

Professional Outdoor Media Association
A Pennsylvania Nonprofit Corporation

Bylaws

ARTICLE 1

PURPOSES

1.1 The purposes of the Corporation are exclusively charitable [educational, religious, etc.] as set forth in the Articles of Incorporation. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. These include:

- To serve the professional interests of the members.
- To promote excellence in all media forms related to shooting sports, hunting, angling, trapping and conservation.
- To foster open communication and networking among members of the shooting and angling media and/or Corporate Partners in the shooting, angling industry and sportsmen's conservation community.
- To promote continuing education of the membership.

ARTICLE 2

OFFICES

2.1 Registered Office. The Professional Outdoor Media Association (POMA) is incorporated in the state of Pennsylvania. Its principal office location shall be flexible; it may be the state of residence of the Executive Director or at such other place as may be specified by the Board of Directors (the Board).

ARTICLE 3

MEMBERS

3.1 Number and Dues. The Board shall determine membership classes and the criteria for qualifying for each class. The Corporation shall have the following Membership classes: The following membership classes, as defined in the POMA Membership Criteria, shall exist:

- (a) Voting Media
- (b) Associate Media
- (c) Public Agency
- (d) Corporate Partner
- (e) Corporate Partner Media Outlet and/or Staff
- (f) Charter
- (g) Cornerstone
- (h) Heritage Media
- (i) Retired Media
- (j) Student

- (k) Associate Industry Professional
- (l) Social Media Content Creator

Dues, if any, for each membership class shall be established and shall be ratified by a vote of the Directors. Dues changes shall take effect at the beginning of the fiscal year, following the Directors' vote.

3.2 Requirements for Membership. Applicants are bound by the Charter Statement, Mission Statement and other published organizational policy documents. Such agreement shall be stated on the application form and be agreed to by signing the application. Falsification of any statements on an application for membership shall result in the application being denied or membership being revoked. The failure of this Association to discover or after discovery to take any action on any applicant's falsification of statements shall not be construed as a waiver of any rights to take such action in the future. All applications shall be approved or denied by a Membership Committee and/or the Board of Directors. Such approval may be denied for any reason deemed sufficient by the Directors even though the applicant may meet the stated criteria for Membership. The Directors may establish any additional criteria for Membership

3.3 Regular Meetings. Meetings shall be held as determined by the Directors.

3.4 Annual Meetings. The annual meeting of the Members shall be held at a time and date determined by the Directors. Meeting may be electronically held or at a location determined by the Directors upon 30 days written notice to the Members.

3.5 Special Meetings. Special meetings of the entire Membership may be called by the President, the Board or at the written request of 10% of the Membership. The person or group calling such meeting shall give at least five days' written notice stating the time, place, if any, and purpose of any special meeting to the Members entitled to participate.

3.6 Quorum. Those Members present at a meeting shall constitute a quorum for the transaction of business at any meeting.

3.7 Voting. Only Voting Media Members as designated in Section 3.1 a) shall be entitled to vote in organization elections/ballots. Corporate Partner Members as designated in 3.1 d) can vote only in elections for Corporate Partner Director and in specially designated initiatives as announced by the Board of Directors. Only Corporate Partner Members as designated in 3.1 d) can vote in Corporate Partner Director elections. Each Member shall be entitled to one vote in Record Form as defined in Section 13.1(b) below, in person, by ballot, by mail or by proxy in accord with Section 3.8. Unless otherwise required by these Bylaws, the manner of voting on any matter, including changes in the articles or bylaws, may be by voice vote, show of hands, or by ballot, as determined by the Members present, or in Record Form if determined by the Board of Directors and a designation of the means of voting is sent with notice of the question to be voted upon.

