

ARTICLE IX. COMMITTEES, TASK FORCES

9.1 Establishment. In addition to the standing committees and set forth in Section 9.3 below, the Board of Directors from time to time may establish one (1) or more committees (duration undefined) or task forces (duration defined). Any such committee or task force, 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 a committee shall not have any power or authority to:

- a. Fill vacancies on the Board of Directors;
- b. Adopt, amend or repeal these Bylaws;
- c. Amend or repeal any resolution of the Board or the Members;
- d. Act on matters committed by the Bylaws or by resolution of the Board or Members to another committee of the Board; or
- e. Remove Officers.

9.2 Appointment of Committee and Task Force Members. Unless otherwise determined by the Board, the Chairman appoints members of all committees and task forces and all such members serve at the Chairman's discretion. In addition to those members appointed by the Chairman or other appointing authority, with the exception of the Audit Committee, the Officers of the Association and the President shall serve as voting members ex-officio of all committees and task forces. The President will name one or more Association Vice Presidents, Directors or other staff member to provide assistance to each committee and task force.

9.3 Standing Committees of the Board. There are four (4) standing committees of the Association:

9.3.1 Nominating Committee. The Nominating Committee consists of the three (3) immediate past Chairmen and the Executive Committee and is chaired by the immediate past Chairman. The Committee shall be responsible for nominating candidates for Officer positions and all Director vacancies from among the Voting Members of the Association. Nominations may also be made from the floor at the annual meeting.

9.3.2 Government Affairs Committee. The Government Affairs Committee is responsible for advising the Board of Directors and the President on public policy and legislative issues. The Chairman of the Board of Directors appoints the Chairman of the Government Affairs Committee and will appoint other Member newspaper personnel to the Committee as required.

9.3.3 Audit Committee. The Audit Committee is responsible for the periodic review of the financial records of the Association in consultation with the Secretary/Treasurer, to assure that the Association maintains books and records which are reasonable under the circumstances and that all necessary tax and legal filing requirements are satisfied. The Audit Committee, which must include as a

member but not as the chairman the Secretary/Treasurer, will work with Association staff to recommend the selection and engagement of a firm of certified public accountants to audit the Association's finances and records in such form as the Committee desires. In addition, the Committee is responsible for the following: (i) overseeing auditing firm; (ii) meeting with auditors to review preliminary and final audit; (iii) receiving, reviewing and preparing responses to management letter for board adoption; and (iv) providing compliance in oversight of the following types of matters: (a) assuring procedures for receipt, retention and treatment of complaints regarding at least questionable accounting or auditing matters; (b) assuring that the Association is able to receive and respond to anonymous complaints from within or without the organization; (c) assuring that a conflicts of interest policy is in place and performing reviews of conflicts; (d) receiving all reported improprieties; (e) protecting whistleblowers and (f) approving in advance any non-audit work performed by the auditing firm. The Chairman of the Board of Directors will appoint the Audit Committee Chairman from among the members of the Board of Directors and will appoint other Member newspaper personnel and non-Member representatives to the Committee as it deems necessary, including, if possible and when necessary, one financial expert as such term is commonly understood in the context of compliance with the Sarbanes-Oxley provision of the United States Code ("Financial Expert Committee Member"). The Chairman may authorize reasonable compensation for such Financial Expert Committee Member, when necessary. All members of the Audit Committee must disclose to the Board any business and personal relationships that they or the company that they are employed by may have with the Association or any of its affiliated entities.

9.3.4 Diversity Committee. The Diversity Committee is responsible for advising the Board of Directors and the President on how the newspapers can address the changing demographics of the workforce and of their readership to advance the success of the industry. The Chairman of the Board of Directors will appoint the Chairman of the Diversity Committee and will appoint other Member newspaper personnel to the Committee as required.