

**BYLAWS OF ARIZONA LATINO MEDIA ASSOCIATION**

**ARTICLE I                                           
PURPOSE**

The Corporation is organized and will be operated exclusively for charitable, religious, educational and scientific purposes as defined in section 501 (c)(3) of the Internal Revenue Code of 1986. Specifically, the character of the business which the Corporation intends to conduct is that of promoting and enhancing the educational and professional opportunities in the field of broadcasting, communications and journalism.

**ARTICLE II                                           
LOCATION**

The principal office of the Corporation, at which the general business of the corporation will be transacted and where the records of the Corporation will be kept, will be at such place in the state of Arizona, as may be fixed from time to time by the board of directors.

**ARTICLE III                                           
MEMBERS**

A. General Membership

— Open to all current and former professionals in electronic, broadcast and print media; other new media; journalism educators; professionals in advertising and public relations; and freelancers in the above categories. All general members are eligible to vote in elections for board members. Annual dues are $25.

B. Associate membership

— Open to people who do not work in the media but who support the goals of ALMA. They can vote in board elections but cannot become members of the board. Annual dues are $50.

C. Student Membership

— Open to high school and college students involved in the study of communications. Student members are eligible to vote in board elections and may serve on the board in the position of student representative. Annual dues are $10.

D. Corporate and honorary membership — Open to people or companies that contribute services or funds, and/or donate to ALMA events, scholarships. Dues are accepted, but not required.

 The treasurer or other board member as duly appointed by the president shall keep a list of members in good standing.

Dues are due by Dec. 31 of each year. Members who pay in 2014 will be members through Dec. 31, 2015

Membership may be rescinded upon a vote by the board.

Business of ALMA shall be conducted and voted on exclusively by board members.

Board members are asked to be active members of NAHJ, the National Association of Hispanic Journalists. ALMA is a Professional Chapter of NAHJ.

**ARTICLE IV                                           
BOARD OF DIRECTORS**

Section 1: The number of members of the board of directors of the Corporation will be no less than five (5) or no more than twelve (12).

Section 2: This Corporation is committed to a policy of fair representation on the board of directors, which does not discriminate on the basis of race, physical handicap, sex, color, religion, sexual orientation, or age.

Section 3: Election of new directors or election of current directors to a subsequent term will occur as the first item of business at the annual meeting of the Corporation. Directors will be elected by a majority vote of the current directors.

Section 4: The term of each director of the corporation will be three (3) years.

Section 5: When a director dies, resigns, or is removed, the board may elect a director to serve for the duration of the unexpired term.

Section 6: Any director may be removed from the board of directors by an affirmative vote of the majority of directors present at an official meeting of the board. The director involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

Section 7: No compensation will be paid to any member of the board of directors for services performed as a member of the board or for the organization.

Section 8: Board members shall attend the regularly scheduled meetings of the full ALMA Board, and shall be permitted no more than two unexcused absences (absences without prior notification). Board Secretary should keep the attendance record. Two unexcused absences could result in removal from the Board. To the extent possible, Board members shall also make good-faith efforts to attend various ALMA programs and activities, which include networking events and workshops.

**ARTICLE V                                           
MEETINGS OF THE BOARD OF DIRECTORS**

Section 1: An annual meeting of the board of directors will be held in the 20th day of January of each year for the purpose of electing officers and directors. In addition to its annual meeting, the board of directors will hold regular meetings at least four (4) times each calendar year at such place as may be designated in the notice of the meeting.

Section 2: Special meetings of the board of directors may be called at any time by the President of the Corporation or in his or her absence by the Vice-President or upon receipt of a request therefore signed by a majority or more directors or by a majority of the full-time, permanent paid staff of the Corporation.

Section 3: Notice of the annual meeting of the members shall be given to the members at least ten days, but no more than fifty days, prior thereto by a writing delivered personally or emailed to the members or by facsimile. Notice of special meetings of the members shall be given to the members at least five days, but not more than twenty-five days, prior thereto by a writing delivered personally, emailed or faxed to the directors. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail as so addressed if the postage thereon is prepaid. If faxed, such notices shall be deemed delivered when confirmation of receipt of the facsimile is received by the sending party. All notices shall state the purposes of the meeting. The attendance of a majority at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice of any meeting may be waived by a director.

Section 4: A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. If a quorum is not present at the meeting, a majority of the board of directors present may adjourn and reconvene the meeting for time to time within 30 days without further notice. If only one board member is present and a quorum is not present, or if the meeting is adjourned for more than 30 days, notice must be given to all directors of any new or reconvened meeting in accordance with these bylaws.

Section 5: At a meeting at which there is a quorum present, a simple majority affirmative vote of the directors present is required to pass a motion before the board.

Section 6: Proxy voting will be permitted

Section 7: The board of directors will determine the rules for the authority for all questions of procedure at any meetings of the Corporation.

**ARTICLE VI                                          
OFFICERS**

Section 1: The officers of this Corporation will be a president, vice-president, secretary, treasurer, and such other officers with duties as the board prescribes.

Section 2: The officers of the Corporation will be elected annually by the members of the board of directors at its annual meeting. Each officer will serve a two (2) year term.

Section 3: Any officer may be removed with or without cause by the board of directors by a vote of a majority of all of the board members. The matter of removal may be acted upon at any meeting of the board, provided that notice of intention to consider said removal has been given to each board member and to the officer affected at least thirty (30) days previously.

Section 4: A vacancy in any office may be filled by a majority vote of the board of directors for the unexpired portion of the term.

Section 5: The President shall be the chief executive officer of the Corporation and as such shall exercise general supervision of all operations and personnel of the Corporation, subject to the control of the Board of Directors.

Section 6: The Vice-President shall perform such duties as may from time to time be assigned to him/her by the President of the Board of directors.

Section 7: The Secretary shall be responsible for keeping a record of the minutes of all meetings of the Directors, shall give notice of meetings as provided by these Bylaws, and shall have custody of all books, records and papers of the Corporation.

Section 8: The treasurer shall receive and disburse all corporate funds and shall keep an accurate and detailed record of all receipts and disbursements. He/she shall deposit all corporation funds and sign with another officer of the Corporation all checks, drafts, or notes drawn against the accounts or funds of the Corporation or as authorized by resolution of the Board of Directors.

Section 9: Any officer of the corporation, in addition to the powers conferred upon him or her by these bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by said board.

**ARTICLE VIII                                          
COMMITTEES**

Section 1: The Board of Directors, by resolution adopted by a majority of the Directors, may designate and appoint one or more committees, each of which shall constitute of one or more Directors as the Board may determine, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directions in the management of the corporation, except no such committee may exercise the authority of the Board of Directors in reference to the following matters: 1) filling vacancies on, or increasing or decreasing the members of, the Board of Directors or any committee of the Board of Directors; 2) adoption, amendment or repeal of these Bylaws; and 3) fixing compensation of Directors, officers, or employees.

Section 2: Any member of a committee established under this section may be removed by the Board of Directors whenever in their judgment the best interest of the Corporation shall be served by such removal.

Section 3: Each member of a committee established under this section shall continue as such until the next regular meeting of the Board of Directors and until his/her successor is appointed, unless the committee shall be sooner terminated or unless any such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

**ARTICLE VIII                                          
COMPENSATION, EXPENSES AND EMPLOYEES**

Section 1: An officer who is not also an employee of this Corporation or any affiliated corporation may be paid reasonable compensation for the value of the time spent by the officer in service of the Corporation. An officer who is also an employee of the Corporation or an affiliated corporation shall not receive any additional compensation for his services as an officer.

Section 2: Expenses incurred in connection with performance of an officer’s official duties may be reimbursed upon approval by the Board of Directors.

Section 3: The Board of Directors may establish such positions of employment as it deems desirable from time to time and shall fix the compensation for such positions. The Board of Directors may also delegate such functions to specified officers. Subject to the control and direction of the Board of directors, the President shall hire and discharge employees necessary for the proper conduct of the business of the Corporation.

**ARTICLE IX                                          
MISCELLANEOUS**

Section 1: The President shall appoint a Nominating Committee of three members of the board to meet prior to the annual meeting and who shall present a slate of officers and directors for nomination at the annual meeting. The Nominating Committee may meet throughout the year as board vacancies occur.

Section 2: The fiscal year of the Corporation shall begin January 1 and end December 31 of each year.

Section 3: The Board of Directors may amend these bylaws to include or omit any provision that it could lawfully include or omit at the time the amendment is made upon written notice of at least thirty (30) days, any number of amendments or an entire revision of the Bylaws may be submitted and voted upon at a single meeting of the Board of directors and will be adopted at such meetings upon receiving a two-thirds vote of the members of the Board of Directors.

Section 4: The Corporation will have the power to indemnify and hold harmless any director, officer, or employee from any suit, damage, claim judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a director, officer or employee (except in cases involving willful misconduct). The Corporation will have the power to purchase or procure insurance for such purposes.

Section 5: Upon the dissolution of the Corporation and after they payment or the provision for payment of all the liabilities of the Corporation, the Board of Directors will dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation or to organizations that are then qualified as tax- exempt organizations under section 501 ( c ) (3) of the Internal Revenue Code. Any assets not so disposed of will be disposed of by a court of jurisdiction in the county in which the principal office of the Corporation is located.