

(adopted September 1999 / revised August 2006)

Article I. Purpose

The Content Division exists to provide a forum for those companies who produce and market information and related technologies and services. The Content Division serves traditional publishers moving into the online environment as well as companies that originated in the digital medium.

Article II. Membership

The Content Division consists of those corporate, entity, computer hardware system and associate members of the SIIA that have designated a contact for the Division. The membership categories are those defined by SIIA. As an operating unit, the SIIA Board may modify projects and programs approved by the Division.

Article III. Content Division Board

- Responsibilities

The Board has the responsibility of directing and overseeing activities of the Content Division.

- Board Membership

A Board of nineteen (19) to twenty five (25) members shall direct the Content Division. Every effort will be made by SIIA to ensure the Content Division is fully represented on the SIIA Board of Directors.

Associate Members. Associate members, who are members of the section, may seek election to the Board. However, no more than seven (7) Associate members may serve simultaneously on the Board unless they have changed from a Full member company to an Associate member company during their term. This board member may stay on the board as a new Associate member until the next election (this will not always mean the end of their term) unless their new company is already represented on the Board. Not more than one representative from any member company may serve on the Board at the same time, with the exception of companies with more than \$500 million in revenue. A maximum of three (3) representatives from such

companies may serve on the board simultaneously, provided that each representative is from a different division or subsidiary.

Elections. One half of the Board members shall be elected each year. Elections will be managed by the SIIA staff and will take place in the first quarter of each calendar year. No member may serve more than three consecutive terms. Appointed members to the Board will serve for two years unless completing a vacated position. The Board may appoint a nomination committee to nominate candidates to the board. Candidates for election may also be self-nominated following a "call for nominations," and the election shall be conducted by mail or e-mail by the SIIA staff. All Content Division companies in good standing may vote in the Division Board election. Only one vote per company will be allowed. The ballot will be sent to the Content Division primary contact within each division company.

Following the Content Division Board of Directors election, SIIA staff and elected Board members can appoint no more than two directors to the Content Division board. Such appointments are subject to the approval of a majority of Content Division Board members.

If any member of the Board should change company affiliation during the course of his or her membership, he or she may remain on the Board as long as the new company he or she is affiliated with is an SIIA member and has no other members on the Board.

Officers. At the first board meeting after the election when the results have been tallied, the Board members will elect a Chairperson or Co-Chairpersons and a Vice Chairperson from among the members of the Board. Only members who have served on the board for one year can run for these positions. Associate members cannot be designated as Chairperson, Co-Chairperson or Vice Chairperson of the Board. The Chair position is limited to a maximum of three consecutive one year terms. Responsibilities of the Chair and Vice Chair follow:

- **Chair Responsibilities:** Chair of the Content Division Board, serve as Chairperson of the Board of Directors, support and defend policies and programs adopted by the Content Board and membership, be an ex-officio member of all committees of the Content Board except as otherwise provided, have additional duties that are not inconsistent with Bylaws as may be assigned by the Content Board. The Chair presides over all regular and special meetings of the Content Board and performs duties as usually pertain to the office, including of calling special meetings of the Content Board.

- **Vice-Chair Responsibilities:** The Vice Chair serves in the absence of the Chair, provides assistance to the Chair in identifying issues to be addressed by the Content Board. The Vice

Chair shall assume the duties of the Chair should that office become vacant and shall preside at meetings when the Chair is unable to attend.

Vacancy. If a Board member resigns prior to the completion of his/her term or if a Board member becomes ineligible prior to the completion of his/her term, the Board may appoint a division member to fill the vacant seat or may request the SIIA staff to hold a special election.

Minutes. The minutes of each Content Division General meeting as well as the minutes of the Content Division Board meetings shall be submitted to the SIIA President for distribution to the SIIA Board of Directors. The SIIA Board representative shall represent the Division on the SIIA Board of Directors and present the Content Division 's plans and projects.

Communications. The success of the Content Division depends on effective communication. It is imperative that the working group's chairs and co-chairs actively promote communication and proactively seek input from all participants in the affairs of the division.

Article IV. Division Meetings

The Board should hold a minimum of four (4) meetings per year; additional meetings may be called by the Chairs as the business of the Board dictates. Board members must participate in at least three (3) of the four (4) meetings, attending at least two (2) meetings in person.

A majority of the Board shall constitute a quorum at any Board meeting. Any Board member who fails to attend at least three (3) meetings each year will relinquish his/her seat on the Board. The Board may make an exception if illness or unusual personal circumstances cause the absence. Board members may not send substitutes to Board meetings.

The SIIA President and/or his designees shall be invited to attend all Content Division meetings.

Article V. Committees/Working Groups

The Board has the authority to create and eliminate Board committees and Division committees and working groups. Board committees shall be comprised of Board members only who volunteer for the committee. Division committees and working groups shall be comprised of any

and all Division members interested in serving on the committee or working group.

Article VI. Funding

The Board shall direct the expenditure of those funds allocated to the Division by the SIIA Board of Directors, provided that a majority of all Content Division Board members approve the division budget and any change in the budget priorities (either in person at Content Division Board meetings, or by mail, e-mail, or fax), subject to the veto of the SIIA 's President. If vetoed, the board may appeal to the Board of Directors. Projects approved by the Board shall include an allocation of sufficient funds for the staff resources necessary to manage such projects. When allocating staff resources, the Board shall consider the staff resources available in the SIIA 's headquarters office before seeking resources elsewhere.

The Content Division may also raise funds above and beyond those allocated by the SIIA.

Article VII. Bylaws

The Content Division Bylaws must be approved by a majority of the Content Division voting members. The Content Division Board may modify these bylaws with a two-thirds majority vote of the Board members.