

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:

: MEMBERSHIP

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

Section 2. Adviser 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. Adviser membership is assigned to the individual and follows the member regardless of the collegiate affiliation. Adviser membership either belongs to the individual or the institution, up to member preference, and must be decided at the time of membership. If adviser members leave the advising profession or change advising jobs, they should contact headquarters immediately for a change of membership status or address update. Adviser members may access all benefits of general membership and are required to pay annual dues. Adviser 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. Petition the First Amendment Advocacy Committee to open an investigation.
4. Run for and serve in an elected association office in accordance with election procedures.

5. Serve on the board of directors in an appointed position in accordance with appointment procedures.
6. 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 student media group, not to individual students. 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 affiliate members may not vote in association matters, chair a standing committee 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 adviser 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, but not act as chair. are entitled to complimentary

subscriptions to association publications and waiver of registration fees for the annual conventions. Lifetime members may petition the First Amendment Advocacy Committee to open an investigation.

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 of directors 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 adviser members of CMA for the amount of time specified for their position and have been adviser media advisers at the time of nomination, election and entire period of service, a fact that must be verified.

Section 2. The president-elect shall be elected by the membership at large to serve a one-year term in odd-numbered years. The two vice presidents shall be elected by the membership at large to serve two-year terms beginning in odd-numbered years. The president-elect and vice presidents may not succeed themselves. The president-elect succeeds to the position of president to serve a one-year term in even-numbered years. The president may not succeed themselves. To qualify for president-elect, candidates must have been adviser members for five years. Vice presidential candidates must have been adviser members for three years.

Section 3. The secretary and treasurer shall be elected by the membership at large to serve two-year terms beginning in even-numbered years. Candidates must have been an adviser CMA member for at least two years. The treasurer and secretary may serve no more than two full terms in the same position.

Section 5. All officers will assume their duties upon taking an oath of office during an announced installation ceremony by Nov. 15, except in emergency situations as declared by the board of directors.

Section 6. 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 7. In the event a vacancy occurs in the office of president, the president-elect shall serve the unexpired portion of the term. If a vacancy in the president-elect position occurs in a non-election year, the association will hold a special election to fill the vacancy. The remaining board members will be responsible for handling the position's responsibilities. The new president-elect will be installed within 30 days of the announcement of the election results. During an election year, the board will fill the position temporarily, and after the election, the remaining board of directors shall be responsible for appointing individuals to fill any vacancies and other unexpired terms on the board.

Section 8. Board members may be removed or asked to resign from office in cases, including, but not limited to: a conflict of interest, repeatedly not fulfilling board duties as described in organizational procedures, actions that reflect poorly on the organization, impediment to the board or organization's progress, excessive absences from board meetings (defined as two consecutive absences), or failing to maintain adviser membership. Disagreeing with popular viewpoints or arguing for unpopular viewpoints are not grounds for removal from the board. If a board member prefers not to resign, the board may remove them with a majority vote at the next regularly-scheduled board meeting not to exceed 31 days from the last

meeting. The president, with the board's approval, will fill the position, and the new member will serve until the original term expiration, unless the vacancy is the president-elect, then refer to article IV, section 6.

Section 9. 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 V: MEETINGS

Section 1. CMA meetings are open to all association members; this includes the board of directors, standing committees, and any other committees or working groups approved by the board of directors. Like the board of directors, when standing committees need to discuss personnel, sensitive or confidential matters, they may announce executive session, and they may announce invited guests.

Section 2. The association's membership shall meet during any national conventions hosted by the association. A quorum shall be a simple majority of all adviser members present and voting.

Section 3. 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. The board shall meet at least once every 90 days to conduct the business of the association.

Section 4. A notice of meeting shall be issued to all members by post to the association website and by email at least 10 days before any scheduled meeting.

Section 5. All scheduled meetings shall be open to all members. A notice of access and instructions on how to attend the meeting shall be provided at least 10 days before the meeting date by email.

Section 6. Meeting agendas shall be available to members via email at least three days before the meeting date.

