

NCA Constitution/Bylaws—Redlined Version

Comment [TP1]: See Rationale #1—replacing the current constitution and bylaws with a single bylaws document.

Section 1. Name.

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

ARTICLE I—Name

~~Section 1. The name of this organization shall be the National Communication Association.~~

~~Section 2. Official use of the Association's name shall be made only through the authority of the Legislative Assembly.~~

Comment [TP2]: Replaced with Section 1., Proposed Bylaws—see above.

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.

A. ARTICLE II—Purposes

~~Section 1. The purpose of the Association shall be to promote study, criticism, research, teaching, and application of the artistic, humanistic, and scientific principles of communication.~~

~~Section 2. The Association, a not for profit corporation, exists for educational, scientific, and literary purposes only. No part of the organization's net revenues may be used for the private benefit of any individual or group.~~

Comment [TP3]: Replaced with Section 2., Proposed Bylaws—see above.

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 – Membership

Membership in the Association and in its Divisions and Sections is open to persons interested in promoting the organization's purposes.

Comment [TP4]: Replaced by Article II, Proposed Bylaws—see above.

ARTICLE IV – Affiliate Organizations

The Legislative Assembly may, upon petition from an association whose objectives are consistent with those of the Association, grant to such association the status of affiliate organization.

Comment [TP5]: Deleted. See Rationale #2—removing policy and procedures from bylaws.

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.~~

Comment [TP6]: See Rationale #5—adding two officers.

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—Officers

~~Section 1. The officers of the Association shall be President, First Vice President, Second Vice President and Executive Director.~~

~~Section 2. The First Vice President shall succeed to the office of President. The Second Vice President shall succeed to the office of First Vice President. The Second Vice President shall be nominated and elected as specified in the Bylaws.~~

~~Section 3. The Executive Director shall be nominated as specified in the Bylaws and elected by the Legislative Assembly.~~

~~Section 4. The duties of the officers shall be as specified in the Bylaws.~~

~~Section 5. In the event of the incapacity of an officer, the Legislative Assembly shall, at its discretion, elect a replacement or establish a nomination and election procedure for so doing.~~

Comment [TP7]: Replaced by Article IV., Proposed Bylaws—see above.

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.

Comment [TP8]: See Rationale #8—clarification of fiduciary responsibility.

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.

Comment [TP9]: See Rationale #9—provisions for electronic meetings.

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.

Comment [TP10]: See Rationale #6— consistency of vacancy provisions.

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.

Comment [TP11]: See Rationale #4— composition of the Executive Committee.

Comment [TP12]: See Rationale #9— provisions for electronic meetings.

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.

Comment [TP13]: See Rationale #9—provisions for electronic meetings.

ARTICLE VI—Legislation and Administration

Section 1. The Legislative Assembly shall be the principal policy-making body of the Association and shall be responsible for managing its resources and affairs.

Section 2. The Legislative Assembly shall consist of the President, the First and Second Vice Presidents, the Second Vice President Elect, the Executive Director (without vote), the Immediate Past President, three members of the Association elected for three year terms by each of the following regional associations: Central States Communication Association, Eastern Communication Association, Southern States Communication Association, and Western States Communication Association (at least one of the three from each region must be an elementary or secondary school teacher and at least one of the three from each region must be a teacher in a two year institution of post-secondary education); a representative elected for a three year term by the States Advisory Council; one member of the Executive Committee of the Association for Communication Administration, elected by the Executive Committee, for a three year term; the chairpersons of the Educational Policies Board, the Finance Board, the Publications Board, and the Research Board; members of the Finance Board; the chairperson of the Affirmative Action/Intercaucus Committee; Divisions, Sections, and Caucuses shall be represented as specified in the Bylaws; nine members at large elected for three year terms; six members selected for three year terms by methods to be determined by the Legislative Assembly, in each case 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; the editors of the official journals of the Association; and other Directors on the National Office staff, without vote.

Comment [TP14]: See Rationale #3—composition of the Legislative Assembly.

Section 3. A member of the Legislative Assembly representing one of the Divisions, Sections, or regional associations may be represented by an alternate, if the substitution is certified to the Executive Director by the executive officer of that unit.

