

CONSTITUTION

Article 1

1. Name and Common References: The name of this organization shall be ASSOCIATION OF GREAT LAKES OUTDOOR WRITERS, INCORPORATED. This organization may be referred to in this Constitution and By-Laws and from time to time in the minutes of the Association, publications, and/or advertisements, on the Internet and in electronic broadcasts as the "Association", "Association of Great Lakes Outdoor Writers", or "AGLOW".
2. Purposes: The purposes of this organization shall be:
 - a. To perpetuate, conserve, improve and promote the great outdoors, our natural resources and the outdoor recreational experience by informing and educating the public through the judicious and responsible use of communications;
 - b. To promote the highest quality of craftsmanship in the art of communicating the outdoors;
 - c. To promote responsible ethics among both the communicators and the outdoor sportsmen;
 - d. To foster fellowship among members of the outdoor media; and
 - e. To provide an exchange of information and techniques within this organization and with allied organizations.

Article II

1. Membership: Membership shall be open to any applicant who fulfills the criteria as established in the By-Laws.

Article III

1. Administration: Elected officers of this organization shall be a President, Vice President, Secretary and Treasurer. Only active Media, Retired Media, Corporate Representatives, Tourism Representatives and Not For Profit Conservation Representatives shall be eligible to be an officer in the Association. There shall be a Board of Directors, consisting of the four officers, the Executive Director, the six (6) directors elected at-large, and the immediate past President who shall serve as Chairman of the Board as provided by the By-Laws. There shall also be an Executive Committee including the elected officers, the Chairman of the Board and the Executive Director.

Article IV

1. Finances: All the net assets of this organization shall be used for the business of the corporation as authorized by the membership and/or Board of Directors for purposes related to the purposes of AGLOW, scholarships, and the administration of the corporation including expenses of meetings, but not

for any purpose or use which is prohibited for a corporation formed pursuant to Internal Revenue Code 501© of 1954 as amended. In the event of this corporation's dissolution, all assets remaining after the obligations of the Association have been satisfied shall be distributed by the Board of Directors to outdoor organizations they shall select which are formed for and pursue conservation and other purposes relating to hunting and fishing (but not to any organization which has a stated purpose or has engaged in any activity which is in opposition to hunting and fishing) and are organized under the provision of 501© of the Internal Revenue Code of 1954 as amended.

Article V

1. Amendments: The constitution may be amended as proposed by the Board of Directors. Such proposals shall be adopted only at a regular meeting of the Board. The proposals shall become effective only upon a vote of two-thirds majority of all the active, and retired members, who vote in a mail ballot election, and subject to the proposed changes and a summary of the reasons for the changes being published in a newsletter mailed to each active and retired member at least thirty (30) day prior to the mailing of the ballots to all voting members.

BY-LAWS

Article I

1. Membership and Voting Rights:
 - a. Membership Classifications: The Association shall have eight (8) main classifications of membership:
 - i. Active Media
 - ii. Retired Media
 - iii. Associate Media
 - iv. Student Media
 - v. Corporate
 - vi. Tourism
 - vii. Conservation Non-Profit
 - viii. Sustaining
 - b. Members: Members shall be classified according to the amount, frequency and type of his or her writing, editing, publications, photography, electronic publication or other communication in the outdoor field as approved by the Board by such member or proposed member.
 - c. Proposed Members: The names of proposed members who have been approved by the Screening Committee shall be sent to the Executive Director for publication in the newsletter of the Association with a statement that any objections to the qualifications or ethics of such proposed member must be made in writing, signed and dated by the

person making such objection, and mailed to the Executive Director within thirty (30) days following the date the newsletter was mailed to members. No Person shall enjoy the privileges of membership until such proposed member shall have been approved and accepted as a member by the Board of Directors. Any objection to the qualifications or ethics of a proposed member must be received by the Executive Director within forty-five (45) days after the newsletter of the Association containing the name of the proposed member (and the statement required by this paragraph) has been mailed to the active and retired members. If no objections are received by the Executive Director within such forty-five (45) day period, the prospective member shall be designated as a "member-elect" and shall be notified of his or her "member-elect" status subject to final approval by the Board of Directors at the next regular meeting of the Board.

d. Voting: Only Active and Retired members shall have voting privileges.

