



Rule changes are effective immediately unless noted otherwise and are the result of ABC's usual two-step approval process unless designated as approved by "unanimous consent."

Effective January 2010 ABC's Bylaws & Rules Book is available via ABC's website in a PDF format. (Print books will no longer be disseminated.)

Bylaws & Rules Bulletins will be available online following each Board Meeting.

(This will be the last mailed post-board meeting bulletin.)

If you have not already signed up for "e-mail Updates – Bylaws & Rules", you may want to consider doing so today.)

The PDF book will be updated to reflect these changes following each meeting – allowing for use of either the PDF book or the online version for the most current bylaws and rules at any point in time.

## BYLAWS (U.S. / Int'l & Canada)

### Bylaws

2.6 Application for Membership – All

4.5 Meetings, Quorum, Attendance

9.1 Publisher

10.1 To Bylaws and Rules

10.3 Vote Required

11.2 Change in Bylaws and Rules

### AMENDED BYLAWS

*ABC's Board voted to modify Bylaws 2.6 Application for Membership – All, 4.5 Meetings, Quorum, Attendance, 9.1 Publisher, 10.1 To Bylaws and Rules, 10.3 Vote Required, and 11.2 Change in Bylaws and Rules, to permit Board media committees the ability to act on some issues specific to its division – without requiring the full board to vote. (Effective immediately – March 11, 2010.)*

#### 2.6 Application for Membership - All

Application for membership shall be made on forms provided by the Bureau and all applicants shall herein agree to abide by the published bylaws, rules, policies and practices of the Bureau and all amendments and additions that may in due form be made thereto. An affirmative vote of at least a majority of all members of the Board of Directors then present or the unanimous vote of the members of its designated committee then present shall be required to elect an applicant to membership. This vote may be taken by mail ballot or at any regular or special meeting of the Board of Directors.

#### 4.5 Meetings, Quorum, Attendance

The annual meeting of the Board of Directors shall be held immediately following the adjournment of the annual meeting of the members. Regular and special meetings of the board shall be held upon the call of the chairman of the board or of any five members of the Board of Directors. Ten days notice of the time and place shall be given in writing by the secretary to all directors of the holding of any board meeting. A majority of all members of the board shall constitute a quorum. A majority of all members of designated committees of the Board shall constitute a quorum of said committee.

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors or a committee, unless the act of a greater number is required by the Illinois General Not-for-Profit Corporation Act of 1986 or these bylaws.

Any director who shall fail to attend at least two meetings during any 12-month period following election to the board shall be dropped from membership on the board by board action unless the director petitions the board for an exception to the application of this bylaw and such petition for an exception is approved by the board. Any director who shall cease to be employed by and actively engaged in the operations of a member, shall be dropped from membership on the board by board action.

Directors' meetings, either regular or special, may be held within or without the State of Illinois.

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## 9.1 Publisher

A publisher member may tender resignation from the Bureau by giving notice of such intention to the Bureau in writing prior to the end of the regular statement period covered by the class of membership. Such resignation shall be accepted, provided all indebtedness to the Bureau is paid in full; and an audit of all released Publisher's Statements subsequent to the last released Audit Report is completed.

If a resigning member complies with all requirements stated above, or if a "Termination Audit" has not been started within three months following the end of the Publisher's Statement period covered by the resignation for any reason other than those which may be caused by acts or omissions of the resigning member, and if all charges and dues have been paid, the resignation shall automatically take effect and all amounts previously paid by said resigning member as advance audit costs shall be adjusted between the resigning member and the Bureau.

If a publisher does not comply with the resignation requirements of this section, the Board of Directors or its designated committee, may waive compliance of the requirements or may, pursuant to the provisions of Article 7 of the bylaws, terminate the membership of the publication.

If an audit covering the publication's most recently released Publisher's Statement has not been completed and an Audit Report released, all amounts previously paid by said resigning member as dues and advance audit costs may be retained by the Bureau.

## 10.1 To Bylaws and Rules

The Board of Directors or its designated committee may ~~at any time and from time to time~~ grant a member an exception to the rules, standards or bylaws of the Bureau. Such exceptions may be granted when in the opinion of the Board it would be equitable considering the circumstances of the requesting member and other members who are similarly situated or when, in the opinion of the Board, the circumstances peculiar to the requesting member are such that enforcing the rule, standard or bylaw will not accomplish the intended purpose or will work a substantial hardship on the requesting member.

