

# **BYLAWS**

**BPA Worldwide – December 2009**

## **DN1.0 OBJECTS**

### **DN1.1.1**

The objects of BPA Worldwide shall be:

- to develop, promote and implement programs for the continuing improvement of circulation practices and related marketing services in the newspaper media industry;
- to develop, promote and implement programs for the continuing education of publishers of newspaper media, advertisers and advertising agencies with respect to circulation practices and related marketing services, procedures and records;
- to develop and promote programs for the dissemination of information and material with respect to circulation practices and related marketing services, procedures and records to publishers of newspaper media, advertisers, and advertising agencies;
- to provide consultation, guidance and advice to publishers of newspaper media, advertisers and advertising agencies with respect to circulation practices and related marketing services, procedures and records;
- to develop standards, procedures and records for determining the type and volume of the circulation and related marketing services of newspaper media;
- to apply those standards, procedures and records to the determination and verification of the type and volume of the circulation and related marketing services of newspaper media, and to report thereon to the newspaper media and advertising industries;
- to act as a clearing house and information center for the type of services, activities and projects which come within the purview of the purposes of this organization.

### **DN1.1.2**

In implementation of Section DN1.1.1 of this section:

- to issue standardized statements of circulation and related marketing services of publisher members;
- to ascertain the accuracy of the figures shown in these circulation statements by means of auditors' examination of any and all records considered by the Corporation to be necessary to issue periodically, at least once a year, a report made by a representative of the Corporation on each publisher member;
- to disseminate pertinent circulation and related marketing services data concerning its publisher members for the benefit of advertisers, advertising agencies and publishers; and
- to do in general all things permitted by law to advance the welfare of its members.

## **DN2.0 - MEMBERSHIP**

### **Eligibility and Transferability**

#### **DN2.1**

There shall be the following four classes of membership:

*Advertisers*  
*Advertising Agencies*  
*Publishers*  
*Associates*

#### **DN2.2**

Any advertiser, advertising agency or any publisher of newspaper media, as defined by the Rules of the Corporation, or any other organization legitimately requiring circulation information, shall be eligible for membership.

#### **DN2.3**

Membership shall not be transferable unless the following conditions are met:

##### **DN2.3.1**

The publisher member selling the magazine is in good standing.

##### **DN2.3.2**

The circulation records of the newspaper have been approved by the President.

##### **DN2.3.3**

The Purchaser executes and files a transfer of membership form with the Corporation for the newspaper.

##### **DN2.3.4**

All outstanding charges owed by the seller have been paid in full.

##### **DN2.3.5**

Prior written approval from the President of BPA Worldwide is obtained.

#### **DN2.4**

No publisher otherwise eligible to membership shall be admitted to membership except as a publisher member.

## **DN2.5**

No applicant shall be admitted to membership except upon the affirmative vote of a majority of the Board of Directors. Of the affirmative votes necessary for approval of membership, at least one vote shall be required from the directors in each of the following classes of membership represented on the Board:

*Advertisers*  
*Advertising Agencies*  
*Publishers*

## **DN2.6.1**

Any individual, firm or corporation, owning, publishing, controlling or distributing more than one newspaper must have a separate membership for each newspaper in order to obtain membership benefits for each newspaper.

## **DN2.6.2**

Advertisers and advertising agencies, in addition to or in lieu of one overall company membership, may obtain a separate membership for any one or all of their branch offices, divisions or subsidiaries. Each separate membership shall carry with it all of the privileges and obligations of membership set forth in the Bylaws and the Rules promulgated by the Board of Directors.

## **Application for and Acquisition of Membership Status**

## **DN2.7**

Application for membership shall be made on forms provided by the Corporation. The applicant shall agree to abide by the Bylaws and Rules of the Corporation and all amendments and additions that may be made to them.

Whenever reference is made in the Bylaws and in the Rules to a member, the provision of the Rules and Bylaws shall apply equally to applicants for membership.

## **DN2.8.1**

Each applicant for publisher membership shall deposit with the Corporation, together with the application, the annual dues and the auditing charge plus the application fee of twenty-five percent of the annual dues and auditing charge. The President shall screen the application and within a reasonable time after the receipt of the application and deposit shall determine whether the publisher's books and records are adequate for auditing purposes in accordance with the standards and requirements of the Corporation.

## **DN2.8.2**

If the applicant's books and records are inadequate the President shall request the applicant to install and maintain records in accordance with the Rules of the Corporation. If the applicant refuses to do so, or has failed to do so within the time limits imposed by the President, or if the application is withdrawn, the application shall automatically be rejected and the entire application fee and entire annual dues, and 50% of the auditing charge deposited with the application shall be forfeited to the Corporation. If, however, the audit has been made or attempted, the entire auditing charge shall be forfeited.

