

EDUCATIONAL MEDIA COMPANY AT VIRGINIA TECH

CHARTER PROVISIONS AND BYLAWS

Charter Provisions

(1) Name. The name of this organization is Educational Media Company at Virginia Tech (EMCVT).

(2) Purpose. The purpose of this corporation is the promotion of educational skill by providing educational opportunities to students in a wide range of areas related to the production of mass media. The corporation shall provide opportunities for students to prepare for professional competence in print and broadcast journalism and to gain experience in management, production, distribution and promotion of mass media. The specific mass media divisions of this corporation include:

Collegiate Times (student newspaper)

Bugle (yearbook)

Silhouette (fine arts and literary magazine)

Student Publications Photography Staff (photography staff)

WUVT - 90.7 FM and 640 AM (non-commercial and AM radio operations)

VTTV (non-commercial television station)

(3) Composition. The Company will consist of a Board of Directors and a Management and Advisory Team.

- a) The Board of Directors will consist of fifteen persons. Five of the members will be from the Virginia Tech faculty and/or staff; six of the members will be Virginia Tech students; one will be a current or former student with experience in one or more of the company's divisions; and two of the members will be members of the Blacksburg, Virginia community. The Board of Directors will hire a General Manager, who will sit on the Board of Directors in an ex-officio capacity. All members of the Board of Directors (hereafter referred to as Board) will be selected in accordance with the Bylaws.
- b) The Management Advisory Team will consist of twenty persons. Six of the members will be the top student officer of each division; six will be the top business officer of each division; six will be the volunteer faculty/staff adviser for each division; and two will be the general manager and advertising adviser of the company. (revised 3/03)

Bylaws

ARTICLE I - Management

The management of the Company will be vested in

- a) a Board of Directors which will consist of Virginia Tech students, faculty and staff and members of the Blacksburg, Virginia community; and
- b) a Management and Advisory Team which will consist of two student heads of each division, one faculty adviser for each division and one general manager hired by the company.

ARTICLE II - The Board of Directors

Section 1. Authority. The Board is the ultimate authority in the corporation in the company. Except where stated otherwise, the Board shall have approval authority on all policy and procedure related to the business of the company and its members.

Section 2. Meetings. The Board shall meet at least three times per year. A simple majority of seven voting directors shall constitute a quorum. The main agenda items for each meeting shall be: a) to review proposed annual budgets prior to the end of the spring semester; b) to give final approval on annual budgets in August; and c) to interview and give final approval to the selection of students to fill the elected positions on the Management and Advisory Team. Special meetings of the Board may be called by the President of the Company or at the request of four voting directors. Such requests shall include a time, place and purpose of the meeting. The quorum for all special meetings shall be the same as that for regular meetings.

Subsection I. Quorum. Seven voting members of the Board will constitute a quorum. A quorum shall be determined by the number of directors present for the meeting, including those present but ineligible to vote due to a conflict of interest. From the close of the spring semester to the beginning of the fall semester and at all other times when the university is not in session a (postal or electronic) mail vote may be used when there is not a quorum.

Subsection II. Voting Rights. Any person holding that a vote of a Board member would constitute a conflict of interest may challenge that member's vote, and a simple majority of Board members present will deny the member a vote on the question.

Subsection III. Board Action. A simple majority of Board members present and eligible to vote at a duly constituted meeting is sufficient to carry a motion. In case of a tie vote the question will be defeated. The Board may consider for business only the motions previously approved by the Management and Advisory Team. The only exception to this rule is a vote of two-thirds majority of Board members in favor of considering a new motion. A member's vote is declared ineligible when either voluntarily or involuntarily withdrawn for a conflict of interest.

Subsection IV. Attendance and Executive Session. All meetings of the Board are open, and all Board-appointed personnel are expected to attend. The Board reserves the right to meet in executive session for deliberation on sensitive issues.

Subsection V. Parliamentary Authority. In the absence of any bylaw to the contrary, the practices described in the latest edition of Robert's Rules of Order will apply at all meetings of the Board.

