

WHEREAS, contacts with others in the same profession or business have been helpful and profitable, therefore,

BE IT RESOLVED, that the members of the Association agree to associate themselves for the mutual exchange of ideas and information and agree to conduct regular meetings as a forum of discussion of fulfillment, consumer marketing, customer relations procedures and other matters to provide our members and other business people with education in these fields.

The scope of the Association shall be to promote education on fulfillment, consumer marketing, and customer relations principles and procedures through regular meetings, forums, seminars and workshops – both for members and non-members – for their use as tools to enhance our industry's marketing goals.

1. ORGANIZATION OF THE ASSOCIATION

A. The name of the organization shall be the "FULFILLMENT MANAGEMENT ASSOCIATION, INC."

B. The national headquarters of the Association shall be located in New York City and its metropolitan area. As a matter of policy, the Association shall encourage the establishment of regional chapters, nationally and internationally, and shall provide whatever appropriate support is needed to promote this establishment.

2. MEMBERSHIP

A. Membership will be confined to those engaged in managing or directing fulfillment, consumer marketing and customer relations; suppliers and consultants in these fields; Officers and members of other allied associations and other interested parties.

B. Our fiscal year is July 1st through June 30th. Membership dues, as set by the Association, shall be payable at the start of the fiscal year, July 1st. In order to be considered a member in good standing, dues must be paid by September 30th. A person joining the Association after the beginning of the fiscal year becomes a member in good standing, conferred with all the rights and responsibilities of membership upon payment of dues, and their membership expires at the end of the same fiscal year unless otherwise promoted by the Association.

C. Any member in good standing shall have the right to vote, to hold office, or to serve on committees. Any member may terminate at any time his/her membership in the Association, upon thirty days notice to the Executive Secretary, and payment in full of any obligation to the Association.

D. The Association shall have the power to terminate the membership of any member of the Association for any action detrimental to the Association, at any time, upon majority vote of the Board of Governors.

E. Other than payment of dues and fees, membership in the Association neither entails nor implies financial liability to any member. Similarly, no member may incur any

expense or other obligation on behalf of the Association unless the President shall have previously authorized it, or a majority vote of the Board of Governors.

F. There shall be no residency requirements contingent on membership.

G. Honorary members can be elected by the membership at a regular meeting. An honorary member shall have none of the obligations of membership in the Association, but shall be entitled to all the privileges except those of making motions, of voting, and of holding office.

3. OFFICERS, THEIR DUTIES AND AUTHORITY

A. The Officers of the Association shall consist of a President, a Vice President, a Treasurer, an Executive Secretary, a Recording Secretary, and seven Directors. In no case shall anyone hold two offices at the same time, and in case of conflict, the Officer or Director must relinquish one office before assuming the other. The combined Officers and Directors shall be known as the Board of Governors.

B. It is the duty of all Officers and Directors to actively participate in the management of the Association and attend Board Meetings. Officers and/or Directors not participating in more than three (3) scheduled board meetings in any single fiscal year or being judged as not being an active participant may be dismissed from their duties by a majority vote of the Board of Governors.

C. Specific duties of the President shall include:

- To authorize and approve all financial transactions;
- To preside at all regular meetings;
- To direct the activities of the Association;
- In the event of a vacancy of any other office, to appoint a successor to serve for the balance of the year;
- With the advice of the Board of Governors to appoint all standing and special committees, whose term will be concurrent with the President's.

D. Specific duties of the Vice President shall include:

- To act in the place of the President when conditions so require;
- In the event of a vacancy in the Office of the President, to fulfill that office for the balance of the term;
- Be ex officio member of all standing committees and assume temporary chairpersonship of committees when an office becomes vacant.

E. Specific duties of the Treasurer shall include:

- To collect, receive, record, and reconcile all Association funds (dues, luncheon payments, and other income) and maintain same in the Association bank account.
- To receive and pay all Association invoices;
- To mail, or cause to mail all bills;
- To be responsible for all authorized signatures on all disbursements;
- To report to the President at every meeting on the finances of the Association; and to prepare, or cause to have prepared, financial reports covering Expenses and Income, Bank Statement and Balance Sheets quarterly, in those quarters coinciding more closely with the meetings of the Board of Governors;

- In the event of vacancies in the Offices of both the President and Vice President, to fulfill the Office of the President for that term and to appoint successors to the Offices of Vice President and Treasurer for that term;
- To file or cause to be filed, all Federal, State and Local tax filings as required by law and at the frequency required by law, for the Association.

