

**BYLAWS OF
FLORIDA SCHOLASTIC PRESS ASSOCIATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

**ARTICLE I
NAME AND PURPOSE**

SECTION 1. NAME. The name of the organization shall be Florida Scholastic Press Association, Inc., a not for profit corporation herein referred to as "FSPA".

SECTION 2. LOCATION. The principal office of the corporation in Florida shall be located at 2096 Weimer Hall, University of Florida, Gainesville, Florida 32611, and the mailing address of the corporation shall be the same.

SECTION 3. PURPOSE. The purpose of FSPA shall be to (1) develop and support scholastic media in Florida High Schools; (2) promote communication and cooperation among scholastic media programs in Florida schools; (3) develop an understanding and appreciation of mass communication and its role in a democratic society; and (4) promote high standards of journalism, both student and professional.

SECTION 4. LIMITATIONS. FSPA shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Article 501(C)(3) of the Internal Revenue Code.

**ARTICLE II
MEMBERSHIP**

SECTION 1. TYPES OF MEMBERSHIP. Membership shall be divided into three types: regular membership, professional membership and business membership.

SECTION 2. REGULAR MEMBERSHIP. Regular membership shall be open to any public or private middle school, junior high school or senior high school sponsored yearbook, newspaper, news magazine, magazine, radio/TV broadcast staff, or electronic media staff in the State of Florida. Each regular member shall have one vote (to be cast by its faculty adviser), and only regular members shall be entitled to vote.

SECTION 3. PROFESSIONAL MEMBERSHIP. Professional membership shall be open to any person or entity interested in supporting scholastic journalism.

SECTION 4. BUSINESS MEMBERSHIP. Business membership shall be open to any business interested in supporting scholastic journalism.

SECTION 5. STRUCTURE. The membership of FSPA shall be divided into seven districts which are defined as follows:

A. District One, comprising the Counties of Bay, Calhoun, Escambia, Franklin, Gulf, Holmes, Liberty, Okaloosa, Santa Rosa, Walton, and Washington;

B. District Two, comprising the Counties of Alachua, Baker, Bradford, Clay, Columbia, Dixie, Duval, Flagler, Gadsden, Gilchrist, Hamilton, Jefferson, Lafayette, Leon, Levy, Madison, Marion, Nassau, Putnam, St. Johns, Suwannee, Taylor, Union, and Wakulla;

C. District Three, comprising the Counties of Brevard, Indian River, Lake, Osceola, Okeechobee, Orange, Seminole, St. Lucie, and Volusia;

D. District Four, comprising the Counties of Citrus, Hernando, Hillsborough, Pasco, Pinellas, Polk, and Sumter;

E. District Five, comprising the Counties of Charlotte, Collier, Desoto, Glades, Hardee, Hendry, Highlands, Lee, Manatee, and Sarasota;

F. District Six, comprising the Counties of Dade and Monroe; and

G. District Seven, comprising the Counties of Broward, Martin and Palm Beach.

SECTION 6. DISTRICT CONVENTIONS. Each district shall hold an annual workshop.

SECTION 7. STUDENT REPRESENTATIVE. Every year the members present at the district convention shall elect a student representative, who shall represent the district at the state convention and assist the faculty adviser representative in planning and conducting the district convention and any district workshops. All student representatives shall be juniors on a publication or broadcast staff of a member publication and have his or her faculty adviser's approval.

SECTION 8. FACULTY ADVISER REPRESENTATIVE. Every even year in those even numbered districts, and every odd year in those odd numbered districts, the members present at the district convention shall elect a faculty adviser who shall serve as a representative on the board of directors. The term of office shall be two years, commencing on the date of election at the district convention, and continuing until a successor is chosen at next district convention held in the respective even or odd year.

SECTION 9. OFFICERS AND COMMITTEES. Each district shall elect such additional officers and committees as it deems appropriate, provided such actions are consistent with these bylaws and the policies of FSPA.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. MEMBERS OF BOARD. The board of directors shall consist of eleven members. Seven members shall be the faculty adviser representatives elected from each of the seven districts, and the remaining four members shall be the president, vice president, immediate past president, and executive director. Two student representatives chosen annually at the state convention shall serve as ex-officio members of the board of directors, with the right to participate in discussion, but not vote.

SECTION 2. POWER. All business of the corporation (unless otherwise specifically provided by the Articles of Incorporation or these Bylaws) shall be conducted by the board of directors.

SECTION 3. ADVISORY COMMITTEE. An Advisory Committee of FSPA shall be an official subcommittee of the FSPA Board of Directors. The committee shall consist of the president, vice president, past president, district directors, student representatives, a student chairperson, a student vice chairperson, and the executive director. This committee shall meet to discuss and vote on recommendations to be made concerning FSPA matters and issues. This committee shall keep official minutes which must be filed with the FSPA Board of Directors. Final decisions concerning business of the corporation must be voted on by the members of the Board of Directors.

ARTICLE IV

OFFICERS

SECTION 1. OFFICERS. The officers of the corporation shall be a president, vice president, immediate past president, and executive director. The immediate past president shall be the last person to have served as president before the current president.

