

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 are no longer being disseminated.)
Bylaws & Rules Bulletins will be available online following each Board Meeting. Consider signing up for "e-mail Updates – Bylaws & Rules."
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

- 4.1 Responsibility, Vacancies
- 4.2 Membership Representation
- 4.3 Nomination and Election

AMENDED BYLAWS

ABC's Board voted unanimously to modify Bylaws 4.1 Responsibility, Vacancies, 4.2 Membership Representation, and 4.3 Nomination and Election, to increase the Board from 36 to 38 members – adding one new directorship representing Canadian newspapers and one new directorship representing North American advertisers or advertising agencies. (Effective immediately – July 26, 2010.)

4.1 Responsibility, Vacancies

The control and management of the Bureau shall be vested in a Board of Directors consisting of ~~36~~ 38 members who shall be individuals employed by and actively engaged in the operations of a member. These directors shall serve without salary and shall be elected for a term of two years and until the election and qualification of their successors. Any vacancy occurring may be filled by a majority vote of the directors present at any regular or special meeting of the Board of Directors. The director so elected or chosen to fill the vacancy shall serve until the next annual meeting or the Bureau. At such annual meeting the expired term, if any, of the vacant directorship shall be filled in accordance with the provisions of Bylaw 4.3.

4.2 Membership Representation

For carrying out the objects of the Bureau, the different classes of voting members will be divided into the following divisions:

Advertiser Division; Advertising Agency Division; Newspaper Publisher Division; Magazine Publisher Division; Farm Publication Publisher Division; and Business Publication Publisher Division.

The Board of Directors shall consist of representatives from each division as follows:

Advertiser & Advertising Agency Divisions: ~~19~~ 20 members

- Advertiser Division — at least eight members.
- Advertising Agency Division — at least seven members.

There shall be a combined total of sixteen U.S. Advertiser and Advertising Agency member representatives, ~~and~~ three Canadian Advertiser and/or Canadian Advertising Agency member representatives, and one North American (U.S. or Canadian) Advertiser or Advertising Agency member representative on the ABC Board of Directors.

Publisher Divisions: ~~17~~ 18 members

- Newspaper Publisher Division — ~~eight~~ nine members.
- Magazine Publisher Division — five U.S. members.
- Farm Publication Publisher Division — one U.S. member.
- Business Publication Publisher Division — two U.S. members.
- Magazine Publisher Division, Farm Publication Publisher Division, and Business Publication Publisher Division, jointly — one member identified as the Canadian Periodical Publisher Director (who shall be a Canadian member of one of these three divisions).

For the purpose of choosing the ~~eight~~ nine newspaper directors to the Board of Directors, the following classes of newspaper membership shall exist:

Class 1 — All Newspapers published in Canada.

Class 2 — All Newspapers published in Canada.

Class ~~2~~ 3 — Daily Newspapers at-large published in the U.S.

Class ~~3~~ 4 — Daily Newspapers at-large published in the U.S.

Class 4 ~~5~~ — Daily Newspapers having 250,000 or more net paid circulation published in the U.S.

Class ~~5~~ 6 — Daily Newspapers having from 100,000 to 250,000 net paid circulation published in the U.S.

Class ~~6~~ 7 — Daily Newspapers having from 25,000 to 100,000 net paid circulation published in the U.S.

Class ~~7~~ 8 — Daily Newspapers having less than 25,000 net paid circulation published in the U.S.

Class ~~8~~ 9 — All Weekly Newspapers excluding newspapers published in Canada (newspapers published less than four times a week).

One director shall be from each of the above classes. Class 1, ~~2~~, 3, 4 and 5 directorship positions expire on even years; while class ~~2~~, ~~5~~, 6, 7, 8 and 9 directorship positions expire on odd years.

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4.3 Nomination and Election

(a) Nominations Generally. At or prior to the annual meeting, the members shall meet, and voting members shall nominate and elect candidates to succeed the directors described in Bylaw 4.2 whose respective terms will expire.