3.8 Voting by Proxy. Any absent Member eligible to vote at any meeting of Members may be represented as present and may vote at such meeting by a proxy authorized in writing by the Member or by his or her duly authorized attorney-in-fact. Such proxy shall be executed or authenticated by the Member or the Member's duly authorized attorney-in-fact and filed with or transmitted to the Secretary of the Corporation or its designated agent. An email, internet communication or other means of electronic transmission from a member or attorney-in-fact or a photographic, facsimile or similar

reproduction of a writing executed by a Member or attorney-in-fact may be treated as properly executed or authenticated for purposes of this paragraph, and shall be so treated if it sets forth or utilizes a confidential and unique identification number or other mark furnished by the Corporation to the Member for the purposes of a particular meeting or transaction. A proxy shall be revocable at will, but the revocation shall not be effective until notice of the revocation has been given to the Secretary of the Corporation or its designated agent in writing or by electronic transmission. A proxy shall not be revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, notice of such death or incapacity is given to the Secretary of the Corporation.

3.9 Consent of Members in Lieu of a Meeting. Any action that may be taken at a meeting of Members may be taken without a meeting if a consent or consents setting forth the action to be taken shall be provided in writing by a majority of all Members who would be entitled to vote thereon at a meeting at which all Members entitled to vote were present and voting and shall be filed with the Secretary of the Corporation.

3.10 Electronic Meetings. A meeting of Members may be held by means of the Internet or other electronic communications technology in a fashion pursuant to which the Members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Members, pose questions to the Directors or others, make appropriate motions and comment on the business of the meeting. Such meeting need not be held at a particular geographic location.

3.11 Expulsion from Membership. Any Member may be expelled from Membership, with or without the assignment of any cause, upon a majority vote of all Members or Directors present at a duly convened meeting of the Members or Directors as the case may be, provided that written notice of the intention to expel and reasons therefor have been provided in the notice of the meeting. No Member shall be expelled without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

3.12 Unauthorized Use of Membership Mailing List: Penalties for unauthorized use of the membership mailing list may be levied against Corporate Partners, members and/or non-members based on procedures approved by the Board of directors. Stipulations for use of the mailing list and potential penalties for unauthorized use must be published to the public and membership and included with each mailing list distributed for use by members.

3.13 Honorary Titles. The Board may create such additional classes of “membership,” such as contributing members or honorary members, as they see fit, but such “members” shall not have the right of Members under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the “Act”).

ARTICLE 4

DIRECTORS

4.1 Powers. The business and affairs of the Corporation shall be managed by the Board of Directors, except as otherwise required by the Act, these Bylaws or a resolution duly adopted by the Board.

4.2 Qualifications of Directors. Each Director shall be an individual of at least 18 years of age. Only current Voting media members in good standing as designated in 3.1 of these bylaws, may be elected as Voting Media Directors. Directors must maintain membership while serving on the board.

4.3 Number, Election and Term of Directors. The Board of Directors shall consist of not fewer than seven nor more than 15 persons. There may be two classifications of Board members: 1) Voting Media Member Directors, and 2) Corporate Partner Board Director. Directors are elected from the Voting Media Membership, with the exception of one director who is elected from the Corporate Partner membership. Any further reference herein to “Board of Director(s),” “the Board,” or “Director(s)” shall include only Voting Media Member Director(s) unless specifically referencing the inclusion of Corporate Partner Board Directors. Directors shall be chosen annually by ballot of the Members and shall serve for a term of three years and until their successors are elected and qualified. A director will not serve more than two consecutive terms. As nearly as possible, an equal number of terms shall expire each year.

4.4 Removal. Any Director may be removed from office, with or without the assignment of any cause, by a vote of a majority of Directors in office, or of Members present, at a duly convened meeting of the Board or Members, as the case may be, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director may be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

4.5 Quorum. A majority of all Directors shall constitute a quorum for the transaction of business at any meeting, and the acts of a majority of the Directors present at a duly convened meeting at which a quorum is present shall be the acts of the Board, unless a greater number is required by the Act or these Bylaws.

