



BY-LAWS

ARTICLE 1 - NAME

The name of this group shall be the National Media Credit Professionals (NMCP Incorporated).

ARTICLE 2 - PURPOSE

- Section 1.** To exchange credit information among the members of the group in a systematic and confidential manner under the guidance of ABC-Amega Inc.
- Section 2.** The group shall not enter into or participate in any agreements, understanding or plan with the purpose or intent of mutually refusing or granting credit to any customer or prospective customers. Such decisions are to be determined individually by each member in the course of its own business.
- Section 3.** The group has been formed for the purpose of performing all things incidental to, or appropriate in, the forgoing specific and primary purposes. The group shall not engage in any activity or exercise any powers which are not in furtherance of its primary non-profit purposes and will exercise all powers as may be conferred upon any non-profit organization by applicable law and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the group. At no time and in no event shall the group participate in any activities which have not been permitted to be carried out by an organization exempt under Section 501 of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE 3 - DEFINITION OF MEMBERSHIP & RESPONSIBILITIES

- Section 1.** NMCP Incorporated members recognize the importance of regularly scheduled meetings to allow the credit professionals to network, review accounts, listen to guest speakers, and discuss relevant topics. Meetings are usually held on the third Thursday of each month at a time and place as shall be determined by the Executive Board.
- Section 2.** Member companies must represent media entities or media representative organizations, which represent media entities.

- Section 3.** Members attending the meetings must be the credit and or collection representative of the company and be capable of providing credit, collection and payment experience concerning accounts in question.
- Section 4.** Affiliate Members to the NMCP Incorporated : The Executive Board will consider special membership status for eligible media companies unable to attend regularly scheduled meetings due to geographically imposed travel constraints. To be granted Affiliate Member status, the company's headquarters and or credit department must be located beyond the Tri-State Area (New York, New Jersey and Connecticut) or remote parts of the Tri-State Area (Southern New Jersey, Western New York State, etc.) All responsibilities of membership, as stated in this section, include the following provisions:
- Pay a reduced annual membership fee.
 - Pay 1 meeting assessment fee per year.
 - May attend up to 5 meetings each year. Choosing to attend more than 5 meetings will result in full membership status and fee responsibility, regardless of the member's location.
 - May participate in 1 annual event. Affiliate Members choosing to attend multiple events will be responsible for any additional expenses incurred.

ARTICLE 4 - PRICING

- Section 1.** The membership dues for NMCP Incorporated are paid annually. Payment is due within 60 days from the date of the invoice.
- Section 2.** The NMCP Incorporated treasury is member funded with the Member Assessment Fees and will be billed bi-annually (January and June). The treasury will be used for meeting cost, events and other group expenses. Payment is due within 60 days from the date of the invoice.
- Section 3.** Any member who has violated Section 1 or 2 of this article may be subject to disciplinary action decided upon by the Executive Board, up to and including expulsion from the group.

ARTICLE 5 - OFFICERS

- Section 1.** The officers of the group shall consist of a Chairman, Vice Chairman and Treasurer. Together, the officers shall be known as the Executive Board. An individual appointed from ABC-Amega Inc. shall act as Secretary. It shall be the responsibility of the Chairman to preside over all scheduled monthly meetings and those of the Executive Board. It shall be the responsibility of the Vice Chairman to supervise and conduct all activities and operations of the group, subject to the control, advice and consent of the Executive Board and shall see that all orders and or resolutions of the Executive Board be carried out to the

effect intended. It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of transactions of the group, including accounts of its assets, liabilities, receipts and disbursements. The Secretary shall be responsible for the recording of all minutes of each and every scheduled meeting and Executive Board calls in which business shall be transacted. The Secretary shall prepare minutes of the meetings and shall place same in the minute book, which shall be open to inspection by the Executive Board at all reasonable times during regular business hours to be kept in a place or places designated by the Executive Board. A copy of the minutes shall be delivered to each officer via email within 15 business days after the close of each meeting.

Section 2. All officers shall have a term of 2 years, beginning on January 1st. All officers are required to attend at least 8 meetings and participate in at least 8 Executive Board calls in each calendar year or will be deemed ineligible for re-election and or advancement to another position.

Section 3. At the conclusion of the 2 year term, the Chairman will step down. The Vice Chairman will advance to the Chairman's position, if desired. The Treasurer will advance to the Vice Chairman's position if desired and an election will be held for a new Treasurer. In the event that the current Vice Chairman and Treasurer do not wish to advance, nominations will be taken to replace those positions.

ARTICLE 6 - EXECUTIVE BOARD ELECTION & SUCCESSION PLAN

Section 1. Nominations will be made for any available Executive Board position by secret ballot at the September or October monthly meeting by the members in attendance, either in person or remotely. ABC-Amega Inc. will send out ballots following the November meeting to all member companies. 1 vote per Member Company is permitted. The newly elected Executive Board positions will be announced at the December meeting and the newly elected officers will assume office on January 1st.

Section 2. An officer shall have the right to resign at any time upon written notice thereof to the remaining officers of the Executive Board and the Secretary. Such resignation shall become effective upon the date on which the written notice of resignation is received or at any time as may be specified within the resignation. Acceptance of the resignation shall not be required to make the resignation effective. Any and all vacancies for any cause or reason, shall be filled in accordance to the herein prescribed bylaws.

Section 3. In the event that the office of Chairman becomes vacant during the term, the Vice Chairman will succeed to the Chairman's position for the remainder of the term. In the event that the office of Vice Chairman becomes vacant during the term, the Treasurer will succeed to the Vice Chairman's position for the

remainder of the term. In the event that the office of Treasurer becomes vacant during the term, a new Treasurer will be appointed by the remaining Executive Board members.

Section 4. No more than 1 person from a Member Company is permitted to be on the Executive Board during any term.

ARTICLE 7 - GENERAL VOTING PROCEDURES

Any decision requiring a vote will be conducted with a group vote, deemed to be a simple majority vote of the attending member companies, at a scheduled meeting, whether in person or remotely. 1 vote per Member Company is permitted.

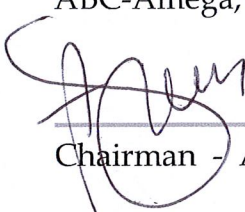
ARTICLE 8 - BY-LAW AMENDMENTS

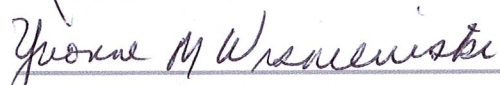
Section 1. The provisions contained within these bylaws may be amended by a group vote. All members may propose amendments.

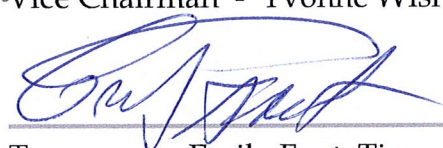
Section 2. Bylaws can only be amended by a majority vote of 75% of the total membership. If approved, the amendments will be effective immediately. The Secretary will ensure that all members receive a written copy of the amended bylaws, dated and signed by the Executive Board and Secretary.

Section 3. A group vote is deemed to be a simple majority vote of the attending member companies at a scheduled meeting. 1 vote per Member Company is permitted.

These by-laws have been read and adopted by the National Media Credit Professionals and ABC-Amega, Inc. dated December 14, 2017


Chairman - Alicia Suarez, ION Media Networks, Inc.


Vice Chairman - Yvonne Wisniewski, Outfront Media


Treasurer - Emily Font, Time, Inc.


Secretary / ABC-Amega, Inc. - Michael Denson