation is

effective without acceptance when the notice is given to the Corporation, unless a later effective time is specified in the notice.

Section 3.11. Removal of Directors. A director may be removed from office, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting; provided that not less than five (5) days and not more than thirty (30) days notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director.

Section 3.12. Vacancies. In the event of the death, removal or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting.

Section 3.13. Proxies. Neither a director nor a committee member shall appoint a proxy for himself or herself, nor shall he or she vote by proxy.

Section 3.14. Executive Committee. The Corporation shall have an Executive Committee, comprised only of members of the Board of Directors. The President of the Board of Directors shall lead and be a member of the Executive Committee. The Executive Committee shall annually review the performance of the Executive Director of the Corporation, and shall annually review and determine the Executive Director's base salary, any incentive or bonus compensation and all benefits to be provided to the Executive Director. The Executive Committee shall have the authority of the Board to execute and terminate the Executive Director's employment with the Corporation. The Executive Committee may act on behalf of the Board of Directors between meetings of the Board of Directors to the extent determined by the Board of Directors.

Section 3.15. Other Committees. The Board of Directors may establish one or more committees, in addition to the Executive Committee, comprised of members of the Board of Directors, having the authority of the Board in the management of the business of the Corporation to the extent determined by the Board of Directors. In addition to other committees that the Board may establish, the Board may establish a committee or committees to provide advice to the Board of Directors regarding major programs of the Corporation, such as Associated Collegiate Press and Minnesota High School Press Association.

Section 3.16. Place of Meetings. The Board of Directors and any committee thereof may meet at such places, whether in this state or in any other location, as a majority of the directors then in office may from time to time select.

Section 3.17. Electronic Meetings. Any meeting among directors may be conducted solely by one or more means of remote communication through which all of the directors may participate in the meeting, if: (1) the same notice is given of the meeting as required by these Bylaws; (2) the number of directors participating in the meeting is sufficient to constitute a quorum at the meeting; and (3) all directors, physically present and remotely participating in the meeting can communicate with each other on a substantially simultaneous basis. As used in these Bylaws, “remote communication” means communication via electronic communication, conference telephone, video conference, the Internet, or such other means approved by the Board of Directors that satisfies the requirements of this paragraph.

Section 3.18. Notice of Meetings. Whenever under the provisions of these Bylaws notice is required to be given to any director or other person, it shall be construed to require personal notice, but such notice may be given:

a) when mailed to the director or other person at an address designated as the last known address of the director or person or at the address of the director or person in the corporate records;

b) when communicated to the director or other person orally;

c) when handed to the director or other person;

d) when left at the office of the director or other person with a clerk or other person in charge of the office, or if there is no one in charge, when left in a conspicuous place in the office;

e) if the office of the director or other person is closed or if there is no office, when left at the dwelling or usual place of abode of the director or other person with a person of suitable age and discretion residing in the house; or

f) when communicated to the director or other person by facsimile, e-mail, or other electronic means, at a facsimile number or e-mail address designated by the director or other person; or

g) when the method is fair and reasonable when all the circumstances are considered.

Notice by mail is given when deposited in the United States mail with sufficient postage. Notice is considered received when it is given.

Section 3.19. Waiver of Notice. Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws

either before, at, or after that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 3.20. Payment of Directors. Directors shall not be compensated for their duties as directors, except that directors may be reimbursed for expenses incurred on behalf of the Corporation in accordance with Board-adopted expense policies.

Section 3.21. Corporate Records. The official corporate records of the Corporation, including but not limited to, Articles, Bylaws, minutes of meetings of the Board of Directors and committees of the Board, official resolutions, executive director employment contracts and other Board materials, shall be maintained at the work office of the President of the Board of Directors (the office of the Director of the School of Journalism, University of Minnesota, Twin Cities).

ARTICLE IV **OFFICERS**

Section 4.1. Officers. The officers of the Board of Directors of the Corporation shall be a President, a Treasurer, and such other officers as the Board of Directors may, from time to time, appoint. The President and Treasurer shall be members of the Board of Directors.

Section 4.2. Duties of Officers. The duties of the officers of the Board of Directors of this Corporation shall be:

Section 4.2.1. President and Chairperson. The President shall also be the Chairperson of the Corporation's Board of Directors. The President of the Board of Directors shall have all of the powers set forth in Minnesota Statutes § 317A.305, subd. 2. The President shall preside at all meetings of the Board of

Directors and shall lead the Board of Directors in setting the overall strategic direction of the Corporation. The President may engage outside counsel and/or consultants on behalf of the Board of Directors to ensure the proper management of the Corporation. The President shall have and may delegate responsibility for ensuring that minutes of the meetings of the Board of Directors and other corporate records are properly recorded and maintained. The President shall also perform such other duties as may be determined from time to time by the Board of Directors.