(1) All nominations shall be made by the members of the respective divisions or special nomination groups in either one of the following ways:

(a) In writing addressed to the secretary at Bureau headquarters and received not later than 60 days prior to the opening session of the annual meeting, stipulating the name of the nominee, the directorship for which the nomination is made, and bearing the signatures of the nominator and a seconder, both eligible to vote at the group or divisional meeting at which the vote on the nomination shall be taken.

The secretary shall notify all members eligible to vote at each divisional meeting in the notice of the annual meeting to be sent to said members as hereinafter required by Bylaw 6.1 of the name of each nominee so nominated, along with biographical data of each nominee.

(b) From the floor of the divisional or group meeting from members of the respective division or special nomination group present in person or by proxy and who are eligible to vote. All nominations shall stipulate the directorship for which the nomination is made.

(2) All of the members of each respective membership division or group present in person or by proxy and eligible to vote, shall be eligible to nominate and vote on the election of all of the directors to be elected to represent their respective division or group, except:

(b) Exceptions.

(1) Class ~~2~~, 3, 4, 5, 6, ~~& 7~~ 7 & 8 Newspaper Publisher Directors constitute separate nominating groups within the Newspaper Division, and shall be eligible to nominate and to vote on the nomination of the directors representing their respective class.

(2) Weekly Newspaper Director. Only weekly Newspaper Publisher members (Class ~~8~~ 9), who shall constitute a separate nominating group within the Newspaper Division, shall be eligible to nominate and vote on the nomination of the Weekly Newspaper Publisher director. Weekly Newspaper Publisher members shall not be eligible to nominate or to vote on nominations of the other directors representing the Newspaper Publisher Division.

(3) Canadian Advertiser, Advertising Agency, and Newspaper Publisher Directors. Only the Canadian members of the Advertiser, Advertising Agency and Newspaper Publisher Divisions, respectively, who shall constitute separate nominating groups within each of their respective divisions, shall be eligible to nominate and vote on the nomination of the Canadian directors representing their respective divisions. Canadian Advertiser, Advertising Agency and Newspaper Publisher members shall not be eligible to nominate or vote on the nomination of the other directors representing their respective divisions.

(4) Canadian Periodical Publisher Director. Only the Canadian members of the Magazine Publisher Division, Farm Publication Publisher Division and Business Publication Publisher Division, who shall collectively constitute a separate nominating group, shall be eligible to nominate and vote on the nomination of the Canadian director to represent those divisions jointly who shall be referred to as the Canadian Periodical Publisher director. The Canadian members of the Magazine Publisher Division, Farm Publication Publisher Division and Business Publication Publisher Division shall not be eligible to nominate or vote on the nomination of any other directors.

(c) Designated Election. Each director's position to be elected shall be identified by the secretary as a particular directorship. Each nomination made by the membership shall indicate the directorship for which the nomination is placed. Elections for each directorship shall be held between only those candidates nominated for the particular directorship.

(d) Election Standard. The candidate or candidates nominated as hereinabove provided receiving the highest number of votes from the members eligible to vote, shall be declared the elected representative of each respective division or separate nominating group.

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ALL PUBLICATIONS (U.S. / Int'l & Canada)

Rule B 3.2 Time Limit for Filing Publisher's Statements

AMENDED RULE

ABC's Board voted unanimously to modify Rule B 3.2 Time Limit for Filing Publisher's Statements, to modify the public notification practices for all consumer magazines that do not file their Publisher's Statements by the publicized deadlines. (Effective with December 31, 2010 reporting period.)

B 3.2 Time Limit for Filing Publisher's Statements

Publisher's Statements shall be delivered to the principal office of the Bureau after the close of the period covered by the statement as follows:

Daily Newspapers	15 days
Weekly Newspapers and Community Newspapers	20 days
Farm Publications	One Month
Magazines	One Month
Business Publications	One Month

(a) Except for Magazines, if ~~if~~ the Publisher's Statement is not filed within the period indicated above and no valid reason is given for noncompliance, the procedure shall be as follows:

(1) A bulletin shall be issued by the Bureau to the advertiser and advertising agency members and to all members of the division of which the delinquent member is a member, informing them that the statement is due but not received and that previous statements are out of date.

