

# Alliance for Community Media

## Midwest Region

### BYLAWS

#### ARTICLE I - STATEMENT OF OBJECTIVE

##### **Sec. 1.1 - Objective**

The principle goals of the Midwest region of the Alliance for Community Media (the states of Illinois, Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota, South Dakota, and Wisconsin) are to preserve community media (including public, educational and governmental access cable channels) by educating, advocating and serving as a resource for community media centers; and in general, to work to improve access to, and the quality and availability of local media, civic engagement and the preservation of democratic ideals.

#### ARTICLE II - MEMBERSHIP

##### **Sec. 2.1 - Membership Qualifications**

Membership in the organization is open on a nondiscriminatory basis to those who are supportive of and interested in the goals and activities of the corporation.

##### **Sec. 2.2 - Duties of Members**

Organizational activities and affairs shall be conducted by the members in accordance with the applicable provisions of law and these Bylaws, subject to such provisions as the members may adopt, by ordinary resolution, for the orderly conduct of meetings of the membership.

##### **Sec. 2.3 - Issues submitted to voting by members**

Each member in good standing 30 days prior to the vote shall have the right to cast one vote on each issue properly presented to them. The following issues shall be submitted to a direct vote of the membership:

1. Amendments to these Bylaws as stated in Article IX.
2. Contested elections for at-large Board positions.
3. Proposals to change the geographic boundaries of the region.
4. Such other propositions as shall seem appropriate to the Board or to the members attending any Annual Meeting.

##### **Sec. 2.4 - Method of voting by members**

The method of voting for at-large Board positions shall be as stated in Sec. 4.7. All other votes by the members shall be conducted as follows:

1. The issue shall be presented to the members for discussion at a meeting or by electronic notification. By majority vote of the members, the members shall approve the wording of the proposal to be presented to the membership, which wording shall include the effective date thereof.
2. The Chair shall appoint an Election Official to conduct the voting.
3. Within fourteen (14) days of the Meeting or electronic notification, the Election Official shall send all members a ballot which will state the approved proposal(s). Ballots shall be returned no later than thirty (30) days from date ballots are sent.
4. Each member may cast one vote for or against any proposal.
5. Proposals which receive a simple majority shall pass; except that amendments to the Bylaws require an affirmative vote of three-quarters of those voting, and at least 10 per cent of the membership shall have voted. If there be a tie, the proposal fails.
6. The Election Official shall report in writing the results of all votes to the Board within thirty (30) days after the Ballot deadline. Ballots shall be held by the Board Chair for one year.

#### **Sec. 2.5 - Equal Opportunity**

The organization will ensure that no individual is discriminated against for any reason. The organization shall be committed to promoting access to media for all persons.

### **ARTICLE III - ANNUAL MEETING**

#### **Sec. 3.1 - Annual Meeting of the Members**

The membership shall hold an Annual Meeting. The members shall receive reports from officers, directors, and committees; conduct nominations, formulate and approve proposals to be submitted to a vote of the membership; and conduct such other business as shall seem appropriate.

#### **Sec. 3.2 - Notice of Annual Meeting**

Notice of the Annual Meeting shall be sent to each member at least 60 days prior to the meeting to the addresses appearing in the records of the corporation.

#### **Sec. 3.3 - Location of Meetings**

The members may hold their meetings at any location within the region designated by resolution of the members or of the Board.

#### **Sec. 3.4 - Presiding Officer**

The Chair of the Board shall preside at Annual Meetings. The members may designate another member of the organization to preside in those instances deemed necessary.

### **Sec. 3.5 - Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order shall govern all meetings of the organization, except where inconsistent with the Bylaws or policies of the organization.

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

### **Sec. 4.1 - Establishment of the Board of Directors**

The organization shall be governed by a Board of Directors, hereby established, representative and responsible to the members, to consist of nine (9) members elected for terms of two years by the general membership. Elections shall be structured such that the membership shall elect four (4) members of the Board one year, and five (5) members of the Board the following year.

Directors shall be recruited for what they bring to the organization in terms of professional skills, diversity, relationships with affiliated and allied entities, historical perspective, forward vision, and the ability to bring significant resources into the organization.

### **Sec. 4.2 - Vacancy**

If a vacancy occurs in a Board position, the Board may, by ordinary resolution, fill the vacancy. The remaining term of the position shall be added to the seats to be filled by election at the next Annual Meeting.

### **Sec. 4.3 - Removal from Office**

1. Any Board member who does not attend two consecutive Board meetings, whether in person or by teleconference, shall be deemed to have resigned voluntarily effective at the close of the second meeting missed, unless the Board takes action to retain the member.
2. A Board member may be removed from office for gross misconduct or misappropriation of funds. Action to remove a Board member shall require a two thirds vote of the seated members of the Board.

### **Sec. 4.4 - Qualifications and Responsibilities**

1. All Board members shall be an individual member, or shall be a representative of an organizational member, of the Alliance for Community Media.
2. The terms of Board members begins with the first Board meeting following their election.
3. No Board member may serve more than six (6) consecutive years, whether in full or in part; and may not be elected to a Board seat until one (1) year has elapsed since the end of that person's last term.

### **Sec. 4.5 - Powers of the Board of Directors**

The Board shall have the power to conduct such business as is necessary between Annual Meetings; determine operating policies in accordance with the Bylaws and

provisions of law; faithfully administer and account for the funds of the organization. The Board or its designee may enter into contracts on behalf of the organization. The Board shall assure that no later than seven (7) days prior to the Annual Meeting, each member is provided notification of the Annual Meeting and the items to be considered at such meeting.

