

MOTOR PRESS GUILD BYLAWS 2012

ARTICLE 1—NAME

The name of this organization is the Motor Press Guild (also known or referred to as MPG).

ARTICLE 2—OBJECTIVE

The objective of the organization shall be to further the professionalism of automotive journalism, to provide a forum for newsworthy people and products connected with the automotive industry and the motor vehicle, and to bring together at regular intervals people whose activities are related to the field of automotive journalism, automotive public relations and related automotive fields for the mutual benefit of all parties.

ARTICLE 3—MEMBERSHIP

Section 1: There shall be five classes of membership in the Motor Press Guild. They shall be designated as Journalist, Public Relations, Analyst, Affiliate or Student members.

Section 2: Any person desirous to join MPG shall complete a membership application, and submit it with the appropriate membership fee. The Membership Committee shall determine the qualifications of the applicant and determine acceptance into membership. An applicant's MPG membership category shall be first determined by his/her primary job function/relationship within the automotive industry as determined by the membership committee. In determining membership eligibility, the Committee shall consider—but need not be limited to—the accuracy, timeliness and thoroughness of information provided by the applicant, including documentary evidence of professional activity and verbal and/or written corroboration from the applicant's sponsoring MPG members. Depending on an applicant's individual circumstances, the Committee may request additional documentation of professional activity in making its determination; such evidence may include — but shall not be limited to—the items of proof listed in Section 4. Appeals from the Committee's decisions may be made in writing to the MPG Board, whose decision shall be final.

Section 3: The Board of Directors will make the final determination into which category a member may fall, and reserves the right to re-categorize any given member at its discretion, based upon a change in their activities or employment. Any member may apply for a change in membership status by submitting a request in writing to the Membership Committee along with material to support a change in status. The Board and Membership Committee reserve the right to request documentary evidence of continued professional activity as a condition for membership renewal and/or membership classification; such evidence may include—but shall not be limited to—the items of proof listed in Section 4. Failure to provide such evidence may be viewed as grounds for nonrenewal of membership. The Membership Committee also reserves the right to reclassify a member on determining that professional activity has changed in such a way that the individual no longer merits his or her existing classification. Depending on circumstances, said determination may also result in a denial of membership or denial of renewal of membership. Appeals from the Committee's decisions regarding reclassification, denial or non-renewal may be made in writing to the MPG Board, whose decision shall be final.

Section 4: Qualification for each class of membership, as well as voting and other rights and privileges, shall be as follows:

A/Journalist: for MPG purposes membership is open to those individuals who are active in the field of automotive journalism as writers, editors, photographers, illustrators, broadcasters, producers, or editors/contributors of/to professional, commercial media outlets. Proof of activity in the last 12 months shall be required. Such proof is to consist of clips of published work, photos, tapes of broadcast material, or page prints from web sites. Journalist members shall be eligible to vote, hold office in MPG, and participate in all MPG activities and committees.

B/Public Relations: for MPG purposes membership is open to those individuals active in the field of automotive public relations, including manufacturer's representatives, account managers, public relations writers, public relations agency employees, or independent public relations contractors. Proof of activity in the last 12 months shall be required. Such proof is to consist of printed press releases, press kits, or letters from clients outlining the nature of your representation. Public Relations members shall be eligible to vote, hold office in MPG (with the exception of President and Vice President), and participate in all MPG activities and committees.

C/Analyst: for MPG purposes membership is open to those public facing individuals active in the field of automotive research and analysis. Proof of activity over the last 12 months shall be required. Such proof should consist of by-line material, quotes, and/or video clips and other items as required by the Membership Committee. Analyst members shall be eligible to vote, hold office in MPG (with the exception of President and Vice President), and participate in all MPG activities and committees.

D/Affiliate: for MPG purposes membership is open to any person involved professionally in/with the automotive and/or affiliated industries, but does not fulfill the qualifications as stated in A, B or C above is eligible for Affiliate membership. Affiliate members may participate in all MPG activities and committees at the discretion of the Board of Directors, but may not vote or hold office.

E/Student: for MPG purposes membership is open to any person, 18 years-old or older, enrolled in an accredited college or university in a field of academic study allied with the communications or automotive industries, but who does not fulfill the qualifications as stated in A, B, C or D above, is eligible for Student Membership. Such fields of academic study include, but are not limited to, journalism, public relations, photography, communications, engineering, design, and marketing. Persons desiring to join as Student members must provide proof of enrollment at an accredited college or university, and such proof shall be required annually upon renewal of membership. Student members may participate in all MPG activities at the discretion of the Board of Directors, but may not vote or hold office.

