

# Bylaws of Action Coalition for Media Education (ACME)

## Article 1 Offices

### Section 1. Principal Office

The principal office of the corporation is located in Bernalillo County, State of New Mexico.

### Section 2. Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

New Address: \_\_\_\_\_  
\_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_

New Address: \_\_\_\_\_  
\_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_

New Address: \_\_\_\_\_  
\_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_

### Section 3. Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

## Article 2 Nonprofit Purposes

### **Section 1. IRC Section 501(c)(3) Purposes**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

### **Section 2. Specific Objectives and Purposes**

The specific objectives and purposes of this corporation shall be to:

1. Develop, distribute and promote media literacy curricula that encourage critical thinking and free expression, examine the corporate media system, and inspire active participation in society;
2. Advocate independent media-making as a critical part of a democratic society and vibrant culture; and
3. Support local, state, and national media reform efforts.

## **Article 3 Directors**

### **Section 1. Number**

The corporation shall have 10 directors and collectively they shall be known as the Board of Directors.

### **Section 2. Election of Directors**

Officers shall be elected by the general members of ACME whose membership is current and in good standing. The election shall be held in the Fall of each year, the specific date for which will be dependent on a suitable calendar date. Voting for the election of directors shall be by written ballot. Each member shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the Board of Directors. The inaugural Board of Directors shall serve for two-year terms, after which, two-year terms will be staggered among Board members so that approximately half the Board will be elected during each election.

### **Section 3. Qualifications**

The current Board of Directors will develop a slate of nominees from the total list of nominations received. Qualifications for directors of this corporation shall be as follows:

- a. Nominees shall be of the age of majority in New Mexico.
- b. Nominees shall be a member of ACME for one year prior to the date of their nomination.
- c. Nominees for the Board shall make full disclosure of all income from media sources.
- d. Retroactive for three years from date of nomination, nominees shall make full disclosure of income if 5% or more of the nominee's total gross income is derived from a major media corporation or its subsidiaries and affiliates.
- e. Nominees agree to abide by the ACME Code of Ethics.

#### **Section 4. Powers**

Subject to the provisions of the laws of New Mexico and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

#### **Section 5. Duties**

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- c. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their addresses with the Secretary of the corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

#### **Section 6. Term of Office**

Each director shall hold office for a period of two years and until his or her successor is elected and qualifies.

#### **Section 7. Compensation**

Directors shall serve without compensation. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties, as approved by the Board.

### **Section 8. Place Of Meetings**

Meetings shall be held at the determination of the Board.

### **Section 9. Regular Meetings**

What constitutes a meeting shall be defined by the Board. Regular meetings of Directors shall be held at the determination of the Board. Meetings will be held no less than four times per calendar year. If a director misses three or more consecutive meetings, then he/she will be removed from the Board of Directors. This rule may only be modified by a unanimous decision of the Board.

### **Section 10. Special Meetings**

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of New Mexico to call special meetings of the Board. Such meetings shall be held in a manner determined by the Board.

### **Section 11. Notice of Meetings**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a. Regular Meetings.** No notice need be given of any regular meeting of the board of directors. The Secretary of the Board will remind Board members of the time and logistics of the regular meeting, including a conference call bridge telephone number, one week prior to the meeting via email.
- b. Special Meetings.** At least one week prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by email, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.
- c. Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws or the law of New Mexico, a waiver of notice

in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

- d. **Cancellation of Regular Meetings and Special Meetings.** Notice of cancellation of meetings may be given prior to the start time of the meeting. Meetings may also be canceled if a quorum of Directors is not present twenty minutes after the starting time of the meeting.

## **Section 12. Quorum for Meetings**

A quorum shall consist of five members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

## **Section 13. Majority Action As Board Action**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

## **Section 14. Conduct of Meetings**

Meetings of the Board of Directors shall be presided over by the President, or someone designated by the President. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

## **Section 15. Vacancies**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

Directors may be removed from office by an action of the Board.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, the President will appoint members of ACME to fill vacancies on the Board, with the approval of the Board. A person chosen to fill a vacancy

on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

### **Section 16. Non-liability of Directors**

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

### **Section 17. Indemnification by Corporation of Directors and Officers**

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of New Mexico.

### **Section 18. Insurance For Corporate Agents**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

## **Article 4 Officers**

### **Section 1. Designation Of Officers**

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. The corporation may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers and other such officers with such titles as may be determined from time to time by the Board of Directors. A Director may hold only one officer position (President, Vice President, Secretary, or Treasurer) at any given time.

### **Section 2. Qualifications**

All officers shall meet the qualifications of ACME Board members.

