
MPA

BY-LAWS

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BY-LAWS

ARTICLE I

DEFINITIONS

1.1 **DEFINITIONS.** For the purpose of these By-laws, the following terms are defined as follows:

- (a) “Business Entity” or “Business Entities” shall include individuals, partnerships, corporations and business organizations in any form.
- (b) “Magazine” or “Magazines” shall refer to branded, edited content generally supported by advertising and delivered in print or other forms.
- (c) “U.S. Magazines” shall mean Magazines that are primarily distributed in the United States or U.S. editions of Foreign Magazines, which editions are primarily distributed inside the United States.
- (d) “Foreign Magazines” shall mean Magazines that are primarily distributed outside the United States.

ARTICLE II

MEMBERSHIP

2.1 **DOMESTIC MEMBERS.** Domestic Members of the Association shall consist of Business Entities that publish one or more U.S. Magazines. When a Business Entity is controlled by another Business Entity that qualifies as a Domestic Member, only the controlling Business Entity shall qualify as the Domestic Member. Admission to domestic membership shall be determined by majority vote of the Board of Directors.

2.2 **INTERNATIONAL MEMBERS.** International Members of the Association shall

consist of Business Entities located outside the United States that publish one or more Foreign Magazines. Admission to international membership shall be determined by majority vote of the Board of Directors. International Members shall not be entitled to vote or hold office in the Association.

2.3 **ASSOCIATE MEMBERS.** Associate Members of the Association shall consist of Business Entities that generate revenue from the sale of goods or services to the magazine industry. Publishers of U.S. Magazines or Foreign Magazines are not eligible to become Associate Members. Admission to associate membership shall be determined by a majority vote of the Board of Directors. Associate Members shall not be entitled to vote or hold office in the Association.

2.4 **RESIGNATION OF MEMBERSHIP.** Any member may resign its membership in the Association by submitting a written resignation to the President. Resigning members shall be liable to pay the Association dues and assessments pro rated through the date of the member's resignation.

2.5 **REMOVAL OF MEMBERSHIP.**

(a) Any member may be removed from the Association by a majority vote of the Board of Directors for nonpayment of dues, nonpayment of any assessment, or for conduct unbecoming a member as determined by the Board of Directors in its sole discretion.

(b) Prior to removal, the member shall receive written notice of the grounds for removal and be afforded a full and fair opportunity to be heard before a decision is rendered by the Board of Directors.

ARTICLE III

MEETINGS OF DOMESTIC MEMBERS

- 3.1 **ANNUAL MEETING.** The annual meeting of Domestic Members shall be held on such date, at such time and at such place designated by the Board of Directors for the purpose of the election of officers and directors and for such other business as may be properly brought before the meeting.
- 3.2 **SPECIAL MEETINGS.** The Chairman or a majority of the Board of Directors may call a special meeting of the Domestic Members at any time. Such meetings may also be convened upon the written demand of the Domestic Members entitled to cast at least ten per cent (10%) of the total number of votes entitled to be cast at such meeting, which demand shall state the date of such meeting which shall not be less than two nor more than three months from the date of such written demand. Upon receiving the written demand, the Secretary of the Association shall promptly give notice of such meeting or, if the Secretary fails to do so within five business days thereafter, any Domestic Member signing such demand may give such notice. Any such call or demand shall state the purpose or purposes of the proposed meeting.
- 3.3 **NOTICE.** A notice of every meeting stating the date, time and place of the meeting (and, unless it is the annual meeting, indicating that it is being issued by or at the direction of the person or persons calling the meeting) shall be e-mailed or mailed first class, postage prepaid, not less than ten (10) nor more than fifty (50) days before such meeting or delivered personally to the registered voting representative of each Domestic Member. Notice of meeting need not be given to any Domestic Member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The

attendance of any Domestic Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

3.4 **QUORUM.** The presence, in person or by proxy, of at least ten percent (10%) of all Domestic Members shall constitute a quorum for the transaction of any business at any meeting of Domestic Members.

3.5 **VOTING REPRESENTATIVES; PROXIES.** Every Domestic Member shall register with the Association the name of one voting representative. Every registered voting representative of a Domestic Member shall be entitled to vote at any meeting of Domestic Members provided that the Domestic Member appears in good standing on the books of the Association for ten (10) days immediately preceding the meeting. Every registered voting representative may designate a proxy to vote or act on behalf of him or her at any meeting of Domestic Members. Every proxy must be in writing and executed by the registered voting representative. No proxy shall be valid after the expiration of three (3) months from the date thereof. Any proxy may be revoked in writing by the registered voting representative prior to any meeting of Domestic Members.

