



Association of Free Community Publications

## **BYLAWS**

**Last revised May 2018**

*Final changes approved by the Board at the December presented in emails to member's contact on record on February 26, 2018 and March 7, 2018*

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*Voted on at the Annual Meeting May 5, 2018*

*42 Member Companies Registered for Saturday*

*23 of those companies cast ballots (21 in favor – 2 abstentions)*

# Association of Free Community Publications

## BYLAWS

### ARTICLE I

The name of this Association shall be the Association of Free Community Publications. (AFCP).

### ARTICLE II

The purpose of this Association shall be as set forth in the Articles of Incorporation; and

- A. To bring into one national organization of free community printed publications for their mutual encouragement, for the exchange of ideas toward the betterment of the industry and such other purposes as may, from time to time, be determined by the membership, officers and directors.
- B. To publish pertinent information to the membership and prospective members.
- C. To maintain and advance the standards of practice in the industry with respect to the highest concepts of business practice and ethics.
- D. To acquire and hold such real and personal property as may be necessary for the full and proper execution of these purposes.
- E. To promote the publication and free distribution of printed publications which:
  - a. Are published at regular stated intervals and not less than 6 times per year.
  - b. Contain advertising and/or other information from a variety of sources.
  - c. Have continuity of title and general nature of content from issue to issue.
  - d. Are not a supplement to, or distributed in combination with, a paid circulation paper.
- F. To carry on such organization, functions and activities as are deemed necessary to accomplish these purposes.

## ARTICLE III

### Office

The association shall maintain its registered office as required by law and may have offices in such other places as may be determined from time to time by the board of directors.

## ARTICLE IV

### Membership

**Section 1. Class.** There shall be four classes of Association membership: active, associate, honorary and sustaining.

**Section 2. Active Members.** Active membership shall be granted by the board of directors, upon application, to any company (that is a person, partnership or corporation) of good character that publishes a free community publication which:

- 2.1 Agrees to uphold and support the purposes of the Association: and
- 2.2 Meets such other uniform requirements as may be established by the board of directors.

**Section 3. Associate Members.** Associate membership shall be granted by the board of directors to persons, firms and corporations of good character who:

- 3.1 Are not otherwise qualified for active membership, but are engaged in performing services or providing products to active members of the Association.
- 3.2 Agree to uphold and support the purposes of the Association.
- 3.3 Meet such other requirements as may be established by the board of directors.

**Section 4. Honorary Members.** Honorary membership shall be granted by the board of directors to those individuals nominated by the board of directors and elected by the majority vote of active members, either at a meeting or otherwise pursuant to these bylaws.

**Section 5. Sustaining Members.** Sustaining membership may be granted by the board of directors upon written application to those individuals who have been, but are no longer affiliated with an active member or associated member of the Association, and who wish to maintain a continuing relationship with AFCP. They shall meet other uniform requirements as may be established by the board of directors.

**Section 6. Privileges of Active Membership.** Each active member shall have one vote. Active members shall be eligible to participate in all activities and services of the Association, attend all regular and special meetings, and shall be entitled to one vote in all Association matters requiring such vote. Only those individuals who are actively affiliated with an active member shall be eligible to hold elective office.

**Section 7. Privileges of Associate, Honorary and Sustaining Members.** Associate, honorary and sustaining members shall be eligible to participate in the meetings and conventions of the Association, as approved by the board of directors, and may also participate in other activities and receive services which may, from time to time, be granted by the board of directors. Associate, honorary or sustaining members shall not be eligible to vote or to hold elective office in the Association. Honorary members shall not be required to pay dues or assessments.

**Section 8. Duration of Membership and Resignation.** Membership in the Association may terminate by voluntary withdrawal by the member giving written notice of such intention to withdraw to the president. All rights, privileges and interests of a member in or to the Association shall cease on the termination of membership. Withdrawals shall be effective upon fulfillment of all obligations for membership in the Association. The board of directors, may on its own motion, terminate such membership by notice to the member of such an intent and the failure of the member to demonstrate to the satisfaction of the board of directors that the membership should continue.

