

**AMENDED AND RESTATED  
BYLAWS  
OF  
KENTUCKY PRESS ASSOCIATION, INC.**

**ARTICLE I  
OFFICES**

Section 1.1. Principal Office. The current principal office of Kentucky Press Association, Inc. ("the Association") is 101 Consumer Lane, Frankfort, KY 40601. The Association may have such other offices (either within or without the Commonwealth of Kentucky) as the business of the Association may require from time to time.

Section 1.2. Registered Agent and Registered Office. The Association shall maintain a registered agent in the Commonwealth of Kentucky. The Association's current registered agent is David T. Thompson, who can be reached at the Association's current registered office located at 101 Consumer Lane, Frankfort, KY 40601.

**ARTICLE II  
VISION STATEMENT**

The Association will be its members' source of excellence in the gathering, dissemination, and facilitation of news and information through multiple platforms.

**ARTICLE III  
MISSION STATEMENT**

The Association will maintain a stable, secure, and solid financial operation to perpetuate its vision; uphold the highest ethical journalistic and business standards; collaborate with its members and other media to better understand the needs and interests of its consumers; help its members deliver information to their consumers using the internet and social media tools; seek and promote new strategic partnerships for its members' benefit; provide a platform for relevant training, exchange of ideas and resources; use a marketing plan to re-brand itself and its members to the public; be its members' voice to the Kentucky General Assembly.

**ARTICLE IV  
MEMBERSHIP**

Section 4.1. The Association shall have three classes of membership: (i) Voting, (ii) Associate, and (iii) Life.

Section 4.2. Voting Membership. Voting Members shall be entitled to vote on the various matters which come before the members of the Association for a vote and to such other privileges as the Board of Directors shall prescribe from time to time. Only "Bona Fide Newspapers" (as hereinafter defined), published in the Commonwealth of Kentucky, and Online Publications meeting the requirements as stated in Section 4.3, shall be eligible to become Voting Members of this Association. When more than one newspaper is published under the same ownership, each newspaper shall be a separate member and membership dues shall be paid for each newspaper.

For purposes of these Amended and Restated Bylaws, a Bona Fide Newspaper is one which is (i) published at least once a week for at least 50 weeks during the calendar year, as prescribed by its Periodicals/Second Class mailing permit; (ii) has been so published for a one (1) year period; (iii) maintains a definite price of not less than 50 percent of its published price, which is paid for by not less than 75

percent of those to whom distribution is made; (iv) bears a title or name; (v) consists of not less than four (4) pages without a cover; (vi) is a type to which the general public resorts for local and regional news coverage of a political, religious, commercial, and social nature and for current happenings, announcements, advertisements and other public or legal notices, by paying a single copy or subscription price.

Online Publications (as hereinafter defined) may also apply to the Association for Full Membership status. The dues for an Online Publication with Associate Membership status, shall be the same as the dues paid by Voting Members. In order to be eligible for an Associate Membership as an Online Publication, the publication: (i) a. must have been published for the previous 12-month period; (ii) must be updated no less than one (1) time each week; (iii) must be principally devoted to the dissemination of original local or general news and other news content, with a minimum of 25 percent of overall content; (iv) must be available to the general public on the World Wide Web; (v) must not serve primarily as a platform to promote the interest and/or opinions of a special interest group, individual or cause; (vi) must have a known Kentucky-based office of publication, open to the public, where business or publication is transacted, have a local telephone number and must include contact information in each updated publication; and (vii) must abide by copyright laws. Online Publications shall be eligible for all membership benefits and services at no additional cost.

Section 4.3. Associate Membership. Associate Members shall have the same rights and privileges of Voting Members except they shall not be entitled to vote on any matters of the Association which are voted on by Voting Members. Any individual, firm or corporation which is engaged in the business of supplying goods or services for direct use in the operation of the newspapers published by Voting Members of this Association (including but not limited to supply, equipment, newsprint firms, newspaper representatives, news and feature syndicates and Sunday magazine publishers, instructors of journalism, advertising representatives and consultants) shall be eligible to become an Associate Member. In addition, any person who has previously belonged to this Association but no longer represents a newspaper or other affiliated organization or individuals who have been members but who are now retired from their profession may apply for membership as an Associate Member and pay dues as determined by the Board of Directors.

