

BYLAWS

BPA Worldwide – March 2019

B1.0 OBJECTS

B1.1 The objects of BPA Worldwide shall be:

B1.1.1...to develop audit or compliance standards with which member properties, products or services shall comply;

B1.1.2...to develop procedures and specify records necessary for compliance with the standards of the Corporation or of other, organizations and assurance of members' reporting thereof;

B1.1.3...to apply those procedures and review of specified records to determine compliance with the referenced standards;

B1.1.4...to assure proper reporting of data and metrics thereof and to report thereon to the members and their industries/stakeholders;

B1.1.5...to develop, promote and implement programs for the continuing education and improvement of members' compliance with referenced standards and proper reporting thereof;

B1.1.6...to provide consultation, guidance and advice to members with respect to practices, procedures and records for complying with referenced standards of the Corporation or of others;

B1.1.7...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 Corporation.

B1.2 In implementation of Section B1.1 of this section, the Corporation is:

B1.2.1...to do in general all things permitted by law to advance the welfare of its members;

B1.2.2...to issue standardized auditor declarations for all engagements for members;

B1.2.3...to issue standardized reports on members' properties, products, or services;

B1.2.4...to ascertain accuracy in members' claims by means of auditor's examinations of any and all records considered by the Corporation to be necessary;

B1.2.5...to verify figures shown in the members' claims through periodic examinations and to publish results periodically in a report made by a representative of the Corporation of each member; and

B1.2.6...to disseminate pertinent data concerning its members for the benefit of the industry.

B2.0 - MEMBERSHIP

B2.1 Eligibility and Transferability

B2.1.1 There shall be the following four classes of membership:

- Marketers
- Advertising Agencies
- Media Providers
- Associates

B2.1.1.1 Marketer members shall be defined as companies that market or advertise properties, products, or services and are interested in third-party verification and assurance of either the media properties in which they advertise, or that their own properties, products, or services perform or conform to a standard.

B2.1.1.2 Advertising Agency members shall be defined as any individual or entity that conducts an advertising agency or media buying service.

B2.1.1.3 Media Provider members shall be defined as companies providing access to audiences in print, in person, online or in any other format.

B2.1.1.4 Associate members shall be defined as any individual or entity that supplies the industry and may utilize data or services from the Corporation in doing so.

B2.1.2 Any marketer, advertising agency or media provider as defined by the Standards of the Corporation, or any other organization legitimately requiring compliance information, shall be eligible for membership.

B2.1.3 No media provider otherwise eligible to membership shall be admitted to membership except as a media provider member.

B2.1.4 Applicants may be admitted into membership upon successful completion of the audit or compliance engagement service for which they have applied.

B2.1.5 Any individual, firm or corporation, owning, publishing, controlling or distributing more than one property, product or service to be verified or assured must have a separate membership for each property, product or service in order to obtain membership benefits for each.

B2.1.6 Marketers and advertising agencies seeking verification or assurance of the media properties in which they advertise, may, in addition to, or in lieu of, one overall company membership, 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 Standards promulgated by the Board of Directors.

B2.2 Application for and Acquisition of Membership Status

B2.2.1 Application for membership shall be made on forms provided by the Corporation. The applicant shall agree to abide by the Bylaws and Standards of the Corporation and all amendments and additions that may be made to them.

B2.2.2 Whenever reference is made in the Bylaws and in the Standards to a member, the provision of the Standards and Bylaws shall apply equally to applicants for membership.

B2.2.3 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.

B2.2.4 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.

B2.2.5 A membership certificate showing the date of admission to membership shall be issued to each member. A replacement certificate may be issued in case of loss or destruction of such membership certificate. A fee for the replacement will be determined by the board from time to time.

B2.2.6 Termination of membership shall immediately bar the former member from claiming membership.

B2.3 Obligations of Membership and Standards of Conduct

B2.3.1 Members shall pay their charges within thirty calendar days of receipt of a bill from the Corporation.

B2.3.2 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 Standard, 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 corporation's staff time, postage, printing, supplies and reasonable attorney's fees.

B2.3.3 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.

B2.3.4 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 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.

B2.3.5 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 provided for in the Bylaws and Standards.

B2.3.8 All actions or proceedings brought against the Corporation by a member shall be brought only in a court located in New York City.

B2.3.9 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.

B2.3.10 A member having a product, property or service verified or assured shall be responsible for the accuracy and validity of all claims, figures, and marketing material disseminated by it or on its behalf regarding those products, properties or services, whether or not any reference, direct, indirect or implied, is made to the Corporation.

B3.0 DUES AND CHARGES FOR SERVICES

B3.1 *All Members* – Dues and charges for services to all forms of membership are set by the Board of Directors. All fees are payable in advance. Each member will receive a membership certificate, and have one vote.

B3.2 If an engagement is to be charged based on time, the allotment of time for such engagement shall be set by the Chief Executive Officer subject to review by the Board of Directors.

B3.3 Any and all additional time required to complete an engagement, beyond the allotment, shall be charged at an hourly rate set by the Board of Directors.

