OHIO NEWSPAPER ASSOCIATION

1335 Dublin Road, Suite 216-B
Columbus, OH 43215

CONSTITUTION and BY-LAWS

(Revised 1958, 1969, 1974, 1983, 1986, 1989, 1992, 2000, 2002, 2007, 2008, 2013, 2016)

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CONSTITUTION

Article I, Name – This organization shall be known as the Ohio Newspaper Association.

Article II, Purpose – The purpose of the Association shall be to promote the best interests of all members in all matters pertaining to the publishing business, and to do all acts and things relating thereto which may be necessary or desirable to the business or welfare of said Association or its individual members.

Article III, Membership –

(a) Newspapers

Any individual, firm or corporation publishing a newspaper at least one time per week in Ohio that meets the statutory definition of a newspaper of general circulation as ~~stated~~ set forth in Ohio Revised Code Sec. 7.12 ~~as of June, 2012,~~ shall be eligible for **ACTIVE** membership in this Association. Specialty or niche publications meeting these criteria may be admitted for Active membership by the Board of Trustees.

(b) Digital products

The online publications and products specifically associated with newspaper members in good standing are considered to be part of the membership of that publication. Other online products produced by newspaper members in good standing may submit individual membership applications to become part of that newspaper's membership. Those products shall meet the criteria set forth below for online-only publications not affiliated with an Association member.

An online-only publication that does not have a print or broadcast counterpart that would otherwise be eligible for Association membership and is not affiliated with an Association-member publication is eligible to apply for membership in the Association and may be admitted for Active membership by the Board of Trustees if it conforms to the following criteria:

a. Is available to the general public via the World Wide Web
b. Conducts its business in a professional manner.
c. Is primarily devoted to local or general news and other editorial content and sells advertising. The online-only publication shall regularly update its content, no less than once per week, with unique news content and not be primarily an aggregator of content or links created by other media outlets.
d. Does not primarily serve as a platform promoting the interests and/or opinions of a special interest group, individual or cause

e. Has been operating as a digital product for three years prior to the application date.
f. Has a publicized business telephone number and an office in Ohio within 50 miles of the primary community served that is open to the public and where business is transacted.
g. Abides by copyright laws.

(c) Interim members

At its discretion, the Board of Trustees may accept for interim membership a newspaper or digital product that wishes to apply for active membership as outlined in Article III (a) or (b) and meets all membership requirements except for the requirement of length of time in business. Interim members do not have voting rights, and they are not eligible to serve on the ONA Board of Trustees. They will pay the same dues they would pay as active members in good standing and be eligible to receive the services that active members receive. When an interim member meets the requirement of length of time in business, the Board shall vote whether to accept the interim member as an active member with full privileges.

(d) Associate members

~~ASSOCIATE~~ Associate membership in this Association may be granted to firms which provide services, supplies, and equipment to the newspaper industry, other non-publishing corporations interested in maintaining contacts and providing support to the newspaper industry, journalism departments within colleges and universities with degree programs in journalism or communications, and non-profit educational, financial and governmental and professional societies. ~~ASSOCIATE~~ Associate members shall be entitled to all privileges of ONA membership.~~except those of voting and holding office.~~ Each ~~ASSOCIATE~~ Associate member shall be approved by the Board for membership and such memberships will be reviewed at the Annual Meeting of the ONA Board of Trustees and the Board shall approve or disapprove tenure of membership for the ensuing year.

(e) College and university newspapers

~~COLLEGE AND UNIVERSITY NEWSPAPER~~College and University Newspaper membership may be granted to a college or university newspaper if it conforms to the following criteria:

a. Printed in an accepted newspaper format (standard or tabloid size) or published online
b. Published on an announced, regular schedule or, as relates to a Website, content updated no less than twice a month
c. Have an office in Ohio
d. Must follow the ethics and standards generally of professional print journalism
e. Publish, verify and submit accurate circulation figures to the Association
f. Prepared entirely by students, except for mechanical assistance or assistance by faculty advisors

Each College & University Newspaper member shall be approved by the Board for membership. College & University Newspaper members shall be entitled to services and privileges as determined by the Board. College & University Newspaper members shall not be eligible to vote or hold office.

