

# BY-LAWS OF THE CULTURAL ENVIRONMENT MOVEMENT

*Adopted February 1998*

## ARTICLE 1 - NAME

The name of the Corporation shall be the Cultural Environment Movement (CEM).

## ARTICLE 2 - PURPOSE

It is the purpose of the Cultural Environment Movement to educate policy makers and the public concerning certain communications rights and responsibilities and to increase sensitivity to the importance of including the individual citizen's voice in cultural policy-setting, media portrayals and government policy. CEM works for freedom, fairness, gender equity, general diversity, and democratic decision-making in media ownership, employment and representation.

## ARTICLE 3 - OFFICES

### Section 3.1 - Registered Office

The registered office of this Corporation shall be at an address to be established by resolution of the Board of Directors and shall be located in the city of Philadelphia or Washington or at such other place as the Board of Directors may determine.

### Section 3.2 - Principal and Other Offices

The principal office of this Corporation shall be at an address to be established by resolution of the Board of Directors and shall be located in the city of Philadelphia or Washington or at such other place as the Board of Directors may determine. Other offices shall be at an address to be established by resolution of the Board of Directors.

## ARTICLE 4 - MEMBERSHIP

CEM is established as a membership organization that includes organizations and individuals who support its goals. Those who wish to support CEM but do not wish to be designated as "members" ~~may do so.~~ The Corporation shall have no voting members but the Board of Directors may by resolution establish classes of non-voting members and provide for rights and obligations, including representation on the board and the obligation of members to pay dues. A copy of the bylaws will be made available to all members who request it.

## ARTICLE 5 - DIRECTORS

### Section 5.1 - Number and Term

The number of directors constituting the Board of Directors shall be not less than three (3) nor more than forty-five (45). Directors shall hold staggered three (3) year terms of office until their successors are elected. The Nominating Committee shall determine annually the number of board members to elect, which shall not be less than five (5) nor more than fifteen (15). In deciding on the number of members to elect, the Nominating Committee shall consider the contributions and value of re-electing each board member whose term is expiring, the likely contributions and availability of potential new board members, and the desirability of keeping the board at a small and manageable size. The number of directors may be increased or decreased from time to time by amendment of these By-laws, but shall never be less than three (3).

## **Section 5.2 - Election**

The members of the Board of Directors of the Corporation shall be elected by the vote of a majority of the entire Board of Directors then in office at the annual meeting thereof or at a special meeting called for that purpose. The Board of Directors shall endeavor to have a composition that is gender-balanced, racially and culturally diverse.

To advance that goal, not less than thirty days before the annual board election, or special board meeting called for that purpose, Executive Committee of the Board of Directors shall appoint a nominating committee of no less than three (3) persons. The nominating committee shall present a slate of candidates consistent with the guidelines established by the board. The nominating committee may solicit suggestions from the Board of Directors and shall have the discretion to present one or more than one name for each vacancy. Not less than twenty-one days before the election, a written slate of candidates shall be mailed first-class postage prepaid to those eligible to vote using the most recent address furnished to the principal office. With respect to each candidate presented, the slate shall identify the candidate's name, address, occupation, and any other information relevant to the nominating committee's selection as reflective of the board's stated goals.

## **Section 5.3 - Vacancies**

Any vacancy occurring on the Board of Directors may be filled by action of a majority of the entire Board of Directors then serving.

## **Section 5.4 - Resignation**

Any director may resign at any time by giving written notice to the Board of Directors, or officer of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or such officer.

## **Section 5.5 - Removal**

Any director who fails to personally attend three consecutive meetings of the Board of Directors will be removed unless s/he affirmatively wishes to remain on the board, in which case s/he should notify the chair of the Nominating Committee in writing, with indications why s/he has not attended the previous three meetings. The nominating committee shall have discretion to accept or reject this request.

Any director may be removed with due cause by an affirmative vote of the Board of Directors taken at a meeting of the board. The director whose removal is at issue shall have a right to a hearing before such vote is taken. Written notice of such board meeting must specify that a purpose of the meeting is a vote on such removal; be marked "confidential"; and be provided at least two weeks before such vote is taken.

