



ALLIANCE FOR
WOMEN IN MEDIA
AUSTIN AFFILIATE

P.O. Box 2684, Austin, TX 78768

Austin Alliance for Women in Media Foundation, Inc.

Affiliate By-Laws – Revised May 4, 2016

CODE OF ETHICS

The Alliance for Women in Media pledges the professional and technical skills of its members to the following Code of Ethics:

1. To serve our country, our community, and our industries to the best of our ability in the media through which we work.
2. To safeguard the best interest of the public and to merit its continuing confidence and support.
3. To investigate conscientiously before accepting material and requests submitted to us.
4. To refuse to participate or aid any activity that is immoral, unlawful, unethical, or unpatriotic.
5. To be honest and accurate in all presentations, avoiding false or misleading impressions, unfair comparisons, derogatory comments and extravagant claims; and respect all confidences.
6. To be honorable and conscientious in our working relationships; to be loyal to our employers and colleagues.
7. To know and conform with government rulings and regulations that apply to our work and to uphold the high standard of our industries

ARTICLE I – Name and Area

Section 1

The name of the Affiliate shall be the Austin Alliance for Women in Media Foundation, Inc. A non-stock, nonprofit corporation organized under the corporate law of the State of Texas.

Section 2

The area covered by the Austin Affiliate shall be the Austin market area.

ARTICLE II- Objectives

Section 1

The purpose of the Austin Affiliate shall be those of Alliance for Women in Media Foundation, Inc. (herein referred to as “AWM”) namely:

To provide a medium of communication and exchange of ideas. To encourage cooperation within the allied fields of the industry.

To promote the advancement of qualified women in broadcasting and the allied fields

To work on many levels to improve the quality of media and all its allied fields (i.e. print, internet, Media agencies, etc.), by educating, advocating, and acting as a resource to its members and the industry.

ARTICLE III- Membership

Section 1

Unless otherwise approved by the Board of Directors, only professionals employed in media and all its allied fields (i.e. print, internet, Media agencies, etc.) who shall have been accepted for membership in the Austin Affiliate shall be eligible for membership in AWM.

Section 2

No one shall be admitted to membership in the Affiliate or retained as a member of the chapter unless a membership card for the then current year shall have been issued to them by AWM.

Section 3

The nature of the Affiliate membership of each member shall be identical to the classification as a member of AWM and the rights pertaining to each class of membership shall be those described in the AWM bylaws.

ARTICLE IV- Leadership

Section 1

The Executive Committee shall consist of a President, a Vice President, a Secretary, and a Treasurer. An officer may be elected to the same office for two consecutive years. The Executive Committee can appoint members of the board of directors to also serve on the executive committee at any given time during the tenure of their position. The Executive Committee can also appoint special committees as needed.

Section 2

Officers must be voting members of AWM. Voting members being current paid up members of AWM.

Section 3

The President shall be elected annually by a majority vote of the affiliate. They begin their duties at the regular business meeting in May.

Section 4

The powers and duties of the leadership shall be as follows:

A. The President shall:

- 1) Preside at all meetings of the affiliate, Executive Committee and Board of Directors, except as indicated in Article IV, Section 4, Part (B), 4.
- 2) recommend to the Board such measures as deemed necessary for the best interests of the affiliate, and shall see that all decisions of the Board are faithfully executed.
- 3) have the authority to execute such agreements on behalf of the affiliate as are authorized by a vote of the membership and/or the Executive Committee and/or Board of Directors.
- 4) shall appoint special committees as needed with the approval of the Executive Committee.
- 5) shall be an ex-officio member of all standing committees and special committees, except Nominating Committee.

B. The Vice President shall:

- 1) perform such duties as the President or the Executive Committee may request or designate and shall preside at meetings in the absence of the President.
- 2) be an ex-officio member of all standing committees and special committees, except Nominating Committee.
- 3) conduct one meeting of the Board of Directors and conduct one luncheon meetings during her/his term. Dates for such meetings to be determined by the President.
- 4) mentor under the President in order to succeed the President if they so choose when the President's term has expired.

