

**Bylaws
of the
Consortium of College and University Media Centers**

Adopted October 11, 1988
Amended October 30, 1990
Amended June 2, 1991
Amended November 7, 1993
Amended October 6, 1995
Amended October 25, 1999
Amended October 17, 2009

ARTICLE I.

Membership

Section 1. Types of Membership. The types of membership shall be Institutional, Corporate, Associate, Student, and Life.

Section 2. Eligibility and Privileges.

- a) Institutional Membership. Any institution of higher education with support units for media, instruction, presentation, or information technologies. Institutional members shall be entitled to all the privileges of membership, including those of making motions, of voting, and of holding office as provided in Article II.
- b) Corporate Membership. Any firm, corporation, foundation, or other commercial or philanthropic enterprise, whose business or other activity is in support of the purposes and objectives of CCUMC. Corporate members shall be entitled to the privileges of membership, including those of making motions and of voting, and of holding office as provided in Article II.
- c) Associate Membership. Any individual from an educational institution, public library, religious, governmental, or other organization not otherwise eligible for Institutional or Corporate membership. An Associate member shall be extended privileges as determined by the Board of Directors, except that an Associate member is not entitled to vote or hold elected office.
- d) Life Membership. The Board of Directors may grant Life Membership to a retiring past or current member of CCUMC who has made significant contributions to the association. A Life member shall be entitled to all of the privileges of membership, including those of making motions, of voting, and of holding office as provided in Article II.
- e) Student Membership. Any student in an institution of higher education who is not eligible for Institutional or Corporate membership. A Student member shall be extended privileges as determined by the Board of Directors, except that a Student member is not entitled to vote or hold elected office.

Section 3. Application for Membership. Application for Institutional, Corporate, Associate, Life, and Student memberships shall be forwarded in writing to the Executive Director. The Board of Directors shall approve all Life memberships.

ARTICLE II.

Officers

Section 1. Enumeration. The officers of CCUMC shall be: President, President-elect, Immediate Past President, Secretary, Treasurer, and six Directors.

Section 2. Selection and Tenure. The President-elect shall be elected for a one-year term, whereupon the President-elect shall serve a second year as President, and a third year as Immediate Past President. The Treasurer and Secretary shall be elected for two-year staggered terms. Four of the Directors shall be elected for two-year staggered terms by and from the Institutional and appropriate Life membership, and two of the Directors shall be elected for two-year staggered terms by and from the Corporate and appropriate Life membership. These elected officers shall be chosen by ballot as specified in Article VII to serve their tenure or until their successors are elected. The term of all officers shall begin on July first.

Section 3. Eligibility. The elected officers shall be Institutional, Corporate, or Life members in good standing. No member shall hold more than one office at a time. No member shall be eligible to serve more than two consecutive terms in the same office. No more than two elected officers shall be affiliated with the same institution. No more than one elected officer may be from the same corporate organization.

Section 4. Vacancies in Elected Offices. Should a vacancy occur in the office of President, the President-elect shall fill the vacancy. Any vacancy in the offices of Immediate Past President, Secretary, Treasurer, or Director, shall be filled by an appointment by the Board of Directors for the unexpired term of the office. A special election shall be conducted to fill a vacancy in the office of President-elect.

Section 5. Duties. These officers shall perform the duties prescribed by the parliamentary authority adopted by CCUMC and by these Bylaws as follows:

- a) The President shall: (1) preside at all meetings of CCUMC, (2) function as the chief administrative officer of CCUMC, (3) appoint the Editor in Chief, specific publication editors as needed, Membership Chairperson, and all committees as specified within these Bylaws, and (4) be an *ex-officio* member of all committees except the Election Committee.
- b) The President-elect shall: (1) assume the duties of the President in the absence of the President, and (2) co-chair the Program Committee.
- c) The Immediate Past President shall: (1) advise the Board of Directors, (2) assist the President at the latter's request, and (3) chair the Awards Committee, Election Committee, Research Committee, and Executive Office Management Committee.
- d) The Secretary, working with the Executive Office, shall: (1) keep and publish accurate minutes of all meetings of the Board of Directors and the general membership, and (2) keep the Board of Directors' Guidelines updated in a timely manner.
- e) The Treasurer shall: (1) chair the Finance Committee, (2) disburse, account for, and report about the funds of CCUMC, (3) coordinate and monitor the activities provided for in the budget, (4) be bonded for a sum adequate to protect CCUMC from loss, (5) be an *ex-officio*, non-voting member of the Program Committee and (6) be an *ex-officio* member of the Executive Office Management Committee.
- f) Directors shall: (1) accept special assignments, Board of Directors' projects, and (2) chair committees as requested by the President or the Board of Directors.