## **Section 5.6 - Compensation/Expenses**

No stated salary shall be paid to directors for their services as such. By resolution of a majority of the Board of Directors, a fixed sum and/or expenses of attendance, if any, may be allowed for any director for attendance at each meeting of the Board of Directors or meeting of a committee[s] established by the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other authorized capacity.

## **Section 5.7 - Contracts**

The Corporation shall not enter into a contract with a board member for services to be rendered unless that contract is approved by a majority of the Executive Committee, which contract is subject to ratification by a majority of the Board of Directors at the first meeting of the board scheduled after execution of the contract. The board member who is a party to the contract shall be secluded from such vote.

### **Section 5.8 - Duties and Powers**

The business affairs of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts as are not proscribed by statute, by the Articles of Incorporation or by these Bylaws.

### **Section 5.9 - Record of Corporation**

The Directors may keep the books of the Corporation, at such places as they may determine, except such as are required by law to be kept within the District of Columbia.

### **Section 5.10 - Indemnification**

The private property of the directors of the Corporation shall not be subject to the payment of the Corporation's debts to any extent whatsoever. This Corporation shall provide indemnification to the full extent allowed by law. The Board of Directors may adopt a resolution authorizing the purchase of insurance to cover the board and any employee or agent of this Corporation against any liability asserted against or incurred by the board or agent in such capacity.

### **Section 5.11 - Expenditures Over A Certain Amount to be Preapproved by the Board or Executive Committee**

Any expenditure of this Corporation over the amount of ten thousand (10,000) dollars must have approval of the Executive Committee. Any expenditure of this Corporation beyond the amount of twenty thousand (20,000) dollars must have the approval of the Board of Directors.

## **ARTICLE 6 - MEETINGS OF THE BOARD OF DIRECTORS**

### **Section 6.1 - Place of Board of Directors' Meetings**

Meetings of the Board of Directors, regular or special, may be held either within or without Philadelphia.

### **Section 6.2 - Regular Meetings of Board of Directors**

The Board of Directors shall meet at least annually at such time and place as determined by the Board of Directors. The Board of Directors may by resolution authorize participation by telephone conference call or similar communications equipment so long as all members participation in such meeting can be heard by other participants. Such participation in a meeting pursuant to such resolution constitutes presence in person at such meeting.

### **Section 6.3 - Notice**

Regular meeting may be called by the President or Chair on two weeks notice to each director, either personally or by first class mail postage prepaid to the most recent address provided by the member to the organization's principal address or by electronic means, duly recorded and documented.

### **Section 6.4 - Special Meetings of the Board of Directors**

Special meetings of the Board of Directors may be called by the President, Chair, or by written request of at least five (5) directors on five (5) days notice to each director, either personally or by first class mail postage prepaid to the most recent address provided by the member to the organization's principal address or by electronic means, duly recorded and documented.

### **Section 6.5 - Attendance, Waiver of Notice**

Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **Section 6.6 - Quorum and Action**

A majority of the Board of Directors shall constitute a quorum for the transaction of business. At any duly held meeting at which a quorum is present, the affirmative vote of the majority of the directors present shall be the act of the Board of Directors on any question, except where the vote of a greater number is required by these Bylaws, by the Articles of Incorporation or by statute. A meeting at which a quorum is initially present does not cease to be a duly held meeting because a majority of the board is no longer in attendance. Those in attendance may continue to transact business notwithstanding the withdrawal of directors, if a) at least 1/3 of the board is in attendance, b) the business that is the subject of the vote was included with notice of the meeting, c) the action is approved by a majority of those present, and d) the subject matter of the vote does not require a greater number as specified in these By-laws, the Articles of Incorporation or by statute.

## **Section 6.7. - Action Without a Meeting**

Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent setting forth the action so taken, is signed by all of the directors entitled to vote with respect to that action. Such written consent shall be filed with the minutes of the proceedings of the board and shall have the same force and effect as the unanimous vote of such directors.