(f) Retired and Honorary members

Any individual who permanently retires from full-time employment in the newspaper industry and has worked for a newspaper that has been a member in good standing of the Ohio Newspaper

Association for the past five consecutive years shall be eligible for the **RETIRED** membership in this Association. In addition, RETIRED members shall be required to show some proof that they are retired, such as receiving retirement benefits or are not employed full-time by any newspaper or allied industry or organization. RETIRED members shall be entitled to all privileges of ONA except those of voting or holding office.

Any individual interested in the advancement of the newspaper profession shall be eligible for **HONORARY** membership in this Association. HONORARY members shall be entitled to all privileges of ONA except those of voting or holding office.

Each **ACTIVE** member shall have one vote in Association matters. Voting may be permitted either in person or by proxy.

Membership shall be granted only upon payment of annual dues in advance, and upon the two-thirds majority consent of the Board of Trustees of the Association.

Membership in this Association may terminate by voluntary withdrawal as herein provided. All rights, privileges and interest of a member in or to the Association shall cease on the termination of membership. Any member may, by giving written notice of such intention, withdraw from membership. Such notice shall be presented to the Board of Trustees at the next succeeding meeting of the Board of Trustees.

Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be violation of the constitution or by-laws, or any lawful rule or practice duly adopted by the Association, or any other conduct prejudicial to the interests of the Association. Suspension or expulsion shall be by two-thirds vote of the entire membership of the Board of Trustees, provided that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the member at least twenty (20) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Trustees at which the charges shall be considered and the member shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such charge before action is taken thereon.

Article IV, Election of Trustees – At the annual meeting of the membership, Trustees shall be elected for a term of three years to fill any terms expiring in the year of the annual meeting.

Terms of trustees shall be limited to two consecutive terms of three years each with an exception for any officer whose commitment is incomplete.

The Board of Trustees shall consist of 18 voting members plus the ONA executive director and general counsel as non-voting members. The outgoing board president also shall be a non-voting member for one year following the completion of the presidential term if the outgoing president otherwise would no longer be serving on the board.

Nominations for Trustee positions shall be made by a Nominating Committee appointed by the President, or by petition by at least 25 members in good standing. Each petition shall be submitted to the ONA office to the attention of the Nominating Committee at least 30 days prior to the annual meeting. In the event a petition is filed, the Secretary shall cast a unanimous ballot for the candidates as proposed by the Nominating Committee.

~~The trustees shall be elected from among the individual members and from among the duly authorized representatives of firm or corporate members, and the election of a firm or corporate representative as a trustee shall operate to make said representative a member of this Association during his tenure of office.~~

~~Of the six trustees to be annually elected, two shall be from dailies of over 50,000 circulation, one from dailies of from 10,000 to 50,000 circulation, one from dailies of under 10,000 circulation and two from weekly (less than three issues per week) newspapers. At the time of election of trustees, the Nominating Committee shall so nominate and so designate the nominees on a ballot as to accomplish election of trustees in accordance with the above requirement.~~

In considering nominations for the Board of Trustees, the Nominating Committee and the President shall make their best efforts to consider factors such as geographic distribution, diversity and representation of weekly newspapers on the board. A weekly newspaper is defined as a newspaper that publishes a print edition once per week only.

Composition of voting membership of the Board of Trustees shall be as follows:

1. Three at-large members
2. Five members from newspapers of 20,000 or greater circulation on their highest circulation or only publication day of the week
3. Five members from newspapers of 5,000 to 19,999 circulation on their highest circulation or only publication day of the week.
4. Five members from newspapers of less than 5,000 circulation on their highest circulation or only publication day of the week.

Trustees from the foregoing designated circulation categories shall be elected from among the individual members and from among the duly authorized representatives of firm or corporate members, and the election of a firm or corporate representative as a trustee shall operate to make said representative a member of this Association during his tenure of office. At-large members may include associate members or digital-only members.

