

**Constitution and Bylaws of the Catholic Press Association of the United States and Canada, Inc.**  
(Amendments approved by Catholic Press Association November 29, 2000, July 12, 2006, July 2008, and October 5, 2013)

**PREAMBLE**

The general purpose of this Association is to assist its members to serve effectively, through the medium of the printed word, the social, intellectual and spiritual needs of the entire human family, and to spread and support the Kingdom of God. Specifically, the Association will: 1) protect and promote the interests of its members. 2) assist members in effective publishing and in the practice of journalism according to the demands of the work, and the truths of human reason and the Catholic faith. 3) advance the study and improvement of publishing standards, editorial practices, advertising and circulation methods, production techniques and other pertinent activities of its members. 4) encourage the education of the men and women who staff the publications of its Publisher Members. 5) promote cooperative efforts among its varied classes of membership.

**Article I. MEMBERSHIP**

*Section 1. CLASSES OF MEMBERS.*

There shall be the following classes of members in the Association: (a) Publisher Members; (b) Staff Members; (c) Freelance Members; (d) Service Members; (e) Affiliate Members; (f) Life Members; (g) Honorary Members.

*Section 2. PUBLISHER MEMBERS.*

Catholic newspapers, magazines and publishers of books, pamphlets or general Catholic literature, including publishers that publish only electronically or digitally, shall be eligible to become Publisher Members upon payment of dues established for such membership. Each Publisher Member must designate a registered agent who speaks and votes on its behalf.

*Section 3. STAFF MEMBERS.*

Individuals who are paid employees actively engaged in editorial, advertising, circulation, business or management of a Catholic newspaper, magazine, newsletter, publisher of books, pamphlets or general Catholic literature, which is a Publisher Member of the Association, shall be eligible to become Staff Members of the Association upon certification and designation of such status by the registered agent of the Publisher Member of the Association, and upon payment of dues established for such membership.

*Section 4. FREELANCE MEMBERS.*

FREELANCERS who are associated with the Catholic press as editorial or business contributors or consultants — but not as a paid employee of a publication or publisher eligible for membership under Sections 2 and 3 above — shall be eligible to become Freelance Members upon payment of dues established for such membership.

*Section 5. SERVICE MEMBERS.*

Supplier or service companies, institutions, organizations or persons interested in strengthening or serving the Catholic press — and not otherwise eligible for membership under Sections 2, 3 or 4 above — shall be eligible to become Service Members upon payment of dues established for such membership.

*Section 6. AFFILIATE MEMBERS.*

Members of local or regional organizations of Catholics in communications which have become affiliated with the Catholic Press Association shall automatically become Affiliate Members, upon ratification of such affiliation by the Board of Directors of the Catholic Press Association and the governing body of such organization, and upon payment of dues established for such membership. Individuals working for the secular press who are interested in the welfare of the Catholic press as well as bloggers, parish communicators, diocesan communications personnel, and other individuals not

working for a member publication or publisher shall also be eligible to become Affiliate Members upon payment of dues established for such membership.

*Section 7. LIFE MEMBERS.*

Any person, company or institution, associated with the Catholic press, upon payment of fee established by the Association, shall be eligible for Life Membership. The affiliation of Life Members is subject to approval by the Board of Directors, which may be withheld at its sole discretion.

*Section 8. HONORARY MEMBERS.*

The Board of Directors may, from time to time, elect Honorary Members.

*Section 9. ADMISSION TO MEMBERSHIP.*

All members shall be elected to membership by a majority vote of the Association's Board of Directors.

*Section 10. DURATION OF MEMBERSHIP.*

Each membership shall remain in effect until terminated by death, withdrawal or otherwise in pursuance of these Bylaws. Any member who fails to fulfill the qualifications for membership set forth in the pertinent sections above may have his or her membership terminated by majority vote of the Association's Board of Directors.