4.6 Vote. Every Director shall be entitled to one vote.

4.7 Unanimous Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if a written consent or consents setting forth the action so taken shall be submitted by all of the Directors in office and shall be filed with the Secretary of the Corporation.

4.8 Annual Meeting. The annual meeting of the Board shall be held during the Annual Conference or at the discretion of the Directors.

4.9 Regular Meetings. Regular meetings of the Board shall be held as determined by the President. At least two meeting per year will be the minimum.

4.10 Special Meetings. Special meetings of the Board may be called by the Directors, the President or by one-third of the Board at any time. At least five days written notice stating the time, place and purpose of any special meeting shall be given to the members of the Board.

4.11 Electronic Meetings. Any Director may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.

ARTICLE 5

OFFICERS

5.1 Positions, Election, Term. The officers of the Corporation shall be members of the board and include a President, First Vice-President, Second Vice-President, a Secretary and a Treasurer, who shall be elected by the Directors from among the Directors at the annual meeting of Directors and shall serve for a term of three years, and serve no more than two consecutive terms in any one of these offices or until their successors are elected and qualified. The Directors may elect such other officers, who need not be members of the Board, as they deem appropriate from time to time. The Corporate Partner Board Director, while eligible to vote on items presented to the Board of Directors, including election of officers, is not eligible to serve as an officer.

The Board may also establish a legal counsel. This position shall serve ex-officio on the Board of Directors and be non-voting.

5.2 Duties. The duties of the officers shall include the following:

- (a) The President shall preside at all meetings of the Members, Directors and Executive Committee; shall generally supervise the business of the Corporation; shall act as the liaison between the Executive Director and the Board. And shall execute documents on behalf of the Corporation. The President shall be an ex-officio member of every Corporation committee and is responsible for oversight of all committees. The outgoing president shall remain a non-voting ex-officio member of the Board of Directors for one (1) year.
- (b) The First Vice President shall have such powers and perform such duties as the Board of Directors may prescribe or as the President may delegate. The First Vice President is the chairperson of the Annual Business Auctions Donation Committee, garnering donations for and hosting the annual business conference auctions/raffles.
- (c) The Second Vice President shall have such powers and perform such duties as the Board of Directors may prescribe or as the President may delegate. The Second Vice President ensures the Board fulfills its legal and financial obligations and individual board members fulfill their board responsibilities. The Board Second Vice President serves as a member of the Executive Committee and supports the First Vice President in his or her board leadership. Specific responsibilities include but are not limited to: 1. Fulfill the roles and responsibilities of the First Vice President in the case of her or his inability or absence 2. Fulfill the roles and responsibilities of the Secretary in the case of her or his inability or absence.
- (d) The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board and the Members; shall assure that appropriate notice is given for all meetings of the Board and Members; shall ensure minutes are distributed to directors and members upon request; and shall perform such other duties as may be prescribed by the Board or by the President.

- (e) The Treasurer shall assure that accurate accounts of the receipts and disbursements of the Corporation are maintained; shall chair the Finance Committee, shall be responsible with the Finance Committee for reviewing all POMA financial data, overseeing the preparation of a budget, all quarterly and/or annual financial reports and the filing of all taxes. In addition, the Finance Committee is responsible for overseeing any actions necessary by the Executive Director/Treasurer to ensure that all corporation registration and status documents and state and federal filings are kept current.

5.3 Removal of Officers. Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed. Written notice of the intention to consider removal of such Officer shall be included in the notice of the meeting. No Officer may be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

ARTICLE 6

EXECUTIVE DIRECTOR

6.1 An Executive Director, under direct supervision of the Board Chair, President, may be on contract to the corporation and may serve at the pleasure of the Board of Directors and as outlined in POMA's Policy Papers. The Executive Director shall serve as the spokesperson for the organization and shall be the Chief Executive Officer of the corporation.