**Section 9. Suspension and Expulsion.** Membership in the Association may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be a violation of the bylaws or any rule or practice duly adopted by the Association, or any other conduct prejudicial to the interests of the Association. Suspension or expulsion shall be by the affirmative vote of two thirds (2/3) of the board of directors at any regular or special meeting at which a quorum is present, provided, that a statement of the charges shall have been mailed by certified mail to the last recorded address of the member at least fifteen (15) days before the final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the board of directors at which the charges shall be considered and the member shall have the opportunity to appear in person, with or without counsel, and to present any defense to such charges before action is taken by the board of directors.

## **ARTICLE V**

### **Dues and Assessments**

**Section 1. Amount.** The initial and annual dues and assessments, if any, for active, associate and sustaining members of the Association shall be determined by the board of directors.

**Section 2. Failure to Pay.** Members who fail to pay their dues, assessments or fees within ninety (90) days from the time they become due, will be dropped from the membership rolls and thereupon immediately forfeit all rights and privileges of membership provided that the board of directors may, by rule, prescribe procedures for extending the time for payment of dues, assessments or fees and continuation of membership privileges upon request of a member and for good cause shown.

## ARTICLE VI

### Membership Sessions and Meetings

**Section 1. Annual Session.** There shall be an annual session of one or more meetings consisting of the members of the Association at a time and place as ordered by the board of directors for election of officers and directors, for receiving reports and for the transaction of other business. Notice of such meeting, including meeting rules and order of business shall be mailed to the last recorded address or sent via e-mail to the individual listed in the membership rolls as the principal contact person of the active member at least five (5) but not more than ninety (90) days before the time appointed for the meeting.

**Section 2. General Sessions.** Other sessions of the Association may be called by the board of directors, or shall be called by the president upon written request of one fifth (1/5) of the active members of the Association. Notice of any other session shall be mailed to the last recorded address or sent via e-mail to the individual listed in the membership rolls as the principal contact person of the active member at least five (5), but not more than sixty (60) days before the time appointed for the meeting, with a statement of the time and place of the meeting and information as to the subject matters to be considered.

**Section 3. Quorum.** A majority of the members registered at any session shall constitute a quorum of any meeting of active members. If a quorum is not present, a majority of those present may adjourn the meeting from time to time, without further notice, until a quorum is present.

**Section 4. Procedures.** All meetings of the Association shall be governed by the parliamentary law set forth in Robert's Rules of Order (most recent edition) when it does not conflict with these bylaws.

**Section 5. Attendance.** At all sessions and meetings, members may be represented by any officer, partner or principal or any employee of the member whom the member may delegate for that purpose. There shall be no limitation as to the number of officers, partners, principals or other delegates that a member may send to any regular or special session of the Association, and any one so present may take part in the discussions at the meeting. However, meetings of the board of directors or other committees, including membership meetings, as the board of directors may designate from time to time, may be restricted to their respective members, except by special invitation.

## **ARTICLE VII**

### **Board of Directors**

**Section 1. Composition and Terms.** The board of directors shall consist of no less than ten (10) and no more than thirteen (13) board members. The board of directors shall be composed of the elected officers of the Association, who shall be employed by an active member of the association, the paid executive, who shall be without vote, the immediate past president, and the active members of the Association may elect up to six (6) directors at large who shall be employed by an active member of the association. The term of office for all directors shall be for a period of two (2) years commencing July 1 following their election and contingent on their continued employment with an active member of the association. In the event a board member leaves the employment of the active member of the association, they will have 6 months to either take a position with an active member to remain on the board or take a position with a company that is not an active member of the association and resign from the board at that time.

**Section 2. Power of the Board.** The board of directors shall have supervision, control and direction of the affairs of the Association, shall determine its policies or changes within the limits of the bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agent as it may consider necessary.

**Section 3. Meetings.** Except that the board of directors shall have a regular meeting at the time and place of the annual session of active members, the board shall meet upon the call of the president or shall be called for meeting by the president upon the written request of a majority of the members of the board of directors at such time and place as may be designated. Notice of all meetings of the board of directors shall be sent to each member of the board at least five (5) but not more than forty (40) days before the time appointed for such meeting.

