**ARTICLE I: NAME**

The name of this association shall be the Nevada Press Association, Inc.

**ARTICLE II: PURPOSE**

The purpose of this association shall be:

Section 1: To unite the press and allied crafts of the state of Nevada into a voluntary, cooperative association to promote the general welfare of the publishing profession; to foster high ethical standards in newspaper publishing fields; to acquaint the membership with the latest advancements in newspaper printing and publishing and in related educational areas; to keep the membership advised of government regulations--state and/or federal--which in any way may affect the publishing profession; to offer professional testimony whenever possible before legislative committees and/or related panels to express the views of the membership.

Section 2: To foster and advance the Freedom of Speech and Freedom of the Press in the State of Nevada and at the national level, and to take any action which the membership may deem necessary or appropriate to guarantee these and other association aims.

Section 3*:* To promote a closer fellowship between the newspaper printing and publishing fraternity of the State of Nevada and allied crafts and professions; to acquire a closer acquaintance with the resources of the State of Nevada and encourage their development; to foster and promote civic enterprises and to promote the general welfare of its membership and the people of the state of Nevada.

Section 4: To encourage the elevation of the standards of journalism and the newspaper publishing profession in the State of Nevada by conducting a Better Newspaper Contest each year with rules and categories of the contest developed by the Board of Directors and made known to all regular and affiliate members.

Section 5: ~~To encourage journalists of all ages to achieve high standards by conducting annual contests to honor outstanding journalistic efforts.~~ To promote open government by advocating for the improvement of laws guaranteeing maximum public access to government records and official meetings, and for the maintainance of laws mandating the distribution of official, statutorily required notice via newspapers.

**ARTICLE III: MEMBERSHIP**

Section 1*:* **REGULAR MEMBERSHIP** in the Nevada Press Association, Inc. shall be limited to newspapers defined as ~~legal~~ publications qualified to publish public notices by the Statutes of the State of Nevada, with the exceptions of ~~the Tahoe World, Tahoe Daily Tribune and the Sierra Sun~~, California newspapers based in the Lake Tahoe area, which shall be considered Nevada newspapers for the purposes of regular membership.

An affidavit stating that the applicant newspaper meets legal requirements shall be submitted at the time the applicant applies for membership. Any falsification of information sought by the NPA on the affidavit or application shall be grounds for automatic disqualification from membership. Reapplication for membership by a disqualified applicant shall not be considered for one calendar year from the date of Board action on the application.

~~At least twenty (20) days prior to any action of the Board of Directors, written notice of the time and place the application will be considered shall be mailed to all regular members. Any person who files a written objection at least ten (10) days prior to the date set for the board action on such application shall be entitled to be heard. If an application is approved by the board, the applicant shall become a member upon payment of the required dues.~~

~~Membership shall be vested in the newspaper and there shall be only one vote per regular membership. A newspaper may designate any regularly employed associate to represent it in association affairs.~~

Section 2*:* **ASSOCIATE MEMBERSHIP** shall be limited to ~~owners, executives and authorized representatives of publications in the State other than those classified as legal newspapers;~~ Nevada newspaper executive personnel temporarily not engaged in their profession and/or who are in retirement; printing and newspaper equipment and supply manufacturers; public relations and advertising agencies and practitioners; and other~~s~~ organizations and individuals whose interests and activities are allied with the general interests of the association.

Section 3*:* **LIFE MEMBERSHIP** shall be limited to those individuals with 30 years or more invested in the Nevada newspaper profession and whose publications have been NPA members for 30 or more years. This designation is limited to those in retirement and affords the individuals all the rights and privileges of associate membership free from any requirement to pay annual dues.

Section 4: **AFFILIATE MEMBERSHIP** shall be limited to publications in the State that do not qualify for Regular Membership but publish news and meet the following criteria: They publish regularly and consecutively for one year prior to applying; adhere to recognized standards of professional journalism; revise content on a regular basis — not less than once per weekday in the case of online news publishers, and not less than once per quarter in the case of print publications; publish under a fixed title or name and display publication dates; are principally devoted to the dissemination of original local or general news of interest to residents of Nevada and other editorial content available to the general public; devote at least 25 percent of their content to news and editorial matter; maintain a Nevada-based office of operation where business or publishing is conducted during regular business hours; and do not serve primarily as a platform to promote the interests and/or opinions of a government entity or a special interest group, individual or cause.

Section ~~4~~5: All membership applications must be approved by a majority vote of the Board of Directors before acceptance.

