

ARTICLES OF INCORPORATION

Article I - Membership/Dues

- Section 1 Membership shall be limited to those persons whose dues are currently paid. Membership begins at the month of payment and extends for the term of membership (one year to three years). A grace period of sixty days is allowed for renewal of membership. Members shall receive notification of impending membership expiration.
- Section 2 Membership dues shall be recommended by the Executive Board and approved by a majority of those members present at the meeting.
- Section 3 Membership Eligibility Criteria
1. Any person who works or is associated with the Hispanic media industry in the State of Washington can become an active member of the Washington Hispanic Media Association. Moreover; the Executive Board of Directors reserves the right to approve or disapprove the membership of a particular individual, corporation or organization without limitation by a 2/3-majority board member vote.
 2. Any person who is in good standing through payment of dues and agrees to abide by the Constitution and By-Laws of the Washington Hispanic Media Association, performs all requested duties and supports the association to the best of his/her abilities of the Association.
 3. Any Company who is a Sponsor of the Association and in good standing through that Sponsorship and works to support the goals of the Association.
- Section 4 WAHMA reserves the right to modify and /or change the terms of its Membership. Furthermore; WAHMA reserves the right to increase or decrease the terms of the Renewal Fee for each new membership at any time and without notice.
- Section 5 In the event a member wishes to cancel their membership, simply notify the Board of Directors in writing. There will be NO REFUNDS of membership fees after 3 days of registration.

Article II – Member Obligation

All WAHMA members agree that the most important goal is community outreach. To that effort, each member shall contribute space in his/her publication, web site, or broadcast hours to the purpose of supporting the association and this purpose. As such that compensation can be provided, it will be provided through the use of grants. If no grant is available for the purposes set forth by the association, the members shall contribute a reasonable amount of space/time in print or programming to reach the association's goal of community outreach.

- Section 1 All members must conform to WAHMA's Code of Ethics and its Articles of Incorporation.
- Section 2 All members agree that as an association, we are all working toward common goals:
- ▶ To increase of awareness of Hispanic Media in the market and to increase funding of that media.
 - ▶ To increase awareness of our culture in the General Market community and the benefits the Hispanic culture brings to our community as a whole.
 - ▶ To join together to create constancy in messaging to our community on public issues, and to join together to keep our community informed and activated.
 - ▶ To educate the whole community on issues that pertains to stereotypes, misinformation and racial inequality.

Article III - Duties of the Officers

Section 1: Board Chair

Duties, which begin on _____

- ▶ Serve one-year term with an option of re-election for a second year; for a maximum of two one-year periods.
- ▶ Preside all WAHMA Board meetings.
- ▶ Enforce the laws and regulations relating to the administration of the Association.
- ▶ Supervise the executive secretary.
- ▶ Examine the credentials of all candidates for the Executive Board.
- ▶ In the absence of the secretary, appoint an acting secretary.
- ▶ Be the administrative head of the Association.
- ▶ Be able to fulfill the functions of each Board Position to the best of his/her ability.
- ▶ Acquaint the Board Chair-elect as completely as possible with the programs of the Association.
- ▶ Call meetings of the Executive Board.
- ▶ Develop and prepare the agenda for the Executive Board meetings.
- ▶ Call meetings of the Association with majority approval of the Executive Board.
- ▶ Appoint standing committees and designate their chairs.
- ▶ Appoint liaisons.
- ▶ Give welcome at large-group session.

Section 2: Vice Board Chair

Duties, which begin on _____

- ▶ Serve one-year term with an option of re-election for a second year; for a maximum of two one-year periods.
- ▶ Attend all WAHMA Board meetings.
- ▶ Assist the Board Chair to prepare and develop the agenda for Executive Board meetings.
- ▶ Help site coordinator select committee chairpersons and members.
- ▶ Be able to fulfill the functions of each Board Position to the best of his/her ability.
- ▶ Arrange for sectionals on topics of interest for members.
- ▶ Examine the credentials of all candidates for the Executive Board.
- ▶ In the event of a vacancy in the Board Chair; become Board Chair to fill the unexpired term.
- ▶ Plan retreat with Board Chair and Executive Secretary.
- ▶ In the absence of the Board Chair; have all the powers and prerogatives of the Board Chair.