B3.4 All travel costs and out of pocket expenses related to the engagement shall be paid by the member or applicant.

B3.5 Should a member fail to pay any invoice rendered them by the Corporation and said invoice remains unpaid ninety calendar days after it is rendered, services shall be suspended, and the Chief Executive Officer shall have the authority to automatically terminate membership. All provisions of Sections B9.2.1 through B9.2.5 shall apply to said member.

B4.0 - BOARD OF DIRECTORS

B4.1 The control and management of the Corporation shall be vested in a Board of Directors consisting of twenty-three 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.

B4.2 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.

B4.3 Directors shall be elected by the members of the Corporation at each annual meeting thereof.

B4.4 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 Director shall stand for election in accordance with the procedure for the election of directors provided for herein.

B4.5 The Board of Directors shall consist of:

Twelve advertiser agency and marketer members, with at least five of each class.

Eleven media provider members

Representation on the board of directors of members based in Canada shall be proportional to the overall membership. This representation shall be filled by any class of membership and shall be comprised of directors based in Canada or based elsewhere but with direct responsibility for Canadian marketing expenditures.

Director Emeritus as provided in Section B5.0.

B4.6 Directors shall nominate candidates to succeed Directors whose terms will expire on the annual meeting date. Such nominations must be made at least ten calendar 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.

B4.7 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. Such written nominations must be filed with the Chief Executive Officer not less than fifteen calendar days prior to the annual meeting, and written notice of such nominations shall be sent to the members no less than ten calendar days prior to the annual meeting.

B4.8 After the slate of nominees for election as Directors, referred to in Sections B4.6 and B4.7 above, has been presented to the members at the annual meeting, any member may nominate candidates to succeed the Directors whose terms will expire at the annual meeting date.

B4.9 After all nominations for election of Directors have been presented, the voting members shall vote on their election.

B4.10 The Board of Directors shall have the power to make and enforce such Standards as it deems necessary for the fulfillment of the objects of the Corporation and for its proper operation and conduct. Such Standards shall remain in full force and effect until rescinded by the Board of Directors.

B4.11 Executive Committee

B4.11.1 The Board of Directors shall create an Executive Committee composed of the Chairperson of the Board, the 1st Vice Chairperson, the 2nd Vice Chairperson, the Secretary, the Treasurer, the Assistant Treasurer, the Chief Executive Officer, three additional marketer, advertising agency and media provider members, and the retiring Chairperson of the Board, if any, who shall not be eligible to serve more than one year after completion of the allowed two consecutive terms as a Chair (see B5.4.3)

B4.11.2 Representation on the Executive Committee of members based in Canada shall be proportional to the overall membership. This representation shall be filled by any class of membership and shall be comprised of directors based in Canada or based elsewhere but with direct responsibility for Canadian marketing expenditures.

B4.11.3 The Executive Committee shall have such powers and authority as shall be determined by the Board of Directors.

B4.12 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.

B4.13 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 proceedings of the Board or Committee.

B4.14 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.

B5.0 - ELECTIVE OFFICERS

B5.1 The elective officers of the Corporation shall consist of a Chairperson of the Board, a 1st Vice Chairperson, a 2nd 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.

B5.2 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.

B5.3 Only Marketer or Advertising Agency members or their registered agents or representatives shall be eligible for the offices of Chairperson of the Board, 1st Vice Chairperson, and 2nd Vice Chairperson.

B5.4 Chairperson

B5.4.1 The Chairperson of the Board shall not serve for more than two consecutive terms.

B5.4.2 In the event the Chairperson is permanently incapacitated or unable to perform their duties, the Board shall elect a new Chairperson.

B5.4.3 In the event the termination of the Chairperson's term of office as a 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.

B5.4.4 The Chairperson of the Board shall be the presiding officer at all meetings of the Corporation and of the Board of Directors.

B5.4.5 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.

B5.4.6 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.

B5.5 The 1st Vice Chairperson and 2nd 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.

B5.6 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.

B5.7 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 each Board meeting, 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.

B5.8 The Assistant Treasurer shall perform the duties of the Treasurer in the absence or temporary incapacity of the Treasurer to act.

B5.9 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.

B6.0 - ADMINISTRATIVE OFFICERS

B6.1 The Board of Directors shall appoint a Chief Executive Officer of the Corporation. The Board of Directors may appoint one or more other executive officers

B6.2 The CEO and other executive officers shall not be members of the Board of Directors and need not be members of the Corporation.

B6.3 The Executive Committee shall fix the remuneration of the CEO.

B6.4 Chief Executive Officer

B6.4.1 The Chief Executive Officer shall be responsible to the Board of Directors and be subject to its control, direction and supervision.

B6.4.2 The CEO shall direct the operations of the Corporation; interpret and enforce the Standards 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.

B6.4.3 The CEO 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.

B6.5 Other executive officers, under the supervision of the Chief Executive Officer, shall perform such functions and duties as are determined by the CEO.

B6.6 Any question as to the interpretation or application of the Bylaws or Standards of the Corporation shall be resolved by the CEO. In the event any situation arises which is not covered specifically by the Bylaws or Standards, it shall be resolved by the CEO, whose decision shall be final, subject to the members' right of appeal.

