



## **BYLAWS**

### **A nonprofit 501(c)(3)**

#### **ARTICLE I**

##### **NAME, LOCATION, MISSION**

###### **Section 1. Name**

The name of this corporation shall be California Independent News Alliance as provided in the Articles of Incorporation.

###### **Section 2. Location**

The principal executive office shall be instituted at the address designated by the Board of Directors. A change in the location of the principal executive office may be authorized by a majority vote of the Board of Directors.

###### **Section 3. Mission**

To support, protect, promote and advocate for the business interests and editorial quality of California's locally owned, independent news outlets, and to act as a clearinghouse of news industry information, innovation and networking.

#### **ARTICLE II**

##### **PURPOSES AND LIMITATIONS**

###### **Section 1. Purposes**

These Bylaws are adopted to regulate the affairs of the corporation and to further its objects and purposes, among others, of promoting, improving and protecting the welfare of California's independent news businesses, which includes printing, publishing and distributing news, information and advertising on paper, the internet, and other forms of digital media; fostering the highest ideals, ethics and traditions of journalism, a free press and the newspaper profession; and, collecting and disseminating among its membership information and material relating to the best policies and practices for the general improvement of independent news

outlets in California

## **Section 2. Limitations**

The corporation shall be nonpartisan, nonsectarian, and shall take no part in, nor lend its influence or facilities, either directly or indirectly, to the nomination, election, or appointment of any candidate to a public office and shall not unlawfully discriminate in its membership. The corporation shall observe and abide by all local, state, and federal laws which apply to nonprofit corporations as defined in Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE III CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the provisions of the California Corporations code shall govern the construction of these Bylaws. The masculine gender includes the feminine and neutral, the singular includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

## **ARTICLE IV MEMBERSHIP**

### **Section 1. Definitions**

a. **“News Outlet.”** The term “News Outlet” as used throughout these Bylaws is defined as a news publication that is published in print and or posted in a digital format, or offered free or by subscription, and distributed periodically at daily, weekly, or bi-monthly, for the dissemination of news of a general or local character and of a general or local interest. The term “news outlet” does not include handbills, circulars, fliers, or the like.

b. For the purposes of this definition of **“Newspaper,”** means a print and or digital news publication. Advertising/advertorial is not considered to be news of a general or local character and of a general or local interest.

c. The definition of **“Independently owned”** means a local news organization that meets all of the following requirements:

(1) The local news organization is not a publicly traded entity, and no more than 5 percent of the beneficial ownership of the local news organization is owned, directly or indirectly, by a publicly traded entity.

(2) The local news organization is not beneficially owned by a private fund.

(3) The local news organization is not a subsidiary or owned by a hedge fund.

d. **“Digital News Media.”** The term, "digital news media" aka “news outlet,” or “newspaper” as used in these Bylaws is defined as an organization that posts news and information of a general or local character and interest periodically at daily, weekly or other shorter intervals using digital media that may include the Internet, websites, mobile and tablet technology or other digital media methods. For the purposes of this definition of "digital news media," advertising and e-commerce are not considered to be news and information of a general or local character and interest.

e. **“California owned and operated.”** The term, “California owned and operated” as used in these Bylaws is defined as a company whose publications — both for profit or nonprofit corporations — are headquartered and doing their primary business in the state of California. “Operated” means the primary business operations.

## **Section 2. Required Qualifications for Membership**

- A news outlet that is California owned and operated
- Self-governing and not an investment company or its subsidiary, a venture capital fund, or its subsidiary, or owned by a government agency, or federal Community Development Bank
- Uses at least 75% original content
- 51% of staff are California residents
- Includes for profit, nonprofit, print, digital only, print only, free or paid
- Publication has been in business three years and is a business entity in good standing, with the California Secretary of State
- Its publications are self-governed by a journalism code of ethics.
- Is not a platform for a special interest group, individual, or cause.

*Membership in CINA subject to approval by a majority of the board of directors.*

## **Section 2. Classes of Membership**

There shall be six classes of membership:

a. **Active.** Active membership in this corporation shall be open to daily or weekly, print or digital, for profit or nonprofit California owned and operated, independent news outlet as defined in Section 1 and 2 of this Article IV.

For purposes of these bylaws, a news outlet is published in California when the predominant focus of its news coverage is in California and it is circulated principally in California. Active membership in this corporation shall also be open to digital news media organizations as defined in Section 1a and b of this Article IV, provided that the digital news media organization has been established and has continuously posted and distributed original content on the Internet or other digital media for a minimum of three years in the State of California and has demonstrated to the satisfaction of the Board that

it adheres to generally accepted standards of journalism and meets or exceeds other standards and evaluative criteria as may be established by the Board. Voting rights in this corporation shall be held only by current Active, dues paying members and shall be exercised as provided in Article V, Section 4.

Only one publication (or flag) from a single entity, organization or company is eligible to Active membership status. All other publications (or flags) are required to join as Adjunct members.

