

FULL TEXT OF PROPOSED BYLAWS

National Communication Association

ARTICLE I: NAME AND PURPOSE

Section 1. Name. The name of this corporation shall be “National Communication Association” (hereinafter, “NCA” or “the Association”).

Section 2. Purpose.

- A.** The National Communication Association advances communication as the discipline that studies all forms, modes, media and consequences of communication through humanistic, social scientific and aesthetic inquiry. NCA serves the scholars, teachers, and practitioners who are its members by enabling and supporting their interests in research, teaching, and practice. Dedicated to fostering and promoting free, inclusive and ethical communication, NCA promotes the widespread appreciation of the importance of communication in public and private life, the application of competent communication to improve the quality and diversity of human life and relationships, and the use of knowledge about communication to solve human problems.
- B.** NCA has the goal of fostering and promoting a diverse and inclusive organization.
- C.** NCA is organized exclusively for charitable, educational and scientific purposes within the meaning of the Internal Revenue Code (IRC) Section 501(c)(3), as amended (or corresponding provisions of any subsequent federal tax laws).
- D.** No part of the net earnings of NCA shall inure to the benefit of, or be distributable to, its members, Directors, Officers, employees, or other private persons, except that NCA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of IRC Section 501(c)(3) purposes.

ARTICLE II: MEMBERSHIP

Section 1. Membership Categories. NCA shall have the following individual membership categories: Retired, Student, Life, and Regular. In addition, NCA shall have the following group membership category: Department/Program.

- A.** Retired membership is open to any person interested in the Association’s purpose who has been a member of the Association for at least twenty-five years and is no longer working full time.
- B.** Student membership is open to any person interested in the Association’s purpose who is currently enrolled for higher education credit and does not have a terminal degree.
- C.** Life membership is open to any person interested in the Association’s purpose who does not fit into the categories of Retired or Student membership.
- D.** Regular membership is open to any person interested in the Association’s purpose who does not fit into the categories of Retired or Student membership.
- E.** Department/Program membership is open to any department or program at an institution of higher education with an interest in the Association’s purpose.

Section 2. Admission to Membership. Any individual or group that meets the qualifications of a membership category specified in Section 1 may be admitted to membership in accordance with policies and procedures established by the Executive Committee of the Legislative Assembly.

Section 3. Rights and Responsibilities.

- A. An individual member shall have the right to vote and hold elected or appointed office as specifically provided in these Bylaws. All individuals serving in leadership positions including, but not limited to, Officers, Directors, or members of any committee shall be required to hold membership in the Association.
- B. In order to maintain membership status, an individual or group member shall pay annual dues by the member's renewal date. Dues for each membership category shall be established by the Legislative Assembly.
- C. Privileges and responsibilities of each membership category shall be established by the Executive Committee of the Legislative Assembly.

ARTICLE III: LEGISLATIVE ASSEMBLY

Section 1. Members. The Legislative Assembly shall consist of the following representatives, which representatives are sometimes referred to in these Bylaws as "Directors":

- A. President.
- B. First Vice President.
- C. Second Vice President.
- D. Immediate Past President.
- E. Second Vice President Elect.
- F. Executive Director (non-voting).
- G. Members of the Finance Committee.
- H. Publications Council Chair.
- I. Research Council Chair.
- J. Teaching and Learning Council Chair.
- K. Diversity Council Chair.
- L. A number of representatives from each Interest Group, determined in accordance with Section 2(G) below.
- M. Editor of each official Journal of the Association.
- N. Nine At-Large Directors.
- O. Six Directors appointed by the Legislative Assembly according to appointment procedures adopted by the Legislative Assembly; selection to recognize emerging interests and critical problems and to achieve a balanced representation of teaching levels, ethnic and minority group interests, sex, age, and academic status.
- P. Three Directors from each of the four regional communication associations (Central States Communication Association, Eastern Communication Association, Southern States Communication Association, and Western States Communication Association).
- Q. National States Advisory Council representative.
- R. Association of Communication Administration Executive Committee representative.

Section 2. Election and Terms.