**Section 4. Quorum.** A majority of members of the board of directors shall constitute a quorum for any meeting of the board. If a quorum is not present, a majority of those directors present may adjourn the meeting from time to time without further notice until a quorum is present.

**Section 5. Compensation.** Elected directors and elected officers, as such, shall not receive any stated compensation for their services as directors or officers. Nothing shall preclude a director or officer from serving the Association in any other capacity and receiving compensation for such services.

**Section 6. Vice Presidents.** There shall be three (3) vice presidents who shall be responsible for such duties as are individually assigned to them by the president with the approval of the board of directors.

**Section 7. Secretary/Treasurer.** The secretary/treasurer shall be in charge of the Association's funds and records. As treasurer they shall collect all membership dues and/or assessments; shall have established proper accounting procedures for the handling of the Association's funds and shall be responsible for the keeping of the funds in such banks, trust companies and/or investments as are approved by the Executive Committee; shall report on the financial condition of the Association at all meetings of the board of directors and at other times when called upon by the president. At the end of each fiscal year as treasurer, they shall prepare an annual report which shall reflect an audit of a certified public accountant. At the expiration of their term of office, they shall deliver to their successor, all books, money and other property in their charge, or, in the absence of a successor, they shall deliver such properties to the president. As secretary of the Association, they shall be responsible for the proper and legal mailing of notices to members. They shall see to the proper recording of proceedings of meetings of the Association, board of directors, and all committees, and carry into execution all orders, votes and resolutions, not otherwise committed. They shall see that accurate records are kept of all members. Such duties of the secretary/treasurer specified by the board of directors may be delegated to the paid executive or a designated member of the paid executive's staff.

## ARTICLE VIII

### Officers

**Section 1. Elected Officers.** The elected officers of the association shall be a president, three (3) vice presidents and a secretary/treasurer to be elected by the membership at an annual session of the Association. In the event of a resignation by the president, the first vice president will become president until a successor can be chosen in accordance with Article VIII, Section 3.

**Section 2. Term of Office.** Each elective officer shall take office on July 1 of the year after election and shall serve for a period of two (2) years until June 30 of the second year after election and their successor is duly elected and assumes office.

**Section 3. Vacancies.** In the event of a vacancy in any office, the board of directors shall, by a majority vote, fill the vacancy thus created for the remainder of the term.

**Section 4. President.** The president shall be the chief executive officer of the Association and shall serve as chairman of both the board of directors and Executive Committee. The president shall also serve as a member ex-officio, with the right to vote, on all committees except the Nominating Committee. The president shall make all required appointments of standing and special committees with the approval of the board of directors. At the annual meeting of the Association and at such other times as the president shall deem proper, the president shall communicate to the members such matters and make suggestions as may be intended to promote the welfare and increase the usefulness of the Association. The president shall perform such other duties as are necessarily incident to the office of president or as may be prescribed by the board of directors.

## **Section 5. Vice Presidents**

*First Vice President.* The first vice president is responsible for monitoring the administrative functions and procedures of the Association, working closely with the president and treasurer on all association-related activities. In the event the president shall resign or otherwise be unable to serve, the first vice president shall become interim president until a new president can be appointed in accordance with Article VIII, Section 3.

*Second Vice President.* The second vice president shall be responsible for giving advice and implementing all member services for the Association. The second vice president shall serve as board liaison to any standing or special committees that could impact the services provided to Association members.

*Third Vice President.* The third vice president shall be responsible for giving advice and implementing programs on behalf of the Association to the industry at large. The third vice president shall serve as board liaison to public relations and external communication standing or special committees and shall recommend external issues in which the Association should become involved.

**Section 6. Removal.** Any director may be removed with the affirmative vote of two thirds (2/3) of the remaining members of the board of directors at any regular or special meeting at which a quorum is present whenever, in the board's judgment, the best interest of the Association shall be served. Any board member with three consecutive unexcused board meeting or board call absences will be dropped from the board.

**Section 7. Vacancies.** Any vacancy occurring on the Executive Committee or the board of directors may be filled by a majority vote of the board of directors.