ARTICLE IV- Leadership, continued

C. The Secretary shall:

- 1) record and distribute to the Board in a timely manner the minutes of all meetings of the Board of Directors.
- 2) be responsible for correspondence designated by the Executive Committee and or Board of Directors upon requests
- 3) Liaison with national board for Alliance for Women in Media and relay any national information to the local affiliate.
- 4) be custodian of the affiliate bylaws and as such should have a clear understanding of both local and national bylaws and shall be responsible for regular review and amending procedures.

D. The Treasurer shall:

- 1) receive all funds and make all disbursements as authorized by the Executive Committee
- 2) present a financial report at each meeting of the Board of Directors and at the annual meeting of the affiliate.

ARTICLE V- Meetings

Section 1

The annual meeting of affiliate members shall be held in May of each year. Prior thereto, the President shall designate in the notice of the meeting the purpose of electing officers and directors.

Section 2

Meetings, other than the annual meeting, shall be held at regular constituted times, not less than eight (8) times in the course of the year.

Section 3

Special meetings may be called by the President or by a majority vote of the Executive Committee when necessary.

Section 4

Twenty-five (25) percent of the voting members shall constitute a quorum at any meeting.

Section 5

At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member. The proxy can be emailed or mailed to the Secretary. No proxy shall be valid after one month from the date of its execution.

ARTICLE VI- Board of Directors

Section 1

The Board of Directors shall consist of the Executive Committee and all standing Directors. These directors are elected by the membership at the annual Business meeting.

Section 2

Any member in good standing is eligible to serve on the Board of Directors.

Section 3

The Board of Directors shall have general charge and control of the affiliate. They shall present to the membership for ratification all proposed major program activities.

Section 4

Whenever it is necessary to fill a vacancy among the leadership or directors, it shall be filled within one month by a majority vote of the remaining members of the Board of Directors. Persons so elected shall serve until the expiration of the original term of office.

ARTICLE VI- Board of Directors , continued

Section 5

The Board of Directors shall hold a minimum of 8 regular monthly meetings. A majority of the Board in attendance shall constitute a quorum at any board meeting. Board members missing two consecutive Board meetings may be asked by the President to step down from their position.

Section 6

All Board members, upon retiring office, shall deliver to the President all money, accounts, record books, papers or other properties of the affiliate.

Section 7

All Board members serve as a volunteer.

ARTICLE VII- Elections

Section 1

All elections, except as specified in Sections 2 and 9 hereof, shall be held at the annual business meeting.

Section 2

A Nominations Committee of three (3) members shall be chosen as follows: One member of such committee shall be elected by the Executive Committee no later than three months prior to the annual meeting. The remaining two members shall be elected by written ballot, following the nominations from the floor by a plurality vote of the votes cast at a Board of Directors meeting held three months prior to the annual business meeting.

Section 3

The Nominations Committee shall study and analyze the needs of the affiliate for the following year with the current President. It then shall prepare a list of candidates and secure in writing the consent of each candidate chosen.

Section 4

The report of the Nominations Committee must contain the committee's analysis of the leadership needs of the affiliate for the next year and the name of the candidate for each office, together with their particular qualifications for the office. The committee shall present its report to the Board of Directors at least one month prior to the annual meeting and shall prepare the official slate.

Section 5

The Secretary shall send the official slate to all voting members at least seven (7) days before the annual meeting and shall prepare the official ballot.

Section 6

Nominations from the floor may be made at the annual meeting, provided the nominees are eligible, and have indicated in writing and then indicate in person their willingness to serve if elected. The nomination committee can make changes to the ballot up to twenty-four hours prior to the Annual Business Meeting.

Section 7

In an event there is more than one nominee for any one office voting shall be by written ballot and the Nominations Committee shall distribute, collect and tabulate the ballots.

Section 8

A majority of all votes cast shall be necessary to constitute election.

