

CONSTITUTION AND BY-LAWS

OF

CAL WESTERN CIRCULATION MANAGERS ASSOCIATION

Revised June 2015



TABLE OF CONTENTS

ARTICLE I: ASSOCIATION NAME.....1

ARTICLE II: PURPOSE.....1

ARTICLE III: OFFICERS.....1

ARTICLE IV: ANNUAL MEETING.....1

ARTICLE V: AMENDMENTS.....2

ARTICLE VI: GOVERNMENT.....3

ARTICLE VII: DUTIES OF THE BOARD OF DIRECTORS.....5

ARTICLE VIII: DUTIES OF OFFICERS.....6

ARTICLE IX: ELECTIONS.....7

ARTICLE X: GENERAL PROVISIONS.....8

ARTICLE I: ASSOCIATION NAME

The Association shall be known as “Cal Western Circulation Managers’ Association.”

ARTICLE II: PURPOSE

The object of the Association shall be the mutual enlightenment of members and the furtherance of the best interests of the circulation departments of the newspapers with which they are connected.

ARTICLE III: OFFICERS

The officers of this Association shall be a President, a President-Elect, a First Vice President and a Second Vice President-Secretary/Treasurer.

The President-Elect will automatically assume the office of President upon expiration of his/her term as President- Elect. Should the Office of President be vacated, the President- Elect will complete the term of office and continue as President for the coming term. All other officers shall be elected by ballot at each annual meeting of the Association, and must receive a majority of the votes cast by active members present. They shall hold their offices for a period of:

One (1) year or until the election of their successors. No one of the aforesaid officers can be reelected to the same office for two (2) consecutive terms. Each of these said officers shall be a member of the Board of Directors, which board shall also contain seven (7) additional members, all of whom shall be elected at the annual meeting of the Association. They shall hold their offices for a period of two (2) years.

The officers and the Board of Directors thus constituted and elected shall conduct and control the affairs of the Association.

ARTICLE IV: ANNUAL MEETING

The annual meeting of the Association shall be held at a time and date to be set by the Executive Board and approved by the Board of Directors. If the dates are only being updated to the current year, then a vote will not be required. The Board of Directors will determine the duration of the session of each annual meeting.

ARTICLE V: AMENDMENTS

The Constitution and By-Laws may be amended by a three-fourths favorable vote of the members present and voting at any annual meeting of the Association so long as a majority of the primary voting members are in attendance. Voting by proxy is will be allowed via e-mail from primary members that are unable attend the conference. When such a vote is required, the Board of Directors will establish the date and time during the annual conference for the vote. Any proposed amendment must be submitted in writing to the officers of the Association and any such amendment shall be signed by at least three (3) active members of the Association. No proposed amendment may be voted upon at the annual meeting of the Association unless the proposed amendment has been printed in full in that edition of the Association's bulletin that immediately precedes the opening of the Association's annual meeting.

Any decision to dissolve CWCMA; merge CWCMA with another Association; or to make CWCMA a subordinate affiliate of another Association would be a fundamental change in the direction of CWCMA and would necessarily require an amendment to the Constitution and By-Laws. Any such change first requires a majority vote of the Board of Directors. The details of any such proposal of the Board of Directors must be reduced to writing and printed in full in the edition of the Association's newsletter that immediately precedes the opening of the Association's annual meeting. The decision of the Board of Directors must then be approved by a three-fourths favorable vote of the members present and voting at any annual meeting of the Association so long as a majority of the primary voting members are in attendance. The vote would be by paper ballot, to be counted and tabulated by the Board of Auditors provided in Article VII, Section 2 of these By-Laws.

ARTICLE VI: GOVERNMENT

Section 1. Directors – The Board of Directors of the Association shall be composed of the four officers and seven other persons. The Board of Directors shall be elected pursuant to Article III. All Directors shall attend in person at the annual meeting of the Association. The Directors shall manage the affairs of the Association and have full charge of its funds and properties.

Section 2. Classification – The Board of Directors shall be divided into two classes to be designated, respectively, Officers and Directors.

Officers – The Officers of the Association shall also serve as Officers of the Board of Directors. The President shall preside over meetings of the Board of Directors.

The President – The President may call meetings of the Officers and Directors at times and places deemed necessary by the President.

Executive Committee – The Executive Committee shall consist of the four (4) officers elected pursuant to Article III.

Section 3. Vacancies – The President, upon the advice and consent of the Board of Directors shall fill all vacancies that may occur at any time during the year. Appointments so made to fill vacancies shall be deemed to expire at the next annual meeting, and vacancies then existing shall be filled pursuant to Article III.

Section 4. Regular Meetings of the Board of Directors – The Board of Directors shall have meetings at such times and places as designated by the President. Notice of all regular meetings shall be given by mailing, either by US Mail or email, of notice thereof to each Officer and Director at least ten (10) days before the date of the meeting. The Secretary, the President, or the Directors calling the meeting may send the notice.

