

CONSTITUTION AND BY-LAWS

TEXAS CIRCULATION MANAGEMENT ASSOCIATION, INCORPORATED

Revised October 11, 2005

ARTICLE I

NAME

The name of this organization is the Texas Circulation Management Association, Incorporated. It is a non-profit corporation chartered under the laws of the State of Texas.

ARTICLE II

PURPOSE

The purpose of this organization is to contribute to the growth and development of circulation executives, to disseminate the most effective methods of marketing daily newspapers, and to promote the well-being of our publishers, the circulation profession and the reading public.

ARTICLE III

MEMBERSHIP

Section 1. Classes of Membership. There shall be four (4) classes of membership: regular membership, associate members, honorary members and honorary life members.

Section 2. Regular Members. Any person who is in charge of the circulation department, or a principal division thereof, of a newspaper published in Texas or affiliated with the Texas Daily Newspaper Association, which is sold for a price is eligible to become a regular member.

Section 3. Associate Members. Any person who holds a management position in a Publisher's Association or any person holding a management position with a newspaper not affiliated with TDNA, or any person engaged in the sale of circulation related services or supplies is eligible to become an associate member. Associate members shall have all rights and privileges of regular members except that they may not vote or hold office.

Section 4. Honorary Members. Any former member who is no longer actively engaged in newspaper circulation is eligible to become an honorary member. Honorary members shall have all the rights and privileges of regular members except that they may not vote or hold office.

Section 5. Honorary Life Members. Honorary Life Membership shall be restricted to past presidents of this organization who are no longer actively engaged in newspaper circulation. Honorary Life Members shall have all rights and privileges of regular members except that they shall not hold office except by permission of the Board of Directors.

Section 6. Method of Election. Members (all classes) shall be elected by affirmative vote at an annual meeting. A candidate for regular or associate membership shall submit an application in writing in such form as the Board of Directors shall designate. Unless the Secretary receives an objection from a regular member, the applicant(s) may be granted provisional membership until the annual meeting is held.

Section 7. Membership Fees and Dues. All persons submitting an application for membership shall be charged a membership fee set by the Board of Directors. In addition, all regular and associate members shall be charged annual dues in November of each year. The amount of such dues shall be set from time

to time by the Board of Directors who may choose to schedule the amount of dues according to the number of members from a given newspaper. Dues shall be paid by January 15 for a member to retain his membership. No dues shall be charged to honorary members or honorary life members. However, the Board shall have right to charge for mailing services to honorary members and/or honorary life members.

ARTICLE IV

OFFICERS

Section 1. The Officers of the Association shall be:

- a) Chairman
- b) President
- c) President-Elect
- d) First Vice-President
- e) Second Vice-President
- f) Secretary / Treasurer
- g) Newspaper Association of America (NAA) Sectional Representative

The Officers shall be ex-officio members of the Board of Directors with equal rights and responsibilities. All Officers shall hold office for one year until the election of their successors, with the exception of the Secretary / Treasurer and the NAA Sectional Representative. The Secretary / Treasurer will be appointed by the Board and approved by the membership of the Association at the annual meeting. The NAA Sectional Representative will be selected by the Officers of the Association and shall hold office for the number of terms as determined by NAA.

Section 2. Committees of the Association will be chaired by the following Officers:

- Conference Program, President
- Buyers Guide, President-Elect
- Carrier of the Year (COTY) Awards, First Vice-President
- Training Seminar, Second Vice-President

Section 3. Officers of the Association will progress to the next chair at the annual meeting. Nominees for the office of Second Vice-President shall be presented and elected by secret ballot by the members of the Association at the annual meeting. In the event there is only one nominee for the office, the election may be by voice vote. All board members will then be presented to the membership of the Association for approval.

Section 4. In addition to the Officers mentioned in Section 1, the board shall consist of one (1) Membership Director. The Membership Director shall be elected at the annual conference to serve for a one year term. A person may serve as a Membership Director for a term of no more than two consecutive years. The duties of the Membership Director shall be to recruit new members and to promote the Training Seminar and the annual Conference.

Section 5. In addition to the above officers and directors, two (2) Associate Board members representing the interest of the associate members shall be elected and have all rights and privileges of above mentioned board members. Associate board members shall be elected by the Associate membership at the annual meeting. Associate board members will serve for a term of no more than two consecutive years.

Section 6. If an office or directorship shall become vacant for any reason, the Officers of the Association shall appoint a successor to serve until the next annual meeting of the Association

ARTICLE V

MEETINGS

Section 1. The annual meeting of the Association shall be held each year at the discretion of the Board of Directors or within thirty (30) days of November 1 each year. The location of the annual meeting shall be set by the membership two (2) years in advance. The Board must approve any change of location.

Section 2. The Board of Directors shall meet during the annual meeting. In addition, the Board shall meet at least one (1) time in the spring of each year. Special Board meetings may be called by the chairman provided all members are given adequate advance notice. A quorum of five (5) directors is required for action.

Section 3. The Secretary shall give at least thirty (30) days notice of all annual meetings and regular Board meetings. Publication in the TCMA Newsletter shall constitute official notice.

Section 4. The President and Newspaper Association of America (NAA) Sectional Representative shall be reimbursed for all reasonable travel expenses related to representing the Association at industry meetings pre-approved by the board.

ARTICLE VI

THE TCMA OFFICE

The Secretary shall maintain a TCMA office and official mailing address of the Association. He shall be responsible for the safekeeping of all records and for the approval of all payments made by the Treasurer. He shall report to the Board at least two (2) times per year and to the members at the annual meeting. The Secretary shall receive an annual honorarium as set by a majority vote of the board. The Secretary will also be reimbursed for any authorized expenses necessary for the performance of the duties of the office. The duties of the Secretary/Treasurer shall be to maintain the membership records of the Association; manage the financial affairs of the Association and to handle the marketing initiatives of the Association through the Association newsletter and/or Internet website.

ARTICLE VII

POWERS NOT DELEGATED IN CONSTITUTION AND BYLAWS

Section 1. The Board of Directors shall have the power to make decisions or take actions on any matter not precluded by this Constitution and Bylaws. The membership, by affirmative vote at the annual meeting, shall have the same power.

ARTICLE VIII

AMENDMENTS

Section 1. The Constitution and Bylaws may be amended by three-fourths vote at any annual meeting provided the amendment has been provided in writing to members at least twenty-four (24) hours before the motion to amend is made and is signed by a quorum five (5) of the directors.

ARTICLE IX

GENERAL

Section 1. The name, Texas Circulation Management Association, is one of the most valuable assets. Therefore, no one shall be permitted to use the name or endorsement of the Association in connection with any program, product or promotion without the unanimous consent of the Board of Directors.

Section 2. The reputation of the Association is of prime importance to all members. Therefore, the Board of Directors shall be charged with the responsibility of impeaching any officer or directors for an offense of a serious nature that reflects adversely on the Association.

Also, the Board shall have a similar responsibility of revoking the membership of any member guilty of a similar offense. However, the officer, director or member shall have the right to appear before the Board to plead his (her) case. Censure by the Board of Directors can only be made by three-fourths vote of the directors.

PARLIAMENTARY AUTHORITY

ARTICLE X

The rules contained in "Roberts' Rules of Order Revised" shall govern the Association in all cases in which they are not inconsistent with this Constitution.