

Bylaws of the Toledo Free Press Committee

Adopted March 05, 2022

MISSION

The Toledo Free Press Committee is charged with carrying out the mission of the Toledo Free Press:

First: To publish quality local journalism relevant to the interests of Toledo and its neighboring communities.

Second: To report local news from a “glass half-full” perspective that highlights the positive developments occurring within Toledo and its neighboring communities.

Third: To act as a historic record of relevant events and perspectives within the Toledo area for posterity.

AUTHORITY

The Toledo Free Press Committee shall have the authority to oversee financial operations including fund development, financial oversight, budget development, and office maintenance and improvements. Quarterly reports shall be made to the Toledo Integrated Media Education Board of Trustees. The committee is responsible for strategic planning for future development and annually reviews the Toledo Free Press’ goals to meet measurable outcomes.

Responsibilities of the committee may include reviewing agreements, contracts, and related materials as needed for successful platform management and program development. The committee has the authority to hire or terminate the Managing Editor of the Toledo Free Press. The committee does not have the authority to hire or terminate other staff of the Toledo Free Press, as that responsibility falls upon the Managing Editor. The committee does not have the authority to hire or terminate staff of Toledo Integrated Media Education. Staff will be subject to the governance of Toledo Integrated Media Education.

It is the understanding of the Toledo Free Press Committee that The Toledo Free Press is a project of Toledo Integrated Media Education. Should the Bylaws of the Toledo Free Press Committee violate Bylaws of the Toledo Integrated Media Education Board of Trustees, the Bylaws of Toledo Integrated Media Education would prevail. The responsibilities of Toledo Integrated Media Education to the Toledo Free Press Committee are understood to include: purchasing and maintaining Directors & Officers insurance; producing annual reports; and compliance with applicable statutes and regulations. The responsibilities of the Toledo Free Press Committee to the Toledo Integrated Media Education Board of Trustees are understood to include: purchasing and maintaining libel insurance; covering all costs associated with legal matters involving the Toledo Free Press; maintain and enforcing a diversity, equity, and inclusion (DEI) policy; producing quarterly reports; and compliance with applicable statutes and regulations.

COMMITTEE MEMBERSHIP

The Toledo Free Press Committee shall consist of a minimum of seven (7) and a maximum of seventeen (17) members, and shall include at least one (1) member of the Toledo Integrated Media Education Board of Trustees. Toledo Free Press staff, including the Managing Editor, shall also serve on the committee as non-voting, ex-officio members, and provide staff support for the committee. New and existing committee member shall be elected annually. The Chair shall have the authority to appoint a Committee member with approval from the Governance Committee in the event of a vacancy. Such appointees shall serve for the unexpired term of the vacancy.

Existing committee members shall be responsible for identifying and recruiting candidates who meet the above criteria and recommending candidates to the Governance Committee. New members shall be elected from

nominations submitted to and brought by the Governance Committee. The Governance Committee and Managing Editor shall conduct orientation sessions, as needed, for new committee members.

Committee members must sign Confidentiality and Conflict of Interest Agreements when elected and at the beginning of each calendar year. Members shall attend a minimum of 75% of the regular meetings unless prior notification and approval by the Toledo Free Press Committee has been granted. Committee Members will serve on at least one subcommittee. Committee Members shall act as champions for the Toledo Free Press and aid in its promotion. Committee Members may not participate in prohibited activities, i.e., lobbying for political purposes. An annual donation significant to the member or a season purchase is encouraged.

The initial term for a member shall be for a period of 2 years, renewable thereafter. All members will be divided into two classes as nearly equal in number as is practical in order to stagger the terms of members and achieve continuity of governance of the Toledo Free Press Committee as follows: Class A members, whose terms expire at the end of the last regular meeting in odd-numbered years; and Class B members, whose terms expire at the end of the last regular meeting in even-numbered years. The number of members in each class will be fixed as determined by committee.