### **DN2.8.3**

A publisher applicant may publicize the fact that they have applied for membership. However, if a publisher applicant who has publicized this fact fails to become a member within six months after the date of their application, or within such further time as may be granted by the President, the application shall be automatically rejected and the entire application fee, annual dues and auditing charge deposited with the application shall be forfeited to the Corporation. However, if the applicant permanently discontinues publication of the newspaper within the six months following the date of their application, this forfeiture provision shall not apply to such applicant.

### **DN2.9.1**

The President shall cause an audit to be made of the applicant's books and records in accordance with the Rules of the Corporation. Upon the completion of the audit, the President shall submit the application for membership to the Board together with the report on the findings of the audit and the recommendation for or against the acceptance of the application for membership.

### **DN2.9.2**

No applicant shall be accepted for membership until the initial audit has been approved by the Board of Directors.

### **DN2.9.3**

No audit shall be released until the applicant has been accepted for membership by the Board.

### **DN2.10.1**

On application, admission to membership, and annually thereafter, or at any time thereafter when required by the Board of Directors, a member shall designate in writing and file with the Corporation, on forms to be furnished by the Corporation, the name of a registered agent or representative authorized and empowered to act in all dealings with the Corporation, as well as to vote on behalf of the member on all membership meetings of the Corporation. Such designation shall be limited to employees or officers of the member, and may be changed at any time by filing with the Corporation a certificate canceling the authority of the agent or representative and designating some other person to act as agent or representative.

### **DN2.10.2**

A member shall always have the right to execute a valid proxy to any person other than the member's registered agent or representative, authorizing such other person to vote at any meeting of the Corporation, but in the absence of such a proxy, the registered agent or representative shall be deemed to have full voting rights on behalf of the member.

### **DN2.11**

A membership certificate showing the date of admission to membership shall be issued to each member. A new certificate may be issued in case of loss or destruction of such membership certificate. Termination of membership bars the former member's right to use of the membership certificate.

## **Obligations of Membership and Standards of Conduct**

### **DN2.12**

Members shall pay their dues and other charges within thirty days of receipt of a bill from the Corporation.

### **DN2.13**

Publisher members must install, maintain and make available to the auditors of the Corporation at all times, true and correct records of circulation capable of being audited in accordance with the established Rules of the Corporation.

#### **DN2.14.1**

Publisher members shall file true statements of circulation with the Corporation in accordance with the Rules of the Corporation. These statements shall be attested to by the circulation manager and by the publisher or business manager of the newspaper; or in lieu of the publisher or business manager, by an individual duly authorized by the publisher. Each audit report and each circulation statement issued to the members shall contain figures and facts bearing on the quantity, quality, distribution of circulation and circulation methods. These statements shall be re-leased and distributed promptly by the Corporation and audited by the Corporation in accordance with its Rules.

#### **DN2.14.2**

If the audit of a newspaper member cannot be completed within thirty days from the start of the audit because of the failure of the publisher to either maintain or provide necessary documents required by the Bylaws and Rules, the President will review the audit and shall have the authority to suspend services to the newspaper member until the audit is completed, and the President may issue a bulletin to the BPA Worldwide membership to that effect. (See C6.8.7).

### **DN2.15.1**

Duly authorized representatives of the Corporation shall have the right of access, at any time, to all books and records of publisher members deemed necessary by the Corporation to accomplish the objects of the Corporation. By way of illustration but not of limitation, such access may be required by the Corporation:

#### **DN2.15.1.1**

To make an audit.

#### **DN2.15.1.2**

To confirm any details of a circulation statement submitted to the Corporation, whether that statement has been released or not.

#### **DN2.15.1.3**

To investigate the accuracy of an audit report or statement already released.

#### **DN2.15.1.4**

To obtain information which, in the opinion of the President, may be pertinent to a future circulation statement or audit report.

#### **DN2.15.2**

Should it be deemed necessary by the representatives of the Corporation, they shall be permitted by the publisher to remove pertinent records from the publisher's place of business for review and analysis at the office of the Corporation.

#### **DN2.16.1**

A newspaper member shall not disseminate nor permit to be disseminated on its behalf any fraudulent, inaccurate or misleading claims with respect to any aspect of its circulation or of the circulation of another newspaper, whether such dissemination is in the form of advertisements, promotional material, letters or internal memoranda. A violation of this section may constitute both a violation of the publicity rules which is subject to Section DN9.0 of these Bylaws and an offense which is subject to Section DN10.0 of these Bylaws.

