

The National Association of Broadcasters

NATIONAL PRESS BUILDING ★ ★ ★ ★ ★ WASHINGTON, D. C.
JAMES W. BALDWIN, Managing Director

NAB REPORTS

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SPECIAL
JAN. 14, 1938

Notice to Members:

In pursuance of the provisions contained in Article 9 of the Constitution, and By-Law 17 of the By-Laws, of the National Association of Broadcasters, Inc., notice is hereby given that the Committee on Reorganization has given notice to the Managing Director and to the Board of Directors that the amendments of, and substitution for, the existing Certificate of Incorporation, Constitution and By-Laws of the Association as proposed in the Certificate of Incorporation and By-Laws hereinafter described will be presented by that Committee to the membership for approval or rejection at the next annual meeting to be held in Washington, D. C., on February 14, 1938.

JAMES W. BALDWIN,
Managing Director.

The above mentioned notice received by the Managing Director and the Board of Directors from the Committee on Reorganization, and the proposed Certificate of Incorporation and By-Laws are as follows:

January 12, 1938.

TO ALL OFFICERS, DIRECTORS AND MEMBERS OF THE NATIONAL ASSOCIATION OF BROADCASTERS:

Pursuant to the resolution adopted by the membership of the National Association of Broadcasters held in New York, N. Y., on October 12 and 13, 1937, the Committee on Reorganization sent to all members on December 11, 1937, a plan for the reorganization of the Association and at the same time requested criticisms and suggestions of the proposals incorporated in the plan. At a meeting of the Committee held in Washington, D. C., on January 5 and 6, 1938, all of the suggestions received by the Committee and by all of its members were considered by the Committee and in most instances these suggestions were adopted. Appropriate changes in the Certificate of Incorporation and in the By-Laws, as proposed in the report submitted on December 11, 1937, were approved by the Committee for the purpose of giving expression to these suggestions.

Only the changes from the original report will be discussed.

Attached hereto and made a part of this report is a copy of the Certificate of Incorporation and By-Laws as revised from the December report of the Committee. Both the Certificate of Incorporation and the By-Laws, as sub-

mitted with this report, are in the form of amendments of, or substitutions for, the existing Certificate of Incorporation, Constitution and By-Laws of the Association.

As a part of this report the Committee hereby gives notice to the Managing Director and to the Board of Directors that the amendments of, and substitutions for, the existing Certificate of Incorporation, Constitution and By-Laws of the Association as proposed in the attached Certificate of Incorporation and By-Laws will be presented by the Committee to the membership for approval or rejection at the next annual meeting to be held in Washington, D. C., on February 14, 1938. The Committee further requests that the proper officer, officers or Directors of the Association send to each and every member of the Association such notice as may be necessary to conform with the existing Certificate of Incorporation, Constitution and By-Laws in order that the amendments and substitutions proposed may be properly and legally acted upon at the February 14, 1938, meeting. In this connection the Committee calls attention of members to the resolution adopted at the October meeting.

The only change in the Certificate of Incorporation as proposed in the December report (Pages 14, 15 and 16) is in the numbering of the last three paragraphs. Paragraphs "Tenth," "Eleventh" and "Twelfth" become paragraphs "Eighth," "Ninth" and "Tenth," respectively.

No changes are proposed in Article I (Name) or Article II (Objects) as proposed in the December report.

In Article III (Membership and Districts) Section 4 has been changed to provide for seventeen District Direc-

tors instead of fifteen as proposed in the December report. For example, Delaware has been included with New Jersey and Pennsylvania in District 3, and South Carolina has been substituted for Delaware in District 4. With this change, District 5 now consists of Alabama, Florida and Porto Rico. Michigan has been taken from District 7 and shifted to District 8. District 7 therefore includes the States of Kentucky and Ohio while District 8 will include Indiana and Michigan. District 9 will be made up of Illinois and Wisconsin while District 10 will include the States of Iowa, Missouri and Nebraska. District 11 includes the States of Minnesota, North Dakota and South Dakota, while District 12 will include Kansas and Oklahoma. District 13 will be made up of Texas broadcasters and District 14 will include the States of Colorado, Idaho, Utah, Wyoming and Montana. District 15 will include Northern California, Nevada and Hawaii, while District 16 will include Arizona, New Mexico and Southern California. Alaska, Oregon and Washington make up District 17.