#### **Sec. 4.6 - Board Procedures**

1. Meetings of the Board may be called by the Chair or by three members of the Board. Board members shall be notified of all meetings at least 24 hours prior to the meetings. Meetings may be held via teleconference as is deemed necessary.
2. The Board shall meet a minimum of three (3) times between Annual Meetings.
3. 3. For purpose of any meeting, a quorum shall be one-half plus one of the full membership of the Board.
4. No action of the Board shall be valid unless a simple majority of those members voting approve, except as provided in the Bylaws.

#### **Sec. 4.7 - Board Election Procedures**

The members of the Board shall be elected in the following manner:

1. During the Annual Meeting, the Chair shall appoint an Election Official to conduct the voting.
2. A call for nominations, along with a description of the election process, shall be sent to all members at least 60 days prior to the Annual Meeting.
3. Nominations shall be made by members at the Annual Meeting. Each nominee must accept or decline nomination prior to the close of nominations.
4. Within seven (7) days after the close of nominations, nominees must submit to the Election Official a written statement with the nominee's name and a statement not to exceed 100 words.
5. Within fourteen (14) days of the Annual Meeting, the Election Official shall send to all members a ballot with all Board candidates. Instructions shall be included for the return of ballots, which shall be no later than forty (40) days after the Annual Meeting.
6. Each member may cast one (1) vote per position available. Ballots that have an excessive number of votes shall be disqualified.
7. Those candidates who receive the largest number of votes shall be elected.
8. If two or more candidates receive the same number of votes for the last available position, the Election Official shall certify such names to the Board Chair. Thereupon, the Chair shall poll the elected members of the Board who shall, by simple majority, the Chair voting only to break a tie, determine which candidate shall be elected.
9. The Election Official shall report in writing the results of all votes to the Board within sixty (60) days after the Annual Meeting. Ballots shall be held by the Board Chair for one year.

## **ARTICLE V - OFFICERS**

### **Sec. 5.1 - Designation of Officers**

The officers of the organization shall be chosen by the Board, by a simple majority vote, from among its members at the first Board meeting following the Annual Meeting. The same person shall not hold more than one of the following positions: Chair, Vice Chair, Secretary, Treasurer.

### **Sec. 5.2 - Chair**

The Chair shall chair meetings of the Board and of the members; act as principal advisor on the manner by which the organization can accomplish its business; and shall be familiar with all phases of activity within the organization. The Chair is also responsible for reporting an Annual Summary of Board Action to all members.

### **Sec. 5.3 - Vice-Chair**

The Vice-Chair shall chair meetings of the Board and of the members in such instances as the Chair is prevented from doing so through absence from a meeting, incapacity when present at a meeting, or by ordinary resolution of the members, and shall assist the Chair in their activities.

### **Sec. 5.4 - Secretary**

The Secretary shall be responsible for the recording, maintaining, and disseminating of minutes of the Meetings.

### **Sec. 5.5 - Treasurer**

The Treasurer shall serve as the chief financial officer; shall oversee the organization's books and records of account; and shall ensure that financial reports of the accounts are made available to the members.

### **Sec. 5.6 - Terms of Office**

Each Officer shall take office at the meeting of their appointment, and shall serve for a term of one (1) year or until their successor is dully qualified, appointed and installed. In no event shall the Chair, Chair-Elect, Secretary and Treasurer serve for more than two (2) consecutive one-year terms.

### **Sec. 5.7 - Vacancies**

Any vacancy among the officers shall be filled for the unexpired term by ordinary resolution of the Board.

### **Sec. 5.8 - Removal from Office**

Any officer may be removed from office by ordinary resolution of the Board when in its judgment the best interests of the corporation shall be served thereby. Removal of an officer shall be without prejudice to contractual rights they may have with the organization.

## **ARTICLE VI - COMMITTEES**

### **Sec. 6.1 - Establishment and Powers of Committees**

The Board may, by ordinary resolution, establish such committees as are deemed necessary and proper for the execution of the business of the organization, name their chairpersons, and define their powers and duties. No committee shall have greater powers than have been delegated to it.

## **ARTICLE VII - RECORDS**

### **Sec. 7.1 - Records to be Kept**

The organization shall keep correct and complete records of accounts and shall also keep minutes of the proceedings of the Board of Directors Meetings. All records required under this section shall be made available upon request to members and in accordance with state and federal law.

## **ARTICLE VIII - EFFECTIVE DATE**

### **Sec. 8.1 - Effective Date**

These Bylaws shall become effective immediately upon ratification by a simple majority vote of the Board.

## **ARTICLE IX - AMENDMENTS**

### **Sec. 9.1 - Amendments**

Upon proposal by the Board of Directors, these bylaws may be amended, repealed or altered, in whole or in part. Article I - Section 1 (Name/Objective), Article II - Section 2.3 (Issues submitted to voting by members), Article IV (Board of Directors) and Article X (Amendments) may be amended, repealed or altered only by approval of the voting members through vote in accordance with the provisions of Article II - Section 2.4. All other Amendments to these bylaws may be made by the Board of Directors provided that at least sixty (60) days' notice of such amendment is included in a publication of the ACM, including, but not limited to, any electronic communications or magazine publication.

## **ARTICLE X - DISSOLUTION**

### **Sec. 10.1 - Dissolution**

The Midwest Region of the ACM shall use its funds only to accomplish the objectives and purposes specified in these bylaws and the Articles of Incorporation, and no part of said funds shall inure or be distributed to any member of the ACM. Upon dissolution of the Midwest Region of the ACM any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, philanthropic, or other non-profit organization to be selected by the Board of Directors.