#### **DN2.16.2**

A magazine member shall be responsible for the accuracy and validity of all claims, figures, and advertising or promotional material disseminated by it or on its behalf whether or not any reference, direct, indirect or implied, is made to the Corporation.

#### **DN2.17**

Should it be necessary for the Corporation to take any action, whether by internal procedure or by litigation or arbitration, to enforce any Bylaw or Rule, or to collect any monies due it, the member or former member against whom such action is taken shall be responsible for and shall pay to the Corporation all costs and expenses incurred by the Corporation in connection with such action, including by way of illustration and not limitation, the cost of auditor's and staff time, postage, printing, supplies and reasonable attorney's fees.

#### **DN2.18**

Members waive any right to assert claims for money damages against the Corporation for any action, negligence or breach relating to its performance or non-performance of its activities or services, except that this waiver shall not apply to damages that are determined by final adjudication to have arisen from gross misconduct on the part of the Corporation.

#### **DN2.19**

If the Corporation is subjected to any claim, action or proceeding arising, in whole or in part, from failure of any member to abide by the terms of these Bylaws, then the member shall fully reimburse and indemnify the Corporation for all costs and expenses (including reasonable attorney's fees) incurred in the defense of the Corporation and for all sums paid by way of settlement, judgment or other disposition.

### **DN2.20.1**

A member shall not make or bring any claim, suit or proceeding against the Corporation until after the member has exhausted all rights and remedies pro-vided for in the Bylaws and Rules.

### **DN2.20.2**

All actions or proceedings brought against the Corporation by a member shall be brought only in a court located in the same city as the principal office of the Corporation.

### **DN2.20.3**

Any member who brings an action against the Corporation shall fully reimburse the Corporation for all costs and expenses (including reasonable attorneys' fees) which the Corporation incurs, unless the member's action is successful in establishing a right to the relief sought.

## **DN3.0 DUES, CHARGES AND SERVICES**

### **DN3.1.1**

*Advertiser Members* - Dues are charged at a rate set by the Board of Directors as published in BPA Worldwide Auditing Fees & Services. Each member will receive a membership certificate, have one vote and will receive the BPA Worldwide Annual Report.

One copy of each of the first 100 BPA Worldwide printed reports ordered shall be complimentary. All other services requested shall be charged at a rate to be set by the Board of Directors.

### **DN3.1.2**

*Advertising Agency Members* - Dues are charged at a rate set by the Board of Directors as published in BPA Worldwide Auditing Fees & Services. Each member will receive membership certificate, have one vote and will receive the BPA Worldwide Annual Report.

One copy of each of the first 100 BPA Worldwide printed reports ordered shall be complimentary. All other services requested shall be charged at a rate to be set by the Board of Directors.

### **DN3.1.3**

*Magazine Members* Annual dues, and auditing charges are set by the Board of Directors and payable in advance. Auditing charge is based on total distribution as published in BPA Worldwide Auditing Fees & Services.

The amount of time allowed for each audit shall also be published in BPA Worldwide Auditing Fees & Services.

Any and all additional time required to make an audit, over and above the allowed for the above auditing charges, shall be charged at an hourly rate set by the Board of Directors.

### **DN3.1.3 (continued)**

Minimum printing quantities of each circulation statement and audit report, and processing, preparation, and printing charges for each circulation statement and audit report shall be charged at a rate set by the Board of Directors as published in BPA Worldwide Auditing Fees & Services.

Newspaper members may receive one complimentary copy each of every circulation statement and audit report printed by the Corporation.

Newspaper members may obtain additional circulation statements and audit reports of their own or other newspaper members by paying a stipulated fee, as published in BPA Worldwide Auditing Fees & Services.

### **DN3.1.4**

*Newspaper Applicants* - Annual dues and auditing charge plus application fee payable at time of application. Application fee shall be 25% of annual dues and auditing charge.

### **DN3.1.5**

*Associate Members* - Annual dues are to be set by the Board of Directors, payable in advance, as published in BPA Worldwide Fees & Services.

### **DN3.2**

Should a member fail to pay any invoice rendered them by the Corporation and said invoice remains unpaid ninety days after it is rendered, services shall be suspended, and the President shall have the authority to automatically terminate membership. All provisions of Sections DN10.7.1 through DN10.8 shall apply to said member.

## **DN4.0 - BOARD OF DIRECTORS**

### **DN4.1.1**

The control and management of the Corporation shall be vested in a Board of Directors consisting of thirty-two members who shall be either members of the Corporation or employees of members specifically designated and authorized by a member to act as a Director.

### **DN4.1.2**

Directors shall serve without salary for a period of three years commencing with their election at the Annual Meeting of the Corporation and terminating upon the election and qualification of their successors. No director shall serve for more than two consecutive terms.