3.6 **VOTING.** Every Domestic Member, through its registered voting representative or through its designated proxy, shall be entitled to one vote on each matter submitted to a vote at any meeting of Domestic Members. Directors shall be elected by a majority of affirmative votes cast at the annual meeting of Domestic Members. Any other Association actions submitted to vote of the Domestic Members shall be authorized by a majority of affirmative votes cast at any meeting of Domestic Members.

3.7 **ANNUAL REPORT.** The Board shall present at the annual meeting of Domestic

Members a report, verified by the President and Treasurer or by a majority of the directors, or certified by an independent public or certified public accountant selected by the Board, showing: (1) the assets and liabilities, including the trust funds, of the Association as of the end of the preceding fiscal year terminating not more than six months prior to said meeting; (2) the principal changes in assets and liabilities during said fiscal year; (3) the revenue or receipts of the Association, both unrestricted and restricted to particular purposes, during said fiscal year; (4) the expenses and disbursements of the Association, for both general and restricted purposes during said fiscal year; and (5) the number of Domestic Members of the Association as of the date of the report, together with a statement of increase or decrease in such number during said fiscal year and a statement of the place where the names and places of residence of the current Domestic Members may be found. The annual report shall be filed with the records of the Corporation and entered in the minutes of the proceedings of the annual meeting of Domestic Members.

ARTICLE IV

BOARD OF DIRECTORS

- 4.1 **POWER OF BOARD.** The Board of Directors shall be responsible for the management, control and disposition of the affairs, property and funds of the Association.
- 4.2 **HOW CONSTITUTED.** The Board of Directors shall consist of not more than thirty six (36) nor less than fifteen (15) directors, as determined by resolution of the Board from time to time. Directors shall serve a term of three (3) years and may be re-elected to serve successive terms. Directors shall be divided into three classes for the purpose of staggering their terms, each class of which shall consist of approximately one third (1/3)

of the total number of directors. At each Annual Meeting of the Domestic Members, one class of directors will be elected to hold office until the third ensuing Annual Meeting.

Newly created directorships or any decrease in the number of directors shall be so apportioned among the classes as to make all classes as nearly equal in number as possible.

4.3 **BOARD MEMBER QUALIFICATIONS.** Directors must be senior executives who hold primary responsibility for the magazine operations of a Domestic Member (“Member Senior Executive”). An individual’s position as a director of the Association shall be coterminous with his or her employment as a Member Senior Executive. In the event that the director is no longer a Member Senior Executive, that individual will no longer be a member of the Board of Directors. The Board of Directors shall have authority to grant exceptions to this rule. No more than one individual employed by each Domestic Member shall serve on the Board of Directors, except that no more than two (2) individuals may serve on the Board of Directors who are employed by Time Inc., Hearst Magazines, Advance Publications and Meredith Corporation or their successor corporations. The Chairman of the MPA Independent Magazine Advisory Group (“MPA IMAG”) shall serve as an ongoing director.

4.4 **ADVISORY DIRECTOR.** The Board of Directors may elect up to five (5) advisory directors for renewable one-year terms. An advisory director must be a former director of the Association and a current employee of a Domestic Member. Advisory Directors shall be entitled to participate in Board meetings but shall not be entitled to hold office, vote or be counted for quorum purposes.

4.5 **VACANCIES.** Vacancies on the Board of Directors may be filled by majority vote of

the Board present at any meeting at which there is a quorum or by the Domestic Members at any Annual Meeting or Special Meeting. A director chosen to fill a vacancy by the remaining directors shall hold office only until the next Annual Meeting of Domestic Members, at which time, if the vacancy be in a class the term of which extends beyond such Annual Meeting, the Domestic Members by vote shall fill the vacancy for the remainder of the term.

4.6 **REMOVAL OF DIRECTORS.** Any director may be removed for cause or without cause by vote of the Domestic Members. Any director may be removed for cause by action of the Board, provided there is a quorum present at the meeting of directors at which such action is taken. For the purposes of this Section, “cause” shall be defined as conduct that is either illegal or grossly irresponsible under the circumstances.

4.7 **PROCEDURES.** The Board may adopt such procedures, rules and regulations for the conduct of its meetings and the management of the Association as it may deem reasonable and proper, provided that such procedures, rules and regulations are not inconsistent with these By-laws or federal, state or local law.

4.8 **MEETINGS; QUORUM.** There shall be four (4) regular meetings of the Board each year. The Chairman may call special meetings of the Board at any time. The time and place of all Board meetings shall be fixed by the Chairman or the Chairman’s designee, and notice thereof shall be e-mailed or mailed first class, postage pre-paid, to all directors at least five (5) days prior to any meeting. The presence of at least ten (10) directors shall constitute a quorum for any Board meeting. Notice of a meeting need not be given to any director who submits a signed waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the

lack of notice.