6.2 Board will perform an annual review of Executive Director.

ARTICLE 7

COMMITTEES

7.1 Establishment. The Board may establish one or more committees to consist of one or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board forming the committee, shall have and may exercise any of the powers and authority of the Board, except that no committee shall have any power or authority as to the following:

- (a) The filling of vacancies on the Board.
- (b) The adoption, amendment or repeal of the Bylaws.
- (c) The amendment or repeal of any resolution of the Board.
- (d) Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

If any person who is not a Director is appointed to any committee of the Board, such non-Director shall have no right to vote on any question that would create a binding obligation of the Corporation.

The Board President may appoint ad-hoc committees as needed. Board approval of committees and committee dissolution is required.

One Director shall be a member of each committee.

7.2 Executive Committee. The Executive Committee composed of the officers, shall have all the powers of the Board of directors to transact business between Board meetings (except as noted above in (a) (d), when the full Board is unable to convene, in accordance with rules established by the Board. Actions required between Board meetings shall be ratified at the next meeting of the Board of directors.

7.3 Board Nominating. The term for Nominating Committee members will be three years.

a.) Responsibilities.

- i. Present to the Board of Directors at the annual meeting a single slate of nominees for officers of the board, a single slate of nominees for Directors of the Board, and a single slate of nominees for the nominating committee.
- ii. Nominations may be made by a member of the Board of Directors from the floor at the annual meeting, provided that the eligibility of the individual(s) has been established and that written consent of such individual(s) has been secured and submitted to the presiding officer prior to the opening of the meeting.

7.4 Appointment to Committees. Unless otherwise determined by the Board [or set out in these Bylaws], the President shall have the power to appoint and remove members and chairs of all committees.

7.5 Creation and Composition of Advisory Boards. The Corporation may, in its discretion, establish Advisory Boards that may include persons who are not Directors. Such Advisory Boards shall have no power to bind the Corporation and shall have only such other responsibilities and duties as may be delegated to them by the Board or the President.

ARTICLE 8

RESIGNATIONS AND VACANCIES

8.1 Resignations. Any Member, Director or officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

8.2 Filling Vacancies.

(a) If a vacancy exists among the positions available for Directors, by virtue of a desire to fill unfilled positions, or by reason of death, resignation, disqualification, or failure to attend two board meetings without being excused by the Board (a Board-excused absence shall be granted if approved by a majority of the voting Directors at the Board meeting in question) or otherwise, the candidate who received the highest number of votes in the last Board election without being elected may fill a Director vacancy, the President with approval of a majority of the Board, may appoint a Director. The President shall resolve any tie in such voting.

(b) An appointment to fulfill a vacancy of two years or less on the Board, is not considered a full-length term. A Director who fulfills a term of less than two years may run for the Board at the end of the Director's term.

(c) If the position of any officer other than the President becomes vacant, by an increase in the number of officers, or by reason of death, resignation, disqualification or otherwise, the Directors may choose a person or persons who shall hold office for the remaining term. In the event of a vacancy in the office of the president, the vice presidents will succeed, in the order of their rank, until the next annual meeting. Ascension would be first Vice President to President. Second Vice President would fulfill duties of First Vice President.

(d) If at any time there shall be no Members, the Directors may select a person or persons who shall become the Members of the Corporation or may amend the Bylaws to eliminate Membership.

ARTICLE 9

MEETINGS AND NOTICE

9.1 Place of Meetings. Meetings may be held at such place within or without Pennsylvania as the Board may from time to time determine. Meetings of Members may be held without geographic location as provided in Section 3.10 above.

9.2 Notice. Whenever notice is required to be given to any person, it shall be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, to the person's address appearing on the books of the Corporation, or in the case of Directors, supplied by that person to the Corporation for the purpose of notice, or by facsimile transmission, e-mail or other electronic communication to the person's facsimile number or address for e-mail or other electronic communications supplied by the person to the Corporation for the purposes of notice. Notice by mail or courier shall be deemed to have been given when deposited in the United States mail or with a courier service for delivery. Notice by facsimile, email or other electronic communication shall be deemed to have been given when sent. Such notice shall specify the day, hour and geographic location, if any, of the meeting and any other information which may be required by the Act or these Bylaws, including, in the case of a special meeting of Members, the general nature of the business to be transacted.