Section 6: Regular and affiliate membership shall be vested in the publication and there shall be only one vote per regular or affiliate membership. A publication may designate any regularly employed associate to represent it in association affairs.

Section 7: Only regular and affiliate members shall have the right to vote and to run for election to the Board of Directors, although affiliate members may be prohibited from running for the board in limited circumstances described in Article V, Section 1.

**ARTICLE IV: OFFICERS AND BOARD OF DIRECTORS**

Section 1*:* The Board of Directors shall consist of the elected officers of the association, ~~five~~ six other elected directors r~~egular members~~, and the immediate past president. The elective directors shall be elected to terms of two years each, under an alternating plan whereby the terms of ~~two members~~ three directors shall expire each year. Only regular or affiliate members shall be elected either as officers or directors.

Section 2*:* Officers of the association shall be: (1) President; (2) First Vice President; (3) Second Vice President; and (4) ~~Parliamentarian; and (5)~~ Treasurer. All officers are elected.

Section 3: ~~All officers are elected~~ ~~except the Parliamentarian and Treasurer~~. The Executive Director shall be appointed by the Board of Directors with selection by a simple majority. ~~The Parliamentarian shall be appointed by the President. The Treasurer shall be appointed by the President and confirmed by the Board of Directors.~~

Paragraph A: Any regular or affiliate member in good standing may be elected to hold any association office.

Paragraph B: Officers shall serve a one (1) year term and will enter upon their duties immediately following installation and shall serve until their successors are elected or installed.

Paragraph C: Officers shall not be limited to a one (1) year term if nominated and elected to serve beyond that certain period of time. Directors may ~~be re-elected at will~~ run for reelection without limitation.

Paragraph D: Officers and directors are urged to attend all meetings and if unable to do so must be excused by the President. Any officer or director who is absent from any two (2) regular or special meetings or any board meetings without good and sufficient cause can be subject to forfeiture of such office by action of the Board of Directors. Any officer or director who moves permanently from the state or who leaves the profession shall forfeit his/her office. A replacement shall be chosen by the President with the approval of the Board of Directors.

Paragraph E: Resignations from office become official upon board action. A simple majority is required.

Section 4*:* Vacancies in elective office ~~or Treasurer~~ shall be filled by interim appointment by the President with the approval of the Board of Directors. A vacancy in the office of Executive Director shall be filled by appointment of the Board of Directors. ~~A vacancy in the office of Parliamentarian shall be filled by appointment of the President.~~

**ARTICLE V: NOMINATIONS**

Section 1: A nominating committee to be appointed by the President shall consist of three (3) regular or affiliate members. The nominating committee shall elect its own officers. Alternate members may be named to serve in the absence of the regular committee members and the alternates shall be called in the order of their appointments.

Paragraph A: Any regular or affiliate member in good standing may serve on the nominating committee--except the President.

Paragraph B: Upon presentation of the nomination report by the committee chairman, the nominating committee is immediately dissolved and the election of officers shall take place immediately.

Paragraph C: Nominations may be made from the floor after the nominating committee's report and before balloting on each candidate.

Paragraph D: An affiliate member may not be nominated to run for election to the Board of Directors if their election would result in a majority of seats on the Board being held by affiliate members.

**ARTICLE VI: ELECTIONS**

Section 1: Election of directors and officers shall be held at the annual regular meeting of the association.

Paragraph A: A ten (10) day written notice of the annual election must be given to all regular and affiliate members in good standing.

Paragraph B: A plurality shall elect. A tie vote shall be decided by reballoting. If three subsequent tie votes leave the election undecided, the result shall be decided by the flip of a coin.

Paragraph C: When there is just one nominee for an office, the elective ballot may be dispensed with and the election taken by voice ~~viva voce~~ vote.

Paragraph D: Each office and each directorship must be filled.

Paragraph E: When a contest exists, a written ballot must be taken for that office and each candidate is allowed to choose a teller to assist in counting votes. A judge to tabulate the votes shall be appointed by the President. The judge will announce the vote to the President who in turn will announce the candidate with the most number of votes elected to office.

Paragraph F: Only regular and affiliate members in good standing shall be allowed to vote. If a regular or affiliate member not in good standing attempts to vote, his/her ballot shall be set aside and shall not be counted.

Paragraph G: Installation of officers and directors shall take place at the concluding banquet during the annual meeting of the association. The installing officer shall be the President or Past-President. Any officer or director appointed to succeed a resigned officer or director shall be installed by the president during the next regular or special meeting of the Board of Directors.

