

BYLAWS OF THE PRESS CLUB OF WESTERN PENNSYLVANIA
A Non-profit Corporation

ARTICLE I

NAME

The name of the Corporation is THE PRESS CLUB OF WESTERN PENNSYLVANIA ("The Press Club").

ARTICLE II

ADDRESS

Section 1. The principal office of The Press Club shall be as designated from time to time by the Board of Directors.

Section 2. The registered office of The Press Club shall be as designated from time to time by the Board of Directors.

ARTICLE III

PURPOSES

The purposes of The Press Club are to provide a forum for the discussion of people, events and information of interest to the media and related fields; to provide a forum for the

discussion of people, events and information of interest to the general public; to act as a coordinating body for associations and corporations related to the field of the media; to provide a setting, an atmosphere and programming which are conducive to further communication among media related professionals and interested members of the general public; and to encourage and be supportive of journalism students throughout Western Pennsylvania.

ARTICLE IV

APPLICATION OF MEMBERS

Section 1. The Press Club shall have members each of whom shall meet the membership qualifications as designated from time to time by the Board of Directors.

Section 2. A candidate for membership shall complete a membership application and submit the same to the Membership Committee.

ARTICLE V

DUES

The annual dues shall be as designated from time to time by the Board of Directors.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. The general affairs and funds of The Press Club shall be controlled and managed by a Board of Directors composed of the President, Vice President, Secretary, Treasurer and up to five additional members.

Section 2. Officers and the Board of Directors shall hold office for two years or until their successors are elected by the members. No elected officers of The Press Club may serve for more than two successive terms in the same position.

Section 3. The Board of Directors may fill any vacancy in the offices of President, Vice President, Secretary and Treasurer which may occur between elections. A vacancy in the office of Director from any cause other than the expiration of term shall be filled by the Board of Directors from the general membership for the balance of the term.

Section 4. The Board may designate three members to sit with it in an advisory capacity for one-year terms. Additionally, the immediate past president shall serve in an advisory capacity for a term of two years.

Section 5. The Board of Directors, through its President, shall submit at each annual membership meeting a report of the affairs of The Press Club.

Section 6. The Board of Directors shall meet at regular intervals as determined by the Board, but at least annually, or at special meetings at the call of the President or of any two members of the Board.

Section 7. Attendance by five Directors at any meeting of the Board of Directors shall constitute a quorum.

Section 8. Only Directors in good standing shall be entitled to vote on affairs concerning The Press Club.

Section 9. Any action which may be taken at a meeting of the Directors or of the members of a committee of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all Directors or all the members of the committee, as the case may be, and shall be filed with the Secretary of The Press Club.

ARTICLE VII

PRESIDENT AND VICE PRESIDENT

Section 1. The President shall preside at all meetings of The Press Club and shall be Chairman of the Board of Directors. The President shall vote at the Board meeting only in the event of a tie vote. The President shall have general supervision of the business of The Press Club and shall see that all orders and resolutions of the Board are carried into effect. The President shall be an ex-officio member of all committees.

Section 2. In the absence of the President or in the event of a vacancy in the office of President by reason of death, resignation or otherwise, the Vice President shall fill the office and assume the duties and functions of the President until the next election.

ARTICLE VIII

SECRETARY

The Secretary shall give notice of all meetings of The Press Club and of the Board of Directors, and shall keep the minutes of such meetings. The Secretary shall conduct the correspondence. The Secretary shall furnish the Treasurer with the names of all those elected to membership.

ARTICLE IX

TREASURER

The Treasurer shall collect all dues and shall keep the accounts of The Press Club and shall report thereon at each meeting of the Board of Directors. The Treasurer shall have custody of the accounts of The Press Club and shall pay all bills upon their being duly certified as to their correctness.