Section 4A: For MPG purposes giving interviews or appearing as an expert does not necessarily constitute MPG's definition of a Journalist. Writing for proprietary websites owned or operated by research, OEM, or PR entities even if directed at the public does not satisfy MPG's definition of a Journalist. Performing as a Journalist as described in A above, outside of a proprietary sphere without the potential of a conflict of interest may qualify and the individual may request a ruling by the Board of Directors whose ruling is final. Companies that perform research of a more general nature, and have separate editorial staffs may qualify those editorial staffers as Journalists subject to review of the Membership Committee and approval of the Board of Directors.

Section 5: Upon recommendation of any members, and with the approval of the Membership Committee, the Directors of the Guild may name honorary non-voting members from whom no dues payment shall be required.

Section 6: Members who do not pay their dues within six months of the mailing of dues notices will be automatically stricken from the rolls of the organization. In order to rejoin the organization, such individuals must reapply to the Membership Committee, pay the appropriate fees and prove again their qualifications.

Section 7: Discipline. MPG is a professional organization, and its individual members are expected to conduct themselves accordingly. No member of MPG shall engage in any conduct which is detrimental to the best interests of MPG or serves to diminish the professional reputation of the organization or its associated members. Any member found by the Board of Directors, after opportunity for hearing, to have engaged in conduct which the Board deems injurious to the professional reputation of MPG, or who has acted in violation of these bylaws or rules and procedures instituted by the Board, shall be subject to disciplinary action up to and including expulsion from MPG. Such discipline and expulsion shall be by a two-thirds (2/3) vote of the members of the Board of Directors present at a meeting duly called and held; provided, however, that the Board of Directors at a prior meeting thereof, shall first have voted to institute disciplinary and/or expulsion proceedings and that thereafter a statement of charges shall have been mailed by certified mail to the accused member at least 30 days before final action is taken. This statement shall be accompanied by a notice of the time, date, and place where the Board of Directors is to take action on such charges. Such a notice shall state that the accused member will have the opportunity to present a defense at the time and place designated in such notice. The decision of the Board of Directors shall be final. If expulsion from the organization is deemed the appropriate action then all rights and privileges of membership in MPG will terminate immediately after the expulsion.

ARTICLE 4—OFFICERS & DIRECTORS

Section 1: The government and management of the Motor Press Guild shall be the responsibility of the duly elected Directors and Officers.

Section 2: The Board of Directors shall consist of a minimum of nine (9) directors.

A. The term of office shall be (3) years with the term of one-third (1/3) of the Directors expiring each year.

B. A Director can serve no more than two (2) consecutive terms of three (3) years in office.

After serving two (2) such consecutive terms, a Director must allow one (1) year to transpire before running again for office.

Section 3: The Officers of MPG shall be President, Vice President, Secretary, and Treasurer.

Section 4: The Board of Directors shall elect, from among its several members, said Officers for terms of (1) year, with respect to the clause concerning eligibility for the offices of President and Vice President.

A. Each year, at the first meeting of the new Board, Directors shall elect the officers by a simple majority vote. This shall be conducted at the beginning of the meeting and shall be chaired by the ranking out-going officer from the previous year.

B. The Officers shall be limited to no more than two (2) consecutive terms of one (1) year. After serving two (2) such consecutive terms, the Officers must allow one (1) year to transpire before being elected again to that office.

C. The President must have served on the Board of Directors for at least one (1) year immediately prior to being elected President.

Section 5: Duties of Officers.

A. The President, or a majority of the Board of Directors, shall call, and the President shall preside over, meetings of the Board of Directors and of the general membership. The President shall appoint and remove the chairman and members of several committees, and preside over all meetings of the Guild and act as Chief Executive Officer of the Guild.

B. The Vice President shall act in place of the President in the latter's absence or inability to serve, and shall perform such duties as the President shall direct. In the event of a vacancy in the office of the President (by death, resignation or other cause) the Vice President shall become President for the unexpired term of the vacated office.

C. The Secretary shall be responsible for recording all proceedings of the Guild, including meetings of the Board of Directors. He shall maintain all Guild records and archives other than financial records, and shall perform such other duties as the President and/or the Board of Directors may prescribe.

D. The Treasurer shall be responsible for the receipt, custody and disbursement of funds of the Guild, as authorized and approved by the Board of Directors; for the keeping of necessary accounts; for a financial report to the Board of Directors at each Board meeting and annually to members at a general meeting and in the MPG publication annually. The Treasurer shall detail all income and expenses by category. He shall have the authority to draw checks to be signed by any two officers who are empowered to execute checks.

E. Any vacancy in the Board of Directors shall be filled by an appointment by the Board of Directors of a member in good standing, to complete the unexpired term. Any vacancy of an Officer shall be filled by a majority vote of the Board of Directors from among its several members, with respect to the clause concerning eligibility for the offices of President and Vice President.

