

BYLAWS
OF
ASSOCIATION FOR COMMUNICATION ADMINISTRATION, INC.

ARTICLE I
NAME

The name of this District of Columbia non-profit corporation is the Association for Communication Administration, Inc. It is hereinafter referred to in these Bylaws as the Corporation.

ARTICLE II
MEMBERS

1. The Corporation shall have two classes of members:

(a) Individual Members. Any person interested in furthering the communication discipline and the principles of education administration shall be eligible for Individual membership in the Corporation upon payment of the dues prescribed in these Bylaws. Individual members shall have the right to vote for the Directors of the Corporation.

(b) Institutional Members. Any academic unit, department, or program of an educational organization interested in advancing the communication discipline and the principles of education administration shall be eligible for Institutional membership in the Corporation upon payment of the dues prescribed in these Bylaws. Institutional members shall have no voting rights.

The Board of Directors may revise the membership classes or establish other such classes and criteria of membership as it deems appropriate, including assigning voting rights, imposing fees, dues and fines and the manner of suspension, termination, or reinstatement of membership.

2. Applications. Any individual or institution desiring to become a member of the Corporation shall apply to do so, on forms to be approved and supplied by the Corporation for that purpose. Applications shall be accompanied by the dues required for the first year of membership, as established by the Board of Directors under the authority of section 3 of this Article, with exceptions as approved by the Board.

3. Dues. The Board of Directors shall establish, and may change from time to time, the amount of dues required to be paid by Individual and Institutional Members, and any other class of membership that the Board may establish. Dues shall be payable as of the date invoiced, or otherwise as determined by the Board of Directors on a case-by-case basis.

4. Meetings.

(a) An annual meeting of the members shall be held at a time and place, in-person or via

telephone conference or web conference, as designated by the Board of Directors.

(b) Special meetings of the members shall be held upon the call of the President, Secretary, or a majority of the members, at the time and place stated in the notice. Special meetings of the members may be held in-person or via telephone conference or web conference, as designated by the Board of Directors.

(c) Notice. Written or electronic notice of meetings of the membership shall be delivered in such manner and at such time as may reasonably permit attendance at such meeting, but in any event not less than 30 days before the date of the meeting. Such notice shall state the place, day, and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called.

(d) Quorum. At all meetings of the members, ten percent (10%) of the Corporation's members shall be necessary and sufficient to constitute a quorum, and the vote of a majority of the members present at a meeting at which a quorum is present shall be the act of the members.

(e) Action by ballot. Any action that may be taken at any annual, regular, or special meeting of the members may be taken without a meeting if the Corporation delivers a ballot to every member entitled to vote on the matter. Ballots may be delivered and returned electronically.

ARTICLE III **BOARD OF DIRECTORS**

1. General Powers. The property, affairs, and business of the Corporation shall be managed and controlled by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by statute or by the Articles of Incorporation or these Bylaws. The Board of Directors may by general resolution delegate to officers of the Corporation and to committees such powers as provided for in these Bylaws.

2. Number. The number of Directors shall be seven (7), or such other number as shall be decided by a majority vote of the Directors from time to time, so long as that number shall not be less than three (3).

3. Election and Term. Except for the journal editor, directors shall be elected by a majority of the members of the Corporation entitled to vote. Each director shall be elected for a three-year term. Terms and elections of Board members will be staggered such that in any given year, approximately one-third of the Board's membership is up for election. The journal editor will be appointed by a majority vote of the Board of Directors and shall serve as a voting Director for a three-year term. Directors may succeed themselves in office. Elections shall take place in July prior to the Annual Meeting. The Board of Directors by resolution adopted by a majority of the Directors in office may revise and adopt new procedures for the nomination and election of the directors.

4. Resignation. Any Director may resign at any time by giving written notice to the

President or the Secretary. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or Board of Directors.

5. Removal. The vote of a majority of the members entitled to vote for the Directors or the vote of a majority of the Directors shall be required to remove a Director from office prior to the expiration of the term for which that Director has been elected. The journal editor shall be removed only by the vote of a majority of the Directors.