All of these changes in Districts and groupings were necessary to meet as nearly as possible the suggestions made by members.

ARTICLE IV (Dues) has been rewritten and this Article should be read as a new provision.

ARTICLE V (Meetings). There is a slight change in this Article in order to make it conform with the Certificate of Incorporation. As now written the time and place of the annual meeting may be determined either by the membership or the Board of Directors.

ARTICLE VI (Order of Business) remains as written in the December report.

ARTICLE VII (Directors). There has been extensive revision of this Article. As now written all of the major criticisms of the former Article have been met. Section 1 of this Article increases from twenty-one to twenty-three the number of Directors. Section 2 provides that the Directors-at-Large shall be chosen as follows: "two of which shall be representative of large stations, two of which shall be representative of medium stations, and two of which shall be representative of small stations" and that "operating power to govern these classifications." This provision makes mandatory the representation of large, medium and small stations on the Board of Directors and will insure the effectiveness of Article X, which provides for the appointment of an Executive Committee from the Board, which Committee must be representative of large, medium and small interests. Sections 3, 4, 5 and 6 have been completely rewritten from the first draft.

Section 3 of Article VII, when read with Article IX, in effect sets up seventeen sub-organizations with a Director

at the head of each. It provides that the stations located in each District shall elect their Director in advance of the annual membership meeting and prescribes the method of nominating, electing and certifying such Directors. This is a change from the earlier draft which provided that District Directors were to be nominated rather than elected by the Districts. Section 4 provides that the District Directors shall constitute a nominating committee to nominate Directors-at-Large and provides that such nominations must be reported at the first session of the annual meeting. Section 5 provides the procedure to be followed in electing Directors-at-Large.

Section 4 provides that the terms of District Directors shall be for two years and that Directors-at-large shall be elected annually. In order to carry this provision into effect, it is provided that the Directors to be elected by Districts 1, 3, 5, 7, 9, 11, 13, 15 and 17 shall be elected for a one year term and their successors for two year terms. Other District Directors shall be elected for the regular two year term at the February meeting. The purpose of this is to maintain continuity in the business of the Board of Directors.

All of these changes were suggested by members in communications to the Committee and as nearly as possible to do so all suggestions relating to Directors were adopted by the Committee.

Sections 8, 9, 10, 11, 12, 13 and 14 have been renumbered and become Sections 7, 8, 9, 10, 11, 12 and 13, respectively.

ARTICLE VIII (Officers) remains as written in the December draft.

ARTICLE IX (District and State Divisions). This Article has been changed in order to provide machinery by which the Association may tie into the national body all groups of broadcasters now organized, or to be organized in the future. For example, it is hoped that the Board will provide working rules or charters to be issued to any and all organizations of broadcasters, state or city organizations, and tie them into the national body through the District Directors. At some future time, when a sufficient number of such organizations are perfected under the supervision of the national body the Board should give consideration to providing that the heads of these organizations shall become an advisory committee or board, with the District Director as its head. Since organization work along this line is far from complete, the Committee was of the opinion that at this time it could only provide the machinery by which such organization all the way to the bottom could be perfected and leave to the future the adoption of whatever changes in the By-Laws are necessary to give permanency and efficiency to this feature of the plan.

ARTICLE X (Committees). Sections 2 and 3 of this Article as originally written have been deleted. In other

words, the Committee, acting upon the suggestions before it, thought it advisable to eliminate the requirement making the appointment of Standing Committees mandatory and leave to the Board of Directors the power to create such standing and special committees as in its judgment are necessary to the proper conduct of the business of the Association.

ARTICLE XI (Officers), ARTICLE XII (Seal) and ARTICLE XIII (Amendments) have not been changed from the December report.

Since the time and place for the annual meeting has been fixed under the same resolution providing for reorganization, it was the feeling of the Reorganization Committee that consideration of this matter should be made the first order of business at the Convention.

Being a meeting having as its main purpose the reorganization of the Association, the sessions of the Convention will be closed to all except members. However, it is strongly urged by the Committee that all non-members should apply for membership in advance of the meeting, pay their dues for a period of at least one month, and thus have the right to participate in the consideration of the proposed reorganization plan. The Committee was of the opinion that the attendance of exhibitors and other non-broadcasters should be discouraged by the Board of Directors in publicizing the Convention.

