

Illini Media Company Charter Provisions and Bylaws

Charter Provisions

(1) Name

The name of this organization is the Illini Media Company.

(2) Purpose

The purpose of this organization is to publish and distribute student publications, to broadcast programming over an FCC-allocated frequency and to educate University of Illinois at Urbana-Champaign students in the field of mass communications, subject to the general authority of the Chancellor of the University of Illinois at Urbana-Champaign.

(3) Composition

The Company will consist of a Board of Directors of 14 persons: Four of the members will be from the University of Illinois at Urbana-Champaign faculty; one member from the University of Illinois faculty or staff; one member at-large (may be from the University or from the general public); two members who are alumni of the College of Media or staff members of The Daily Illini, WPGU, The Illio, or Technograph when they were enrolled students at the U of I at Urbana-Champaign. One or both of the alumni members may be remote from the campus. The remaining six members will be students of the U of I at Urbana-Champaign. All members of the Board of Directors (hereafter referred to as Board) will be selected in accordance with the Bylaws. No profit will accrue to any person by virtue of membership on the Board or in the Company.

Bylaws

Article I - Management

The management of the Company will be vested in a Board of Directors, which will consist of the members of the Company who will receive no salary as members of the Company or as members of the Board.

Article II - Fiscal Year and Meetings

Section 1. *Fiscal Year.*

The fiscal year of the Company will end July 31.

Section 2. *Annual Meeting of the Company.*

The annual meeting of the Company will be held during the summer semester will be held as the last meeting of the fiscal year?}Special meetings of the Company may be called by the president of the Company or any three members.

Section 3. *Meetings of the Board.*

Meetings of the Board may be called by any three members.

Subsection I. Quorum. A simple majority of members of the Board in good standing will constitute a quorum. A quorum shall be determined by the number of directors present for the meeting, including those present but ineligible to vote due to a conflict of interest. In the case where a quorum is lacking and an emergency situation necessitates a vote by a certain deadline, the president of the board may use electronic mail or text to collect votes for scheduled agenda items; such votes will be properly recorded when tallied.

Subsection II. Voting Rights. Any person holding that a vote of a Board member would constitute a conflict of interest may challenge that member's vote, and a simple majority of Board members present will deny the member a vote on the question.

Subsection III. Board Action. A simple majority of Board members present and eligible to vote at a duly constituted meeting is sufficient to carry a motion. In case of a tie vote the question will be defeated. A member's vote is declared ineligible when either voluntarily or involuntarily withdrawn for a conflict of interest

Subsection IV. Attendance and Executive Session. All meetings of the Board are open to Illini Media Company staff, board-appointed personnel and guests invited by at least three members of the board in good standing. All Board-appointed personnel are expected to attend. Members of the Board may attend meetings remotely by secure video conferencing, including Zoom. The Board reserves the right to meet in closed executive session for confidential deliberation on matters of pending or likely litigation or personnel issues.

Subsection V. Parliamentary Authority. In the absence of any bylaw to the contrary, the practices described in the latest edition of Robert's Rules of Order Newly Revised will apply at all meetings of the Board.

Article III - Election of Members

Section 1. Method of Election of Student Members

Student members will be elected to the Board of Directors by the Board. Unless otherwise prescribed by the Board, three students will be elected annually for a term of two years. The student members will be University of Illinois students in good standing. The ideal student board contingent is a mix of undergraduate and graduate students. They will petition and be interviewed by the Board. Elections will be held in the spring semester each year, and those elected will take office at the next board meeting following the election.

Section 2. Qualifications of Student Members

All candidates must testify to their availability for the prospective two-year term. The general rules of eligibility for student board members shall be the minimum established by the University to designate any person as a student in good standing at the Urbana-Champaign campus.

Section 3. Method of Election of Faculty, Faculty-or-Staff and At-Large Members

Faculty, Faculty-or-Staff and At-Large and Alumni members will be elected by the board. They will be elected for four-year renewable terms, with one term expiring each year. Candidates will be interviewed in the spring semester and those elected will take office at the next board meeting following the election. Renewal of terms will be decided upon by vote of the board members in good standing who are not up for renewal. This vote will be in the spring semester when the member's term is to expire.

Section 4. Vacancies

Vacancies on the Board will be filled immediately in the same manner as specified in Sections 1 and 3. The new member will fill the unexpired term of the member being replaced. The Board may choose not to hold a special election if less than one semester remains in the vacated term. All Board members, except those no longer eligible to serve under these Bylaws, continue to serve until they are replaced.

Section 5. Conflict of Interest, Conflict of Commitment, Breach of Confidentiality

A Board member will not derive financial benefit, either directly or indirectly, by virtue of information acquired or action contemplated or taken by the Board. A Board member will not use Board membership to advance his or her unrelated personal or professional interests. Board members will not participate in criminal or professionally unethical activity. A Board member will not violate confidential relationships created and maintained outside the Company in the course of Board proceedings. Board members will keep the business of the board confidential. A conflict of interest and/or confidentiality and/or breach of confidentiality may constitute grounds for removal.