- A.** The President shall, after a one-year term, succeed to the office of Immediate Past President. The Immediate Past President shall serve for a term of one year.
- B.** The First Vice President shall, after a one-year term, succeed to the office of President.
- C.** The Second Vice President shall, after a one-year term, succeed to the office of First Vice President.
- D.** The Second Vice President-Elect shall be elected by plurality vote of individual members and shall become the Second Vice President when the current Second Vice President succeeds to the office of First Vice President. A quorum shall consist of 1/20th of the individual membership. The ballot for the Second Vice President election shall be developed by the Nominating Committee.
- E.** The Finance Directors shall be elected by the Legislative Assembly for a term of three years. Terms of the Finance Directors are staggered and one Finance Director shall be elected each year. The Committee on Committees will provide a slate to the Legislative Assembly for approval after consultation with the Finance Committee. The Finance Committee Chair shall be the Finance Director serving the third year of the three year term.
- F.** The Chairs of the Publications Council, Research Council, Teaching and Learning Council, and Diversity Council shall each be elected by the Legislative Assembly for a term of three years. The Committee on Committees will provide a slate to the Legislative Assembly for approval.
- G.** The representatives from each Interest Group, the number of which representatives shall be determined according to clauses (a) through (e) below depending on the size of the Interest Group, shall be appointed to the Legislative Assembly by that Interest Group for terms of one year.
 - a. Divisions and Sections with fewer than 500 members have 2 representatives.
 - b. Divisions and Sections with 500-999 members have 3 representatives.
 - c. Divisions and Sections with 1,000-1,499 members have 4 representatives.
 - d. Divisions and Sections with 1,500 or more members have 5 representatives.
 - e. Each Caucus has one representative.
- H.** The Editors of the official Journals of the Association shall each be elected by the Legislative Assembly for a term of three years. The Publications Council will provide a slate to the Legislative Assembly for approval.
- I.** The At-Large representatives on the Legislative Assembly shall be elected by plurality vote of individual members of the Association for a term of three years. A quorum shall consist of 1/20th of the individual membership. Three (3) of these At-Large representatives shall be elected each year. The ballot for the at-large representatives on the Legislative Assembly election shall be developed by the Nominating Committee. No member shall be eligible to serve two consecutive full terms as an At-Large representative.
- J.** The six individual representatives appointed by the Legislative Assembly shall serve staggered terms of three years, such that two of these representatives shall be appointed each year.
- K.** The representatives from the four regional associations, the National States Advisory Council representative, and the Association of Communication Administration Executive

Committee representative shall each be appointed to the Legislative Assembly by their respective association or council for terms of three years.

Section 3. Duties. The Legislative Assembly shall exercise fiduciary responsibility over the affairs of NCA and is responsible for the overall strategic direction and policymaking of the Association.

Section 4. Meetings.

- A. The Legislative Assembly shall meet at least annually at or around the national convention.
- B. The agenda shall be determined by the President in consultation with the Executive Director. The Legislative Assembly will approve the agenda at the start of the meeting.
- C. The President shall preside at meetings.
- D. A quorum shall consist of a majority of the members of the Legislative Assembly.
- E. The Legislative Assembly may hold meetings using telephone or electronic means that allow participants to actively deliberate with each other. The Legislative Assembly may also take action by written consent of the majority of the Legislative Assembly, including using email.
- F. Legislative Assembly meetings shall be open to all NCA members.

Section 5. Vacancies.

- A. A vacancy in the office of President, First Vice President, Second Vice President, or Second Vice President Elect shall be filled for the balance of the term in which the vacancy occurred by appointment of the Executive Committee of the Legislative Assembly. The person so appointed to fill such vacancy, after the conclusion of that term, shall not automatically succeed to subsequent office as set forth in Section 2(A), (B) and (C), respectively. Rather, such subsequent office shall be filled by member vote, following the same procedures as set forth in Section 2(D) for the Second Vice President election.
- B. A vacancy in the office of Immediate Past President may be filled by appointment of the Officers from the pool of past Presidents of the Association.
- C. Vacancies among the nine at-large and six appointed representative positions (described above in Section 1(A)(n) and (o), respectively) may be filled by appointment of the Executive Committee of the Legislative Assembly. Members selected to fill these vacant positions shall complete the balance of the calendar year in which the position became vacant. The position will then be filled for the remainder of the term, if any, following the process described in Section 2 above usually used to fill the position.
- D. Vacancies among the representatives of Interest Groups, the four regional associations, the National States Advisory Council and the Association of Communication Administration Executive Committee may be filled in the same manner as the original representative was appointed.