New publications aspiring to become Bona Fide Newspapers, and which intend to become Voting Members of the Association, may qualify as an Associate Member for one (1) year upon receipt of a letter from the Association acknowledging the intent of the newspaper to become a Voting Member and the prepayment of dues as an Associate Member. Newspapers which otherwise satisfy the requirements for recognition as a Bona Fide Newspaper, except that they do not hold a Periodicals Class mailing permit, may apply for an Associate Newspapers Membership. Dues for these publications shall be the same as the dues paid by Voting Members.

Newspapers published by and for students of any Kentucky college or university shall be eligible for membership in the Kentucky Press Association. Student newspapers individually will not be eligible to vote on KPA Business matters. Annual dues for student publications shall be those determined by the division and approved by the KPA Board of Directors.

Section 4.4. Life Membership. The Association may award Life Memberships in recognition of meritorious or extraordinary services on behalf of the Association by an individual member thereof. Nominations shall be submitted in writing to the Executive Director of the Association. Life Members shall be approved by a two-thirds (2/3) vote of the Board of Directors. Not more than one Life Membership shall be elected in any one (1) calendar year; provided, however, that a Life Membership shall be automatically bestowed on all past presidents of the Association. Life Members shall have the same voting privileges as Voting Members and retired Life Members shall be exempt from paying dues.

Section 4.5. Membership Approval. Applications for membership as either a Voting Member or an Associate Member shall be approved by a two-thirds (2/3) vote of the Board of Directors. Applications for membership shall be made in writing, signed by an authorized agent of the newspaper or Online Publication and filed with the Executive Director. Applications for membership shall be reviewed by the Executive Committee before submission to the Board of Directors.

Section 4.6. Chairman of Associates Members. Each year at the annual meeting, the Associate Members shall elect a Chairman to represent their interests. The Chairman of the Associate Members shall be a member of the Board of Directors and shall be extended voting privileges on Board matters.

Section 4.7. Right to Expel. The Board of Directors shall have the right to expel a member at any regular or special meeting of the Board whenever such action is deemed necessary to protect the welfare and best interest of the Association and its members. Provided, however, the Board of Directors shall only entertain a motion to expel a member upon the written petition of at least five (5) members of the Association at least two (2) weeks prior to the meeting of the Board of Directors. Within twenty-four (24) hours of the receipt of a motion to expel, the Executive Director shall send to such member a copy of the motion to expel, together with a notice of the time and place of the meeting of the Board of Directors at which the same will be considered. Any member being considered for expulsion at a meeting of the Board of Directors shall be entitled to attend and be heard at such meeting.

Section 4.8. Votes Necessary to Expel. A two-thirds (2/3) vote of the entire Board of Directors shall be required to expel a member. Upon expulsion of a member, the name of the member shall be expunged from the roll of the Association and the expelled member shall immediately forfeit all rights and privileges of membership.

Section 4.9. Readmission. A member who has been expelled shall be eligible for readmission only upon the terms and conditions applicable to new members.

## ARTICLE V BOARD OF DIRECTORS

Section 5.1. The business affairs of the Association shall be managed under the direction of a Board of Directors consisting of not fewer than 20 nor more than 28 persons, with the exact number to be determined by resolution of the Board of Directors. The Association is comprised of 14 districts throughout the Commonwealth of Kentucky and each district shall elect a representative to the Board of Directors. The remaining directors shall be selected in the manner as provided in these Amended and Restated Bylaws.

Section 5.2. Elected Directors. One director shall be elected from each of the 14 districts of the Association as shown by the map attached to these Amended and Restated Bylaws. Only those individuals who work in a district may be nominated to serve that district. Nomination forms shall be sent to the members in each district by the Executive Director. Upon receipt of all the nominations, a ballot will be sent to each member of the district. The Executive Director will tabulate the ballots from each district. A majority of the Voting Members in each district must vote in order for the election to be valid. In case of a tie vote, the election will be decided by lot. Elected directors shall take office upon adjournment of the last general session of the annual membership meeting and serve until their successors are elected and qualified.

Section 5.3. Term of Office. The term of an elected director is three (3) years. Terms shall be staggered so that approximately one-third (1/3) of director seats will come up for election each year. In the event a vacancy occurs before the normal expiration of the term of the directorship, such vacancy shall be filled by majority vote of the Executive Committee. The person so appointed shall serve until the next annual election at which time a person shall be elected to fill the remainder, if any, of the unexpired term.