(2) If a Publisher's Statement or valid reason for not submitting it has not been received by the tenth day of the second month following the close of the Publisher's Statement period, the managing director shall bring the matter to the attention of the Board of Directors at its next subsequent meeting.

(b) Except for Magazines, if ~~if~~ the Publisher's Statement has not been filed by the tenth day of the fourth month following the close of the Publisher's Statement period, the matter shall be brought to the attention of the Board of Directors at its next scheduled meeting, wherein a bulletin may be issued by the Bureau to advertiser and advertising agency members and to all members of the division of which the delinquent member is a member, informing them that the Statement is due but not received and that the previous Statements are out-of-date.

(c) For Magazines, if the Publisher's Statement is not filed within the period indicated above and no valid reason is given for noncompliance, the procedure shall be as follows:

(1) In conjunction with the release of the FAS-FAX report, a bulletin shall be issued to all members, informing them that the Statement is due but not received.

(2) In conjunction with the release of the Supplement to FAS-FAX report, a subsequent bulletin shall be issued to all members, informing them that the Statement has still not been received and that the previous Statements are out of date.

(3) If a Publisher's Statement or valid reason for not submitting it has not been received prior to the end of the third month following the close of the Publisher's Statement period, a membership notice shall appear on the electronic posted statements noting no Publisher's Statement has been received. In addition, the matter shall be brought to the attention of the Board of Directors at its next scheduled meeting for termination of membership if the outstanding Publisher's Statement has not been received by the seventh month following the close of the Publisher's Statement period, and no valid reason for not submitting the Statement has been provided.

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NEWSPAPERS (Canada)

Rule C 103.3 Third-Party Sales

AMENDED RULE

An interim mail ballot vote was conducted in May 2010 and ABC's Board voted unanimously to modify Rule C 103.3 Third-Party Sales, to: 1) extend the current definition of an eligible third-party purchaser to charitable organizations and building management (i.e., office buildings, malls, etc.); and 2) qualify third-party sales of home-delivered electronic editions as paid circulation on ABC reports – only those copies that were accessed by the recipient will be included on the reports and publishers must maintain user access documentation to qualify the circulation. (Effective May 17, 2010.)

C 103.3 Third-Party Sales [Paragraph (a) only]

(a) Third-party (bulk) Sales are copies or subscriptions purchased in quantities of 11 or more that promote the professional or business interests of the purchaser.

All copies or subscriptions purchased in quantities of 10 or less will be designated as a "single-copy sale" or "home-delivery" in ABC Publisher's Statements and Audit Reports, except as noted in section (b).

Eligible third-party purchasers must market their products or services directly to consumers. Organizations, such as advertising agencies, marketing companies or similar firms are not eligible third-party purchasers. Examples of eligible purchasers would include retailers, charitable organizations and building managers (including office buildings, malls, etc.).

C 103.3 Third-Party Sales [Paragraph (f) only]

(f) Bureau Reports

The total average circulation for third-party sales will not distinguish between direct and sponsored sales, but rather discloses the average circulation for the period as a whole. Although not reported in Bureau reports, for audit purposes, the publication must be able to identify and quantify direct versus sponsored third-party sales.

For a guide for classifying third-party sales copies into categories, consult ABC's Web site: www.accessabc.com.

Duplicate home delivery circulation will be excluded from paid circulation. Newspapers delivering a "Third-Party Sunday Bulldog" edition to their regular Sunday customers, may not count the third-party sale copy as paid circulation. Third-party sale copies must be delivered on the date of issue.

Electronic editions may qualify for use in specific home delivered third-party sales programs and only those copies accessed will be eligible to be included in third-party sales provided the publisher can provide user access documentation.

Electronic editions may qualify for use in specific third-party sales programs to businesses for their employees and to libraries. In these situations, each unique user license will constitute a subscription.

The electronic must comply with all Bureau rules and policies relative to edition qualification and each license sale must also qualify to current paid circulation standards.