Comment [TP15]: See Rationale #3—composition of the Legislative Assembly.

Section 4. The Executive Committee of the Legislative Assembly shall administer the policies of the Assembly and shall, between annual meetings of the Assembly, serve as the chief administrative authority of the Association.

Section 5. The Executive Committee shall consist of the President, the immediate Past President, the First and Second Vice Presidents, the Executive Director (without vote), the chairpersons of the Educational Policies Board, the Finance Board, the Publications Board, and the Research Board; and the two members of the Finance Board without vote.

Comment [TP16]: Replaced with Article III, Proposed Bylaws—see above.

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 VII – The Divisions

~~Section 1. Units within the National Communication Association devoted to topics of substantive study shall be known as Divisions.~~

~~Section 2. Divisions may be created by the Legislative Assembly upon receipt of petitions signed by at least 100 members of the Association.~~

~~Section 3. Any Division failing for two consecutive years to enroll at least 100 members shall be dissolved.~~

~~Section 4. The officers of each Division and the duties of each officer shall be as specified in the Bylaws.~~

~~Section 5. Each division shall exercise a major role in program planning for the annual meeting and shall request and administer funds in support of their activities.~~

ARTICLE VIII – The Sections

~~Section 1. Units within the National Communication Association with common professional settings and interests shall be known as Sections.~~

~~Section 2. Sections may be created by the Legislative Assembly upon receipt of petitions signed by at least 100 members of the Association.~~

~~Section 3. Sections failing for two consecutive years to enroll at least 100 members shall be dissolved.~~

~~Section 4. The officers of each Section and the duties of each officer shall be as specified in the Bylaws.~~

~~Section 5. Each Section shall exercise a major role in program planning for the annual meeting and shall request and administer funds in support of Section activities.~~

ARTICLE V: STANDING COMMITTEES

Comment [TP17]: Replaced by Article VII., Proposed Bylaws—see above.

Comment [TP18]: See Rationale #7—terminological clarity.

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.

Comment [TP19]: See Rationale #11—adding the Convention Committee to Standing Committees.

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.

Comment [TP20]: See Rationale #9—provisions for electronic meetings.

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 IX – Boards, Committees, Task Forces and Caucuses

Section 1. The Boards of the Association shall be the Educational Policies Board, the Publications Board, the Research Board, and the Finance Board. They shall act as agents of the Legislative Assembly and be responsible to it. Other Boards may be created by the Legislative Assembly. Boards are project-oriented bodies whose concerns span the domains of members' interests and affiliations.

~~Section 2. The Association shall have such standing and ad hoc committees and task forces as shall be created by the Legislative Assembly and such ad hoc committees and task forces as shall be created by the Executive Committee or by the officers.~~

~~Section 3. Recommendations to the Legislative Assembly on personnel for the Boards and standing committees of the Association shall be made by the Committee on Committees whose members shall be as specified in the Bylaws. It shall be the responsibility of the elected officers to consider and, at their discretion, fill for an appropriate period, board and standing committee vacancies that occur between meetings of the Committee on Committees.~~

~~Section 4. The Nominating Committee shall prepare a slate for the election of the Second Vice President and for the members of the Legislative Assembly and Committee on Committees to be elected at large. The membership and operating procedures of the Nominating Committee shall be as specified in the Bylaws.~~

~~Section 5. Caucuses represent the interests of members in specific demographic or socially defined groups seeking to realize the objectives specified in the National Communication Association's Affirmative Action Statement. Caucuses may be created by the Legislative Assembly in response to petitions signed by at least 50 members. They will be reviewed by the Legislative Assembly from time to time.~~

Comment [TP21]: Replaced by Article V, Proposed Bylaws—see above.

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.

