



## BYLAWS

### ARTICLE I: NAME

The name of the association shall be College Media Advisers, Inc. d/b/a College Media Association. In this document, it is referred to as “the association” or “CMA.”

### ARTICLE II: PURPOSE

The purpose of the association is to support student media programs and professionals through education and community.

### ARTICLE III: MEMBERS

Section 1. There shall be five classes of membership in the corporation: active, affiliate, honorary, student media and lifetime.

Section 2. Active members shall be restricted to individuals who serve as advisers, supervisors or directors of editorial, business or technical phases of school authorized student media operations or not-for-profit student media corporations serving college or university communities. Active membership is assigned to the individual and follows the member regardless of the collegiate affiliation. If active members leave the advising profession or change advising jobs, they should contact headquarters immediately for a change of membership status or address update. Active members may access all benefits of general membership and are required to pay dues. Only active members are eligible to:

1. Vote in association elections or vote on matters of governance.
2. Propose or petition for changes in governance, policies or procedures.
3. Run for and serve in elected association office in accordance with election procedures.
4. Serve on the Board of Directors in an appointed position in accordance with appointment procedures.
5. Chair an association committee, task force or ad hoc panel in accordance with committee procedures.

Section 3. Student media membership shall be extended to student-run media at colleges and universities or not-for-profit student media corporations serving college or university communities.



The student media membership belongs to the institution, not to individual media. Student media members must pay dues per institution and are eligible for all benefits of general membership, except student media members may not vote in association matters nor hold elected or appointed association offices, unless the position is reserved specifically for student media members.

Section 4. Affiliate membership shall be extended to individuals whose profession or business brings them into close contact or association with any one of the phases of student media operations. Affiliate members must pay dues and are eligible for all benefits of general membership, except associate members may not vote in association matters nor hold elected or appointed association office.

Section 5. Honorary membership may be conferred upon any individual or organization by majority vote of the board of directors deemed worthy based on contributions and service to the organizations and to student media. Honorary members shall not be required to pay dues but shall be eligible for all benefits of general membership, except honorary members may not vote in association matters nor hold elected or appointed association office.

Section 6. Lifetime membership may be conferred on individuals who are retiring and have had active membership status for at least 10 years, or to members of the John A. Boyd Hall of Fame. Lifetime members shall be named for life and maintain voting status, but are not required to pay dues and may not hold elected nor appointed office. Lifetime members may serve on committees and are entitled to complimentary subscriptions to association publications and waiver of registration fees for the annual conventions.

Section 7. All applications for membership are subject to confirmation of the applicant's status as it relates to active involvement with college media, which may include requests for verification of status from a direct supervisor or representative of the governing authority for the media entity advised. A decision to deny or reclassify an application may be appealed via written request for a formal review. The board or its designee will consider the appeal and make a determination. The decision made in this process is final.



## ARTICLE IV OFFICERS

Section 1. The officers of the corporation shall be the president, the president elect, the vice president for member training, the vice president for member support, the secretary, and the treasurer. All officers are voting members of the board of directors. They shall be active members of CMA for at least five years and have been active media advisers at the time of nomination, election and entire period of service, a fact that must be verified. The president-elect and two vice presidents shall be elected by the membership at large to serve two-year terms beginning in odd-numbered years. They may not succeed themselves. Subject to approval by the board of directors, the secretary and treasurer shall be appointed by the president for a two-year term beginning in even-numbered years. The treasurer and secretary may serve no more than two full terms in the same position. All officers will assume their duties upon taking an oath of office during an installation ceremony at the annual fall convention, except in emergency situations as declared by the board of directors.

Section 2. No member of the board of directors shall hold more than one board office at a time. The president and president-elect may not succeed themselves. No person may serve more than three consecutive two-year terms in an appointed position.

Section 3. In the event a vacancy occurs in the office of president, the president-elect shall serve the unexpired portion of the term. The board of directors shall be responsible for appointing individuals to fill any vacancies and other unexpired terms on the board.

Section 4. Board members may be removed or asked to resign from office in extreme cases, including, but not limited to: a conflict of interest, repeatedly not fulfilling board duties as described in organizational procedures, inappropriate behavior that reflects poorly on the organization, impediment to the board or organization's progress, excessive absences from board meetings (typically defined as two consecutive absences), or failing to maintain active membership. Disagreeing with popular viewpoints or arguing for unpopular viewpoints are not grounds for removal from the board. If board members prefer not to resign, the board may remove them with a majority vote at a regularly



scheduled board meeting. The president, with the board's approval, will fill the position, and the new member will serve until the original term expiration.

Section 5. Specific policies, including conflict of interest and whistleblower policies, are outlined in Corporate Policies.

Duties of the officers are outlined in the operational policies of the association.

### **ARTICLE III MEETINGS**

Section 1. The association's membership shall meet during any national conventions hosted by the association. A quorum shall be a simple majority of all active members present and voting.

Section 2. The board of directors shall meet at any national conventions hosted by the association and at any other times designated by the president. A quorum shall be a simple majority of the members of the board present and voting.

### **ARTICLE IV BOARD OF DIRECTORS**

Section 1. The board of directors shall consist of the officers of the corporation.

Section 2. The board of directors shall have general supervision of the affairs of the association between its business meetings, make recommendations to the association, approve contracts and agreements, hire, evaluate and appoint staff and perform such other duties as are specified in these bylaws.

### **ARTICLE V ADVISORY COUNCIL**

Section 1. The advisory council shall consist of the board of directors, committee chairs, editors and managers of corporation publications, and other members appointed by the president (or board).