B6.7 Any member shall have the right to appeal to the Board of Directors from any such decision of the CEO or from any action by the auditors or management affecting such member.

B7.0 - MEETINGS

B7.1 Membership Meetings

B7.1.1 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.

B7.1.2 Not less than ten, nor more than fifty, calendar 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.

B7.1.3 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 nor more than forty calendar days written notice shall be given of such special meetings. The notice shall state specifically the purpose for which the special meeting is called.

B7.1.4 Each member shall have one vote for each property, product or service membership maintained in accordance with Section B2.1.6 of these Bylaws.

B7.1.5 Members of the associate class shall not be entitled to a vote.

B7.1.6 Votes may be exercised by the registered representative or agent of a member either in person or by proxy.

B7.1.7 It shall be the duty of the Chief Executive Officer 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.

B7.1.8 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.

B7.1.9 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.

B7.1.10 At any meeting of the Corporation, 10% of the members 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.

B7.2 Board of Directors Meetings

B7.2.1 The Board of Directors shall hold two regular meetings a year. One meeting shall be held immediately following the adjournment of the annual meeting of the Corporation.

B7.2.2 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.

B7.2.3 Not less than four calendar 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.

B7.2.4 Eight members of the Board of Directors shall constitute a quorum of the Board.

B7.2.5 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.

B7.2.6 Directors' meetings shall be held within or outside of the State of New York.

B8.0 - MEMBERSHIP RESIGNATION

B8.1 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.

B8.2 A member's resignation shall not be accepted nor, in any event, become effective until all of that member's outstanding reports with the Corporation have been audited and approved by the Corporation. This provision shall not apply to properties, products or services that cease to exist.

B8.3 A member's resignation shall not be accepted if there are any outstanding unpaid dues or indebtedness to the Corporation.

B8.4 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.

B8.5. Upon a member's resignation, all prepaid amounts shall be earned by the Corporation for the services and assets of the Corporation used since the date of the last audit performed.

B8.6 Resignation of membership bars the resigned member's right to use of the membership certificate.

B8.7 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.

B8.8 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.

B9.0 - OFFENSES AND PENALTIES

B9.1 A member found guilty of any of the offenses listed hereafter may be censured, placed on probation or expelled:

B9.1.1 Failing to file reports or other required claims as required by the Standards.

B9.1.2 Filing a false or fraudulent report or other claim with the Corporation.

B9.1.3 Refusing to allow staff of the Corporation full access at any time to all records as provided by the Bylaws and Standards, and refusing staff of the Corporation the right to take records to the office of the Corporation for further analysis and review.

B9.1.4 Failing to pay dues or other indebtedness as required by the Bylaws.

B9.1.5 Violating any Bylaw or Standard of the Corporation.

B9.1.6 Violating any agreement made with the Corporation.

B9.1.7 Making false, fraudulent or misleading statements as to compliance, circulation, distribution or coverage.

B9.1.8 Dishonest, fraudulent or dishonorable conduct in dealing with the Corporation.

B9.1.9 Any act deemed by the Board of Directors to be detrimental to the interests or the welfare of the Corporation and the industry which the Corporation serves.

B9.1.10 Conduct not in harmony with or in violation of honest ethics.

B9.2.1 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.

B9.2.2 Should a member be expelled after fees have been prepaid, all prepaid amounts shall be earned by the Corporation for the services and assets of the Corporation used since the date of the last audit performed.

B9.2.3 The member is barred from using the membership certificate or replacement certificate or any replacement certificate issued.

B9.2.4 A bulletin announcing the expulsion of a member shall be published in print and/or by email, and/or posted on BPA's website for a period of six months, and/or in such other manner as the Board may authorize.

B9.2.5 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 member availing verification or assurance services, this provision shall apply to any successor to the expelled member's interest in the property, product or service.

B10.0 - AMENDMENTS

B10.1 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.

B10.2 From time-to-time technical corrections or other edits to bylaws or standards may become necessary to correct a printing error, amplify, clarify, or otherwise bring bylaws and/or standards into conformance with current industry terms and vernacular. In these cases, the Corporation staff is authorized to amend the Corporation bylaws and/or standards provided that the spirit or intent of the bylaw and/or standard is not altered, the board of directors is given 30 calendar days notice of such changes and no directors are in opposition to the change within that 30 day period.

B11.0 – LEGAL MATTERS

B11.1 Severability If any term or provision of these bylaws is held to be void or unenforceable, such term or provision, at the option of the Corporation, shall be deemed omitted and these bylaws with such terms or provision omitted shall remain in full force and effect.

B11.2 Compliance with Law All members shall have exclusive responsibility to abide by all national, federal, state, provincial and any other governing law. No bylaw, standard, policy, or practice of the Corporation shall be construed as requiring a member to take any action that conflicts with any governing law. The Corporation shall have no obligation to issue statements of data or other metrics that do not comply with governing laws and the Corporation's bylaws, standards, policies and practices.