### **DN4.1.3**

Directors shall be elected by the members of the Corporation at each annual meeting thereof.

#### **DN4.1.4**

Any vacancy occurring shall be filled by the Board of Directors. Any Director appointed to fill a vacancy shall serve until the next annual meeting, at which time the unexpired term, if any, of the vacant directorship shall be filled in accordance with the procedure for the election of directors provided for herein.

#### **DN4.2**

The Board of Directors shall consist of:

Seven advertiser members from countries or territories other than Canada.

Seven advertising agency members from countries or territories other than Canada.

Twelve publisher members from countries or territories other than Canada.

An aggregate of three advertisers and advertising agency members from Canada, provided that such group shall contain at least one advertiser member and one advertising agency member.

Three publisher members from Canada.

Director Emeritus as provided in Section DN5.0.

#### **DN4.3.1**

The Directors of each class shall nominate candidates to succeed the Directors in that class whose terms will expire on the annual meeting date. Such nominations must be made at least ten days prior to the annual meeting, and in any event, prior to the mailing of notice of the annual meeting to the members. This slate of nominees shall be included in the notice of the annual meeting sent to the members.

#### **DN4.3.2**

The candidates to succeed the Directors, whose terms will expire on the annual meeting date, may also be nominated for election to the Board of Directors by written nomination signed by a minimum of five members of the class of membership involved. Such written nominations must be filed with the President not less than fifteen days prior to the annual meeting, and written notice of such nominations shall be sent to the members no less than ten days prior to the annual meeting.

#### **DN4.3.3**

After the slates of nominees for election as Directors referred to in Sections DN4.3.1 and DN4.3.2 above, have been presented to the members at the annual meeting, any member may nominate, from their class of membership, candidates to succeed the Directors of that class whose terms will expire at the annual meeting date.

#### **DN4.3.4**

After all nominations for election of Directors have been presented, the voting members shall vote on their election.

#### **DN4.4**

The Board of Directors shall have the power to make and enforce such Rules as it deems necessary for the fulfillment of the objects of the Corporation and for its proper operation and conduct. Such Rules shall remain in full force and effect until rescinded by the Board of Directors.

#### **DN4.5**

The Board of Directors shall create an Executive Committee composed of the Chairperson of the Board, the 1<sup>st</sup> Vice Chairperson, the 2<sup>nd</sup> Vice Chairperson, the Secretary, the Treasurer, the Assistant Treasurer, the President, three additional advertiser, advertising agency and/or publisher members, and the retiring Chairperson of the Board, if any, who shall not be eligible to serve more than one year after their retirement as Chairperson of the Board. The Executive Committee shall include three members from Canada being one advertiser, one advertising agency and one publisher member. The Executive Committee shall have such powers and authority as shall be determined by the Board of Directors.

#### **DN4.6**

Each Director and Officer of the Corporation shall be indemnified by the Corporation against all judgments, costs and expenses (including counsel fees) reasonably incurred by, or imposed upon them in connection with or resulting from any action, suit or proceeding to which they may be made a party by reason of their being, or having been a Director or Officer of the Corporation, or of any other corporation or association in which they served as Director or Officer at the request of the Corporation, including any civil proceeding under the Anti-Trust Laws of the United States (whether or not they continue to be a Director or Officer at the time when such judgments, costs or expenses are incurred or imposed), except in relation to matters as to which a recovery shall be had against them by reason of their having been finally adjudged in such action, suit or proceeding to have been derelict in the performance of their duties as such Director or Officer. The foregoing right of indemnification shall not be exclusive of other rights to which any Director or Officer may be entitled as a matter of law.

#### **DN4.7.1**

Any action required or permitted to be taken by the Board of Directors or any Committee thereof may be taken without a meeting if all members of the Board or Committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the members of the Board or Committee shall be filed with the minutes of the proceeding of the Board or Committee.

#### **DN4.7.2**

All the members or any one or more of the members of the Board of Directors or any Committee thereof may participate in a meeting of the Board of Directors or a Committee thereof by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to talk to each other and to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting of the Board of Directors or a Committee thereof.

## **DN5.0 - ELECTIVE OFFICERS**

### **DN5.1**

The elective officers of the Corporation shall consist of a Chairperson of the Board, a 1<sup>st</sup> Vice Chairperson, a 2<sup>nd</sup> Vice Chairperson, a Secretary, a Treasurer, and an Assistant Treasurer, all of whom shall serve without pay and shall hold office for a period of one year, and until the election and qualification of their successors.

### **DN5.2**

These officers shall be elected by the Board of Directors from its members at the Annual Board Meeting immediately following the annual meeting of members.