All other classes of membership shall have no voting privileges in the corporation.

b. **Adjunct.** An Adjunct member is a dues paying, non-voting member that is a subsidiary publication of an Active member. An organization/company owning multiple publications, shall have only one flag from each company is an Active voting member. The dues for Adjunct members are to be set to no greater than 50% of Active membership dues.

c. **Allied.** Allied membership is for an individual in a related corporation whose professional interests, efforts and interests align with CINA's. The representative membership is voted by the Board of Directors for organizations who have demonstrated to the satisfaction of the Board, through their services to the newspaper industry, that they are entitled to such membership.

d. **Affiliate.** Affiliate membership is one with an organization who has demonstrated alignment in goals, activities or advocacy with CINA, and demonstrates that alignment through membership. Board approval is needed. Affiliate members may assist on CINA activities and events.

e. **Supporting.** Supporting membership in this corporation shall be open to individuals and companies, who have philosophical alignment with CINA and want to further support the mission and goals of CINA as a part of the organization. Supporting members are to be included on newsletters, information and events related to California independent journalism. Supporting members may assist on projects, fundraising or professional support or education.

f. **Student.** Student membership is an individual enrolled in an education program and interested or aligned with the mission of CINA. Student members cannot vote or serve on the Board of Directors. Student members may assist on projects, fundraising and the like.

### **Section 3. Application for Membership**

Membership in this corporation in any of the classes specified in Article IV, Section 2 of these Bylaws shall become effective upon approval of the Board of Directors. In the case of a

Digital news outlet's application for Active membership, the application shall be accompanied by documentation of the approved domain name registration and directions, including access if needed, to the applicant's website and other digital news media applications. In the case of an applicant that publishes in a language that is other than English, the owner or publisher must certify that either the content published by the applicant is either principally focused on California or their readership is principally based in California.

Other Publications produced by an Active Member shall be eligible Adjunct members without a separate application process and pursuant to guidelines established by the Board of Directors.

On approval of an application by the Board of Directors, the new member shall promptly pay the annual dues applicable to such member prorated on the basis of a year of 365 days from the effective date of membership to the last day of the corporation's fiscal year.

#### **Section 4. Membership Requirements and Status**

- a. Active membership, shall be vested in a single newspaper or news outlet of a company, entity or organization. In the case of a digital news media organization that is an Active member, membership shall be vested in the online website or the organization's other digital news media application.
- b. Final decision on all types of membership, after all other requirements are met, shall rest with the Board of Directors of the corporation, which shall judge, in its sole discretion, whether the applicant meets standards generally recognized by the Board of Directors as representative of such membership in the corporation.

#### **Section 5. Membership Dues**

- a. **Establishment of Dues.** Membership dues of the corporation shall be in such amount as the Board of Directors may determine. For the purpose of establishing dues, the Board of Directors may establish different rates for different classes of members. The determination of the Board of Directors as to the classification of each member pursuant to Article IV of these Bylaws and dues and assessments payable by members shall be final and conclusive.
- b. **Dues Assessments.** News outlets under common entity ownership shall be individually assessed to each newspaper (publication).
- c. **Delinquency.** Dues for all classes of membership are payable in advance. Active member Dues are payable quarterly or annually; dues of all other classes are payable annually. Dues are delinquent when not paid within ninety (90) days of the due date. The Board of Directors is authorized to adopt a procedure that allows for the collection of dues that are delinquent. A notice that a member's dues are past due shall be mailed to the

delinquent member with the member's next quarterly billing statement accompanied by information as to the member's potential expulsion if the dues are not paid in full.

d. **Delinquency of a Group Member.** Any suspension of services and benefits, reinstatement or revocation of membership of a member of a group established pursuant to Section 5., paragraph b. of Article IV shall apply to any and all of the other members of the group in the same manner at the same time.

e. **Notice.** Notice of any action taken by the Active members or by the Board of Directors with respect to changes in dues or assessments under this section shall be sent to the Active members promptly by mail and shall not become effective until thirty (30) days after such mailing. Any Active member who submits his written resignation from the corporation prior to the effective date of such action shall not be bound thereby.

## **Section 6. Suspension of Membership**

The Board of Directors shall have the power by a majority vote of the whole Board to suspend a member when such member has failed to pay dues, assessments or charges that such member may owe to the Association, provided always that the ten (10) days notice in writing of the time and place of hearing of any such complaint be first served personally or by mail upon the delinquent member, and such member shall be given an opportunity to be heard in his or her own behalf.

Upon the suspension of a member, the member, if an Active member, shall not have the right to vote and the designated representative of such Active member shall not, during the period of such suspension, be entitled to be elected to or be appointed to or continue to hold any office or position in this corporation unless otherwise directed by resolution of a majority vote of the whole Board of Directors.

Any member so suspended at the expiration of the period of the suspension or upon the repeal of the suspension as above provided shall again become entitled to all the rights and privileges of such member upon paying any dues, assessments and charges then due and unpaid.

## **Section 7. Expulsion of Members**

The Board of Directors at any regular or special meeting, may, by majority vote, expel or terminate the membership of any member for any or all of the following reasons:

- a. Failure to maintain the standards and conditions of eligibility for which admission to its class of membership is required by these Bylaws;
  - b. Conduct of a member which endangers the welfare or interests of the corporation;
- or,

c. Any conduct in violation of these Bylaws or rules and regulations of the corporation;

d. The Board of Directors shall entertain a motion to expel only upon its own motion or upon the presentation in writing signed by five (5) Active members of a request to expel the affected member, and such presentation by the five (5) Active members shall be filed with the secretary of the Association at least two weeks prior to the meeting of the Board. The affected member or any other Active member shall be entitled to attend and be heard and to present the reasons why such member should not be expelled.

e. Expulsion can occur with a two-thirds vote of the board and such member shall forfeit all its rights and privileges of membership.