Section 6. Committees

- A. **Executive Committee of the Legislative Assembly.** The Executive Committee shall consist of the following members: President, First Vice President, Second Vice President, Immediate Past President, three Finance Committee Members, Publications Council

Chair, Research Council Chair, Teaching and Learning Council Chair, Diversity Council Chair, and Executive Director (non-voting). The Executive Committee shall administer the policies of the Legislative Assembly and shall, between annual meetings of the Assembly, serve as the chief administrative authority of the Association. The Executive Committee shall have authority to set association fees other than membership dues and to establish standing rules and procedures to govern the conduct of elections. The Executive Committee shall meet regularly. The agenda of meetings shall be determined by the President in consultation with the Executive Director. The Executive Committee may hold meetings using telephone or electronic means that allow participants to actively deliberate with each other. The Executive Committee may also take action by written consent of 2/3 of the Executive Committee, including using email.

- B. Finance Committee.** The Finance Committee shall consist of the Finance Committee Chair and the two other Finance Directors. The Finance Committee is responsible for providing guidance and information to the Legislative Assembly on the financial affairs of the Association, and shall have such other responsibilities as are established from time to time by the Legislative Assembly or Executive Committee of the Legislative Assembly. The Finance Committee shall meet regularly. The agenda of meetings shall be determined by the Finance Committee Chair in consultation with the Executive Director. The Finance Committee may hold meetings using telephone or electronic means that allow participants to actively deliberate with each other. The Finance Committee may also take action by written consent of 2/3 of the Finance Committee, including using email.

ARTICLE IV: OFFICERS

Section 1. Officers. The Officers of the Association shall be the President, First Vice President, Second Vice President, Immediate Past President, Treasurer, and Secretary. The President, First Vice President, Second Vice President, and Immediate Past President shall be elected and assume such offices in the manner set forth in Article 3. The office of Treasurer shall be held by the Finance Committee Chair and the office of Secretary shall be held without vote by the Executive Director.

Section 2. Duties.

- A. President.** The President shall preside at all meetings of the Legislative Assembly and the Executive Committee of the Legislative Assembly and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Legislative Assembly.
- B. First Vice President.** The First Vice President shall perform the duties of the President during such time as the President is unable or unwilling to perform the same, shall be in charge of the planning of the program for the annual convention, and shall perform such other duties as may be assigned by the President or by the Legislative Assembly.
- C. Second Vice President.** The Second Vice President shall perform the duties of the First Vice President during such time as the First Vice President is unable or unwilling to perform the same, and shall perform such other duties as may be assigned by the President or by the Legislative Assembly.

- D. Immediate Past President.** The Immediate Past President shall perform such duties as may be assigned by the President or by the Legislative Assembly.
- E. Treasurer.** The Treasurer shall perform all duties incident to the office of Treasurer and shall perform such other duties as may be assigned by the President or Legislative Assembly.
- F. Secretary.** The Secretary shall perform all duties incident to the office of Secretary and shall perform such other duties as may be assigned by the President or Legislative Assembly.

ARTICLE V: STANDING COMMITTEES

Section 1. Committee on Committees.

- A. Members.** The Committee on Committees shall consist of the following members: Immediate Past President, President, First Vice President, Second Vice President, four At-Large representatives appointed by the Legislative Assembly from among the current members of the Legislative Assembly, four At-Large members elected by vote of the individual membership of NCA, and Executive Director (non-voting). The At-Large representatives appointed by the Legislative Assembly and the At-Large representatives elected by the individual NCA membership shall serve staggered two year terms, with two representatives appointed by the Legislative Assembly and two representatives elected by the individual membership of NCA each year. The Immediate Past President shall serve as Chair of the Committee.
- B. Duties.** The Committee on Committees shall develop a slate of candidates for the following positions, such slate subject to election by the Legislative Assembly: Finance Committee member; Chairs and members of the Publications Council, Research Council, Teaching and Learning Council, Resolutions Committee, and Convention Committee; Chair of the Diversity Council; Nominating Committee at-large member and Nominating Committee Chair; and members of award selection committees unless otherwise specifically provided in applicable award agreements. In addition, the Committee on Committees shall develop a slate of candidates for four Nominating Committee at-large members, such candidates subject to election by the NCA membership.

Section 2. Nominating Committee.

- A. Members.** The Nominating Committee shall consist of the following members, each of whom shall serve one year terms:
 - a. The Chair of the Nominating Committee, who shall be elected by the Legislative Assembly from the candidates selected by the Committee on Committees, as set forth in Section 1(B) above.
 - b. One representative chosen by each Interest Group.
 - c. The Diversity Council Chair.
 - d. One representative from each of the four regional associations represented on the Legislative Assembly, chosen by each regional association.
 - e. Four at-large members elected by the full voting NCA membership from the slate of candidates developed by the Committee on Committees, as set forth in Section 1(B) above.