### **DN5.3**

Only Advertiser or Advertising Agency members or their registered agents or representatives shall be eligible for the offices of Chairperson of the Board, 1<sup>st</sup> Vice Chairperson, and 2<sup>nd</sup> Vice Chairperson.

### **DN5.4**

The Chairperson of the Board shall not serve for more than two consecutive terms. In the event the Chairperson is permanently incapacitated or unable to perform their duties, the Board shall elect a new Chairperson. In the event the termination of the Chairperson's term of office as Director coincides with the termination of their term of office as Chairperson of the Board, they shall continue as a member of the Board with the title of Director Emeritus for a period of one year, and in that capacity and during that year shall have all the benefits and status of a Director other than the right to vote.

### **DN5.5**

The Chairperson of the Board shall be the presiding officer at all meetings of the Corporation and of the Board of Directors. Subject to the approval of the Board, the Chairperson shall create such committees as may be necessary to carry on the business of the Corporation, and shall appoint the members and the chairperson thereof. The Chairperson shall be an exofficio member, without vote, of all committees except in the case of a tie, in which event the Chairperson shall cast the deciding vote.

### **DN5.6**

The 1<sup>st</sup> Vice Chairperson and 2<sup>nd</sup> Vice Chairperson, in that order, shall perform the duties of the Chairperson of the Board in their absence or temporary incapacity to act, and shall also perform such other special duties as may from time to time be delegated to them by the Chairperson of the Board or by the Board of Directors.

### **DN5.7**

The Secretary shall be responsible for issuing all required notices to the members; keeping the minutes of all meetings of the Members of the Corporation, the Board of Directors and the Executive Committee; keeping the records of the Corporation in appropriate form; and performing all duties incident to the office of Secretary.

#### **DN5.8.1**

The Treasurer shall supervise the accounts and properties of the Corporation. The Treasurer shall be responsible for the receipt of all monies, the payment of all bills, and the preservation of all vouchers for payments. The Treasurer shall render a complete report of the office at the Annual Meeting of the Corporation, and such other reports at such times as may be required by the Board of Directors. The Treasurer's accounts shall be audited annually by a Certified Public Accountant appointed by the Board of Directors, and the cost of such audit shall be paid by the Corporation.

#### **DN5.8.2**

The Assistant Treasurer shall perform the duties of the Treasurer in the absence or temporary incapacity of the Treasurer to act.

#### **DN5.8.3**

The Treasurer, Assistant Treasurer and any other officers and employees of the Corporation as may be decided by the Board of Directors, shall be bonded at a sum set by the Board of Directors, and the cost for such bond shall be paid by the Corporation.

### **DN6.0 - ADMINISTRATIVE OFFICERS**

#### **DN6.1.1**

The Board of Directors shall appoint a President who shall serve as the chief executive officer of the Corporation. The Board of Directors may appoint one or more Vice Presidents and one or more Assistant Secretaries.

#### **DN6.1.2**

The President, Vice Presidents and Assistant Secretaries shall not be members of the Board of Directors and need not be members of the Corporation.

#### **DN6.1.3**

The Executive Committee shall fix the remuneration of the President.

#### **DN6.2**

The President, as chief executive officer, shall be responsible to the Board of Directors and be subject to its control, direction and supervision. The President shall direct the operations of the Corporation; interpret and enforce the Rules fixed from time to time by the Board of Directors for the members; investigate charges and accusations against members and make reports thereon to the Board of Directors, make all necessary contracts on behalf of the Corporation subject to the prior approval of the Board of Directors; employ, discharge and fix compensation of all subordinate employees as may be reasonably required for carrying on the general operations of the Corporation. In addition, the President shall attend all regular and special meetings of the Board of Directors and the membership, and make such other reports as may be required by the Board of Directors.

### **DN6.3**

The Vice Presidents and Assistant Secretaries, under the supervision of the President, shall perform such functions and duties as are determined by the Board of Directors.

### **DN6.4.1**

Any question as to the interpretation or application of the Bylaws or Rules of the Corporation shall be resolved by the President. In the event any situation arises which is not covered specifically by the By-laws or Rules, it shall be resolved by the President, whose decision shall be final, subject to the members' right of appeal.

### **DN6.4.2**

Any member shall have the right to appeal to the Board of Directors from any such decision of the President or from any action by the auditors or management affecting such member.

## **DN7.0 - MEETINGS**

### **Membership**

### **DN7.1.1**

The annual meeting of the members of the Corporation shall be held in May at a time and place designated by the Board of Directors.