A two-thirds vote of the members present and voting will be necessary to put the reorganization plan into effect. Furthermore, District Directors will be elected by a majority vote of the members from each District present and voting at each District meeting. It is therefore important that all NAB members make arrangements to attend the meeting and take an active part in the activities of the Convention.

If the plan is adopted it will go into effect immediately. It will therefore be necessary upon adoption of the plan for the meeting to recess in order to permit meetings of members from each of the seventeen Districts in order to allow each to elect its Director. At these District meetings it will be necessary for each group to select a temporary chairman from its own number and conduct its election in the most expeditious manner consistent with proper procedure. After each group has completed its election, the seventeen Directors will meet as a Nominating Committee to select twelve nominees for the six Directorships-at-large as provided in the By-Laws. Balloting on these Directorships will be by secret ballot and printed ballots will be provided for this purpose.

The Reorganization Committee might have been more specific on some of the matters which were suggested by members in their communications, but it was felt that the new Board, being a representative of the entire membership, would be in a better position to deal with these specific matters. For example, it was the feeling of the Committee that the new President should have complete

authority to build his own staff along the lines which will afford most efficient functioning of the Association. The detailed plan which was submitted by the Committee in the December report should be used as a guide, but the Committee does not want it to be understood that there should not be departure from the plan. Enough flexibility is provided in the By-Laws to permit the new Board and the President to reduce or increase the number of the headquarters staff, consolidate or expand the duties of each member of such staff, and otherwise mould the working staff of the Association in accordance with the policies which the new Board must promulgate. The Committee does regard the outline of functions and duties contained in the December report as recommendations to the membership and to the new Board to be used as a guide in getting the reorganized Association under way and as an expression of its views of the scope of the activities of the Association. It is assumed by the Committee that the new Board will not overload the organization either with personnel or duties but will give immediate attention to those functions which are immediately necessary in the general interests of the industry as a whole. As much or as little of the detailed plan as fits the needs and revenue of the Association at this time should be adopted.

The Committee urges that in each case the responsible head of the member station attend the February meeting as its delegate.

The Committee recommends that the new Board, upon its election, proceed with the appointment of a President or, if that cannot be done immediately, that it select a temporary head to serve until such time as it can make a proper appointment. In any event, however, the new Board should appoint a Secretary-Treasurer, and fix the dues of Associate Members. The Committee stands ready and willing to meet with the new Board and give it the benefit of its experience and suggestions, if authorized to do so by the membership.

The Committee expresses the hope that the Association, in its reorganized state, will become so valuable to its members and achieve such favorable standing in the eyes of the public and the Government, that every station worthy of a license will consider it an honor to be a member. It is the hope of the Committee, also, that each member will so treasure its membership and its right to display the NAB insignia that it will conform to all sound policies of the Association rather than face loss of these rights through expulsion.

The Certificate of Incorporation and By-Laws attached hereto are in the form in which they will be presented to the meeting in February. With respect to the Certificate of Incorporation each amendment will be presented separately while the By-Laws are presented as a substitute for the present Constitution and By-Laws.

With this explanation, the Certificate of Incorporation and By-Laws attached hereto are submitted and notice given that these amendments of, and substitutions for, the existing Certificate of Incorporation, Constitution and By-Laws of the Association will be presented for approval or rejection at the annual membership meeting to be held commencing on February 14, 1938, at Washington, D. C.

The Committee emphasizes again that each and every member make arrangements to attend and participate in the important task of reorganizing the Association and that each member urge all non-members to join the Association before the date of meeting in order to permit them to be present and assist in the reorganization effort.

Respectfully submitted,

COMMITTEE ON REORGANIZATION:

EDWARD A. ALLEN

EDWIN W. CRAIG

E. B. CRANEY

WALTER J. DAMM

JOHN SHEPARD, 3rd Members

MARK ETHRIDGE, Advisory member

PHILLIP G. LOUCKS, Counsel

CERTIFICATE OF INCORPORATION of NATIONAL ASSOCIATION OF BROADCASTERS

FIRST: The name of this corporation is
NATIONAL ASSOCIATION OF BROADCASTERS.