**Section 8. Mail or Conference Vote by the Board of Directors.** In lieu of a formal meeting, the board of directors may transact its business by either certified mail or telephone conference call, provided that, in the event of a mail vote, at least seventy five (75) percent of the directors' mail ballots are returned and at least a majority of the votes cast are in the affirmative. Action taken pursuant to such procedures in each case shall bind the Association, provided that each of the directors has been duly notified of the mail or telephone conference vote at least three (3) days in advance.

**Section 9. Paid Executive.** The board shall employ a salaried staff head whose terms and conditions of employment shall be specified by the board. The paid executive shall manage and direct all activities of the Association as prescribed by the board of directors. The paid executive shall report directly to the Executive Committee. The paid executive shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Association and fix their compensation within the approved budget. The paid executive shall define the duties of the staff, supervise their performance, establish their title and delegate those responsibilities of management as shall, in the paid executive's judgment, be in the best interests of the Association. The paid executive shall not have a vote in the affairs of the Association.

**Section 10. Bonding.** Any person entrusted with the handling of funds or property of the Association shall, at the discretion of the board of directors and at the expense of the Association, furnish a fidelity bond approved by the board of directors, in such a sum as the board of directors shall prescribe.

## **ARTICLE IX**

### **Committees**

**Section 1. Appointment.** The president shall appoint such standing or special committees or subcommittees as may be required by the bylaws or as the president may find necessary. The chairperson of each such committee or subcommittee shall report to the board of directors on the work of the committee or subcommittee as may be otherwise requested by the board.

**Section 2. Nominating Committee.** The Nominating Committee will select a candidate for each elected officer position of the association for presentation to the membership at the annual meeting. This committee shall also be responsible to vet nominations for all director at large nominations to assure that nominees meet all criteria for board membership as defined in Article VII, Section 1.

2.1 Composition. At least ninety (90) days prior to each annual session, the president shall appoint a Nominating Committee consisting of three (3) active members of the association and shall serve as chairperson of the committee.

2.2 Nomination Procedure. At least ninety (90) days prior to the annual session, the Nominating Committee shall request nominations for consideration to the board of directors from the general membership through the official publication of the association.

2.3. Report. Not less than thirty (30) days prior to the annual meeting session, the Nominating Committee shall submit to the membership, nominations for officers and directors.

2.4 Additional Nominations. Further nominations may be made upon petition signed by at least ten (10) representatives of ten (10) different active members in good standing, provided such petition is presented to the president at least twenty-four (24) hours prior to the election.

2.5 Election Procedure. In the event there are more nominees for board positions than open seats, a written ballot of active members in attendance at the annual meeting shall be conducted to determine the final board composition, unless the Board of Directors sees the need to require a mail vote as defined in Article XI, Section 1.

**Section 3. Executive Committee.** The elected officers, the immediate past president and the paid executive, who shall be without vote, shall consist of the Executive Committee. The Executive Committee may exercise the powers of the board of directors reporting to the board of directors at its next succeeding meeting for approval of any action taken. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. Meetings may be called by the president or by any two members of the Executive Committee.

**Section 4. Rules.** Each committee may adopt rules for its own operation, not inconsistent with these bylaws or with rules adopted by the Executive Committee.

## **ARTICLE X**

### **Affiliated Organizations**

**Section 1. Recognition.** From time to time, the active members at either an annual or special session may recognize a regional or state organization which supports the purposes of the Association and which meets such other uniform requirements as may be established by the board of directors for affiliation.

**Section 2. Duties and Privileges.** Such affiliated organizations shall have such rights and privileges as may be established by the board of directors of the Association for such affiliated organizations.

## **ARTICLE XI**

### **Miscellaneous**

**Section 1. Mail Vote.** Whenever, in the judgment of the board of directors, any question shall arise which it believes should be put to a vote of the active membership and when it deems it inexpedient to call a special session for such purposes, the board of directors may submit such a matter to the active membership in writing, by mail, for vote and decision, and questions thus presented shall be determined according to a majority of the active membership, provided that in each case the votes of at least a majority of the active members shall be received. Action taken pursuant to a majority mail vote in each such case shall bind the Association in the same manner as would action taken at a duly called session provided that any question submitted is not inconsistent or in conflict with other provisions of these bylaws.