### **DN7.1.2**

Not less than ten nor more than fifty days written notice shall be given to all members having the right to vote. The meeting notice shall list, in addition to other pertinent information, the slate of directors to be voted upon for election, and the text of any proposed amendments to the Bylaws or Certificate of Incorporation.

### **DN7.2**

Special meetings of the Corporation may be called by the Chairperson of the Board, or shall be called by the Chairperson upon written request of at least seven members of the Board of Directors, or at least 10% of the members having the right to vote. Not less than ten or more than forty days written notice shall be given of such special meetings. The notice shall state specifically the purpose for which the special meeting is called.

### **DN7.3.1**

Each Advertiser and Advertising Agency member shall have one vote.

### **DN7.3.2**

Each Publisher member shall have one vote for each magazine membership maintained in accordance with Section C2.6.1 of these Bylaws.

### **DN7.3.3**

Members of the associate class shall not be entitled to a vote.

### **DN7.3.4**

Votes may be exercised by the registered representative or agent of a member either in person or by proxy.

### **DN7.4**

It shall be the duty of the President to receive, analyze and report to the Chairperson of the Board upon the credentials of all members claiming the right to vote at meetings; whether in person or by proxy.

### **DN7.5**

The proxy of a member must be executed by a duly authorized officer of a corporate member, or partner of a partnership member, or the owner in case of an individual ownership member.

### **DN7.6**

Any member in arrears to the Corporation or on probation, shall not have the right to vote at any meeting of the Corporation until such arrears have been paid or the probation has been terminated.

### **DN7.7**

At any meeting of the Corporation, 10% of the members of each class having voting rights shall constitute a quorum. A majority vote of those present, in person or by proxy, shall decide all questions except as otherwise specified in the Bylaws.

## **Board of Directors**

### **DN7.8**

The Board of Directors shall hold two regular meetings a year inclusive of the annual meeting. The annual meeting shall be held immediately following the adjournment of the annual meeting of the Corporation.

### **DN7.9**

Special meetings of the Board of Directors shall be held upon the call of the Chairperson of the Board, or upon the written request of seven members of the Board.

### **DN7.10**

Not less than four days written notice of any meeting shall be given to all Directors. The notice shall state specifically the purpose for which the meeting is called.

### **DN7.11**

Eleven members of the Board of Directors shall constitute a quorum of the Board.

#### **DN7.12**

Any Director absent without good cause from four consecutive meetings of the Board, may be dropped from membership of the Board by a vote of the Board.

#### **DN7.13**

Directors' meetings may be held within or outside of the State of New York.

### **DN8.0 - MEMBERSHIP RESIGNATION**

#### **DN8.1**

A member may resign at any time contemporaneous with or subsequent to their submission of a written resignation, provided such member is not indebted to the Corporation and subject to the conditions set forth in the following sections.

#### **DN8.2**

A publisher member's resignation shall not be accepted nor, in any event, become effective until all outstanding circulation statements with the Corporation have been audited and approved by the Corporation. This provision shall not apply to magazines which have ceased to publish.

#### **DN8.3**

A publisher member's resignation shall not be accepted if there is any outstanding unpaid dues or indebtedness to the Corporation.

#### **DN8.4**

Resignation of membership shall operate as a release of all right, title, or interest in the property and assets of the Corporation, and to any right to have the services of the Corporation, and shall automatically and immediately bar such resigning member from the use of the name of the Corporation, any of its audit reports and statements, or its forms and insignia, and from publishing or causing to be published any statement or inference that it is still a member of the Corporation.

#### **DN8.5.1**

If a member resigns after the annual dues have been paid, there shall be no rebate on any part of said annual dues.

#### **DN8.5.2**

If a member resigns after the annual dues have become due and payable without having paid said annual dues, the member shall remain liable for the same.

#### **DN8.6**

Resignation of membership bars the resigned member's right to use of the membership certificate.

**DN8.7**

A member shall be liable for their annual dues until the written resignation of said member is accepted and approved by the Board of Directors.

**DN8.8**

A notice announcing the resignation of a member shall be published and distributed to the members and to such other organizations as the Board of Directors may authorize.

**DN9.0 - PUBLICITY RULES VIOLATIONS****DN9.1.1**

A complaint charging a publisher with a violation of Sections C2.16.1 and C2.16.2 of these Bylaws or of a Publicity Rule, may be initiated by any member, manager, officer, or the President of the Corporation.

**DN9.1.2**

Complaints shall be initiated and processed in accordance with the rules promulgated by the Board of Directors. These rules shall be incorporated in the "Rules of the Corporation" governing publicity.

**DN9.2.1**

The President shall have all complaints investigated without delay and shall, if warranted in the President's judgment, attempt to resolve the complaint in-formally.