Section 3: Secretary

Duties, which begin on _____

- ▶ Serve one-year term with an option of re-election for a second year; for a maximum of two one-year periods.
- ▶ Attend all WAHMA Board meetings.
- ▶ Notify the Executive Board of all Board meetings.
- ▶ Prepare board minute highlights for WAHMA; update Issues-in-Brief.
- ▶ Record the minutes of all meetings of the Association and Board and distribute minutes to Executive Board Members.
- ▶ Keep records of all minutes.
- ▶ Provide the minutes to the webmaster to be uploaded into WAHMA website.
- ▶ Assist Board Chair and Vice Chair with all Executive Board activities as needed.

Section 4: Treasurer

Duties, which begin on _____

- ▶ Serve one-year term with an option of re-election for a second year, for a maximum of two one-year periods.
- ▶ Attend all WAHMA Board meetings.
- ▶ Receive all monies due to WAHMA.
- ▶ Disbursement by check all bills approved by the Executive Board.
- ▶ Assist the Finance Committee and the Executive Board in the preparation of an annual budget.
- ▶ Preparation of reports on financial status for scheduled Executive Board meetings.
- ▶ Preparation of the Annual Financial Report.
- ▶ Filing of the Biennial Report to the Secretary of the State of Washington.
- ▶ Be responsible for the management of the finances of WAHMA and arrange for an annual audit of the financial records for the fiscal year, July 1-June 30.
- ▶ Make payments as provided for in the budget.
- ▶ Serve as the chair of the Election Committee.
- ▶ Serve in an advisory capacity to the Executive Board.
- ▶ Assist Board Chair and Vice Chair with all Executive Board activities as needed.
- ▶ Manage bank accounts, book keeping and record-keeping
- ▶ Set up appropriate systems for book-keeping, payments, lodgments & petty cash.
- ▶ Must have knowleges of Quickbooks or similar accounting program
- ▶ Ensure everyone handling money keeps proper records and documentation

Section 5: Committee Board Chair

Duties, which begin on _____

- ▶ Serve one-year term with an option of re-election for a second year, for a maximum of two one-year periods.
- ▶ Attend all WAHMA Board meetings.
- ▶ Help coordinate the development of assigned committees.
- ▶ Make arrangements for meeting and notifies committee members of date, time and place of meeting.
- ▶ Prepare and develop the Committee agenda for the Executive Board meetings.
- ▶ Delegate responsibilities to committee members.
- ▶ Report work of committee to WAHMA Executive Board.
- ▶ Keep a written file of work of committee.
- ▶ Assist to arrange for sectionals on topics of interest for members.
- ▶ Assist Board Chair and Vice Chair with all Executive Board activities as needed.

Section 6: Membership Board Chair

Duties, which begin on _____

- ▶ Serve one-year term with an option of re-election for a second year, for a maximum of two one-year periods.
- ▶ Attend all WAHMA Board meetings.
- ▶ Promote and encourage membership and participation in WAHMA.
- ▶ Prepare membership packages for new members.
- ▶ Be the policy making body of the Association.
- ▶ Approve the slate of candidates prepared by the Election Committee along with the Advisory Board Chair Member.
- ▶ Receive and record membership applications and fees. Serve as the primary contact for new members joining WAHMA.
- ▶ Coordinate with the Committee Chair the participation on Committees of new members.
- ▶ Prepare membership data entry.
- ▶ Send membership fees to treasurer for processing and deposit.

- ▶ Maintain a regularly updated membership database either independently or by coordinating database updates from WAHMA's own database system.
- ▶ Prepare and present reports to Executive Board.
- ▶ Coordinate with the Committee Chair the participation on Committees of new members.
- ▶ Assist Board Chair and Vice Chair with all Executive Board activities as needed.

Section 7: Board Member (Western Washington)

Duties, which begin on _____

- ▶ Serve one-year term with an option of re-election for a second year, for a maximum of two one-year periods.
- ▶ Attend all WAHMA Board meetings.
- ▶ Assist the Committee Board Chair coordinate the development of assigned committees.
- ▶ Help site coordinator select committee chairpersons and members.
- ▶ Assist Board Chair and Vice Chair with all Executive Board activities as needed.