ARTICLE VIII- BOARD OF DIRECTORS AND COMMITTEE CHAIRS

Section 1

The board of Directors and/or Committee Chairs shall be elected by the membership at the annual business meeting.

Section 2

There shall be at least ten (10) and not more than twenty-two (22) standing board positions. They shall be considered directors and placed on committees as deemed by the nominations committee. Committee Chairs where applicable as follows: Programming, Membership, Battle, Spirits of Texas, Gala & Trailblazer, Communications Chair, Scholarship, Development & Hospitality. Each Committee will have one standing vote on the Board.

PROGRAMMING shall work in cooperation with the Board of Directors in arranging programs assigned to the committee as their specific responsibility. Provide advanced notification of upcoming programs as well as recapping programs for the Affiliate's members.

MEMBERSHIP shall be responsible for finding qualified professionals for membership in AWM and the affiliate. This committee shall notify the Treasurer and keep an accurate membership roster. The committee shall also be responsible for encouraging the prompt renewal of eligible members of the affiliate.

COMMUNICATIONS CHAIR- (Newsletter, Press releases, Social Media) shall report to the President. They will be responsible for the Newsletter and responsible for all press releases for the affiliate. This director will publicize all affiliate activities within the affiliate to the Media community as well as increasing and improving awareness and appreciation of AWM and each of its events in the market. They will be responsible for all social media posts via Facebook, Twitter and Instagram, marketing all events and news of the affiliate.

WEBSITE-This committee will be responsible for maintaining and updating the affiliate's website with current news and information.

HOSPITALITY shall approve menus, collect fees for meals, and welcome attendees. It shall also be responsible for the Committee to notify and secure attendance of members for meetings/gatherings and for communication with the responsible parties at the meeting place. The Committee shall maintain the guest list for each event, have credit card processing authority and will provide a financial recap to the Treasurer after each event.

DEVELOPMENT - shall consist of Directors & Committee Chairs for Battle, Spirits of Texas, & Gala. Each event is to facilitate industry awareness of AWM. The events will be for the following: to raise money for philanthropy, scholarship, or to recognize industry leaders. The chair shall be a resource to help facilitate events as needed, managing timelines. This position will assist the event chairs helping ensure responsibilities for the event are fulfilled in a timely manner. This position shall work with all board positions in developing new ideas for making the affiliate stronger. Position will communicate with the President. This position must have served a minimum of 1 term.

SCHOLARSHIP shall solicit applications for affiliate scholarships that are granted each year. The committee shall also research member education opportunities. Funding is provided from various predetermined events.

IMMEDIATE PAST PRESIDENT shall be an adviser to the Board and the Executive Committee. She or he may attend executive meetings as requested.

ARTICLE IX – FINANCES

Section 1

The fiscal year of the affiliate – shall be January through December.

Section 2

The President and the Treasurer are the affiliate’s chief executive and financial officers respectively and shall be responsible for sound financial planning and fiscal integrity.

Section 3

All bank accounts shall be in the name of the affiliate and require prior approval and the signatures of two members on the Executive Committee for amounts of \$5000 and above, and the signature of one member of the Executive Committee for amounts less than \$1500. No charges should be made on the debit card without prior approval of two members of the Executive Committee.

ARTICLE X- RULES OF ORDER

Section 1

Roberts Rules of Order Newly Revised shall be the parliamentary authority of the affiliate.

ARTICLE XI – AMENDMENTS Section 1

The Affiliate Bylaws may be amended at any business meeting where twenty-five percent (25%) of the membership is present.

Section 2

Any proposed amendment shall have approval of the Board of Directors to be certain the affiliate bylaws are not in conflict with policies contained in the Bylaws of AWM.

Section 3

After approval by the Board, notice of a proposed amendment shall be emailed to each member not less than fifteen (15) days before the annual meeting at which the amendment is to be considered.

These Bylaws of Austin Alliance for Women in Media, Inc. supersede any Bylaws bearing an earlier date than March 30,2016.