

Vanderbilt Student Communications, Inc. Bylaws

Version 12.05.14

Approved April 10, 2002, VSC, Inc. Board of Directors
Approved Sept. 5, 2002,
Vanderbilt University Chancellor E. Gordon Gee
Amended 03.12.03, 04.16.03, 09.10.03, 03.24.05,
04.17.07, 03.18.08, 04.13.09, 10.20.09, 04.12.13,
02.27.14, 12.05.14

ARTICLE I The Corporation

SECTION 1. Authority

The Corporation, acting through its Board of Directors (“Board” or “the Directors”) and in accordance with these Bylaws, shall have exclusive authority over the operation of all undergraduate student communications media at Vanderbilt University (“the University”) funded in whole or in part by student activity fees, excepting those supervised by the Administrative Offices of the University, and including, but not limited to, editorial and business policies, selection and removal of division heads, supervision and auditing of accounts, approval of contracts and any other power incidental to ensuring the welfare of the University student communications media. Undergraduate student communications media is defined, for the purposes of these bylaws, as publications for general distribution to the University community or to persons outside the membership of a student organization, and radio and television broadcasts to the campus or local community, and other student media products.

SECTION 2. Divisions

Student publications or media organizations may be authorized by the Board and operated as “probationary divisions” by the Corporation as provided in Article VI or authorized as “divisions” as provided in Article V. Recognition as a division or probationary division is required in order for undergraduate student communications media in order to publish or broadcast under the Corporation.

ARTICLE II Composition of Board and Officers Duties

SECTION 1. Composition

Board members with voting privileges shall include three members of the University faculty and five student representatives. Non-voting Board members shall include a representative of the University’s Office of the Dean of Students, and the Director of Student Media. The officers of the Corporation shall be the Chair, the Vice Chair, the Secretary and the Director of Student Media.

(a) Chair

The Chair of the Board (“the Chair”) shall be the chief executive officer of the Corporation and shall preside at all officer meetings. The Chair shall have general supervision over the management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The Faculty member of the Board who is serving the third year of his or her term shall be the Chair.

(b) Vice Chair

The Vice Chair of the Board shall be an executive officer of the Corporation and shall serve in the capacity of the Chair, in the Chair’s absence, and shall carry out any responsibilities assigned by the Board. The Faculty member of the Board who is serving the second year of his or her term shall be the Vice Chair.

(c) Secretary

The Secretary shall attend all sessions of the Board and record all votes and minutes of all proceedings and shall perform like duties for the committees of the Board when required. The Secretary shall give written notice of all meetings of the Board and shall perform such other duties as prescribed by the Board. The Secretary shall have charge of and keep all books, accounts, documents, and papers that properly belong to the office.

(d) Director of Student Media

The Director of Student Media serves the Vanderbilt Student Communications Board as the chief full-time paid professional staff member in a combination of administrative and consultant roles. The Director of Student Media is the Board’s representative. In that capacity, the Director of Student Media is responsible for reporting any concerns or problems—fiscal or ethical—to the Board, or in its absence, the Chair. The Board or Chair will then decide what action is appropriate and may charge the Director of Student Media with its implementation. The general duties of the Director of Student Media are outlined in Appendix A, Section 23 of these Bylaws.

ARTICLE III Hirings and Appointments

SECTION 1. Appointed Members

(a) Faculty Representatives

The Faculty Representatives shall be members of the faculty of the University. One Faculty Representative shall be elected by the Board each year for a three-year term.

(b) Student Representatives

(i) Student Representatives shall be members in good academic standing of the undergraduate, graduate, or professional student body of the University. No more than one Student Representative position may be held at any time by a member of the graduate or professional student body. No Student Representative may serve as a Division Head while serving on the Board.

(ii) Student Representatives shall be appointed by the Board each year for one- or two-year terms at the Board's discretion.

