

## ARTICLE VI. DIRECTORS

**6.1 Board of Directors.** All powers vested by law in the Association are exercised by or under the authority of, and the business and affairs of the Association are managed under the direction of the Board of Directors. The Board delegates certain of this authority to the Executive Committee as more fully set forth in Section 7.3.

**6.2 Compensation.** Except as otherwise provided below, the Directors of the Association serve without compensation.

**6.3 Number of Directors.** The Association has a Board of Directors consisting of not less than fifteen (15) nor more than twenty five (25) Directors, the exact number to be set from time to time by resolution of the Board of Directors. Each Director except the President and as set forth in this section must be an owner, employee or representative of a voting Member. The Nominating Committee will use its best efforts to nominate Directors from Members (a) located throughout the Commonwealth to ensure as much geographic diversity as possible and (b) such that daily and weekly newspaper Members are represented fairly. The President of the Association also serves as a Director. The immediate past Chairman serves as a voting member of the Board of Directors for the year following the completion of his or her term as Chairman. The Nominating Committee will use its best efforts to nominate a representative from among each of the Affiliate Members and the College Journalism Department Members to serve as voting Directors.

**6.4 Director Terms.** Directors serve a three (3) year term and a Director, if reelected, may serve for two (2) consecutive terms. Former Directors are eligible for reelection after being off the Board for one (1) year. Each Director shall hold office until the expiration of the term for which he or she was elected and until a successor has been selected and qualified or until the earlier death, resignation or removal of such Director. Directors nominated to fill a mid-term vacancy are eligible for two (2) regular terms upon completing their interim appointment.

**6.5 Elections.** The Voting Members shall elect Directors for open directorships at the annual meeting of the Association. Newly elected Directors take office upon conclusion of the annual meeting.

**6.6 Removal by Directors.** A Director 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 has been included in the notice of the meeting. A Director will not be removed without having the opportunity to be heard at such meeting, but a formal hearing procedure need not be followed. A Director removed from office is eligible for reelection to the Board after a period of not less than one (1) year after removal.

**6.7 Removal by Members.** All or any of the Directors may be removed from office without the assignment of cause by a vote of two-thirds (2/3s) of the Voting Members at a special or annual meeting of the Members, provided that written notice of the intention to consider removal of such Director(s) has been included in the notice of the meeting. A Director cannot be removed without having the opportunity to be heard at such meeting, but a formal hearing procedure need not be followed.

**6.8 Board Meetings.** The Board of Directors must meet at least three (3) times a year. Additional meetings may be scheduled upon petition by the Chairman, the President or of three (3) or more Directors with at least five (5) day's written notice stating the time, place and purpose of any special meeting.

**6.9 Board Action by Unanimous Written Consent.** Any action that may be taken at a meeting of the Board may be taken without a meeting if 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/Treasurer.

**6.10 Participation at Meetings.** Directors may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar method of communications by which all persons participating in the meeting can hear each other.

**6.11 Notice.** Whenever notice is required to be given to any Director, it may be given personally, by electronic mail transmission, by sending a copy thereof by first class or express mail, postage prepaid, or by courier service, charges prepaid, or by facsimile transmission, to that Director's address or facsimile number appearing in the Association's database. If the notice is sent by mail or courier service, it will be deemed to have been given when deposited in the mail or with the courier service for delivery, or in the case of e-mail or facsimile, when dispatched. Such notice must specify the place, date and time of the meeting and any other information, which may be required by law or these Bylaws.

**6.12 Waiver of Notice.** Any required notice may be waived by written consent of the person entitled to such notice either before or after the time for giving of notice; and attendance of a person at a meeting shall constitute a waiver of notice, except where a person attends only to object to the transaction of any business because the meeting was not lawfully called or convened.