Subsection I. Specific Conflict of Interest. A Board member whose interests conflict with the interests of the Company in a specific matter will abstain from observing, discussing and voting on the matter in Board proceedings. A Board member whose interests frequently conflict with the interests of the Company will resign.

Subsection II. Conflict of Commitment. Board members are expected to attend all meetings of the board. If a Board member misses two consecutive meetings they will be found to be "Not In Good Standing." Members Not In Good Standing may be ineligible to vote in board meetings at the discretion of a simple majority of the board members in good standing. A Board member who frequently misses board meetings will resign.

Subsection III. Challenging a Conflict of Interest and/or Commitment and/or Breach of Confidentiality. Any Board member or any Board-appointed employee of the Company may challenge a Board member and call for a vote to require the challenged Board member to abstain from proceedings in which the challenged Board member has an alleged conflict(s) of interest and/or commitment and/or alleged breach of confidentiality. Challenged Board members have the right to defend themselves against the allegations. A board member must abstain from the proceedings if a majority of the Board deems that conflict(s) of interest and/or commitment and/or breach(es) of confidentiality exists.

Article IV - Duties of the Board**Section 1. General**

The Board will have general supervision over the business of the Company and will adopt rules and regulations for the control of the publications, broadcast and online operations under its direction.

Section 2. Appointment of Student Employees

The Board will appoint the editor of The Daily Illini; the editor of the Buzz; the editor of The Illio; the program director of WPGU; the sales managers for all units and such other officers and employees as the Board may determine. No Board-appointed employee will be discharged without prior notice of specific charges, nor without a hearing by the full Board.

Subsection I. *Conflict(s) of Interest and/or commitment and/or breach of confidentiality.* Student employees will not use their positions to advance unrelated personal or financial interests. Student employees will not participate in criminal or professionally unethical activity. Conflict(s) of interest and/or commitment and/or breach of confidentiality may constitute grounds for removal.

Section 3. *Appointment of Non-student Employees*

The general managers may employ non-students for positions students are unable to fill after first receiving Board permission for the creation of such positions.

Subsection I. *Conflict(s) of Interest and/or commitment and/or breach of confidentiality.* Non-student employees will not use their positions to advance unrelated personal or financial interests. Non-student employees will not participate in criminal or professionally unethical activity. Conflict(s) of interest and/or commitment and/or breach of confidentiality may constitute grounds for removal.

Section 4. *Supervision of Publications and Broadcast Operations*

The Board will supervise the management of the publications and broadcast operation. With regard to the broadcast operations, consistent with Federal Communications Commission policy, the Board will exercise full authority over the operation of the station while at the same time maintaining an environment to the extent possible that will be conducive to the development of good judgment, creativity and responsibility in the editorial matters of the staff. The staffs will be free of censorship.

Section 5. *Rate Approval*

The Board will approve the scale of advertising and subscription rates of all publications and broadcast operations.

Section 6. *Finances*

The Board will select the depository bank or banks for the Illini Media Company and for its publications, broadcast and online operations, and will have power to borrow money on short-term notes (secured or unsecured) and to invest excess funds.

Section 7. *Copyrights*

The Board will procure copyrights of such material as may be desirable. Ownership is to be vested in the Company. The Board will have sole right to reissue or republish the contents of any publications or broadcasts.

Section 8. *Restriction of Advertising*

The Board will have the power to restrict the type of advertising material to be accepted for publication or broadcast.

Section 9. *Audit*

The Board will arrange for a general audit of the accounts of the Company and its publications at least once a year. The audit will be conducted by an independent public accountant.

Section 10. *Indemnification of the Board*

The Board may indemnify any officer or director who is a party, or is threatened to be made a party to any threatened or pending action, suit or proceeding whether civil, criminal, administrative or investigative, other than an action by or in the right of this corporation, by reason of the fact that he or she is or was an officer or director of this corporation, if such person acted in good faith and in a

manner he or she reasonably believed to be in, or not opposed to, the best interest of the corporation.

Whether such person acted in the described manner shall be determined on a case by case basis: (1) by the Board of Directors by a majority vote of a quorum consisting of the directors who are not parties to the action, or (2) if such a quorum is not obtainable, e.g., if a majority of the directors are parties Defendant, then by a written opinion of independent legal counsel who has not served as legal counsel for the Board or individual members of the Board.

No indemnification is permitted in a suit brought by the corporation against an officer or director claiming negligence or misconduct in the performance of his or her duties to the corporation unless a court determines such indemnification would be appropriate.

Article V - Officers and Duties

Section 1. *Officers of the Company*

The officers of the Company will be a president, vice president, general manager (publisher of The Daily Illini, The Illio, Buzz, the217.com and The Illinois Technograph and broadcast general manager of WPGU), secretary, and such other positions as the Board may determine. The president, vice president and secretary will be elected by and from members of the Company at its annual meeting and will hold office for one year. There will be no limit on the number of terms an officer can hold an office.