F. Specific duties of the Executive Secretary shall include:

- To address and send, or cause to have sent, meeting notices and any other notices to the full membership as required by the President;
- To address and send, or cause to have sent, material of Bulletins and Annual Ballots as necessary;
- To serve as ex officio Chairman of the Nominating Committee each year and carry out the duties connected thereto as described in By-Law 4;

G. Specific duties of the Recording Secretary shall include:

- As directed by the President, notify the Board of Governors and Committee Members of all Board Meetings.
- To record all minutes of the meetings of the Board of Governors and to send to the Board of Governors and Committee Members prior to the next meeting;
- To keep on file all committee reports, minutes and record books in which the By-Laws, special rules of order, standing rules, and minutes are entered, with any amendments to these documents properly recorded.

H. Specific duties of the Directors shall be to advise the President on any matters he/she may bring to their attention, or which the Directors themselves may judge to be important. They also serve as members of the Board of Governors. The seven Directors from the National Association can consist of the three most recent Presidents of the Association plus four Directors at large, each of whom will serve a two-year term, two being elected each year. The Directors may not serve more than two consecutive terms. The exception to a two-year term limit with a 2/3's vote of the Board of Governors is the position of Executive Director due to the importance of this position in maintaining necessary continuity. The vote is to be taken at the end of each term limit.

I. Specific duties of EXECUTIVE DIRECTOR are as follows:

This position works with the FMA Officers, Board and Committees to help facilitate FMA items. Assist as an ad-hoc project manager on various items to make sure items discussed at Board Meeting move forward, are reviewed and decisions made on a timely basis.

Specific responsibilities include:

- Coordinating Board meetings with the President and sending out notice of Board meetings and agenda.
- Retrieve mail from the FMA PO Box and distribute accordingly.
- Work with Facilities on various hotel activities and follow up.
- Monthly Seminar/Luncheon Events:
Assist at Registration Desk and balancing of monies, ensure that name badges, attendees listing, speaker name tents, evaluation forms, sponsor promotional material, are coordinated.
- Assist in the storing and bringing of various FMA registration items to the Seminar/luncheons
- Work with committee/event chairs/Executive Secretary so that promotional mailings and website info is in sync and deliverables are met on a timely basis.
- Designated "keeper" of FMA materials.

Assist in indoctrinating new Board/Committee members and providing relevant material to them

J. The Board of Governors shall establish policies of the Association regarding dues, luncheon fees and allocation of assets upon majority vote.

K. In general, it shall be the duty of all Officers to pass on to corresponding successors in office a specific description of their activities and functions, as well as all files connected with their offices.

Further, it shall be the duty of all Officers who maintain or have access to Association membership lists to safeguard the lists and make them available only for Association business. A majority vote of the Board of Governors shall be required to release the membership list for any purpose other than FMA supported functions.

Further, as a matter of policy, it shall be the duty of all Officers of the Association to attempt to meet with as many members of the Association as possible at the regular luncheon meetings and to solicit their view on the Association, and to socialize with the regular members as often as possible at these meetings, in view of accomplishing the stated purpose of the Association: "the mutual exchange of ideas and information."

L. It shall be the duty of the Board of Governors to elect a Chairperson, who is one of the Board of Governors, and who, by past practice shall normally be the past President, by majority vote and who will serve for one year.

M. At any meeting of the Board of Governors at which no less than seven of the Governors are present, a majority of the Governors shall constitute a quorum.

4. ELECTION OF OFFICERS

A. At the regular meeting in March, a Nomination Committee of no less than five members will be elected by the members. It shall be the duty of this Committee to nominate candidates for the offices to be filled at the annual meeting in May. The Executive Secretary will be ex officio Chairman of the Nominating Committee, but he/she will have no vote in the Committee. No member shall hold more than one office at a time, and no member shall be eligible to serve more than two consecutive one-year terms in the same office.

B. At the regular meeting in April, or any special meeting in April called in lieu of the regular meeting, the Nominating Committee will report to the membership their nominated slate of Officers after which the presiding Officer will open up nominations from the floor. Nominations to any office can be made, and if seconded by a majority of those present, will be placed on the ballot together with any nominations made by the Nominating Committee itself.