*Section 11. TERMINATION OF MEMBERSHIP.*

The Board of Directors, subject to a veto by a majority of members at an annual or special meeting, shall have the power to terminate any membership whenever in its judgment such action would be appropriate.

**Article II. DUES**

*Section 1. FISCAL YEAR.*

The fiscal year of this Association shall be determined by the Board of Directors.

*Section 2. DUES DETERMINED BY VOTE.*

Dues and other financial obligations for Publisher Members shall be determined by the Board of Directors. Dues and other financial obligations for Staff Members shall be determined by the Board of Directors. No increase in dues of either Publisher Members or Staff Members will exceed the annual cost of living. Dues and other financial obligations for Freelance Members, Service Members, Affiliate Members and Life Members shall be determined by the Board of Directors. There shall be no dues required of Honorary Members.

*Section 3. MEMBERSHIP CLASSIFICATION.*

(a) Publishers of more than one periodical in newspaper and/or magazine classification may not hold membership under the firm name only, but may hold membership under the title of each individual periodical. Registration of one periodical shall not include any other periodical issued by the same publisher. Dues of each periodical holding membership shall be based on the circulation of that periodical. (b) Publishers primarily devoted to general Catholic literature (books, pamphlets, etc.) who publish no periodicals may hold membership under the firm name. (c) Publishers primarily devoted to general Catholic literature who also publish one or more newspapers and/or magazines may hold membership both under the firm name and under the title of their individual periodicals.

*Section 4. FAILURE TO PAY DUES.*

If annual dues are not paid, membership will be suspended by the Board of Directors.

*Section 5. REINSTATEMENT.*

Any member whose membership has been suspended for any reason may be reinstated to membership by the Board of Directors upon such terms and conditions as the Board may determine.

### **Article III. VOTING**

#### *Section 1. HOW TO VOTE.*

Voting may be conducted either by proxy or in person at annual or special meetings of the Association, or by unanimous written consent of members without a meeting as authorized by Section 614 of the New York Not-For-Profit Corporation Law.

#### *Section 2. WHO MAY VOTE.*

Only Publisher Members, Staff Members, and Freelance Members actively engaged in editorial, advertising, circulation, business or management of a Catholic newspaper, magazine, newsletter, publisher of books, pamphlets or general Catholic literature, which is a Publisher Member of the Association, are entitled to vote on any matter submitted to the membership for action, except on those matters otherwise restricted by the Constitution and Bylaws. Each Publisher Member, Staff Member, and Freelance Member shall be entitled to one vote.

#### *Section 3. PROXY VOTE.*

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person to act for him or her by proxy.

#### *Section 4. VOTING.*

All voting members shall be requested, by mail or electronically to vote proxies on election of directors and officers (see Article V, Section 3) and changes in the constitution and bylaws (see Article XIII).

### **Article IV. MEETINGS OF MEMBERS**

#### *Section 1. ANNUAL MEETINGS.*

There shall be a meeting or convention of members of this Association at least once a year. The time and place for the holding of such annual meeting shall be determined by the Board of Directors.

#### *Section 2. SPECIAL MEETINGS.*

Special meetings of the Association may be called by the Board of Directors. The president shall call a special meeting whenever requested in writing by at least 10 percent of the voting members.

#### *Section 3. NOTICE OF MEETINGS.*

Notice of all annual or special meetings of the Association shall be sent to all members not more than 40 days nor fewer than 10 days before the date of such meeting.

#### *Section 4. QUORUM.*

See Article XIII. AMENDMENTS

### **Article V. ELECTIONS.**

#### *Section 1. CREDENTIALS AND INSPECTORS.*

The president shall appoint a credential and inspectors committee of at least five members. It shall be the duty of this committee to certify to the executive director the right of each voting member or proxy holder to act in mail or electronic voting or in business coming for action at an annual or special meeting, and to certify to the executive director the results of such balloting.