ARTICLE III - The Management and Advisory Team

Section 1. Authority. The Management and Advisory Team (hereafter MAT) of the company is granted authority by the Board to propose and recommend policy to the Board, to oversee daily operations of the company and to carry out other tasks necessary to fulfill the purpose and mission of the company. The MAT, with two-thirds majority, may remove any member of the Board.

Section 2. Meetings. The MAT shall meet at least once per month during the fall and spring semester and once during the summer.

Subsection I. Quorum. Ten members of the MAT will constitute a quorum. A quorum shall be determined by the number of members present for the meeting, including those present but ineligible to vote due to a conflict of interest. From the close of the spring semester to the beginning of the fall semester and at all other times when the university is not in session a (postal or electronic) mail vote may be used when there is not a quorum.

Subsection II. Voting Rights. Any person holding that a vote of a MAT member would constitute a conflict of interest may challenge that member's vote, and a simple majority of MAT members present will deny the member a vote on the question.

Subsection III. Management and Advisory Team Action. A simple majority of MAT members present and eligible to vote at a duly constituted meeting is sufficient to carry a motion. In case of a tie vote the question will be defeated. A member's vote is declared ineligible when either voluntarily or involuntarily withdrawn for a conflict of interest. A carried motion will be passed on to the Board for final passage.

Subsection IV. Attendance and Executive Session. All meetings of the MAT are open, and all members are expected to attend. The MAT reserves the right to meet in executive session for deliberation on sensitive issues.

Subsection V. Parliamentary Authority. In the absence of any bylaw to the contrary, the practices described in the latest edition of Robert's Rules of Order will apply at all meetings of the MAT.

ARTICLE IV - Selection of Directors

Section 1. Student Directors. Three student division heads and three student business managers of the company shall serve on the Board for one year renewable terms. The student directors will be nominated by the MAT no later than March and appointed by the Board no later than April at a regular meeting. Successful candidates will take office on the Monday following spring commencement.

Section 2. Faculty Directors. Faculty Directors will be nominated by the MAT and elected by the Board. Two faculty directors will be members of the teaching faculty in the Communications Studies Department at Virginia Tech on staggered two-year renewable terms. One faculty director may be affiliated with any university department or college and will serve a renewable two-year term.

Section 3. University Unions and Student Activities Director. One faculty/staff member from Virginia Tech Department of University Unions and Student Activities (or its successor) shall serve on the Board for a two-year renewable term. The UUSA Director will be nominated by the Assistant Vice President for Student Affairs (or his/her successor) and elected by the Board.

Section 4. Virginia Tech Computer Network Services Director. One staff member from Virginia Tech Computer Network Services shall serve on the Board in an ex-officio capacity for a two-year renewable term. The CNS Director will be nominated by the Director of CNS and elected by the Board.

Section 5. Alumni Director. The Alumni Director will be nominated by MAT and elected by the Board. The Alumni Director must be a former division head or business manager with at least one year's experience in one or more of the company's divisions. The Alumni Director may be enrolled as an undergraduate or graduate student.

Section 6. *Directors from the Blacksburg, Virginia Community.* Two Community Directors will be nominated by the Management Advisory Team and elected by the Board to serve on two-year renewable, staggered terms. One will be an attorney at law licensed to practice in the Commonwealth of Virginia. The other will be a member of the community with significant skills in financial management.

Section 7. *Vacancies.* Vacancies on the Board will be filled immediately in the same manner as specified in the applicable Sections of this Article. The new member will fill the unexpired term of the member being replaced. The Board may choose not to hold a special election if less than one semester remains in the vacated term. There never will be more than two vacancies on the Board. All Board members, except those no longer eligible to serve under these Bylaws, continue to serve until they are replaced.

