

**BYLAWS:
THE PROVIDENCE NEWSPAPER GUILD
LOCAL 41**

As amended through February 14, 2007

The Providence Newspaper Guild shall be governed by the constitutions of The Newspaper Guild (TNG) and the Communications Workers of America (CWA), their policies adopted in International Convention and the following bylaws, which are supplementary thereto.

ARTICLE I - STRUCTURE

Section 1. The membership acting thru a membership meeting or referendum, respectively, shall be the supreme authority of the Local.

Section 2. Between meetings of the Local, its governing body shall be the Executive Committee, which shall administer its affairs, but it shall make no decision permanently establishing the general policies of the Local.

Section 3. The Local shall be organized into units as described in Article V.

ARTICLE II - MEMBERSHIP MEETINGS

Section 1. Regular meetings of the membership shall be held four times a year: in January, April, June and October, the specific date and place to be set by the Executive Committee. The annual meeting at which officers and members of the Executive Committee shall be installed, shall be held in June.

Section 2. A special membership meeting shall be called by the Secretary on instructions of the Executive Committee, or on a written petition signed by at least 33 per cent of the Local's members in good standing.

Section 3. The Secretary shall give not less than five days notice by mail to the membership in advance of every regular or special meeting. No motion to reverse or review previous decisions of the membership shall be acted upon unless it shall have been contained in the notice of the meeting. Special and Emergency meetings shall act only on the matters contained in the notice of the meeting.

Section 4. In an emergency, the Executive Committee may call a meeting on not less than 24 hours notice. The Executive Committee shall make every reasonable effort to notify members.

Section 5. At any meeting, a quorum shall consist of either 25 members in good standing or 10 percent of members in good standing, whichever is fewer.

ARTICLE III - EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the elected officers of the Local, namely, the president, vice president, secretary and treasurer, and seven additional members, all elected at-large. The Executive Committee shall have general direction of all Local officers and committees.

Section 2. The Executive Committee shall meet within two weeks after the annual meeting and every month thereafter.

Section 3. Special meetings of the Executive Committee shall be called by the president or by the secretary upon request of three members of the Executive Committee. The request may be either written or verbal, but if verbal must be duly noted by the secretary and verified by the requesting members.

Section 4. A quorum of the Executive Committee shall consist of at least six members including one elected officer.

Section 5. The Executive Committee shall supervise the handling of all Local funds except for payments of strictly routine nature. Checks shall be valid only when signed by the treasurer and one other elected officer. The Executive Committee may designate another Executive Committee member to sign checks in the Treasurer's absence.

Section 6. The Executive Committee shall have power to establish such committees as it finds necessary.

ARTICLE IV - DUTIES OF OFFICERS

Section 1. The president shall preside at all membership meetings and at meetings of the Executive Committee and he or she shall supervise other officers in the exercise of their respective duties. The president shall be an ex-officio, member of all committees established by the Executive Committee, and shall sign all membership cards. The president shall be the liaison between the Executive Committee and employees of the Local.

Section 2. The vice president shall perform the duties of the president in the absence of that officer.

Section 3. The secretary shall be custodian of the Local's records, other than financial, shall be responsible for conducting routine correspondence as may be directed by the Executive Committee and the Local, and shall be responsible for keeping accurate minutes of the membership meetings and meetings of the Executive Committee.

Section 4. The treasurer shall be the custodian of all funds of the Local under the direction of the Executive Committee, except that no authorization shall be required for routine transmission of funds to TNG. He or she shall report on the Local's finances at all regular meetings of the Local, and shall present the accounts for audit at any time the Executive Committee or the Local desires. The treasurer shall be responsible for keeping complete and accurate records of the membership, their addresses and dues standing. He or she shall be responsible for the application in the Local of

the financial provisions of the TNG constitution and of these bylaws. He or she shall be responsible for issuing membership cards for persons admitted to membership. He or she shall be bonded as provided under arrangements available through TNG.

ARTICLE V -- UNIT ADMINISTRATION

1. This Article shall be in effect only when the Local has or is seeking collective bargaining representation rights with more than one employer. Each Unit shall consist of the Local's members who are employed by the same employer.
2. There shall be a Unit Council for each employer with which the Local has a collective bargaining relationship. Each Unit council shall have seven members. Each unit council shall select from its members a chair, a secretary and a vice chair.
3. The Unit Council shall assist in investigating and processing grievances, make recommendations to the Executive Committee on grievance arbitration, grievance settlements, negotiations and coordinate with and advise the Executive Committee on matters affecting the unit, and perform other tasks as determined by the Executive Committee.
4. Unit officers shall be elected annually by the unit membership in accordance with Article VI.
5. Each unit shall hold unit membership meetings on a quarterly basis or at the call of the unit council. A quorum shall consist of the lesser of 25 or 10 percent of the unit's members in good standing. (Whenever a membership meeting is referred to in these bylaws, it shall be a Local membership meeting, unless a unit membership meeting is specified.)
6. Unit officers shall be non-voting members of the Executive Committee.
7. Should any unit council be unable to perform its functions, the Executive Committee shall assume those duties until the unit council is able to resume them.