#### *Section 2. NOMINATIONS.*

(a) At least 180 days prior to the opening date of the annual meeting of the Association, the president shall appoint a nominating committee of not less than three or more than five members, plus first and second alternates, furnishing each committee member with the posts open for election. If any member or members at any time or for any reason cannot

serve and cannot be replaced by either alternate, the president may at his or her discretion appoint a substitute or substitutes. The executive director shall immediately advise all members of the names of the nominating committee. (b) The nominating committee shall nominate directors in accordance with Article VI, Section 2, at least 150 days prior to the annual meeting, and shall nominate officers to be elected at least 75 days prior to the annual meeting. Members shall have the right to submit names to the nominating committee for its consideration. (c) The nominating committee shall immediately submit its nominations for directors to the executive director, who shall make them known to the membership not later than 140 days prior to the opening session of the annual meeting. Any group of 10 voting members may make nominations for directors by filing such nominations in writing with the executive director not later than 120 days prior to the opening session of the annual meeting. (d) All nominees shall have given prior consent to their nominations. (e) The executive director shall prepare a ballot, with biographies of all nominees to the Board of Directors, which shall be sent to all voting members at least 105 days prior to the opening session of the annual meeting. (f) The nominating committee shall announce its nominations for officers as soon as possible following the election of directors, but not later than 75 days prior to the annual meeting. Any voting member, when seconded by nine other voting members, may make nominations for officers, provided such nominations are submitted to the executive director not later than 40 days prior to the opening session of the annual meeting.

*Section 3. PROCEDURE.*

(a) Election of directors shall be by plurality vote in the categories in which they are nominated. (b) The officers shall be elected by a plurality of votes. (c) Election of the Board of Directors shall be done by mail or electronic proxy at the direction of the executive director under the control of the credentials and inspectors committee. The nominating committee shall choose candidates for officers from the Board of Directors. (d) Voting members must submit proxies for the election of directors so they are postmarked not later than 90 days prior to the opening session of the annual meeting. The executive director shall notify all members of the results of the elections to the Board of Directors, and the slate of officers nominated by the nominating committee, not less than 60 days prior to the opening session of the annual meeting. The executive director shall mail or email to all voting members, not later than 30 days prior to the opening session of the annual meeting, proxies for the election of officers. Voting members must mail or submit electronically proxies for the election of officers so they are postmarked not later than 14 days prior to the opening session of the annual meeting. (e) After an election shall be declared closed and the results certified, the credentials and elections committee shall retain custody of the proxies until the conclusion of the annual meeting for ninety days, at which time they shall be destroyed. (f) For any office for which only one nominee is designated, such nominee shall be considered elected without the necessity of casting proxies.

**Article VI. BOARD OF DIRECTORS**

*Section 1. COMPOSITION OF THE BOARD.*

The general management of the business, affairs, funds and property of the Association shall be vested in a Board of Directors, and it shall have all the powers of the Catholic Press Association of the United States and Canada, Inc., in session at regular or special meetings, except the power of making or changing the Certificate of Incorporation or the Constitution and Bylaws. The Board of Directors shall include the officers and three ex-officio members as set forth below. The remaining directors shall be elected by the voting members. The Board of Directors shall be at least fifteen (15) in number. The Board of Directors shall be so constituted that there shall be one newspaper member, who is a registered agent of a newspaper Publisher Member; one magazine member, who is a registered agent of a magazine Publisher Member; one general publisher member, who is a registered agent for a book, pamphlet or general Publisher Member; one editorial Staff/Freelance Member with a newspaper Publisher Member; one business Staff/Freelance Member with a newspaper Publisher Member; one editorial Staff/Freelance Member with a magazine Publisher Member; one business Staff/Freelance Member with a magazine Publisher Member; one member at large; one at large magazine Staff/Freelance Member or Publisher Member and one member from each of the geographic regions of the Association. *Ex-officio* nonvoting members of the Board of Directors shall be the executive director, a representative from The Catholic Academy for Communication Arts Professionals, and the honorary president. The chairperson of the Committee on Communications of the United States Conference of Catholic Bishops is the honorary president of the Association.