6. Vacancies. Vacancies among the Directors, whether caused by resignation, death, removal, or expiration of a term, may be filled by the affirmative vote of a majority of the then members of the Board of Directors, although less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office until his/her successor is elected and qualified or his/her earlier resignation or removal.

7. Meetings. (a) The Board of Directors shall provide by resolution the date, time and place, whether within or without the District of Columbia for the holding of the annual meeting of the Board, and any other regular meetings of the Board.

(b) Special meetings of the Board of Directors may be called by the President or by a majority of the voting Directors then in office, who may fix any place for holding any special meeting.

8. Quorum. The presence in person of a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

9. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

10. Action Without Meeting. Any action required by law, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors, and such written consent is filed with the minutes of proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote.

11. Telephone Meetings. Directors may attend a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

12. Compensation. Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors expenses of attendance may be allowed for attendance at each regular or special meeting of the Board; however, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

ARTICLE IV **OFFICERS**

1. Officers. The officers of the Corporation shall be a President, President-elect, Immediate Past President, Treasurer and such other officers as may be elected in accordance with other provisions of this Article. The Board of Directors may elect such other officers as it shall deem desirable, and such officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors.

2. Selection. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board and shall serve for one year, and thereafter until his/her successor shall have been chosen and qualified or until his/her death, resignation, or removal. If the election of these officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors.

3. Removal. Any officer, except the President, elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. The President shall be removed only upon a two-thirds vote of the Directors.

4. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5. President. The President of the Board shall preside at all meetings of the Board of Directors and perform all other duties incident to the office of President and as from time to time may be assigned by the Board of Directors. The President may authorize and approve expenditures and take such other steps he or she shall deem necessary to advance the purposes of the Corporation, provided such steps do not exceed the scope of authority granted him by the Board of Directors.

6. President-elect. The President-elect shall assist the President and shall perform such duties as may be assigned by the President or the Board of Directors. The President-elect shall succeed to the office of the President.

7. Treasurer. The Treasurer shall be responsible for the administration and oversight of the Corporation's financial records, initiation of an annual audit, compliance with statutory reporting requirements and tax returns, and shall perform such duties as may be assigned by the President or the Board of Directors.

8. Immediate Past President. The Immediate Past President shall assist the President and shall perform such duties as may be assigned by the President or the Board of Directors.

9. Compensation. Any officer of the Corporation is authorized to receive reasonable compensation for services rendered, when authorized by the Board of Directors pursuant to its compensation policy or Conflict of Interest policy.

ARTICLE V **COMMITTEES**

1. Authority. (a) The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of its members, each of which shall consist of one or more persons, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation except as restricted by D.C. Nonprofit Corporation Law or the Articles of Incorporation. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him by law.

(b) Other advisory committees, task forces, or working groups not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by resolution adopted by a majority of the Directors at a meeting at which a quorum is present, or by the President as authorized by a like resolution of the Board. Membership on such committee, task force or working group need not be limited to Directors.

2. Executive Committee. The Executive Committee shall be comprised of the President, President-elect, Immediate Past President, and such other directors as the Board of Directors shall determine. The Executive Committee shall have the power to act for the Board of Directors between meetings unless otherwise restricted by the Board of Directors.

3. Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VI **CONTRACTS AND CHECKS**

1. Contracts. The Board of Directors may authorize any officer or officers, agent, or agents of the Corporation in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

2. Checks. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent, or agents of the Corporation and in such manner as shall from time to time be

determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President or the Executive Director.

ARTICLE VII
BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

ARTICLE IX
INDEMNIFICATION

To the fullest extent permitted under law, the Corporation may indemnify any person made, or threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or intestate, is or was a Director, officer, employee, or agent of the Corporation, against all expenses (including attorneys' fees), judgments, fines, and amounts paid or to be paid in settlement incurred in connection with such action, suit, or proceeding.

ARTICLE X
AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any meeting of the Board of Directors, duly called and at which a quorum is present.

Adopted by the Board of Directors on _____, 2012.