~~ARTICLE X—Amendments~~

~~Section 1. A majority of the Legislative Assembly may initiate amendments to this Constitution.~~

~~Section 2. Any fifty members of the Association may present a petition to the Legislative Assembly which shall mandate it to consider a proposed amendment.~~

~~Section 3. Amendments initiated as specified in Section 1 or 2 shall be distributed to all members of the Association.~~

~~Section 4. Any 500 members of the Association may present a petition which shall mandate the Legislative Assembly to submit a proposed amendment to the full membership.~~

~~Section 5. After no less than 30 days following the distribution of a proposed amendment, a full membership ballot shall be distributed. A two-thirds majority of those voting shall be required for adoption of an amendment.~~

Comment [TP22]: Replaced by Article X, Proposed Bylaws—see above.

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 XI—Dissolution

~~The Association may be dissolved only at a special meeting called for the purpose, and in the manner prescribed by the relevant state laws, by vote of three-fourths of the members present. Subject to compliance with the applicable provisions of such laws, upon any such dissolution of the Association, all its property remaining after satisfaction of all its obligations shall be distributed to one or more corporations, funds, foundations or learned societies such as the Legislative Assembly may select, which are organized and operated exclusively for charitable, scientific, literary, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder, member, or individual, and which does not carry on propaganda or participate or intervene in any political campaign.~~

Comment [TP23]: Replaced by Article IX, Section 3., Proposed Bylaws—see above.

Bylaws

~~ARTICLE I—Membership~~

~~Section 1. There shall be six classes of membership in the Association: Emeritus, Life, Organizational, Patron, Regular, Student, and Sustaining.~~

~~Section 2. The rights, privileges, services, and obligations of each category of membership shall be as authorized by the Legislative Assembly.~~

~~Section 3. Emeritus membership, upon application through the Executive Director, shall be conferred by the Executive Committee upon any member who, at the time of formal retirement, has held membership for the immediate past twenty-five consecutive years, or for a total of thirty years. Emeritus membership shall carry all of the privileges of regular membership without payment of dues. All emeritus members shall be eligible for complimentary registration at the annual meeting.~~

~~Section 4. All Association officers, members of the Legislative Assembly, editors, Board Directors and members, standing committees, Unit officers and members, and nominees for office shall hold membership in the Association.~~

~~Section 5. All individual membership categories in the Association shall include, at no additional charge, affiliation with three units selected from among Divisions and Sections. Additional affiliations shall be available upon payment of such fees as may be established by the Legislative Assembly.~~

Comment [TP24]: Replaced by Article II., Proposed Bylaws—see above, pp. 1-2.

~~ARTICLE II—Dues and Fees~~

~~Section 1. Annual dues in the several membership categories shall be determined by the Legislative Assembly.~~

~~Section 2. Registration fees for the Placement Service, the annual meeting, and other meetings and activities of the Association shall be established by the Executive Director with the approval of the Executive Committee. Fees for library journal subscriptions, subscriptions to the Association's journals, special publications, and services provided to members, affiliate organizations, and others, shall be similarly established.~~

Comment [TP25]: Substituted by Article III, Section 3, Proposed Bylaws—to wit: the duties of the LA; and by Article II, Section 3, Proposed Bylaws—to wit: the rights and responsibilities of membership (specifically, "Dues for each membership category shall be established by the Legislative Assembly.")

~~ARTICLE III—Meetings~~

~~Section 1. An annual meeting of the Association shall be held at a time and place to be designated by the Executive Committee consistent with the policies established by the Legislative Assembly.~~

~~Section 2: The Legislative Assembly shall meet during the annual meeting of the Association.~~

Comment [TP26]: Deleted.

~~Section 2.1. The Committee on the Agenda shall consist of the President, who shall chair, and two members elected from among the continuing members~~

~~of the Legislative Assembly one year in advance, the Chair of the Association's Resolutions Committee, and the Parliamentarian.~~

~~Section 2.2. Items submitted by a Unit of the Association, by the Executive Committee, by the Boards, by signature of five members of the Legislative Assembly, or by signature of fifty members of the Association and posted to the President not later than eight weeks prior to the annual meeting must be included on the agenda of the Legislative Assembly.~~

~~Section 2.3. The Committee on the Agenda shall publish a proposed agenda not later than four weeks prior to the first meeting of the Legislative Assembly.~~

~~Section 3. All meetings of the Association and of its constituent bodies shall be open to all members.~~

~~Section 3.1. Meetings of the constituent bodies of the Association may be closed when issues involving personnel decisions are being discussed or decided.~~

~~Section 3.2. Each constituent body of the Association may establish and control the privileges of the floor.~~

~~Section 4. The Association shall assume no responsibility for statements of opinion expressed by participants in the program of its annual meeting or in such other conferences and meetings as it may sponsor.~~

Comment [TP27]: Replaced by Article III, Section 4., Proposed Bylaws—to wit: meetings of the LA.