*Section 2. ELECTIONS.*

(a) Each year directors shall be elected by voting members to fill the vacancies caused by the expiration of the terms of office. The terms of office of the directors so elected shall be three years or until their successors have been duly elected. For a ballot to be valid, no more than one vote may be cast for a single candidate, (b) Unless he or she is an officer, no member shall serve on the Board of Directors more than three consecutive full terms. (c) The term of a director replacing a director shall begin with the closing of the annual meeting. Other directors' terms shall begin immediately upon election.

*Section 3. QUALIFICATIONS OF DIRECTORS.*

A director to be qualified must be a voting member of the Association according to the provisions of Articles I and III. If he or she ceases to be a voting member, he or she will automatically be disqualified from serving as a director and his or her position on the Board of Directors shall be deemed vacant. A director who ceases to be affiliated with the publication or geographic region represented by that director at the inception of his or her term shall be disqualified from serving on the Board of Directors.

*Section 4. MEETINGS.*

The Board of Directors shall meet at least once during the fiscal year and at such other times as may be determined by the president. A special meeting of the Board of Directors shall be called whenever the secretary is so requested in writing by three members of the Board of Directors. The place at which such meeting or meetings will be held shall be determined by the president. Directors may not vote by proxy at any meeting of the Board of Directors. A quorum shall consist of seven voting members, and in the case of a Board of more than 35 members, one additional member for every 10 members or fraction thereof in excess of 35. Directors who fail to attend two or more consecutive meetings of the Board without excuse accepted by the Board shall be deemed to have tendered their resignation, which may be accepted by the Board. Board meetings not specifically designated executive sessions are open to all Association members. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting of the Board or committee. The Board of Directors may vote by unanimous written consent without a meeting as authorized by Section 708 of the New York Not-for-Profit Corporation Law.

*Section 5. BOARD OF DIRECTORS VACANCIES.*

Vacancies in the Board of Directors shall be filled by majority vote of the Board of Directors then in office. As for vacancies caused by death, resignation, withdrawal or disqualification, there shall be elected to each such vacancy a member from the same category of membership as that of the director whose death, resignation, withdrawal or disqualifications created the vacancy. A director elected to fill a vacancy shall serve until the next annual meeting of the Association, by which time a successor must be elected to serve the balance of the term.

*Section 6. EXPENSES.*

Directors may, upon submission to the treasurer of any signed record of expenditures, be promptly reimbursed from the general fund for necessary expenses incurred in attending any regular or special meeting of the Board of Directors, provided that such Board meeting is not synchronous with a meeting of the Association.

*Section 7. EXECUTIVE COMMITTEE.*

A majority of the entire Board of Directors may, by resolution, empower an executive committee from among its members, to act on business matters of the Association which demand prompt attention during any interval between meetings of the full Board. The executive committee shall consist of at least three directors and have such authority as may lawfully be delegated to it by the Board of Directors, subject to such limitations as may be placed upon it by the Board of Directors.

*Section 8. TERMINATION OF DIRECTORS.*

Any director of this Association may be dismissed from office without cause by a majority vote at any annual or special meeting of members.

## **Article VII. OFFICERS**

### *Section 1. TERM OF OFFICE.*

The officers of the Catholic Press Association of the United States and Canada, Inc., shall be president, vice president, treasurer and secretary. The term of office for an officer shall be two years and shall begin with the closing of the annual meeting. If any officer's term as a director shall expire during his/her term as an officer, that officer's term as a director shall be automatically extended until the completion of that term as an officer. No officer shall be permitted to succeed himself/herself in the same office; a person shall, however, be permitted to be elected to two or more nonsuccessive terms in the same office.