Section 8. *Conflict of Interest.* A Board member will not derive financial benefit, either directly or indirectly, by virtue of information acquired or action contemplated or taken by the Board. A Board member will not use Board membership to advance his or her unrelated personal or professional interests. Board members will not participate in criminal or professionally unethical activity. A Board member will not violate confidential relationships created and maintained outside the Company in the course of Board proceedings. A conflict of interest may constitute grounds for removal.

Subsection I. *Specific Conflict of Interest.* A Board member whose interests conflict with the interests of the Company in a specific matter will abstain from observing, discussing and voting on the matter in Board proceedings. A Board member whose interests frequently conflict with the interests of the Company will resign.

Subsection II. *Challenging a Conflict of Interest.* Any Board member or any Board-appointed employee of the Company may challenge another Board member and call for a vote to require the challenged Board member to abstain from proceedings in which the challenged Board member has an alleged conflict of interest. The challenged Board member must abstain from the proceedings if a majority of the Board deems that a conflict of interest exists.

ARTICLE V - Selection of Management and Advisory Team

Section 1. *Student Division Heads.* The Company shall employ a top student officer and a top student business officer in each division. The Company shall advertise for interviews for at least one week at least 12 weeks prior to the end of the spring semester. Applications shall be accepted for at least 14 days after the first advertisement. The MAT shall conduct interviews of applicants at least nine weeks prior to the end of the semester. All candidates for interviews must be enrolled students with a minimum 2.0 QCA (3.0 for graduate students). A simple majority vote of the MAT shall be necessary to nominate to the Board of Directors a candidate for each division position. The Board of Directors shall meet within one week of nominations to conduct final interviews of MAT candidates and to make final appointments. In the event the Board of Directors rejects a nomination, MAT will immediately readvertise and accept applications for at least one additional week, at which time the Board of Directors will reconvene to conduct final interviews and make appointments.

Section 2. *Faculty Advisers.* Faculty advisers serving on the MAT are nominated by the top student head of each division and ratified by a simple majority of the MAT.

Section 3. *Vacancies.* Vacancies on the Management and Advisory Team shall be filled as soon as possible. At the first MAT meeting after the vacancy occurs, the membership will be informed of the vacancy. The MAT will then appoint a temporary successor. Applications for a regular replacement will then be advertised and accepted for at least one week. Interviews will be held at the next regular meeting, and a nomination will be immediately passed on to the Board. The Board shall deliberate on this issue at a special meeting to convene no later than two weeks after a nomination is made.

Section 4. *Conflict of Interest.* A MAT member will not derive financial benefit, either directly or indirectly, by virtue of information acquired or action contemplated or taken by the Company. A MAT member will not use membership to advance his or her unrelated personal or professional interests. MAT members will not participate in criminal or professionally unethical activity. A MAT member will not

violate confidential relationships created and maintained outside the Company in the course of MAT proceedings. A conflict of interest may constitute grounds for removal.

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ARTICLE VI - Duties of the Board

Section 1. *General.* The Board will have general and long-term supervision over the business of the Company and will adopt rules and regulations for the governance of the publications and broadcast operations under its direction.

Section 2. *Appointment of Student Leaders.* The Board will appoint--upon acceptance of nominations from the MAT--the top student division head and top student business officer of the Bugle, Collegiate Times, Silhouette, Student Publications Photography Staff, VTTV - Student Television and WUVT - 90.7 FM and 640 AM; and such other officers and employees as the Board may determine. No Board-appointed leader will be discharged without prior notice of specific charges, nor without a hearing by the full Board.

Section 3. *Finances.* The Board will select the depository banks for Educational Media Company at Virginia Tech and for its publications and broadcast operations, and will have power to borrow money on short-term notes (secured or unsecured) and to invest excess funds. The Board will approve annual budgets, advertising and subscription rates of all publications and broadcast operations, and contractual obligations in amounts over \$15,000.

Section 4. *Copyrights.* The Board will procure copyrights of such material as may be desirable. Ownership is to be vested in the Company. The Board will have sole right to reissue or republish the contents of any publications or broadcasts.