C. In the event there are no contests for any office of directorship, no ballot need be mailed. If more than one person has been nominated for any elected position, the Executive Secretary, within one week after the April meeting, will mail to each member:

1. The report of the Nominating Committee, giving the names of the candidates.

2. A ballot personally signed by the Secretary, containing the names of the candidates in alphabetical sequence under the office for which they have been nominated, and providing spaces for the votes to be recorded.
3. A covering letter, signed by the Secretary, explaining the other two enclosures, and stating that the ballot may be mailed to the Secretary or delivered to him/her personally at the May meeting, the exact date and place of which shall be given.

D. As soon as the May meeting is called to order, the President shall request all outstanding ballots be delivered to the Secretary. He/she shall then appoint a Canvassing Committee to assist the Secretary in tabulating the vote while the meeting is in progress. The Committee will tabulate the number of votes cast for each candidate for each office and deliver the results to the President, who shall announce the results. The President shall retain the ballots for a period of ninety days.

E. The following additional rules governing the election of Officers shall apply:

1. No ballots shall be distributed except by mail, as heretofore provided.
2. No ballot shall be counted unless it bears the original signature of the Secretary.
3. No ballot shall be rejected because of errors in spelling or other technicalities, provided the intention of the voter and the identity of the candidate seem clear to a majority of the Canvassing Committee.

F. The Officers and Directors of the Association so elected shall hold office as provided in By-Law 3H.

G. In order to prevent a conflict of interest and to allow open discussion of the merits of individual nominees, any volunteer who is seeking a position on the Board of Governors (Director or Officer) shall remove himself/herself from the discussion of the specific position being sought. The individual may continue to be a part of the Nominating Committee and may participate in any discussion of other Officer and Director positions for which he/she is not being considered. If an individual serving on the nominating committee is not seeking a particular position but is then recommended for that position, he/she shall excuse himself/herself from any remaining portion of the discussion of that position by the Nominating Committee.

5. MEETINGS AND QUORUM

A. The Board and Association shall meet the third Wednesday of each month, from September through May, unless changed by the President, who in such case must arrange to give the membership at least 15 days notice.

B. A majority of the Board in attendance shall constitute a quorum at any meeting, and properly executed proxies of absent members in good standing may be voted and counted towards such quorum.

C. Any member shall have the right to question or object to decisions of the Officers and Board and a majority vote of the entire membership can overrule any decisions.

6. COMMITTEES

The President will appoint the following committees promptly after his or her election. The President is not restricted to the below listed committees and may appoint additional committees as deemed necessary to carry on the work of the Association.

It is the duty of all Committee members to actively participate in the management of the Association and attend Board Meetings. Anyone not participating in more than three (3) scheduled board meetings in any single fiscal year or being judged as not being an active participant may be dismissed from their duties by a majority vote of the Board of Governors.

- A. A Finance Committee composed of the Treasurer and two other members. It shall be the duty of this Committee to prepare a budget for the fiscal year beginning the first day of July and submit it to the Board of Governors at its first board meeting of the new fiscal year. The Finance Committee can, from time to time, submit supplements to the budget for the current fiscal year.
- B. A Chairperson of a Program Committee, with whatever assistance he/she requires, shall have the responsibility to plan the annual luncheon program of the Association. This Committee's report shall be submitted to the President and Board of Governors for review at its Board meetings.
- C. A Chairperson of a Membership Committee, with whatever assistance he/she requires, will be responsible for the recruiting of new members of the Association, and the renewal of existing memberships.
- D. Either an Audit Committee of three members shall be appointed by the President at the Association's May meeting or an outside auditing firm engaged to audit the books of the Treasurer by August 1st of each year, if possible. A report of the Committee should be presented at the September meeting (or at the next Board meeting following completion of the audit).
- E. A Chairperson of the Awards Committee, with whatever assistance he/she requires, will be responsible for planning the annual Awards presented by the Association at the FMA Day meeting.

These Awards are:

1. Fulfillment Manager of the Year: Awarded to an individual who has demonstrated excellence in providing customer service through the fulfillment process
2. Lee C. Williams Award: Given to an individual who has made an outstanding contribution to the periodical publishing circulation field through a long-time, recognizable career.
3. Hall of Fame Award: Awarded to an individual who, through innovative and strategic thinking, has made a significant contribution to the fulfillment industry, consumer marketing and customer relations procedures.

