

BYLAWS of FLORIDA MAGAZINE ASSOCIATION

ARTICLE I Name and Location

The name of this Association shall be Florida Magazine Association, Inc. and its location shall be determined by the Board of Directors.

ARTICLE II Objectives

The objective of this Association shall be:

- a. To stimulate broader realization of the importance of magazines to the public welfare.
- b. To promote cooperation between magazine publishers, the business community and the reading public.
- c. To provide a forum whereby members may benefit through the exchange of ideas and information.
- d. To strive for highest ethical standards in the transmission of news and information.
- e. Through cooperative effort to foster better relations between publishers and government.
- f. To promote freedom of expression and the free flow of First Amendment rights.

ARTICLE III Membership

Section 1. Membership in this Association shall consist of five classes: Magazine Members, Associate Members, Honorary Members, Affiliate Members, and Student Members.

- a. **Magazine members** shall be:
Publishers or editors located in the state of Florida, who as sole proprietors, firms, partnerships or corporations are engaged in the publishing or editing of one or more periodicals or newsletters, as defined in Section 2b. of this Article. Magazine members shall name one individual affiliated with the publisher or editor to serve as its designated

member. Other staff members of that publisher or editor shall be entitled to participate in association activities as indicated in Section 4 of this article.

- b. **Associate members** shall be persons, firms, partnerships or corporations that regularly do business with the publishing industry.
- c. **Honorary members** shall be such persons, as the Board of Directors shall elect for that honor.
- d. **Affiliate members** shall be the following:
 - 1. Editors or publishers of magazines not published in Florida or published less than three times per year but meeting all other requirements of Section 2 of Article III;
 - 2. Faculty members associated with schools of communication based in Florida; and
 - 3. Advertising agencies.
 - 4. Individuals who
 - a. provide freelance services to magazines, or
 - b. are employed by magazines that are not members of FMA.
- e. **Student members** shall be full-time students attending colleges or universities located in Florida or part-time students not employed in the publishing industry.

Section 2. Qualifications and admission to membership:

- a. Applications for Magazine membership shall be made in writing on forms to be furnished by the association. The two most recent issues of each publication must accompany the application. An application fee in an amount equal to one year's dues, which sum will be credited to dues if membership is approved and refunded if application is denied, shall accompany each application for Magazine membership. Magazine membership shall be granted by a majority vote of the board of directors at the next regularly scheduled directors' meeting after the application date.
- b. Qualifications for Magazine membership:
Magazine membership may be extended by the board of directors to sole proprietors, firms, partnerships or corporations or to individuals employed

by publishers or editors engaged in the publishing of one or more periodicals which meet all of the following criteria:

- 1) The periodical must be published in Florida. It may be local, regional, statewide, national or international in scope and coverage.
- 2) The periodical must be published no fewer than three times a year, and no more than 52 times a year. Should a magazine that is published fewer than 3 times per year request membership, the magazine must present 3 issues of its magazine to the board of directors. The board of directors will then review 3 issues of the potential member, and at the board of directors' discretion, may approve the magazine's membership under the magazine membership category. If the magazine does not meet the criteria set by the board, the magazine will not be accepted into the FMA membership as a magazine member and must apply under the affiliate membership category.
- 3) Over a period of any four consecutive issues, the publication must have an average minimum editorial content (non-advertising) of 25 percent.
- 4) The publication must agree to abide by the code of ethics of the Florida Magazine Association.
- 5) The publication must present verification of circulation on demand of the Florida Magazine Association.

- c. Associate membership, Student membership or Affiliate membership may be extended by the board of directors upon receipt of the proper application form and first year's dues.
- d. Honorary shall not be required to pay dues or to renew membership annually.

Section 3. Dues

Annual dues for Magazine, Professional, Associate, Affiliate, and Student members will be determined by the Board of Directors.

Section 4. Privileges of Members

- a. The designated member of Magazine members shall be entitled to all privileges of membership, to one vote, to participate in meetings, and to hold office. Each Magazine member is entitled to one vote, even though

such member operates more than one publication. Any additional staff of a magazine member may attend meetings and participate in discussions, but shall not be entitled to make motions, vote, or hold office.

- b. Associate Members may attend the membership meetings and participate in discussions; however, they shall not be entitled to make motions or to vote in membership meetings. Associate members may serve on the board of directors and hold office, except the office of president and vice president.
- c. Honorary members shall be entitled to all the privileges of membership except the right to vote and hold office.
- d. Affiliate members may attend the membership meetings and participate in discussions; however, they shall not be entitled to make motions or vote. Affiliate members may serve on the board of directors and hold office, except the office of president and vice-president.
- e. Student members may attend the membership meetings and participate in discussions; however, they shall not be entitled to make motions, vote, or hold office.

