

**AMENDED AND RESTATED BYLAWS
Of the
PENNSYLVANIA SOCIETY OF NEWSPAPER EDITORS**

**ARTICLE I.
NAME**

- 1.1 Name. The name of this Association shall be the PENNSYLVANIA SOCIETY OF NEWSPAPER EDITORS. The Association shall be a Pennsylvania not-for-profit corporation and shall have no capital stock.

**ARTICLE II.
MISSION/PURPOSE**

- 2.1 Mission. The missions of the Pennsylvania Society of Newspaper Editors, Inc. ("PSNE) are exclusively for charitable, educational and literary purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended. In pursuing such purposes, PSNE shall not act so as to impair its eligibility for exemption under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.
- 2.2 Purpose. The purpose of the PSNE shall be to encourage the full and free dissemination of information of public interest without fear or favor, to strive to improve the standards of professional activity, to promote acquaintance among its members, to develop a stronger professional esprit de corps, to exchange ideas for the more effective application of professional labors, and to work collectively for the solution of common problems, in harmony with the precepts of the Pennsylvania Newspaper Association ("PNA") and the American Society of Newspaper Editors.

**ARTICLE III
OFFICES**

- 3.1 Registered Office. The registered office of PSNE shall be at 3899 North Front Street, Harrisburg, Pennsylvania, or such other location in Pennsylvania as the Directors may from time to time determine.
- 3.2 Other Offices. PSNE may also have offices at such other places as the Directors may select and the business of PSNE shall require.

ARTICLE IV MEMBERSHIP

- 4.1 Members. PSNE shall have six classes of Members as follows:
- 4.1.1 Active Members. Active Members shall pay dues, are entitled to vote and Directors of PSNE shall be elected from Active Membership only, except as otherwise set forth in these Bylaws. Active Membership shall be open to persons who are (a) active directing editors or news executives of PNA-member newspapers or (b) news agency editors and news executives of PNA members or affiliates.
 - 4.1.2 Associate Members. Associate Members are not entitled to vote or hold office and shall pay the same dues as are assessed of the Active Members. Associate Membership shall be open to (a) members who leave the newspaper field temporarily or (b) teachers of journalism.
 - 4.1.3 Honorary Members. Honorary Members are entitled to vote but may not hold office and shall not be assessed dues. Honorary Membership shall be conferred by the Board in its sole discretion to former Directors who have retired from active, daily work in the profession and who have earned such membership through their efforts in the profession and on behalf of PSNE
 - 4.1.4 Inactive Members. Inactive Members are not entitled to vote or hold office and shall pay one-half of the dues assessed of the Active Members. Inactive Membership shall be open to any retired PSNE Member upon written request to the Board.
 - 4.1.5 Advisory Board Members. Advisory Board Members are entitled to vote but may not hold office and shall not be assessed dues. Advisory Board Members shall be appointed as set forth in Section 10.3 of these Bylaws.
 - 4.1.6 Student Members. Assigning editors at colleges or universities who work for online editions or school newspapers.
- 4.2 Honorary Titles. The Directors may create other classes of “membership,” such as contributing members, as the Directors see fit, but such persons shall not have the rights of members under the

Pennsylvania Nonprofit Corporation Law of 1988, as amended (the “Act”).

- 4.3 Annual Meeting. The PSNE Annual Meeting shall be held upon thirty (30) days notice at such other time and place as the Board of Directors shall determine. The Board shall submit at the Annual Meeting a full report of the condition and finances of PSNE, together with a review of its acts of the preceding year.
- 4.4 Voting. All voting of Members, Directors and Officers shall be done in person, unless otherwise specified in the Articles or these Bylaws. Neither absentee ballots nor proxies shall be permitted.

ARTICLE V MEMBERSHIP/DUES

- 5.1 Means of Support. PSNE shall be supported by dues and such income as may be derived from approved services and projects.
- 5.2 Dues. The Board shall establish the annual dues for all categories of membership.

