

**Media & Content Marketing Association
Bylaws - Approved April 2019**

ARTICLE 1 – NAME, PURPOSE

Section 1: The name of the organization shall be the Media & Content Marketing Association.

Section 2: The principal office of the organization is in the New York Metropolitan Region or elsewhere as determined by the Board of Directors.

Section 3: The organization is organized exclusively for religious, charitable, scientific and educational purposes.

Section 4: All policies and activities of the MCMA are consistent with:

- Applicable federal, state and local antitrust, trade regulation and other requirements, and
- Applicable tax exemption requirements, including the requirements that the MCMA not be organized for profit and no part of its net earning inure to the benefit of any private individual.

ARTICLE 2 – MEMBERSHIP

Section 1: Membership Eligibility

Membership is composed of those engaged in managing or directing fulfilment, consumer and business-to-business marketing including content marketing and customer relations; suppliers and consultants in those fields; officers and members of other allied associations and other interested parties in the work of the Organization.

Section 2: Membership Classes

The Board of Governors, in its sole discretion, shall create such membership types and classifications that it deems appropriate. In creating a membership class, the Board of Governors shall adopt, by a two-thirds vote, a written resolution which identifies eligibility for the class along with voting rights, eligibility to serve in a board / officer position and any other details deemed appropriate at the point of adoption.

Membership classes may be rescinded by a two-thirds vote of the Board of Governors as well. All changes in membership class take effect on the first day or the upcoming fiscal year.

Section 3: Membership Year

All memberships shall expire on the last day of the organization's fiscal year, regardless of when a membership payment was made.

Section 4: Resignation

A member may resign by filing a written resignation; resignation does not relieve a member from liability for the full annual dues or other obligations accrued and unpaid as of the date of resignation.

Section 5: Expulsion

A member is automatically expelled without action of the Board of Governors for failure to pay applicable dues or failure to meet the eligibility requirements for membership. A member may be expelled by the Board of Governors, by a two-thirds vote, for other reasons if the member is provided with advance written notice including the reason for the proposed expulsion, an opportunity to contest the proposed expulsion in writing or in person before the Board of Governors, and final written notice of the Board's decision.

ARTICLE 3 – ANNUAL MEETING

Section 1: Annual Meeting

The date of the regular annual meeting shall take place in May of each year.

Section 2: Special Meetings

Special meetings may be called for by the President, two-thirds of the members of the Board of Governors, or twenty percent of the members of the Organization, in good standing, through a petition to the Executive-Secretary of the Organization.

Section 3: Notice

Notice of each meeting shall be given, by mail or electronic mail, not less than ten business days before the meeting.

ARTICLE 4 – BOARD OF GOVERNORS

Section 1: Board Role, Size, Compensation

The Board is responsible for overall policy and direction of the Organization, and delegates' responsibility for day-to-day operations to the Officers acting as an Executive Committee. The Board shall have up to 15 and not fewer than 7 members.

The Board does not receive compensation for Board service. They may receive reimbursement for expenses incurred in Board service, provided a written policy on the subject has been adopted by the Board.

Section 2: Meetings

The Board shall meet at least quarterly, at an agreed upon time and place. Meetings may be conducted electronically. Proxies are not permitted.

Special meetings may be called by the President, or one-third of the Board.

Notices of any meeting must be provided no less than ten business days in advance.

Section 5: Quorum

A quorum must be attended by at least 51% percent of the Board before member business can be transacted or motions made or passed.

Section 6: Notice

An official Board meeting requires that each Board member have written notice by mail or e-mail at least ten business days in advance.

Section 7: Resignation and Removal

Any Member of the Board may resign at any time by giving notice, in writing, to the Executive Secretary. The resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Members of the Board of Directors may be removed from office after three unexcused absences in a fiscal year. Board members or officers may also be dismissed for any reason by a two-thirds action of the Board.

Section 8. Officers and Duties

There shall be five officers of the Board consisting of a President, Vice President, Treasurer, Executive Secretary and a Recording Secretary. Their duties are as follows:

President. The President shall:

- (a) preside at all meetings of the Board;
- (b) exercise general charge and supervision of the affairs of the Corporation and shall do and perform such duties as the Board may assign to the President;
- (c) keep the Board fully informed about the activities of the Corporation;
- (d) have the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature;
- (e) to approve all financial transactions;
- (e) in the event of a vacancy of any other office, to appoint a successor to serve for the balance of the year;
- (f) with the advice of the Board, to appoint all standing and special committees, whose term will be concurrent with the President's;
- (g) be an ex-officio member of all committees;

Vice President. The Vice President shall:

- (a) act in the place of the President when conditions so require;
- (b) be an ex-officio member of all committees;

Treasurer. The Treasurer shall:

- (a) have charge and custody of, and be responsible for, all funds and securities of the Corporation and deposit all such funds in the name of the Corporation in such depositories as shall be designated by the Board;
- (b) exhibit at all reasonable times the Corporation's books of account and records to any of the directors of the Corporation upon application during business hours at the office of the Corporation where such books are kept;

(c) render a statement of the condition of the finances of the Corporation at all Board Meetings, and the annual meeting of the Organization, in such form as the Board may direct;

(d) receive, and give receipt for, amounts due and payable to the Corporation from any source whatsoever and, subject to the direction of the President, authorize the disbursement of funds of the Corporation;

(e) to file or cause to be filed, all Federal, State and Local tax filings as required by law and at the frequency required by law, for the Organization;

(f) chair the finance committee;

(g) in general, perform all the duties incident to the office of Treasurer, and such other duties as the President may from time to time assign to the Treasurer;

Executive Secretary. The Executive Secretary shall:

(a) Exercise general charge and supervision of the organization's relationship with external organizations;

(b) Exercise general charge and supervision of an annual strategic planning process;

(c) Act as chair of the nominating committee;

(d) Take on other projects and areas of responsibility as agreed upon with the President;

(e) Oversee such processes as noted in these bylaws;

Recording Secretary. The Recording Secretary shall:

(a) Notify the Board of Governors and other interested parties of all Board Meetings;

(b) Record all minutes of Board Meeting and to send to the Board and other interested parties before the next meeting;

(c) Keep on file all committee reports, minutes and record books in which the By-Laws, special rules of order, standing rules, and minutes are entered, with any amendments to these documents properly recorded;

Section 9. Employees and Other Agents.

The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as a majority of the Board may from time to time determine.

To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties.

ARTICLE 5: ELECTION OF OFFICERS

Section 1. Election, Term of Office, and Qualifications.

The Board, by written resolution, shall set out the procedure for nomination of candidates for the Board and Officer roles. Voting may take place either by mail or electronically as prescribed in the resolution and must be completed 30 days prior to the start of the fiscal year.

Members of the Board serve for two year terms and may be re-elected once. Officers serve for one year terms and may be re-elected up to five times. Once a Board Member is no longer eligible for serve, they must step off the board for at least one year before standing for election.

All members, in good standing as defined by the Board and whose membership class is eligible to serve on the Board, are eligible to stand for election.

ARTICLE 6: COMMITTEES

Section 1: Committees of the Board

The Organization has the following Committees of the Board:

- (a) Finance: chaired by the treasurer and responsible for preparing an annual budget, overseeing an annual review of the Organization's financial records and other matters as directed by the Board.
- (b) Membership: responsible for the implementation of an annual acquisition and retention campaign, as well as the review of existing membership classes and the recommendation of any new membership class for the Board's consideration.
- (c) Program: charged with planning the annual programs of the Organization.

- (d) Awards: oversees the nomination and selection process for all awards of the Organization as well as plans and executes the recognition of award winners at an annual event.
- (e) Scholarship: tasked with the promotion of the Organization's scholarship program, solicitation of applicants and selection of recipients.
- (f) Executive: comprised of the officers of the Organization. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 2: Additional Committees

The President, acting on the advice of the Board, may appoint other committees as deemed appropriate.

Section 3: Appointment to Committees

The President, with the advice of the Board, shall appoint the chairs and members of each committee, in a manner consistent with these bylaws.

Section 4: Removal from Committees

Committee members who have 3 or more unexcused absences, or for any other reason judged appropriate by the Board, may be removed from service by a two-thirds vote of the Board.

ARTICLE 7: INDEMNIFICATION

Section 1. Indemnification.

The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, was a director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 2. Insurance.

The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors, officers and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

ARTICLE 8: GENERAL PROVISIONS

Section 1. Fiscal Year.

The Board shall fix the fiscal year of the Corporation.

Section 2. Books and Records.

The Corporation shall keep correct and complete books and records of the activities and transactions of the Corporation, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, all resolutions of the Board, and all minutes of meetings of the Board and committees thereof.

ARTICLE 9: CONFLICTS OF INTEREST

Any potential conflict of interest which could result in a direct or indirect financial or personal benefit to a director, officer or staff member must be disclosed on good faith or known to the Board, and must be resolved pursuant to the Conflict of Interest Policy adopted by the Corporation.

ARTICLE 10: AMENDMENT

The Board of Governors shall review the content of the Bylaws every two years. These Bylaws may be amended at any regular meeting of the Association by a two-thirds vote, if the proposed amendment has been communicated to all members in attendance at the meeting preceding the one at which the action is to be taken and communicated to all members at least two weeks prior to the meeting in which a vote is to be taken.

ARTICLE 11: NON-DISCRIMINATION

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age,

culture, national origin, marital status, sexual preference, or mental or physical handicap.