

**By-laws of the Urbana-Champaign Independent Media Center Foundation, a not-for-profit corporation Revised and adopted November 8, 2007  
This version includes revisions made at the October 9, 2011 GMM.**

**Article I  
Name**

This organization shall be known as the Urbana-Champaign Independent Media Center Foundation.

**Article II  
Purpose**

This corporation is organized exclusively for charitable and educational purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

The purpose(s) of this organization shall be:

Section 1. Media Production: to foster the creation of news, programs, art and narratives by community members whose perspectives are not represented by the dominant media.

Section 2. Media Distribution: to publish grassroots media products through existing media outlets and by developing new, not-for-profit avenues for distribution.

Section 3. Education: to promote individual and community empowerment through technical training in media production and general public affairs educational programs.

**Article III  
Membership**

Membership shall be open to all individuals and organizations interested in creating independent media and pursuing social justice goals in keeping with the mission of the Urbana-Champaign Independent Media Center Foundation.

Section 1. Regular Membership

Membership is open to all individuals who agree to uphold the Urbana-Champaign Independent Media Center mission and who pay yearly dues as determined by the Board of Directors and membership.

Section 2. Alternate (Limited Income) Membership

Membership fees are reduced or waived for individuals based upon their stated ability to pay. Limited Income Membership is open to all individuals who agree to uphold the Urbana-Champaign Independent Media Center mission. Individuals with Limited Income Memberships are entitled the same benefits as Regular Members.

### Section 3. Organizational Membership

Organizational memberships are available to all community groups whose mission is in keeping with the mission and activities of the Urbana-Champaign Independent Media Center and which pay dues as determined by the Board of Directors and membership.

#### **Article 1V Dues**

Dues for each year as well as membership criteria and benefits shall be established by the Board of Directors and approved by the membership at the annual meeting.

#### **Article V Governing Body**

##### Section 1: Responsibilities

The responsibilities of the Board of Directors shall be to:

- Fulfill the legal requirements of governance specified for 501(c)3 not-for profit status,
- Develop and oversee an annual budget,
- Hire and evaluate paid staff,
- Plan programmatic activities and approve units (e.g., Working Groups) within the UCIMC
- Approve and monitor grants and fiscal sponsorships,
- Support fundraising,
- Oversee building maintenance and improvements, and
- Address financial and legal issues as they arise.

##### Section 2. Composition

The Board of Directors shall consist of 5 or more Directors including four (4) officers: President, Vice-President, Secretary, and Treasurer

##### Section 3. Nominations and Elections

Members self-nominate or can be nominated by others to be considered for Board of Directors positions. Candidates must announce their candidacy at least one week prior to the election. Elections will take place at the General Membership Meeting

held in the fall (October/November). Once elected, Directors shall select Officers for the upcoming year from their ranks.

#### Section 4. Eligibility for Office in the Organization

Officers and Directors must be current members of the organization.

#### Section 5. Elections and Term of Service

Board members shall be elected, based on a 2/3 majority of votes cast at the General Membership Meeting held in the fall (October/November).

Board members' term of service shall commence immediately upon election and last until the next fall General Membership Meeting. The term of office for each Director shall be one (1) year. Directors shall not be re-elected more than four (4) consecutive times and Officers shall not serve more than four consecutive terms in any one office.

#### Section 6. Vacancy

In the event that the President leaves office prior to completing the term of office, the Vice-President shall immediately assume the Presidency. When a vacancy occurs in any office, other than the President, the Directors of the Board shall elect one of the Directors to serve the remaining months of the Officer's term. In the event of a Director vacancy, other than expiration of the term, the vacancy shall remain until the next fall General Membership Meeting unless it jeopardizes the existence of a five member Board. In the latter case, a special election shall be organized by the Board of Directors and announced at least seven days before the vote.

### **Article VI Meetings**

#### Section 1. Annual Meeting

A General Membership Meeting shall be held in the fall (October/November) at the location of the Urbana-Champaign Independent Media Center Foundation. The exact meeting date and time shall be set by the Board of Directors with at least 28 days advance notice. Those members present shall constitute a quorum.

#### Section 2. Regular Meetings

The Board shall meet at least quarterly, with a goal of 10-12 times per year. A majority of Board members shall constitute a quorum.

#### Section 2. Additional Meetings

Other meetings may be scheduled, as determined by the Board of Directors.

## **Article VII Committees/Groups**

### Section 1: Standing Committees of the Board

The Board of Directors shall establish Standing Committees including Finance, Personnel, Programming, Facilities, Fundraising and others it deems necessary. Each Standing Committee shall be chaired by a Director.

### Section 2. Working Groups

The Working Groups shall consist of individuals who share an interest in programmatic activities that are consistent with the mission and goals of the UCIMC. Working Groups do the programmatic work of the UCIMC, have autonomy to make decisions over their areas of responsibility, and bring issues/decisions that affect the whole UCIMC and/or other UCIMC groups to the Board of Directors. Working Groups are strongly encouraged to empower one or more representative to serve on the Programming Committee of the Board and to annually nominate a representative to serve on the Board of Directors.

### Section 3. Special Committees

Special and ad-hoc committees may be appointed by the President or the Board as the need arises.

## **Article VIII Amendments**

All proposed changes in the bylaws, including an explanation of such changes, must be presented to the members at least fourteen (14) days prior to the annual meeting.

The bylaws may be amended by a two-thirds (2/3) vote of those members present at the annual meeting.

## **Article IX Dissolution of the Corporation**

A special general membership meeting must be called with 4 weeks advance, public notice to dissolve the corporation. A two-thirds (2/3) vote of the membership present at the special meeting is required to dissolve the corporation. The membership shall select by majority vote another not-for-profit organization to receive the assets of the corporation