ARTICLE VI. DIRECTORS

- 6.1 Compensation. The Directors of the Association shall serve without compensation.
- 6.2 Board of Directors. All powers vested by law in PSNE shall be exercised by or under the authority of, and the business and affairs of PSNE shall be managed under the direction of, the Board of Directors. Each Director shall be an individual of full age, who need not be a resident of Pennsylvania.
- 6.3 Number of Directors/Terms. PSNE shall have a Board of Directors consisting of a minimum of twelve (12) Directors as follows:
- 6.3.1 Up to twelve (12) Directors, who shall be elected to three-year revolving terms. At each annual meeting, four (4) regular board terms will expire; and

- 6.3.2 Four (4) Officers, all of who shall be chosen from among existing Directors and who shall also continue to act as Directors during their term as Officers; and
- 6.3.3 Honorary Members shall also serve as Directors for an unlimited term, but shall not count for purposes of constituting a quorum. For example, if there are twenty Directors currently sitting on the Board, and two of them are Honorary Member Directors, a quorum for purposes of a Board meeting would be ten non-Honorary Member Directors.
- 6.3.4 The two (2) immediate past Presidents shall serve as ex officio Directors for two years following their terms as President and shall have full rights and responsibilities of Directorship.
- 6.3.5 All members of the Advisory Board shall also serve as Directors, but shall not count for purposes of constituting a quorum.

Each Director shall hold office until the expiration of the term for which s/he was selected and until a successor has been selected and qualified or until the earlier death, resignation or removal of such Director. If a Director is elected as an Officer mid-term or a Board position become vacant, the Board shall be empowered to fill the vacancy on the Board. The appointed Board members must stand for reelection to the remainder of the term at the next annual meeting.

- 6.4 Appointment of Executive Director. The Board of Directors shall be empowered to appoint the President of the PNA to act as Executive Director of PSNE, subject to acceptance of such appointment by the President of the PNA. Such appointment will remain in force only so long as both the PNA and PSNE are mutually agreed. The PNA shall provide PSNE with office, accounting and other day-to-day operational support.
- 6.5 Elections. New Directors and Officers shall be chosen by the majority of Active and Honorary Members present and voting at the Annual Meeting. Voters must vote for as many candidates as there are vacancies. Voters may vote for candidates (a) nominated from the floor by Active or Honorary Members at the Annual Meeting, (b) nominated by the Nominating Committee and ratified by the Board, or (c) who have been written in by Active or Honorary Members.

- 6.6 Nominating Committee. The Nominating Committee shall be composed of at least three PSNE Members appointed by and serving at the discretion of the President. Membership on the Nominating Committee shall be restricted to current and past PSNE Officers. The Committee shall nominate candidates, from among the Active Members of PSNE, for vacant Board positions and for Officerships, prior to the Annual Meeting. The nominating process will be as open as possible and include gathering suggestions for nominees from the Membership. Nominees will be ratified by the Board before being taken to the Membership for a final vote. Active and Honorary Members may nominate candidates from the floor at the Annual Meeting.
- 6.7 Removal by Directors. Any Director, including Honorary Member and Advisory Board Directors, may be removed from office, without the assignment of any cause, by a vote of the majority of the Directors in office at any duly convened meeting of the Board provided that written notice of the intention to consider removal of such Director in the notice of the meeting. A Director shall not be removed without having the opportunity to be heard at such meeting, but a formal hearing procedure need not be followed. A Director automatically shall be removed when s/he misses three consecutive official Board meetings. An official Board meeting is the annual meeting, a board meeting or a special meeting called pursuant to bylaws 4.3, 6.9, or 6.10. A Director removed from office shall be eligible for reelection to the Board after a period of not less than one (1) year after removal.
- 6.8 Unanimous Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of PSNE.
- 6.9 Regular Meetings. Regular meetings of the Directors shall be held as determined by the Board.
- 6.10 Special Meetings. Special meetings of the Directors may be called by the President or by one quarter of the Directors at any time. At least five (5) days' notice stating the time, place and purpose of any special meeting shall be given to the members of the Board.

- 6.11 Continued Meetings. When a meeting is not finally adjourned but continued to another time or date, it shall not be necessary to give any notice of the continuation or of the business to be transacted at a continued meeting, other than by announcement at the meeting at which such continuation is taken.
- 6.12 Teleconference Meetings. One or more Directors may participate in a meeting of the Board of any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. In order to comply with attendance requirements in bylaw 6.7, Board members must participate in at least one official meeting of the Board in person each year.

ARTICLE VII. OFFICERS

- 7.1 Compensation. Except as otherwise set forth herein, the Officers of PSNE shall serve without compensation.
- 7.2 Duties of Officers. Officers, as between themselves and PSNE, shall have such authority and perform such duties in the management of PSNE as is provided by or pursuant to these Bylaws or in the absence of controlling provisions in these Bylaws as is determined by or pursuant to resolutions or orders of the Board of Directors.
- 7.3 Positions, Election. There shall be four (4) Officers of PSNE: a President, a First Vice President, a Second Vice President and a Secretary/Treasurer. At the end of each term, the President shall become an ex-officio Director, the First Vice President shall assume the Presidency, the Second Vice President shall assume the First Vice Presidency and the Secretary/Treasurer shall assume the Second Vice Presidency. The Members shall elect a Secretary/Treasurer from among the Directors at the Annual Meeting. The Officers shall be elected by the Active Members, Honorary Members, and Advisory Board Members at the Annual Meeting and shall serve for a term of one (1) year and until their successors are elected and qualified.
- 7.4 Consecutive Terms. Officers may be elected for consecutive terms.
- 7.5 President. The President shall serve as the Chairperson of the Board of Directors, preside at all meetings of the PSNE and its Directors; shall generally supervise the business of PSNE and shall have such