**Section 2. Fiscal Year.** The fiscal year shall be as determined by the board of directors.

**Section 3. Seal.** The association shall have a seal of such design as the board of directors may adopt.

**Section 4. Use of Funds and Dissolution.** The association shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of its funds shall inure, or be distributed to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified profession society, trade association, charitable, educational, scientific or philanthropic organization to be selected by the board of directors.

**Section 5. Indemnification.** The Association shall indemnify and hold harmless each person who is now or shall hereafter serve as an officer, director, employee or agent of the Association from and against any and all claims and liabilities, whether the same are settled or precede to judgment, to which such person shall have become subject by reason of having heretofore or hereafter been an officer, director, employee or agent of the Association, or by reason of any action alleged to have heretofore or hereafter been taken or omitted by such person as an officer, director, employee or agent of the Association, each such person for all legal and other expenses (including the cost of settlement) reasonably incurred by such person in connection with any such claim, liability, suit, action or proceeding provided, however, that no such person shall be indemnified against, or be reimbursed for, any claims, liabilities, costs or expenses incurred in connection with any claim or liability or threat or prospect thereof, based upon or arising out of his own negligence or willful misperfonnance of such duties as such officer, director, employee or agent. The determination of all questions as to the existence of negligence or willful misperfonnance as the right to indemnification and reimbursement hereunder and the reasonableness of such costs and expenses may be made and shall be final and conclusive if made, by the board of directors acting at a meeting at which a quorum is unaffected by self-interest (not withstanding that other members of the quorum present but not voting may be so affected). The rights accruing to any person under the provisions of this section shall not exclude any other rights to which such person may be lawfully entitled, nor shall anything herein contained restrict the right of the Association to indemnify or reimburse such person in any case, even though not specifically provided for in these bylaws.

**Section 6. Compliance with Applicable Laws.** The objectives and activities of the Association shall be, at all times, in accordance with the applicable laws of the United States, including, but not limited to, antitrust and anti-competitive laws.

**Section 7.** The board of directors, from time to time, shall adopt procedures for use by members and other persons, firms or corporations of the name, trademarks and logos of the Association; provided, however that no member or other person, firm or corporation shall be permitted to use the name, and provided further that no member or other person, firm or corporation shall use the name, trademarks or logos of the Association in such fashion, way or manner so as to be contrary to the best interests of the Association.

## **ARTICLE XII**

### **Amendments**

Article I, Article II, Article IV, Sections 1 and 3 of Article VII and Article VIII of these bylaws may be amended, repealed or altered in whole or in part by the favorable vote of the active members present at any annual session provided that such proposal shall have been published at least once in the official publication of the Association and sent officially to the representative on file for each active member of the Association at least sixty (60) days before the meeting at which final action is to be taken. All other provisions of these bylaws may be amended, repealed or altered, in whole or in part by the favorable majority vote of those members present at any annual or special session, after the proposal is laid on the table for at least twenty four (24) hours before being finally considered at a second meeting, provided however, that the second meeting may be held at such lesser time than twenty four (24) hours upon the favorable vote of two thirds (2/3) of the active members present at the initial meeting. For purposes of these bylaws, the term "session" shall be deemed to mean overall annual or special session. The term "meeting" shall be deemed to mean each individual meeting of active members held within an annual or special session. Unless otherwise provided, such amendments, repealed or altered shall become effective upon adoption.

The board of directors of AFCP, with a two thirds (2/3) majority affirmative vote, shall have the operational latitude, in compliance with Article VII, section 3 & 4, to enact a procedure or policy impacting Article I, Article II, Article IV, Sections 1 and 3 of Article VII, Article VIII and Article XII that it deems immediately critical and in the best interest of the Association and such action shall remain in effect until said change is presented to the membership in accordance with Article XII and is approved or rejected by a vote of the active members present at the next annual session.