Section 8: Board Member (Eastern Washington)

Duties, which begin on _____

- ▶ Serve one-year term with an option of re-election for a second year, for a maximum of two one-year periods.
- ▶ Attend the yearly general meeting and as many Executive Board meetings as possible.
- ▶ Connect to all WAHMA Board meetings via Conference Call or any other type of internet based communication tool.
- ▶ Assist the Committee Board Chair coordinate the development of assigned committees.
- ▶ Help site coordinator select committee chairpersons and members.
- ▶ Arrange for sectionals on topics of interest for members in Eastern Washington.
- ▶ Assist Board Chair and Vice Chair with all Executive Board activities as needed.

Section 9: Advisory Board Chair Member

Duties, which begin on _____

- ▶ Serve one-year term with an option of re-election for a second year, for a maximum of two one-year periods.
- ▶ Attend the yearly general meeting and as many Executive Board meetings as possible.
- ▶ Serve in an advisory capacity to the Association.
- ▶ Serve as the chair of the Election Committee.
- ▶ Break ties in the election of officers.
- ▶ Approve the slate of candidates prepared by the Election Committee along with the Membership Chair.
- ▶ Examine the credentials of all candidates for Association office.
- ▶ Recommend annual budget and dues which must be approved by a majority vote at the business meeting.
- ▶ Assist Board Chair and Vice Chair with all Executive Board activities as needed.

Article IV - Standing Committees

- Section 1 A Finance Committee composed of the treasurer and two other Board members, appointed by the president, shall prepare a budget for the fiscal year and shall submit it, to the Executive Board for approval. The Finance Committee can from time to time submit supplements to the budget for the current fiscal year.
- Section 2 A Membership Committee, whose chairperson and members shall be appointed by the president, shall devise ways and means of promoting membership and of obtaining new members in the Association.
- Section 3 A Publications Committee shall be for reviewing and providing direction for the WAHMA Directory, the WAHMA website, and any other publications authorized by the Executive Board.
- Section 4 An Election Committee, consisting of the immediate past-president and two or more Executive Board members appointed by the president shall prepare a slate of candidates and submit it to the Executive Board. The Committee shall review the qualifications and obtain the consent of all nominees to stand for election and serve if elected. Elections shall be conducted in accordance with Article VII of the Constitution and Article IX of the Bylaws.
- Section 5 WAHMA Annual Award Committee. This committee organizes and reviews the nominations for specific WAHMA Awards and selects a recommended winner for each category award.
- Section 6 An Advisory Committee. One or more individuals related or not to the Media that would be able to serve and support in the role as a consultant, confidant, and/or counselor for strategic planning of the different projects engaged by WAHMA. The advisory committee would serve for special projects, fund raising, providing connections to outside resources and promoting public relations. These individuals should have a verifiable proven record of success in their own professional fields. The Advisory Committee may serve for a specific project or on a permanent basis.

Article V - Legal Status

- Section 1 The Association, through the president and the Executive Committee, shall maintain a legal status as a “non-profit” organization. Such status as the Association is entitled to will be attained through counsel.

Article VI - Official Publication

- Section 1 The Association shall have an official publication called WAHMA Directory, showing all members in good standing and their contact information. The establishment of the publication and the general policies governing its distribution shall be the responsibility of the Executive Board.

Article VII - Election Procedures

The Election Committee, consisting of the immediate past-president and two or more Executive Board members appointed by the president shall prepare a slate of candidates and submit it to the Executive Board. Upon approval of the slate of candidates by the Executive Board, an official ballot, which lists nominees for each position and allows space for write-in candidates, shall be prepared by the executive secretary. A biographical sketch of each nominee may be distributed via email to all the members in good standing. The official ballot shall be provided by the executive secretary no later than _____ to each member in good standing. Ballots shall be returned to the executive secretary no later than _____ if there are no contested races, the executive board will declare the nominated candidates elected without sending a mail ballot.