### **Section 3. Election and Term of Office**

Officers will be elected from the current roster of the Board of Directors, by the Board of Directors. These elections will take place at the first meeting of the newly elected Board.

Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

#### **Section 4. Removal and Resignation**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

#### **Section 5. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the President with approval from the Board of Directors. If the position to be filled is that of the President, then filling that vacancy shall be a decision of the Board.

#### **Section 6. Duties of President**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

#### **Section 7. Duties of Vice President**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these Bylaws or as may be prescribed by the Board of Directors.

### **Section 8. Duties of Secretary**

The Secretary shall:

1. Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
2. Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.
3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
4. Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.
5. Keep a membership database containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership database together with the date on which such membership ceased.
6. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book and the minutes of the proceedings of the directors of the corporation.
7. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

### **Section 9. Duties Of Treasurer**

The Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.

2. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
5. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.
6. Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
8. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

## **Article 5 Committees**

### **Section 1. Committees**

The corporation shall have such other committees as may from time to time be designated by the Board of Directors.

### **Section 3. Meetings and Action of Committees**

The Board of Directors may designate, at its discretion, any structure(s) within the ACME group.

## **Article 6 Execution of Instruments, Deposits and Funds**

### **Section 1. Execution of Instruments**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any

contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

## **Section 2. Checks and Notes**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

## **Section 3. Deposits**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## **Section 4. Donations and Gifts to the Corporation**

The Board of Directors may accept on behalf of the corporation contributions, gifts, or bequests for the nonprofit purposes of this corporation. Gifts and donations equal to or greater than \$1000 (USD) may only be accepted from organizations whose mission and purpose does not conflict with the mission and purpose of ACME, and these gifts will only be accepted upon a decision of the Board.

# **Article 7 Corporate Records and Reports**

## **Section 1. Maintenance of Corporate Records**

The corporation shall keep at its principal office:

- a. Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

## **Section 2. Directors' Inspection Rights**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

## **Section 3. Members' Inspection Rights**

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
- b. To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled.
- c. To inspect at any reasonable time the books, records or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

## **Section 4. Right To Copy And Make Extracts**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

### **Section 5. Annual Report**

The board shall cause any annual report required under law to be prepared and delivered to an office of New Mexico or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

## **Article 8 IRC 501(c)(3) Tax Exemption Provisions**

### **Section 1. Limitations on Activities**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

### **Section 2. Prohibition Against Private Inurement**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

### **Section 3. Distribution of Assets**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of New Mexico.

#### **Section 4. Private Foundation Requirements and Restrictions**

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

### **Article 9 Amendment of Bylaws**

#### **Section 1. Amendment**

Subject to the power of the members, if any, of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted by approval of the Board of Directors.

### **Article 10 Construction and Terms**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation,

Organizational Charter, Corporate Charter or other founding document of this corporation filed with an office of New Mexico and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

# **Membership Provisions of the Bylaws of Action Coalition for Media Education (ACME)**

## **Article 11 Members**

### **Section 1. Determination and Rights of Members**

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this corporation or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

### **Section 2. Qualifications of Members**

The qualifications for membership in this corporation are as follows:

- a. Members shall pay annual ACME dues.
- b. Members shall agree to the organizational mission and purpose of ACME.
- c. Members shall agree to the ACME Code of Ethics.

### **Section 3. Admission of Members**

Applicants shall be admitted to membership upon payment of membership dues.

### **Section 4. Fees and Dues**

The annual dues payable to the corporation by members shall be:

- a. Students and senior citizens aged 65 and over- \$25/year
- b. Individuals- \$50/year
- c. Organizations- \$100/year

### **Section 5. Number Of Members**

There is no limit on the number of members the corporation may admit.

### **Section 6. Membership Database**

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office.

### **Section 7. Nonliability of Members**

A member of this corporation is not, as such, personally liable for the debts, liabilities or obligations of the corporation.

### **Section 8. Nontransferability of Memberships**

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

### **Section 9. Termination of Membership**

The membership of a member shall terminate upon the occurrence of any of the following events:

1. Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
2. If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.
3. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall receive a refund of dues already paid for the current dues period.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

## **Article 12 Meetings of Members**

**Section 1. Place of Meetings**

Meetings shall be held at the determination of the members.

**Section 2. Regular Meetings**

What constitutes a meeting shall be defined by the members. Regular meetings of members shall be held at the determination of the members.

**Section 3. Voting Rights**

Each member is entitled to one vote on each matter submitted to a vote by the members.

**Section 5. Action by Written Ballot**

Action by written ballot may be determined by the Board of Directors.