Paragraph H: In the event a newly elected officer is absent, installation shall be by proxy.

**ARTICLE VII: EXECUTIVE DIRECTOR**

Section 1: The Executive Director shall be appointed by the Board of Directors with selection by simple majority.

Section 2: The Executive Director shall perform all functions enumerated in his/her job description.

Section 3:The Executive Director shall be paid a compensation to be fixed by the Board of Directors with said compensation reported to the regular and affiliate members.

Section 4: The Executive Director and all other association employees shall provide a surety bond in an amount set by the Board of Directors if the board believes this is necessary.

**ARTICLE VIII: DUTIES OF OFFICERS**

Section 1: **PRESIDENT**--It shall be the duty of the President to preside at all meetings of the association and of the Board of Directors and to enforce all laws and preserve decorum. The President must obey the will of the majority of the members, act impartially, and aid in carrying out the purposes of the association. The President shall be the official spokesperson and representative of the association. The President shall appoint all committees with the advice and consent of the Board of Directors, ~~shall appoint the Parliamentarian~~ and shall appoint the Treasurer with board confirmation. The President shall be an ex-officio member of all committees, except the nominating committee.

Section 2: **FIRST VICE PRESIDENT**--The First Vice President shall discharge the duties of the President during the absence of the President and shall become the President should that office become vacant. The First Vice President shall assume such other duties as designated by the President.

Section 3: **SECOND VICE PRESIDENT**--The Second Vice President shall discharge the duties of the President during the absence of the President and the First Vice President. The Second Vice President shall assume such other duties as designated by the President.

Section 4: **BOARD OF DIRECTORS**--The Board of Directors shall do all things necessary to carry out the purposes of the association; pass such rules and regulations as are consistent with the constitution and bylaws; approve appointments of committees and officers by the President; fill any vacancies in its membership until the next annual meeting; and set the dates and make arrangements for holding meetings of the association.

Paragraph A: The Board of Directors may hold regular meetings at the call of the President or any two officers~~, with all members being notified~~. Any member of the association may attend any such meetings but only the regular and affiliate members of the board are delegated with decision-making powers.

Paragraph B: The Executive Director shall keep the minutes of all board meetings and shall provide copies of the minutes to board members. ~~Notice of board meetings will be provided the membership through the Bulletin whenever possible; and every effort will be made to keep the membership informed of the happenings at a board meeting through the Bulletin as is possible.~~ The minutes of each board meeting will be posted on the association’s website after they have been approved by a majority vote of the Board of Directors.

Paragraph C: All board members are expected to attend all board meetings. A quorum of the Board of Directors is a majority thereof.

Section 5*:* **~~PARLIAMENTARIAN~~**~~--The Parliamentarian shall make rulings on all procedural matters covered under this constitution when requested to do so by the President. The Parliamentarian, if a regular member of the association, may vote on all issues at regular or special meetings.~~

~~Section 6:~~ **TREASURER**--The Treasurer shall review monthly, annual and special financial reports, including all disbursements, income tax filings and NPA investments. The Treasurer shall make any recommendations to the board concerning the NPA finances, which he/she feels are necessary.

**ARTICLE IX: MEETINGS**

Section 1: The association shall hold a regular meeting, normally in September, or at a time and place fixed by the Board of Directors. Notices of all meetings shall be mailed to all regular and affiliate members at least 30 days prior to such meetings. A quorum at regular and special meetings shall be one-third of the regular and affiliate members in good standing. A simple majority vote of a quorum of regular and affiliate members is sufficient to transact the business of the association.

Section 2: The Board of Directors may meet on call of the President or any two officers at such time and place designated.

Section 3: Attendance at any business or social meetings of this association shall be open to all interested persons.

**ARTICLE X: AMENDMENTS**

Section 1: The association may annul or amend all or any part of this Constitution and Bylaws at any regular or special meeting.

Section 2: Suggested changes may be made only if submitted by the Board of Directors in writing to each regular and affiliate member at least 10 days prior to the meeting with notice that they will be considered at the meeting.

Section 3: Changes in the Constitution and Bylaws shall be made by a vote of at least two-thirds of the regular and affiliate members present at the meeting.

Section 4: Amendments to the constitution shall take affect immediately following the regular or special meeting at which they are approved.

**ARTICLE XI: FINANCES**

Section 1: All funds of the association remaining after expenses shall be held or expended for the general improvement of the association and not for the personal gain of any of its individual members.