Section 5.4. Appointed Directors. The President shall appoint four (4) directors from the state-at-large. Such directors shall serve a term of one (1) year commencing upon appointment and continuing until the adjournment of the next general session of the annual membership meeting. In the event of a vacancy, the President shall appoint a person to serve the remainder of the unexpired term. No at-large director shall be appointed for more than three (3) consecutive terms.

Section 5.5. Officer-Directors. The Immediate Past President, the President, President-Elect, Vice President and Treasurer shall be members of the Board of Directors by virtue of their respective offices. The term of their respective directorship shall be one (1) year.

Section 5.6. Division Chairs. The Chairpersons of the following divisions shall be members of the Board of Directors by virtue of their respective positions: (i) advertising; (ii) associate members; (iii) circulation; (iv) digital media; (v) news-editorial; and, (vi) Kentucky Intercollegiate Press Association Division. Each Chairperson's term on the Board of Directors shall coincide with his or her term as division chair; provided, however, that no Chairman shall serve on the Board of Directors for more than three (3) consecutive terms.

Section 5.7. Regular Meetings. The Board of Directors may provide, by resolution, the date, time and place (either within or without the Commonwealth of Kentucky) for holding regular meetings without notice other than such resolution.

Section 5.8. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Executive Director or a majority of the members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place (either within or without the Commonwealth of Kentucky) as the place for holding any special meetings of the Board of Directors called by them. Meetings may be held by video or telephone conferencing to the extent authorized by law.

Section 5.9. Notice. Notice of any special meeting shall be given at least two (2) days prior thereto by written notice delivered personally, or by mail, facsimile, electronic mail, or telegram to each director at his or her business address. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, unless the director at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 5.10. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 5.11. Manner of Acting. Except as otherwise provided herein, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 5.12. Duties of the Board. The duties of the Board shall be (i) to manage the affairs of the Association; (ii) to adopt such policies and procedures as may be consistent with the Articles of Incorporation and Bylaws of the Association; (iii) to examine and report upon all applications for membership and all credentials; (iv) to appoint such committees as it may deem necessary or desirable for carrying out the objects of the Association, (v) to employ the Executive Director and such other persons as it may deem necessary; and (vi) to give at least annually, a full and complete report of its activities to the membership.

Section 5.13. Executive Committee. There shall be an Executive Committee composed of the President, President-Elect, Vice President, Immediate Past President and Treasurer. The purpose of this committee shall be to perform such functions of the Board as the Board shall prescribe by resolution.

Section 5.14. Additional Committees. The Board of Directors shall have authority to establish such additional committees as it may consider necessary or convenient for the conduct of its business. Each such committee shall be chaired by a member of the Board of Directors and shall consist of at least two members of the Board of Directors. Any such committee so formed by the Board of Directors shall have such powers and authority as granted to it by the Board of Directors.

## ARTICLE VI OFFICERS

Section 6.1. The officers of the Association shall be a President, President-Elect, Vice President, Immediate Past President, Secretary and Treasurer, and such other officers as may be appointed by the Board of Directors and elected in accordance with the provisions of these Amended and Restated Bylaws. No person shall hold office who is not employed by a duly qualified Voting Member in the Association, except for the office of Secretary, which office shall be held by the Executive Director.

Section 6.2. President. The President shall be the principal executive officer of the Association and shall, in general, supervise and direct all of the business and affairs of the Association. The President shall, in general, perform all duties normally incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6.3. President-Elect and Vice President. The President-Elect shall possess the power and may perform the duties of the President in the President's absence or disability. The President-Elect shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

In the absence or disability of both the President and the President-Elect, the Vice President may perform the duties of the President. In addition, the Vice President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 6.4. Secretary. The Secretary shall be primarily responsible for handling the financial affairs of the Association. In conjunction with discharging these financial duties, the Secretary shall give an accounting of the Association to the Board at each meeting of the Board of Directors and to the members at the Annual Meeting of the Association. In addition, the Secretary shall (i) attend all meetings of the Board of Directors, as well as the meeting of the members of the Association, and keep a true record of those proceedings; (ii) be custodian of the corporate records of the Association and of the seal of the Association; and (iii) in general, perform all of the duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or by the Board of Directors.

