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International Communication Association
c/o R. Wayne Pace
7209 Carriage Road, N.E.
Albuquerque, New Mexico 87109

Dear Mr. Pace:

I have had occasion to review the ICA By-Laws, and the "joint statement" by ICA and the Annenberg School of Communication concerning the Journal of Communication, and I find the following:

(A) It appears that the "joint statement" divests ICA from ownership of the Journal. Paragraph 2 provides that the Annenberg School Press will own the name, good will, manuscripts, subscription and mailing lists of the Journal. It would legally follow that the Annenberg School Press would also own income and assets relating to the Journal that are presently owned by ICA.

(B) Paragraph 6 of the "joint statement" indicates that the cooperative venture is subject to cancellation by either party for any cause upon one year's notice. Since there is no provision that the ownership of the Journal would revert to ICA upon such a contingency, it would be my opinion that ICA has divested itself completely from ownership and publication of the Journal.

(C) Paragraphs 3, 4, and 5 of the "joint statement" indicate that ICA will be involved as a minority member of the editorial board, but since there are a larger number of trustees of the Annenberg School of Communication than there are board members of ICA, it would appear that ICA could not muster a majority on any vote that would allow it the right or opportunity to influence in any way the policy or editorial decisions concerning the Journal.

(D) In reading the ICA By-Laws, as recently amended, Article VII, Section 2 provides that no regular publication of ICA can be discontinued without a mail ballot of the membership approving such action by a simple majority within the thirty-day period. Since for all practical and legal purposes

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the directors of ICA have divested ICA from ownership, operation, or control of the Journal of Communication, it would appear that the Journal has been discontinued as a publication of the Association. I would question whether the board of directors had the authority under the By-Laws to make such a divestiture and, in effect, discontinue an ICA publication without approval of the membership by mail ballot.

I would suggest that the matter could be resolved in one of three ways:

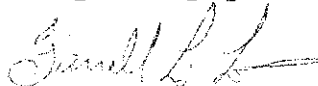
1) ICA might contact the Annenberg School and get a written statement from them indicating their position to be that if the cooperative effort is discontinued, that ownership of the Journal of Communication would revert to ICA.

2) A formal contract could be written between ICA and the Annenberg School of Communication which would outline specifically the legal position of either party with respect to the Journal. This would implement the very loose and unsatisfactory "joint statement", which appears to be the only document outlining the terms of the cooperative effort, but which is so general it is of little use. (Input from both ICA and the Annenberg School would be necessary to outline the specific intent of both parties regarding future publication of the Journal.)

3) Any of the present members or directors of ICA might want to seek a declaratory judgment from the courts as to the question of whether the divestiture by the old board was valid inasmuch as they probably exceeded their authority under the By-Laws.

If I can be of further assistance, do not hesitate to contact me.

Very truly yours,



FARRELL L. LINES

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