A member that has been expelled shall be eligible for readmission only upon the terms and conditions applicable to new members.

Any action of the Board of Directors taken as above provided shall be final and conclusive.

## **Section 8. Resignation of Membership**

Any member of this corporation may resign by giving notice in writing to the corporation, and thereupon such resignation, without the necessity of any acceptance, shall become effective forthwith unless otherwise specified therein; provided, however, that no such resignation shall affect the obligation of the resigning member for payment of all arrears for dues and assessment to which such member has become liable. In the event that any member shall resign from membership in this corporation, shall be expelled from membership herein, or the membership shall be duly terminated, all interest of such member in this corporation or in any of its property shall forthwith cease and terminate. The Board of Directors shall likewise have power to impose any penalties or other condition to the re-admission of any such former member to membership in the corporation.

## **ARTICLE V MEMBERSHIP MEETINGS**

### **Section 1. Annual Meeting**

There shall be a regular annual meeting of this corporation for the transaction of general business and the elections of officers and directors annually for open seats. The time and place for such annual meeting may be designated by the Board of Directors, such time and place to be designated in the notice of meeting specified below.

Notice of the annual meeting of members and election of directors and officers shall be given by mailing/emailing notice thereof stating the time and place of the meeting and the nature

of the business to be transacted there at least thirty (30) days before the meeting date, addressed to each of the Active members of the corporation as the same most recently appears on the Books of the corporation. No other or further notice shall be required.

## **Section 2. Special & Emergency Meetings**

Special meetings of the members may be called as follows:

- a. The Chairperson, two officers, or any three members of the Board of Directors, may call a special membership meeting of the corporation by giving written notice thereof to all Active members at least ten (7) days prior to the date for such special meeting.
- b. The time and place of any special meeting of the members shall be designated in the notice of meeting.
- c. An Emergency Meeting may be called by the Chairperson or both the Treasurer and Secretary or by three or more members of the board. Emergency meetings may occur within 24 hours and attendance by a board majority is required. (Missing an Emergency meeting does not count against a Directors attendance record.) Alternatively an Emergency majority vote may be obtained via email.

## **Section 4. Voting Power of Members**

- a. Designated representatives of Active members in good standing shall have the right to vote in membership meetings. Proxies, from the Active member organization, shall be allowed. The designated representative of each Active member shall be that person who is named in a written notice filed with an officer of the corporation or Executive Director and placed in the official roll of Active Members. Proxies must be named from within the publication or ownership group.
- b. Each Active member of the corporation shall be represented by the individual person designated by such Active member as its designated representative.
- c. Each Active member of the corporation shall have only one vote in the transaction of the business of the corporation and the election at the annual or other meetings of members. The designated representative of an Active member of the corporation may vote in person at the membership meeting.

The Board of Directors is authorized to adopt a procedure that allows remote voting by designated representatives of Active members, so long as the procedure adopted complies with state and federal law.

The Board of Directors and staff will actively seek input and opinions from the entire membership and especially including Adjunct members, so that all publications participate in straw polls and are invited to offer feedback and positions on legislation.

## **Section 5. Majority Vote**

Unless a greater proportion is required by the Articles of Incorporation of this corporation, these Bylaws, or applicable law, the affirmative vote of a majority of the votes represented and voting at a duly held meeting at which a quorum has been declared (and which affirmative votes also constitute a majority of the required quorum) or by printed or electronic ballot in conformance with applicable law, shall be the act of the members of the corporation. In addition to in-person voting at an annual or special meeting, the Board of Directors is authorized to adopt a procedure that allows remote voting by designated representatives of Active members, so long as the procedure adopted complies with state and federal law.

## **Section 7. Quorum at Meetings**

At all meetings of the membership ten percent (10%) of the designated representatives of the Active members shall constitute a quorum for the transaction of business, notice of the general nature of which was given to the membership in the notice of the meeting. If notice of the general nature of the business to be voted upon was not given to the membership, any action taken by the membership shall not be valid unless one third (1/3) of the designated representatives of Active members are present at the meeting.

# **ARTICLE VI BOARD OF DIRECTORS**

## **Section 1. Powers & Duties**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted under the supervision of a Board of Directors consisting of at least seven (7) but no more than fifteen (15) directors, the exact number to be determined by resolution of the Board from time to time. Three of the directors shall be the current officers of the corporation selected as provided in Article IX of these Bylaws. The remaining directors shall be elected as set forth in this Article VI of these Bylaws. The majority, 60%, of the board positions shall be held by a publisher, owner, or representative of a an adjudicated print newspaper.