SECOND: Its principal office in the State of Delaware is located at No. 7 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is the Corporation Trust Company of America, No. 7 West Tenth Street, Wilmington, Delaware.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To foster and promote the development of the art of radio broadcasting; to protect its members in every lawful and proper manner from injustices and unjust exactions; to foster, encourage and promote laws, rules, regulations, customs and practices which will be for the best interests of the public and the radio industry.

FOURTH: Said corporation is not for profit and desires to have no capital stock. The members of said corporation shall consist of the original corporators named in this certificate of incorporation, and any duly admitted person, firm or corporation engaged in the operation of any radio broadcasting station or any person, firm or corporation associated with radio broadcasting.

The Board of Directors shall have authority to accept or reject applications for membership.

FIFTH: The names and places of residence of each of the original corporators are as follows:

<i>Name</i>	<i>Residence</i>
M. K. GILLIAM	Hotel McAlpin, New York City
M. J. WOODS	711 Fifth Avenue, New York City
PAUL W. MORENCY	136 West 44th Street, New York City

SIXTH: Said corporation is to have perpetual existence.

SEVENTH: The private property of the members shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: The Board of Directors shall have the general management and supervision of the affairs of this Association and may appoint such officers and such committees and with such powers as it may deem best to serve the interests of the Association.

The Board of Directors shall meet at least three times a year.

The Board of Directors shall appoint a President who shall be the legal agent of the Association in accordance with the requirements of law. The Board of Directors shall have power to appoint and employ such other employees as, in its judgment, are necessary for the proper performance of the work of the Board and the Association, but no contract of employment shall exceed the term of three years.

NINTH: The date and place of holding each annual meeting of the members of this Association shall be determined upon at the preceding annual meeting of the members and if no date and place are determined upon by the members, then the directors shall determine upon the date, time and place of holding the annual meeting of the members and shall give the members at least fifteen days notice of the date and place so determined upon.

TENTH: This certificate of incorporation may be repealed or amended only by a two-thirds vote of the qualified voting members present at any annual meeting of the Association, providing such proposed repeal or amendments shall have been mailed to the President of the Association thirty days prior to the date of such annual meeting; notification thereof shall be mailed to the members of the Association at least fifteen days prior to the date of such meeting.

We, the undersigned, being all of the original corporators hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the general corporation law of the State of Delaware, being Chapter 65 of the Revised Code of Delaware, and the Acts amendatory thereof and supplemental thereto, do make and file this certificate hereby declaring and certifying that the

facts herein stated are true, and accordingly have hereunto set our hands and seals this 31st day of October, A. D. 1927.

M. K. GILLIAM (SEAL.)

M. J. WOODS (SEAL.)

PAUL W. MORENCY (SEAL.)

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.

Be it remembered that on this 31st day of October, A. D. 1927, personally appeared before me, HENRY W. PAPROCKI, a notary public for the State of New York, M. K. GILLIAM, M. J. WOODS, and PAUL W. MORENCY, parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

Given under my hand and seal of office the day and year aforesaid.

HENRY W. PAPROCKI,
Notary Public.

Notary Public, Suffolk County; Certificate filed N. Y. Co. No. 80; Reg. N. Y. Co. No. 8103; Cert. filed Kings Co. No. 73; Reg. Kings Co. No. 8053; Cert. filed Queens Co. No. 581; My commission expires March 30, 1938.
(SEAL)

BY-LAWS
of the
NATIONAL ASSOCIATION
of
BROADCASTERS

ARTICLE I—NAME

The name of this Association shall be the National Association of Broadcasters.

ARTICLE II—OBJECTS

The object of this Association shall be to foster and promote the development of the art of radio broadcasting; to protect its members in every lawful and proper manner from injustices and unjust exactions; to foster, encourage and promote laws, rules, regulations, customs and practices which will be for the best interest of the public and the radio industry.

ARTICLE III—MEMBERSHIP AND DISTRICTS

SECTION 1. CLASSES OF MEMBERS. The members of this Association shall consist of two classes, Active and Associate.

SECTION 2. ACTIVE MEMBERS. Any individual, firm or corporation engaged in the operation of a radio broadcast-

ing station within the United States or its dependencies shall be eligible to Active Membership in the Association.