ARTICLE VI - ELECTIONS

Section 1. The officers of the Local and the additional members of the Executive Committee shall be elected annually. The election shall be by secret ballot.

Section 2. All members of the Executive Committee shall take office at the annual meeting in June, and shall hold office until their terms expire, or until the election of their replacement is certified by the Executive Committee.

Section 3. Procedures for the annual elections shall be as follows:

- a) At least three months prior to the annual meeting, the Executive Committee shall designate an election committee of five members to carry out the election, count the ballots and certify the results to the Executive Committee.

- b) Nominations shall be made in person at the regular April membership meeting or by written petition signed by six or more members in good standing and filed with the Election Committee or the Executive Committee.
- c) Written nominations shall be filed not later than April 15. Thereupon all nominees shall be notified of the fact in writing. The nominees shall signify, within not more than five days after notification, their willingness to accept office if elected.
- d) No person shall be a candidate for more than one elected office. If a person is nominated for more than one office, he or she shall inform the Election Committee within five days of notification, which office, if any, he or she seeks. Failure to do so shall nullify all nominations affecting that person.
- e) In the event of a contest, a notice of the impending election, listing the contestants and the contested offices shall be mailed to all members in good standing on or before May 1.
- f) By May 15, ballots listing the contestants for the contested offices shall be mailed to all members in good standing to be returned no later than June 1. There shall be no write-in voting.
- g) The election results shall be announced as soon as they have been established by the Election Committee. The results shall be verified by the Executive Committee, and those elected shall take office at the annual meeting.
- h) If there is a tie vote for any office, or if a tie vote leaves the election of an Executive Committee inconclusive, the tie shall be resolved in a runoff election between the tied candidates. The Election Committee shall conduct runoff elections by secret ballot within three weeks after the deadline for the return of ballots in the original election. Ballots shall be distributed only to members in good standing. In the event of a second tie, the office shall be considered vacant and shall be filled according to Article VI, Section 5 of these bylaws.

Section 4. The Executive Committee shall arrange for the election of delegates to TNG and CWA conventions by the membership. Election of delegates to other groups shall be made by the Executive Committee.

Section 5. Any Executive Committee vacancy shall be filled by secret ballot, unless the vacancy is confirmed by the Executive Committee on or after January 15. In that case the election to fill the vacancy shall be deferred until the annual elections.

If an election to fill the vacancy is required, the Executive Committee shall follow the procedures as set forth in Section 3 of this Article, allowing similar time periods for nominations, notifications and balloting, except that the specific dates referred to shall not apply.

Section 6. When there is a vacancy in the office of vice president, secretary or treasurer, the Executive Committee shall, by majority vote, delegate the authority of the vacant office to a member of the Executive Committee other than one of the officers. The member so designated shall exercise the authority of that office until such time as an election is held. A member who is appointed to fill a vacancy in the office of treasurer shall be bonded as provided in Article IV, Section 4.

ARTICLE VII - MEMBERSHIP

Section 1. An applicant for membership shall submit an application to the Executive Committee. Final action upon any application shall be made by the Executive Committee, subject to appeal as provided by the TNG Constitution.

Section 2. Reinstatement and initiation fees shall be fixed by the membership consistent with the provisions of the TNG Constitution.

Section 3. A member shall be in good standing if he or she is not more than one month in arrears in any of his or her financial obligations to this Local or to TNG.

Section 4. Only members in good standing may vote in Local or unit elections or referenda; run for or hold elected office; or, except by invitation of the executive committee or a vote of the membership, attend or speak at a unit or Local membership meeting.

ARTICLE VIII - COLLECTIVE BARGAINING

Section 1. Negotiators in collective bargaining on behalf of the Local shall be selected by the Executive Committee in consultation with the unit council. The negotiations shall be open to the members.

Section 2. Any agreement arrived at in negotiations shall require the approval of the Executive Committee and of the unit members in good standing at a duly called meeting.

Section 3. Negotiations shall be conducted in consultation with TNG and in a manner consistent with the TNG constitution.

ARTICLE IX - REFERENDUM

Section 1. Any matter to be decided by the Local may be submitted to referendum of the membership either by the Executive Committee or by vote of a membership meeting or through a petition signed by not fewer than 33 percent of the Local's members in good standing at the time of the filing of the petition. Once the Executive Committee has determined a call is valid, a pending referendum shall not be stopped or superseded by a subsequent call. In cases of multiple calls on related matters, the referendum shall be governed by the first valid call, as determined by the Executive Committee. The wording of the issue to be decided by referendum shall be contained in a call for referendum.