### *Section 2. QUALIFICATIONS AND ELECTION OF OFFICERS.*

An officer to be qualified must be a voting member according to the provisions of Articles I and III. The president, vice president and secretary shall be elected by the members of the Association from among members of the Board of Directors. The treasurer shall be elected by the members of the Association from among all current members. The election of officers will be in accordance with Article V.

### *Section 3. PRESIDENT.*

The president shall preside over all meetings of the Association and of the Board of Directors. The president shall exercise general supervision and control over the matters of the Association, subject to the direction of the Board of Directors. The president shall sign all contracts and other instruments as authorized by the Board of Directors and perform all other duties incident to the office or that may be required by the Board of Directors. The president shall be ex-officio member of all committees of the Association. The president shall be reimbursed for legitimate expenses of the office up to an amount determined by the Board of Directors. Should the president's term as a member of the Board of Directors expire at the completion of his or her term as president, he or she shall remain on the Board as a voting member for one year ex-officio, as the immediate past president.

### *Section 4. VICE PRESIDENT.*

The vice president shall, when called upon to do so, assist the president. In the case of absence or serious disability of the president, the vice president shall perform the duties of the president until the latter is able to assume the presidential duties. In the event the office of president becomes vacant, the vice president shall succeed to the office of the president. If that should happen, the Board of Directors shall elect a new vice president from among the directors.

### *Section 5. TREASURER.*

The treasurer, subject to the control of the Board of Directors, shall be charged with the collection, custody and disbursement of the funds of the Association. He or she shall present at each annual meeting a written report of all transactions of the office and the finances of the Association. The treasurer shall have a certified audit made each year of the Association's financial activities, such audit to be made by a recognized public accountant and/or accounting firm having no connection with the regular Association bookkeeping. The treasurer shall be responsible for the finances of the national office, and shall periodically check and review the financial activities of the national office. He or she shall furnish the national office with all necessary operating funds as approved by the Board of Directors on the basis of a submitted annual budget. All monies received by the Association shall be deposited in the national office account, and shall be disbursed from this same account by the executive director. The treasurer shall not enter upon the office of treasurer until he or she is duly bonded in an amount determined by the Board of Directors.

### *Section 6. SECRETARY.*

The secretary shall keep a true record of all meetings of the Association, of the Board of Directors and of the Executive Committee. He or she shall keep an up to date roll of membership and be responsible for all the records of the Association.

*Section 7. OFFICER VACANCIES.*

Vacancies in any office caused by death, resignation or otherwise shall be filled by election by the Board of Directors until the next annual meeting.

*Section 8. TERMINATION OF OFFICERS.* Any officer of this Association may be dismissed from office without cause by a majority vote at any annual or special meeting of the members.

**Article VIII. EXECUTIVE DIRECTOR**

*Section 1. HIRING.*

The Board of Directors shall appoint an executive director and prescribe his or her compensation and duties.

*Section 2. DUTIES.*

The executive director shall be the day-to-day operating executive of the Association, responsible for the initiation, implementation and execution of policies and programs adopted by the Board of Directors.

*Section 3. RESPONSIBILITY FOR BUDGET AND FINANCES.*

The executive director shall prepare an annual budget for the Association which shall be submitted through the treasurer to the Board of Directors. Before entering upon his or her duties, the executive director shall be duly bonded in an amount determined by the Board of Directors.

*Section 4. RELATIONSHIP TO COMMITTEE.*

The executive director shall also be, ex-officio, a nonvoting member of all committees, and shall receive copies of the reports of such committees for the Association's files.