4.9 **EXECUTIVE COMMITTEE.** There shall be an Executive Committee of the Association, consisting of the Chairman, Vice Chairman, Immediate Past Chairman (if he or she remains on the Board), Secretary, Treasurer and not less than one (1) nor more than eleven (11) other directors elected by a majority vote of the entire Board present at a meeting at which there is a quorum. The Executive Committee shall not exceed a total of fifteen (15) individuals. Subject to each member's continued membership on the Board, Executive Committee members shall serve for a term of one year and may be re-elected for additional successive one year terms. Vacancies on the Executive Committee shall be filled by a majority vote of the directors present at a meeting at which there is a quorum. The Executive Committee shall have and may exercise during the intervals between the meetings of the Board all the powers vested in the Board, except the power to set the dues rate for Domestic Members; impose an assessment on Domestic Members; fill vacancies on the Board of Directors, the Executive Committee or any other committee; fix compensation of any directors for serving on the board or any committee; remove any directors from office; and amend these By-laws. The Board may direct that the Executive Committee prepare and submit to the Board for its consideration and approval an annual budget of projected necessary expenditures and the amount of dues necessary to meet the expenditures for each fiscal year. In addition, the Board may confer or impose upon the Executive Committee from time to time other assignments or duties. The Chairman of the Board shall preside at all meetings of the Executive Committee. In the absence of the Chairman, one of the other officers of the Board shall preside in the following order: Vice Chairman, Immediate Past Chairman, Secretary and Treasurer. A

majority of the members of the Executive Committee shall constitute a quorum and a majority vote of the members of the Executive Committee present at any meeting shall be required for any committee action. The Executive Committee may adopt procedures, rules and regulations for the conduct of its meetings and the management of the affairs of the Association that are not inconsistent with these By-laws and all applicable laws. The Executive Committee shall keep minutes of its meetings and shall report to the Board all actions taken by the Executive Committee between regular meetings of the Board.

4.10 **MEMBERSHIP COMMITTEE.** There shall be a Membership Committee of no less than three (3) nor more than five (5) members of the Board, including the Chairman, Vice Chairman, Immediate Past Chairman (if he or she remains a Board member) and such other Board members as may be appointed by the Board. The members of the Committee shall serve for a term of one year and may be re-elected for additional successive one year terms. The duties of the Committee shall be to review applications for membership to the Association and to report on its recommendations to the Board, to review and make recommendations to the Board concerning qualifications for membership, and to review and make recommendations to the Board concerning the Association's membership services.

4.11 **NOMINATING COMMITTEE.** There shall be a Nominating Committee of no less than three (3) nor more than five (5) members, including the Chairman, the Immediate Past Chairman (if he or she remains on the Board) and such other Board members as may be appointed by the Board. The members of the Committee shall serve for a term of one year and may be re-elected for additional successive one year terms. The Board may appoint as an advisor to the Committee any former member of the Board who no

longer serves on the Board provided he or she is employed by a Domestic Member. The duties of the Committee shall be to review and nominate to the Board individual candidates for election or re-election to membership on the Board, candidates for election or re-election to Board officer positions, and candidates for election or re-election as Advisory Members of the Board.

ARTICLE V

OFFICERS OF THE ASSOCIATION

- 5.1 **ELECTION.** The officers of the Association shall be the Chairman, Vice Chairman, Immediate Past Chairman (if he or she remains a Board member), Treasurer, Secretary and President, all of whom, with the exception of the President shall have been elected as Directors by the Domestic Members at the Annual Meeting. Officers of the Board (other than the Immediate Past Chairman and President) shall hold office for one year and may be re-elected to the same or to a different office for additional successive one-year terms. Vacancies among such officers may be filled by a majority vote of the Board of Directors at a meeting at which a quorum is present, to serve until the next Annual Meeting of the Domestic Members. In its discretion, the Board may appoint an Assistant Secretary and Assistant Treasurer, neither of whom needs to be a director.
- 5.2 **DUTIES.** The duties of the officers of the Association shall be as follows:
- (a) Chairman. The Chairman shall preside at all meetings of the Board and shall perform such duties as may be assigned to him or her by the Board.
 - (b) Vice Chairman. The Vice Chairman shall perform such duties as may be assigned to him or her by the Chairman or the Board and succeed to the duties and

responsibilities of the Chairman in the absence or disability of the Chairman.