Section 5. Executive Director – The Executive Committee shall make recommendations to the Board of Directors on an individual or individuals to fill the position of Executive Director. The Executive Director must be approved by a majority vote of the Board of Directors. The Executive Committee shall also make recommendations to the Board of Directors on the compensation to be paid to the Executive Director. The compensation of the Executive Director must be approved by a majority vote of the Board of Directors.

The duties of the Executive Director are as follows:

- Respond to all inquiries from members or third parties;
- Maintain the Association databases;
- Maintain CWCMA Website;
- Responsible for all banking, accounting, and financial reporting of the Association;

- Fiduciary responsibility for and custodian of the funds of the Association.
- Produce the annual Buyer's Guide & Conference Program;
- Collect and account for all receivables for the Association, including dues and advertising fees;
- Coordinate with chairperson of sectionals and seminars for promotion, advertising, collection of fees, and payment of expenses;
- Forward monthly bank statements to the Executive Committee;
- Engage a qualified Certified Public Accountant to prepare tax returns and audit the financial records of CWCMA;
- Ensure that all state and federal reports are submitted on a timely basis;
- Assist the Board in solicitation of new members as new people are hired at newspapers in the five Western states;
- Assist Executive Committee and the Board of Directors with their responsibilities;
- Assist all who are involved to prepare for the Annual Sales Conference;
- Coordinate office space and storage for CWCMA equipment and records;
- Assist the Newsletter Chairperson;
- Work with the sectional chairpersons to produce the events;
- Keep the CWCMA President advised of all developments and events; and
- Prepare and present an annual report to the Board of Directors before the annual meeting of the Association. The report shall consist of an income statement and balance sheet detailing the financial condition of the Association; this report shall detail all income received and all expenses of the Association.

Section 6. Newsletter Chairperson – The Newsletter Chairperson shall be an active member of the Association in good standing. The Newsletter Chairperson is eligible to hold another office on the board along while being the Newsletter Chairperson. He/she shall be responsible for producing the Association's Newsletter at a frequency to be determined by the Board of Directors. He/she shall perform such other duties as may pertain to his/her position, or which the Board of Directors may assign to him/her.

Section 7. Special Meetings – The President or a majority of the Board of Directors may call special meetings. Notice of all special meetings shall be given by mailing, either by US Mail or email, of notice thereof to each Officer and Director at least ten (10) days before the date of the meeting. The Secretary, the President, or the Directors calling the meeting may send the notice.

Section 8. Quorum – A majority of the members of the Board of Directors shall constitute a quorum at any meeting thereof to transact business.

Section 9. Order of Business – The Board of Directors may adopt its own rules of order of business not inconsistent with the provisions of this Constitution and by-laws.

ARTICLE VII: DUTIES OF THE BOARD OF DIRECTORS

Section 1. Supervision – The Board of Directors shall have full management and control of the affairs of the Association. They shall constitute the Nominating Committee thereof.

Duties of Directors – A Director shall be an active member in good standing. In addition to serving on the Board of Directors, they shall assist in the securing of new members, the selling of advertising and shall assist in conference planning whenever requested.

Section 2. Auditors – The President shall annually appoint a Board of Auditors consisting of not less than two (2) members of the Association, whose duties it shall be to examine the accounting records of the Association. In lieu of the above, the President may secure the services of an outside independent auditing firm to examine the accounting records of the Association. Any auditor or auditors thus appointed or secured may examine or inspect such books or accounts at any time and report their findings at the first session of each annual meeting showing accounting records up to the opening of the annual meeting.

Section 3. Notices – The Association shall publish notices at the discretion of the Board of Directors to contain information for the benefit of guidance of its members.

Section 4. Suspension – The Board of Directors shall have the power to suspend or expel any member who shall willfully violate any provision of the By-Laws.

ARTICLE VIII: DUTIES OF OFFICERS

Section 1. President – The President shall be an active member of the Association in good standing. He/she shall preside at all meetings of the Association, preside at meetings of the Board of Directors, appoint all special and standing committees and chairpersons (such as Membership Chairperson and Newsletter Chairperson), coordinate assignments and duties of said committees, unless otherwise provided for in the Constitution and By-Laws or by action of the Association, plan and execute annual conference and any other Association events, can call for an executive session at any meeting allowing only voting members to be present, and shall perform such other duties as may pertain to his/her office, or which may be assigned to him/her by the Board of Directors.

Section 2. President-Elect – The President-Elect shall be an active member of the Association in good standing. He/she shall discharge the duties of the President in the event of the President's absence or disability, and shall serve as chairperson of the Advertising Committee of all Association events. The President-Elect shall assume the duties of the Presidency upon expiration of his/her term as President-Elect and shall perform such other duties as may be assigned to him/her by the Board of Directors.