SECTION 3. ASSOCIATE MEMBERS. Any individual, firm or corporation engaged in any business directly connected with radio broadcasting, but not such as to come within the requirements for active membership, shall be eligible to Associate Membership in the Association. Associate Members shall not be entitled to any vote.

SECTION 4. DISTRICTS. The Active Members shall be divided into seventeen groups, which groups shall be designated District 1 to District 17, both inclusive. The seventeen Districts shall include, respectively, those Active Members of the Association having their main studios in the following areas:

DISTRICT 1

Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island and Vermont.

DISTRICT 2

New York.

DISTRICT 3

Delaware, New Jersey and Pennsylvania.

DISTRICT 4

District of Columbia, Maryland, North Carolina, South Carolina, Virginia and West Virginia.

DISTRICT 5

Alabama, Florida, Georgia and Porto Rico.

DISTRICT 6

Arkansas, Louisiana, Mississippi and Tennessee.

DISTRICT 7

Kentucky and Ohio.

DISTRICT 8

Indiana and Michigan.

DISTRICT 9

Illinois and Wisconsin.

DISTRICT 10

Iowa, Missouri and Nebraska.

DISTRICT 11

Minnesota, North Dakota and South Dakota.

DISTRICT 12

Kansas and Oklahoma.

DISTRICT 13

Texas.

DISTRICT 14

Colorado, Idaho, Utah, Wyoming and Montana.

DISTRICT 15

California, excluding the counties of San Luis Obispo, Kern, San Bernardino, Santa Barbara, Ventura, Los Angeles, Orange, Riverside, San Diego and Imperial, Nevada and Hawaii.

DISTRICT 16

Arizona, California, including the counties of San Luis Obispo, Kern, San Bernardino, Santa Barbara, Ventura, Los Angeles, Orange, Riverside, San Diego and Imperial, and New Mexico.

DISTRICT 17

Alaska, Oregon, and Washington.

SECTION 5. VOTING. Each individual, firm or corporation admitted to Active Membership in the Association shall appoint and certify to the Secretary-Treasurer of the Association the owner, a partner, an officer, or an agent, who shall be actively engaged in the business of such member to be its representative in the Association and who shall represent, vote and act for the member in all the affairs of the Association, including the holding of office therein. Each Active Member shall be entitled to one vote.

SECTION 6. ELECTION OF MEMBERS. Any individual, firm or corporation eligible to membership as provided in Sections 2 and 3 above, on making written application therefor, may be elected to membership. For such election a majority of votes of the Board of Directors is required.

SECTION 7. DURATION OF MEMBERSHIP AND RESIGNATION. Membership in the Association may terminate by death, voluntary withdrawal as herein provided, or otherwise in pursuance of these by-laws. The right of a member to vote and all other rights, privileges, and interest of a member in or to the Association, its rights, privileges, and property shall cease on the termination of membership. Any member may, by giving written notice of such intention, withdraw from membership provided such member's dues have been paid to the end of the expiring month. Such notice shall be presented to the Board of Directors at the next succeeding meeting of the Board of Directors.

SECTION 8. SUSPENSION AND EXPULSION. For cause, any membership may be suspended or terminated. Sufficient cause for such suspension or termination of membership shall be violation of by-laws or any agreement, rule or practice properly adopted by the Association, or any other conduct prejudicial to the interests of the Association. Such suspension or expulsion shall be by two-thirds vote of the entire membership of the Board of Directors; provided, that a statement of charges shall have been mailed by registered post to the last recorded address of

the member at least fifteen days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors, at which the charges shall be considered and the member shall have the opportunity to appear in person or by his representative and present any defense to such charges before action is taken thereon.

ARTICLE IV—DUES

SECTION 1. After March 1, 1938, each active member shall pay dues on net receipts from the sale of time received during the previous calendar year. Net receipts from the sale of time are defined as billings based on gross rate for broadcasting service less time and advertising agency discounts, if any, and including billings to networks. No member shall be required to state its actual volume but to name annually to the Secretary-Treasurer on his call the class into which its volume falls. It is understood that each Active Member is in honor bound not to name a smaller classification than that into which its volume actually falls. The annual dues, payable monthly in advance, shall be as follows:

Class	Range of Income	Monthly Dues
A	0- 15,000.....	\$ 5.00
B	15,001- 36,000.....	10.00
C	36,001- 60,000.....	15.00
D	60,001- 80,000.....	20.00
E	80,001- 120,000.....	30.00
F	120,001- 160,000.....	40.00
G	160,001- 200,000.....	50.00
H	200,001- 300,000.....	75.00
I	300,001- 400,000.....	100.00
J	400,001- 500,000.....	125.00
K	500,001- 600,000.....	150.00
L	600,001- 800,000.....	200.00
M	800,001-1,000,000.....	250.00
N	1,000,001-2,000,000.....	400.00
O	Over 2,000,000.....	500.00

SECTION 2. The Board of Directors shall determine the dues for various classes of Associated Membership.