Section 4.2.2. Treasurer. The Treasurer shall have all of the powers set forth in Minnesota Statutes § 317A.305, subd. 3. The Board of Directors shall elect a member of the Board of Directors to serve as Treasurer of the Corporation. If no person has been elected as Treasurer by the Board of Directors, the President of the Corporation shall assume the duties of Treasurer until the Board elects a Treasurer of the Corporation. The Treasurer may engage auditors or other financial advisors, on behalf of the Board, and shall contract for an annual audit of the Corporation's financial records by an independent accounting firm. The Treasurer shall have overall responsibility for the corporate treasury, and shall have all of the powers and duties normally belonging to the Treasurer of a Minnesota nonprofit corporation. The Treasurer shall perform such additional duties as may be determined from time to time by the Board of Directors.

Section 4.3. Resignation of Officers. An officer may resign at any time by giving written notice of the resignation to the President of the Board. The resignation is

effective without acceptance when notice is given to the Corporation, unless a later effective date is named in the notice.

Section 4.4. Removal of Officers. Any officer appointed by the Board of Directors may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

Section 4.5. Vacancies. Any vacancy in an officer's position due to death, resignation or removal shall be filled by the Board of Directors.

Section 4.6. Executive Director. The Executive Director of the Corporation shall conduct and manage the day-to-day operations of the Corporation, including hiring and supervision of staff, and preparation of annual budgets and financial statements. The Executive Director shall serve at the pleasure of and account directly to the Board of Directors, and shall not be a member of the Board of Directors of the Corporation.

ARTICLE V
STANDARD OF CARE AND
CONFLICTS OF INTEREST

Section 5.1. Standard of Care. It is the responsibility of each director and officer of this Corporation to discharge his or her duties as a director in good faith, in a manner the director reasonably believes to be in the best interests of this Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 5.2. Conflicts of Interest. The Board of Directors shall adopt and maintain a Conflict of Interest Policy to govern the Corporation.

ARTICLE VI
FINANCE

Section 6.1. Receipt of Gifts. Any dues, contributions, grants, bequests or gifts made to the Corporation shall be accepted or collected only as authorized by the Board of Directors.

Section 6.2. Deposit of Funds. All funds of the Corporation shall be deposited to the credit of the Corporation under such conditions and in such banks as shall be designated by the Board of Directors.

Section 6.3. Access to Corporate Assets. The Corporation's Treasurer shall be named as fully authorized to deposit and withdraw funds of the Corporation for all accounts of the Corporation maintained at financial institutions. The Board of Directors may designate other persons as authorized representatives of the Corporation for depositing and withdrawing funds on accounts of the Corporation maintained at financial institutions. All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the Corporation shall be as provided by the Board of Directors.

Section 6.4. Title to Property. Title to all property of the Corporation shall be held in the name of the Corporation.

Section 6.5. Annual Financial Review. The following shall be reviewed and approved annually by the Corporation's Board of Directors:

- An annual budget of estimated income, income expense and capital expense;
- An independently audited balance sheet, related statements of activities; functional expenses, and cash flows;
- The Corporation's Internal Revenue Service ("IRS") form 990; and,

- A report of the management of the Corporation's internally and externally managed funds.

The Board of Directors shall review and approve the Corporation's IRS form 990 before it is filed with the Internal Revenue Service.

Section 6.6. Fiscal Year. The Corporation's fiscal year shall be January 1 through December 31 of each year.

ARTICLE VII **INDEMNIFICATION**

Section 7.1. In General. Subject to Section 7.2 hereof, the Corporation shall indemnify and make advances to each person who is or was a director, officer, or employee of the Corporation, or a member of any committee, to the full extent mandated by, and in accordance with relevant provisions of the Minnesota Nonprofit Corporation Act, without prohibitions, limitations or conditions other than those set forth in Minnesota Statutes Section 317A.521.

Section 7.2. Limitation on Indemnification. Indemnification pursuant to Section 7.1 hereof shall be for the sole and exclusive benefit of the person expressly identified therein, and no other person, corporation, or legal entity of whatever nature shall have any rights thereunder by way of voluntary or involuntary assignment, subrogation, or otherwise.


Section 7.3. Insurance. The Corporation may provide, maintain, and pay for insurance on behalf of any person indemnified pursuant to Section 7.1 hereof.

ARTICLE VIII
AMENDMENT OF BYLAWS

These Bylaws may be amended at any time and from time to time by the affirmative vote of a majority of the directors who are present at a duly held meeting, provided that written notice of the meeting and of the proposed amendment shall be given to each director not less than five (5) nor more than thirty (30) days before any meeting of the Board of Directors at which an amendment of the Bylaws is to be adopted.

I hereby certify that these Bylaws of National Scholastic Press Association (thirteen pages) were duly adopted on December 15, 2005, by the National Scholastic Press Association Board of Directors.

Dated: 1/11/06

Signed: 

Albert R. Sims
President of the Board of Directors
National Scholastic Press Association

Effective Date: December 15, 2005

STP:131039.1/53076-1