authority and perform such other duties as set forth in these Bylaws and as the Board of Directors may from time to time designate. The President or his or her designated appointee shall execute documents on behalf of PSNE. The President shall be an ex officio member of every PSNE committee. The President shall appoint members of all committees which are created by the Board.

- 7.6 Vice-President. A Vice President shall have such powers and perform such duties as the Board of Directors may prescribe or as the President may delegate. A Vice President shall in the absence of the President preside at meetings of the Board of Directors in ranking order.
- 7.7 Secretary/Treasurer. The Secretary/Treasurer shall assist the President and shall perform such other duties as may be prescribed by the Board or by the President. The Secretary/Treasurer shall also be responsible for minutes at all regular and special Board meetings and all meetings of the Executive Committee; and shall give or cause to be given notice of all meetings to the Directors. The Secretary/Treasurer shall supervise the receipt and disbursement of the funds of PSNE and shall cause all monies of PSNE to be deposited in its name and make reports to the Board as requested. The Secretary/Treasurer shall keep records of value to PSNE, conduct the official correspondence, and maintain an accurate record of the proceedings of the PSNE and the Board. The Secretary/Treasurer shall deliver to the Board all books, papers and property of PSNE at the conclusion of a term of office.
- 7.8 Removal of Officers. Any Officer or agent may be removed by the Board whenever in its judgment the best interests of PSNE may be served thereby.
- 7.9 Resignations. Any Director or Officer may resign such position at any time. Such resignation is to be made in writing and shall take effect at the time of its receipt by PSNE, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation shall not be required to make it effective.
- 7.10 Filling Vacancies. If the position of any Officer becomes vacant, for any reason, the Directors may choose a sitting Director who shall hold such office for the remainder of the term.

ARTICLE VIII FINANCIAL AFFAIRS

- 8.1 Certified Public Accountants. PSNE shall annually engage a firm of certified public accountants to audit PSNE's finances and records in such form, as the Board shall desire.

ARTICLE IX QUORUM

- 9.1 Quorum of Members. The majority of Directors shall constitute a quorum of Members for the transaction of business at any meeting of the Members, including the Annual Meeting.
- 9.2 Quorum of Directors. At any duly authorized regular or special meeting of the Board, a simple majority of the Board membership, excluding Honorary Member and Advisory Board Directors, must be present to constitute a quorum for the transaction of business. Full Board membership includes the Officers. The Directors present at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of enough Directors to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to such time and place as they may determine. In the case of any meeting called for the election of Directors, those who attended the second of such meeting, although less than a quorum as fixed in this section shall nevertheless constitute a quorum for the purpose of election of Directors. In the case of any meeting called for any other purpose, those who attend the second of such adjourned meetings, although less than a quorum as fixed in this section, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting if written notice of such second adjournment meeting stating that those Directors who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter is given to each Director at least ten (10) days prior to the day named for the second adjourned meeting.

ARTICLE X. COMMITTEES

- 10.1 Establishment. The Board may establish one (1) or more committees. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all the powers and authority of the Board, except that committee shall not have the power or authority to: fill vacancies on the Board; adopt, amend or repeal the Bylaws; amend or repeal any resolution of the Board or membership; act on matters

committed by the Bylaws or by resolution of the Board or members to another committee of the Board; or remove Officers.

10.2 Appointment of Committee Members. Unless otherwise determined by the Board, the President shall appoint members of all committees. In addition to those members appointed by the President or other appointing authority, the officers of PSNE and the President shall serve as voting members ex-officio of all committees. Each committee of the Board shall serve at the pleasure of the President.

10.3 Advisory Board. PSNE shall have an Advisory Board consisting of those past Presidents invited to serve by the Board after their terms as ex-officio Directors has ended. The Advisory Board shall undertake special projects, provide counsel and serve at the pleasure of the Board and shall have voting powers as Directors and as Members. The Board shall regularly review Advisory Board membership.