**Article IX. INDEMNIFICATION**

The Association shall indemnify to the fullest extent now or hereafter permitted by, but subject to the conditions and limitations of, the provisions of the New York Not-for-Profit Corporation Law, relating to the indemnification of directors and officers, or such other applicable provisions of laws as may from time to time be in force, any person made, or threatened to be made, a party in any civil or criminal proceeding against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred for the defense of any such action or proceeding, or any appeal therein, by reason of the fact that he, she, his or her testator or testatrix or intestate is or was a director, officer, executive director, or served any other corporation, partnership, joint venture, trust, foundation, employee benefit plan or other enterprise in any capacity at the request of the members or the Board of Directors of the Association. The indemnification provided for herein shall not be deemed exclusive of any other indemnification rights to which any person may be entitled, whether contained in the Certificate of Incorporation, a resolution of members or directors, or an agreement providing for such indemnification, as such rights may be authorized by Section 721 of the New York Not-for-Profit Corporation Law, as amended from time to time.

**Article X. COMMITTEES**

*Section 1. MEMBERS.*

The president, after consultation with the executive director and with the approval of the Board of Directors, may constitute committees as he or she deems necessary and appoint their members. He or she may invest such committees with such powers as he or she may deem advisable, provided such powers are not in conflict with the Certificate of Incorporation or Bylaws of the Association. These committees shall serve until their duties are completed or their successors appointed.

*Section 2. ACTIVITIES.*

The activities of all committees of this Association shall at all times be subject to the control and direction of the Board of Directors. Each committee shall keep a faithful record of all its meetings and shall submit its minutes to the Board of Directors whenever so requested by the Board of Directors.

*Section 3. LIMITATION OF POWERS.*

No committee shall have the power to make or adopt any rules or regulations affecting the membership without the prior approval of the Board of Directors. No committee shall have power to make contracts nor shall a committee or its members have power to incur expenses or create liability against the Catholic Press Association of the United States and Canada, Inc., without previous written approval and authority granted thereof by the Board of Directors. No committee may distribute literature in the name of the Association without prior approval of the Board of Directors, except to inform members of the routine affairs of the committee.

**Article XI. GEOGRAPHIC REGIONS**

*Section 1. ESTABLISHMENT OF REGIONS.*

Membership of the Association shall be divided into such geographic regions as may be determined by the Board of Directors.

*Section 2. RESPONSIBILITY OF REGIONAL REPRESENTATIVES.*

Each regional representative on the Board of Directors is the coordinator of his or her geographic region and shall conduct an annual caucus.

*Section 3. REGIONAL CONVENTIONS.*

The regional representative, in consultation with the executive director, selects the host Publisher Member(s) and site of regional conventions and other local activities. The host Publisher Member(s) designates a chairperson of the regional convention, who is responsible for the bulk of convention planning and execution.

*Section 4. LIMITATION OF POWERS.*

No geographic region shall have the power to obligate the Association financially or to establish any policy of the Association.

**Article XII. GENERAL PROCEDURE**

*Section 1. ROBERT'S RULES OF ORDER.*

All meetings of the Association, of the Board of Directors, of committees or other subsidiary groups shall be guided by Robert's Rules of Order when and if appropriate under the circumstances and only if these Bylaws do not otherwise provide.

*Section 2. RESOLUTION.*

In order to be considered at an annual or special meeting, all resolutions shall be submitted in writing 30 days in advance of that meeting to a Resolutions Committee. Any new idea brought up at such meeting without prior 30-day written notice shall be discussed as a recommendation rather than a resolution.

*Section 3. OPEN MEETINGS.*

All meetings of the Association, Board of Directors, committees or other subsidiary groups shall ordinarily be open to the public, except those designated as executive sessions. The right of the public to be present, however, does not include, in and of itself, the right to address that meeting.

**Article XIII. AMENDMENTS**

These Bylaws may be amended by a majority of voting members as designated by Article III, Section 4. Proposed changes can be introduced at the annual general meeting. Alternatively, proposed changes can also be introduced directly to



membership for a 30-day discussion period via a forum at the CPA website. At the end of 30 days, the Board of Directors may officially submit for electronic voting the original amendment, submit a revised text, or withdraw the amendment. The amendment passes if it is approved by 60 percent of members who vote within the 30-day time period designated for such voting. At least 50 members must participate in the voting for an amendment to be approved.