

Association of News Media Internal Auditors, Inc. By Laws

Article I - Membership

Section 1. Membership of the Association shall consist of two classes: active and associate.

(a) The class of active members shall be open to internal auditors and other financial managers who perform or supervise the commonly accepted duties of internal auditors of business entities which operate any business directly involved in news media, radio or television broadcasting. Such businesses would include newspaper, shopper and magazine publishing, or CATV systems. Only active members shall be entitled to vote or hold office.

(b) The class of associate members shall be given only by invitation of the Board of Directors to others who cannot qualify for active membership.

Section 2. Determination of eligibility of candidates for membership shall be made by the Board of Directors, or a committee, designated by the Board of Directors, under rules approved by the Board of Directors.

Section 3. Any person who, having once been admitted to membership, forfeits that membership or is expelled, upon reapplication for membership, shall be subject to the same rules and procedures as an original applicant for membership. Any dues or fees in arrears shall be paid by the former member before such person shall be deemed eligible again for membership.

Article II - Membership Dues and Fees

Section 1. The Board of Directors shall have authority to establish dues for the two classes of membership.

Section 2. The fiscal year of the Association shall be from October 1 of each year to September 30 of the following calendar year, inclusive.

Section 3. Annual dues shall be payable on October 1 for the new fiscal year. Annual dues shall be paid by no later than March 31 during the fiscal year.

Section 4. The Board has the authority to terminate membership for nonpayment of dues and other just causes.

Article III - Membership Meetings

Section 1. There shall be at least one annual meeting of the Association for the election of Officers and Directors and the transaction of such business as may properly come before such meeting. This meeting shall be held on a day and at a place to be designated by the Board of Directors. The annual meeting may be held in conjunction with an education session. Immediately before the scheduled annual meeting the membership will be notified of the site, time and agenda of the meeting. This notice will be in the mail at least thirty (30) days before the meeting.

Section 2. The annual meeting of the association will include:

- (a) Approval of minutes of previous meetings.
- (b) Report of Board activity by the Chairperson.
- (c) Election of officers and Directors.
- (d) Such other business as the Board considers appropriate.

Section 3. Special meetings of the Association shall be held on the call of the Board of Directors or Chairperson on the written request of at least twenty five (25) active members in good standing; such request shall be addressed to the Chairperson, and the Chairperson shall call, within ten days, a meeting to be held not less than twenty days nor more than thirty days from the date of call. At special meetings no business shall be transacted except that which is specified in the call.

Section 4. A quorum of the Association membership at any regular or special meeting of members shall be declared and to exist if twenty five (25) active members are present in person.

Article IV - Officers and Directors

Section 1. Officers and at least two but no more than eleven at large directors will be elected at the annual meeting of the membership. Officers shall consist of the following: Chairperson, President, Vice President, Treasurer and Secretary. The directors shall consist of all officers, up to three (3) past chairpersons and at least two but no more than eleven (11) directors elected at large from the association membership to comprise a board of not more than fifteen (15)

Section 2. Duties of the Chairperson are:

- (a) The Chairperson is the chief elected officer and will preside over all meetings of the:
 - 1. Board of Directors
 - 2. Annual business

3. Annual education program

4. Any special meetings of the membership

(b) Provide advisory assistance to the President relating to the planning and execution of the annual educational conference.

(c) Appoint committees and committee chairpersons, except elected committees, as necessary to accomplish goals of the organization.

(d) Approve bills of the organization for payment.

(e) Signer on all accounts of the organization.

(f) Ex official member of all committees.

(g) Develop, in conjunction with the President and Treasurer, an annual budget for the organization to be presented to the Board for approval by the mid-year meeting or February 15 for that fiscal year.

Section 3. Duties of the President are:

(a) Assume the responsibilities of the Chairperson, when the Chairperson is unable to fulfill those responsibilities due to absence, resignation, or removal.

(b) Recommend to the Board of Directors the program for the annual educational conference including: site, topics, speakers, program schedule, and program format. Upon approval of the program by the Board of Directors, complete all program arrangements, and execute the program.

(c) Develop, in conjunction with the Treasurer, a specific budget for the annual educational conference to be presented to the Board for approval at least three months prior to the conference dates.

(d) Approve bills of the organization for payment.

Section 4. Duties of the Vice President are:

(a) Assume the responsibilities of the President, when the President is unable to fulfill those responsibilities due to absence, resignation, or removal.

(b) Provide input and advisory assistance to the Chairperson and President.

(c) Set agenda for the annual roundtable to be held in conjunction with the annual conference

(d) Work in conjunction with the President to determine the mid-year site location

Section 5. Duties of the Treasurer are:

(a) Open and maintain bank accounts with authority to deposit funds, draw checks on behalf of the organization ; manage funds, manage the organization's relationship with the financial institution(s), and report to the Board of Directors and the membership.

(b) Signer on all accounts of the organization.