# **ARTICLE 7 - EXECUTIVE COMMITTEE**

## **Section 6.1 - Appointment**

The Board of Directors, by resolution adopted by a majority of the full board, may designate three (3) or more of its members to constitute an Executive Committee. The designation of such committee and delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

## **Section 7.2. - Authority**

The Executive Committee, when the Board of Directors is not in session, has all of the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by these Bylaws, by statute, or by resolution appointing the Executive Committee. Further, the Executive Committee shall not have the authority to amend the Articles of Incorporation or By-laws, adopt a plan of merger or consolidation, arrange for the sale, lease, exchange, mortgage, pledge, or other disposition of all or substantially all of the property and assets of the Corporation, or effect the voluntary dissolution of the Corporation or the revocation of voluntary dissolution proceedings.

## **Section 7.3. - Tenure and Qualifications**

Members of the Executive Committee shall be members of the Board of Directors and shall serve on the Executive Committee for a term of <sup>of</sup> one year with a maximum of three consecutive terms.

## **Section 7.4 - Meetings of the Executive Committee/Notice**

The Executive Committee may designate by resolution the times and places of regular meetings and such meetings may be held without further notice. Special meetings of the Executive Committee may be called by any member thereof upon not less than three (3) days' notice, personally, by telephone, in writing, or by electronic means, duly recorded and documented, stating the place, date and hour of the meeting, which notice shall be given to each member of the Executive Committee. Any member of the Executive Committee may waive notice of any meeting of the Committee which he/she attends in person. If possible the notice of any meeting shall include a suggested meeting agenda and a brief description of anticipated business to be transacted. The resolution creating the Executive Committee may authorize participation in Executive

Committee meetings by telephone conference call or similar communications equipment so long as all members participating in such meeting can be heard by other participants. Such participation constitutes presence in person at such meeting.

#### **Section 7.5 - Quorum**

A majority of the members of the Executive Committee designated in the resolution creating the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof and action of the Executive Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

#### **Section 7.6 - Action Without a Meeting**

Any action that may be taken by the Executive Committee at a meeting may be taken without a meeting if a consent, in writing, or by electronic means, setting forth the action so to be taken shall be signed before such action by all of the members of the Executive Committee.

#### **Section 7.7 - Vacancies**

Any vacancy in the Executive Committee may be filled by a resolution adopted by a majority of the full Board of Directors. If a vacancy occurs in between meetings of the Board of Directors, the Executive Committee is authorized to temporarily fill such vacancy until the next meeting of the Board of Directors.

#### **Section 7.8 - Resignations**

Any member of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the Board of Directors, or officer of the Corporation. Unless otherwise specified in such written notice, such written notice shall take effect upon receipt.

#### **Section 7.9 - Removal**

Any member of the Executive Committee may be removed with due cause by an affirmative vote of a two-thirds majority of the full Board of Directors taken at a meeting of the board. The director whose removal is at issue shall have a right to a hearing before such vote is taken. Written notice of such board meeting must specify that a purpose of the meeting is a vote on such removal, be marked "confidential", and be provided at least two weeks before such vote is taken.

### **ARTICLE 8 - OFFICERS**

#### **Section 8.1 - Election/Term of Office**

The executive officers of the Corporation shall serve for a term of one year, with a maximum of three consecutive terms, and shall be chosen by the Board of Directors at a regular or special meeting called for that purpose. The executive officers shall include a President, Chair, one or more Vice Presidents, a Secretary and a Treasurer.

#### **Section 8.2 - Removal**

Any officer may be removed with due cause by an affirmative vote of a two-thirds majority of the Board of Directors taken at a meeting of the Board. The director whose removal is at issue shall have a right to a hearing before such vote is taken. Written notice of such board meeting must specify that a purpose of the meeting is a vote on such removal, be marked "confidential", and be provided at least two weeks before such vote is taken.

#### **Section 8.3 - Vacancy**

Any vacancy may be filled by a resolution adopted by a majority of the full Board of Directors. If a vacancy occurs in between meetings of the Board of Directors, the Executive Committee is authorized to temporarily fill such vacancy until the next meeting of the Board of Directors.

