ALLIANCE FOR

WOMEN IN MEDIA

AUSTIN AFFILIATE

Austin Alliance for Women in Media Foundation, Inc.

P.O. Box 2684 Austin, TX 78768

Affiliate By-Laws **– Revision Effective May 5, 2021**

CODE OF ETHICS

The Alliance for Women in Media pledges the professional and technical skills of its members to the following Code of Ethics:

1. To serve our country, our community, and our industries to the best of our ability in the media through which we work.
2. To safeguard the best interest of the public and to merit its continuing confidence and support.
3. To investigate conscientiously before accepting material and requests submitted to us.
4. To refuse to participate or aid any activity that is immoral, unlawful, unethical, or unpatriotic.
5. To be honest and accurate in all presentations, avoiding false or misleading impressions, unfair comparisons, derogatory comments and extravagant claims; and respect all confidences.
6. To be honorable and conscientious in our working relationships; to be loyal to our employers and colleagues.
7. To know and conform with government rulings and regulations that apply to our work and to uphold the high standard of our industries.

ARTICLE I – Name and Area

Section 1

The name of the Austin Affiliate shall be the Austin Alliance for Women in Media Foundation, Inc. A non-stock, nonprofit corporation organized under the corporate law of the State of Texas.

Section 2

The area covered by the Austin Affiliate shall be the Austin, Texas market area.

ARTICLE II- Objectives

Section 1

The purpose of the Austin Affiliate shall be those of Alliance for Women in Media Foundation, Inc. (herein referred to as "AWM") namely:

To provide a medium of communication and exchange of ideas.
To encourage cooperation within the allied fields of the industry.
To promote the advancement of qualified women and their allies in broadcasting and the allied fields
To work on many levels to improve the quality of all forms of media and all its allied fields (i.e., media agencies, etc.) by educating, advocating, and acting as a resource to its members and the industry.

ARTICLE III- Membership

Section 1

Unless otherwise approved by the Board of Directors, only professionals employed in media and all its allied fields (i.e. media agencies, etc.) who shall have been accepted for membership in the Austin Affiliate shall be eligible for membership in AWM.

Section 2

No one shall be admitted to membership in the Austin Affiliate or retained as a member of the chapter unless annual membership dues are paid in a timely manner. Voted on Board of Directors must pay membership dues within 30 days of being elected. Membership status will be kept current in the AWM database.

Section 3

The nature of the Austin Affiliate membership of each member shall be identical to the classification as a member of AWM and the rights pertaining to each class of membership shall be those described in the AWM bylaws.

ARTICLE IV- Leadership

Section 1

The Executive Committee, also referred to as Officers, shall consist of a President, a Vice President, a Secretary and a Treasurer. An Officer may be elected to the same position for two consecutive years. The Executive Committee can appoint members of the Board of Directors to also serve on the Executive Committee at any given time during the tenure of their office. The Executive Committee can also appoint special committees as needed.

Section 2

Officers must be voting members of AWM. Voting members must be in good standing with a paid membership and current members of AWM.

Section 3

The President shall be elected annually by a majority vote of the Austin affiliate. They begin their duties at the Annual Business Meeting in May.

Section 4

The powers and duties of the leadership shall be as follows:

A. The President shall:

1) preside at all meetings of the Austin Affiliate, Executive Committee and Board of Directors, except as indicated in Article VII, Section 2.
2) recommend to the Board of Directors measures as deemed necessary for the best interests of the Austin Affiliate and shall see that all decisions of the Board of Directors are faithfully executed.
3) have the authority to execute such agreements on behalf of the Austin Affiliate as are authorized by a vote of the membership and/or the Executive Committee and/or Board of Directors.
4) appoint special committees as needed with the approval of the Executive Committee.
5) be an ex-officio member of all standing committees and special committees, except Nominating Committee.
6) review any event/location contracts and provide final approval.
7) serve a two-year term.
8) serve as liaison with national board, Alliance for Women in Media, and relay any national information to the local Austin Affiliate as applicable.

B. The Vice President/Development shall:

1) perform such duties as the President or the Executive Committee may request or designate and shall preside at meetings in the absence of the President.
2) be an ex-officio member of all standing committees and special committees, except Nominating Committee.

3) conduct one meeting of the Board of Directors and conduct one luncheon meetings during her/his term. Dates for such meetings to be determined by the President.
4) mentor under the President to succeed the President if they so choose when the President's term has expired.
5) shall be a resource to help facilitate all Committees as needed, managing timelines, etc. This position will assist the event chairs helping to ensure responsibilities for the event are fulfilled in a timely manner.

C. The Secretary shall:
1) record and distribute the minutes of all board meetings in a timely manner to the Board of Directors.
2) be responsible for correspondence designated by the Executive Committee and/or Board of Directors upon requests.
3) be custodian of the Austin Affiliate bylaws and as such, should have a clear understanding of both local and national bylaws and shall be responsible for regular review and amending procedures.
4) be responsible for setting up the location of monthly board meetings (in-person or virtual as applicable) and sending out notices to all Board of Directors and members as applicable.
5) distribute any ballots and tabulate results with the exception of the Trailblazer vote.

D. The Treasurer shall:
1) receive all funds and make all disbursements as authorized by the Executive Committee including but not limited to Austin Affiliate fees, insurance, storage, website, post office box, via credit card, checks or other electronic means such as Venmo.
2) present a financial report at each monthly meeting of the Board of Directors and at the Annual Business Meeting of the Austin Affiliate or as requested by the Executive Committee.
3) be responsible for maintaining all income and expenses for all Committees.
4) be responsible for the distribution of any student scholarship funds.
5) review any event/location contracts for financial obligations.

ARTICLE V- Meetings

Section 1
The Annual Business Meeting of Austin Affiliate members shall be held in May of each year. Prior thereto, the President shall designate in the notice of the meeting the purpose of electing Officers and Board of Directors.

Section 2
Meetings, other than the Annual Business Meeting, shall be held at regular constituted times, not less than eight (8) times in the course of the year.

Section 3
Special meetings may be called by the President or by a majority vote of the Executive Committee when necessary.

Section 4
Twenty-five (25) percent of the voting members shall constitute a quorum at any meeting.

Section 5
At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member. The proxy can be emailed, texted or mailed to the Secretary. No proxy shall be valid after one month from the date of its execution. The only exception to this is when the Board of Directors vote on the annual Trailblazer nominations. This can be done in person, by email or text to the President during the meeting when the vote is held.

ARTICLE VI- Board of Directors

Section 1

The Board of Directors shall consist of the Executive Committee and Committee Chairs/Co-Chairs. The Board of Directors are elected and confirmed by a majority vote of the membership at the Annual Business Meeting.

Section 2

Any member in good standing with a paid membership is eligible to serve on the Board of Directors.

Section 3

The Board of Directors shall have general charge and control of the Austin Affiliate. They shall present to the membership for ratification all proposed major program activities.

Section 4

Whenever it is necessary to fill a vacancy among the leadership or directors, it shall be filled within a minimum of one month by a majority vote of the remaining members of the Board of Directors. Persons so elected shall serve until the expiration of the original term of office.

Section 5

The Board of Directors shall hold a minimum of eight (8) regular monthly meetings. A majority of the Board of Directors in attendance shall constitute a quorum at any board meeting. Board of Directors missing two consecutive board meetings may be asked by the President to step down from their position.

Section 6

All Board of Directors, upon retiring office, shall deliver to the new Committee Chair and Co-Chairs all applicable materials pertaining to their committee or other properties of the Austin Affiliate with a copy to the President.

Section 7

All Board of Directors serve on a volunteer basis.

ARTICLE VII- Elections

Section 1

All elections, except as specified in Section 2, shall be held at the Annual Business Meeting in May of each year.

Section 2

A Nominations Committee of three (3) members shall be chosen as follows: one (1) member of such committee shall be elected by the Executive Committee no later than three (3) months prior to the Annual Business Meeting and the remaining two (2) members of such committee are selected on a volunteer basis.

Section 3

The Nominations Committee shall study and analyze the needs of the Austin Affiliate for the following year with the current and/or outgoing President as deemed necessary. It then shall prepare a list of candidates and secure in writing the consent of each candidate chosen.

Section 4

The report of the Nominations Committee must contain its analysis of the leadership needs of the Austin Affiliate for the next year and the name of the candidate for each office, together with their particular qualifications for the office. The Nominations Committee shall present its report to the Board of Directors at least one (1) month prior to the Annual Business Meeting and shall prepare the official slate.

Section 5
The Secretary shall send the official slate to all voting members at least seven (7) days before the Annual Business Meeting and shall prepare the official ballot.

Section 6
Nominations from the floor may be made at the Annual Business Meeting, provided the nominees are eligible, and have indicated in writing and also in person their willingness to serve if elected. The nomination committee can make changes to the ballot up to twenty-four (24) hours prior to the Annual Business Meeting.

Section 7
In an event there is more than one nominee for any one office voting shall be by written ballot and the Nominations Committee shall distribute, collect and tabulate the ballots.

Section 8
A majority of all votes cast shall be necessary to constitute election.

ARTICLE VIII- BOARD OF DIRECTORS AND COMMITTEE CHAIRS
Section 1
The Board of Directors, which includes the Executive Committee and Committee Chairs/Co-Chairs shall be elected by the membership at the Annual Business Meeting.

Section 2
There shall be approximately twenty-five (25) standing board positions. They shall be considered Board of Directors and slated on committees as deemed appropriate by the Nominations Committee with a minimum of one (1) Board of Director per position. Committee Chairs, where applicable, as follows: Programming, Membership, Communications, Scholarship, Development, Battle of the Media Stars, Spirits, Trailblazer & Awards of Excellence Gala & Hospitality. Each Committee Chair/Co-Chair will have one standing vote on the board.

PROGRAMMING shall work in cooperation with the Board of Directors in arranging Austin Affiliate President approved programs to include topic description, enlisting and coordinating with moderator and panelist speakers, developing speaker brief and script. Provide advanced notification of upcoming programs as well as recapping programs for Austin Affiliate members.

MEMBERSHIP shall be responsible for developing membership with qualified professionals to join the Austin Affiliate. Notify the Treasurer and keep an accurate membership roster. Responsible for encouraging the prompt renewal of eligible members of the Austin Affiliate.

COMMUNICATIONS

- NEWSLETTER: Shall be responsible for graphic design and for organizing and developing content for affiliate marketing to include Industry Updates.
- WEBSITE: Shall maintain and update the Austin Affiliate's website with current news and information and for the distribution of the Newsletter and Austin Affiliate email blasts.
- SOCIAL MEDIA/HISTORIAN**:** Shall publicize all Austin Affiliate activities to the media community as well as increase and improve awareness and appreciation of the Austin Affiliate and each of its events in the market across all its social platforms. Responsible for photographing all Austin Affiliate events and for writing and distributing press releases to media list.

SCHOLARSHIP shall maintain and update college/university contact database and solicit applications for Austin Affiliate scholarships that are granted each year. Research and recommend member education opportunities. Funding is provided from various predetermined events.

DEVELOPMENT Shall develop professional relationships and secure donation and raffle items and assist with event sponsorship.

HOSPITALITY shall research and secure, with President approval, venues for Austin Affiliate events and activities. Approve menus, collect fees for meals as applicable and welcome attendees. Be responsible for notifying and securing attendance of members for meetings/gatherings and for communication with the responsible parties at the meeting place. Maintain the guest list for each event, have credit card processing authority and will provide a financial recap to the Treasurer after each event. In the case that Luncheon's remain in a virtual format, "Zoom @ Noon," assist Programming with enlisting moderator and panelist speakers, etc.

EVENT CHAIRS (VARIOUS)

- Each event is to facilitate industry awareness of the Austin Affiliate. The events will do the following: raise money for scholarship, provide member educational programs and support philanthropic causes.
- Each committee will facilitate events as needed, managing timelines, communication, budgets, sub-committees, etc.
- Each committee will work with all Board of Director positions in developing new ideas for making the Austin Affiliate stronger.
- Each Committee Chair must have served a minimum of a 1-year term on the respective committee or as a Board of Director for prior knowledge.

IMMEDIATE PAST PRESIDENT shall be an advisor to the Board of Directors and the Executive Committee. Immediate past President may attend executive meetings as requested.

ARTICLE IX – FINANCE

Section 1
The fiscal year of the Austin Affiliate shall be January through December.

Section 2
The President and the Treasurer are the Austin Affiliate's Chief Executive and Financial Officers respectively and shall be responsible for sound financial planning and fiscal integrity.

Section 3
All bank accounts shall be in the name of the Austin Affiliate and require prior approval in writing (email or text) of two (2) members on the Executive Committee for amounts of $1,500 and above, and approval in writing (email or text) of one (1) member of the Executive Committee for amounts less than $1,500. No charges should be made on the AWM bank card without prior approval of two (2) members of the Executive Committee.

ARTICLE X- RULES OF ORDER

Section 1
Roberts Rules of Order Newly Revised shall be the parliamentary authority of the Austin Affiliate.

ARTICLE XI – AMENDMENTS

Section 1
The Austin Affiliate Bylaws may be amended at any Annual Business Meeting where twenty-five percent (25%) of the membership is present.

Section 2
Any proposed amendment shall have approval of the Board of Directors to be certain the Austin Affiliate Bylaws are not in conflict with policies contained in the Bylaws of AWM.

Section 3
After approval by the Board of Directors, notice of a proposed amendment shall be emailed to each member not less than fifteen (15) days before the Annual Business Meeting at which the amendment is to be considered.

These Bylaws of Austin Alliance for Women in Media, Inc. supersede any Bylaws bearing an earlier date than May 5, 2021.