

**BY-LAWS  
Of NYNAME**

New York Newspaper Advertising and Marketing Executives

**ARTICLE 1: NAME**

This association shall be known as (NYNAME) New York Newspapers Advertising and Marketing Executives of New York State's daily, weekly and online newspapers.

**ARTICLE II: MISSION STATEMENT**

The mission statement of this association shall be to:

Advance advertising services to its highest efficiency; promote better business in the advertising field and increase the professionalism of the members of the association.

**ARTICLE III: MEMBERSHIP**

**Section 1) Regular Membership.** Regular membership shall be comprised of daily, weekly and online newspapers published in the state of New York which, through their designated representatives, agree to abide by the by-laws, rules and regulations of the association.

Designated representatives of regular members shall consist of *advertising and marketing executives and general business executives*, and they shall be entitled to all rights and benefits of the association, including the right to vote, hold office, and participate in all membership activities.

Qualified newspapers shall be admitted to membership by affirmative vote of two-thirds of the members of the Executive Council, voting by mail, electronically or in person at any regular or special meeting of the Executive Council, or by a majority of the regular members voting in person at any regular or special meeting of the association.

To be a member of NYNAME, a newspaper must be a member in good standing of the New York News Publishers Association (NYNPA).

**Section 2) Associate Membership.** Associate membership shall be comprised of firms allied to the newspaper advertising industry which, through their designated representatives, agree to abide by the by-laws, rules, and regulations of the association.

Designated representatives shall be entitled to all rights and benefits of the association, excepting the rights to vote, hold office and participate in activities of the association limited to regular members.

Qualified firms shall be admitted to membership by affirmative vote of two-thirds of the members of the Executive Council voting by mail, electronically or in person at any regular or special meeting of the Executive Council, or by a majority of the regular members voting in person at any regular or special meeting of the association.

**Section 3) Honorary Membership.** Honorary membership shall be comprised of individuals, institutions and firms actively engaged in pursuits allied with the interests of the newspaper advertising industry, and who have made significant contributions to the field.

Honorary members shall pay no dues to the association, excepting the rights to vote, hold office, and participate in activities of the association limited to regular members.

Honorary members must pass the criteria set forth by the Executive Council.

**Section 5) Membership Application.** Any person or firm seeking membership in the association shall submit a formal signed application to the Executive Secretary in such for as from time to time may be prescribed by the Executive Council, accompanied by payment in the amount of the annual dues required to be paid to the association for the current calendar year. The Executive Secretary shall forward the application to the Executive Council for consideration and action as prescribed in Article III, Sections 1 and 2.

**Section 6) Membership Dues.** Membership dues for the various types of memberships shall be recommended by the Executive Council and ratified by affirmative vote of two-thirds of the regular members of the association voting in person at any regular or special meeting of the association.

When newspapers are part of a group, each newspaper in the group will be billed for dues separately.

The basis of billing for dues shall be prescribed by the Executive Council and collected in a manner as the Executive Council may determine.

*Effective June, 2015, and continuing until amended in the above procedure, dues for associate members shall be as follows:*

*Fifty dollars (\$50) per annum for each firm holding associate membership.*

Fees payable by members for special services or additional expenses of the association may be prescribed by the Executive Council from time to time and collected in a manner as the Executive Council may determine.

**Section 7) Membership Termination.** Any member of the association who allows his/her dues to lapse shall receive a second notice. The publisher of the member newspaper who does not respond to the second notice within a one month period will receive a final notice. Suspension will follow.

Former members may be reinstated by affirmative vote of two-thirds of the Executive Council voting by mail, electronically or in person at any regular or special meeting of the Executive Council.

Any designated representative of an association member who, by reason of change in employment, is not eligible to continue as a designated representative of a member, may retain all rights and benefits for a period of thirty days after the effective date of the change of employment. If at the end of thirty days he/she has not secured a qualifying position with an association member, he/she shall automatically forfeit all rights and benefits in the association.

**Section 8) Membership Voting.** Regular and associate memberships shall be corporate memberships, and the number of designated representatives sent by each company to association meetings shall be determined at the discretion of the company.

Each regular membership represented at a regular or special meeting of the association shall have but one vote. A member may also vote at any meeting of the association by proxy in legal form

given in the name of another member or of a member's designated representative, provided such proxy is actually present.

#### **ARTICLE IV: EXECUTIVE COUNCIL**

**Section 1) Executive Council.** The affairs of this association shall be directed by an Executive Council consisting of the officers, members of the Delegate Council and members of the Advisory Council.

**Section 2) Officers.** The officers shall consist of a President, a First Vice President, a Second Vice President and a Treasurer. These officers shall hold office for two years, or until their successors are elected.

These officers shall be nominated by the Executive Council and presented for approval by the regular membership at the annual meeting. Additional nominations of persons eligible to serve as officers may be made and seconded from the floor by regular members present at the meeting.

If the office of the First Vice President, Second Vice President or Treasurer shall become vacant during the elected term of service, this vacancy shall be filled from among the officers, members of the Delegate Council or Advisory Council, for the unexpired term, by affirmative vote of two-thirds of the members of the Executive Council, voting by mail, electronically or in person at any regular or special meeting of the Executive Council.

**Section 3) Duties of the President.** The President shall preside over all meetings of the membership and of the Executive Council at which he/she is present, and shall be the executive head of the association exercising general supervision and control over the affairs of the association subject to the direction of the Executive Council. He/She shall be, ex officio, a member of all committees, and shall serve as Chairperson of the annual conference. At the expiration of his/her term, the President may nominate himself/herself to serve another term, pending the approval of the general membership. If the President makes no such nomination, he/she shall move to the position of Immediate Past-President on the Advisory Council.