- f. One at-large member elected by the Legislative Assembly from the candidates selected by the Committee on Committees, as set forth in Section 1(B) above.
- B. Duties. Each year, the Nominating Committee shall prepare a ballot for the election of the Second Vice President, three at-large members of the Legislative Assembly, and two at-large members of the Committee on Committees to be elected by the full voting NCA membership.

Section 3. Publications Council.

- A. Members. The Publications Council shall consist of a Chair and six members elected by the Legislative Assembly from a slate of candidates developed by the Committee on Committees. The Committee on Committees will consult with the Publications Council during the selection process. The Publications Council Chair and Council members shall serve for a term of three years. Terms of the members of the Publications Council shall be staggered, such that terms of two members shall expire each year.
- B. Duties. The Publications Council shall be responsible for supporting the Association's publishing program, including recommending editors to the Legislative Assembly for the Association's Journals and filling Journal editor vacancies as necessary.

Section 4. Research Council.

- A. Members. The Research Council shall consist of a Chair and six members elected by the Legislative Assembly from a slate of candidates developed by the Committee on Committees. The Committee on Committees will consult with the Research Council during the selection process. The Research Council Chair and Council members shall serve for a term of three years. Terms of the members of the Research Council shall be staggered, such that terms of two members shall expire each year.
- B. Duties. The Research Council shall be responsible for supporting the creation and dissemination of knowledge about communication.

Section 5. Teaching and Learning Council.

- A. Members. The Teaching and Learning Council shall consist of a Chair and six members elected by the Legislative Assembly from a slate of candidates developed by the Committee on Committees. The Committee on Committees will consult with the Teaching and Learning Council during the selection process. The Teaching and Learning Council Chair and Council members shall serve for a term of three years. Terms of the members of the Teaching and Learning Council shall be staggered, such that terms of two members shall expire each year.
- B. Duties. The Teaching and Learning Council shall be responsible for supporting disciplinary pedagogy.

Section 6. Diversity Council.

- A. Members. The Diversity Council shall consist of a Chair and one representative from each of the Association's Caucuses. The Chair of the Diversity Council shall be elected by the Legislative Assembly from a slate provided by the Committee on Committees for a term of three years. The Committee on Committees will consult with the Diversity Council during the selection process. Each of the Association's caucuses shall elect one

of its members to serve on the Diversity Council for a term of three years. Terms of the Diversity Council members shall be staggered.

- B. Duties.** The Diversity Council is responsible for monitoring and making recommendations to enhance the diversity of the Association.

Section 7. Resolutions Committee.

- A. Members.** The Resolutions Committee shall consist of a Chair and five members elected by the Legislative Assembly from among the Legislative Assembly members from a slate of candidates developed by the Committee on Committees. The Chair shall be selected from among the first and second year members of the Resolutions Committee to serve a term of one year. Resolutions Committee members shall have staggered three year terms.
- B. Duties.** The Resolutions Committee shall be responsible for reviewing proposed public statements and providing related recommendations to the Legislative Assembly.

Section 8. Convention Committee.

- A. Members.** The Convention Committee shall consist of a Chair and five members elected by the Legislative Assembly from a slate of candidates developed by the Committee on Committees. The Chair shall be selected from among the first and second year members of the Convention Committee to serve a term of one year. Convention Committee members shall have staggered three year terms.
- B. Duties.** The Convention Committee shall be responsible for providing recommendations on issues related to convention locations.

Section 9. Meetings.

- A.** Meetings of any Standing Committee may be called by the chair of the committee or by any two members of the committee. The date, location, and agenda of the meetings shall be determined by the committee chair.
- B.** A quorum shall consist of a majority of the standing committee members.
- C.** Standing committees may hold meetings using telephone or electronic means that allow participants to actively deliberate with each other. Committees can also take action by written consent of 2/3 of the Committee, including using email.

Section 10. Vacancies. Standing committee vacancies may be filled by the Executive Committee of the Legislative Assembly. Members selected to fill vacant positions shall complete the balance of the term which became vacant.