All FMA Award nominations will be open to and voted on by the entire FMA active membership. The nominating person should identify each candidate's name, title, company, and contact information, and should provide a short write-up of the candidate and his/her accomplishments.

An FMA Awards Committee will be established each year and will consist of three members of the FMA Board of Governors and two active members. This committee will narrow down the list of nominations to three for each award and will organize the awards process. Nominees need not be current FMA members to receive the award.

The Membership nominating process will begin no later than April 1st of the year and will end by the third week of April. The Awards Committee will narrow down the list to three candidates and three alternates for each award by the last week of April. The committee will contact the nominees, obtain their approval and finalize the official nominations, to be announced at the May FMA luncheon.

The membership voting will end the first week of June, with the committee finalizing the votes and announcing the winners no later than June 30th.

F. A Fulfillment Committee or Database Administrator will be responsible for developing and maintaining a database of members and prospective members. This Committee will provide names to be used for membership mailings, FMA Directory, seminar announcements, luncheon announcements, and also provide updated membership lists to the Board of Governors and Committee Chairpersons on a periodic basis.

G. A Chairperson of a Publicity Committee shall arrange for publicity releases of Association activities to be forwarded to appropriate outside media.

H. A Chairperson of a Career Guidance Committee shall coordinate distribution of industry positions available to the Association membership.

I. A Chairperson of a Facilities Committee, with whatever assistance he/she requires, shall have the responsibility to make event arrangements including rooms, menu, seating, and audio visual requirements.

J. A Chairperson of a Sponsorship Committee, with whatever assistance he/she requires, will be responsible for the recruiting of new sponsors of the Association, and the renewal of existing sponsors.

K. A Chairperson of a Registration Committee, with whatever assistance he/she requires, shall have the responsibility to coordinate registration which includes badges, payments, onsite check in duties as well as maintain supplies.

L. A Chairperson of a Membership Directory Committee, with whatever assistance he/she requires, will be responsible for the recruiting of new and past advertisers, collecting artwork and reviewing directory content before it goes to print.

M. A Chairperson of a Training and Education Committee, with whatever assistance he/she requires, shall have the responsibility to plan the annual seminar program of the Association. This Committee's report shall be submitted to the President and Board of Governors for review at its Board meetings.

N. An MTAC Representative may be appointed by the President to be responsible for providing postal updates to the Board of Governors and Committee Chairpersons on a periodic basis.

O. A Proofreading Committee may be appointed by the President to be responsible for reviewing all material to be distributed to the Association.

7. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts 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 by-laws and any special rules of order that Association may adopt.

8. PUBLICITY

Apart from internal communications to Association members, no Officer or member shall make any oral or written statement or publish or distribute any material on behalf of or in the name of the Association, or in his own name with mention of his/her connection with the Association, unless such statement shall have been previously approved by the majority of the Board of Governors. Further, no authorized statement made in the name of the Association shall expressly mention any member or the Company he/she represents as approving or endorsing such a statement if express written approval is not first obtained.

9. AMENDMENT OF BY-LAWS

The Board of Governors shall review the content of the By-Laws every two years. These By-Laws may be amended at any regular meeting of the Association by a two-thirds vote, provided that the proposed amendment has been communicated to all members in attendance at the meeting preceding the one at which the action is to be taken and communicated to all members at least two weeks prior to that meeting.

10. CONFIDENTIALITY

While regular FMA board meetings are public forums, FMA Board of Governors and volunteers are cautioned to use care and concern for all involved before sharing any portion of the board meeting discussions outside of the board meeting, especially any portion of the meeting involving discussion of the merits of individuals, programs or changes yet to be announced to the general membership.

Further, FMA Board of Governors and volunteers agree to keep individual committee meetings in strictest confidence. Agreeing to participate in a special committee meeting, specifically including but not limited to Awards Committee, Scholarship Committee and Nominating Committee, where discussions may include frank and open review of the merits of individuals, constitutes a commitment to non-disclosure of any and all information discussed and only the committee chairperson, or that chairperson's specific representative may reveal the results of the committee discussions (e.g. awardees, scholarship winners and nominees).

Failure to adhere to this non-disclosure agreement may incur sanction from the Officers of the Association/Board of Governors. Sanctions for board members and volunteers who violate these confidentiality guidelines are at the sole discretion of the Officers of the Association/Board of Governors and may include removal from the specific committee, removal from the board and/or removal from any and all volunteer service.