The powers and duties of the Board of Directors are to:

- a. Appoint and remove at pleasure all officers and employees of the corporation (other than the Chairperson, Treasurer, and Secretary, prescribe such duties for them as

may not be inconsistent with law and these Bylaws, fix their compensation (except in the case of officers, directors, who shall serve in that capacity without compensation), and require from them, in such cases as the Board may deem appropriate, security for faithful service;

b. Conduct, manage and control the affairs and the business of the corporation and make such policies and regulations therefore not inconsistent with law and these Bylaws as they may deem best;

c. Approve and admit to membership persons, firms, associations or corporations qualified to be members under the provisions of the Articles of Incorporation of this corporation and these Bylaws;

d. Levy and assess and collect, and provide for the collection of, dues or assessments in accordance with the provisions of Article IV, Section 5, of these Bylaws;

e. Borrow money and incur indebtedness for the purpose of the corporation and cause to be executed and delivered therefore, in the corporate name, promissory notes and other evidence of debt;

f. Delegate such of its powers and duties (including any of the powers and duties enumerated in this Article VI) as the Board may elect, to the Officers described in Article VIII, subject, however, to the provisions of Article VIII and of Section 2 of this Article VI; and

g. Transact all of the affairs of this corporation.

## **Section 2. Qualifications and Number**

Designated representatives of Active members having the qualifications set forth in Article X of these Bylaws may serve as directors of this corporation.

## **Section 3. Advisory Board and Committees**

The Board of Directors may create and advisory board standing committees to serve in an advisory capacity to the Board and CINA staff members. These standing committees may include: Legislative Watch Committee, Finance Committee, Membership Committee, Marketing & Grants Committee, Events Committee

## **Section 4. Nominations Process.**

Two or more Board Directors or three or more Active members may nominate candidates for directorships at any time on or prior to the 30th day prior to the annual meeting of the

members. On timely receipt of a petition signed by the Director or Active members, provided that the nominees named therein are qualified to serve as directors of this corporation. The Chairperson or Secretary shall cause the names of such nominees to be added to the report and provide the amended report to all Active members no less than seven (7) days prior to the annual meeting of the members for a vote.

## **Section 5. Election of Directors**

At each annual meeting, the members shall elect a number of directors to replace all directors whose term of office has expired. A term of office shall be three years. At the end of the term the seat shall be up for election. There is no limit on the number of terms a Director may serve.

## **Section 6. Removal of a Director**

A director shall be removed pursuant to any of the following provisions:

- a. For failure to adhere to the fiduciary duties of a Board member, including the duty of loyalty, failure to maintain confidentiality, and the conflicts of interest statement contained in these bylaws.
- b. for failure to meet 3 meetings of the Board of Directors per year.
- c. A vote of a 2/3rds majority of the board of directors, excluding the Director whose removal is being considered.
- d. Any reduction of the authorized number of directors or any amendment reducing the number of classes of directors does not remove any director prior to the expiration of the director's term of office unless the reduction or amendment also provides for the removal of one or more specified directors.

## **Section 7. Vacancies**

Whenever any vacancy occurs in the office of director, such vacancy shall be filled by an appointee selected by the Chairperson and with the approval of a majority of the remaining directors present at any regular or special meeting of directors, and the person so appointed shall hold office for the remaining unexpired term of the director whose vacancy he or she was appointed to fill and until his or her successor is elected.

A vacancy on the Board of Directors shall be deemed to have occurred whenever a director:

- a. Resigns, which may be done either by presenting a written or an oral statement of resignation to the Board at any regular or special meeting thereof; or

- b. Dies; or
- c. By judgment of a court of competent jurisdiction is declared incompetent; or
- d. Whenever any vacancy is created in accordance with any laws of the State of California; or
- e. Whenever the director ceases or fails to have the qualifications for the director as specified in Article XI of these Bylaws.
- f. Removal of a director, consistent with these bylaws.

## **ARTICLE VII**

### **BOARD OF DIRECTORS MEETINGS**

#### **Section 1. Regular Meetings**

Meetings of the Board of Directors shall be held either at the office of the corporation or at any other place which may be designated in the notice of meeting. A regular meeting of the Board of Directors shall be held immediately following the adjournment of the annual meeting of the members without other or further notice than this bylaw. Directors or members of any committee of directors may participate in and act at any meeting through the use of a conference telephone or other communication equipment by means of which all persons participating in the meeting can hear each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

The Board of Directors shall have not less than three (3) regular meetings each year. The time and place of regular meetings shall be fixed by the Board of Directors or in the absence of such action by the Board of Directors, then by the Chairperson. Notice of regular meetings of the directors (other than the meeting held immediately following adjournment of the annual meeting of members) shall be given at least seven (7) full calendar days prior to the date of meeting to all directors; and notice of such regular meeting shall also be given to all Active members who shall have the right to be present at such regular meetings and unless otherwise ordered or directed by the Board may participate in the discussion of the Board.

#### **Section 2. Special Meetings**

Special meetings of the Board of Directors may be called at any time by order of the Chairperson, Secretary or Treasurer of the corporation, or four (4) directors. Notice of a special meeting of the Board of Directors shall state the nature of the business to be transacted and be given each director by mailing or emailing notice thereof at least four (4) full calendar days prior to the date of meeting, or by transmitting notice thereof of at least two (2) full calendar days

prior to the date of meeting, addressed to each director at the place of business or residence as the same appears on the books of the corporation, for each director, or in case no business or residence address of such director appears on the books of the corporation, then directed to any address appearing on such books for such director.