ARTICLE III.

Board of Directors

Section 1. Composition. The Board of Directors shall consist of the eleven officers, the Editor in Chief, and the Executive Director. The Editor in Chief shall be an *ex-officio*, non-voting member who is appointed by the President for a three-year term. The Executive Director shall be an *ex-officio*, non-voting member who is appointed by, and serves at the direction of the Board of Directors for a contracted period of time.

Section 2. Eligibility. The Board of Directors shall be members in good standing and shall satisfy the requirements of the office held.

Section 3. Vacancies. Vacancies shall be filled by the appropriate election, appointment, or selection procedure specified elsewhere in these Bylaws.

Section 4. Duties. The Board of Directors shall have general supervision of the affairs of CCUMC, fix the time and place of meetings, make recommendations to the membership of CCUMC, designate the site of the Executive Office of CCUMC, appoint the Executive Director, and shall perform such other duties as are specified in the Bylaws. The Board of Directors may secure legal counsel, and establish, govern, and place funds in a foundation. The Board of Directors shall be subject to the orders of CCUMC, and none of its acts shall conflict with action taken by CCUMC.

Section 5. Meetings. The Board of Directors shall hold at least two meetings each year, one of which shall be at the time and place of the annual meeting, and another during the summer. Special meetings of the Board of Directors may be called by the President and shall be called upon written petition of three members of the Board of Directors.

Section 6. Electronic Meetings. Special meetings of the Board of Directors may be held by electronic means providing (1) procedural rules related to the conduct of electronic meetings are established and promulgated by the Board of Directors, (2) all members of the Board are canvassed simultaneously and have access to the appropriate electronic meeting media, (3) a quorum is established as verified by a response to a call for any particular meeting, (4) the technology used for the electronic meeting allows all members full access to and full participation in all meeting transactions either continuously or intermittently throughout the specified time of the meeting. The quorum, once established, shall be assumed present until the meeting is adjourned. Votes shall be recorded by roll call. An affirmative vote of a majority of the quorum shall be required for the adoption of any motion and each board member shall have the option of voting for or against the motion, to abstain, or to hold for discussion at the next regularly scheduled meeting.

Section 7. Quorum. At any regular or special meeting of the Board of Directors, a majority of the voting Board of Directors' members in office shall constitute a quorum.

ARTICLE IV.

Executive Director

The Executive Director, working at the pleasure of and under the supervision of the Board of Directors, and through both the President and the Executive Office Management Committee shall: maintain the executive office of CCUMC, including supervision of the office staff;

- a) carry out the day-to-day business of CCUMC, including all general correspondence that is not a proper function of other officers or committees;
- b) maintain a central file of reports, minutes, records, and other documents, in paper and electronic formats, as submitted by CCUMC committees and officers, and provide information as needed for use in CCUMC activities;
- c) work with the Secretary to keep and publish accurate minutes of all meetings of the Board of Directors and the general membership and update the Board of Directors Guidelines in a timely manner;
- d) supervise and coordinate the signing of all contracts and legal documents for CCUMC;

- e) notify all candidates who stood for election of the official results in conjunction with the Election Committee, and coordinate with the CCUMC Secretary and others for the provision of documents and materials required for the performance of their elected duties;
- f) promote new CCUMC membership as planned and directed by the Membership Committee, maintain the official membership records and computer database, and prepare and distribute the annual membership directory as directed by the Publications Advisory Board;
- g) plan, coordinate, and assist in the public relations of CCUMC and make recommendations to the Board of Directors for ongoing effective communications;
- h) store and distribute official CCUMC publications, and assist the general membership, CCUMC committees, and officers in publicizing the availability of such materials;
- i) receive and forward to the Treasurer all bank statements and funds of CCUMC, and reconcile monthly bank statements; coordinate an audit of the Treasurer's records and CCUMC accounts at the end of the Treasurer's final term and report findings to the Board of Directors;
- j) recommend plans of action as needed;
- k) assist the Board of Directors and various CCUMC committees and subgroups in the promotion of meetings, conferences, and activities, and provide or assist, as needed, in handling mailings to the general membership;
- l) supervise the design and acquisition of awards as determined by the Awards Committee and the Board of Directors;
- m) collaborate with the President and the Publications Advisory Board on the preparation and distribution of the CCUMC annual report;
- n) coordinate the solicitation of proposals for future conference sites, and coordinate the review and submission of recommendations to the Board of Directors;
- o) serve as the official CCUMC representative to national advisory boards and committees, on projects and at events as designated by the Board of Directors; and
- p) carry out such other duties and policies as determined by the Board of Directors;

The Executive Director shall be an *ex-officio*, non-voting member of the Board of Directors, the Program Committee and of the Finance Committee, and shall be bonded for a sum adequate to protect CCUMC from loss.