The Board and Nominating Committee shall, by no later than 2018, arrange cycles in which the terms of six trustees expire each year.2016 shall serve as the "transition year" from the board composition under the Constitution of 2013 to this Constitution. The Nominating Committee or the President, if vacancies occur during 2016, shall make best efforts to align board composition without requiring the resignation of Trustees with unexpired terms.

Article V, Dues – The dues for all members shall be set by the Board of Trustees.

Associate Member dues must be paid by January 31 of each year. Active Member dues must be paid by May 1 of each year. Members who fail to pay their dues by such dates shall be notified, by the secretary of the Association and, if payment is not made within thirty (30) days of the date of the letter shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership, provided that the Board of Trustees may by rule prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and for cause shown.

Article VI, Government – The affairs, business and property of the Association shall be managed and controlled by eighteen Trustees, all of whom shall be active members of the Association in good standing and who shall be elected by the membership at the annual meeting.

The officers shall consist of President, Vice-President, Secretary, and Treasurer, who shall be elected by the Board of Trustees from the Association membership. If the elected officer, except the Secretary if an employee, is not a member of the Board of Trustees, he shall, by virtue of his election, become a member of the Board during his tenure in office with the right to vote. The offices of Secretary and Treasurer may be held by either a member or a paid employee of the Association.

Article VII, Meetings – *Section 1.* The annual meeting of the members of the Ohio Newspapers Association shall be held at the place and upon the day or days designated by the Board of Trustees, notice of which meeting shall be mailed to the members not less than ten days prior to said meeting.

In the event it is determined by the Board of Trustees that it is not practicable or desirable to hold said annual meeting on the announced date another time may be designated by said Board.

Special meetings of the members of the Association may be held at any time or place designated by the Trustees of the Association, notice of which special meeting shall be mailed so as to be received by the members not less than twenty-four hours prior to said meeting.

Each active paid-up member shall be entitled to one vote.

Section 2. Among the items of business to be conducted at the annual meetings shall be the election of trustees, financial reports, reports of committees, and other reports and business as requested.

Article VIII, Quorum – A quorum shall consist of twenty-five of the active paid-up members of this Association, present in person or by proxy.

Article IX, Members' Liability – The obligations of each member shall be limited to the amount of his membership dues.

Article X, Indemnification – *Section 1, Authorization.* A. In the event that any person who was or is a party or is threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, or investigative action, suit or proceeding seeks indemnification from the Corporation against expenses (including attorney's fees), and in the case of actions other than those by or in the right of the Corporation, judgements, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding by reason of the fact that such a person is or was a trustee, officer, employee, agent or volunteer of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit, or for profit), partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Corporation shall determine or cause to be determined in the manner provided in Section 1702.12 (E)(4) of the Ohio Revised Code whether or not indemnification is proper in the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in divisions (E)(1) of Section 1702.12 of the Ohio Revised Code and, to the extent that it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified.

B. Expenses, including attorney's fees, incurred by a trustee, director, officer, employee, agent or volunteer in defending any action, suit or proceeding referred to in Paragraph A of this Section maybe paid by the Corporation as they are incurred in advance of the final disposition of such action, suit or proceeding, as authorized by the trustees in the specific case upon receipt of an undertaking by or on

behalf of the trustee, director, officer, employee, agent or volunteer to repay such amount if it ultimately is determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article.

C. The indemnification authorized by Paragraph A of this section shall not be deemed exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification, pursuant to the articles, the regulations, any agreement, vote of members or disinterested trustees, or otherwise, both as to action in their official capacities and as to action in another capacity while holding their offices or positions, and shall continue as a person who has ceased to be a trustee, director, officer, employee, agent or volunteer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

D. For purposes of this Article, the term "volunteer" is used as defined in Chapter 1702 of the Ohio Revised Code, as amended.

E. The provisions of Section 1702.12 (E)(5)(a)(i) applicable to automatic advance payment of the expenses shall not apply to this Corporation.

Section 2. Insurance. The corporation, to the extent permitted by Chapter 1702 of the Revised code of Ohio, may purchase and maintain insurance or furnish similar protection including, but not limited to, trust funds, letters of credit or self-insurance for or on behalf of any person who is or was a trustee, officer, employee, agent, or volunteer of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit, or for profit), partnership, joint venture, trust or other enterprise.