ARTICLE X

MEETINGS AND ELECTIONS

Section 1. There shall be an annual membership meeting of The Press Club during the first month of each year. Two months prior to such annual meeting the President, with the approval of the Board of Directors, shall appoint a Nominating Committee of five members in good standing to make nominations for officers and directors. The Nominating Committee's report shall be made to the Board not less than one month before the annual membership meeting. Additional nominations for officers and directors may be made from the floor at the annual membership meeting.

At least five days prior to such annual membership meeting, the President shall appoint three or more members of The Press Club in good standing as Tellers of the Election. Said Tellers of the Election shall conduct an election for officers and directors by

written ballot at the annual membership meeting. The Tellers of the Election shall receive and tabulate the vote and shall make their report on the election at the annual membership meeting.

Section 2. The order of business of the annual membership meeting shall be:

1. Reading of minutes of preceding membership meeting.
2. Reports of the Board of Directors, Secretary and Treasurer.
3. Reports of special committees.
4. Unfinished business.
5. Report of the Tellers of the Election.
6. New Business.
7. Adjournment.

Section 3. Officers and other members of the Board of Directors shall hold office for the term for which they are elected and/or until their successors are elected, except in the case of an officer or director who fails to attend three successive meetings without good cause, in which case such position shall be declared vacant.

Section 4. The term of each officer and director shall begin on the date of election at the annual membership meeting and end on December 31 of the following year, or when a successor is qualified.

Section 5. In any election, the person receiving the highest number of votes shall be declared elected.

Section 6. Only members in good standing shall be entitled to vote and to hold office.

Section 7. A special meeting of the membership may be called at any time by the President or by the Board of Directors, and shall be called by the President upon written request of fifteen members in good standing.

Section 8. Attendance by ten members in good standing shall constitute a quorum at any membership meeting of The Press Club.

ARTICLE XI
RESIGNATIONS

A member may resign by submitting a written resignation to the Board of Directors.

ARTICLE XII

COMMITTEES

Section 1. The President, with the approval of the Board of Directors, shall have the power to appoint Committees on Membership, Programming, Educational Outreach, Scholarships, and any other committees in order to carry out the purposes of The Press Club. Persons serving on such committees shall serve at the pleasure of the Board of Directors. However, the chairman of each committee shall be a member of the Board of Directors. Committee decisions shall be subject to the approval of the Board of Directors, to whom all committees shall report.

Section 2. It shall be the duty of the Membership Committee to review all applications for membership and to submit its recommendation for action to the Board of Directors.

Section 3. It shall be the duty of the Programming Committee to plan and recommend each year, for Board consideration, programs of interest to the membership and to the general public.

Section 4. No committee shall spend funds of The Press Club without the approval of the Board of Directors.

ARTICLE XIII

TAX-EXEMPT PROVISIONS

Section 1. No part of the net earnings of The Press Club shall inure to the benefit of its members, directors, officers, or other individuals (except that reasonable compensation may be paid for services rendered to or for The Press Club affecting one or more of its purposes).

Section 2. No substantial part of the activities of The Press Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and The Press Club shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. Notwithstanding any other provision of these Bylaws, The Press Club shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future Federal tax code) (the "Code") or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4. Upon dissolution of The Press Club, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code.

Section 5. In the event The Press Club is categorized as a private foundation as defined by the Code, the following shall apply:

(a) The Press Club shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code.

(b) The Press Club shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(c) The Press Club shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The Press Club shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(e) The Press Club shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE XIV

LIMITATION OF LIABILITY

Section 1. No Director or officer shall be subject to personal liability for monetary damages for any action taken in his or her capacity as director or officer or for any failure to take any action. It is the express intent of its members that the directors and officers enjoy the immunity authorized in 15 Pa.C.S.A. §5741 - §5750 to the fullest extent permitted by law.

Section 2. The rights conferred by this Article shall continue as to any person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 3. Any repeal or amendment of Section 1 of this Article shall be by vote of the Directors of The Press Club but shall not adversely affect any right existing at the time of such repeal or amendment to which any director, officer or former director or officer may be entitled under Section 1.