Comment [TP28]: See Rationale #10—removal of the Committee on the Agenda.

Comment [TP29]: Deleted

ARTICLE IV—Nominations and Elections

~~Section 1. The Nominating Committee shall prepare a slate consisting of two or more nominees for the office of Second Vice President and two or more nominees for each at large position vacant on the Legislative Assembly and the Committee on Committees.~~

~~Section 2. The Nominating Committee shall consist of a representative from each Unit; chair of the NCA Affirmative Action and Intercaucus Committee; one member representing each of the four regional associations represented on the Legislative Assembly; four members elected by the Association membership at large one year in advance; and one member named by the Legislative Assembly one year in advance and upon nomination by the Committee on Committees. Unit and regional association representatives shall be selected according to procedures to be determined by the Units and regional associations.~~

~~Section 2.1. Officers of the Association and members who have served on the Association Nominating Committee during the preceding five years shall be ineligible to serve on the Nominating Committee. This provision shall not apply to members named by regional associations represented on the~~

~~Legislative Assembly, the Affirmative Action and Intereaucus Committee Chair, or the Unit representatives.~~

~~Section 3. The slate offered by the Nominating Committee shall be distributed to all members of the Association at least four months prior to the election.~~

~~Section 3.1. Within three months of the distribution of the slate, any 500 members of the Association may nominate by petition filed with the Executive Director additional nominees whose acceptance of nomination has been certified. In the event that one or more petitions are received, the Legislative Assembly shall direct that a full membership mail ballot listing all slates shall be distributed. Should any candidate for Second Vice President not receive a majority of the ballots cast, a runoff election will be held between the two candidates receiving the largest number of votes. In any other contest, the nominees receiving the largest number of votes shall be elected.~~

~~Section 3.2. The validation of nominating petitions shall be the responsibility of the National Office. Signatures on nominating petitions shall be deemed valid if the person was a member of the Association at the time the petition was circulated.~~

~~Section 3.3. A member of the Legislative Assembly who has been elected to an at large position shall be ineligible to continue in the same capacity.~~

~~Section 3.4. Association officers shall assume office on January 1st following the close of the annual meeting.~~

~~Section 4. Editors of Association journals and other serial publications, each to serve for a term of three years, shall be elected at least one year in advance of their terms by the Legislative Assembly upon nomination by the Publication Board.~~

~~Section 4.1. The editors of the Association's journals shall be ineligible to succeed themselves.~~

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.

~~Section 5. The Legislative Assembly shall elect the Executive Director for a term of three to five years upon recommendation of the Executive Committee.~~

Comment [TP30]: Replaced and covered by Article III, Section 2., Proposed Bylaws—to wit: elections and terms of officers and the LA.

Comment [TP31]: Replaced by Article III, Section 2., cl. H., Proposed Bylaws—see above, p. 5. See also Rationale #2.

~~Section 5.1. The Executive Director shall, with the advice of the Executive Committee, appoint the staff of the Association.~~

Comment [TP32]: Replaced by Article VI., Proposed Bylaws—see above.

~~Section 6. The Committee on Committees shall submit nominations to the Legislative Assembly to fill vacancies on Association standing committees, Boards, and such other vacant positions within the Association governance as may be assigned. The Committee on Committees also shall prepare a slate of two or more nominees for each position vacant on the Nominating Committee to be elected at large.~~

~~Section 6.1 The Committee on Committees shall be comprised of the President, First Vice President, Second Vice President, Immediate Past President, Executive Director (without vote), four members who are outside the membership of the Legislative Assembly elected at large serving two year staggered terms, and four members who are members of the Legislative Assembly at the time of their election serving two year staggered terms. The Immediate Past President shall serve as Chair of the Committee.~~

Comment [TP33]: Replaced by Article V, Section 1., Proposed Bylaws—to wit: the membership and duties of the Committee on Committees.