Section 5. *Audit.* The Board will arrange for a general audit of the accounts of the Company and its publications at least once a year. The audit will be conducted by an independent public accountant.

Section 6. *Indemnification of the Board.* The Board may indemnify any officer or director who is a party, or is threatened to be made a party to any threatened or pending action, suit or proceeding whether civil, criminal, administrative or investigative, other than an action by or in the right of this corporation, by reason of the fact that he or she is or was an officer or director of this corporation, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the corporation. Whether such person acted in the described manner shall be determined on a case by case basis: (1) by the Board of Directors by a majority vote of a quorum consisting of the directors who are not parties to the action, or (2) if such a quorum is not obtainable, e.g. if a majority of the directors are parties Defendant, then by a written opinion of independent legal counsel who has not served as legal counsel for the Board or individual members of the Board. No indemnification is permitted in a suit brought by the corporation against an officer or director claiming negligence or misconduct in the performance of his or her duties to the corporation unless a court determines such indemnification would be appropriate.

Section 7. *Personnel Committee of the Board.* The Board will have a personnel committee selected amongst its membership and composed of two non-student Directors and two student Directors. This committee will meet to hire and fire professional staff as the need arises, and evaluate on an annual basis the company's full-time professional staff. The chair of this committee (a non-student selected by the Board) will write final evaluations of professional staff.

ARTICLE VII - Duties of the Management and Advisory Team

Section 1. General. MAT will perform two main general functions: (1) the members will closely supervise the daily operations of the company in their roles as leaders of each division; and (2) will convene as a group and propose official business to the Board of Directors.

Section 2. Supervision of Publications and Broadcast Operations. MAT will supervise and manage the publications and broadcast operations. All editorial and programming decisions will be made by the student division heads in each publication or broadcast station. All advertising policies related to content will be made by the division heads and top business officers in each division. MAT will ensure compliance with federal, state and local law in regard to the production and dissemination of the company's media.

Section 3. Rate Approval. MAT will approve the scale of advertising and subscription rates of all publications and broadcast operations. Final approval will be made by the Board of Directors.

Section 4. Budgets. MAT will develop budgets and submit them to the Board of Directors for final approval. After final approval of annual budgets, expenditures above budgeted amounts will be authorized through the MAT up to the amount of \$2,500 or 15% of the particular line item, whichever is greater. MAT may, in the case of extreme emergency, e.g. a major piece of equipment fails unexpectedly, authorize purchase up to the amount \$10,000 with the approval of two Board members who do not serve on the MAT. MAT may enter into contractual obligations in amounts up to \$15,000. In all other cases approval must come from the Board of Directors.

Section 5. Contracts. MAT may enter into contractual obligations in amounts up to \$15,000. In all other cases approval must come from the Board of Directors.

ARTICLE VIII - Officers and Duties

Section 1. Officers of the Company. The officers of the Company will be president, vice president, general manager, secretary and such other positions the Board may determine. The president, vice president and secretary will be elected by and from members of the Company at its annual meeting and will hold office for one year. There will be no limit on the number of terms an officer can hold an office.

Section 2. Officers of the Board. The officers of the Board will be the president, vice president, general manager and secretary respectively of the Company. The general manager is not a voting member of the Board, but will attend Board meetings and make reports as necessary.

Section 3. Duties. The duties of the officers will be those usually pertaining to their respective offices.

Subsection I. The President. The President of the Company will be selected from the faculty/staff/community/alumni members of the Board and will be the custodian of the funds and securities of the Company and of the publications and broadcast operations. The president will be responsible for operations, including internal and external relationships of the Company, making such official reports as may be required by the laws of the state and regulations of Virginia Tech and the Federal Communications Commission. The president will appoint committees and preside at board meetings.

Subsection II. The Vice President. The vice president will perform the duties of the president in the event of the absence or incapacitation of the president. The vice president will be a student member of the Board.