**DN9.2.2**

It shall be the duty of a member to cooperate fully in any such investigation including, if necessary, making all pertinent records available for such investigation.

**DN9.2.3.1**

If the complaint is not settled informally, the President shall determine whether or not a violation of the publicity rules has occurred and what action, if any, shall be taken. By way of illustration and not limitation, the President may direct that a bulletin to the membership be issued or that the publisher discontinue the dissemination of or modify the item about which the complaint was made.

**DN9.2.3.2**

If the President decides that no violation has occurred, the President shall advise all parties to the matter in writing. The President's decision shall be final unless a member appeals, in writing, to the Publicity Policies Subcommittee within five business days from the receipt of the President's decision in which event, the complaint shall be further processed as provided hereafter. If a member does not file an appeal within the time limit specified, no further action shall be taken.

### **DN9.2.3.3**

If the President decides that a violation has occurred, the President shall, in writing, advise the member against whom the complaint was made of the decision and shall include with the decision a copy of any bulletin to be issued to the membership. The President's decision shall be final unless the member against whom the complaint has been made appeals in writing to the Publicity Policies Subcommittee of the Executive Committee within five business days from the date of the receipt of the President's decision, in which event, the complaint shall be further processed as provided hereafter.

### **DN9.3**

In the event an appeal is taken from the President's decision, the President shall present all of the facts pertaining to the alleged violation to the Publicity Policies Subcommittee of the Executive Committee, and by vote of the majority of its members, the Publicity Policies Subcommittee of the Executive Committee shall have the authority to affirm, disaffirm or modify the decision of the President and its decision and determination shall be final.

### **DN9.4**

Any bulletin issued to correct the record with respect to Publicity Rules Violations shall have printed thereon the following legend:

*"This bulletin is issued to correct the record and does not constitute an official censure as provided in Section C10.0 of the Bylaws."*

### **DN9.5**

The issuance of a bulletin to correct the record shall not preclude or be in lieu of any action by the Executive Committee or Board of Directors under Section C10.0 of these Bylaws with respect to the violation. In every case in which a bulletin to correct the record is released, the case shall be reviewed by the Executive Committee at its next meeting to determine whether further action shall be taken under Section C10.0 of the Bylaws.

## **DN10.0 - OFFENSES AND PENALTIES**

### **DN10.1**

A member found guilty of any of the offenses listed hereafter may be censured, placed on probation or expelled.

#### **DN10.1.1**

Failing to file circulation statements as required by the Rules.

#### **DN10.1.2**

Filing a false or fraudulent circulation statement with the Corporation.

**DN10.1.3**

Refusing to allow an auditor of the Corporation full access at any time to all records as provided by the Bylaws and Rules, and refusing an auditor of the Corporation the right to take records to the office of the Corporation for further analysis and review.

**DN10.1.4**

Failing to pay dues or other indebtedness as required by the Bylaws.

**DN10.1.5**

Violating any Bylaw or Rule of the Corporation.

**DN10.1.6**

Violating any agreement made with the Corporation.

**DN10.1.7**

Making false, fraudulent or misleading statements as to circulation, distribution or coverage.

**DN10.1.8**

Dishonest, fraudulent or dishonorable conduct in dealing with the Corporation.

**DN10.1.9**

Any act deemed by the Board of Directors to be detrimental to the interests or the welfare of the Corporation and the publishing industry.

**DN10.1.10**

Conduct not in harmony with or in violation of honest publishing ethics.

**DN10.2.1**

Should any member file charges against any other member, or should any officer, director or the President have reason to believe that any member has been guilty of any offense enumerated in the Bylaws, the President shall cause an investigation to be made without delay.

**DN10.2.2**

It shall be the duty of a member to cooperate fully in any such investigation including, if necessary, making all its records available for such investigation.

**DN10.3**

If, in the opinion of the President, no offense enumerated in the Bylaws has occurred, the President shall so notify the complaining member, and no further action shall be taken. If the complaining member is still of the opinion that an offense has occurred, they may appeal to the Executive Committee.

#### **DN10.4.1**

If in the opinion of the President an offense has occurred, the President shall have served upon the member involved a copy of the complaint made against them.

#### **DN10.4.2**

The complaint shall be served upon the member either personally, by leaving the same at the member's business address as registered with the Corporation during business hours, or by mailing it to said member at its business address by mail or courier.

#### **DN10.4.3**

Said member shall have ten days, or such further time as the President may grant, from the date of the service of the complaint or charges to answer the same. The answer shall be in writing signed by the accused member.