ARTICLE V—MEETINGS

SECTION 1. ANNUAL. A stated or annual meeting of the members shall be held in each year on such day and at such place and time as is determined by the members at their previous annual meeting, or the Board of Directors shall fix such place and time of such meeting, and shall order notice of such meeting mailed to the last recorded address of each member at least thirty days before the time appointed for the meeting. At such meeting Directors-At-Large shall be elected to succeed the

Directors-At-Large whose terms then expire. At such meeting there shall likewise be transacted any other business that may be then properly and legally presented.

SECTION 2. SPECIAL. Special meetings of the Association may be called by the Board of Directors. Upon written request of sixty members of the Association, the Board of Directors shall call a special meeting to consider a specific subject. Notice of any special meeting shall be mailed to each member at his last recorded address at least fifteen days in advance, with a statement of time and place and the information as to the subject or subjects to be considered.

SECTION 3. QUORUM. At any duly called meeting of the members, twenty per cent of the active membership shall constitute a quorum for the purpose of transacting such business as may come before the meeting. If less than a quorum is present a majority of the active members present may adjourn the meeting from time to time until a quorum is present.

ARTICLE VI—ORDER OF BUSINESS

SECTION 1. BOARD TO DETERMINE. The order of business for annual or special meetings shall be determined by the rules prepared by the Board of Directors. The order of business for other meetings of the Association, Board of Directors and executive committee shall be as follows:

1. Call to order.
2. Action on minutes.
3. Receiving communications.
4. Election of officers and new members.
5. Reports of officers.
6. Reports of committees.
7. Unfinished business.
8. New business.

SECTION 2. PRIORITY OF BUSINESS. Any question as to priority of business shall be decided by the chair without debate.

SECTION 3. PARLIAMENTARY RULES. The order of business may be altered or suspended at any meeting by a majority vote of the members present. The parliamentary rules as laid down in "Robert's Rules of Order" shall govern all debates, when not in conflict with these by-laws.

ARTICLE VII—DIRECTORS

SECTION 1. NUMBER. The business and affairs of the Association shall be managed by and under the direction of a Board of Directors of twenty-three members, to be selected as hereinafter provided, each of whom shall be an Active Member of the Association or a representative actually engaged in the business of an Active Member.

SECTION 2. CLASSIFICATION OF DIRECTORS. There shall be one Director from each District, referred to here-

inafter for purposes of convenience as District Directors. There shall be six additional Directors, referred to hereinafter for purposes of convenience as Directors-at-Large, two of which shall be representative of large stations, two of which shall be representative of medium stations, and two of which shall be representative of small stations, operating power to govern these classifications.

SECTION 3. ELECTION AND DUTIES OF DISTRICT DIRECTORS. At least sixty days prior to the expiration of any District Director's term of office, such District Director shall fix a time and place, and give proper notice thereof, for a meeting of all Active Members having their main studios in such District, at which meeting there shall be elected by majority vote one such Active Member as District Director for the ensuing two-year term. Such meeting shall be held at least thirty days prior to the next annual membership meeting.

The name of the Director so elected shall be certified to the Secretary-Treasurer of the Association immediately upon his election. In addition to his duties as a member of the Board of Directors, each District Director shall preside at all meetings of members of his District and report to the Secretary-Treasurer all actions taken at such meetings.

SECTION 4. NOMINATION OF DIRECTORS-AT-LARGE. The District Directors shall constitute a nominating Committee which Committee shall meet in advance of the annual membership meeting and shall nominate two persons, for each of the six Directors-at-Large as defined in Section 2 above. Such nominations shall be reported to the membership during the first session of the annual meeting.