Section 5. Termination of Membership

- a. The Board of Directors may terminate any magazine membership when the publication no longer meets the criteria for membership. However, no membership shall be terminated until the publication and its designated member have been offered a hearing before the board of directors.
- b. Annual dues are payable January 1. Members in arrears in payment of annual dues by the subsequent May shall be declared delinquent and subject to forfeiture of membership upon action by the board of directors. Any member forfeiting membership because of non-payment of dues must apply for reinstatement and pay any reinstatement fee in effect at that time, as determined by the board of directors.
- c. The membership of any Magazine member may be terminated for cause upon charges brought to the board of directors in writing by a duly qualified member. A two-thirds vote of the board shall be required for suspension or termination of such membership. The board shall exercise

this authority with discretion, taking under advisement the said charges and however they reflect on the ethics or character of current, proper journalistic practices. The said expelled or suspended member may reapply to the board no earlier than six months from the date of the suspension or dismissal, at which time a majority vote of the board is required for readmission. Readmission shall be contingent upon satisfactory resolution of the original charges and upon payment of the current year's dues and any reinstatement fee in effect at that time.

ARTICLE IV. Officers

Section 1. Officers. The officers of this association shall be the President, Vice President. Secretary and Treasurer.

Section 2. President

- a. The President shall preside at all board and membership meetings, shall have general supervision over the affairs of the association and over the other officers, shall sign all written contracts of the corporation, and shall perform all other duties defined in the parliamentary authority and that are incident to the office.
- b. In case if absence or disability, the President's duties shall be performed by the Vice President.
- c. The President may make no contract for the Association except by order of the Board of Directors.

Section 3. Duties of officers. The vice president, secretary, and treasurer shall perform the duties of their offices as prescribed by these bylaws, the membership, the president, and the parliamentary authority adopted by the association.

Article V. Annual and Special Meetings of Membership

Section 1. Annual Meeting

The Annual Meeting of the members of this Association shall be held on a date and at a location designated by the Board of Directors.

Section 2. Special Meetings

Special Meetings of the membership may be called at any time by a majority vote of the Board of Directors.

Section 3. Notice of Meetings

Written notice of the time and place of all Annual and Special Meetings shall be mailed at least twenty (20) days before the date thereof to the members whose addresses are listed in the Association's records.

Section 4. Quorum

Ten percent of the Magazine designated members shall constitute a quorum.

Section 5. Proxy Voting

A magazine member of the Association entitled to one vote at any meeting thereof may vote through a lawfully constituted proxy. Proxies shall be in writing, and no proxy which is dated more than thirty (30) days before the meeting named therein shall be accepted. No proxy shall be valid after the final adjournment of such meeting. Proxies need not be sealed or attested, and may be revoked by the Member at any time on written notice to the President of the Association.

ARTICLE VI Board of Directors

Section 1. Members. There shall be sixteen members on the board of directors as follows:

- a. The President, Vice President, Secretary, Treasurer, eleven directors, and the Immediate Past President.
- b. Six of the eleven directors shall be magazine designated members.
- c. Three of the eleven directors shall be associate members.
- d. Two of the eleven directors shall be affiliate members.
- e. The Immediate Past President shall serve as a director.
- f. The associate and affiliate member directors have all the same rights as magazine designated members of the board of directors, including the right to vote at board meetings and to hold any office with the exception of the office of President and Vice President.

Section 2. Authority.

The Board of Directors shall have full power and authority to govern and manage

the affairs of the association except those reserved to the membership by these bylaws.

The authority of the Board shall include, but not be limited to the following:

- a. Supervision of planning for the annual meeting and special meetings.
- b. Formulation of official posture with regard to state and national legislation, local ordinances, and governmental administration rules and regulations.
- c. Contracting with groups or individuals for goods and services.
- d. Appropriation of extraordinary expenditures in excess of fifty dollars (\$50).
- e. Imposing assessments on members.
- f. Preparation of an annual budget.
- g. Determine the duties of the Executive Director and negotiating the annual contract.

Section 3. Financial

- a. The fiscal year of the association shall be January 1 to December 31.
- b. Policies regarding check signatories will be determined by the Board of Directors.
- c. Deposits: The funds of the Association shall be deposited in such financial institutions as the Board of Directors may designate.
- d. The board of Directors shall designate signatories for the Association.
- e. Audit: The books and accounts of the Association shall be audited by an Auditing Committee at the end of the fiscal year, and as soon as possible after each new treasurer assumes office.

Section 4. Board Meetings

- a. The Board shall meet at the call of the President, but no fewer than three times per fiscal year. At least ten days prior, notice of all regular and special meetings of the board of directors shall be sent in writing, by mail or by email, to each board member and committee chairman at the address shown in the association's records.
- b. A majority shall constitute a quorum for the transaction of business at any regular or special meeting.
- c. The board may, by resolution, appoint certain of its members as an Executive Committee to have and exercise such powers as the board may from time to time delegate.
- d. Meetings may be held in person or by any electronic means, such as teleconference, web conference, video conference, or other technology

that enables all participating members to see and/or hear each other simultaneously.

- e. In an emergency, a vote may be conducted by email. Such vote does not constitute a meeting and the vote must be ratified at the next meeting of the board.