Section 2. *Officers of the Board*

The officers of the Board will be the president, vice president and secretary of the Company. The general manager of the Company is not eligible for membership on the Board, but will attend Board meetings.

Section 3. *Salaries*

The general manager will receive such salary and other compensation as the Board may determine. No other officer of the Company or member of the Board will receive a salary.

Section 4. *Duties*

The duties of the officers will be those usually pertaining to their respective offices.

Subsection I. *The President.* The president of the Company will be the custodian of the funds and securities of the Company and of the publications and broadcast operation. The president will be responsible for operations, including internal and external relationships of the Company, making such official reports as may be required by the laws of the state and regulations of the University and the Federal Communications Commission. The president will appoint committees and preside at monthly board meetings. The president will preside at the annual meeting of the Company. The president will be any faculty, staff, alumni or community member of the Board.

Subsection II. *The Vice President.* The vice president will perform the duties of the president in the event of the absence or incapacitation of the president. The vice president will be a student, faculty, staff, alum or community member of the Board.

Subsection III. *The General Manager.* The general manager will be the custodian of the physical property and the books of the Company and of all the media units. The general manager will

represent the Company in all routine dealings with employees, business concerns and student managers of the publications and broadcast operations under the direction of the Illini Media Company and will render to the Board such reports as the Board deems necessary.

Section 5. *Bonding of the Officers*

The president, vice president and general managers will each be required to furnish at the expense of the Company a surety bond in such sum as will be determined by the Board.

Article VI - Qualifications of Students for Staff Positions

Section 1. *General Eligibility Rules*

The general rules of eligibility for staff positions in all media units under the direction of The Illini Media Company shall be the minimum established by the University to designate any person as a student in good standing at the Urbana-Champaign campus.

Section 2. *Conflict(s) of Interest and/or Commitment and/or Breaches of Confidentiality*

Subsection I. *Staff Members.* Staff will not use their positions to advance unrelated personal or financial interests. Staff will not participate in criminal or professionally unethical activity. Conflict(s) of interest and/or commitment and/or breaches of confidentiality may constitute grounds for removal.

Subsection II. *Competing Media.* Staff members are barred from broadcasting or publishing for any other local media competing with the Illini Media Company, if that work could materially hurt the Illini Media company; any determination of material harm and exception must be approved by the respective student manager.

Article VII - The Daily Illini

Section 1. *Name*

The student paper at the University of Illinois at Urbana-Champaign will be known as The Daily Illini and will be published as directed by the Board

Section 2. *Student Staffs*

The student staffs of The Daily Illini will consist of such positions and perform such duties as the general manager may determine.

Subsection I. *Tenure.* Unless otherwise directed by the Board, the student staffs will assume office after spring break and will relinquish it at the same time the following year.

Subsection II. *Salaries.* The salaries of staff members of The Daily Illini will be approved by the Board.

Section 3. *Associated Press Representative*

The general manager, as publisher of The Daily Illini, will be the Associated Press representative of the Illini Media Company.

Article VIII - Illio

Section 1. Name

The yearbook at the University of Illinois at Urbana-Champaign will be known as The Illio and will be published annually by the Illini Media Company.

Section 2. Student Staffs

The student staffs of the Illio will consist of such positions and perform such duties as the general manager may determine.

Subsection I. Tenure. Unless otherwise directed by the Board, the student managers will assume responsibility for their book after spring break and will relinquish it the following year upon successful completion of the book.

Subsection II. Salaries. The salaries of staff members of The Illio will be approved by the Board.

Article IX - WPGU

Section 1. Name

The student radio station at the University of Illinois at Urbana-Champaign will be known as WPGU.

Section 2. Broadcasting Operations Staff

The staff of the stations will consist of such positions and perform such duties as the general manager may determine.

Subsection I. Tenure. Unless otherwise directed by the Board, the student staff will assume office after spring break and will relinquish it at the same time the following year.

Subsection II Salaries. The salaries of staff members of WPGU will be approved by the Board

Section 3. Federal Communications Commission Representative

The Board, as license holder for WPGU, will be responsible to the Federal Communications Commission for the broadcasting operations of WPGU. The general manager will assist the Board in meeting FCC requirements.

Article X - Amendments

These Bylaws may be amended at any duly constituted meeting of the Board by a simple majority vote of the Board, provided the amendment has been proposed at a Board meeting at least two weeks previous, and written notice has been conspicuously posted at all Company offices.

(end)

Revised and approved by the Illini Media Company Board of Directors April 29, 2021. Changes to Charter Provision (3); Article II, Section 3, Subsection IV; Article III, Section 3; Article IV, Section 2; Article V, Section 4, Subsections I and II; Article VII, Section 1; eliminate old Article X and XI, and miscellaneous typos and grammar edits..

Revised and approved by the Illini Media Company Board of Directors, April 18, 2013. Revised and approved by the Illini Media Company Board of Directors, April 29, 2010. Revised and approved by the Illini Media Company Board of Directors, September 25, 2008.