SECTION 5. ELECTION OF DIRECTORS-AT-LARGE. Election of Directors-at-Large shall proceed as follows:

A. The President shall appoint an Elections Committee of three persons.

B. The Elections Committee shall prepare ballots upon which there shall be arranged the names of the twelve nominees for Directors-at-Large in six groups of two names each.

C. The Elections Committee shall compile a list of Active Members eligible to vote in the elections.

D. The Elections Committee shall distribute ballots.

E. The Elections Committee shall on the second day of the membership meeting announce a time and place for balloting and shall supervise such balloting.

F. Immediately after the conclusion of balloting, the Elections Committee shall proceed to count ballots and announce the results.

G. The nominee receiving the highest number of votes in each of the six groups shall be declared elected.

SECTION 6. TENURE. All Directors-at-Large shall be elected to hold office until the conclusion of the member-

ship meeting to be held next after their election. District Directors shall assume office at the first meeting of the Board of Directors following the meeting of the membership held after their election and shall hold office until the close of the second annual meeting after assuming office; provided: that District Directors elected at the 1938 annual membership meeting by District 1, District 3, District 5, District 7, District 9, District 11, District 13, District 15 and District 17, shall serve until the close of the 1939 membership meeting and that District Directors elected at the 1938 annual membership meeting by District 2, District 4, District 6, District 8, District 10, District 12, District 14, and District 16, shall serve until the close of the 1940 membership meeting.

SECTION 7. BOARD MEETINGS. The Board of Directors shall meet at least three times a year, one of which meetings shall be held immediately following the annual meeting. The President may, when he deems necessary, or the Secretary-Treasurer shall, at the request in writing of seven members of the Board, issue a call for a special meeting of the Board, and only five days notice shall be required for such special meetings.

SECTION 8. ELECTION OF PRESIDENT. The Board of Directors by a two-thirds vote of the members present shall elect a President and a Secretary-Treasurer and shall have the power to fix their terms of service, duties and salaries and enter into contracts for such purpose. The Board of Directors shall have authority to engage and discharge employees and agents of the Association, fix salaries, admit, suspend or expel members, create and appoint committees or groups of members having common problems, and do everything necessary and desirable in the conduct of the business of the Association and in accordance with the By-Laws.

SECTION 9. TRAVEL ALLOWANCES. The Board of Directors shall have power to pay traveling expenses of officers, committees, members and others in cases where such expenses are incurred in carrying out the business of the Association.

SECTION 10. ANNUAL AUDIT. The Board of Directors shall direct an annual audit of the books of the Association by competent auditors.

SECTION 11. QUORUM. A majority of the Board of Directors shall constitute a quorum for the election of officers and all other purposes unless herein otherwise provided. In the absence of the President the members may choose a chairman for the meeting.

SECTION 12. ABSENCE. Any member of the Board of Directors absent from a meeting shall send a communication to the President or Secretary-Treasurer stating his reason for his absence, and the membership of the Board in attendance shall decide in each instance whether or not such absence is excusable. In the event there are three consecutive unexcused absences on the part of any

member of the Board of Directors, his membership on the Board shall be declared vacant.

SECTION 13. VACANCIES. Any vacancies that may occur on the Board by reason of death, resignation, or otherwise, may be filled by the Board for the unexpired term.

ARTICLE VIII—OFFICERS

SECTION 1. PRESIDENT. The President shall be the executive officer of the Association and shall preside at meetings of the Association and of the Board of Directors and of the Executive Committee, and shall be a member ex-officio, with right to vote, of all committees except the Nominating Committee. He shall also, at the annual meeting of the Association and at such other times as he shall deem proper, communicate to the Association or to the Board of Directors such matters and make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as are necessarily incident to the office of the President of the Association or as may be prescribed by the Board of Directors or the Executive Committee. In case of death or absence of the President, or of his inability from any cause to act, the Board of Directors shall elect one of their members to perform for the time being the duties of the President's office.