2. Membership Requirements:

a. Active Media Membership Requirements: To be eligible for Active Media status, an applicant must be duly paid to produce, disseminate, or edit information on outdoor subjects regularly to the public by way of newspapers, radio or television broadcasting, magazines, books, journals, lectures, photography (still or movie), art and other suitable media. In determining eligibility for active membership, the Membership Screening Committee and the Board of Directors shall be guided broadly but not inflexibly bound by the following criteria:

i. Newspapers: (daily, weekly, or outdoor columnist, writer, editor, feature writer with forty (40) published pieces, paid by the publisher, during the previous twelve (12) months

ii. Syndicated writer: A syndicated writer shall have more than one (1) publication carrying the same article, with his or her work appearing at least every two (2) weeks.

iii. Cartoonist: (illustrator or artist) A minimum of twelve (12) paid publications of an outdoor nature during the previous twelve (12) months; or a paid staff member of a paper or magazine or outdoor nature.

iv. Radio and Television: the applicant must be host, writer and/or producer of [1] thirteen (13) shows of 30-minute format, or [2] forty (40) shows of the 2-5 minute format, or [3] comparable exposure as determined by the Membership Screening Committee on a case-by-case basis.

v. Photography: [1] Still thirty-six (36) published outdoor pictures in the past twelve (12) months, with no more than eight (8) from a single issue of any publication. [2] Motion pictures: Production and sale of a feature movie of at least thirty (30) minutes within every twenty-four (24) month period. Shorter features may be combined to meet the total time; [3] A paid staff photographer of any outdoor magazine or

newspaper. [4] Videotapes may be aired on television, at seminars or lectures or produced for sale as educational tapes for home use. Proof of airing, showing or advertisement for sale of tapes shall be furnished when required. Writers, producers, artists, directors and others actually connected with the production of movies or video taps may submit applications under this section. Final decision will be made by the Membership Screening Committee and the Board of Directors. Videotapes required: One (1) every twelve (12) months of at least fifty (50) minutes in length or a number of shorter tapes equaling fifty (50) minutes total length. They must be produced in quantities of 500 or more for commercial sale. [5] Slide presentations: Must prepare and present at least twelve (12) slide presentations per twelve (12) month period before a paying audience or on a scheduled -for-pay basis.

- vi. Public relations: Individual must devote at least fifty percent (50%) of his or her working time to servicing accounts engaged in outdoor activities of subjects, and whose activities involve outdoor information other than product publicity.
- vii. Magazine writers: [1] Editorial employee of recognized magazine with masthead credit must be a full-time employee. The publication must be primarily in the outdoor field or, if not primarily an outdoor publication, consistently must include outdoor coverage for which the applicant is responsible. [2] Produce and sell minimum of six (6) articles during the past twelve (12) month period.
- viii. Book author: Minimum of one (1) outdoor book in each two (2) year period. In case of major work requiring extensive and prolonged research, the Membership Screening Committee may waive the two (2) year restriction.
- ix. Book editor: Full-time or free lance may submit evidence of their work along with a letter from their immediate supervisor, subject to the complete discretion of the Membership Screening Committee.
- x. Information: Full-time employee of state, federal or nonprofit agency engaged in natural resource matters or outdoor recreational activities whose chief concern is communication about the outdoors in press releases, videos, slide presentations, photos, tapes, media helps, or in other means of communications, or in supervising an information department, subject to the complete discretion of the Membership Screening Committee.
- xi. Lecturing: Eighteen (18) lectures per twelve (12) month period before paying audiences or on a scheduled-for-pay basis.

xii. Free Lance: May qualify under any one category heading e.g. newspaper, cartoonist, photography, magazine or outdoor communications media or a combination of two or more. If qualifying under one heading, the criteria of that heading must be met. If qualifying under two or more headings, the minimum work requirements shall meet at least fifty percent (50%) of one category listed. The applicant must certify that his or her freelance outdoor writing accounts for at least sixty percent (60%) of his or her writing income.