Section 6.5. Treasurer. The Treasurer shall, in general, perform all of the duties normally incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 6.6. Executive Director. If the Board of Directors determines that the office of Executive Director is necessary and appropriate for the Corporation, such officer shall serve as the chief operating officer of the Corporation and shall direct its day-to-day operations subject to the supervision of the President and the Board of Directors of the Association. The Executive Director shall also have primary responsibility for the supervision and hiring of any employees of the Association subject to the duties of the Board of Directors as set forth herein. In addition, the Executive Director shall perform such other duties as may be assigned by the President or by the Board of Directors.

Section 6.7. Officers shall hold office for one (1) year and until their successors are elected and qualified. At the Annual Meeting of the membership, the President-Elect shall succeed to the office of the President. In the case of vacancies, the vacant offices shall be filled by automatic advancements, except to the office of Vice President, which shall be voted upon by the Voting Members of the Association. Where a person has been elected by the Board of Directors to fill a vacancy, such person shall not automatically advance at the next annual membership meeting. The only persons eligible for election to the office of Vice President are (i) those persons who are currently serving as an elected director; (ii) those persons who have previously served as elected directors; or (iii) those persons who have served three (3) consecutive years as an appointed director. The Treasurer of the Association shall serve a one (1) year term and shall be elected by the Board of Directors from among the Board of Directors.

Section 6.8. Vice President. KPA Executive Director and/or current Past President shall make a list of all members that meet qualification requirements listed in KPA bylaws to be elected as Vice President. Prior to the Fall Board meeting, the membership will be sent an email notification that, (just like they do now), that gives the qualifications of VP but also a list of those eligible to serve. Individual members will be encouraged to nominate someone by sending a nominating email to the executive director. The Executive Director will make a list of any/all nominees from membership and forward to the Nominating Committee. The Nominating Committee shall consist of the Past President, President, President-Elect and Vice President. The Nominating Committee will meet prior to the Fall Board meeting, to review and evaluate all nominations from membership, and the list of eligible candidates. At the annual Fall board meeting, before the end of the first day of the meeting, the Board will select a Treasurer who to become a part of the Executive Committee. The person selected by the Board as Treasurer for the coming year will not be eligible for nomination as Vice President. Before the end of the Fall Board Retreat, the committee will present a recommended list of at least two nominees, but no more than three, to the board for approval. The board will review the recommendations of the Nominating Committee. The board has the option to add (but not delete) one eligible name to the list of nominees. Once the board approves the list, it will be turned into a ballot, and sent by the staff to the membership. Each member will be requested to vote for ONE candidate to become VP of KPA. Ballots must be received at the KPA office (electronically or via mail) by the date set on the ballot.

Prior to November 30 of each year, the Executive Director and/or Past President in the presence of one additional witness, will count the ballots. The person with the most votes shall be the winner. In case of a tie, the winner will be chosen by the toss of a coin. The person so elected as Vice President will take office at the following Winter Convention upon the installation of the KPA President. The Vice President will, upon successful completion of one year of service in that position, and given they retain their eligibility to serve as an officer under KPA bylaws, become President-Elect of KPA the next year, and the President of KPA the year thereafter, and finally as Past President. A Past President will not be eligible to become a member of the Executive Committee of KPA any time after their year of service as Past President.

Section 6.9. Removal. Any officer, whether elected or appointed to office, may be removed for cause by a two-thirds (2/3) vote of the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contractual rights.

## ARTICLE VII CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 7.1. Contracts and Agreements. The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or agreement or execute and deliver any instruments in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 7.2. Loans. No loans shall be contracted on behalf of the Association, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 7.3. Checks, Drafts, Orders, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer(s) or agent(s) of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 7.4. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 7.5. Charitable Contributions and Gifts. Any director or officer (including the Executive Director) may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes of or for any special purpose of the Association.

ARTICLE VIII  
BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, committees and Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members and directors entitled to vote. All books and records of the Association may be inspected by any member, director, or their agents or attorneys, for any proper purpose at any reasonable time.

ARTICLE IX  
FISCAL YEAR

The fiscal year of the Association shall be the calendar year or such other fiscal year as is selected by the Board of Directors.