~~Section 7. The Executive Committee may establish standing rules and procedures to govern the actual conduct of elections.~~

Comment [TP34]: Covered by Article III, Section 6, cl. A., Proposed Bylaws—to wit: “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.”

ARTICLE V—Duties of Officers and Editors

~~Section 1. The President of the Association shall~~

- ~~a. Implement policies of the Legislative Assembly~~
- ~~b. Serve as presiding officer of the Legislative Assembly and the Executive Committee.~~
- ~~c. Report to membership, Legislative Assembly, and Executive Committee concerning the achievement of the goals, priorities, and budget of the Association.~~
- ~~d. Represent the Association to internal and external constituencies.~~
- ~~e. Speak on behalf of the Association in promoting its mission and strategic plan.~~
- ~~f. Present policy recommendations to the Legislative Assembly as appropriate and in consultation with the Executive Committee.~~
- ~~g. Initiate such action to secure replacements as deemed appropriate in the event of a vacancy among the officers, editors, or Legislative Assembly members with the advice and consent of the Legislative Assembly.~~
- ~~h. Discharge the responsibilities normally adhering to the office.~~

~~Section 2. The First Vice President of the Association shall:~~

- ~~a. Succeed to the presidency in the event of the death, disability, or resignation of the President.~~
- ~~b. Annually propose the Executive Committee’s recommended goals, priorities, and budget of the Association to the Legislative Assembly.~~
- ~~c. Have final authority for the planning of the program for the annual meeting working with the vice chairs of the Units, affiliate organizations, and others so designated.~~

- ~~d. Assist the President in representing the Association to internal and external constituencies;~~
- ~~e. Assist the President in promoting the Association's mission and strategic plan.~~
- ~~f. Discharge the responsibilities normally adhering to the office.~~

~~Section 3. The Second Vice President of the Association shall:~~

- ~~a. Succeed to the office of First Vice President in the event of the death, disability, or resignation of the First Vice President or President;~~
- ~~b. Initiate planning the Annual Convention of the Association which occurs two years following election as Second Vice President;~~
- ~~c. Assist the First Vice President in planning the Annual Convention in the year following election as Second Vice President;~~
- ~~d. Assist the President in representing the Association to internal and external constituencies;~~
- ~~e. Assist the President in promoting the Association's mission and strategic plan.~~
- ~~f. Discharge the responsibilities normally adhering to the office.~~

~~Section 4. The Immediate Past President of the Association shall~~

- ~~a. Work with the National Office to promote membership in the Association;~~
- ~~b. Chair the Committee on Committees;~~
- ~~c. Assist the President in promoting the Association's mission and strategic plan.~~
- ~~d. Discharge the responsibilities normally adhering to the office.~~

~~Section 5. The Executive Director of the Association shall:~~

- ~~a. Assist the President in representing the Association to internal and external constituencies;~~
- ~~b. Assist the President in promoting the Association's mission and strategic plan.~~
- ~~c. Manage the National Office;~~
- ~~d. Discharge the usual functions of secretary and treasurer.~~

Comment [TP35]: Replaced by Article IV., Proposed Bylaws—see above, pp. 2-3.

~~Section 6. Each editor of an Association publication shall:~~

- ~~a. Select an editorial staff consistent with the policies of the Legislative Assembly;~~
- ~~b. Perform the duties of an editor in chief consistent with the policies of the Legislative Assembly;~~
- ~~c. Select materials for publication consistent with the principles of academic freedom;~~
- ~~d. Report annually to the Legislative Assembly in such form and manner as the Legislative Assembly shall prescribe.~~

Comment [TP36]: Deleted.