SECTION 2. Hired Members

(a) Director of Student Media

(i) Members of the faculty and administrative staff of the University shall not be eligible to serve as the Director of Student Media. The Director of Student Media shall receive reasonable compensation, to be determined by the Board, for services rendered. Once annually the Chair may create a Finance Committee to evaluate the job performance of the Director of Student Media and present a report of its findings and recommendation to the Board. The Board may negotiate the proper salary for the next year, revising upward for inflation, increased responsibility, etc. The Director of Student Media shall continue to serve, except under removal policies outlined in Article IX. At least six weeks notice must be provided before a Director of Student Media's resignation.

(ii) The Director of Student Media shall be hired by the Board after receiving nominations from a search committee comprised of all division heads of the Corporation, and in consultation with the Office of the Dean of Students representative to the Board if applicable.

(b) Assistant Director(s) of Student Media

(i) Members of the faculty and administrative staff of the University shall not be eligible to serve as Assistant Director of Student Media. Each Assistant Director of Student Media shall receive reasonable compensation, initially determined by the Board, for services rendered. Each year the Director of Student Media may negotiate the proper salary for each

Assistant Director of Student Media for the next year, revising upward for inflation, increased responsibility, etc., in accordance with Article II, Section 1(d).

(ii) Each Assistant Director of Student Media shall be hired and supervised by the Director of Student Media.

(iii) A designated Assistant Director of Student Media or other staff representative shall serve as the Corporation's Business Manager, maintaining the accounts and books for all divisions.

(iv) A designated Assistant Director of Student Media or other staff representative shall be assigned by the Director of Student Media to serve as the Board's Secretary.

(d) Division Heads

(i) Any full-time student of the University who is in good academic standing shall be eligible to be hired as a division head.

(ii) Division heads shall be hired by the Board.

(g) Probationary Division Heads

(i) Any full-time student of the University who is in good academic standing shall be eligible to be hired as a probationary division head.

(ii) Following review of all applicants, including unopposed applicants, probationary and provisional division heads shall be hired by the Board for a term that shall extend from the date the Board grants probationary or provisional division status until the expiration of all division head terms.

SECTION 3. Hiring Procedures

(a) Terms of office for all Board members shall begin July 1, immediately following election hiring and end June 30 of their expiration year.

(b) Terms of office for all division heads shall begin May 15, immediately following hiring, and end May 14 of their expiration year.

(c) Hirings for Faculty Representatives, Student Representatives, Student Media Professionals, and Division Heads shall be conducted in the spring prior to the end of the academic semester. The Director of Student Media or designee shall publicize the hiring dates at least two weeks prior to the application deadline.

(d) For all hirings conducted by the Board, affirmation by a majority of Board members present is required to hire a candidate.

SECTION 4. Vacancies

In the event the position of any director, officer or division head is vacant, the Board by a majority vote may choose an interim successor. At its discretion, the Board may ask the interim successor to serve until the next regularly scheduled hiring, or may choose to hold a special election to fill the unexpired term.

SECTION 5. Removals

The Board can, by a two-thirds vote of members present, remove any hired officer or division head, including other members of the Board, provided that any such actions are conducted in accordance with procedures in Article IX.

SECTION 6. Quorum

A majority of voting members of the Board shall constitute a quorum to conduct all Board business. In the absence of a quorum a smaller number may conduct activities necessary to establish meeting times and announcements so as to attempt to attain a quorum at subsequent meetings.

ARTICLE IV Committees

SECTION 1. Formation of Committees

Committees of the Board shall be appointed by the Chair as needed and are not limited to the following three committees.

(a) Finance Committee

This committee shall be comprised of three Board members, including at least one Student Representative. The members of this committee shall be appointed by the Chair.

(b) Awards Committee

This committee shall be comprised of the Chair, one Faculty Representative, the Director of Student Media, and two Assistant Directors of Student Media.

(c) Investigation Committee

This committee shall be comprised of one Faculty Representative and two Student Representatives. The members of this committee shall be appointed by the Chair.