Anything which may be done at a regular meeting of the Board of Directors may be done at a special meeting or an adjourned meeting of the Board, provided that it has been included in the notice of special meeting as one of the items of business to be transacted thereat.

Notice that a special meeting has occurred and a description of the substance of the business transacted there shall be published to the membership in a CINA publication within 14 days following the special meeting.

### **Section 3. Waiver of Notice**

Notice of any meeting of the Board of Directors may be waived, provided that all Directors waive requirement of notice in writing.

### **Section 4. Quorum**

Except as otherwise provided in these Bylaws, fifty percent, plus one of the directors authorized by Section 1a of Article VI, as fixed by resolution of the Board, shall constitute a quorum at the directors' meetings. In case of vacancies on the Board, the quorum shall be established by attendance of fifty percent of the remaining directors, plus one.

### **Section 5. Majority Vote**

Unless otherwise provided in these Bylaws, at any meeting of the Board of Directors where a quorum has been declared, every act or decision done or made by a majority vote shall be regarded as the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn until the time fixed for the following regular meeting of the Board.

### **Section 6. Action Without Meeting**

The Board may act without satisfying notice or meeting requirements, provided all Directors agree in writing or electronic mail to act without satisfying notice or meeting requirements. If all Directors so agree, then a majority vote of the Directors shall be regarded as an act of the Board of Directors.

## **ARTICLE VIII**

## **OFFICERS**

### **Section 1.**

**Officers.** The Officers are elected by the board of directors and include the Chair of the Board, Treasurer, Secretary, and may include the Past Chair.

### **Section 2. Powers and Duties**

The Officers may, during the intervals between the meetings of the Board of Directors and as necessary to conduct the business of the corporation, exercise all of the powers of the Board of Directors in the management of the business and affairs of the corporation.

In addition to the foregoing general powers, the Officers shall, until otherwise directed by a resolution adopted by a majority of the members of the Board of Directors, be primarily responsible to exercise the following powers and duties:

- a. Direct and supervise an annual audit of accounts of the corporation at the end of each fiscal year by a certified public accountant. The fiscal year for such purpose is July 1 through June 30.
- b. Evaluate the performance and compensation of the Executive Director annually at the first meeting of the new calendar year and submit recommendations to the Board of Directors at the annual meeting; subsequently meet with the Executive Director to review his/her performance and any changes approved by the Board of Directors.

### **Section 3. Powers and Duties of the Chairperson.**

The powers and the duties of the Chairperson are to:

1. Preside at all meetings of the Board of Directors, the Officers Committee and of the members;
2. Create and appoint such committees as he or she may determine from time to time;
3. Call Special meetings of the members of the Officers and of the Board of Directors at such time as he or she may deem proper;
4. Sign as Chairperson of the corporation, all deeds, conveyances, mortgages, leases, promissory notes, contracts, obligations, certificates (including certificates of membership) and such other papers and instruments in writing as may require signature, unless the Board of Directors shall otherwise direct, and to perform such other powers and duties as the Board of Directors may prescribe from time to time.

5. Serve as Chairman of the Officers and ex-officio member of all committees; and

#### **Section 4. Number and Election**

From members of the Board of Directors who previously have served a minimum of two years as a member thereof, the members, at their annual meeting, shall elect the following officers: Chairperson, Vice Chairperson, Secretary, Treasurer all of whom shall hold office for a period of two years or until their successors are elected, whichever is later.

#### **Section 5. Compensation**

All officers and directors of the corporation shall serve in that capacity without compensation.

**Section 6. Duties of the Vice Chairperson.** In the absence or disability of the Chairperson, the Vice Chairperson shall perform all of the duties of the Chairperson. When so acting, the Vice Chairperson shall have all of the powers of and be subject to all of the restriction on the Chairperson. The Vice Chairperson shall have such other powers as the Board of Directors may prescribe from time to time.

**Section 7. Duties of the Secretary & Treasurer.** In the absence or disability of both the Chairperson and Vice Chairperson, the Secretary and Treasurer shall have the same powers as the Vice Chairperson.

The Secretary or Treasurer shall:

- 1) Keep or cause to be kept at the principal office of the corporation or other such place as the Board of Directors may order, a book or drive file of minutes of all meetings of the Directors and of the Officers Committee, with the time and place of holding, whether annual, regular or special, and if special, how authorized, the notice given and the names of those present at the Director's meetings and the proceedings thereof;
- 2) Give or cause to be given notice of all meetings of the Board of Directors required by these Bylaws or by law to be given and shall keep the seal of the corporation in safe custody;
- 3) Keep and maintain or cause to be kept and maintained adequate and correct books of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses, which shall at all times be open to inspection by any Director on reasonable notice; and,
- 4) Shall submit or cause to be submitted, monthly or quarterly and

annual financial statements of receipts and expenditures of the corporation to the Board of Directors.

5) The Secretary or Treasurer may delegate any of his or her duties to the Executive Director and shall have such other powers and duties as the Board of Directors may prescribe from time to time.