Subsection III. The General Manager. The general manager will be the custodian of the physical property and the books of the Company and of the publications and broadcast operations. The general manager will represent the Company in all routine dealings with employees, business concerns, and student managers of the publications and broadcast operations under the direction of the Educational Media Company at Virginia Tech and will render the Board such reports as the Board deems necessary. The general manager will be an active member in College Media Advisers, Inc.

Section 4. *Bonding of the Officers.* The president, vice president and general manager will each be required to furnish at the expense of the Company a surety bond in such sum as will be determined by the Board.

ARTICLE IX - Qualifications of Students for Staff Positions

Section 1. *General Eligibility Rules.* The general rules of eligibility for all student employees in all divisions under the direction of Educational Media Company at Virginia Tech will be the following:

- a) Spring and fall semester course loads of at least 9 hours or six graduate hours, except seniors who are taking the number of hours necessary to complete their degree at the end of that semester.
- b) Overall QCA of 2.0 or better (3.0 for graduate students).
- c) With the recommendation and/or consent of their respective student division head, a graduate may remain a student employee of EMCVT for one semester. This employment will terminate, at the latest, on the first day of on-campus registration following that one semester.
- d) Student employees who do not meet these requirements must have Board approval. It is the duty of the student division heads and top student business officers of each division under the general authority of the general manager to enforce these rules of participation in EMCVT activities.
- e) The Board may, in extraordinary circumstances, make exceptions to these standards by its regular procedures if the student appeals the general manager's decision. The guiding principle in all such Board decisions will be the concern that the student is devoting primary attention to his or her education and that EMCVT activities remain extracurricular, rather than a substitute for paramount attention to academic work.

Section 2. *Conflict of Interest.* Staff will not use their positions to advance unrelated personal or financial interests. Staff will not participate in criminal or professionally unethical activity. A conflict of interest may constitute grounds for removal. Since EMCVT promotes the preparation of students for the professional world of mass communications, student staff may participate in broadcasting and publishing activities on a part-time basis for commercial media in the Blacksburg area, provided the contribution is an original work and is not a reprint or rebroadcast of material first disseminated through an EMCVT division. EMCVT may, through the MAT, grant permission to competing media to reprint or rebroadcast material, provided the media gives full credit to EMCVT and its staff that produced the work.

ARTICLE X - The Bugle

Section 1. *Name.* The yearbook at Virginia Tech will be known as The Bugle and will be published annually.

Section 2. *Standard Operating Procedures.* The Bugle will maintain and uphold written Standard Operating Procedures. SOP's will be updated by the student division head and submitted to MAT and the Board for approval at least every other year. At the very minimum, Standard Operating Procedures will include:

- a) Descriptions of staff positions and appropriate stipends for such positions.
- b) Detailed description of the production process of the book.
- c) Policies for appointment and removal of student staff and volunteers.
- d) An appropriate Code of Ethics for student staff and volunteers who may represent themselves as agents of The Bugle.

- e) A protocol for handling complaints or criticism from subscribers.

ARTICLE XI - The Collegiate Times

Section 1. Name. The student newspaper at Virginia Tech will be known as The Collegiate Times and will be published at least four times weekly on Tuesdays, Wednesdays, Thursdays and Fridays during fall and spring semesters. Exceptions to the publication schedule are recognized for such days as the Fridays before major academic breaks, e.g. Thanksgiving and Spring Breaks.

Section 2. Standard Operating Procedures. The Collegiate Times will maintain and uphold written Standard Operating Procedures. SOP's will be updated by the student division head and submitted to MAT and the Board for approval at least every other year. At the very minimum, Standard Operating Procedures will include:

- a) Descriptions of staff positions and appropriate stipends for such positions.
- b) Detailed description of the production process of the newspaper.
- c) Policies for appointment and removal of student staff and volunteers.
- d) An appropriate Code of Ethics for student staff and volunteers who may represent themselves as agents of The Collegiate Times.
- e) A protocol for handling complaints or criticism from subscribers.

ARTICLE XII - Silhouette

Section 1. Name. The fine arts and literary magazine at Virginia Tech will be known as Silhouette and will be published twice annually.