Section 2. The advisory council shall be informed by the board of directors of financial and operational procedures for the association and shall perform any other duties as are specified in these bylaws or assigned by the board of directors.

Section 3. The advisory council shall meet at the national conventions. A quorum shall be a simple majority of the members of the council who are present and voting.

## **ARTICLE VI COMMITTEES**

### **Section 1: Standing committees**

#### **A. Awards Committee.**

This committee shall consist of a majority of former award recipients and shall be representative of the membership composition of the corporation. The chair shall follow the guidelines established by the board of directors when soliciting nominations and entries and when selecting award recipients. The committee may decline to present an award in any category if the entries are deemed to be of insufficient number and/or quality. All awards are subject to approval by the board of directors. The board, in consultation with the awards committee chair, shall determine the awards categories and the appropriate requirements, criteria and procedures.

#### **B. John A. Boyd Hall of Fame Award Committee.**

This committee will be composed of four CMA Hall of Fame members and two CMA members without Hall of Fame membership. The two non-Hall of Fame members should be of active CMA member status and should have 10 and not more than 17 years of membership plus previous experience either on the CMA board or advisory council or be an adviser award winner. Appointments will be for three years. Committee members cannot be reappointed to additional terms until they have spent at least two years removed from committee service. Terms will be staggered with two members replaced each year. The CMA president will appoint committee members with approval by the CMA



board of directors. The president shall designate one member of the committee as chairperson to run concurrently with the presidential term. The chairperson is not authorized to vote. A member of the CMA board, chosen by the president, will serve as an ex-officio non-voting member of the committee.

#### C. Elections committee.

The election committee shall consist of the immediate past president and at least two active members appointed by the board. The elections committee is responsible for handling the nomination and elections process, and for presenting the results to the secretary who shall certify and communicate the results to the membership.

D. Finance committee. The finance committee shall consist of the treasurer, who serves as chair of the committee, the president-elect and at least three other members appointed by the president. The committee shall prepare and present proposed budgets to the board of directors for approval prior to the beginning of the next fiscal year. The finance committee shall arrange for an independent review of the financial records of the corporation every two years at the end of the fiscal year June 30 and shall report the findings to the membership during business meetings. Guidelines for the audit shall be approved by the board of directors.

#### Section 2: Other committees.

With the concurrence of the board of directors, the president may establish any other committees deemed necessary or appropriate to accomplish the purposes and objectives of the corporation, appoint the chair and members, and determine the charge to the committee.

### **ARTICLE VII PUBLICATIONS**

Section 1. The board of directors shall establish such publications, whether in print or digital formats, as it deems advisable to further the interests of the organization and to accomplish its purposes.

Section 2. Publications will be operated under guidelines approved by the board of directors.



## ARTICLE VIII FINANCES

Section 1. Annual dues, registration fees and other fees shall be determined by the board of directors.

Section 2. The fiscal year shall begin July 1 and end June 30.

Section 3. The corporation may receive gifts of money or other valuable instrument as a not-for-profit corporation under Section 501(c)(3) of the Internal Revenue Code 1954.

## ARTICLE IX ARCHIVES

Section 1. The Student Press in America Archives shall be an official function of this corporation.

Section 2. The John A. Boyd Archives shall be the official repository for records of College Media Advisers, Inc., and shall be maintained under the auspices of the executive director.

## ARTICLE X HEADQUARTERS

Section 1. The site of the headquarters office and terms and conditions of the operating agreement with the host institution or corporation shall be determined and approved by the board of directors. The executive director shall be appointed by the board of directors. The executive director may be invited by the board of directors to participate in executive sessions. The executive director's length of term shall coincide with the term of the corporation's contractual agreement with the host institution. The board of directors annually shall review the performance of the executive director.

Section 2. The originals of all corporation documents, contracts and financial records shall be maintained in or under the auspices of the headquarters office.

## ARTICLE XI PARLIAMENTARY AUTHORITY



Section 1. The most current issue of Robert's Rules of Order shall be the parliamentary authority for all matters of procedures not specifically covered by the bylaws of this corporation or by special rules or procedures adopted by the board of directors or advisory council.

Section 2. The president may appoint a parliamentarian to serve during any meeting.

## **ARTICLE XII AMENDMENT OF BYLAWS**

Section 1. Any active member may propose an amendment to the bylaws by submitting it in writing to the secretary who will submit it to the board of directors for consideration. The board shall consider the proposed amendment at its next regular meeting unless a majority of the members of the board agree it warrants a special meeting. Should the board of directors decide to not submit it to the membership with a recommendation for approval, the member who submitted the proposed amendment may submit to the secretary a petition signed by 10 percent of the then active members. The secretary shall then submit it to the membership as provided for in the bylaws.

Section 2. Amendments to be considered shall be communicated in writing to the membership via either the CMA newsletter, CMA website, direct mail and/or electronic mail by the secretary at least 30 days before voting opens. All electronic ballots will be counted under the auspices of the secretary who shall certify the results. Of the ballots cast, a simple majority of the votes must be affirmative for the amendment to be ratified.

Section 3. The secretary and executive director shall provide a supply of copies of the current charter and bylaws for distribution to active members upon request. The bylaws shall also be posted on CMA's website.

Section 4. All amendments become effective upon certification by the secretary unless otherwise provided for in the amendment.



Section 5. All circulated copies of the bylaws must contain the date of the last ratification. Under no circumstances are official bylaws to be circulated that do not contain a dateline.

#### Certification

These bylaws of College Media Advisers, Inc., are hereby certified as having been approved by the membership of College Media Advisers, Inc., and are effective as of the 1st day of December, 2017.

/s/ Bryce McNeil, Secretary

Revised Feb. 21, 2018