## **Section 8. Vacancies**

a. **Office of Chairperson or Vice Chairperson.** A vacancy occurring in the office of Chairperson or Chairperson-Elect before the expiration of the term thereof shall be filled by action of the Board of Directors by the Board's appointment of a member of the Officers Committee or of the Board of Directors.

b. **Office of the Secretary or Treasurer.** In the event of a vacancy in the office of the Secretary or Treasurer, the Chairperson shall have the authority to fill such vacancy by appointment until there shall be a meeting of the Board of Directors, at which time a successor Secretary or Treasurer shall be elected by a majority of those present and entitled to vote at such meeting of the Board of Directors.

## **Section 9. Chief Executive Officer**

The Board of Directors may select and employ a Chief Executive Officer and determine his or her compensation. The Chief Executive Officer may serve as ex-officio secretary to the Board. The Chief Executive Officer shall be bonded and shall be charged with the general management and supervision of the business and financial affairs and office of the corporation.

The Chief Executive Officer or Board officers shall prepare an annual budget for adoption by Board of Directors and be responsible for achievement of the overall budget. The Chief Executive Officer and Board Officers are authorized to commit the corporation to indebtedness for expenses related directly to the budget for a period not to exceed ninety (90) days. Should such indebtedness require an extension beyond said ninety (90) days, said extension shall be submitted to the Officers Committee for approval.

## **ARTICLE IX QUALIFICATIONS AND ELIGIBILITY**

Qualifications and conditions of eligibility of Directors, Officers and Members of the Officers Committee are as follows:

a. No person shall be eligible to serve as a director or officer of this corporation if they:

1. Hold a state level elected or appointed office for which the person receives a salary; or
  2. Serve on the staff of a state level elected or appointed official for which the person receives compensation.
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- b. A director who holds a local elective or appointed public office or who serves on the staff of a local elected or appointed official shall disclose to the board any conflict of interest arising from the office or position and recuse himself or herself from board discussions and actions as appropriate.
  - c. Each officer and director to be elected at the annual meeting must be a designated representative of an Active member.
  - d. Unless a person shall have served at least one year as a member of the Board of Directors or as an officer of the corporation; the person shall not be eligible for election or appointment as an officer.
  - e. Except as otherwise specifically limited in this Article X, officers and members of the Board of Directors may succeed themselves in office if duly elected or appointed to such office.
  - f. When an Active member (or board member's) outlet changes its company status and is closed or no longer "independent" as defined in Article IV Sections 1 and 2, the Board seat becomes vacant, a replacement may be filled by the board of directors to serve the remainder of term.
  - g. When a Board Member is no longer employed or representing an Active member outlet, the Active member outlet may appoint (replace) that person with another representative to finish the remainder of the term.

## **ARTICLE X**

### **INDEMNIFICATION AND INSURANCE**

**Section 1. Right of Indemnity.** To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

**Section 2. Approval of Indemnity.** On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the

merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby.

**Section 3. Advancing Expenses.** The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:the requested advances are reasonable in amount under the circumstances; before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article. The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

**Section 4. Insurance.** The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

## **ARTICLE XI**

### **GRANTS ADMINISTRATION**

**Section 1. Purpose of Grants.** This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Articles of Incorporation.

**Section 2. Board of Directors Oversight.** The Board of Directors shall exercise itself, or delegate, subject to its supervision, control over grants, contributions, and other financial assistance provided by this corporation. The Board shall approve a process for reviewing and approving or declining all requests for funds made to this corporation, which shall require such requests to specify the use to which the funds will be put, and include a mechanism for regular Board review of all grants made. The Board shall similarly approve a process for authorizing payment of duly approved grants to the approved grantee.

**Section 3. Refusal; Withdrawal.** The Board of Directors, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in this corporation's

Articles of Incorporation, subject to any rights of third parties under any contract relating to such grant.

**Section 4. Accounting.** The Board of Directors shall determine under what circumstances to require that grantees furnish a periodic accounting to show that the funds granted by this corporation were expended for the purposes that were approved by the Board.

**Section 5. Restrictions on Contributions.** Unless otherwise determined by resolution of the Board of Directors in particular cases, this corporation shall retain complete control and discretion over the use of all contributions it receives, subject only to any charitable trust restrictions that apply to such contributions, and all contributions received by this corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not for any particular organization or individual mentioned in the solicitation.

## **ARTICLE XII FINAL DISTRIBUTION OF ASSETS**

The assets shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the Corporation and qualified as exempt under section 501(c)(6) or 501(c)(3) of the Internal Revenue Code.

## **ARTICLE XIII OPERATIONS**

### **Section 1. Regional Units**

Regional units may be organized by voluntary action of Active members under geographical or special interest limits in either daily or weekly classifications or a combination of both classifications in one unit.

### **Section 2. Rules of Order**

All meetings of the corporation, the Officers Committee, and the Board of Directors shall be governed by the then current Robert's Rules of Order by Donald A. Tortorice.

### **Section 3. Use of Corporation Name**

The corporation name shall not be used by any member or by any representative, employee, servant or agent of such member without proper authorization from the corporation.

#### **Section 4. Books and Records**

The corporation shall keep correct and complete books and records of account and shall also keep records and minutes of the proceedings of the Board of Directors.

Any Active member may inspect and copy the corporation's books and records at reasonable times, on five (5) business days' prior written demand. The demand shall state the purpose for which the inspection rights are requested. The purpose for inspection shall be reasonably related to the person's interest as a member.