**Section 4) Duties of the First Vice President.** The First Vice President shall exercise all duties of the President in the absence or inability of the President to act. He/She shall be, ex officio, a member of all committees and serve as recording secretary, if needed, at all Executive Council meetings. He/She will serve as Training Chairperson. He/She will also serve as the convention program co-chairperson for the annual meeting. At the expiration of his/her term, the First Vice President may nominate himself/herself to serve another term, pending the approval of the general membership. If the First Vice President makes no such nomination, or should the position of President become vacant during its holder's unexpired term, the First Vice President shall move to the position of President.

**Section 5) Duties of the Second Vice President.** The Second Vice President shall exercise all duties of the First Vice President in the absence or inability of the First Vice President to act. He/She will serve as Advertising Competition Chairperson, and is also responsible for overseeing social media communications of the association. At the expiration of his/her term, or should the position of First Vice

President become vacant during its holder's unexpired term, the Second Vice President shall move to the position of First Vice President.

**Section 6) Duties of the Treasurer.** The Treasurer shall provide oversight of all financial dealings of the association, while also serving as the officer liaison between the Executive Council and the Executive Secretary. In the event that an Executive Secretary has not been appointed by the Executive Council, the Treasurer assumes all financial responsibilities belonging to the Executive Secretary, as described in Section 11.

**Section 7) Delegate Council.** The Delegate Council shall consist of six members. Each shall serve until his/her successor shall be elected.

Each Delegate shall be nominated to the membership at the annual meeting for approval by the regular membership. Additional nominations of members eligible to be Delegates may be made and seconded from the floor by regular members present at the meeting.

If a position on the Delegate Council shall become vacant, this vacancy shall be filled from the regular membership by affirmative vote of two-thirds of the members of the Executive Council voting by mail, electronically or in person at any regular or special meeting of the Executive Council.

**Section 8) Advisory Council.** The Advisory Council shall consist of the immediate past president, who serves as chairperson, and other active past presidents.

To be an active Advisory Council member, a past president is expected to participate in a minimum of one Executive Council meetings each year. The Advisory Council shall have a total of three votes.

If a position on the Advisory Council shall become vacant (less than (3) members) during the term of service, this vacancy may be filled from the regular membership, for the unexpired term, by affirmative vote of two-thirds of the members of the Executive Council voting by mail, electronically or in person at any regular or special meeting of the Executive Council.

**Section 9) Executive Council Meetings.** Meetings of the Executive Council may be called by the President at his/her discretion and shall be called by the President upon request in writing (including electronically) of not less than seven members of the Executive Council. A minimum of three meetings of the Executive Council are to be held in each calendar year.

**Section 10) Quorum.** A majority of the Executive Council members present shall constitute a quorum for any regular or special Executive Council meeting.

**Section 11) Duties of the Executive Council.** If needed, the Executive Council shall appoint an Executive Secretary of the association who shall be responsible for the coordination of the association activities and perform all detailed work of the association. The Executive Secretary shall supervise any part-time office staff that may be necessary for performing the work of the association. The Executive Secretary shall receive all moneys of the association, safely keep the same and pay out sums as may be authorized by the Executive Council, in the manner and under such conditions as it shall prescribe.

He/She shall keep an accurate record of all receipts and expenditures and shall render to the members of the association a written report of the same at the annual meeting of the members, as well as any other membership meeting, and also when requested by the Executive Council or the President. He/She shall report directly to the Treasurer, as well as the rest of the Executive Council.

The Executive Council shall admit, suspend and expel members, authorize and approve contracts, extend the money of the association for its lawful purposes, make such rules and regulations for the conduct of the affairs of the association as the Executive Council deems proper and necessary, and generally do all acts and things not inconsistent with law and the by-laws which the Executive Council deems proper and necessary for the best interest of the association.

Each member of the Delegate Council shall select one (1) Primary Task and one (1) Secondary Task from a list of tasks provided by the President at the annual meeting. He/She will be responsible for completing the selected tasks over the course of the year, with the assistance of the Executive Secretary, should one be appointed.

#### **ARTICLE V: MEMBERSHIP MEETINGS**

**Section 1) Regular Meetings.** The association shall hold one regular meeting each calendar year upon such dates and at such times and places as shall be designated by the Executive Council from time to time.

**Section 2) Special Meetings.** Special meetings of the members of the association shall be called by the President, or with approval of a majority of the Executive Council, or by written request (including electronically) of at least ten members. Special meetings shall be held at such time and place designated by the President, and members shall be notified of the special purpose or purposes of such meetings by mail or electronically at least 10 days prior to the meeting.

**Section 3) Quorum.** A majority of members of the association present, in person or represented as provided in Article III, Section 8 of these by-laws shall constitute a quorum for the transaction of business at any annual, regular or special meeting of the members of the association.

#### **ARTICLE VI: AMENDMENTS TO BY-LAWS**

**Section 1) By members.** These by-laws may be altered, amended or repealed by the affirmative vote of two-thirds of the membership of the association present at the annual, regular or special meeting. Written notice of changes to be proposed shall be distributed twenty days prior to such annual, regular or special meeting.

#### **ARTICLE VII: COMMITTEES**

**Section 1) Standing Committees.** The President may appoint, from time to time, such committees as he/she deems advisable.

**Section 2) Nominating Committee.** The nominating committee shall consist of the immediate past president as chairperson, and two other members of the Advisory Council chosen by the immediate

past president. The committee shall recommend to the regular membership at its annual meeting, persons qualified to fill such positions on the Executive Council as specified in Article IV of these by-laws.

**Section 3) Membership Committee.** The membership committee shall consist of three representatives of regular members chosen by the President. The committee shall develop new memberships for the association, orient new members at any annual, regular or special meeting of the association, and aid in maintaining current memberships of the association.

Adopted May 17, 1993

Amended June 15, 2015