ARTICLE X  
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Amended and Restated Bylaws, the Articles of Incorporation of the Association, or the laws of the Commonwealth of Kentucky, waiver thereof in writing, signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI  
AMENDMENTS TO BYLAWS

These Amended and Restated Bylaws may be amended by the Board of Directors at any regular or special meeting of the Board by an affirmative vote of two-thirds (2/3) of all the directors of the Association, but no amendment shall become operative or take effect until the same shall have been ratified by the affirmative vote of a majority of the members present (whether in person or by proxy) at any regular or special meeting of the members at which a quorum is present; provided that a complete copy of any such proposed amendment(s) shall first have been mailed to each member entitled to vote thereon, together with a notice of the meeting at which the amendment(s) will be voted upon.

ARTICLE XII  
DISTRIBUTION OF PROPERTY

Section 12.1. No part of the net earnings of the Association shall inure directly or indirectly to the benefit of or be distributable to its members, directors, officers, employees or agents; provided, however, the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Association as set forth in these Amended and Restated Bylaws.

Section 12.2. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, distribute all of the assets of the Association to any association or associations organized for purposes similar to the purpose of the Association as may be designated by the Board of Directors, provided that such organization is an organization qualified under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

ARTICLE XIII  
MEETINGS

Section 13.1. The annual meeting of the members shall be held in the month of January each year at such time, date and place (either in or outside the Commonwealth of Kentucky) as the Board of Directors may designate, notice of which shall be sent to all members of the Association.

Section 13.2. Special meetings of the members may be called by the President of the Association or by the Board of Directors.

Section 13.3. Except as otherwise required by law or provided herein, any action by the majority of those present (whether in person or by proxy) at any regularly or specially-called meeting shall be the action of the membership.

ARTICLE XIV  
DUES

Section 14.1. The Board of Directors shall have the power to set and establish the membership fees and the annual dues. The action of the Board of Directors in setting such fees and dues shall be presented to the membership at any duly called meeting of the members and shall be approved by a vote of two-thirds (2/3) of the Voting Members present, provided there is a quorum at such meeting. Until altered as provided herein, annual dues shall be the same dues in effect on the date of the adoption of these Amended and Restated Bylaws.

Section 14.2. Membership in the Association is contingent upon payment of dues by April 1<sup>st</sup> of each year, and all membership services for any category of membership that requires payment of dues shall be terminated as of that date if dues have not been paid; membership services interrupted by late payment of dues, if within the same annual period for dues payment, may be reinstated immediately upon receipt of dues by the Association. On the majority vote of the Board of Directors, any newspaper may be readmitted to Voting Membership by payment of any dues owed the Association, together with a penalty of 10 percent of the current year's dues owed. Forfeiture of membership, either for Voting or Associate Members, by failure to pay dues by April 1 of each year, shall be automatic.



ARTICLE XV  
DIVISIONS

Section 15.1. The Association's Board of Directors recognizes the need for specialized divisions within the Association, such as (i) an advertising division, (ii) an associate members division, (iii) a circulation division, (iv) a digital media division, (v) a news-editorial division (vi) and, Kentucky Intercollegiate Press Association Division. The Board of Directors is authorized to approve additional divisions when it would be beneficial to the growth and welfare of the Association. Divisions shall governed by the Bylaws of the Association and members of divisions must also be members of the Association. Each division shall elect a Chairperson at the annual meeting of the members. The Chairpersons of the (i) advertising, (ii) associate member, (iii) circulation, (iv) digital media, (v) news-editorial and, (vi) Kentucky Intercollegiate Press Association divisions shall each be extended voting privileges in Board matters that come before the Board of Directors.

Section 15.2. Meetings, Organization, Officers. The Association encourages the divisions to hold meetings for the exchange of ideas and information. In addition to electing a Chairperson at the annual membership meeting, each division may elect such other officers and appoint such other committees as the divisions deem necessary to carry out their objectives. Divisions shall not have Bylaws which are separate from the Association.

Section 15.3. Dues and Fees. Charging membership dues to belong to a division is prohibited. Membership in the Association automatically permits attendance at division meetings. However, divisions may establish registration fees to cover expenses of meetings. Any profits from such meetings shall become the property of the Association. The hiring of an employee by a division is prohibited.

Section 15.4. Activities. All activities of a division must be approved by the Association's Board of Directors.

CERTIFICATE

I hereby certify that I am the Secretary of Kentucky Press Association, Inc. and that the foregoing Amended and Restated Bylaws were duly adopted by the members of Kentucky Press Association, Inc. on this the 22th day of January, 2020.

By: s/David T. Thompson  
David T. Thompson  
Executive Director / Secretary