#### **Section 5. Policies and Procedures**

The Board of Directors may adopt, amend, or repeal any such policies and procedures not inconsistent with the Bylaws for the management of the internal affairs of the corporation and the governance of its officers, agents, committees and employees.

#### **Section 6. Waiver of Notice**

Whenever any notices are required to be given under the provisions of the California Corporation Act, or under the provisions of the Articles of Incorporation of the corporation, or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether dated before or after the time stated herein, to the extent permitted by law, shall be deemed equivalent to the giving of such notice.

### **ARTICLE XIV AMENDMENTS TO THE BYLAWS**

Except as otherwise required by law, these Bylaws may be amended by a majority vote of the Active members present and voting at any regular or special meeting of the members of the corporation, provided, however, that written notice of such proposed change be made to all Active members of the corporation at least thirty (30) days prior to such regular or special meeting, and such written notice shall state the substance of the proposed amendment or amendments; and provided, also, that, if notice has not been given, at least one-third of all the Active members of the corporation must be present and vote on such amendment or amendments if the meeting is a special membership meeting of the members.

Except as otherwise required by law, the Bylaws also may be amended by a majority vote of the members or the Board of Directors at any regular or special meeting of the Board where a quorum has been declared, provided, however, that written notice of such proposed change shall be made to all Active members as well as members or the Board of Directors for the same period of time and upon the same conditions as set forth in the preceding paragraph.

Amendments adopted at a regular or special meeting of the members or at a regular or special meeting of the Board of Directors as hereinabove provided shall go into effect upon the final adjournment of that meeting unless otherwise stated in the resolution or amendment.

## **ARTICLE XV CONFLICTS OF INTEREST**

### **Section 1. Purpose**

The California News Publishers (CINA) (“Client”) and its leadership are subject to legal requirements relating to conflicts of interest.

- The California Nonprofit Public Benefit Corporation Law (“Nonprofit Corporation Law”) limits transactions between CINA and its directors, and provides that a majority of the board of directors must meet a specified independence standard.
- California corporation law principles provide that directors owe CINA a duty of loyalty, which requires a director to act in the interest of the organization rather than in the personal interest of the director.
- Federal tax law and CINA’s Articles of Incorporation provide that no part of the net earnings or assets of CINA may inure to (benefit) its directors, officers, and other private persons.
- Federal tax law requires public disclosure regarding, among other things, relationships between CINA and its leaders, the independence of CINA’s board of directors (“Board”), and the compensation of CINA’s leadership.

Board adopted this Conflict of Interest Policy (“Policy”) to facilitate compliance with these laws and provide procedures for addressing situations that involve, or may appear to involve, conflicts of interest. The Policy is intended to help CINA and the Board avoid situations where the personal interests of Board Directors or employees may affect, or be perceived as affecting, their judgment when carrying out their duties to CINA or the Board, or which would result in personal gain at the expense of CINA.

CINA acknowledges that no policy can encompass every situation that presents risks to impartial decision-making. In the end, CINA’s effective management of conflicts depends on the good judgment and integrity of its leadership as well as full compliance with the requirements set out in this Policy. CINA encourages individuals to talk to the General Counsel if they have questions or concerns about specific situations.

### **Section 2. Core principles: disclosure and review process**

It is the policy of CINA that its directors, [non-directors serving on advisory committees,] officers, and employees promptly and fully disclose any actual, apparent, or potential conflicts of interest (as defined below), that no Board Director vote or otherwise participate in any decision by CINA or the Board, in any matters in which they have a conflict of interest, that CINA and the Board follow a disciplined, documented process in making decisions about such matters, and that CINA comply with all applicable legal requirements relating to such matters.

### **Section 3. Definitions: covered persons and situations**

For the purposes of this Policy, the following terms have the following definitions:

- a. A “**conflict of interest**” arises when a senior leader involved in making a decision for CINA may have a personal interest in the outcome. The personal interest may be economic, in that it may result in direct dealing with and financial benefit to the senior leader or to a family member, or the personal interest may be professional or associational, such as when the senior leader, family member, or acquaintance of the senior leader is on the board of directors of, is an investor in or substantial donor to, works or provides services to, or collaborates or competes with, the other party to the proposed transaction or relationship with CINA.
- b. “**Family member**” means any spouse, ancestors, mother-in-law, father-in-law, siblings (whether whole or half-blood), brother-in-law, sister-in-law, descendants, children (whether natural or adopted), grandchildren, great grandchildren, and spouses of siblings, children, grandchildren, and great-grandchildren.

### **Section 4. Disclosures**

#### **a. Disclosure**

Upon election, hiring, or appointment, any director or employee must disclose all affiliations or other matters that could give rise to a conflict of interest and confirm the senior leader’s commitment to comply with this Policy.

#### **b. Conflicts of interest as they arise**

Board Directors or employees should promptly disclose to CINA any affiliations or other matters that constitute or could result in a conflict of interest. Please notify CINA General Counsel, of any conflicts or interests that could result in a conflict as soon as you are aware of them, in writing.