ARTICLE V.

Meetings

Section 1. Regular Meetings. The annual meeting of CCUMC shall be held at such time and place as fixed by the Board of Directors, and shall be for the purpose of receiving reports of officers and committees, and for any other business that may arise. Additional meetings of CCUMC may be held at such time and place as fixed by the Board of Directors. Notice of such meetings shall be sent to the last recorded address of each member at least thirty days before the time appointed for the meetings. All notices of meetings shall set forth the place, date, time, and purposes of the meetings.

Section 2. Composition and Privileges. All Institutional, Corporate, Associate, Student, and Life members, their families, program participants, and invited guests are eligible to attend CCUMC meetings. All Institutional, Corporate, Associate, Student, and Life members may propose motions and participate in

discussion at all meetings of the membership, but only Institutional, Corporate, and Life members in attendance shall have the right to vote.

Section 3. Special Meetings. Special meetings may be called by the President or by the Board of Directors and shall be called by the President upon the written petition of seventy-five Institutional and/or Corporate members of CCUMC. Notice of such special meetings shall be sent to the last recorded address of each member at least thirty days before the time appointed for the special meeting, and only business specified in the notice shall be transacted at the meeting.

Section 4. Quorum. For regular and special meetings of the membership of CCUMC, the Institutional, Corporate, and Life members present shall constitute a quorum for the transaction of business.

ARTICLE VI.

Committees

Section 1. Executive Office Management Committee. An Executive Office Management Committee, chaired by the Past President and composed of two additional members, one from the Board of Directors and one from the general membership, appointed by the President for staggered, two-year terms, shall provide oversight and review of the activities of the executive office and make recommendations concerning the executive office to the Board of Directors. The President and the Treasurer shall be *ex-officio* members of the Executive Office Management Committee. In the event of a vacancy in the position of Executive Director and upon approval by the Board of Directors, the Executive Office Management Committee shall act as a whole as the Interim Executive Director.

Section 2. Finance Committee. A Finance Committee, chaired by the Treasurer and composed of the Executive Director and two members of the Board of Directors appointed by the President, shall prepare a budget for each fiscal year in which the Treasurer will be in office, and shall submit it to the Board of Directors for approval. The fiscal year shall run from July first through the succeeding June thirtieth. The Finance Committee may from time to time submit supplements to the budget for the current fiscal year. The Finance Committee shall provide an audit of CCUMC's accounts at the close of the fiscal year and report its findings to the Board of Directors. The Executive Director shall arrange for an outside audit to be completed at the end of the Treasurer's final term, with findings reported to the Board of Directors.

Section 3. Program Committee. A Program Committee, co-chaired by the President-elect and an Institutional or Corporate member appointed by the President for a two-year term, and composed of at least three other members appointed by the President, shall plan, arrange, and conduct the programs at the annual conference. The Program Committee is ongoing and shall plan programs as far in advance as is reasonable and practical. The Membership Chairperson, the Executive Director and the Treasurer shall be *ex-officio*, non-voting members of the Program Committee. The Committee's plans shall be submitted to the Board of Directors for its approval.

Section 4. Election Committee. An Election Committee, chaired by the Immediate Past President and composed of two or more other Institutional members appointed by the President with Board of Directors' approval, shall nominate candidates for the office of President-elect, Secretary or Treasurer, for two Directors from the Institutional membership, and for any vacancies which may have occurred. The Election Committee shall receive the nominations from the Corporate Member Committee; and shall conduct the election.

Section 5. Corporate Member Committee. A Corporate Member Committee, whose chairperson shall be a member elected by and from the Corporate membership, shall determine the Corporate members' participation in the programmatic and social events of CCUMC, and shall submit such recommendations and plans to the Board of Directors for its approval. It shall also nominate candidates for its representatives to the Board of Directors, and submit the nominations to the Election Committee.

Section 6. Membership Committee. A Membership Committee, chaired by the Membership Chairperson and composed of at least two other members appointed by the President, shall determine strategies that will increase and diversify the membership, promote the benefits of membership, and implement membership campaigns. The Committee's recommendations and plans shall be submitted to the Board of Directors for its approval.

Section 7. Publications Advisory Board. A Publications Advisory Board, chaired by the Editor in Chief and composed of the individual editors of all major CCUMC publications shall initiate, manage, and review all official publications of CCUMC; establish general guidelines and editorial policy; coordinate all publishing activity; review publication proposals and opportunities; and continually analyze CCUMC publication needs. The Publications Advisory Board's recommendations shall be submitted to the Board of Directors for its approval.