Article VIII - Removal of a Member of the Association or the Board of Directors

- Section 1 **Cause** – Any member of the Board of Directors or the Association may be removed for cause by a simple majority vote of the Board, with the Board member in question abstaining from the vote. Cause shall include but is not limited to the following: malfeasance, sexual harassment, and criminal conduct, failure to perform duties or participate in Board functions, wanton disobedience of the Bylaws of the Association, or conduct which brings disrespect to or is unbecoming of a member of the Board of Directors.
- Section 2 **Reporting Cause** – Any member of the Board of Directors, the Association, or the general public who become aware of information which may tend to indicate that a member of the Board of Directors is not fit for the position as stated in section 5.0, above, or that a Board member's continued service may not be in the best interest of the Association, may bring that information and any supporting documentation to the President of the Association. The reporting person may remain confidential unless they are a principle witness.
- Section 3 **Investigation** – The President shall, as soon as possible, conduct an investigation into any allegations of misconduct. The involved Board member or member of the Association shall be advised of any allegations against him/her and be allowed to view all materials. If the President finds that the allegations are false or unfounded, he/she may drop the matter only with concurrence of the Vice-President. In any other situation, the matter shall be the first item on the agenda for the next meeting of the Board of Directors. The President shall advise all members of the Board of Directors of the agenda item prior to the meeting-taking place.
- Section 4 **Removal of Board Member, Vote** – At the next meeting of the Board of Directors, the President shall make a motion to remove the Board member in question, and the Vice-President shall second the motion, regardless of the Vice-President's personal opinion. This action shall require a discussion and a vote before the matter is resolved. The President will then report the allegations and findings of the investigation. The involved Board member will be allowed to respond. At the conclusion of the discussion, the Board member in question will be asked to leave the room, and a secret ballot will be taken. The votes will be counted by the President and the President Elect. They will only announce if the motion carried or not, and the breakdown of the votes shall remain confidential.
- Section 5 **Removal of President or Vice-President** – If the Board Chair or Vice-Chair is the subject of the removal inquiry, the next highest-ranking officer shall take their respective duties in the order of: Board Chair, Vice-Chair, Secretary, Treasurer, Committee Chair and Board Chair.

Article IX - Amendments to Bylaws and Code of Ethics

- Section 1 These Bylaws or Articles of Incorporation and the Code of Ethics may be amended, modified or updated at any time by a 2/3-majority vote of the current Board of Directors constituting a quorum.
- Section 2 Changes in the Bylaws or the Code of Ethics may be presented in writing to the secretary by a member(s) thirty days prior to the next business meeting of the Association. The secretary shall prepare the proposed Bylaws or Code of Ethics for discussion at the business meeting, at which time they be acted upon.

Article X - Dissolution

- Section 1 Should said organization (Washington Hispanic Media Association) dissolve for whatever reason, all assets shall be distributed to like educational organizations qualifying under 501 (c) (3) of the IRS code.

Article XI - Disclaimer

Washington Hispanic Media Association does not endorse, guarantee or warrant the credentials, work, or opinions of any individual member. The opinions and views expressed by its members privately or publicly are their sole and separate opinions and do not necessarily reflect those of the Washington Hispanic Media Association. Furthermore, Washington Hispanic Media Association will not assume responsibility or liability in respect to the opinions, views, actions or statements of its members.

The Washington Hispanic Media Association reserves the right to terminate, deny, revoke or remove any member at any time in its sole discretion without notice and liability, including, without limitation of the board directors by a 2/3-majority vote with a simple majority of the board members constituting a quorum.

The Washington Hispanic Media Association also reserves the right to investigate suspected violations, including, without limitation, any violation or possible violation or misconduct. Upon termination, all rights granted to its member will cease immediately, and this person or corporation agrees to immediately discontinue any benefit provided by the Association. The person or corporation must return all materials and related documentation back to the Association immediately.

Article XI - Parliamentary Procedure

All questions of parliamentary procedure shall be governed by the Articles of Incorporation, by these Bylaws.

The above Bylaws have been revised and restated on this _____

Board Chair

Vice Board Chair

Secretary

Treasurer

Committee Board Chair

Membership Board Chair

Board Member (Western Washington)

Board Member (Eastern Washington)

Advisory Board Chair

The content of this document can be amended anytime by a majority vote of the WAHMA Board of Directors