#### **DN10.4.4**

All decisions of the Executive Committee and of the Board of Directors with respect to any complaint made against a member, shall be served on such member, in writing, either personally, by mail or courier, directed to the member's address as registered with the Corporation, and the date when personal service is made or when the mail or courier package is signed for at the place of business of the member, shall be the date which shall start the time to appeal running, as provided to hereinafter.

#### **DN10.5.1**

The Executive Committee at a regular or special meeting subsequent at the close of the ten-day period in which the answer was due, shall proceed to consider the charge or charges and make its decision. Ten day's written notice of such meeting shall be sent to the accused member. The accused member shall be entitled to be present at the meeting and shall be permitted to examine or cross-examine any witnesses produced before the Executive Committee, or to present such testimony, defense or explanation as they may have.

#### **DN10.5.2**

The Executive Committee, by the affirmative vote of the majority of the members of the Committee present at a duly constituted meeting, shall have the authority to determine:

##### **DN10.5.2.1**

Whether a member has been guilty of any of the offenses enumerated herein.

##### **DN10.5.2.2**

The penalty to be imposed on such members.

### **DN10.5.3**

In all cases where the Executive Committee finds the accused member guilty and imposes the penalty of censure, its decision shall be final and enforced immediately.

### **DN10.5.4**

A bulletin announcing the censure of a member may be published and distributed to the members and such other organizations as the Executive Committee may authorize in its discretion.

### **DN10.5.5**

In all cases where the Executive Committee finds the accused member guilty, and imposes the penalty of probation or expulsion, its decision shall neither become final nor publicized nor enforced until 15 days after service of its written decision upon the accused member as provided hereafter.

### **DN10.5.6**

The accused member, if placed on probation or expelled by the Executive Committee, shall have the right to file an appeal in writing, with the President, requesting that the Board of Directors review the decision of the Executive Committee. Such written appeal must be filed with the President no later than 14 days after service of the decision of the Executive Committee on said member, or within such extended period as may be granted by the Executive Committee.

Should the written appeal be filed in the time provided herein, the decision of the Executive Committee shall not be final but the Board of Directors shall review the decision of the Executive Committee at its next regular or special meeting held after the receipt of the Notice of Appeal. The Board of Directors shall have the power to affirm or disaffirm in whole or in part, the decision of the Executive Committee, and its decision shall become final immediately.

### **DN10.5.7**

The affirmative vote of the majority of all members of the Board of Directors, present at a duly constituted meeting, shall be required to confirm the penalty of probation or expulsion from membership.

### **DN10.5.8**

The Board may, at its own discretion, permit the accused member to be present at the meeting at which the decision of the Executive Committee is reviewed. In any event, both the accused and the complainant shall have the right to submit additional documentary evidence or written arguments to the Board for its consideration in reviewing the decision of the Executive Committee on the appeal of the accused member.

### **DN10.6**

Should a member be found guilty of an offense and placed on probation as provided above, the Executive Committee, or the Board of Directors in the event it reviews the decision of the Executive Committee, may impose such conditions upon the member as the Executive Committee and/or the Board of Directors may, in their decision, determine to be necessary.

#### **DN10.7.1**

Should a member be expelled, such expulsion shall be a complete bar to all right, title or interest in the property and assets of the Corporation and to any right to have the services of the Corporation, and shall automatically and immediately bar such expelled member from the use of the name of the Corporation, and any of its audit reports and statements, its forms and insignia, and from publishing or causing to be published any statement or inference that it is still a member of the Corporation.

#### **DN10.7.2**

Should a member be expelled after the annual dues have been paid, there shall be no rebate of any part of said annual dues.

#### **DN10.7.3**

Should a member be expelled after the annual dues become due and payable without having paid such annual dues, the member shall remain liable for the same. In no event, however, shall a publisher member be liable for any auditing charges, unless an audit has actually been made.

#### **DN10.7.4**

The member is barred from using the membership certificate or replacement certificate or any replacement certificate issued.

#### **DN10.7.5**

A bulletin announcing the expulsion of a member shall be published in print and/or by email, and/or posted on BPA's web site for a period of six months, and/or in such other manner as the Board may authorize. The bulletin shall be distributed to the members and to such other organizations as the Board of Directors may authorize.

#### **DN10.8**

Any member expelled from the Corporation shall not be barred from becoming a member again, but shall be required to apply for new membership and shall be subject to all the requirements of an applicant for new membership. In the case of a publisher member, this provision shall apply to any successor to the expelled member's interest in the magazine.

#### **DN11.0 - AMENDMENTS**

These Bylaws shall remain in full force and effect until repealed or amended by the Board of Directors. However, no repeal or amendment of the Bylaws, in whole or in part, shall be effective unless ratified by two-thirds of the votes cast by the members entitled to vote thereon.