ARTICLE XV

INDEMNIFICATION

Section 1. The Press Club shall indemnify, except as prohibited by law, each director or officer (including each former director or officer) of The Press Club who was or is made

a party to or a witness to or is threatened to be made a party to or a witness to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was an authorized representative of The Press Club, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding.

Section 2. The Press Club shall pay expenses (including attorneys' fees and disbursements) incurred by a director or officer of The Press Club referred to in Section 1 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described of such action, suit or proceeding. The expenses incurred by such director or officer shall be paid by The Press Club in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such director or officer to repay all amounts advanced if it shall ultimately be determined that he or she is not entitled to be indemnified by The Press Club as provided in Section 4 hereof.

Section 3. The Press Club may, as determined by the Board of Directors from time to time, indemnify, except as prohibited by law, any employee or agent of The Press Club who was or is a party to or a witness to or is threatened to be made

a party to or a witness to, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was an authorized representative of The Press Club, both as to action in the person's official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by the person or in connection with such action, suit or proceeding. The Press Club may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of his participation in an action, suit or proceeding referred to in this Section 3 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by The Press Club as provided in Section 4 hereof.

Section 4. Indemnification under this Article shall not be made by The Press Club in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by law.

Section 5. Each director and officer of The Press Club shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of members or disinterested Directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of The Press Club and shall inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of The Press Club. Any repeal or amendment of this Article shall be by vote of the Directors of The Press Club but shall not adversely affect any right or protection existing at the time of such repeal or amendment to which any person may be entitled under this Article.

Section 6. The Press Club shall have the power to purchase and maintain insurance or a separate fund on behalf of any person who is or was a representative of The Press Club or is or was serving at the request of The Press Club as a

representative of another association, corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not The Press Club would have the power to indemnify the person against such liability under the provisions of these Bylaws.

ARTICLE XVI

FISCAL YEAR

The fiscal year of The Press Club shall be the twelve-month period beginning January 1 and ending December 31.

ARTICLE XVII

ADOPTION, AMENDMENT AND REPEAL OF BYLAWS

The Board of Directors, subject to the laws under which The Press Club is incorporated and the provisions of its Articles of Incorporation, may from time to time, adopt, amend or repeal in whole or in part the Bylaws of The Press Club providing for the regulation and management of the affairs of The Press Club. The Bylaws shall be adopted, amended or repealed by a two-thirds vote of the entire Board of Directors. The text of a proposed Bylaw or Amendment and any resolution proposing the repeal of an existing Bylaw or portion thereof, shall be furnished in writing to each member of the Board of Directors at least 10 days

before the meeting at which a vote of the same is to be taken. The Bylaws and any Amendments thereto as so adopted shall be effective unless and until changed by the members of the Board of Directors, either at the next annual meeting thereof or at a special meeting of the Board of Directors duly convened for the purpose prior to said next annual meeting and until further altered, amended or repealed as herein provided.

ARTICLE XVIII

MISCELLANEOUS

Section 1. Books and Records: The Press Club shall keep correct and complete books and records of accounts, and shall also keep accurate minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors, and shall keep at the principal or registered office a record giving the names and addresses of the persons entitled to vote.

Section 2. Corporate Seal: The Board of Directors shall provide a corporation seal which shall be in the form of a raised stamp seal.

Section 3. Notice: Any notice required to be given shall be sent by mail to the appropriate parties at their last recorded address appearing on the membership list of The Press Club.

Section 4. Waiver of Notice: Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the Bylaws of The Press Club, a written waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 5. Non-Discrimination: The Press Club does not, and will not, discriminate against any individual or organization because of race, color, creed, religion or national origin.

ARTICLE XIX

OTHER POLICIES AND PROCEDURES

Policies and procedures, not otherwise provided for in these Bylaws, may be adopted by the Board of Directors.