ARTICLE VI: EXECUTIVE DIRECTOR

Authority for the day-to-day management of the Association shall be vested in an Executive Director whose employment and termination shall be the responsibility of the Executive Committee of the Legislative Assembly. The Executive Director shall have such authority and duties as are determined by the Executive Committee of the Legislative Assembly. The Executive Director shall be responsible for hiring and termination of staff and paid contractors.

ARTICLE VII: INTEREST GROUPS

Section 1. Divisions. Interest groups for members with shared focus on particular topics of substantive study shall be known as Divisions.

Section 2. Sections. Interest groups for members sharing common professional settings shall be known as Sections.

Section 3. Caucuses. Consistent with the Association's commitment to equal opportunity, interest groups representing historically underrepresented demographic groups in terms of gender, race, ethnicity, sexuality, and physical ability shall be known as Caucuses.

Section 4. Creation. Divisions and Sections may be created by the Legislative Assembly upon receipt of petitions signed by at least 200 members of the Association. Caucuses may be created by the Legislative Assembly in response to petitions signed by at least 50 members of the Association.

Section 5. Dissolution. Any Division or Section failing for two consecutive years to maintain at least 100 members shall be dissolved. The Legislative Assembly shall have authority to dissolve Caucuses.

Section 6. Convention. Each Interest Group will have a role in planning the program for the annual convention.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern NCA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order NCA may adopt.

ARTICLE IX: MISCELLANEOUS

Section 1. Conflict of Interest. The Association shall maintain a conflict of interest policy and annual disclosure process that shall apply to all Directors and Officers and any other individuals specified by the Executive Committee of the Legislative Assembly.

Section 2. Indemnification. NCA will indemnify employees, Officers, Directors, and volunteers as determined by the Executive Committee of the Legislative Assembly and based on facts and circumstances.

Section 3. Dissolution. Upon the dissolution of NCA, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of NCA shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, as amended (or corresponding provisions of any subsequent federal tax laws), consistent with the purposes of NCA, as determined by the Legislative Assembly.

ARTICLE X: AMENDMENTS

Section 1. Proposed Amendments. Proposed amendments to these Bylaws shall be submitted for a vote of the Legislative Assembly upon:

- A. A petition signed by at least twenty percent (20%) of individual members submitted to the President at least 90 days prior to a meeting of the Legislative Assembly, or
- B. A petition signed by at least twenty percent (20%) of the members of the Legislative Assembly submitted to the President at least 90 days prior to a meeting of the Legislative Assembly, or
- C. A majority vote of the Executive Committee of the Legislative Assembly.

Section 2. Adoption. A two-thirds vote of the Legislative Assembly shall be required for adoption of an amendment to these Bylaws.

PROVISOS

Adoption of the revised NCA Bylaws is subject to the following provisos:

1. In accordance with the requirements of the NCA Constitution, a full membership ballot shall be distributed to allow the members to vote on whether to rescind the constitution; the affirmative vote of two-thirds of those returning ballots shall be required. If the membership vote fails, any approval of this revision by the Legislative Assembly is automatically revoked.
2. The revised bylaws shall go into effect on January 1, 2018. During the interim, the following conditions shall apply:
 - a. Resolutions Committee
 - i. During 2017, the Committee on Committees shall recommend and the Legislative Assembly shall elect two members of the Resolutions Committee for three-year terms beginning January 1, 2018.
 - ii. The terms of the two members not serving as chair of the 2017 Resolutions Committee and whose term expires in 2017 shall be extended for one additional year. Upon recommendation of the Committee on Committees, one of these members shall be selected by the 2017 Legislative Assembly as chair for 2018.
 - iii. The terms of two of the members of the 2017 Resolutions Committee and whose term expires in 2018, shall be extended for one additional year. If more than two of the affected committee members volunteer to serve the additional time on the committee, the members whose terms are extended shall be chosen by lot.
 - b. Convention Committee
 - i. During 2017, the Committee on Committees shall recommend and the Legislative Assembly shall elect two members of the Convention Committee for three-year terms beginning January 1, 2018.

- ii. During 2017, the Committee on Committees shall recommend and the Legislative Assembly shall elect from among the first and second year members of the Convention Working Committee one member to serve as chair of the Convention Committee for a one-year term.
- c. Diversity Committee
 - i. During 2017, the Affirmative Action and Intercaucus Committee shall determine a rotation of terms for individual caucuses to begin staggering members' terms, keeping in mind that any specific member can have his/her term renewed if permitted by the Caucuses' selection procedures.