Section 3. First Vice President – The First Vice President shall be an active member of the Association in good standing. He/she shall discharge the duties of the President-Elect in the event of absence or disability of the President-Elect. In addition, he/she shall act as Program Chairperson for all Association events and Site Selection Chairperson for the annual conference two years in advance (the year he/she will be President), and shall perform such other duties as may be assigned to him/her by the Board of Directors.

Section 4. Second Vice President – The Second Vice President-Secretary/Treasurer shall be an active member of the Association in good standing. He/she shall discharge the duties of the First Vice President in the event of absence or disability of the First Vice President. In addition, he/she shall act as Conference Chairperson, handle registration at all Association events, administer the billing for membership, advertising and any other receivables, and shall perform such other duties as may be assigned to him/her by the Board of Directors.

Section 5. Any elected officer or member of the Board of Directors, who while in office shall sever his/her connection in the position of a newspaper that qualified him/her for active membership, shall immediately present his/her resignation in writing to the President. He/she will notify the Board of Directors, who will have the option to accept the resignation at once or to defer the resignation to the next annual meeting of the Association.

ARTICLE IX: ELECTIONS

Section 1. Election Inspectors – The President at each annual meeting of the Association shall appoint two election inspectors, if there are contested offices. The duties of said inspectors will be to check and count all written ballots.

Section 2. Nominating Procedures – The President shall appoint a Nominating Committee from among the members of the Board of Directors. The Nominating Committee shall nominate active members of the Association for the offices of President-Elect, First Vice President, Second Vice President-Secretary/Treasurer, and Directors. Said nominations shall be presented to the membership during the first session of the first day of the annual meeting of the Association. Active members may also make nominations for office from the floor. Officers and directors will be elected on the following day during the business session.

ARTICLE X: GENERAL PROVISIONS

Section 1. An active member of this Association must be in a leadership role, which must be a salaried exempt position, in a circulation department or a related consumer services area, such as sales, distribution, retention, or customer service of a newspaper of general circulation, published and or distributed in California, Arizona, Hawaii, Nevada or Utah. The business manager or publisher of such newspaper must endorse active members.

The highest-ranking member from a newspaper will be the active primary (voting) member of this Association, unless designated otherwise.

Section 1(a). An active associate member of this Association, who shall have no voting rights, must be (1) An individual who was otherwise qualified as an active member under Section 1 above, who was promoted to a higher position on a newspaper of general circulation (2) An ex-circulation manager or an ex-active Cal Western Circulation Managers' Association member who is engaged in the publishing industry not below the management level (3) An individual who owns, manages, or represents any business directly affiliated with the newspaper industry.

Nothing in Section 1(a) shall be construed to permit district managers, carriers, dealers, or distributors of any kind to become members of the Cal Western Circulation Managers' Association.

Section 1(b). A newspaper of general circulation is a newspaper meeting the following criteria: (1) Publishes news and intelligence of a general character. (2) Has been established for a period of three years and has been disseminated at regular intervals of not less than once a week during each of those three years. (3) Has maintained a minimum coverage of news and intelligence of a general character of not less than 24 percent of its total inches during each of its three years.

Section 2. Application for Membership – All applications for membership must be submitted in writing upon proper form. Current membership dues must accompany each application for active membership, said monies to pay the member's dues up to the last day of the current calendar year. Monies paid in the last quarter of any calendar year will extend membership until the last day of the following calendar year.

Section 3. Annual Dues – The annual dues for maintaining the organization shall be due and payable in advance of the first day of the calendar year. A member shall be deemed to be in good standing when not in arrears for membership and dues are paid prior to the opening session of an annual convention of the Association.

Section 4. Representation – At meetings of the Association only active primary members may cast votes. If there is more than one member from a newspaper, publication, or organization, it shall designate the individual to be the primary voting member. An associate member shall have no vote in the meetings of the Association, but shall have the privilege of the floor in discussion of all subjects that may come before the meetings.

Section 5. Advisory Committee – All past presidents of the Association in good standing shall constitute the Advisory Committee. They have the right to attend board meetings and may participate in the discussions, but shall not have a vote in said board meetings.

Section 6. The general counsel of the Cal Western Circulation Managers' Association shall be a non-voting ex-officio member of the Board of Directors.

Section 7. Honorary Membership – Honorary membership in the Association may be conferred upon any member or former member, associate or former associate member, provided the name is proposed by an active member and approved by a 2/3 vote of the Board of Directors. The President of the Association will present the honorary member to the membership at the annual meeting of the Association. A nominee for honorary membership must be a person who made outstanding contribution to the Association and the circulation profession. Persons elected to honorary membership of the Association will not be required to pay dues and shall enjoy all the privileges of the Association except that of the right to vote or hold office, in the event the person so elected is no longer an active member of the Association.

CONSTITUTIONS AND BY-LAWS – REVISED JUNE 2015