#### **Section 8.4 - The President**

Subject to and under control of the Board of Directors, the President

- shall exercise general and active management of the Corporation's regular programs and activities
- shall have authority over the accounts, property and funds of the Corporation
- shall have authority to enter into agreements on behalf of the Corporation
- shall execute documents and contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation
- may serve as a member of all standing committees
- when necessary and proper, may endorse on behalf of the Corporation, for collection, checks, notes and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks, or depository as the Board of Directors may designate.
- shall sign all receipts and vouchers, checks, bills of exchange and promissory notes issued by the Corporation; except in cases where the signing and execution thereof shall be expressed by the Board of Directors or by ~~there~~ By-laws to some other officer or agent of the Corporation; provided however, that for any check, bill of exchange or promissory note exceeding the value of \$10,000, the signature of either the board Chair, or the Treasurer shall also be required.
- may be required to give bond for faithful performance of his/her duties, in such amount and with such sureties as the Board of Directors may require
- shall enter regularly on the books of the Corporation to be kept by him/her full and accurate accounts of all monies and obligation received and paid or incurred by him/her for or on account of the Corporation, and s/he shall exhibit such books at all reasonable times to any director upon request at the principal offices of the Corporation.

#### **Section 8.5 - Chair**

The board Chair shall preside at board meetings and annual meetings and may serve as a member of all standing committees and shall perform such duties and have such powers as the Board of Directors may from time to time prescribe, The Chair shall also see that all orders and resolutions of the Board of Directors are carried into effect.

#### **Section 8.6 - Vice-President**

The Vice-President (or, if more than one are elected, the Senior Vice-President) shall, in the absence or disability of the President perform the duties and exercise the powers of the President. Any Vice-President shall perform such duties and have such powers as the Board of Directors may from time to time prescribe.

#### **Section 8.7 - Secretary**

The Secretary shall attend all meetings of the Board of Directors and shall record all proceedings of the Board of Directors in a book to be kept for this purpose. The Secretary shall record the votes of all motions unless a request for a voice vote is approved by a majority of those voting. The Secretary shall give, or shall cause to be given, notice of all special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall have custody of the corporate seal of the Corporation and shall have authority to affix it to any instrument requiring it and when so affixed, it may be attested by his/her signature. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his/her signature.

#### **Section 8.8 - Treasurer**

The Treasurer may be required to give bond for faithful performance of his/her duties, in such amount and with such sureties as the Board of Directors may require. When necessary and proper, s/he may endorse for collection on behalf of the Corporation checks, notes and other

obligations, and shall deposit the same to the credit of the Corporation at such bank or banks, or depository as the Board of Directors may designate. S/he may sign all receipts and vouchers and, together with such other officer or officers, if any, that shall be designated by the Board of Directors, s/he may sign all checks, and all bills of exchange and promissory notes issued by the Corporation; except in cases where the signing and execution thereof shall be expressed by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation; provided however, that for any check, bill of exchange or promissory note exceeding the value of \$10,000, the signature of either the President or the Board Chair shall also be required.

## ARTICLE 9 - NOTICES

### Section 9.1 - Notice

Whenever notice is required to be given other than expressly stated in other provisions of the By-laws, or the Articles of Incorporation, it shall be construed to mean either personally, by first class mail postage prepaid, to the most recent address provided by the member to the organization's principal address, or by electronic means, duly recorded and documented.

### Section 9.2 - Waiver of Notice

Whenever any notice is required to be given under the provisions of the Articles of Incorporation or these By-Laws, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE 10 - AGENTS AND REPRESENTATIVES

The Board of Directors may appoint agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these By-laws, to the extent authorized or permitted by law.

## ARTICLE 11 - CONTRACTS

### Section 11.1 - Authorization

The Board of Directors, except as otherwise provided in these By-laws, may authorize any officer or agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Unless so authorized by the Board of Directors, 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 for any purpose or for any amount.