Section 2: No part of the net earnings of this association shall ever inure to, be for the benefits of, or be distributed to its members, directors, officers or other private persons, except that the association shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the exempt purposes for which it was formed.

Section 3*:* Notwithstanding any other provisions to these articles, the association shall not carry on any other activities that would imperil its nonprofit status ~~not permitted by the association exempt from federal income tax~~ under Section 501(c6) of the Internal Revenue Code ~~of 1954~~.

**ARTICLE XII: INVESTMENTS**

Section 1: Policies: The Board of Directors shall establish and carry out funding and investment policies and methods consistent with the objects of the Nevada Press Association, Inc. Every effort shall be made to protect the assets of the trust, and decisions regarding investments shall reflect this philosophy.

Section 2: Decisions: The Board of Directors may itself invest and otherwise manage trust assets or it may delegate all or some of these powers, including the power to acquire and dispose of assets, to an "investment manager" who qualifies as such and acknowledges in writing that he or she is a fiduciary with respect to the trust. The appointment, selection and retention of any investment managers shall be solely the responsibility of the Board of Directors and shall be revocable by it at any time. The Board of Directors may also utilize the services of investment advisers, brokers, consultants, attorneys, administrators or other persons in making investment decisions.

Section 3: Objectives: The overall objective of the fund is to preserve the inflation-adjusted value of the trust and to maximize total returns. The goal is to average a 5% return above inflation as measured by the Consumer Price Index.

**~~ARTICLE XIII:~~**

~~This constitution shall be in effect immediately upon its approval by the association.~~

**~~NEVADA PRESS ASSOCIATION, INC. BYLAWS~~**

**ARTICLE ~~I~~XIII: DUES**

Section 1:Dues shall be set annually by the Board of Directors with approval of the general membership if changes are to be made.

Section 2:Dues statements shall be distributed to members no later than January 10 of each year, become payable within 30 days of receipt, and are considered delinquent on March 10 of that year.

Paragraph A: Delinquent members shall not be entitled to enter any association-sponsored contests during that year nor vote on any matter brought to a vote of the association during that year.

Paragraph B: Delinquent members shall not receive any of the publications of the association nor otherwise benefit from association activities, such as attending workshops or seminars sponsored by the association or attending educational events at the association's annual convention.

Paragraph C: Any member whose dues remain remain delinquent until midnight on ~~March 10~~ July 1 of the year in which the dues are delinquent shall be dropped from the rolls of the association and shall be required to re-apply for membership ~~and pay the service charge to regain the benefits of this association~~.

Paragraph D: The official emblem or symbol of the association may not be used by any delinquent member to denote membership of any kind in the association.

**ARTICLE ~~II~~XIV: COMMITTEES**

Section 1:Committees will be authorized as directed by the Board of Directors.

Section 2:Each committee shall consist of at least three (3) regular or affiliate members. The President shall designate the chairman of each of these committees.

**ARTICLE ~~III~~XV: MINUTES**

Section 1:The Executive Director shall submit minutes of the association and board meetings to the President for approval before making them public.

**~~ARTICLE IV: COMPENSATION~~**

~~Section 1:~~~~The Executive Director shall be paid a compensation to be fixed by the Board of Directors with said compensation reported to the regular members.~~

**~~ARTICLE V: PUBLICATIONS~~**

~~Section 1:~~~~The Board of Directors is authorized to have published on behalf of the association, the NPA Bulletin, Directory, and such information and other periodicals as it deems necessary and to budget funds therefore.~~

**ARTICLE XVI: MEMBERSHIP LIST**

Each regular and affiliate member shall be provided a list of all ~~regular and associate~~ members of the association by October 1 of each year and shall be provided a copy of the annual financial report at each annual meeting.

**~~ARTICLE VII~~**

~~The Executive Director and all other association employees shall provide a surety bond in an amount set by the Board of Directors if the board believes this is necessary.~~

**ARTICLE XVII~~I~~: DISBURSEMENTS**

All payments of funds of this association shall be by check signed by the Executive Director. The Treasurer shall review monthly statements showing all payments of funds by check. ~~The Treasurer shall be appointed by the President with confirmation by the board.~~

**ARTICLE ~~I~~XVIII: ROBERTS RULES OF ORDER**

Roberts Rules of Order shall be authority at all meetings of this association.

**~~ARTICLE X:~~**

~~These bylaws may be changed, amended, repealed or added to at any regular or special meeting of this association by a two-thirds majority of regular members present, provided that proposed changes be submitted in writing to each member 10 days before a vote on the proposal. Any regular member may propose changes.~~