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## **B. CHANGES**

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Part B follows the Bylaws by Article and Section and summarizes all changes made within those Sections allowing members to read the Bylaws and see where language was updated and see the corresponding vote where members address that change.

- **No Change:** No content was changed in these Sections
- **No Change Requiring A Vote:** Sections where language was updated to current usage
- **Vote:** Sections where procedure or names were changed
- **Vote #:** The numbered vote where members will address that change.

When the committee finished its work, the Bylaws were vetted by a lawyer in the state of New York familiar with corporate law and structure, and the Catholic Church.

### **Article I Membership**

- Section 1. Classes of Membership ..... **See votes: 2-8**
  - Changed the name from Publishers to **Organizational Media Members**
  - Added the new class of **Organizational Communication Members**
  - Changed the name from Staff to **Organizational Staff Members**
  - Changed the name from Freelance to **Organizational Freelance Members**
  - Eliminated Life Member
  - Added the new class of **Service Member Employee**
  - Changed the name from Affiliate to **Individual Members**
  
- Section 2. Organizational Media Members ..... **Vote: 2**
  - Changed Publisher members to **Organizational Media Members**
  - Identified some of the digital members such as TV, radio etc.
  - Changed registered agent to **registered representative** ..... **Vote: 9**
  
- Section 3. Organizational Communication Members ..... **Vote: 3**
  - Add new class of **Organizational Communication Members**
  
- Section 4. Organizational Staff Members ..... **Vote: 4**
  - Changed Staff to **Organizational Staff Members**
  
- Section 5. Organizational Freelance Members ..... **Vote: 5**
  - Changed Freelance to **Organizational Freelance Members**
  
- Section 6. Service Members **No Changes**
  
- Section 7. Service Member Employees .....
  - Sec 7 was Life Members which has been eliminated ..... **Vote: 6**
  - Sec 7 is now the newly added **Service Member Employees** class .. **Vote: 7**
  
- Section 8. Individual Members ..... **Vote: 8**
  - Changed Affiliate to **Individual Members**
  
- Sections 9-12 **No Changes**
  - 9. Honorary Members
  - 10. Admission to Membership
  - 11. Duration of Membership
  - 12. Termination of Membership

**Article II Dues**

Section 1. Fiscal Year **No Changes**

Section 2. Dues Determined by Vote

- Inserted the new names for each member class (Organizational Media Member etc.)
- **The names changes are addressed in votes 2-9**

Section 3. Membership Classification

- Section 3 reorganized into two parts and rewritten for ease of understanding
  - **Organizational Media Members**
  - **Organization Communication Members**
    - Done to clarify intent of old clauses a-c, that each entity must have its own membership or that multiple entities cannot hold membership under one name
    - Done to add the new Communication Member class
    - **The name changes are addressed in votes 2, 3**

Sections 4-5 **No Changes**

- 4. Failure to Pay Dues
- 5. Reinstatement

**Article III VOTING**

Section 1. How to Vote ..... **Vote: 10**

- Removed vouchers and proxy voting
- All voting now done electronically

Section 2. Who May Vote

- No content changes
- Updated all member class names **as addressed in votes 2, 3, 4, 5**

Section 3. Proxy Voting ..... **Vote: 10**

- This entire section was eliminated with the change to all electronic voting

Section 3. Voting ..... **Vote: 10**

- Section 4 – Voting: was renumbered to Section 3

**Article IV MEETINGS**

Sections 1-4 **No Changes**

- 1. Annual Meetings
- 2. Special Meetings
- 3. Notice of Meetings
- 4. Quorum

**Article V ELECTIONS**

Section 1& 3 Credentials and Inspectors ..... **Vote: 11**

- With the association no longer using paper ballots, all language relating to a president appointed committee required to verify the eligibility of each voter and the vote count was removed
- Rewrote section for electronic voting and kept the executive director (and office staff) certifying the eligibility of voters and the vote count

Sections 2 **No Changes**

- 2. Nominations

**Article VI BOARD OF DIRECTORS**

Section 1. Composition of the Board **No Changes at this time**  
**TBD: CPA board to review the composition of the board at future meetings**

Sections 2 & 3 **No Changes**

- 5. Elections
- 6. Qualifications of Directors

Section 4. Meetings **No Changes requiring a vote**

- Defined a Quorum as half plus one of total board
- Clarified that the annual meeting is open to all members

Sections 5-8 **No Changes**

- 5. Board of Director Vacancies
- 6. Expenses
- 7. Executive Committee
- 8. Termination of Directors

**Article VII OFFICERS**

Section 1. Term of Office **No Changes requiring a vote**  
▪ Changed Catholic Press Association to the **Association** for consistency throughout the bylaws

Sections 2-4 **No Changes**

- 2. Qualifications and election of Officers
- 3. President
- 4. Vice President

Section 5. Treasurer **No Changes at this time**

Sections 6-8 **No Changes**

- 6. Secretary
- 7. Officer Vacancies
- 8. Termination of Officers

**Article VIII EXECUTIVE DIRECTOR**

Sections 1, 2 **No Changes**

- 1. Hiring
- 2. Duties

Section 3. Responsibility for Budget and Finances **No Changes at this time**

Section 4. Relationship to Committee **No Changes**

**Article IX INDEMNIFICATION** **No Changes**

**Article X COMMITTEES**

Sections 1-3 **No Changes**

- 1. Members
- 2. Activities
- 3. Limitation of Powers

**Article XI      GEOGRAPHIC REGIONS**

Sections 1-4      **No Changes**

- Establishment of Regions
- Responsibilities of Regional Representatives
- Regional Conventions
- Limitations of Powers

**Article XII      GENERAL PROCEDURE**

Section 1. Robert’s Rules of Order      **No Changes**

Section 2. Resolution      **No Changes requiring a vote**

- Removed: Resolutions Committee because it is not a standing committee, and replaced it with the **Executive Committee of the Association’s Board of Directors**

Section 3. Open Meetings      **No Changes requiring a vote**

- Updated language to clarify that all members may attend a Board of Directors meeting not in executive session
- Updated language to clarify that committee meetings are just for those appointed to that respective committee

**Article XIII      AMENDMENTS .....      **Vote: 12****

- Updated the language for digital communications
- Kept the 30-day discussion period
- Kept 60% of those who voted
- Increased minimum voters to change the bylaws from 50 to **100** members
  - This doubles the number of voting members required to change the bylaws from 30 to 60