Section 5. Removal from Office

- a. An officer or director may be removed from office by a two-thirds vote of the voting members present and voting at the next annual or special meeting for official misfeasance, malfeasance, incompetence, and neglect of duty or any action, conduct that tends to reflect discredit upon the association or if the board member misses more than two consecutive in-person board meetings.
- b. If a board member misses more than two consecutive in-person board meetings, the board shall have authority to remove the board member from the board as follows:
 - 1) A petition for removal signed by any twelve members of the board of directors, or by a majority of the voting members in good standing shall constitute an indictment.
 - 2) The officer or director will be afforded the opportunity for hearing before the membership prior to vote to removal from office.

Section 6. Local Chapters

The Board of Directors may establish or approve local chapters, upon written petition to the Board by at least five magazine, professional, or associate members in a geographical area. Such chapters shall be organized primarily as discussion groups, and shall have no power or official status in the association.

Section 7. Indemnification

Officers and directors of the Florida Magazine Association shall be indemnified by FMA against all expenses and liability, including, but not limited to attorney's fees and litigation costs, reasonably incurred by or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of being or having been a director or officer of FMA or any settlement thereof, whether or not they are a director or officer at the time

expenses are incurred. Such indemnification shall inure to the benefit of the heirs, executors and administrators of such a person, except in such cases where the directors or officers are adjudged guilty of willful or intentional misfeasance or malfeasance in the performance of their duties; provided that in the event of the settlement, the indemnification herein shall apply only when the board of directors approves such settlement and reimbursement as being for the best interest of FMA. The foregoing right of indemnification shall be in addition to, and not exclusive of all other rights to which such director or officer may be entitled.

Article VII Nominations and Elections

Section 1. Nominations

- a. A nominating committee shall be appointed by the board of directors at least sixty days in advance of the annual meeting.
- b. The FMA Membership will be notified 60 days in advance by mail, e-mail or fax of the annual meeting that nominations will be accepted for officers and open board positions.
- c. All members who are interested in becoming an officer or a board member must be nominated at least 30 days prior to the annual conference and must fill out a nomination application at that time.
- d. The nominating committee will convene and choose the slate of directors and officers based on nomination applications prior to the annual conference. The slate of directors and officers will be announced at the annual meeting.
- e. The FMA membership will vote on the slate at the annual business luncheon.

Section 2. Qualifications

- a. To be eligible for the office of president, the candidate shall have served at least one full year on the board of directors.
- b. To be eligible to serve on the board, prospective officers and board members must have served on a committee or attended a major FMA event prior to the year they run for a board seat.
- c. No more than one person from the same publication or two people from the same parent company (with multiple FMA publications) may be members of the board of directors.
- d. A magazine designated member's primary residence (not necessarily the parent company), must be in the State of Florida. Associate and affiliate

members' primary residence does not have to be in the state of Florida.

Section 3. Terms of Service and Term Limits

- a. The president, vice president, secretary, and treasurer positions shall be elected at the annual meeting for terms of one year or until their successors are elected.
- b. At the conclusion of the President's term, the President shall serve one additional year on the Board of Directors as Immediate Past President.
- c. The eleven directors shall be elected for three year terms, or until their successors are elected, A full term shall be three years.
- d. At least three directorships are to be filled every year. In order to provide for an orderly succession of directors, at least two magazine designated member directors and one associate director shall be elected each year.
- e. Officers and directors shall take office immediately following the annual meeting or immediately upon that Director's election when filling a vacancy.
- f. Any individual serving as a director is limited to three consecutive terms. A director who has served for three consecutive terms cannot serve again until after being out of office for at least one full three-year term.

Section 4. Vacancies

- a. A position shall be considered vacant in the event of death, resignation or removal from office.
- b. An officer or director who no longer qualifies by reason of change in employment status may remain on the board until the next election.
- c. In the event of a vacancy other than the vacancy in the office of president, the board of directors shall elect a successor to serve until the next annual meeting and election of officers and directors.
- d. In event of a vacancy in the office of President, the Vice President shall automatically succeed and the Board of Directors shall elect a new Vice President.
- e. In the event of a vacancy in the office of Immediate past president, the board of directors may elect any individual to fill the vacancy until the next election.

Article VIII Executive Director

Executive Director. The board may employ an executive director whose duties and compensation shall be as specified by the board of directors by contract.

Duties included, but are not limited to the following:

- a. The executive director shall issue notice of all meetings and shall attend and keep the minutes of the meetings; shall have charge of all corporate books, records, accounts, and papers.
- b. The executive director shall maintain the financial records and accounts, assist in preparing the budget, and provide financial reports as required by the board of directors.

The executive director shall perform other duties assigned by the president or the board of directors in accordance with the employment agreement or contract.

Article IX Committees

Section 1. Committees

The board of directors shall appoint such standing and special committees as are necessary to carry out the goals and tasks of the association.

Section 2. Committee Membership

Each committee of the association shall consist of a chairman and two to four other members. Committee members may be appointed by the president or by the board of directors.

ARTICLE X. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the association may adopt.

ARTICLE XI. Amendments

- a. These bylaws may be amended at any regular or special meeting of the association by a majority vote provided that the amendment has been submitted in writing to the membership at least thirty days prior to the meeting.

- b. These bylaws may be amended by a majority vote by mail ballot provided twenty percent of the members submit their votes by mail within thirty days after the board of directors submits the proposed amendments in writing to the membership.