xiii. Digital Content Creator: Communicators engaged in creating original outdoor related content for distribution through digital channels, including social media, will qualify for Active Media membership if he or she provides documentation of the following:

1. Creation of informational or educational writing, images, videos, audio recordings or podcasts.
2. Compensation for writing, photos, videos, audio recordings, podcasts, speaking or appearances.
3. Distribution of:
 - a. A minimum of one hundred (100) pieces of original digital content of an outdoor nature across one or more social media platforms in the past twelve (12) month period. OR
 - b. 24 URL's of digital content of an outdoor nature in the past twelve (12) month period.

xiv. Website Content Director, writer, editor, photographer, artist or designer: A website content director, writer, editor, photographer, artist, or designer will qualify for active membership if he or she provides documentation of the following:

1. Twenty-four (24) URLs of website content or design work published and compensated in the past twelve (12) months. This may include web features or actual web pages developed in which such applicant personally generated the content. Applicants should submit supporting pages demonstrating regular content updates. The same piece appearing on multiple web sites counts as one submission.
- b. Retired Media Member Requirements: Any person who has been a member for twelve (12) consecutive years or more and has reached the age of sixty-two (62) years may seek retired status. If approved by the Board of Directors, such member need not meet the Active Media criteria after such approval.
- c. Associate Media Membership Requirements:
- i. Any person who satisfies at least fifty percent (50%) of the requirements for Active Media status is eligible for an Associate

Media membership, if he or she has a strong, direct professional or commercial interest in the outdoors communications and the potential for becoming an Active Media member.

- ii. Any Associate Media Member who fails to achieve Active Media status within three (3) years shall no longer be eligible for membership unless the Membership Screening Committee and Board of Directors deems there are mitigating circumstances.
 - iii. Associate Media Members shall not have voting privileges, shall not be permitted to hold office and shall not be eligible for the Excellence in Craft competition.
- d. Corporate Membership Requirements: Corporate members, individuals, corporations, L.L.C.'s and L.L.P.'s which are engaged in major commercial efforts directly related to the outdoors such as manufacturers, their representatives, distributors, advertising agents, or others who wish to enhance and encourage the purposes of the Association.
 - e. Sustaining Membership Requirements: Any natural person who contributes at least Five Hundred Dollars (\$500) per year or Five Thousand Dollars during such person's lifetime shall, upon approval of the Board of Directors, enjoy the designation of Sustaining Member and shall have and enjoy all of the rights and privileges of an Associate Media Member. However, if such person qualifies for Active Media or Retired Media membership privileges at the time of such contribution(s), such person will continue to enjoy such privileges without payment of active dues for the duration of the period for which such natural person qualifies as a Sustaining Member.
 - f. Student Media Membership Requirements: Student memberships may be granted to persons who are full time students enrolled in courses related to outdoor communication, such as forestry, biology, journalism or English.
3. Membership Applications:
- a. All applications shall be submitted on an official form signed by a sponsor who is a member of this organization.
 - b. Applications must be accompanied by a dues check and samples of the work, which satisfy the eligibility requirements if the application is for Active Media membership.
 - c. Applications shall be screened by the Membership Screening Committee.
 - d. The committee shall confirm the credentials and approve the application before presenting the candidate to the Board of Directors for final approval.
4. Suspension and Expulsion: Any member determined to be guilty of any offense which affects the interest or good government of the Association, or who is in violation of the Code of Ethics (which is incorporated herein by reference), or who shall be found to have committed an offense which is a

violation of any federal, state or local law subject to imprisonment may be suspended or expelled by majority vote of the total membership of the Board of Directors. Violation procedures shall be handled according to the Code of Ethics.