#### **c. Continuing attention**

Board Director or employee have a continuing responsibility to review their business, personal, and philanthropic interests, and their family and other close relationships, for actual, apparent, or potential conflicts of interest, and to make such disclosure to CINA as appropriate. This Policy is best served by adopting a “when in doubt, disclose” approach. If a Board Director or employee is uncertain whether to identify a particular relationship, the senior leader should consult the General Counsel.

### **Section 5. Procedures for reviewing conflicts**

#### **a. Abstention from decision-making**

In all situations calling for disclosure, the interested senior leader should abstain from voting or otherwise participating in the decision other than by making the required disclosure and providing any other information requested by the decision-makers.

**b. Review**

With regard to an **employee**, the President and CEO will determine the appropriate response by CINA in line with the principles set out in this Policy, including, without limitation, review by the Board. With regard to a **director or officer**, or on employee matters referred to it by the President and CEO, the Board will determine the appropriate response by CINA in light of the nature of the conflict.

**c. Action by the Board**

The Board will take such actions as it believes are appropriate in the circumstances and as may be required under federal tax or state law principles and this Policy. These actions may include limiting review to specified directors, obtaining information from the interested senior leader, reviewing information about comparable transactions, tasking a committee to review, and obtaining advice from counsel or other advisors. As a general matter, the Board may approve a decision or transaction where a senior leader has a conflict of interest if the following steps are taken:

1. **Non-participation by interested senior leader.** The interested senior leader leaves the room during the Board's consideration of the decision or transaction.
2. **Findings by Board.** The disinterested Board members determine after reasonable investigation that CINA cannot obtain with reasonable efforts a more advantageous arrangement with a person or entity that would not give rise to a conflict of interest, and that the decision or transaction is fair and reasonable to CINA and for its benefit and not for the benefit of the interested senior leader.
3. **Vote by Board.** The disinterested Board members vote to approve the decision or transaction by a majority of the directors then in office, not counting the votes of any interested Board members.
4. **Documentation.** The Recording Secretary (or some other Board member or officer in the Secretary's absence) prepares complete minutes of the Board's consideration of the decision or transaction. The minutes should note: a description of the decision or transaction and the date the action was taken; Board members who were present during the meeting and those members who voted; and data obtained and relied upon and how the data were obtained.

**d. Self-dealing transactions:** CINA will not engage in any self-dealing transaction as defined in Section 5233 of the Nonprofit Corporation Law without taking the actions set out in this Section 5 and such other actions as may be appropriate under Section 5233. A self-dealing transaction is a transaction in which CINA is a party and in which one or more of its directors has a material financial interest.

## **Section 7. Related matters**

### **a. Common directors**

As provided by Section 5234 of the Nonprofit Corporation Law, no contract or other transaction between CINA and any other corporation, including CINAssociation 501(c)(6), of which one or more CINA directors are directors is void or voidable because such director(s) are present at the Board meeting which approves the contract or transaction, if (a) the material facts as to the transaction and as to such director's other directorship are fully disclosed to the Board, and the Board approves the contract or transaction in good faith by a vote sufficient without counting the vote of the common director(s), or (b) the contract or transaction is just and reasonable as to CINA at the time it is approved.

### **b. Board composition**

The board shall be comprised of no fewer than 60% members who are representatives of California independent adjudicated newspapers.

There may not be two board seats filled by representatives of one Active Member (company).

And, in line with Section 5227 of the Nonprofit Corporation Law, at all times not more than 49% of the directors of CINA may be "interested persons." An interested person means either (a) any person currently being compensated by CINA for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director, or (b) any family member (as defined above) of any such person.

### **c. Loans to directors and officers**

Except as permitted by Section 5236 of the Nonprofit Corporation Law, CINA will not make any loan or other advance of money or property to, or guarantee the obligation of, any director or officer.

### **d. Personal use; gifts**

Board Directors or employees may not use or authorize the use of the name, logo, or other property of CINA for the benefit of the senior leader or any other person or entity, except as approved by CINA. Board Directors or employees may not accept or give any payments, gifts, loans, or other favors from or to anyone who is doing, or wishes to do, business with CINA, except for items of nominal value or as otherwise approved by CINA.

### **e. Corporate opportunities**

Board Directors or employees may not take personal advantage of opportunities that are discovered through the use of corporate property, information, or one's position, except as approved by CINA.

## **Section 8. Relationship to other laws**

This Policy is intended to supplement and not supersede any applicable federal or state laws including laws prohibiting or otherwise relating to self-dealing, private inurement, private

benefit, or transactions with interested persons, or government or other contracts that may include conflict of interest requirements. Nothing in this Policy authorizes CINA to engage in any act of self-dealing, inurement or any other act prohibited by law.

#### **Section 9. Annual Board review**

The Board each year will review this Policy and the questionnaires received under this Policy, and consider appropriate actions to promote compliance with this Policy at the annual meeting of CINA.

#### **CERTIFICATE OF SECRETARY**

I, Greg Little certify that I am presently the duly elected and acting Secretary of California Independent News Alliance a California nonprofit public benefit corporation, and that the above Bylaws, consisting of 23 pages, are the Bylaws of this corporation as adopted by Action of Board of Directors on 2025



*Greg Little*

Greg Little, Secretary

Approved by the board OCT 17, 2025