~~Section 7. Each Director of an Association Board shall:~~

- ~~a. Carry any charge of the Executive Committee and the Legislative Assembly to the respective Board;~~
- ~~b. Lead the Board members in the pursuit of its mission;~~
- ~~c. Present policies and programs developed by the Board to the Legislative Assembly and Executive Committee.~~

~~d. Advise the Association in matters related to their stewardship.~~

Comment [TP37]: Deleted.

ARTICLE VI—Organization and Meetings of Divisions

~~Section 1. Each Unit (Division, Section, and Caucus) must approve Bylaws and record them with the Executive Director. Among the provisions in the Unit Bylaws shall be provisions for the election of a chair, vice chair, vice chair elect, and secretary. The vice chair shall succeed to the office of chair. The vice chair elect shall succeed to the office of vice chair.~~

Comment [TP38]: See Rationale #2—policy/procedures removed from bylaws.

~~Section 2. The Unit chair shall:~~

- ~~a. Preside at meetings of the Unit.~~
- ~~b. Report annually to the Legislative Assembly in such form and manner as the Legislative Assembly shall prescribe.~~
- ~~e. Discharge the usual responsibilities normally adhering to the office.~~

~~Section 3. The Unit vice chair shall:~~

- ~~a. Succeed to the Unit chair in the event of the death, disability, or resignation of the chair.~~
- ~~b. Plan that portion of the program of the annual meeting for which the Unit is responsible and in cooperation with the First Vice President of the Association.~~
- ~~e. Discharge the usual responsibilities normally adhering to the office.~~

~~Section 4. The Unit vice chair elect shall:~~

- ~~a. Succeed to the Unit vice chair in the event of the death, disability, or resignation of the vice chair.~~
- ~~b. Plan that portion of the program of the annual meeting for which the Unit is responsible a year in advance in cooperation with the Second Vice President of the Association.~~
- ~~e. Discharge the usual responsibilities normally adhering to the office.~~

~~Section 5. The Unit secretary shall perform the customary duties of that office.~~

~~Section 6. Each Unit shall make provision for such additional officers, committees, interest groups, and other subsidiary bodies as it shall deem proper.~~

~~Section 7. Each Unit shall establish its own procedures for nominating and electing its officers, representatives to the Legislative Assembly, representative to the Nominating Committee, and for the general conduct of its affairs.~~

~~Section 7.1. All Unit officers shall themselves, at the time of their election, be a member of the Association and of that Unit.~~

~~Section 7.2. Divisions and Sections shall select representatives to the Legislative Assembly according to the following levels of membership:~~

a. Each Division and Section shall have at least two representatives to the Legislative Assembly.

b. Divisions and Sections having at least 500 members and not more than 999 shall have three representatives to the Legislative Assembly.

c. Divisions and Sections having at least 1,000 members and not more than 1,499 shall have four representatives to the Legislative Assembly.

d. Divisions and Sections having at least 1,500 members shall have five representatives to the Legislative Assembly.

~~Section 7.3. Caucuses shall each select one representative to the Legislative Assembly.~~

~~Section 8. Each Unit shall hold a general meeting concurrent with the annual meeting of the Association.~~

~~Section 9. The chair of each Unit shall present an annual report to the Legislative Assembly in such form and manner as the Legislative Assembly shall prescribe.~~

Comment [TP39]: Deleted.

ARTICLE VII – The Boards

~~Section 1. The Boards of the Association shall be Finance, Publication, Research, Educational Policies and others as established by the Legislative Assembly.~~

~~Section 2. The Finance Board~~

~~a. Shall consist of three members who serve three year staggered terms.~~

~~b. Director shall be the member who is serving in the third year of her or his term.~~

~~Section 3. Except as specified in Article VII, Section 2, the Boards~~

~~a. Shall each consist of six members who serve three year staggered terms and a Director.~~

~~b. Directors shall be elected by the Legislative Assembly upon nomination by the respective board and confirmation by the Committee on Committees. Nominations from the boards shall enjoy presumption; the burden of proof lies with the Committee on Committees to deny confirmation to board nominees. In the event that the Committee on Committees finds reason not to confirm a nomination or nominations from the boards, the Committee on Committees may: 1) provide reasons and ask the board for another nominee; 2) send the nomination to the Legislative Assembly without the endorsement of the Committee on Committees; 3) both ask the board for another nominee *and* send the board's nominee to the Legislative Assembly without the endorsement of the Committee on Committees; 4) suggest a more favorable candidate. In any case where there is disagreement between a board and the Committee on Committees regarding a nomination, representatives from both groups should be allowed to make the case for their nomination(s) to the Legislative~~

~~Assembly. Board Directors will be elected one year in advance of taking office and shall serve three year terms.~~

Comment [TP40]: See Rationale #12—committee appointments and recommendations.