Article II

1. Duties of Officers: As provided in Article III of the Constitution all elected officials shall be members of one of the following membership classes; Active Media, Retired Media, Associate Media, Corporate, Tourism or Conservation Non-Profit, during their entire term in office. The duties of each officer shall be not less than the following. Additional duties and responsibilities may be designated by the Board of Directors.
 - a) President: The President shall be the principle executive officer of the Association and shall, in general, supervise the business and affairs of the organization at the direction of the Board of Directors. The President shall be a member of the Executive Committee as prescribed by Article IV of the Constitution. He or she shall preside over all meetings of the membership and the Executive Committee. He or she shall have such additional duties as may be designated by the Board of Directors. In emergencies, the President is empowered to act with the approval of the Executive Committee. The President shall appoint chairmen of all standing committees and shall serve as a member ex-officio, of such committees, except for the nominating, membership and ballot-counting committees. The President shall also be Vice Chairman of the Board of Directors. The President shall serve as Chairman of the Conference Committee.
 - b) Vice-President: In the absence of the President, the Vice-President shall preside at all meetings. In the absence or disability of the President, the Vice-President shall perform the duties of the President as prescribed by the By-Laws and the Board of Directors. The Vice-President shall be an ex-officio member of all committees except nominating, membership and ballot counting. The Vice-President also shall be Chairman of the Awards in Craft program and Chairman of the Conference Site Committee.
 - c) Secretary: The Secretary shall record and compile minutes of all official meetings of the Board of Directors (except when the Board of Directors is meeting in executive session) and the general membership. The Secretary shall be a member of the Executive Committee as prescribed by Article IV of the Constitution.
 - d) Treasurer: The Treasurer shall be Chairman of the Finance Committee and shall be responsible to the Board for his or her duties. The Treasurer shall be a signatory on all Association bank accounts and investments or any other documents requiring a signature. The Treasurer shall be a member of the Executive Committee as prescribed by Article IV of the Constitution. The Treasurer shall

secure a performance bond in an amount to be designated by the Board of Directors. The premium for such bond shall be paid by the Association.

2. Terms: The term of officers shall commence on January 1 and end on December 31 of each year. There may be a ceremonial "passing of the gavel" during the annual meeting. However, this ceremony shall not affect the terms of office.

Article III

1. Board of Directors

- a) Duties and Responsibilities: The Board of Directors shall serve as the governing body of the Association. The Board of Directors shall be responsible for all business and policy decisions of the Association. The Board shall maintain the financial integrity of the Association, make impartial decisions in the best interest of the Association and insure that officers, directors and members act within the limits of the By-Laws.
- b) Qualifications: Only active members in good standing (dues paid and meeting the qualifications for active membership) shall be eligible to serve on the Board of Directors. Any person who was qualified when elected who ceases to be qualified during his or her term, shall have all voting rights suspended. Such director shall be replaced for the balance of the term at the next general meeting of the membership by majority vote of those members who are present and voting.
- c) Composition of the Board: There shall be a total of twelve (12) members of the Board of Directors consisting of the following: Six (6) members at large, from the membership classes of: Active Media, Retired Media, Associate Media, Corporate, Tourism and Conservation Non-Profit, up to three (3) of which may be from a membership classification other than Active Media, Retired Media or Associate Media. Two (2) shall be elected at each annual meeting for a term of three (3) years. The four (4) Association officers and the Executive Director shall be members. Board members, elected to and completing a full term, may not succeed themselves, but may be re-elected after one (1) year has elapsed. Each three (3) year term shall commence on January 1 and end on December 31 three (3) years after the term has commenced, unless terminated earlier pursuant to the provisions of these By-Laws.
- d) Chairman: The outgoing President shall be Chairman of the Board of Directors. In the absence of the Chairman due to death, inability, resignation or other cause, the President shall serve as Chairman of the Board, and in the absence of the President, the Vice-President shall serve. The Chairman shall vote only to break a deadlock. The Chairman shall be an advisor to the President; the President, not the

Chairman, has the ultimate power to execute the policies of the Board, committees and the general membership.