Section 7. The board may call an emergency or special meeting with fewer than 10 days notice. Emergency and special meetings must be announced via email once scheduled and the agenda provided in a timely manner. These meetings may also go into executive session.

ARTICLE VI : BOARD ROLEBOARD 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 IX: STANDING COMMITTEES

Section 1: The standing committees of CMA are the: Awards Committee, Bylaws Committee, Contest Committee, Diversity and Inclusion Committee, Education/Certification Committee, Elections Committee, Finance Committee, First Amendment Advocacy Committee, John A. Boyd Hall of Fame Award Committee, Membership Committee.

Section 2: Membership terms are one year, unless otherwise indicated. Members may serve multiple terms but may not serve on more than two standing committees simultaneously.

Section 3: Committee chairs serve with the approval of the board of directors and may chair only one standing committee. The board will assign a board liaison to any committee not chaired by a board member. Each committee should report to its board liaison prior to every scheduled board meeting.

Section 4: CMA members, of any category, are eligible to serve as members of any committee, except the Hall of Fame and the First Amendment Advocacy Committees. Members may be appointed or self-nominated, in consultation with the committee chair and/or the board liaison.

Section 5: Standing committees may choose to designate subcommittees when needed.

Section 6: Standing committees should represent the membership in terms of school size, media advised, years of service, racial/ethnic diversity and gender identity.

A. Awards Committee

The awards committee coordinates the adviser awards program on behalf of the organization, except for the John A. Boyd Hall of Fame award.

B. Bylaws Committee

The bylaws committee regularly reviews and recommends necessary changes to the CMA bylaws. The committee may designate subcommittees to review and propose changes to CMA guides, including the Code of Ethics, as well as other governing documents proposed by other members or units within CMA. The bylaws committee chair serves in an advisory capacity to the board of directors.

C. Contest Committee

The Contest Committee coordinates awards given to student-run media during the two annual conferences, which currently includes the Pinnacle Awards and Apple Awards.

D. Diversity and Inclusion Committee

The diversity and inclusion committee provides advisory support to the CMA board of directors on diversity and inclusion issues, as well as developing and promoting related programming.

E. Education Committee

The education committee creates, supervises and evaluates educational programming in support of the vice president for member training.

F. Elections Committee

The elections committee is responsible for handling the nomination and elections process in a timely manner and for presenting the results to the board secretary who shall certify and communicate the results to the membership.

G. Finance Committee

The finance committee shall prepare and present proposed budgets to the board of directors for approval prior to the beginning of the next fiscal year. The 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.

The finance committee is chaired by the treasurer. Membership includes the president-elect as a non-voting member and at least four other members.

H. First Amendment Advocacy Committee

The First Amendment Advocacy Committee provides a mechanism for member advisers to ask for help when faced with threatened or actual attacks from administrators related to issues of free speech and free press at their schools. The committee is composed of CMA members

with five or more years of membership who are qualified and trained to investigate alleged violations of adviser and student rights.

I. John A. Boyd Hall of Fame Award Committee

The committee selects advisers to be honored with the John A. Boyd Hall of Fame Award which recognizes those long-time members of the College Media Association whose dedication, commitment and sacrifices have contributed to the betterment and value of student media programs both on their campuses and nationally. It also recognizes the contributions of CMA members who have actively contributed to the organization through extensive and varied service on committees, the board of directors and other leadership roles and have presented programs and sessions at meetings that have been insightful, relevant and well prepared.

J. Membership Committee

The membership committee is concerned with all aspects of the membership process including recruitment, retention, membership categories, dues and eligibility in support of the vice president for member support.

Section 7: 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 chairs and determine the charge to the committee.

ARTICLE VIII: PUBLICATIONS

Section 1. The board of directors may 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 IX: 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 X 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 XI 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 XII: 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

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

ARTICLE XIII: AMENDMENT OF BYLAWS

Section 1. Any adviser 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 adviser 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 adviser 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/ Sandra L. Combs, Secretary

Revised April 12, 2021