(c) Maintain signature cards for all authorized check signers. The primary check signor should be the treasurer, on annual basis the second signor will be designated by the Board.

(d) Receive and deposit dues and other cash receipts.

(e) Receive money for registrations to the annual education program and list attendees for the Chairperson, President and Vice President.

(f) Pay all bills after they have been approved by the Chairperson or President.

(g) Assist the Chairperson in preparing the organization's annual budget to be presented to the Board for approval by the mid-year meeting or February 15 for that fiscal year, and assist the President in preparing a specific budget for the annual educational conference to be presented to the Board for approval at least three months prior to the conference dates.

(h) Prepare, and file, all tax returns for the organization.

(i) Prepare 1) a balance sheet, 2) a statement of revenues and expenses, and 3) a statement of changes in fund balance for the fiscal year for presentation to the Board of Directors no later than the mid-year meeting or February 15 of the following fiscal year.

(j) Forward bank statement and reconciliation to Past Chairperson within 30 days of receipt.

Section 6. Duties of the Secretary are:

- (a) Prepare and distribute minutes of the NMIA scheduled meetings (i.e., Annual Business Meeting, board meeting, conference calls, and etc.)
- (b) Oversee creation and distribution of the organization's periodic publication.
- (c) Oversee maintenance of By-Laws and Charter
- (d) Oversee the filing of the NASBA
- (e) Oversee the filing of the annual report of incorporation for the State of Illinois.

Section 7. Duties of the At-Large Directors are:

- (a) One At-Large Director shall oversee the activities of the Membership Committee.
- (b) One At-Large Director shall act as coordinator for continuing professional education and interact as necessary with such organizations as the National Association of State Boards of Accountancy (NASBA).
- (c) All At-Large Directors shall serve as voting members of the Board of Directors.
- (d) The Board shall assign specific duties to other At-Large Directors, at the discretion of the Board.
- (e) One At-Large Director shall oversee the review all books of records and transactions by the organization, including 1) a balance sheet, 2) a statement of revenues and expenses, and 3) a statement of changes in fund balance for the previous year. The review should be performed by someone independent of the Treasurer, President and Chairperson. The At-Large Director shall present the results of the review, in a written report, to the Board no later than two month's prior to the next annual business meeting. The At-Large Director will also present the report and findings to the annual business meeting.

Section 8. The three (3) immediate past Chairpersons shall serve as voting members of the Board of Directors.

Article V - Board of Directors

Section 1. The Board of Directors shall consist of all officers, up to three (3) past Chairpersons, and at least two but no more than eleven directors elected at large to comprise a board of not more than fifteen (15). A quorum will be five (5) or more board members.

Section 2. The Board of Directors will act for the membership, on all matters, between the annual business meetings and any special meetings of the membership. These actions will include, but not be limited to:

- (a) Approve the organization's annual budget.
- (b) Approve the program for the annual educational conference.
- (c) Approve the site for the annual educational conference.
- (d) Approve the specific budget for the annual educational conference
- (e) Remove officer(s) and director(s) when necessary.
- (f) Appoint and fill officer and director vacancies.

Section 3. There shall be two (2) scheduled meetings of the Board of Directors and as many special meetings as may be deemed necessary by the Board.

Section 4. Written notice of all Board meetings must be received by Board members at least sixty (60) days before the date of the meeting. Such notice will include the date, site, agenda and purpose of the meeting.

Article VI - Committees

Section 1. There shall be two permanent committees: 1) Nominating, 2) Membership.

The Chairperson may appoint other committees as deemed necessary for the success of the organization.

Section 2. The elected members of the audit committee will elect their committee chairperson at their organization meeting to be held following the election.

Section 3. The nominating committee will consist of the current officers and the current Chairperson. The nominating committee shall include at least three members. If less than three of the defined members are present at the annual business meeting, the Board shall elect additional nominating committee members to ensure at least three committee members.

The nominating committee will present their recommendations for all officer positions and At-Large Directors to the annual business meeting. All nominees recommended by the nomination committee must have agreed to accept and serve in that position.

Nominations for any office may be accepted from the floor during the annual business meeting. However, such nominees must have agreed to serve in that position.

Section 4. The Membership Committee shall be a volunteer committee, reporting to the Director-Membership, responsible for:

- (i) maintaining membership records,
- (ii) executing an annual membership solicitation, and
- (iii) promoting membership of companies within the media industry not yet affiliated with the organization.

Article VII - Interpretation

Section 1. All questions concerning the By-Laws shall be directed to and decided by the Board of Directors.

Article VIII - Amendments of By-Laws

Section 1. These By-Laws may be amended:

- (a) By the Board of Directors if approved by the Association membership in a mail vote. The membership approval requires votes to be cast by one-half of the members as of the date of the mailing of the ballots and an affirmative vote of a majority of the votes cast.
- (b) At the annual meeting or any regular or special meeting of the members by a majority vote of the members present.