Article XI, Amendments – This Constitution may be amended by a majority of the active members in good standing present at any annual or special meeting. This Constitution may also be amended without the holding of a membership meeting when the members have been notified in writing, which sets forth the amendment or amendments proposed, which proposed amendment or amendments the members shall either approve or disapprove in writing within a period of ten days. Said amendment or amendments proposed by mail vote shall be effective only in the event that twenty-five percent of the active members participate in a majority of those voting in favor of said amendment or amendments.

BY-LAWS

Article I
Election of Officers and Trustees

Section 1. ~~At the first meeting of the Board of Trustees after election at the annual meeting, the officers of this Association shall be elected by said Board. Said officers shall serve until the next annual meeting and until their successors are elected and qualified.~~
Officers of the Association shall serve terms of two years and be elected at the first meeting of the Board of Trustees in the calendar year of that service. Members of the association shall be informed of any changes in officers during the annual membership meeting. If an officer is unable to complete the full term, the President may appoint a successor from the Board of Trustees.

Vacancies in the Board of Trustees may be filled by appointment by the president with the consent of the Board. Such appointments shall be for the remainder of the term for which the appointment was made.

Article II
Designation and Duties of Officers And Executive Committee

Section 1. The duties of the President shall be those generally assigned to such an officer and he is empowered to appoint, with the consent of the Board of Trustees, all necessary committees, said committees to be selected either from the Board, the members, or both, together with such other duties as may be specifically given in the Constitution and By-Laws of the Association, and is empowered to preside at meetings of the Board of Trustees.

Section 2. In the case of the inability of the President to act, the Vice-President shall perform the duties of the President.

Section 3. The Secretary shall keep the minutes of the meetings with the members and the Board of Trustees and a record of the business of the Association.

Section 4. The Treasurer shall supervise the funds of the Association, and see to it that they are properly disbursed by the Executive Director, who shall be under bond, and who shall make disbursements within the Budget, and under authorization of the Board of Trustees. In the absence of the Executive Director, the Board may designate any other person or persons for that purpose. The Treasurer shall review all necessary records pertaining to his office and report to the Trustees at their meeting and to the members at the annual meeting.

Section 5. The Executive Committee shall consist of the President, Vice-President, Treasurer, and Secretary if the Secretary is a member of the Board, and any additional Trustees appointed by the President. Said Executive Committee shall be empowered to take any necessary action in the conduct of the business and affairs of the Association, subject to the approval of the Board, in the next succeeding meeting of the Board of Trustees.

Article III

Meetings of the Board of Trustees

Meetings of the Trustees shall be held at the call of the President or upon the written request of two or more members of the Board of Trustees; provided that no less than two meetings of said Board shall be held annually. One meeting of the Trustees shall be designated as its Annual Meeting. Notice of all meetings of the Board of Trustees shall be sent to all members of the Board at least ten (10) days prior to the meeting.

Article IV

Compensation of Trustees

The Trustees shall serve without compensation. They shall be remunerated for their actual expense in attending meetings of the Board, said expense to be allowed upon the proper filing of an account.

Article V

Duties of Trustees

Each trustee is expected to attend all board meetings and functions upon notification by the Secretary, except upon receipt of notification by the President of an excused absence. Upon the event of three unexcused consecutive absences from any board meeting or function, a Trustee shall submit a letter of resignation from the board and shall request that the President appoint a new trustee to complete his term of office.

Article VI

Quorum

Nine members of the Board of Trustees shall constitute a quorum for the transaction of business.

Article VII

Amendment

The By-Laws of this Association may be amended by a majority of the active members in good standing present at any annual or special meeting. The By-Laws may also amended without the holding of a membership meeting when the members have been notified in writing, which sets forth the

amendment or amendments the members shall either approve or disapprove in writing within a period of ten days. Said amendment or amendments proposed by mail vote shall be effective only in the event that twenty-five percent of the active members participate and a majority of those vote in favor of said amendment or amendments.