ARTICLE XI RULES OF ORDER

11.1 Robert's Rules of Order shall be authority in all meetings of PSNE.

ARTICLE XII FISCAL YEAR

12.1 The fiscal year of PSNE shall be January 1 through December 31.

ARTICLE XIII INDEMNIFICATION

13.1 Personal Liability of Directors. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereinafter amended, to permit elimination or limitation of the liability of Directors, no Director, shall be personally liable for monetary damages of any action taken or failure to take any action unless set forth in 15 Pa C.S.A. Section 5713(a), such Director has breached or failed to perform the duties of his or her office and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing provision shall not eliminate or limit (i) the responsibility or liability of such Director pursuant to any criminal statute, or (ii) the liability of a Director for the payment of taxes pursuant to local, state or Federal law. Any repeal, modification or adoption of any provision inconsistent with this section shall be

prospective only, and neither the repeal or modification of this provision nor the adoption of any provision inconsistent with this provision shall adversely affect any limitation on the personal liability of a Director of PSNE existing at the time of such repeal or modification or the adoption of such inconsistent provision.

13.2 Mandatory Indemnification of Directors and Certain Other Persons.

PSNE shall indemnify and hold harmless to the full extent not prohibited by law, as the same exists or may hereinafter be amended, interpreted or implemented (but, in the case of any amendment, only to the extent that such amendment permits PSNE to provide broader indemnification rights than are permitted PSNE to provide prior to such amendment), each person who was or is made a party or is threatened to be made a party to or is otherwise involved in (as a witness or otherwise) any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether or not by or in the right of PSNE or otherwise (hereinafter, a “proceeding”), by reason of the fact that may he or she, or a person of whom he or she is the heir, executor or administrator, is or was a Director, Officer of PSNE or was serving at the request of PSNE as Director, Officer or trustee of another corporation or partnership, joint venture, trust or other enterprise (including without limitation service with respect to employee benefit plans), or where the basis of such proceeding is any alleged action or failure to take any action by such person while acting in an official capacity as a Director or Officer of PSNE, or in any other capacity on behalf of PSNE while such person is or was serving as a Director or Officer of PSNE against all expenses, liability and loss, including indemnification, the right to indemnification conferred by the Section 13.2 shall be a contract right and shall include the right to be paid by PSNE the expenses incurred in defending any such proceeding (or part thereof) or in enforcing his or her rights under this Section 13.2 in advance of the final disposition thereof promptly after receipt by PSNE but not limited to attorneys’ fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement (whether with or without court approval), actually and reasonably incurred or paid by such person in connection therewith. The foregoing right of indemnification shall not be exclusive of other rights to which one may be entitled as a matter of law and does not limit or waive any limitation of liability existing under any applicable law.

13.2.1 Notwithstanding the foregoing, except as provided in 13.2.2, PSNE shall indemnify any such person seeking indemnification in connection with a proceeding (or part

thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors.

13.2.2 Subject to the limitation set forth above concerning proceedings initiated by the person seeking of a request therefore stating in reasonable detail the expenses incurred; provided, however, that to the extent required by law, the payment of such expenses incurred by a director or officer of PSNE in advance of the final disposition of a proceeding shall be made only upon receipt of an undertaking, by or on behalf of such person, to repay all amounts so advanced if and to the extent shall ultimately be determined by a court that he or she is not entitled to be indemnified by PSNE under this Section 13.2 or otherwise.

13.2.3 The right to indemnification and advancement of expenses provided herein shall continue as to a person who has ceased to be a Director or Officer of PSNE or to serve in any other capacities described herein, and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XIV. AMENDMENTS

14.1 The Articles of Incorporation of PSNE and these bylaws, with exception of those listed below, may be amended by majority vote of the Board of Directors after written notice to all board members. The written notice shall be provided electronically unless otherwise requested by a board member and shall include a copy of the proposed amendment or summary of the changes. In accordance with the Pennsylvania Non Profit Incorporation Law, 53 Pa.C.S.A. § 5504, proposed amendments relating to the subjects listed below require written notice to and majority approval by the general membership prior to the board's formal adoption. Written notice to the general membership shall be provided electronically unless otherwise requested and shall include a copy of the proposed amendment or summary of the changes.

Amendment of voting provisions
Personal liability of directors
Board of directors, generally
Selection of directors

Removal of directors by members
Removal of directors by board
Voting rights of directors
Classes and qualifications of membership
Regular meetings
Quorum
Action by members
Voting rights of members
Voting and other action by proxy
Voting in non-profit corporation matters
Termination and transfer of membership

**AMENDED AND RESTATED AS OF THIS ____ DAY OF _____
_____, 2010.**