### Section 11.2 - Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

### Section 11.3 - Deposits

All funds of the Corporation not otherwise employed shall be deposited on a timely and periodic basis to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE 12 - ADVISORY COMMITTEES**

The Board of Directors may appoint from its members or from among such persons as the Board may see fit, one or more advisory committees, and, at any time, may appoint additional members thereto. The members of any such committee shall serve at the pleasure of the Board of Directors. As an aid to the board, such committees shall advise in matters designated by the Board of Directors. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings, and other matters relating to its procedures. Members of any board advisory committee shall not receive any stated salary for their services as such, but by resolution of the Board of Directors reimbursement for reasonable expenses actually incurred for attendance at such committee meetings may be authorized. The Board of Directors shall have the power in its discretion to contract for and to pay any member of an advisory committee who renders unusual or exceptional services to the Corporation, provided that such special compensation is appropriate to the value of those services.

## **ARTICLE 13 - FISCAL ACCOUNTABILITY**

### **Section 13.1 - Dates**

The fiscal year of the Corporation shall commence on January 1 of each year and shall end on December 31 of each year.

### **Section 13.2- Conflict of Interest**

Members of the Board of Directors are obliged to disclose any substantial financial interest in any entity with which the Corporation contemplates a contract. No contract shall be entered into with any entity in which a member of the Board of Directors has a substantial financial interest.

### **Section 13.3 - Audit**

An audit of the Corporation shall be completed annually by an independent, certified public accountant. If so approved as prudent by an independent certified public accountant, and authorized by a resolution approved by a two-thirds majority of the board, a review or compilation may be conducted in lieu of an annual audit; provided however, that an audit is conducted at least once every three years. The treasurer shall ensure that the accountant who performs the audit, review or compilation provides a copy of the audit to the chair at the same time as a copy is provided to the president and treasurer.

## **ARTICLE 14 - PROHIBITION AGAINST SHARING CORPORATION REVENUES**

No one who is a director, officer, or employee or committee member of the Corporation shall receive any of the net revenues from the operations of the Corporation; provided however, that this shall not prevent payment of reasonable compensation for services rendered to or for the Corporation and affecting any of its purposes as shall be fixed by the Board of Directors. Furthermore, upon the dissolution of the Corporation, no such person shall share in the distribution of any of the corporate assets. All directors of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, then remaining in the hands of the Board of Directors after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered, and paid over, in such amount as the Board of Directors may determine or as may be determined by a Court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Sections 501(c)(1) or 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any subsequent Federal tax laws.

## **ARTICLE 15 - INVESTMENTS**

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, to invest and reinvest, subject to socially responsible criteria, any funds held by it according to the judgment of the Board of Directors without otherwise being restricted to the classes of investments which a director is or may hereafter be permitted by law to make or any similar restriction; provided however, that no action shall be taken by or on behalf of the Corporation if such action would result in the denial of its tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any subsequent federal tax laws, or in the imposition of any tax under Sections 4941-43 and 4945 of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any subsequent Federal tax laws.

## **ARTICLE 16 - AMENDMENTS**

The Board of Directors shall have power to make, alter, amend and repeal the By-laws of the Corporation by affirmative vote of a majority of the Board, provided that such action is proposed at a regular or special meeting of the Board and adopted at a subsequent meeting at which a quorum is present, convened no less than two weeks following the meeting at which such action is proposed. Notice of a meeting at which a vote is to be taken to enact, alter, amend or repeal a by-law shall include the suggested action and a brief description of the rationale for that action as set forth or authorized by a sponsor of such action.

## **ARTICLE 17 - EXEMPT ACTIVITIES**

Notwithstanding any other provision in these Bylaws, no director, officer or employee or representative of this Corporation shall take any action or carry on any activities by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any subsequent federal tax laws or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any subsequent federal tax laws.

## **ARTICLE 18 - PROHIBITED ACTIVITIES**

This Corporation shall not issue loans or guarantee the obligations of any director, officer or employee. However, nothing herein shall be interpreted to prohibit the authorized advance for reasonable expenses to be incurred in conjunction with approved organizational business.