SECTION 2. SECRETARY-TREASURER. It shall be the duty of the Secretary-Treasurer to give notice of and attend all meetings of the Association and all Committees and keep a record of their proceedings; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the members of the Association; to collect dues, and subscriptions and deposit such sums in the bank or banks, or trust company, approved by the Executive Committee; to keep records of the staff, employees, and agents of the Association, their salaries and terms of employment, and to take charge of and supervise the performance of their respective duties; to prepare, under the direction of the Board of Directors, an annual report of the transactions and conditions of the Association; to keep an account of all moneys received and expended for the use of the Association; to make disbursements authorized by the Board and approved by the President; and generally to devote his best efforts to forwarding the business and advancing the interests of the Association. The funds, books and vouchers in his hands shall, with the exception of confidential reports submitted by members, at all times be subject to verification and inspection of the Executive Committee. At the expiration of his term of office, the Secretary-Treasurer shall deliver over to his successor or to the President all books, moneys, and other property.

SECTION 3. BOND. The Secretary-Treasurer or any other person entrusted with the handling of funds or property of the Association, shall, at the discretion of the

Board of Directors, furnish, at the expense of the Association, a fidelity bond approved by the Board, in such a sum as the Board shall prescribe.

ARTICLE IX—DISTRICT AND STATE DIVISIONS

SECTION 1. BOARD MAY AUTHORIZE. The Board of Directors may authorize the organization of State Divisions within districts created by Article III, Section 4, and shall prescribe the rights and duties of State and District Divisions.

No District nor State Division shall have the power to bind the Association unless expressly authorized to do so by resolution of the Board of Directors.

SECTION 2. REPORTS OF ACTIVITIES. Each State Division organized under the provisions of this Article shall report all of its actions to the District Director.

SECTION 3. CONFLICT OF JURISDICTION. With respect to any matter over which there may arise a conflict between the authority of any Division and the Association, the decision of the Board of Directors of the Association shall be binding upon such Division.

ARTICLE X—COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE. There shall be an Executive Committee composed of the President and six directors who shall be elected from and by the Board of Directors at the annual meeting of the Board. The President shall act as Chairman of the Committee and shall preside at all meetings. Vacancies shall be filled as they occur by elections from and by the Board. Two members of the Committee shall be representatives of large station; two members of medium station; and two of small stations. Not more than one representative of any one member shall be included in the membership of the Committee at any one time. The Committee shall, in the intervals between meetings of the Board, have and exercise the powers of the Board in the management of the business and affairs of the Association. Four members of the Committee shall constitute a quorum for the transaction of business. During the temporary absence of a member of the Committee, the remaining members may appoint a member of the Board of Directors to act in his place.

SECTION 2. ADDITIONAL COMMITTEES. The Board of Directors may, from time to time, by resolution, create standing or special committees as it may deem requisite and prescribe their duties.

SECTION 3. TERM. All appointments to membership on committees shall be for the period between the annual

meetings of the Association, except when they involve filling of a vacancy occurring by reason of death or resignation of a member, or otherwise, before the expiration of his term, in which case they shall be for the remainder of the unexpired term of the previous incumbent or until a successor has been appointed.

SECTION 4. RECORDS. All Committees shall keep suitable records of their proceedings, of which copies shall be filed promptly, by mail or otherwise, after each meeting, in the executive office of the Association.

SECTION 5. REPORTS. Each Committee shall report to the Association annually the result of its activities, and at such other times as the Board of Directors or the President of the Association may prescribe.

SECTION 6. SECRETARY. The Secretary-Treasurer of the Association shall be secretary of each standing and special committee, except when the Board of Directors, in creating the committee, otherwise provides. He is authorized to designate an alternate to act for him when he is unable to attend the meetings of any committee.

ARTICLE XI—OFFICES

SECTION 1. CORPORATE OFFICE. The principal corporate office of the Association, as required by law, shall be located at 7 West Tenth Street, in the City of Wilmington, County of New Castle, in the State of Delaware, or at such other place or places as the Board of Directors shall from time to time designate, in accordance with the provisions of law.

SECTION 2. EXECUTIVE OFFICE. The Executive Office of the Association shall be located in the City of Washington, District of Columbia. The Association may have such other offices as the Board of Directors may determine from time to time.

ARTICLE XII—SEAL

SECTION 1. The Association shall have a seal of such design as the Board of Directors may adopt.

ARTICLE XIII—AMENDMENTS

SECTION 1. These By-Laws may be amended, repealed, or altered, in whole or in part, by a two-thirds vote at any annual meeting of the Association provided the proposed change is submitted by mail to the last recorded address of each member at least thirty days before the time of the meeting which is to consider the change.