SECTION 2. ELECTION AND TERMS.

A. The nominating committee shall submit nominations for the offices of president and vice president at the business meeting of the state convention. Nominations may be made from the floor. If more than one candidate is nominated for the position, the vote shall be by secret ballot. The candidate receiving a majority of votes cast at the state convention shall be elected.

B. The president and vice president shall be elected for two year terms at the state convention held in each odd numbered year. Their term of office shall begin at the close of the state convention and continue until their successors in office are elected and qualified.

C. The immediate past president shall serve until the current president is replaced, at which time the current president will assume the position of immediate past president.

D. The executive director shall be nominated by the sponsoring institution and approved by a vote of the membership at the state convention every five years, commencing in the year 2003 and every five years thereafter.

E. The student chair and vice chair shall be elected annually at the state convention, and shall be rising seniors who are members of a broadcast staff or member publication and have written adviser approval to seek the office.

SECTION 3. DUTIES OF OFFICERS.

A. PRESIDENT. The president shall appoint committees and be an ex-officio member of all committees, preside at meetings of the board of directors, and supervise the planning of district workshops and the state convention. He or she shall provide leadership in undertaking all programs designed to achieve FSPA's objectives.

B. VICE PRESIDENT. The vice president shall serve in the absence of the president. In addition, the vice president shall serve as chairman of the adviser education committee, and as chairman of the state convention.

C. IMMEDIATE PAST PRESIDENT. The immediate past president shall serve as chairperson of the nominating committee and the membership committee, and liaison between the board of directors and the evaluation coordinator.

D. EXECUTIVE DIRECTOR. The executive director shall supervise and coordinate the association's activity in conformity with official policies, provide continuity in the administrative duties of the association, and shall act as a liaison with the officers, board of directors and general membership. The executive director shall perform those duties outlined in the contract with the sponsoring institution. The executive director shall keep the financial records and perform all duties of treasurer.

E. STUDENT CHAIR AND VICE CHAIR. The student chair and vice chair shall preside at the state convention and assume any responsibility conferred upon them by the president.

SECTION 4. VACANCIES.

A. Vacancies in the positions of faculty adviser representative, president, vice president, or immediate past president shall be filled by a vote of the board of directors.

B. Vacancies in the position of executive director shall be filled by the sponsoring institution appointing an executive director, who shall be confirmed by a vote of the board of directors.

ARTICLE V MEETINGS

SECTION 1. FALL DISTRICT WORKSHOPS. A fall district workshop shall be held each year in each district. All regular members attending or affiliated with an institution within the district may attend the fall district workshop. To the extent possible, fall district workshops shall be held on the grounds of an educational institution within the district at a time and place approved by the board of directors.

SECTION 2. WINTER MEETING. A winter meeting shall be held annually just after the fall district workshops by the board of directors for the purpose of considering issues of interest to FSPA and preparing for the state convention.

SECTION 3. STATE CONVENTION. A state convention shall be held in the Spring of each year. The state convention shall be open to high school students who are on staffs of FSPA regular members and middle school and high school advisers who are advisers of FSPA regular members. To be eligible to attend the convention, a staff must have been represented by the adviser and at least one student at the fall district workshop.

ARTICLE VI COMMITTEES

SECTION 1. STANDING COMMITTEES. The president shall appoint the following committees with two to five members each to serve during the president's term of office:

- A. The membership committee, of which the immediate past president shall be chair, shall consider means of extending the membership of the association.
- B. The finance committee, of which the executive director shall be chair, shall prepare the annual budget, to be approved by the board of directors at the fall meeting. Members of the finance committee shall be appointed by the president with the approval of the executive director. The finance committee shall appoint a secretary, who shall take minutes at all meetings of the membership and board of directors.
- C. The professional activities committee, of which the chair shall be appointed, shall study whatever topics are referred to it by the association as well as those which it may originate.
- D. The convention committee shall plan the annual state convention. The co-chair shall be appointed by the president with the approval of the executive director and the vice president. This committee shall consist of the board of directors and board designees.
- E. The adviser education committee, of which the vice president shall be chair, shall cooperate in planning service activities and shall investigate any education opportunities available for advisers in Florida, including out-of-state summer programs.
- F. The elections committee shall resolve all problems and procedural questions related to the election process of the association. The committee shall consist of the immediate past president, the executive director, and at least one non board member.
- G. The site selection committee shall investigate possible sites for future conventions and recommend sites to the board of directors.
- H. The honors and awards committee shall award gold and silver keys, life memberships, gold medallions, and teacher and student journalist of the year awards.
- I. The foundation committee shall oversee the FSPA foundation, including fund raising and distribution of foundation interest income for adviser and student scholarships.

SECTION 2. TEMPORARY COMMITTEES. The president shall appoint the following temporary committees with three to five members each to serve during the president's term of office:

- A. The nominating committee to nominate candidates for president and vice president.
- B. A resolutions committee to prepare appropriate resolutions for the state convention.

SECTION 3. SPECIAL COMMITTEES. The president shall appoint such other committees as the president may propose and the board of directors may approve. Such committees shall not serve beyond the regular term of the president by whom they were appointed unless extension of the term is approved by the board of directors.

ARTICLE VII

SPONSORING INSTITUTION

SECTION 1. DESCRIPTION. A sponsoring institution is a Florida College or University that provides operational and technical support to FSPA. The current FSPA sponsor is the University of Florida through its College of Journalism and Communications.

SECTION 2. TERM. Every five years the board of directors shall contract with a sponsoring institute to provide support to FSPA.

ARTICLE VIII

MISCELLANEOUS

SECTION 1. SEAL. The organization may use a seal of such design as may be adopted by the board of directors.

SECTION 2. INDEMNIFICATION. Any person who at any time serves or who has served as a director, officer, employee or agent of FSPA, or in such capacity at the request of FSPA for any other enterprise, shall have a right to be indemnified by FSPA to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by such director, officer, employee or agent in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or

investigative, and whether or not brought by or on behalf of FSPA, seeking to hold such director, officer, employee or agent liable by reason of the fact that such director, officer, employee or agent is or was acting in such capacity, and (b) reasonable payments made by such director, officer, employee or agent in satisfaction of any judgment, money decree, fine, penalty or settlement for which such director, officer, employee or agent may have become liable in any such action, suit or proceedings. The board of directors of FSPA shall take all such action as may be necessary and appropriate to authorize FSPA to pay the indemnification required by this bylaw including without limitation, and to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due said claimant and giving notice to, and obtaining approval by, the members FSPA. Any person who at any time after the adoption of this bylaw serves or who has served in any of the aforesaid capacities for or on behalf of FSPA shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such rights shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

SECTION 3. BONDING. The board of directors may by resolution require any officer, agent or employee of the FSPA to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of said officer, agent or employee's respective office or position, and to comply with such other conditions as may from time to time be required by the board of directors.

SECTION 4. NO PROXY VOTING. Voting by proxy is prohibited with regard to any matter.

ARTICLE IX

DISSOLUTION

FSPA is and shall continue to be a non-profit corporation and shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure to, or be distributed to, the members of the organization. Upon dissolution of the organization, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the board of directors.

ARTICLE X

AMENDMENT OF BYLAWS

These bylaws shall be subject to amendment at any regular meeting of the regular membership or at any special meeting of the regular membership which shall have been called for the purpose of considering the said amendment. Adoption of an amendment at any meeting of the general membership shall be by a majority of the votes cast at a meeting where a quorum (50% plus 1 of the members attending the business meeting) of members are present. As an alternative method of amendment, the Board of Directors may submit a proposed amendment to the regular membership by means of a referendum to be conducted by mail. Notice of the amendment shall be given at least fourteen days before mailing of ballots. Notice may be by U.S. mail to the faculty adviser of each member or by article or notice in the FSPA newsletter. The proposed amendment shall be deemed to be adopted by the membership provided at least fifty percent (50%) plus 1 of the membership shall respond to the referendum within sixty days from the date of mailing to the membership and provided further that a majority of those responding shall vote for the adoption of the proposed amendment.

ARTICLE XI

FINANCE

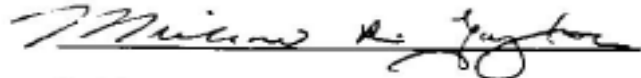
SECTION 1. CHECK SIGNATORIES. Checks drawn on FSPA accounts shall be signed by the executive director, or such other person designated by the board of directors for that purpose.

SECTION 2. FISCAL YEAR. The fiscal year of the corporation shall be from July 1 through June 30.

SECTION 3. DUES STRUCTURE. The membership dues, if any, shall be determined and fixed each year by the board of directors. The board of directors shall develop a structure for payment of dues as it deems reasonable and appropriate.

SECTION 4. FINANCIAL REVIEW. The board of directors may by resolution direct that a public accountant or accounting firm be employed by the corporation to conduct a financial review of the books of FSPA at the end of the fiscal year.

Adopted by the Membership on the 1 day of May, 1998


President

AMENDMENTS

ARTICLE V MEETINGS

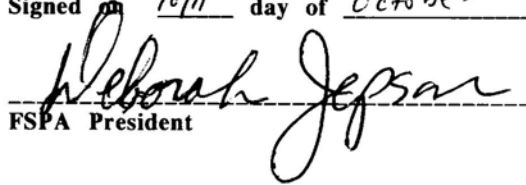
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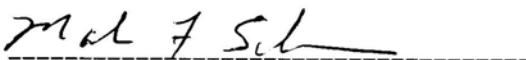
ARTICLE VII SPONSORING INSTITUTION

SECTION 2. TERM. Every **TEN** years the board of directors shall contract with a sponsoring institute to provide support to FSPA.

The FSPA membership voted to adopt the above amendment at the 2007 FSPA Convention.

Signed on 10th day of October, 2008.


FSPA President


FSPA Vice President