Section 8. Awards Committee. An Awards Committee, chaired by the Immediate Past President, and composed of two additional members appointed by the President, shall recommend criteria for awards, accept nominations for awards, and make recommendations to the Board of Directors; and assist the Executive Director in administering the awards process.

Section 9. Research Committee. A Research Committee, chaired by the Immediate Past President, and composed of two additional members appointed by the President, shall recommend the type of research awards presented, establish criteria, and make recommendations to the Board of Directors, and implement the research activities of CCUMC. The committee shall also develop and evaluate proposals, and make recommendations to the Board of Directors, for commissioned research.

Section 10. Other Committees. Other committees, standing or special, interest groups, task forces, or resource persons, shall be appointed by the President, as CCUMC or the Board of Directors shall from time to time authorize, to carry on the work of CCUMC. Special committees, interest groups, task forces, and resource persons shall serve at the pleasure of the Board of Directors and may be dissolved at any time. The President shall be an *ex-officio* member of all committees except the Election Committee.

ARTICLE VII.

Nominations and Elections

Section 1. Nominations. Nominations for offices to be filled by election, other than those from the Corporate membership, shall be made by the Election Committee. The Election Committee shall contact each person whom it wishes to nominate, in order to obtain his or her acceptance of the nomination, and assurance that he or she will serve in the specified office if elected. The Election Committee shall receive the nominations submitted by the Corporate Member Committee.

Section 2. Time of Election. The Election Committee shall present the slate of officers to the membership at the annual meeting or no later than December 1. Voting shall take place within thirty days following the presentation of the slate. The results shall be reported to the Executive Director for transmittal to the Board of Directors and to the candidates who stood for election. Officers shall take office on July first following the election.

Section 3. Ballots. There shall be a separate ballot for each office to be filled. A candidate may be nominated for more than one office. Ballots shall be counted in the following sequence: first for President-elect, second for Secretary or for Treasurer, and last for Directors. When a candidate is declared to be elected to an office, his or her name shall be deleted from all other ballots' offices.

Section 4. Electronic Voting. Ballots may be made available electronically provided procedural rules related to the conduct of electronic voting are established by the Election Committee and approved by the Board of Directors.

Section 5. Preferential Voting Procedure. A preferential vote shall determine election and shall be administered as follows: (1) the ballot shall list alphabetically nominees for the office and shall provide space for write-in candidates; (2) the voter shall be asked to indicate the order in which he or she prefers all the candidates for the office; (3) the Election Committee shall count the votes by arranging the ballots according to the indicated first preferences; (4) if a candidate receives a majority of the votes cast, the candidate shall be declared elected; (5) if no candidate receives a majority of the votes cast, the least popular candidate is eliminated, and each of his or her ballots is redistributed according to the next preferred candidate on each ballot, until one candidate receives a majority of the votes cast, or in the case of Directors, until the most preferred candidates remain; and (6) in the event of a tie, the election shall be resolved in favor of the candidate that was strongest in terms of first choices.

Section 6. Vacancies Created by Election. If in the annual election, a current Director is elected to another office, the resulting Director vacancy shall be filled by the next-in-line voted-upon candidate for Director.

ARTICLE VIII.

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* or its successors thereto shall govern CCUMC in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order which CCUMC may adopt.

ARTICLE IX.

Professional Ethics

Section 1. Adherence. Adherence to CCUMC's Code of Ethics shall be a condition of membership.

Section 2. Action on Violations. The Board of Directors shall serve as an Ethics Committee. The Committee shall have, after due notice and hearing, the power to censure, suspend, or expel any member for violation of the Code of Ethics.

Section 3. Appeal. A member may, within thirty days after receiving notice of action by the Board of Directors, file an appeal of the decision in writing with the President. The appeal will be submitted to the general membership for action.

ARTICLE X.

Amendments to Bylaws

Section 1. Procedure. The Bylaws can be amended at any regular meeting of CCUMC by a two-thirds vote, provided that the amendment has been submitted in writing to the membership at least thirty days prior to the regular meeting at which the amendment proposed is to be voted upon.

Section 2. Mail Ballot. A mail ballot may be ordered by the Board of Directors or by affirmative vote of seventy-five members at any meeting at which a Bylaws amendment is legally open to be voted upon. If a mail ballot is ordered, notice of the intent to amend the Bylaws shall run concurrently with the mailing of the ballot.

Section 3. Continuation. The Bylaws shall be reviewed at least at five-year intervals from the day of adoption.