F. Any Board member or officer who misses three consecutive meetings in the course of a calendar year, for any reason, may be deemed unable to fulfill the duties of a Board member or officer, and may be removed from office. Replacement officers will be appointed by the Board as specified in Section 5E.

G. The Board, may by unanimous vote (not to include the party involved) remove any Officer or Director from the Board whose actions are judged detrimental to MPG. Any member so removed will be replaced as specified above.

Section 6: All Officers and Directors must be members of the Motor Press Guild in good standing. The President and Vice President shall be full-time journalists when elected. A full-time journalist is defined as a member of the working press whose primary source of income is derived from journalism.

Section 7: The Board of Directors and Officers shall direct and supervise the policies of MPG and shall perform such other duties as imposed upon them by the Bylaws. Five (5) members of the Board of Directors, at least two (2) of which are Officers, shall constitute a quorum.

Section 8: The MPG fiscal year shall be January 1st to December 31st. The annual financial statement shall be made public as required in Section 5D, as soon as practical after January 1.

ARTICLE 5—ELECTIONS

Section 1: The Directors shall be elected by plurality vote of members of MPG.

A. Members of MPG shall elect one-third (1/3) of the Board each year to three (3) year terms and until their successors are deemed eligible and elected.

Section 2: Nominations for office shall be made in two ways.

A. A Nomination Committee consisting of three members in good standing selected by the Board of Directors. The Nomination Committee shall nominate a slate of prospective Board members, at least one for each vacant Board position. The slate of Officers shall be communicated to the membership, with appropriate identification of each nominee.

B. Nominations shall be open to the general membership. All nominations must be submitted in writing, must be signed by at least two members in good standing and must be received by the Nominating Committee no later than November 30.

Section 3: To be eligible for election to the Board of Directors, every candidate must be a member in good standing. Should a Director cease to be a member of MPG, said Director shall automatically cease to be a Director.

Section 4: Ballots shall be mailed to all Journalist, Public Relations and Analyst members of MPG by December 5. The ballots shall appropriately identify each candidate. Deadline for return of these ballots shall be determined by the Board of Directors and in no event shall be earlier than December 21, or later than December 28. Ballots shall remain sealed until a meeting of the Nomination Committee, which shall be no later than December 30, at which time the ballots shall be opened and counted. At the discretion of the Nomination Committee, a person or persons may be designated to open and count the ballots and report the results to the Committee. The chairman of the Nomination Committee, or a designee, shall communicate the results to the Board of Directors, who shall then announce the results to the membership.

ARTICLE 6—COMMITTEES

Section 1: Membership Committee

A. The Membership Committee shall consist of a chairman and members appointed by the President. If a member of the Committee is unable to fulfill his duties, the President may name a replacement.

B. It shall be the duty of the Membership Committee to determine the qualifications of any candidate for membership under the rules set forth in Article 3, and this Committee is empowered to interpret such rules. Appeals from the Committee's decisions may be made to the Board of Directors for a hearing. The decision of the Board shall be final.

Section 2: Speakers Committee

A. The Speakers Committee shall consist of a chairman and members appointed by the President. If a member is unable to fulfill his duties, he may be replaced by the President.

B. The Speakers Committee shall schedule speakers to address monthly meetings on subjects of interest to the automotive journalism community and shall have broad powers to advance the interests of the organization.

Section 3: The President shall have the power to appoint other committees as necessary, including, but not limited to, Auto Show, Track Day, Dean Batchelor Award, Special Events and Publicity committees.

ARTICLE 7—ANNUAL DUES

Section 1: Annual dues for all members shall be established by the MPG Board and shall be payable annually on written notice.

Section 2: Dues paid within 60 days of the end of the dues year as set forth by the MPG Board shall be considered applied to the following year's membership dues.

ARTICLE 8—MEETINGS

Section 1: Meetings of MPG may be called by the President, or by a quorum of the Board of Directors, provided that all members of the Motor Press Guild are sent notice at least seven days in advance of any such meeting. All meetings shall be conducted under Robert's Rules of Order.

Section 2: Business affairs of the organization may be conducted at any regularly called meeting, providing the notice to members including notification of the nature of the business to be acted upon at such meeting.

Section 3: Any actions taken by a majority vote of members attending a meeting called in conformity with Section 1 and/or 2 of this Article shall be legal and binding.

Section 4: Changes in these Bylaws must be made by a majority vote of the eligible (Journalist, Public Relations and Analyst) membership by mail ballot. Proposed changes must be published in the Guild's publication or distributed to members prior to any vote to change or amend the Bylaws.

Revision Adopted: July, 1995

Revision Adopted: January, 1997

Revision Adopted: January, 1999

Revision Adopted: January, 2001

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