- e) Meetings: The Board shall meet at least twice annually. Written notice of semi-annual meetings shall be provided to all Board members at least thirty (30) days prior to the date of the proposed meeting. In addition, the Chairman shall have the power to convene the Board at his or her discretion. Further, the Chairman shall be required to call a meeting whenever demand shall be made in writing by at least one-third (1/3) of the Board membership. Written notice of such special meeting shall be provided to all Board members at least seven (7) days prior to the date of the proposed meeting. Written notice of special meetings shall contain an agenda and a summary of all matters to come before the Board. No other matters shall be discussed as such special meeting. Special meetings may be conducted in person, by conference call, or by combination of both with not less than a majority of the Board participating in such meeting. All members of the Board shall be notified in writing or by email (with a receipt or acknowledgment of such email requested for the notification) of the proposed special meeting with instructions provided in such notice of the time and procedure to be used to participate in such meeting by conference call.
- f) Attending Meetings: It is the duty of every Board member to attend all Board meetings. When a member cannot attend a meeting, he or she shall send a written explanation to the Executive Director at least two (2) weeks prior to the meeting by U.S. Mail or by email. Any Board member who shall miss two (2) of three (3) consecutive meetings without good cause or cannot fulfill his or her assigned duties shall resign from the Board. The determination of "good cause" shall be made by remaining members of the Board of Directors, and that determination shall be conclusive. If the Board does not find good cause and such member does not resign, a resolution may be presented by the Board of Directors to the general membership at the next annual meeting for a vote to declare vacant the seat of such member. If the resolution is passed by a majority of those eligible voting members present and voting which removes such member of the Board, a new Board member shall be elected for the balance of such removed Board member's term by a majority of those members present and voting.
- g) Quorum: A quorum at a meeting of the Board of Directors shall be seven (7) members of the Board.
- h) Majority Vote: Action may only be taken by majority vote of the Board of Directors present and voting.
- i) Voting: Voting at regular meetings of the Board shall be by voice vote unless there is a call for a written vote. In the event of a dissent during a voice vote, voting on the issue shall be taken again by written vote. No action of the Board taken at a special meeting,

whether conducted in person or by conference call or by a combination of both, shall be effective until fourteen (14) days after any proposed motion acted upon at the special meeting is submitted to all Board members who were absent. Such absent Board members shall have the right to vote upon such motion within the fourteen (14) day period. Such vote must be made in writing, signed and dated by the Board member, and post-marked to the Chairman prior to the expiration of the fourteen (14) day period. Voting may occur by facsimile transmission but must be followed by a signed and dated original sent by regular U.S. Mail, postage prepaid, and postmarked within the fourteen (14) day period. Any Board member may give a proxy to any other Board member or the Chairman of the Board to vote for such member at any meeting. However, to be effective, the member claiming to hold such proxy for any other Board member must present an original signed and dated proxy specifically describing the authority granted and the meeting for which such proxy shall be in effect. No general or blanket proxy shall be recognized or effective.

- j) Disability of Member or Officer: In the event the Board of Directors shall determine by action of the Board that any officer or director suffers from a disability which prevents such officer or director from fulfilling his or her duties, the Board may in its discretion remove such director or officer and appoint a replacement to fulfill the term of such officer or director. However, if the President should be determined to be disabled to the point that the President is unable to fulfill his or her duties as President, the Vice-President shall serve as President until the next regular election at which officers for all offices shall be elected.
- k) Neglect, Death or Resignation: In the event of the death, resignation or failure of an officer or Board member to fulfill the duties of such office, the Executive Committee shall replace such officer or Board member, subject to confirmation by a majority vote of the Board of Directors at a regular or special meeting of the Board.
- l) Dues: The Board of Directors shall fix dues for each classification of membership except Sustaining Members. Any change in the dues shall be approved by a majority of the membership who attends the annual meeting and votes upon any such proposed change.
- m) Membership Approval: Decisions of the Board regarding financial matters do not require approval by the membership. Decisions of the Board on all other matters may be vetoed by the membership upon a two-thirds (2/3) majority vote of the members present at an annual meeting. Such vote shall be by written ballot only. It is further provided that any transaction approved by the Board, which has been completed, shall not be subject to a veto by the general membership.

- n) Duty to Chair Committees: A director shall accept the responsibility of chairing a committee and/or any other assignment made by the President or Board Chairman and shall see that the duties assigned are carried out in a timely and professional manner.
- o) Ethics: The Board shall consider complaints lodged against members by the Ethics Committee and decide on necessary sanctions under the Code of Ethics after consulting with legal counsel.
- p) Proposed Members: The Board shall be the final authority on membership applications. It shall grant hearings when requested by an applicant who has been refused membership. A hearing may be conducted by any three (3) members of the Board. After conducting such hearing, those participating shall make a recommendation to the Executive Committee, which may adopt the recommendation of the members conducting such hearing pending approval of the Board at a regular or special meeting of the Board.
- q) Recruiting New Members: Board members shall be active recruiters, using every possible source of information to add new qualified members.

Article IV

1. Executive Committee

- a) Composition of the Executive Committee: The Executive Committee shall be comprised of the Chairman of the Board, the Executive Director and the elected officers: President, Vice-President, Secretary and Treasurer. The President (or in the event of his or her death, inability, resignation or other cause preventing the President from presiding, the Vice-President) shall preside at all meetings of the Executive Committee. The Chairman shall vote only to break a deadlock.
- b) Powers: The Executive Committee shall have power to take action on emergency matters which may arise between meetings of the Board of Directors. The Executive Committee shall meet upon call by the President (or in the event of death, inability, resignation or other cause preventing the President from presiding, the Vice-President) or whenever as many as three (3) members of the committee shall have made demand in writing for a meeting. Such meeting should be held within fourteen (14) days upon notification of the call for the meeting in person and/or via conference call. Any action shall be reported to the next board meeting and be subject to review, approval or reversal by the Board of Directors. Notification of any action of the Executive Committee and of the pending review of the emergency matter at the next board meeting shall be reported in detail to the individual members of the board of directors within seven (7) days via email. The Board members shall be informed that upon request of one-fourth (1/4) of the Board members directed to the President (or in

the event of his or her death, inability, resignation or other cause preventing the President from presiding, the Vice-President), a special meeting of the Board shall be held within ten (10) days to approve or reverse the action of the Executive Committee. Any such meeting shall be held by teleconference.

- c) Meetings: The Executive Committee shall meet upon call by the President or whenever as many as three (3) members of the committee shall have made demand in writing for a meeting.
- d) Quorum: A quorum of the Executive Committee shall be three (3) of its members.

Article V

1. Executive Director

- a) Contract for Position: The Board of Directors shall enter into a contract with a natural person to fulfill the duties and responsibilities of the Executive Director. Compensation, duties, and responsibilities of the Executive Director shall be negotiated by the Board and set forth in a written agreement. The Board shall not have the power to enter into an “employer-employee” relationship with any person and shall only enter into relationships by which any such person provides services to the Association as an “independent contractor”.
- b) Board Supervision: The Executive Director shall serve under the supervision of the Board of Directors and membership, never assuming any duty of the officers nor incurring any indebtedness except as directed or authorized by the Board.
- c) Authority: The Executive Director shall have authority to perform the day-to-day business of the Association for the general welfare of the organization and shall perform all other duties prescribed by the Board of Directors or requested by the President.
- d) Performance Bond: The Executive Director shall secure a performance bond in an amount to be designated by the Board of Directors. The premium for such bond shall be paid by the Association.
- e) Additional Duties: The Executive Director shall also have those duties and responsibilities set forth in the Policies of the Association.

Article VI

- 1. Advisers: The Board of Directors may appoint advisers as necessary from time to time. Standard advisers may include medical, legal, tax and craft. Their duties shall be as ascribed by the Board of Directors or as in the Policies of the Association. Advisers may be granted such rights and privileges as may be bestowed by the Board.

Article VII

1. Meetings of the General Membership:
 - a) Annual Meetings: Meetings of the general membership shall be held annually in connection with a conference as determined by the Board of Directors.
 - b) Date and Site: The date and site of the annual meeting and conference of the Association shall be fixed by resolution of the Board of Directors subject to approval by a majority of the general membership present at an annual meeting of the organization.
 - c) Purpose of Annual Meeting: The purpose of Association meetings and conferences shall be two fold:
 - (i) To provide a learning experience through seminars, interaction with supporting members, personal conferences with peers, "do-it" sessions, and outdoor trips; and
 - (ii) To provide a site and to facilitate social gatherings of members; to renew friendships, and to share material and exchange ideas for generating income.
 - d) Special Meetings:
 - (i) The President, with the approval of the Board of Directors, may call a special meeting of the membership when necessary. In the event a special meeting is called pursuant to this section, a notice shall be mailed to all active and retired members at least thirty (30) days prior to such meeting stating the purpose of the meeting, the matters to come before the meeting, and the date, time and location of the meeting. The notice shall contain a ballot with a clear statement of matters to be presented and a clear statement of the effect of a "for" or "against" vote on each issue. Ballots shall be signed and dated by the voting member. Ballots of those not attending such special meeting in person, shall be post-marked not more than fourteen (14) days after the special meeting. All ballots received within thirty (30) days after the special meeting and properly signed and dated shall be counted for or against the issues considered at the special meeting. No action taken at the special meeting shall be effective until the time provided for mail-in ballots has expired and all properly signed and dated ballots bearing a timely post mark have been counted. No matters may be presented at any special meeting which are not clearly described in the notice and ballot.
 - (ii) At the annual Association meeting a majority of the members present may elect to hold such special meetings as they desire.
 - e) Voting: Each active and retired member in good standing shall have one vote in any matter coming before meetings of the membership.

- f) Quorum: A quorum at an annual or special meeting of the general membership shall be twenty-five (25) active members.

Article VIII

1. Elections:
 - a) Nominations: The Nominating Committee's slate of officers and directors shall be published in the Association's newsletter, with a picture of the nominee, if available, within no fewer than sixty (60) days before the annual meeting. After publication, further nominations may be made only by written petition delivered to the Executive Director within fifteen (15) days after the date of mailing of the newsletter. Written petitions must bear the signatures of at least twenty (20) active members in good standing.
 - b) Voting: Voting shall be by written ballot to be mailed by the Executive Director to all active and retired members in good standing no later than thirty (30) days before the date set for the annual meeting. Ballots must be signed and dated by the voting member to be counted. All ballots must be returned to the address indicated on the ballot and post-marked no later than ten (10) days prior to the date set for the annual meeting.
 - c) Results of Election: The results of the election shall be announced at the annual meeting of the membership.

Article IX

1. Dues: The annual dues for all classifications of membership shall be determined by the Board of Directors with the approval of a majority of the membership voting at the annual meeting. Dues for Active Media and Associate Media members shall be the same.

Article X

1. Committees: The President shall appoint chairmen of all committees. Except as otherwise provided in these By-Laws, committee chairmen shall determine the number of members of each committee, and shall recruit and appoint such members. However, every committee shall be comprised of at least three (3) members.
2. Standing Committees: The standing committees of this corporation shall be established by the Board of Directors and may include:
 - a) Nominating;
 - b) Teller;
 - c) Conference Site;
 - d) Conference;
 - e) Ethics;
 - f) Awards;

- g) Scholarship;
- h) Fund Raising;
- i) Membership Screening;
- j) Constitution and By-Laws

3. Committee Functions:

- a) Nominating Committee
 - (i) The committee shall be composed of two (2) past presidents, one (1) first-year Board member and two (2) active members from the general membership
 - (ii) The committee shall volunteer nominations on its own and also shall seek nominations from the membership through the newsletter.
 - (iii) The nominations for all officer and director positions shall be active members in good standing who must agree to fulfill the duties of the office and to support and abide by all provisions of the Constitution and By-Laws of the Association.
- b) Teller Committee: The Teller Committee shall count the ballots in any election and report the outcome to the President. The Chairman of the committee shall preserve the ballots for not less than one (1) year after the date of the annual meeting.
- c) Conference Site Selection Committee: The Conference Site Selection Committee shall be chaired by the Vice-President. It shall entertain bids for all conferences of the whole Association. The committee shall invite representatives of the site offering bids to appear before the Board to state their case. The committee shall present all information on the sites known to the committee to the Board of Directors. The Board shall make the final selection at a regular or special meeting of the Board.
- d) Conference Committee: The Conference Site Committee shall include the President, Vice-President, Executive Director, and one or two members at-large from the conference area. They shall set up the conference, negotiate conference site fees, arrange the program, and fulfill all other responsibilities as outlined in the "Policies of the Association".
- e) Ethics Committee: The Ethics Committee shall have a chairman who is not a Board member. At least two (2) active members shall be on the committee, one of whom shall be a first or second year member of the Association. The Ethics Committee shall receive all written complaints of ethics violations and shall review, investigate, and recommend action to the Board according to the provisions set forth in the Code of Ethics.
- f) Awards Committee: The Vice-President shall carry on a program of awards for the members. The committee also shall be responsible for a program of meritorious awards to deserving individuals, companies or organizations inside or outside the Association.

- g) Scholarship Committee: The Scholarship Committee shall carry out the policy of the Board of Directors in selecting recipient's scholarships. It shall strive to develop funds for the scholarship program.
- h) Fund Raising: The Fund Raising Committee will operate whenever there is potential for a raffle or auction at the conference. They shall set up the event providing all necessary personnel to organize and conduct such raffle and auction. The Fund Raising Committee shall also be aware of and search out other means of raising funds to support and advance the purposes of the Association.
- i) Membership Screening Committee: The committee chairman shall be an active member who is a member or has been a member of the Board of Directors or is a former elected officer. The committee shall screen all applications for membership and report the candidate to the Board of Directors for approval. The Membership Screening Committee shall strictly adhere to the procedures set forth in Article I, section 1, subsection © of these By-Laws. The Board shall have final authority on all applications.
- j) Constitution and By-Laws Committee: This committee shall recommend changes to the Constitution and By-Laws it deems necessary, and comment to the Board on recommendations submitted by the general membership.

Article XI

1. Removal of Officers and Directors: If an officer or Board member fails or refuses to perform his or her duties to the satisfaction of the Board of Directors, the Board may take one or more of the following actions:
 - a) The Board may inform such person that in the Board's opinion such person is not performing the duties of the position held by such person. The Board shall provide a specific statement of the areas of failure of such person.
 - b) If in the sole direction of the Board, such person does not remedy the failing about which the Board has given notice within six (6) months of such notice, the Board may request such person to resign from the position held by such person.
 - c) If a person is requested by the Board to resign a position for failure to perform the duties required of the position in a satisfactory manner, and such person refuses to resign the position, the Board may remove such person, after giving at least thirty (30) days written notice. Within thirty (30) days after the date any such notice is mailed, any person so notified may request a hearing before the Board of Directors by submitting a written request, post-marked within such thirty (30) day period, and directed to the Chairman of the Board. If no request for hearing is timely made, the person shall be

removed from the position held, and a replacement shall be selected as provided in Article III, (f) of these By-Laws.

Article XII

1. Use of Logo and Stationery:
 - a) The notation "Active Member", "Active Retired Member", or "Associate Member" must be affixed to Association logo when used by any member in correspondence or byline.
 - b) Official Association stationery may be used only for Association business. Any violation of this Article will be considered an ethical violation and may be sanctioned as provided in the Code of Ethics of the Association.
 - c) Further policies in relation to the insignia and stationery shall be established by the Code of Ethics.

Article XIII

1. Association Positions:
 - a) The Association shall not engage in any conduct which is not permitted for corporations organized and existing under 501c of the Internal Revenue Code of 1954 as amended.
 - b) The Association shall not support or advocate any position which is contrary to the stated purpose of the Association.
 - c) No Officer, director, member, or the Executive Director shall speak publicly on behalf of the Association except as specifically authorized by the Board of Directors.
 - d) The Association shall not take any position which would place the organization in a position of compromise with its fundamental and historic purpose.

Article XIV

1. Order of Business: The business of the annual meeting of the Association shall include at least the: Reading of minutes of the last meeting, report of the Treasurer, reports of committees, old business, new business, installation of officers, adjournment. Robert's Rules of Order shall govern all meetings.

Article XV

1. Amendments: These By-Laws may be amended as proposed by the Board of Directors, such proposal to be adopted at a regular meeting of the Board. The proposals shall become effective only upon a majority vote of all active and retired members who vote in a mail-ballot election, and subject to the changes and a summary of reasons for the changes being published in the

Association newsletter mailed to each voting member at least thirty (30) days prior to the mailing of the ballots.