

Organized January 9, 1924....Amended to May 2002

Constitution

Article I

This association shall be known as “Northwest International Circulation Executives,” herein after referred to as “association.”

Article II

The object of this association shall be the mutual enlightenment of its members and the furtherance of the best interest of the circulation department of the newspapers with which they are connected.

Article III

The elected officers of this association shall be a president, a first vice-president, a second vice-president, a third vice-president, a board chair and a secretary-treasurer. These officers shall be elected at each regular annual meeting of the association and must receive a majority of the votes cast by the voting members present. They shall hold their office for a period of one year, or until election of their successors. Each of these said officers shall be a member of the board of directors, which board shall also contain two additional members, elected to the position of director for a term of two years. At least one non-officer director is to be elected from the membership at large each year. This board of directors must all be active members of the association and shall control the affairs of the association.

Article IV

The regular annual meeting of the association shall be held in May or June of each year, on a date and at a place to be recommended by the site committee and confirmed by the board of directors as far in advance of the meeting as is necessary to secure adequate accommodations.

Article V

The constitution may be amended by a three-fourths favorable vote of the members present or voting by proxy at any annual meeting of the association.

By-Laws

Article I — Name

Section I. This association shall be known as “Northwest International Circulation Executives,” herein after referred to as “association.”

Article II — Object

Section I. The object of this association shall be the mutual enlightenment of its members and the furtherance of the best interest of the circulation department of the newspapers with which they are connected.

Article III — Government

Section I. (a) Officers. The elected officers shall consist of a president, first vice-president, second vice-president, third vice-president, board chair, secretary-treasurer and two directors; who shall be elected at each regular annual meeting of the association and must receive a majority of the votes cast by the voting members present.

(b) Executive Committee. The executive committee shall consist of the board chair, the president, the first vice-president and the secretary-treasurer. The board chair shall serve as executive committee chair. The executive committee shall be charged with fulfilling board of directors responsibilities following and preceding the annual board of directors meeting. Board of directors must be informed in writing of all executive committee actions immediately. All actions must be voted upon by board of directors at the annual pre-conference board meeting.

Section II. Special Meetings. Special meetings may be called by the president. Notice of all meetings shall be given to each member at least ten days before the date of meeting, which notice may be sent either by the secretary, the president, or the first vice-president.

Article IV — Duties of Officers

Section I. President. The president shall preside at all meetings of the association other than the board of directors meetings, call any special meetings as required, appoint all special and standing committee chairs as provided in the constitution and by-laws of the association or by action of the association, shall serve on the executive committee, serve on the site committee, and shall perform such other duties as may appertain to the office of president, or which may be assigned by the board of directors and/or by the majority vote of members.

Section II. First Vice-President. The first vice-president serves as presiding officer in the absence of the president, is responsible for the program for the upcoming annual conference, and serves as the program chair. The president, the second vice-president and the host city member will serve with the first vice-president as the program committee. The first vice-president serves on the site committee and the executive committee, assists the president in the leadership of the annual meeting, and serves as a board member.

Section III. Second Vice-President. The second vice-president serves as the first vice-president in his or her absence, is responsible for membership of the association, and serves as the membership chair and the workshop chair. The second vice-president serves on the program committee with the president, first vice-president and the host city member, and serves as a board member.

Section IV. Third Vice-President. The third vice-president is responsible to record the official proceedings of the association, and assists the secretary-treasurer as needed with programs and publications, and in handling records and logistics. The third vice-president serves as a board member.

Section V. Secretary-Treasurer. The secretary-treasurer shall keep the records of the association and shall attend to the correspondence of the association. The secretary-treasurer shall collect all moneys due to the association from fees or dues, and retain in his or her care all the funds of the association. The secretary-treasurer is the custodian of the funds of the association and shall pay out only upon vouchers, and then only under conditions prescribed by the president or the executive committee. He or she shall keep an account of all transactions of this office shall be kept and a report of the same made to the members at each meeting of the association. All funds of the association shall be deposited in a bank or other place of deposit approved by the board of directors. The association's financial records are to be audited once a year by a committee of two appointed by the president.

The secretary-treasurer shall act as editor of all programs, including the Buyer's Guide and the bi-monthly newsletter as well as all other notices or bulletins, and shall be the custodian of all historical records of the association and the association's equipment. The secretary-treasurer shall receive remuneration for services in an amount established by the board of directors and shall be reimbursed for all expenses authorized by the board of directors. The secretary-treasurer shall perform other such duties as may appertain to the office, or which the board of directors or the executive committee may assign, and serves on the site committee, the executive committee and is a member of the board.

Section VI. Board Chair. The board chair shall serve as executive committee chair, nominating committee chair and preside at board of directors meetings. The board chair shall also serve as trustee, having access to all association funds, and, in case of vacancy of the secretary-treasurer position, be able to assume those duties until a new secretary-treasurer is elected.

Article V — Meetings

Section I. Annual Meetings. The association shall meet annually in May or June. If it should become necessary to change time and/or place of meeting the same may be done by a majority vote of the officers. Notice of such change shall be sent to all members of the association not less than ten days in advance of said meeting. Site committee shall

recommend to board of directors locations for all association meetings and events. Site committee shall consist of the president, the first vice-president and the secretary-treasurer.

Section II. A quorum shall consist of one third of the active members.

Section III. Adjournment. Meetings of the association may be adjourned to such time and place as may be determined upon said meeting. If no quorum be present at any meeting, an adjournment may be taken to any other day with the same effect as if the meeting had been held at the time originally fixed.

Article VI — Elections

Section I. At the annual meeting, the president shall appoint a nominating committee which shall be composed of no more than five nor less than three immediate past-presidents who are active members of the association and present at the meeting, whose duties it shall be to accept and nominate the officers for the ensuing year. The chair of this committee shall be the immediate past-president. In the event that three active past-presidents are not available at the meeting to serve on the nominating committee, the president shall appoint other active members to fill the vacancies. It will be the privilege of any active member to make nominations from the floor of any active member for any office, at the annual meeting, at a time when such nominations are called for by the president. The nominees are to be elected to the various offices by a majority vote of the voting members present.

Article VII — General Provisions

Section I. A voting member of the association must hold an active position as a circulation manager/director or assistant, city or country circulation manager/director, or the head of a department as designated by the head of the circulation department as having an influential impact on the success of the department, or any executive of a United States or Canadian daily newspaper. The newspaper represented should be from Alaska, Alberta, British Columbia, Idaho, Manitoba, Montana, Oregon, Saskatchewan, Utah or Washington, and will be enlisted to vote, providing however, that not more than one vote be allowed each individual newspaper. Associate newspaper and associate business memberships will be open at the discretion of the board of directors to those engaged in or interested in the circulation of newspapers, including executives of weekly newspapers with at least 70% paid circulation. An associate member paying the regular dues shall be entitled to all rights and privileges of the association with these exceptions: an associate newspaper member is restricted from voting and attendance at executive sessions, however an associate newspaper member or honorary member may become a voting member if appointed to fill a board or officer vacancy by the president or if elected by majority of the voting members present at a regular annual meeting; an associate business member is restricted from voting and attendance at executive sessions, workshops and the conference business sessions.

Section II. Application for Membership. All applications for membership must be submitted in writing to the secretary-treasurer who will present it to the membership committee. Upon their favorable recommendations, and approval of the officers, said applicant will be elected to membership.

Section III. Annual Dues. The annual dues for maintaining the association and providing for its expenses shall be established by the board of directors. Such dues shall be due and payable in advance on the first day of January each year. Any member failing to pay dues within ninety days after same shall become due shall be denied the privileges of the association and dropped from membership.

Section IV. When unable to attend any regular or special meeting of this association, a member may send as proxy an employee of the newspaper which he or she represents.

Article VIII — Amendments

These by-laws may be amended at any regular meeting of the association or at a special meeting called for the purpose, upon receiving a majority vote of the members present.

Article IX — Vacancies

The president shall have the power to fill any vacancies that may occur among the officers or committee chairs of the association during their term of office. Appointments so made shall be from the current list of active, associate newspaper and honorary members, and shall be deemed to expire at the next annual meeting.

Article X — Rules of Order

The Board of Directors may adopt its own rules of order of business not inconsistent with the provisions of the constitution and by-laws. Where other rules are not designated, and unless otherwise specified in these by-laws, Robert's Rules of Order shall govern the conduct of this body.