

## **ARTICLE VII. OFFICERS / EXECUTIVE COMMITTEE**

**7.1 Compensation.** Except as otherwise set forth herein, the Officers of the Association, known as the Executive Committee, serve without compensation.

**7.2 Executive Committee.** The Executive Committee consists of the five (5) following Officers as well as the Chairman Ex Officio: a Chairman, a Chairman-Elect; a Vice-Chairman; a Secretary/Treasurer; and the President of the Association. Other offices may be instituted at the discretion of the Board or Voting Members. Each Officer is elected for a term of one year. Unless otherwise removed by the Directors as set forth in Section 7.8 below, at the end of each term, the Chairman becomes the Chairman ex-officio, the Chairman-Elect becomes the Chairman, the Vice Chairman becomes the Chairman-Elect and the Secretary/Treasurer assumes the position of Vice Chairman. The Nominating Committee is responsible for recommending a candidate of Secretary/Treasurer and will use its best efforts to ensure both geographic diversity and a balance between weekly and daily newspapers. Except for the election of the Secretary/Treasurer, no further action by the Directors or Voting Members is otherwise necessary to re-elect the Executive Committee. The Officers will take office at the conclusion of the annual membership meeting.

**7.3 Duties of Executive Committee.** The Executive Committee, as the Officers of the Association, will exercise all powers vested by law in the Association between meetings of the Board of Directors, oversee the management by the Association's professional staff of the business and affairs of the Association and undertake such other matters as otherwise determined by or pursuant to resolutions or orders of the Board of Directors.

**7.4 Chairman.** The Chairman serves as chairman of the Board of Directors and of the Executive Committee, presides at the meetings of the Board, the Executive Committee and of the Members at which he or she is present and has 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.

**7.5 Chairman-Elect and Vice-Chairman.** The Chairman-Elect and the Vice-Chairman assist with budget planning, financial oversight, staff supervision, program direction, and committee involvement. The Chairman-Elect, in the absence of the Chairman, presides at meetings of the Executive Committee, the Board of Directors or the Members. In the absence of the Chairman and the Chairman-Elect, the Vice-Chairman presides. They serve as liaisons to the Members and assist in formulating board policy. In addition, they will assist the Chairman as requested.

**7.6 Secretary/Treasurer.** The Secretary/Treasurer is responsible for minutes at all regular and special Board meetings, meetings of the Executive Committee and of the Members. He or she will also give or cause to be given notice of all meetings to the Directors and Members. The Secretary/Treasurer is also responsible for oversight of the books and records of the Association and the reporting thereon to the Board of Directors

and to the Members. The Secretary/Treasurer is a member of the Audit Committee (but cannot serve as its chairman as more fully set forth in Section 9.3.3 below.)

**7.7 President.** The President, in the absence of the Chairman and the Vice Chairmen, presides at all meetings of the Executive Committee, Board of Directors and Members at which he or she is present, and shall be the chief executive officer of the Association. Subject to the control of the Board of Directors, the President has responsibility for the general and active management of all of the business, property and affairs of the Association, sees that all orders and resolutions from the Board of Directors are carried into effect, appoints and removes subordinate officers and agents, other than those appointed or elected by the Members or the Board of Directors as the business of the Association may require, acts as a duly authorized representative of the Board in all matters, except where the Board has formally designated some other person or group to act, and in general performs all the usual duties incident to the office of president and chief executive officer and such other duties as may be assigned to such person from time to time by the Board of Directors. The Executive Committee sets the compensation of the President. The President will devote himself exclusively to the interests of the Association, and shall not take any outside job or endeavor which would present a conflict of interest or prevent him or her from devoting adequate time and energy to his or her primary responsibilities.

**7.8 Removal of Officers.** The Board of Directors may remove any Officer with or without cause whenever in its sole judgment the best interests of the Association may be served thereby.

**7.9 Vacancies.** If a Chairman is unable to fulfill his or her term, the Nominating Committee will recommend and the Executive Committee will appoint an Officer, Director or Voting Member of the Association to hold the office of Chairman until the Voting Members elect a new Chairman at the next annual membership meeting. Should a vacancy occur in other offices, or on the Board, the Chairman has the authority to fill that vacancy, pending ratification by the Board of Directors at its next meeting.