

**BY-LAWS OF
COMMUNICATION MARKETING ASSOCIATION
ARTICLE I**

Name and Purpose

This Association is incorporated not-for-profit under the laws of the State of Illinois and shall be known as:

“COMMUNICATIONS MARKETING ASSOCIATION”

The purposes and objectives of this association are:

“To provide a vehicle for evaluation, analysis, communication and exchange of ideas on matters of common interest to Manufacturers Representatives, Manufacturers Distributors and other industry related members; and

“To engage in such activities as will foster better business relationships between manufacturers of communications equipment and those Manufacturers Representatives and Distributors who sell the equipment and the other industry related members.”

This Association also has such powers as are now, or may hereafter be, granted under the corporation laws of the State of Illinois. The Association shall not engage in any activity which contravenes any applicable federal, state or local statute or regulation.

Article II Membership

Section 1. Definition of a Manufacturer:

“Manufacturer” as used herein is defined to mean a proprietorship, partnership or corporation which:

- a. Produces communications equipment or has such equipment produced for it (and)
- b. Sells such equipment under its own name and in the regular course of business

Section 2. Definition of a Manufacturer’s Representative:

“Manufacturer’s Representative” as used herein is defined to mean a proprietorship, partnership or corporation which sells communication equipment as an independent contractor on a commission basis for manufacturers of communication equipment.

Section 3. Definition of a Distributor

“Distributor” as used herein is defined to mean a proprietorship, partnership or corporation that;

- a. Warehouses, stocks and wholesales communication equipment to the communication industry (and)
- b. Sells such equipment under its own name at wholesale prices in the regular course of business

Section 4. Definition of “Other Industry Related”

“Other Industry Related” as used herein is defined to mean;

- a. Provides marketing services to Manufacturers and/or Distributors as defined in Sections 1 and 3. (or)
- b. Provides industry trade publications, tradeshow, Consulting, or other professional services to Manufacturers, Manufacturers Representatives and Distributors as defined in Sections 1, 2, and 3.

Section 5. Classes of Members

- A. “Manufacturer Member”
- B. “Manufacturer’s Representative Member”
- C. “Distributor Member”
- D. “Other Industry Related Member”

Section 6. Eligibility of Members

A. To be eligible as a Manufacturer Member in this Association an applicant shall:

- 1. Be a manufacturer of communication equipment: (and)
- 2. Designate as its representative at meetings and entitle to vote on its behalf any full time employee or officer of applicant.

B. To be eligible as a Manufacturer’s Representative Member in this Association an applicant shall:

Section 6. Continued

- I. Be a manufacturer's representative who sells communication equipment; (and)
2. Designate as its representative at meetings and entitle to vote on its behalf any full time employee or officer of applicant.

C. To be eligible as a Distributor Member in this Association an applicant shall:

- I. Be a distributor of communication equipment to include warehousing, stocking and wholesale to the industry. (And)
2. Designate as its representative at meetings and entitle to vote on its behalf any full time employee or officer of applicant.

D. To be eligible as an Other Industry Related Member in this association an applicant shall:

1. Be a company that provides marketing services to Manufacturers and Distributors in the Communications Industry. (or)
2. Be a company that provides trade publications, trade shows or other professional services to manufacturers, manufacturers' representatives and distributors in the Industry.
3. Designate as its representative at meetings and entitle to vote on its behalf any full time employee or officer of applicant.

E. Application for and Admission as a Member

I. A written application for membership shall be submitted to the Secretary or Executive Director of the Association, together with a check for dues payable for the current year and any initiation fee. The application will be referred to the Board of Directors to determine if the applicant meets the membership eligibility requirements set forth in Sections 5 (A), 5 (B), 5 (C) and 5 (D) of the Article.

2. The determination shall be made by the Board of Directors at a regularly or specially scheduled official meeting, email, or by mail at the discretion of the President. If the application is to be considered at a meeting, the notice of the meeting shall so indicate and, if by mail, the Secretary, or Executive Director shall send pertinent information about the applicant to the Directors.

If the Directors approve the application by a majority of those present at a meeting, or by a majority of all Directors by mail, the applicant shall be admitted as a Member effective with the date of submission of the application. If the application is not approved by the required vote as provided above, the application shall be considered rejected and the action shall be final; provided, however, that applicant may subsequently submit a new application specifically referring to any change in circumstances. The Secretary, or

Section 6. Continued

Executive Director shall advise the applicant in writing as soon after the voting on its application as is practical of the approval or rejection of the application and, if the application is rejected, the reason why applicant was not deemed eligible.

F. Term of Membership

Upon admission, the applicant shall be a Member until the end of October of the following year, when dues will be due prior to the annual association meeting in November. The Member remains a member in good standing so long as current dues, fees, assessments and other obligations, due and owing to the Association, has been paid in full and so long as membership eligibility requirements are met.

G. Termination of Membership

Membership of a Member shall terminate and the member shall be entitled to no rebate of dues or assessments previously paid in any of the following events:

1. If the Member resigns or ceases to be eligible in accordance with these By-Laws: (or)
2. If after sixty (60) days following the mailing or emailing of a statement any moneys due to the Association shall be and remain unpaid.

Such termination shall be automatic.

ARTICLE III

Meetings of Members

Section 1. Annual Meeting

The first annual meeting of the Members of the Communications Marketing Association shall be held in the month of October, 1979, on such date, and at such time and place as may be designated by the President. Thereafter, such meetings shall be held annually on such date and at such time and place as may be designated by the President. The annual meeting shall be held for the purpose of the transaction of such business as may come before the meeting, and to elect Officers and Directors.

Section 2. Special or Regular Meetings

Special or Regular Meeting of Members shall be scheduled and held whenever called on notice by the President, by a majority of the Board of Directors, or by the written

Section 2. Continued

request of 50% (fifty percent) of the Members. Such meeting shall be held at such time and place as may be designated in the call.

Section 3. Attendees

At the request of the Board of Directors, such members and former Directors as may be designated from time to time may attend Director meetings and consult with and advise Directors.

Section 4. Notice of Meetings

Written or printed notice stating the place, day and hour of any meeting of Members shall be delivered, by mail, email, or posted on the Association's official website, not less than 20 or more than 40 days before the date of such meeting by or at the direction of the President, or persons calling the meeting. In all cases, the purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed delivered when deposited in the United States Mail, addressed to the Member at his/her address as it appears on the records of the Association, with postage thereon prepaid. If sent electronically by email, or posted on the Associations official website, the notice of the meeting shall be deemed delivered when sent, or posted.

Section 5. Quorum

At least 50% of the Members present in person or by proxy shall constitute a quorum for the transaction of business at any annual, special or regular meeting of the members, if notice has been properly given.

Section 6. Voting and Right to Vote

Each member shall be entitled to one vote with a majority prevailing unless otherwise specified in the By-Laws. The vote of Member shall be cast by the duly designated representative or the Member, or by his/her duly authorized proxy.

Section 7. Proxies

Any member entitled to vote at any meeting may vote by proxy. Proxies shall be in writing and revocable at the pleasure of the Member executing same. A duly designated representative of a Member may appoint only another full time employee, officer of that Member or the duly designated representative of another Member to act as his/her proxy.

ARTICLE IV

Communications Marketing Association Officers and Directors

Section 1. Number, Eligibility and Election

The Officers and Directors of the Association shall be a President, Vice President, Secretary, and Treasurer. The Directors shall be the immediate past President and at least one member each from the four classes of Members shown in Article II, Section 4. Communications Marketing Association officers shall be elected by a majority vote of the Communications Marketing Association Board of Directors present at a regular or special meeting.

To be eligible to serve as an officer or board member, a person must be, at the time of his/her election and throughout his/her term, a designated representative of a Member in good standing. Officers and Directors need not serve as the designated representative of the same Member during their entire term. To be eligible to serve as President, the candidate should be an Officer on the Board for at least four years and preferably held the position of Secretary, Treasurer or Vice President.

Section 2. Power and Duties of Directors

The Directors of this Association shall manage the Association's general business, administrative and fiscal affairs and activities, and such other affairs and activities as may be delegated to them from time to time by the Members. It shall be incumbent upon them to prepare the annual budget and dues recommendations to the Members.

Section 3. President

The President shall be the principal executive officer of the Association and shall in general supervise and control all of its business and affairs. He/She shall preside at all meetings of the Members and directors. He/She may sign with the Secretary, Treasurer, or any other proper Officer of the Association authorized by the Members, any deeds,

Section 3. Continued

mortgages, bonds, contracts or other instruments which the Members have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Members or by these By-Laws or by some Statute or some other Officer or agent of the Association; and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed from time to time by the Members or Directors.

Section 4. Vice President

In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President and when so acting shall have all of the powers of, and be subject to all the restrictions, of the President. The Vice President shall perform such other duties as may from time to time be assigned to him/her by the President or by Members or Directors.

Section 5. Treasurer

The Treasurer shall (1) receive and give receipts for moneys in the name of the Association in such depository as may be designated from time to time by the Board of Directors; (2) he/she may make disbursements from the Association bank account by check signed by such officers or agents designated from time to time by the Board of Directors; (3) he/she shall prepare and furnish a Financial Statement for each Member meeting when requested to do so or at any time at the request of the President.

Section 6. Secretary

The Secretary shall keep the Association's records and Minutes of the meetings of the Directors and Members in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these By-Laws or required by law, be the custodian of the corporate records and of the seal of the Association, and see that the seal of the Association is affixed to all documents duly authorized in accordance with the provisions of these By-Laws, keep a register of the post office addresses, email addresses and telephone numbers of each Member which shall be furnished to him/her by such Members, and perform all duties incident to the office of Secretary and such other duties as may from

Section 6. Continued

time to time be assigned him/her by the President, or by the Member or Directors. The administrative duties of the Secretary may be delegated to the Executive Director at the discretion of the President.

Section 7. Executive Director

The Executive Director shall be the principal paid administrative officer of the Association. He/She shall keep the Association's records and shall maintain and supervise the Association's office. He/she shall perform the entire duties incident to the office of Executive Director.

In general the Executive Secretary shall perform all duties incident to the office of Executive Director. An Executive Director shall be appointed by the Board of Directors when the Board feels the need. This person is answerable primarily to the Executive Committee. The duties and activities of the Executive Secretary will be assigned by the President.

Section 8. Terms of Office

Officers shall be elected at the Annual Mid-Year Meeting of the Board of Directors and shall serve from the date of election for two (2) years until the second Annual Mid-Year Meeting of Members following the meeting at which they are elected and/or until their respective successors shall have been elected and qualified.

Officers and Directors may continue to succeed themselves in office.

Section 9. Vacancies & Removals

Vacancies - A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. In the event any officer terminates employment with a member company, the person's tenure as an officer shall terminate and a vacancy shall exist.

Removals - Any officer elected or appointed by the board of directors may be removed by the majority of the Board of Directors whenever, in its judgment, the best interests of the corporation and membership would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 10. Annual Meeting

The Annual Meeting of the Board of Directors shall be held prior to, and at the same place as the Annual Meeting of Members on such day and at such time and place as may be designated by the President. Such meeting shall be for the purpose of transacting any business as may come before the meeting.

Section 11. Special or Regular Meeting

Special or regular meetings of the Board of Directors shall be scheduled and held whenever necessary in the opinion of the President or majority of the Board of Directors and on such day and at such time and place as may be designated in the call.

Section 12. Notice of Meetings and Waiver of Notice

Written or printed notice stating the place, day and hour of any meeting of the Directors shall be delivered either personally or by email or mail to each Director entitled to vote at such meeting, not less than 5 nor more than 30 days before the date of such meeting, by or at the direction of the President or the persons calling the meeting. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail, addressed to the Director at his/her address as it appears on the records of the Association, with postage thereon prepaid. Notice may also be given by email to the director at his/her address as shown on the records of the Association and such notice shall be deemed delivered when the email is sent.

Any Director may waive notice of any meeting. The attendance of a Director shall constitute a waiver of notice of such meeting, except where a Director attends a meeting with the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any meeting of the Directors need be specified in the notice or waiver of notice of such meeting unless specifically required by law or these By-Laws.

Section 13. Quorum

Five Directors present in person or by proxy shall constitute a quorum for the purpose of transacting business at a meeting of the Directors.

Section 14. Proxies

Any Director entitled to vote at any meeting may vote by proxy. Proxies shall be in writing and revocable at the pleasure of the Director executing same. A director may appoint only a person presently serving as a Director to act as his/her proxy.

Section 15. Voting

Each Director shall be entitled to one vote on any subject or controversy. The vote of a Director shall be cast by the Director or his/her duly authorized proxy. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors except where otherwise provided by law or by these By-Laws.

Section 16. Compensation of Officers and Directors

All Officers and Directors of the association, except the Executive Director, shall serve without compensation.

Section 17. Indemnification

Each Director, committee member or officer of the association shall be indemnified by the association against all costs and expenses (including counsel fees) actually and necessarily incurred by or imposed upon him/her in connection with the defense of any action, suit or proceeding to which he/she shall be made a party by reason of his/her being or having been a Director, committee member, officer, except in relation to any matters as to which he/she shall be judged in such action, suit or proceeding, without such judgment being reversed, to have been liable for willful misconduct or malfeasance in the performance of his/her duties as such Director, committee member or officer. In the event of the settlement of such action, suit or proceeding, prior to the final judgment, the association shall also make reimbursement or payment of the costs, expenses and amount paid or to be paid in settling any such action, suit or proceeding, when such settlement appears to be in the interest of the association to a majority of the Directors.

Article V

Executive Committee

Section 1. Authority & Responsibility

The Executive Committee may act in place and instead of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board by the By-Laws, pursuant to delegation of authority to such Committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board for ratification by mail, email, or at the next Board meeting.

Section 2. Composition & Election

The Executive Committee shall consist of the immediate Past President, the President, Vice President, Secretary, Treasurer, and the Governance Committee Chair. The Executive Director shall serve as an ex-officio member of the Executive Committee.

Section 3. Quorum-Call of Meetings

A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the committee. The President shall call such meetings of the Executive Committee as the business of the Association may require, or a meeting shall be called by the President on request of three (3) voting members of the Executive Committee.

Section 4. Vacancies

Any vacancy occurring on the Executive Committee among the elected officers shall be filled in the manner prescribed in Article IV, Section 8 of the By Laws. Any Executive Committee member appointed to fill a vacancy shall serve the unexpired term.

ARTICLE VI

Section 1. Standing Committees

The President, in consultation with either the Board of Directors or the Members, will appoint such Chairs and Committee Members as he/she, from time to time, deems necessary.

Section 2. Term of Office

Each Member of a Committee shall continue as such until the next annual meeting of the Members of the Association or until his/her successor is appointed, unless the Committee shall be sooner terminated, or unless such Member is removed from such Committee by the President, or unless such Member shall cease to qualify as a Member thereof.

Section 3. Vacancies

Vacancies in the membership of any Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

ARTICLE VII

Section 1. Fixing Dues, Initiation Fees and Assessments - Trade Divisions

The Board of Directors shall determine, from time to time, the amount of membership dues, any initiation fees and assessments. A majority vote of the Board of Directors present at a regularly or specially scheduled official meeting, or by a majority of all Board members if a mail vote, email vote, or teleconference vote is taken shall approve or disapprove any changes. The President at his/her discretion shall determine if the vote shall be taken at a meeting or by mail, email, or teleconference.

Section 2. Collection of Dues and Assessments

The Secretary shall send to Members a notice of dues and assessments. Dues shall be payable in advance of the first day of November each year. Assessments shall be due whenever passed and when the Secretary sends notice of such assessment.

Section 3. Default

When any Member is in default in payment of dues or assessments for a period of sixty (60) days from the due date, he/she shall be considered to be in default and his/her membership shall terminate as provided in Article II hereof.

Section 4. Rights in Association Funds

It is intended that the Association not make any profit on its operation and that dues, initiation fees and assessments be fixed only at such figure as to enable it to carry out its programs and discharge its obligations. If, for any reason the Association shall be dissolved or liquidated, none of its property or moneys shall inure to the benefit of any Member, Director or Officer, all of such property and moneys to be transferred to such non-profit, charitable, education, scientific or other organization qualified as tax-exempt (under section 501 of the Internal revenue Code) with purposes and activities similar to those of this Association, as shall be determined by a majority vote of the Board of Directors.

Section 5. Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

All contracts issued in the name of the Association, shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President, the Secretary, or the Treasurer of the Association.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

Section 1. Contracts

All contracts issued in the name of the Association, shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President, the Secretary, or the Treasurer of the Association.

Section 2. Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President, the Secretary, or the Treasurer of the Association.

Section 3. Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Association, any contribution, gift, and bequest or devise for the general purposes or for any special purpose of the Association.

ARTICLE IX

Amendments to By-Laws

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a two-thirds majority of the members present and voting at any regular meeting or any special meeting of the membership, providing at least ten (10) and not more than forty (40) days written notice is given of a proposal to alter, amend or repeal or to adopt new By-Laws at such meeting.

The Board of Directors are authorized to submit proposed By-Laws changes by mail, email, or posted to the Associations official website to the membership. The vote to alter, amend, repeal and new By-Laws may be at any regular or special meeting of the membership. The vote may be a taken as a voice vote, show of hands, or written ballot at the discretion of the President.

ARTICLE X

Rules of Procedure and Construction

The Board of Directors may, at any time, establish rules and procedures governing meetings and actions of the Association, Board of Directors or any of its committees, and it shall interpret the By-Laws of the Association. In the absence of such action by the Board of Directors, "Roberts Rules of Order" shall be accepted as the parliamentary rules thereof, provided that the President may vary the order of business at his/her discretion, and a majority of Directors present at any meeting of members may determine any rules for such meeting.