- (c) Treasurer. The Treasurer shall be responsible for the care and custody of all funds of the Association. The Board may appoint the Assistant Treasurer or Chief Financial Officer of the Association to sign checks, drafts, notes and orders of payment for the Association and to cause all funds of the Association to be deposited in such bank or banks that the Board of Directors may elect. The Treasurer shall submit such financial reports to the Board as it may require, and if requested by the Board shall prepare or cause to be prepared an annual financial report to the Domestic Members.
- (d) Secretary. The Secretary shall keep the minutes of the Board of Directors' meetings, the Executive Committee meetings and any meetings of the Domestic Members. The Board may appoint the Assistant Secretary or the General Counsel of the Association to perform the duties of the Secretary.
- (e) President. The President shall be the chief executive officer of the Association responsible for supervising and managing the staff of the Association and for such other duties as may be assigned by the Chairman or the Board. The President shall serve for such term or terms as may be determined by the Board. The compensation of the President shall be determined by the Board. If the office of the President is vacated or the President is incapacitated or unable to perform the duties of President, the powers of the President shall be exercised by the Chairman or by an individual appointed by the Board to serve on an interim basis as acting president.

ARTICLE VI

COUNCILS AND COMMITTEES

- 6.1 **STANDING COMMITTEES.** The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members other standing committees, each consisting of three or more directors and each of which, to the extent provided in the resolution or in the Certificate of Incorporation or these By-Laws, shall have all the authority of the Board, except that no such committee shall have authority as to the following matters: (a) the submission to members of any action with respect to which the members' approval is required by law; (b) the filling of vacancies in the Board of Directors or in any committee; (c) the fixing of compensation of the directors for serving on the Board or on any committee; (d) the amendment or repeal of the By-Laws or the adoption of new By-Laws; (e) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable; and (f) the removal of directors. Minutes of the proceedings of any such committee shall be kept and shall be submitted to the Board at its next meeting. The Board may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.
- 6.2 **SPECIAL COMMITTEES, OTHER COMMITTEES AND COUNCILS.** The Board of Directors may create such additional councils and special committees as it deems desirable. The members of such committees shall be appointed by the Chairman of the Board or the President of the Association if there is no Chairman of the Board, with the consent of the Board. Special committees shall have only the powers specifically delegated to them by the Board and in no case shall have powers which are not

authorized for standing committees. Committees, other than standing or special committees of the Board, whether created by the Board or by the members, shall be committees of the Corporation. Such committees may be elected or appointed in the same manner as officers of the Corporation. Provisions of these By-Laws and the New York Not-for-Profit Corporation Law applicable to officers generally shall apply to members of such committees. Each committee of the Board shall serve at the pleasure of the Board.

ARTICLE VII

BUDGET, DUES AND ASSESSMENTS

- 7.1 Association Budget. The total dues to be collected by the Association each fiscal year from Domestic Members shall be determined by reference to the Association's total revenue and expense budget for such year as approved by the Board of Directors. The budget shall be divided into two categories: a) General MPA Activities; and b) Magazine Advertising Marketing Administration and Promotion Programs.
- 7.2 Domestic Member Dues. The dues of each Domestic Member shall pay dues on a quarterly basis at a rate determined by the Board of Directors.
- 7.3 International Member Dues. International members shall pay dues at an annual rate determined by the Board of Directors.
- 7.4 Associate Member Dues. Associate Members shall pay dues at an annual rate determined by the Board of Directors. The Board may at its discretion set different dues rates for specific Associate Members based on the magazine industry revenue of the Associate Member.

- 7.5 Submission of Financial Information. Each member shall furnish to the Association, upon request, such financial information and data as the Board shall require for purposes of determining dues.
- 7.6 Assessments. The Board may by a majority vote at a meeting at which a quorum is present issue assessments for special purposes. Such assessments shall be apportioned and payable in a time and manner determined by the Board.

ARTICLE VIII

AUDIT AND INDEMNIFICATION

- 8.1 **AUDIT.** The Board of Directors shall cause the accounts and financial transactions of the Association to be audited by a certified public accountant at least once in each fiscal year. The Treasurer shall present a report of the audited financials to the Board preceding the annual meeting of Domestic Members.
- 8.2 **INDEMNIFICATION.** The Association shall indemnify any person who is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, advisory director, officer, committee member, employee or an authorized agent of the Association (hereinafter all referred to more generally as "indemnified parties"), against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding to the full extent permitted by applicable law, upon such determination having been made as to such person's good faith and conduct as is required by applicable law. The Association shall purchase and maintain insurance to indemnify the Association and the indemnified

parties to the fullest extent now or hereafter permitted by law.

ARTICLE IX

AMENDMENT OF BY-LAWS

9.1 These By-laws may be amended by majority vote of the Board at any meeting at which a quorum is present or by majority vote of the Domestic Members at any meeting. Any By-law adopted by the Board may be amended or repealed by the Domestic Members entitled to vote thereon as herein provided, but a By-law adopted by the Domestic Members may provide that such By-law shall not be subject to amendment or repeal by the Board. The notice of any meeting at which these By-laws shall be amended shall include therein notice of any proposed amendment.