

Summary of Significant Changes to the Professional Outdoor Media Association Bylaws

The following is a summary of the changes to the bylaws which are to be amended. Please see the attached amended bylaws for what we are proposing as the new bylaws. We have also included a copy of the previous bylaws so that you can see the changes.

Note: The current bylaws state that amendments can be approved by a simple majority of the Voting Media Members. Pennsylvania Nonprofit Corporation Law state that this can be accomplished via electronic vote, and we need a majority of the Voting Media Members to approve.

1. **Structure of the Organization:** In the course of working on the revisions, the board uncovered that the Articles of Incorporation state that the Professional Outdoor Media Association (POMA) was not a membership organization. The Articles state that we have no members even though we have operated as a membership organization for over 20 years. We have tended to that by amending the Articles of Incorporation to state that we are a membership organization. We will continue to operate with a membership structure with the members having certain legal rights.
2. **Reordering of Bylaws:** The former bylaws included Article III on Governance. This article included information on members, directors, officers, committees and more. The suggested bylaws template utilized to make revisions (developed by a nationally known attorney who is an expert in nonprofit law and also teaches nonprofit law at several universities) has separate articles on Members, Directors, Officers, Committees and more to give a better sense of order to the how the organization is governed and operated.
3. **Added Sections to Articles on Members, Directors, and Officers.** The current bylaws did not cover all components that should be in bylaws. We added sections to make sure all components are covered in each article.
4. **Number of Directors:** The bylaws had a set number of 10 directors. That lends to being out of compliance with the bylaws if POMA fall under that number and doesn't allow POMA to bring on an excellence candidate if we are at 10 members. We proposed changing the number of directors to a range of seven to 15 directors.
5. **Change in Consecutive Terms of Directors:** The current bylaws state directors may not serve consecutive terms. We changed that directors may serve two consecutive terms with the reasoning that it takes a full year for a director to get up to speed in the director's role so that only gives a director two years to be fully functional. We think if directors are good the director needs to serve more than two functional years.
6. **Change in term of Officers:** The current bylaws had directors' terms set at three years and officers terms at two years. We changed them to be in sync with each other with officers now having three-year terms.
7. **Approval of Change in Dues:** The current bylaws state "Changes to Board-established dues for any class of membership shall be ratified by a vote of the Voting Media Membership. A simple majority of votes cast shall determine the success or failure of dues changes. Dues

changes shall take effect at the beginning of the fiscal year, following the membership vote.” Since most membership organizations give the Directors the authority to change dues and it is very cumbersome to get a majority of Voting Media Members to approve a change of dues. We changed this give the authority to approve members’ dues to the Directors as most membership organizations give the Directors that authority. If a number of members object to dues change, they can always petition to board to object to the dues change.

8. **Ex-Officio Directors:** The current bylaws did not state whether an ex-officio director was a voting member of the board or a non-voting member. Ex-officio can be either voting or non-voting.
9. **Eliminated Redundant Items:** There were several sections that were repeated in the current bylaws. We eliminated those sections to provide more clarity.
10. **Removed Procedural Items:** Bylaws are considered an organization’s “constitution” and procedures do not belong in bylaws. We eliminated anything that was procedural in nature and will be transferring them to an Operational Manual.
11. **Indemnification Language:** Strengthened this article by using language from the Pennsylvania Nonprofit Corporation Law.
12. **Amendment of Bylaws Approval:** As stated above, the current bylaws state the a majority of the Voting Media Members have to approve the bylaws. We have changed that to the directors can approve amendments to the bylaws except in the case where a bylaw change impacts a member’s rights according to the Pennsylvania Nonprofit Corporation Law.
13. **Miscellaneous Article Added:** This contains definitions that reduce the potential for litigation by making it clear what certain terms mean.

Components that did not change:

1. Purpose of the organization
2. Organizational structure as a membership organization in bylaws
3. Classes of Membership
4. General duties of members, directors, and officers except as noted above.