## 10.3 Vote Required

An affirmative vote of two-thirds of all the directors then present ~~and voting on the resolution~~ at the Board meeting or a unanimous vote by its designated committee at which it is presented shall be required to grant any requested exception to the bylaws, rules or standards of the corporation.

## 11.2 Change in Bylaws and Rules

~~No change in the bylaws shall be adopted by the Board of Directors at the meeting at which the change is first proposed, except upon unanimous consent of the members of the board present.~~

Any amendment to the bylaws and Chapters A and B of the rules shall require the approval of the Board of Directors by an affirmative vote of a majority of all of the directors then present.

Any changes to Chapters C through F of the rules or report formats may be adopted by the Board of Directors by an affirmative vote of a majority of all of the directors then present or by the designated committee of the Board by the unanimous vote of the members of the committee then present.

No change in bylaws, rules or report formats shall be adopted by Board of Directors or, if applicable, the designated committee at the meeting at which the change is first proposed except upon unanimous consent of the members of the designated committee then present.

Any Board member may request that an item considered by a designated committee of the Board also be reviewed by the full Board of Directors.

From time-to-time technical corrections or other edits to bylaws or rules may become necessary so as to correct a printing error, amplify, clarify, or otherwise bring rules in conformance with current industry terms and vernacular. In these cases ABC staff is authorized to amend Bureau rules provided that the spirit or intent of the rule is not altered and the ABC Board of Directors is given 30 days notice of such changes.

(~~Strikethrough~~ and underscore indicate proposed amendments.)

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## BUSINESS PUBLICATIONS (U.S. / Int'l)

### Rule D 5.3 Age of Source

#### AMENDED RULE

*ABC's Business/Farm Publication Committee voted unanimously to modify Rule D 5.3 Age of Source to eliminate the Written, Telecommunication, and Internet and E-Mail source type detail in Paragraph 3b of ABC reports. (Effective with June 30, 2010 Publisher's Statements.)*

#### D 5.3 Age of Source [paragraph (c) only]

(c) Separate analyses by age of the source document (1, 2 and 3 years) must be made for each non-paid circulation to field served category for which circulation averages are reported in Paragraph 1(b). ~~Publishers are also required to report internet/e-mail generated production as a separate line item in Paragraph 3 of ABC reports.~~

If paid circulation is analyzed, publishers shall have the option to either report separate figures for each age of source category (1, 2, and 3 years) or allocate paid circulation to non-paid source categories according to the following criteria:

Individual Subscriptions to Direct Request from Recipient ~~Written~~;  
Association Subscriptions (if deductible from dues) to Direct Request from Recipient ~~Written~~;  
Association Subscriptions (if non-deductible from dues) to Communication Other than Request ~~Written~~;  
Bulk Subscriptions to Communication Other Than Request ~~Written~~.

(~~Strikethrough~~ indicates amendment.)

## BUSINESS PUBLICATIONS (Canada)

### Rule D 105.3 Age of Source

#### AMENDED RULE

*ABC's Board of Directors voted unanimously to modify Rule D 5.3 Age of Source to eliminate the Written, Telecommunication, and Internet and E-Mail source type detail in Paragraph 3b of ABC reports. (Effective with June 30, 2010 Publisher's Statements.)*

#### D 105.3 Age of Source [paragraph (c) only]

(c) Separate analyses by age of the source document (1, 2 and 3 years) must be made for each non-paid circulation to field served category for which circulation averages are reported in Paragraph 1(b). ~~Publishers are also required to report internet/e-mail generated production as a separate line item in Paragraph 3 of ABC reports.~~

If paid circulation is analyzed, publishers shall have the option to either report separate figures for each age of source category (1, 2, and 3 years) or allocate paid circulation to non-paid source categories according to the following criteria:

Individual Subscriptions to Direct Request from Recipient ~~Written~~;  
Association Subscriptions (if deductible from dues) to Direct Request from Recipient ~~Written~~;  
Association Subscriptions (if non-deductible from dues) to Communication Other than Request ~~Written~~;  
Bulk Subscriptions to Communication Other Than Request ~~Written~~.

(~~Strikethrough~~ indicates amendment.)