~~Section 4. The Boards of the Association shall:~~

- ~~a. Implement policies of the Legislative Assembly.~~
- ~~b. Advise the Executive Committee concerning the goals, priorities, and budget of the Association.~~
- ~~c. Present policy recommendations, as appropriate and in consultation with the Executive Committee, to the Legislative Assembly.~~

~~Section 5. The Legislative Assembly shall elect the members of the Boards upon nomination by the respective boards and confirmation by the Committee on Committees. The nominations from the boards shall enjoy presumption; the burden of proof lies with the Committee on Committees to deny confirmation to board nominees. In the event that the Committee on Committees finds reason not to confirm a nomination or nominations from the boards, the Committee on Committees may: 1) provide reasons and ask the board for another nominee; 2) send the nomination to the Legislative Assembly without the endorsement of the Committee on Committees; 3) both ask the board for another nominee and send the board's nominee to the Legislative Assembly without the endorsement of the Committee on Committees; 4) suggest a more favorable candidate. In any case where there is disagreement between a board and the Committee on Committees regarding a nomination, representatives from both groups should be allowed to make the case for their nomination(s) to the Legislative Assembly. Board members shall serve three year staggered terms.~~

Comment [TP41]: Replaced by Article V., Proposed Bylaws—see above, pp. 8-11.

Comment [TP42]: See Rationale #12—committee appointments and recommendations.

ARTICLE VIII – Resolutions

~~Section 1. The Committee on Resolutions shall consist of six persons elected by the Legislative Assembly from the Legislative Assembly upon nomination by the Committee on Committees. The members of the Committee shall serve for two year staggered appointments.~~

~~Section 1.1. The Legislative Assembly shall elect the chair of the Resolutions Committee, upon nomination by the Committee on Committees. The Committee on Committees shall nominate a person serving in his or her second year to serve as chair.~~

~~Section 2. Following a call for resolutions, the Committee shall receive, review, and edit motions to be brought before the Legislative Assembly. The Committee may originate motions.~~

~~Section 3. The Legislative Assembly shall ordinarily receive and act on resolutions transmitted from the Committee on Resolutions prior to entertaining resolutions from the floor.~~

~~Section 4. The Legislative Assembly shall have the right to instruct the Resolutions Committee to prepare motions for the next annual meeting.~~

Comment [TP43]: Replaced by Article V, Section 7., Proposed Bylaws—to wit: the membership and duties of the Resolutions Committee.

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—Parliamentary Authority

~~In the absence of any provision to the contrary in the Constitution or Bylaws, all business meetings of the Association, of the Legislative Assembly, Boards, Units, Committees, Task Forces, and other subsidiary bodies shall be governed by the parliamentary rules and usages contained in the current edition of *Robert’s Rules of Order, Newly Revised*.~~

Comment [TP44]: Replaced by Article VIII., Proposed Bylaws—see above.

ARTICLE X—Amendments

~~Section 1. Amendments to these Bylaws may be initiated by a majority of the Legislative Assembly or by a petition addressed to the Assembly and signed by twenty five members of the Association.~~

~~Section 2. A two thirds majority vote of the Legislative Assembly shall be required for the adoption of a proposed amendment to these Bylaws.~~

~~Section 3. Any five percent of the Association’s members may present a petition that shall mandate the Legislative Assembly to submit a proposed amendment to the full membership. Such an amendment shall be adopted if it is approved by a majority of the members voting.~~

Comment [TP45]: Replaced by Article X., Proposed Bylaws—see above, pp. 11-12.