Section 2. The Executive Committee shall order a referendum to be held upon receipt of a valid call for such a referendum, and it may take the form of a vote by mail or a vote in person at a designated polling place or a combination of both. Referendum ballots shall be distributed within 45 days of the valid decision or petition directing that the referendum be held. No ballot shall be distributed to a person not in good standing. All members shall be given 15 days notice by mail of any referendum. In the case of a mail-ballot referendum no ballots shall be counted until at least two weeks after the mailing of ballots.

ARTICLE X - DUES AND ASSESSMENTS

Section 1. In order to fulfill the purposes and meet the obligations of this Local, members are required to pay dues in an amount to be fixed by the Local as provided by TNG constitution. The dues schedule shall be approved by referendum vote. A majority vote of valid ballots shall decide the issue.

Section 2. Any change in the Local's schedule of dues or assessments, except one determined by the TNG or CWA constitutions or convention action, must be approved by referendum vote. A majority vote of valid referendum ballots shall decide the issue.

Section 3. All monies collected on behalf of or in the name of the Local, except those collected for TNG, shall be the property of the Local.

Section 4. No money shall be loaned to any individual, except as an advance for union-related expenses.

No money shall be expended for gifts to individuals without a referendum vote, unless the value of such gift is \$100 or less, or the expenditure is a grant from the scholarship fund.

ARTICLE XI - PUBLIC CONDUCT OF THE LOCAL

Section 1. As a labor union the Guild has an obligation to represent its members not just with employers but in the public arena where labor and employment laws and other legislation affecting their economic wellbeing are created. However, because a significant portion of the local's members are involved in news gathering, great care and discretion must be exercised in fulfilling this obligation to protect those members' impartiality.

Section 2. The Providence Newspaper Guild shall not endorse political candidates, nor participate in campaigns for public office.

The Local may take public positions on issues directly affecting the union's collective bargaining role, in support of other Locals or labor organizations, as well as on other matters directly related to the interests of its members, including the practice of journalism.

Positions on state or municipal ballot questions, however, shall be limited to the matters directly related to the Guild's institutional rights, its collective bargaining responsibilities and the working conditions of its members.

Section 3. Public positions shall take the form of an executive committee or membership meeting resolution and shall be posted on Guild bulletin boards. No such public position shall take effect for 15 days, from the time of the decision. If a petition calling for a referendum, signed by not fewer than 25 percent of the Local's members in good standing is submitted to the Executive Committee within the 15 day waiting period, the issue shall be submitted to a mail ballot referendum, unless the resolution is withdrawn by the Executive Committee. Upon approval by a referendum vote, or if no referendum is initiated as provided above, the resolution shall take effect.

Section 4. Nothing herein shall restrict the personal right of any member to participate in political and public issues as his or her conscience dictates.

ARTICLE XII - AMENDMENTS

Section 1. A proposal to amend these bylaws may be initiated by motion of the Executive Committee or a petition signed by not fewer than 33 percent of the Local's members in good standing.

Section 2. The proposed amendment must then be considered at a membership meeting. The proposal shall be mailed to members in good standing not less than 15 days before the membership meeting at which it is to be considered, together with the date, time and place of the meeting.

Section 3. If the amendment is approved by a majority of those attending the membership meeting, it shall then be submitted in a mail ballot referendum to the membership to be decided by a majority of those voting.

ARTICLE XIII - ADMINISTRATOR

Section 1. There shall be an administrator of the Local under the direction of the Executive Committee. The administrator shall be responsible for the day-to-day operation of the Local, shall supervise employees of the Local, assist the officers in the performance of their duties, and assist in organizing drives, contract enforcement and bargaining.

Section 2. The administrator's term, salary and working conditions shall be established in a written contract negotiated by the Executive Committee.

Section 3. At least three months before an administrator's contract expires, the Executive Committee shall notify members to this effect, stating whether it intends to rehire the administrator, together with the proposed term, salary and working conditions of the contract, or hire a new administrator. The notices shall invite comments from members on the proposed action and announce a membership meeting to review the proposal.

If a petition calling for a referendum, signed by not fewer than 33 percent of the Local's members in good standing is submitted to the Executive Committee within 15 days following the membership meeting where the Executive Committee's recommendation was reviewed, the Executive Committee's recommendation shall be submitted to a mail ballot referendum. Upon approval by a referendum vote, or if no referendum is initiated as provided above, the administrator's contract shall take effect in accordance with the terms of the agreement.

Section 4. The administrator may be dismissed for cause prior to the termination of his or her contract on a motion of the Executive Committee and/or a petition signed by at least 33 per cent of the Local's members in good standing. In either case, the action shall be submitted to the members in good standing in a mail ballot referendum to be decided by a majority of the members voting.

ARTICLE XIV - INTERPRETATION

Section 1. These bylaws shall be interpreted by the Executive Committee subject to appeal to the membership meeting, and to the TNG-CWA Sector Executive Board. Questions not covered by TNG's Constitution, Convention decisions, or these bylaws, shall be governed by the most recent edition of Roberts Rules of Order.