9.3 Waiver of Notice. Any required notice may be waived by written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 10

RULES OF CONDUCT

10.1 Roberts Rules of Order: Roberts Rules of Order will govern this corporation's conduct where the bylaws do not address proper procedure. In certain instances, the laws in the state of incorporation may take precedence.

ARTICLE 11

LIABILITY AND INDEMNIFICATION

11.1 General Rule. A Director shall not be personally liable for monetary damages as a Director for any action taken, or any failure to take any action, unless:

- (a) the director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 5712 of the Act and any amendments and successor acts thereto; and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Provided, however, that the foregoing provision shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

11.2 Indemnification. To the maximum extent permitted by law, POMA shall indemnify each Director (Voting Media or Corporate Partner) and Officer, whether or not then in office, and the corporation may indemnify or agree to indemnify any person who is serving or has served as an employee of the corporation, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (and whether or not by, or in the right of, the Corporation) (a "Proceeding"), by reason of the fact that such person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for-profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal; provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Corporation, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

11.3 Procedure. Unless ordered by a court, any indemnification under Section 9.2 or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding;

(b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or

(c) by the Members.

11.4 Advancement of Expenses. The Corporation shall advance expenses incurred by an officer or Director, employee, or representative who may be eligible for indemnification pursuant to this Article in defending a Proceeding unless such Proceeding is brought against the person by or in the right of the Corporation, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

11.5 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director of the Corporation, employee, or representative and shall inure to the benefit of the heirs, executors and administrators of such person.

11.6 Other Rights. This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

ARTICLE 12

AMENDMENTS

12.1 Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended only by a majority of all Members at any duly convened meeting of Members after not less than 10 days written notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be affected thereby.

12.2 Bylaws. The Bylaws may be amended by a majority of all Members at any duly convened meeting of Members or, to the extent not prohibited by law, by vote of the majority of all Directors in office at a duly convened meeting of Directors, after written notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be affected thereby.

ARTICLE 13

DISSOLUTION

13.1 In the event of dissolution of this corporation, the Board of Directors shall, after paying or making provisions for payment of all the liabilities of POMA, transfer the assets to non-profit organizations whose main focus is promoting traditional outdoor sports communications, the heritage of the shooting, hunting, angling, trapping or fish and wildlife conservation. Any assets of POMA not disposed of by action of the Board of Directors shall then be disposed of by the court of the county in which the principal place of business is then located, but only to non-profit organizations organized and operated for the reasons previously stated.

ARTICLE 14

MISCELLANEOUS

14.1 Definitions.

(a) Written. Whenever a written document or written action is required by these Bylaws, it shall be sufficient if such document is provided, or action is taken in Record Form.

(b) Record Form. “Record Form” means inscribed on a tangible medium or stored in an electronic or other medium and retrievable in perceivable form.

(c) Sign or Signature. Whenever these Bylaws require a signature or a signed document, it shall be sufficient if the person signing acts with present intent to authenticate or adopt information in Record Form and (1) manually signs or adopts a tangible symbol or (2) attaches to, or logically associates with, information in Record Form an electronic sound, symbol or process.

14.2 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

14.3 Policies. The Board shall adopt policies dealing with conflicts of interest, whistleblower protection, and document retention and destruction.

14.4 Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.

14.5 Bond. If required by the Board, any person shall give bond for the faithful discharge of his or her duty in such sums and with such sureties as the Board shall determine.

14.6 Subventions. The Corporation shall be authorized, by resolution of the Directors, to accept subventions on terms and conditions not inconsistent with the Act and to issue certificates therefor.

Adopted: