

New Media Caucus Bylaws

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ARTICLE I: MEMBERSHIP

Section 1: Classes of Membership

Individual Membership

Any faculty, staff, administrator or student of educational institutions; artist or practitioner; any member of an organization associated with new media art; or any other interested individual is eligible to become a member by payment of dues set forth in the Bylaws. Individual members shall have one membership vote.

Board of Director Membership

Individuals who are elected to the Board of Directors and pay dues shall have one membership vote.

Organizational Sponsor

Organizations with like-minded goals, foci or practices may elect to join the New Media Caucus as an Organizational Sponsor. Organizational Sponsors may not vote or hold office.

Section 2: Qualification and Dues

Membership shall be one 12-month period and may be obtained upon payment of annual dues (if applicable) per the fiscal year as defined in Article V section 1, or by request (if no dues are applicable). Initial dues, until modified by the board, shall be:

- a. Individual Membership: \$0
- b. Board of Director Membership: \$75
- c. Organizational Sponsors: *Non-profit* \$350; *For-profit* \$700

Section 3: Continuation of Membership

For classes of membership in which no dues are applicable, membership will automatically continue annually, until a request to cancel membership is made.

Section 4: Prerequisite to Participation

Participation as an Officer, Committee Member, or Voting Member in the New Media Caucus shall be contingent upon valid membership (See Article I Section 2).

Section 5: Regular Meetings of the Membership

There shall be at least one regular meeting of the membership during each year. This regular membership meeting shall be held during the annual College Art Association Conference. Notification on the date and place of the meeting shall be given in writing to the members at least thirty (30) days prior to such meetings (notice may be electronic as long as the Secretary certifies notice in writing to the Board).

Section 6: Special Meetings of the Membership

Special meetings of the membership may be held on call by the President, initiated by a majority vote of the Board of Directors, or upon a petition filed by at least twenty percent (20%) of the membership with the Secretary. The date and place of any such special

membership meeting shall be set by the Board of Directors and given in writing by the Secretary to the members at least two weeks prior to the holding of a special meeting.

Section 7: Parliamentary Procedure

Regular meetings and special meetings of the membership shall be conducted according to the latest edition of Robert's Rules of Order. <http://www.robertsrules.com/>

Section 8: Quorum

A quorum for regular meetings or special meetings of the membership shall consist of ten percent (10%) of the membership, or a simple majority of the Board of Directors.

ARTICLE II: BOARD OF DIRECTORS

Section 1: Composition

The Board of Directors shall consist of the officers of the Organization and up to 15 additional Board Members, all of whom shall be elected in accordance with the provisions of these Bylaws.

Section 2: Eligibility

Any individual member is eligible to be nominated and elected to the Board of Directors.

Section 3: Nominating Board Members

At least three (3) months prior to the annual regular membership meeting, the President shall appoint a Nominating Committee chaired by the Secretary and two other Board Members. It shall be the responsibility of the Nominating Committee to screen nominations to ensure that nominees are eligible, and are willing to stand for election and serve if elected.

Nominees will be duly screened upon receipt of a current biography and position statement by the Nominating Committee. Any individual member or Board Member may forward nominations until one (1) month prior to the annual meeting, when nominations will be closed. All vetted nominations with associated biographies and position statements shall be submitted by the Nominating Committee to the Board of Directors at least two (2) weeks prior to the annual membership meeting.

Section 4: Election to the Board of Directors

Each Board Member shall be entitled to one vote for each position to be elected. If more than one position is open the candidates receiving the most votes in declining order will be elected to fill the available positions (e.g. if three positions are open those who receive the top three vote counts will fill the three open positions.) Voting will take place at the Regular Board Meeting held proximal with the Annual Membership Meeting. Any Board Member not present may submit their ballot to the Secretary electronically the day prior to the Regular Board Meeting. The ballots shall be counted by the members of the Nominating Committee and certified to the President who shall announce the results to the membership.

Section 5: Term of Office

All Board Members shall be elected for a term of three (3) years. Newly elected Board Members shall take office immediately following the close of the Annual Regular Meeting of the Organization following their election.

Section 6: Duties of Board Members

Board Member duties include attending Board Meetings, participating on committees, and offering their expertise and assistance in the operation and development of the New Media Caucus. Board Members will actively participate in attracting new Members and organizational sponsors. Board Members will positively represent and promote the New Media Caucus.

Section 7: Regular Meetings of the Board of Directors

At least two regular meetings of the Board of Directors shall be held each year. One meeting will be held at the annual College Art Association Conference. The second meeting will be conducted electronically in the fall. Written notification of the time and place and proposed agenda shall be emailed to Board Members at least two weeks prior to a regular board meeting. Board Members may attend meetings by audio or other electronic means as long as all attending can at least hear and speak to all others attending.

Section 8: Special Meetings of the Board of Directors

Special meetings of the Board of Directors may be called by the President. Board Members may also petition for a special meeting filed with the President by a simple majority of Board Members in good standing. Written notification of the time and place and proposed agenda shall be emailed to Board Members at least three days prior to a special board meeting. Board Members may attend meetings by audio or other electronic means as long as all attending can at least hear and speak to all others attending.

Section 9: Parliamentary Procedure

Regular meetings and special meetings of the Board of Directors shall be conducted according to the latest edition of Robert's Rules of Order. <http://www.robertsrules.com/>

Section 10: Quorum

A simple majority of the Board Members shall constitute a quorum for the transaction of business at any Board of Directors meeting.

Section 11: Vacancies

Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Board Members. A Board Member elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 12: Informal Action

In the event that the executive committee determines that Board of Directors action is needed, and the Board of Directors is unable to meet in an appropriate amount of time to act, the President is authorized to poll the total Board. A record (e.g. email, digital, or printed document) of votes cast shall be maintained by the Secretary.

Section 13: Removal of Board Members

Board Members serve on the board on behalf of the New Media Caucus membership. Thus Board Members may be removed from the Board by a majority vote of a quorum of the full Board. Board Members accept a standard of participation when accepting membership on the New Media Caucus Board of Directors. Therefore, any Board Member who is absent for more than two official Board meetings in one year, and who has not contacted the President or the Secretary to be excused for reason of serious conflict which prohibits attendance shall be brought before the Board for nonperformance and a vote for removal from the Board.

Section 14: New Initiatives and Financial Policy Guidelines

No new cost-based initiatives will receive consideration without a revenue plan. While initiatives may break even, a plan must be provided to the board for consideration at least two weeks before the Board of Directors meeting at which action is sought, unless the board grants an exception. An annual report with current financials and record of appropriate tax filings for the past year, will be provided to all Board Members at least one week in advance of the annual meeting.

Section 15: Titled Directorships

In cases where a Board Member's responsibilities pertain to a specific area of expertise, the Board of Directors may vote to grant a modifier to the title of Board Member for their term of office. An example of this might be the Director of the Website or Director of Exhibition and Events. Specific responsibilities associated with a given title will be defined prior to the Board of Directors vote to grant said title.

ARTICLE III: OFFICERS

Section 1: Officer Positions

The Officers of the New Media Caucus shall be the President, the President-Elect (in years when a President-Elect has been elected), the Secretary, the Treasurer, the immediate Past President, and the Editor-in-Chief of *Media-N*. Each of these Officers shall be nominated and elected as hereinafter provided.

Section 2: Eligibility

Members of the Board of Directors who have been on the board for at least a year and who are in good standing, are eligible to be nominated and elected to Officer positions during which Board of Directors membership is retained at least as long as their term of office, and during which they are subject to the same dues and qualifications as Board Members. A 2/3 majority vote of the full Board of Directors is required to waive any aspect of these eligibility requirements; any individual waiver shall not constitute policy.

Section 3: Nominating Officers

At least two (2) months prior to the annual membership meeting, the President shall poll the Board of Directors for nominations for available Officer positions. Each nominee shall have indicated a willingness to stand for election and to serve if elected. Board Members will submit nominations to the Secretary, who will verify the eligibility and willingness to stand for election and serve if elected. Nominees will be duly screened upon receipt of a current biography and position statement by the Secretary.

Any Board Member may forward a nomination until one (1) month prior to the annual membership meeting, when nominations will be closed. All vetted nominations with associated biographies and position statements shall be submitted by the Secretary to the Board of Directors at least two (2) weeks prior to the annual membership meeting.

Section 4: Officer Election

Each Board Member shall be entitled to one vote for each Officer position to be elected. The candidate receiving a simple majority of the votes cast for that office shall be deemed elected. Voting will take place at the Regular Board Meeting held proximal with the Annual Membership Meeting. Any Board Member not present may submit their ballot to the Secretary electronically the day prior to the Regular Board Meeting. The ballots shall be counted by the Secretary and certified to the President who shall announce the results to the membership.

Section 5: Terms of Office

All new Officers shall assume their respective positions immediately following the close of the annual regular meeting of the membership, and shall continue in office until their successors are elected and qualified.

President

The President shall serve for a three (3) year term. The President may be re-elected for a second three (3) year term, which will extend their existing term. Any individual seeking nomination to this office beyond a second term is not permissible without a 2/3 majority vote of the full Board of Directors.

President-Elect

The President-Elect shall be elected for a one (1) year term, in the first year to serve as President-Elect and then will immediately move to the office of President for a full three

(3) year term.

Secretary and Treasurer

The Secretary and the Treasurer shall be elected for a two (2) year term in alternate years so as to result in staggered terms of office. Individuals may serve in these positions for multiple terms.

Immediate Past President

The Immediate Past President shall serve for one year, immediately following their term as president.

Chair of Media-N

The Chair of *Media-N* will be elected to a three (3) year term. Individuals may serve in this position for multiple terms.

Section 6: Duties of Officers

President

The President's duties include running all Board of Directors and Executive Committee meetings, leadership of the Caucus, overseeing its day to day affairs, call and moderating meetings, submitting calls for papers, function as the New Media Caucus spokesperson, and serving as liaison to the College Art Association national conference and other inter-organizational relations.

President-Elect

The President-Elect shall serve on committees and perform such other duties as delegated by the President. The President-Elect is expected to work closely with the President in preparation for assuming the President role at the conclusion of their year as President-Elect.

Secretary

The duties of Secretary shall be to keep records of all membership and Board of Director meetings and will perform such other duties as assigned by the Board of Directors or delegated by the President. The Secretary shall be a member and Chair of the Nominating Committee which coordinates Board of Director, and shall also coordinate Officer elections.

Treasurer

The duties of the Treasurer are to collect all dues and other accounts due to the Organization, and to deposit such funds in the name of the New Media Caucus in a financial institution approved by the Board of Directors, and will perform such other duties as assigned by the Board or delegated by the President. The Treasurer will keep accounts of the sources of all income and purposes of all expenditure, manage tax filing and provide a complete financial report at the annual membership meeting of the Caucus.

Immediate Past President

The immediate Past President will offer their experience and institutional memory to assist the President and officers in developing the organization. In consultation with the current President, the immediate Past President will develop outreach and fundraising opportunities while positively representing and promoting the mission of the New Media Caucus.

Chair of Media-N

The Chair of *Media-N* Editorial Board is responsible for the day-to-day operation of the *Media-N* journal. The Editorial Board is a Standing Committee of the New Media Caucus. A full description of the Chair's responsibilities can be found in the *Media-N* bylaws.

Section 7: Removal of Officers

Officers are Board Members and serve on the board on behalf of the New Media Caucus membership. Thus Officers may be removed from their Office and the Board by a 2/3 majority vote of a quorum of the full Board. Officers accept a standard of participation when accepting their office on the New Media Caucus Board of Directors. Therefore, any Officer who does not adequately perform the duties of their office may be brought before the Board for nonperformance and a vote for removal from the Board.

Section 8: Vacancies

Should an Officer position become vacant, the Board of Directors shall appoint a member who is willing to serve in that position until the next Board of Directors meeting when a special election will be called. Special elections will conform to the regular election process, and only differ in that they occur at an alternate meeting time.

ARTICLE IV: 2011 CONVERSION OF GOVERNANCE

Section 1: Board of Directors

Until their successors are duly elected and qualified, the Board of Directors of the Organization shall be as follows:

Board Members with three (3) year terms
Nadav Assor (term ends February 2018)
Victoria Bradbury (term ends February 2019)
Renate Ferro (term ends February 2018)
Mina Cheon (term ends February 2019)
Meredith Hoy (term ends February 2018)
Patrick Lichty (term ends February 2018)
Jessye McDowell (term ends February 2018)
Barbara Rauch (term ends February 2017)
Carlos Rosas (term ends February 2018)
Joshua Selman (term ends February 2017)
Daniel Temkin (term ends February 2018)
Stephanie Tripp (term ends February 2018)
Abigail Susik (term ends February 2019)
Doreen Maloney (term ends February 2017)
Darren Douglass-Floyd (term ends February 2017)

Section 2: Officers

Until their successors are duly elected and qualified by the Board of Directors, the officers of the Organization shall be as follows:

Vagner Whitehead, President (term ends February 2017)
Mat Rappaport, President Elect (term ends February 2017)
Rachel Clarke, Secretary (term ends February 2017)
Jim Jeffers, Treasurer (term ends February 2017)
Kevin Hamilton, Editor-in-Chief of Media-N Journal (term ends February 2019)
A. Bill Miller, Chair of Communications Committee (term ends February 2018)
Joyce Rudinsky, Chair of Exhibitions & Events Committee (term ends February 2018)

ARTICLE V: COMMITTEES

Section 1: Standing Committees

Standing Committees shall be: Executive Committee, Exhibitions and Events, Resource Development, Communications, and *Media-N* Editorial Board. Each Committee shall consist of at least three (3) members recommended by the President and approved by the Board of Directors. Unless specified in these Bylaws, the Chair of a Standing Committee shall be designated by the President and approved by the Board of Directors. The Chair of each Standing Committee shall provide reports of Committee activities at each meeting of

the Board of Directors, and shall submit a written report of Committee activities to the Board of Directors prior to the Annual Meeting of the Association. Unless otherwise specified in the Bylaws, terms of members shall be staggered over a three (3) year period. If a vacancy occurs, it shall be filled by appointment of the President or his/her designee. The chair or co- chair of each committee shall be a board member.

Section 2: Executive Committee

The Executive Committee shall handle the day-to-day activities of the Organization with a majority vote sufficient for action items. Members of the Executive Committee shall include the President, who will chair the Executive Committee, Secretary, Treasurer, President-Elect, immediate Past President, and Editor in Chief of *Media-N*. The Executive Committee may choose to elect one additional *ad hoc* member to lead special initiatives.

Section 3: Exhibitions and Events

The Chair of the Exhibitions and Events Committee must be a Board Member in good standing. This committee shall organize exhibitions and events in conjunction with conferences where New Media Caucus maintains a presence (e.g. the annual College Art Association Conference). In this regard, this committee is responsible for developing relationships with venues that can support our programming. Additionally, this committee will spearhead the development of exhibition, performance, and screening opportunities beyond conference affiliations, with the purpose of promoting the work of New Media Caucus members and advancing our mission. The Committee Chair is responsible for maintaining direct liaison on all its developments and initiatives with the President of the New Media Caucus, who is automatically a member of this committee.

Section 4: Resource Development

The Chair of the Resource Development Committee must be a Board Member in good standing. The purpose of this committee is to spearhead the creation of publicly accessible resources that support the discipline of New Media, and advance the mission of the Caucus. This includes, but is not limited to the creation of resources for the New Media Caucus website (e.g. New Media Bibliography, International Listing of Graduate Degree Programs with a New Media Focus, etc.) The Chair of this committee is responsible for maintaining direct liaison on all developments of this committee with the President of the New Media Caucus, who is automatically a member of this committee. The Director of the Website will also automatically be a member of this committee *unless there is no current Board Member in this titled position*.

Section 5: Communications

The Chair of the Communications Committee must be a Board Member in good standing. This committee shall utilize all appropriate means to acquaint the appropriate constituencies and the lay public with the role and importance of the New Media Caucus. The committee will assist with the vision and continued development of the New Media Caucus web site and social media initiatives. A Board Member shall be Chair and The Director of the Website will automatically be a member of this committee *unless there is no current Board Member in this titled position*.

Section 6: *Media-N* Editorial Board

The *Media-N* Editorial Board will consist of a maximum number of 25 members per the *Media-N* bylaws. The Officers of the Editorial Board shall consist of: the Editor-in-Chief, the Deputy Executive Editor, the President of the New Media Caucus, up to seven Associate Editors (rotating), two representatives of the Publications Subcommittee (such as the Web Director and the Print Publications Director), and the Former Editor-in-Chief. The terms of each *Media-N* specific Board Member are defined in the *Media-N* Bylaws Section III. The terms of New Media Caucus Officers who serve on the Editorial Board are set in Section III of this document. Other *Media-N* specific rules and procedures are documented in the *Media-N* bylaws.

Section 7: Other Standing Committees

When the Board of Directors creates a Standing Committee, it shall state the purposes and

the responsibilities of the committee for inclusion in the Minutes of the Organization. The Board shall initiate an Amendment to revise the Bylaws, to be voted upon at the subsequent meeting, to include such a committee. The Chair, term, and initial members of the committee shall be recommended by the President and approved by the Board.

Section 8: Special or Ad Hoc Committee

When a Special or *ad hoc* Committee is created by the Board, the President shall appoint a Chair and members of the Committee to carry out the purpose for which it was created and a termination time for the *ad hoc* Committee.

ARTICLE VI: FISCAL YEAR

Section 1: Fiscal Year

The fiscal year of the Organization shall be from January 1 to December 31.

ARTICLE VII: AMENDMENT OF THE BYLAWS

Section 1: Proposal of Amendments

Amendments to these Bylaws may be initiated by the Board of Directors for the purpose of recommending amendments to the Bylaws, or by a petition signed by twenty percent (20%) of the membership directed to the Board of Directors setting forth the proposed amendment.

Section 2: Adoption of Amendments to the Bylaws

An amendment initiated as herein provided may be adopted by a majority vote of the Board of Directors acting on behalf of the membership.