NON-DISCRIMINATION

The Toledo Free Press Committee shall establish and enforce a policy of non-discrimination for all services and programs provided and for all committee membership practices. The Toledo Free Press will comply with all laws and regulations ensuring that employees will not be discriminated against because of race, color, ancestry, ethnic group, age, sex, religion, national origin, handicap or disability, sexual orientation, marital status, or veteran status.

ORGANIZATION

Officers of the Toledo Free Press Committee shall be elected at the January meeting annually, and shall consist of a Chair, Vice Chair, Secretary, and Treasurer. Qualifications for officers shall be membership for one year prior to the year in which they serve. The term for Officers shall be two (2) years, and Officers shall serve no more than two (2) consecutive terms elected to the same office.

The Governance Committee is responsible for providing recommendations for Officers for election by the full committee. The Chair shall have the authority to appoint an Officer with approval from the Governance Committee in the event of a vacancy. Such appointees shall serve for the unexpired term of the vacancy. If a vacancy occurs in the office of Chair, the Vice Chair shall assume the office of Chair and appoint a new Vice Chair.

The Chair shall be responsible for sending out meeting notices and agendas at least seven (7) days' prior to committee meetings via email. The Secretary shall be responsible for meeting minutes to be reviewed by the committee each month, and the Treasurer/Chair of Finance shall be responsible for preparing an Annual Operating Budget for the Toledo Free Press that shall be presented to the committee in November of each year for approval.

COMMITTEES

The Toledo Free Press Committee Members shall serve on at least one of the Toledo Free Press' Standing Committees. Standing Committees include Governance, Finance, Fundraising, and Marketing.

GOVERNANCE - Responsible for developing the Toledo Free Press Committee through nomination, orientation, and ongoing education of members; recommends governance policies and assures adherence to them; and undertakes other duties as outlined in these By-Laws and subsequent Committee policies.

FINANCE – Oversees the preparation of an annual budget with recommendations according to existing policy.

FUNDRAISING – Responsible for developing and driving fundraising strategies for the Toledo Free Press.

MARKETING – Guides and assists in implementing marketing strategies for the Toledo Free Press.

MEETINGS

Toledo Free Press Committee meetings shall be held at least quarterly. The committee shall operate under Robert’s Rules of Order.

QUORUM

A quorum shall consist of a 51% majority of the committee membership. A meeting may be adjourned if there is not a quorum in attendance. If the meeting is not adjourned, no votes on any motions or binding decisions of the Toledo Free Press Committee may be taken.

VOTING

A 51% majority of committee members voting is required to pass a motion before the committee. The Toledo Free Press Committee is authorized to vote via email under such circumstances where immediate or timely approval or disapproval of a matter must be made before the next scheduled meeting. In such an event, the Secretary or another Toledo Free Press Committee member shall submit a written request to all members of the committee via email with the word "Urgent" in the subject line. The Chair shall tally votes, and keep an accurate record of all voting activity. If the Chair does not receive an affirmative or negative email vote from a quorum, as defined herein, of members within 48 hours, the decision to approve or disapprove the request shall be left to the Toledo Integrated Media Education Board of Trustees.

INDEMNIFICATION AND INSURANCE

In accordance with and subject to the provisions, limitations and restrictions set forth in Section 1702.12 of the Ohio Revised Code, Toledo Free Press shall indemnify and agree to indemnify Toledo Integrated Media Education Members and volunteers, (the “Indemnified Parties”), who were, are, or shall become, or are threatened to become a party to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding by virtue of the indemnified parties serving in any capacities for and on behalf of the corporation. Toledo Free Press shall be further authorized to purchase and maintain insurance or other security for or on behalf of the Indemnified Parties for any of the indemnification obligations authorized by this section.

AMENDMENTS

These bylaws may be amended by a majority vote of the Toledo Free Press Committee. The Toledo Integrated Media Education Board of Trustees subjects amendments to final approval.

Adopted March 2022