Section 2. Standard Operating Procedures. Silhouette will maintain and uphold written Standard Operating Procedures. SOP's will be updated by the student division head and submitted to MAT and the Board for approval at least every other year. At the very minimum, Standard Operating Procedures will include:

- a) Descriptions of staff positions and appropriate stipends for such positions.
- b) Detailed description of the production process of the magazine.
- c) Policies for appointment and removal of student staff and volunteers.
- d) An appropriate Code of Ethics for student staff and volunteers who may represent themselves as agents of Silhouette.
- e) A protocol for handling complaints or criticism from subscribers.

ARTICLE XIII - Student Publications Photo Staff (SPPS)

Section 1. Name. The photography staff at Virginia Tech will be known as Student Publications Photography Staff (SPPS) and will provide photographic services to The Collegiate Times and The Bugle. SPPS may also provide general photographic services to the Virginia Tech and surrounding communities.

Section 2. *Standard Operating Procedures.* SPPS will maintain and uphold written Standard Operating Procedures. SOP's will be updated by the student division head and submitted to MAT and the Board for approval at least every other year. At the very minimum, Standard Operating Procedures will include:

- a) Descriptions of staff positions and appropriate stipends for such positions.
- b) Detailed description of services provided to The Collegiate Times and The Bugle.
- c) Policies for appointment and removal of student staff and volunteers.
- d) An appropriate Code of Ethics for student staff and volunteers who may represent themselves as agents of SPPS.
- e) A protocol for handling complaints or criticism.

ARTICLE XIV - VTTV - Student Television

Section 1. *Name.* The student television station at Virginia Tech will be known as VTTV - Student Television and will provide television programming on a consistent and reliable schedule set by VTTV division heads and approved by MAT and the Board of Directors.

Section 2. *Standard Operating Procedures.* VTTV will maintain and uphold written Standard Operating Procedures. SOP's will be updated by the student division head and submitted to MAT and the Board for approval at least every other year. At the very minimum, Standard Operating Procedures will include:

- a) Descriptions of staff positions and appropriate stipends for such positions.
- b) Detailed description of production processes for regular programming.
- c) Policies for appointment and removal of student staff and volunteers.
- d) An appropriate Code of Ethics for student staff and volunteers who may represent themselves as agents of VTTV.
- e) A protocol for handling complaints or criticism from subscribers.

ARTICLE XV - WUVT - 90.7 FM and 640 AM

Section 1. *Name.* The student radio station at Virginia Tech will be known as WUVT - 90.7 FM and 640 AM and will provide radio programming on a consistent and reliable schedule set by WUVT division heads and approved by MAT and the Board of Directors. 90.7 FM broadcast schedule will adhere to pertinent FCC regulations.

Section 2. *Standard Operating Procedures.* WUVT will maintain and uphold written Standard Operating Procedures. SOP's will be updated by the student division head and submitted to MAT and the Board for approval at least every other year. At the very minimum, Standard Operating Procedures will include:

- a) Descriptions of staff positions and appropriate stipends for such positions.
- b) Detailed description of production processes for regular programming.
- c) Policies for appointment and removal of student staff and volunteers.
- d) An appropriate Code of Ethics for student staff and volunteers who may represent themselves as agents of WUVT.

e) A protocol for handling complaints or criticism from listeners.

Section 3. *Federal Communications Commission Representative.* The Board, as license holder for WUVT, will be responsible to the Federal Communications Commission for the broadcasting operations of WUVT. The WUVT student division head and general manager of the Company will assist the Board in meeting FCC requirements.

ARTICLE XVI - Amendments

These Bylaws may be amended at any duly constituted meeting of the Board by a simple majority vote of the Board, provided the amendment has been proposed by the Management and Advisory Team at least two weeks previous, and written notice has been conspicuously posted at all Company offices.

*Approved by the Educational Media Company at Virginia Tech, Incorporated Board of Directors, July, 1997
Revised (February 2001, March 2003).*