ARTICLE V Divisions

SECTION 1. Definitions

Divisions of the corporation are defined as those media outlets with access to the resources of the corporation, includ-

ing, but not limited to mechanisms of content production, financial support, and advisory staff. The divisions of the Corporation are divided into two classes, media and service. Each class of division is subject to the levels of status described below and must follow the procedures and guidelines in these Bylaws. A media division of the Corporation is defined as a student organization that successfully executes its expressed purpose of operating a communications medium regularly reaching a broad spectrum of the University community. A service division is defined as an organization that directly supports the mission and operations of the Corporation by providing a specific service or educational role. The levels of media division status include:

(a) Primary Division:

Primary divisions are the flagship media outlets that are the foundation of the Corporation. These outlets publish, create and broadcast student content with the greatest regularity.

(b) Supplementary Division:

Supplementary Divisions are media outlets that augment the Primary Divisions with audience-driven and/or advocacy content.

(c) Affiliated Division:

Affiliated Divisions operate autonomously with limited or no financial support from the Corporation.

(d) Probationary Division: Probationary divisions are granted approval to exist under review for a period of one year, after which their status may be continued, changed, or dissolved. When deemed appropriate by the Board, probationary divisions must choose to operate as a Supplementary Division or Affiliated Division.

(e) Provisional Division: A provisional division is created by the Board at its discretion and may exist as a Primary, Supplementary, or Affiliated division in accordance with the division's mission. Provisional divisions are granted approval to exist under review for a period of one year, after which their status may be continued, changed, or dissolved.

SECTION 2. Authority of Division Heads

The division head shall have the authority to manage the division in all respects, including the formulation of editorial and programming policy, within the restrictions, if any, imposed by the Board. The Board supports free expression and student autonomy in content decisions within all media divisions. In concurrence with this authority, the division head shall bear the ultimate burden of responsibility for the division in all respects. The division head shall be accountable to the Board for all operations of the division including, but not limited to, ethical and proper conduct, adherence to established Board policies, and maintaining consistency

with the mission and principles on which the division was established. adherence to established Board policies, and maintaining consistency with the mission and principles on which the division was established.

SECTION 3. Censure and Termination Proceedings

(a) Any division that is or appears to be incapable of fulfilling its goals and responsibilities is subject to censure or termination proceedings.

(b) Any person (including a member of the Board) may petition the Board for censure or termination of a division. Upon the receipt of said written petition, the Chair shall charge the Investigation Committee to investigate the division and return a recommendation to the Board. A recommendation to censure shall include guidelines for rectifying grievances as well as consequences of further impropriety. The Board shall vote on this recommendation. A majority vote of the Board is required to censure a division. A two-thirds majority vote of the Board is required to terminate a division.

ARTICLE VI Guidelines for the Creation of Probationary Divisions

Any undergraduate student(s) who wish to create a media outlet intended for general distribution to the University community or to persons outside the membership of a student organization, or any student(s) who wish to create a service division for the Corporation, may present a proposal requesting probationary division status to the Board.

SECTION 1. Proposal

Student(s) petitioning the Board for probationary division status must present a proposal before the Board. The format of the proposal is left to the petitioner's discretion. However, the proposal must include a clear definition of the mission of the new publication; the intended audience for the new publication; and demonstrate available resources for staffing, production, printing, distribution and funding.

SECTION 2. Criteria for Proposal Consideration

The University and the Corporation are committed to providing opportunities for the free and open exchange of ideas. The Board will consider all proposals for new publications with this tenet in mind. The Board will not grant probationary division status to proposals for publications that duplicate the mission or content of existing divisions. The Board will also consider the likelihood for success of a proposal based upon the petitioner's preparedness, expertise, and available resources.

SECTION 3. Probationary Term

Probationary divisions shall be authorized by the Board to operate for a one-year period. At the expiration of this year,

the Board shall authorize a change of divisional status, extend the probationary term for an additional year, or terminate its authorization of the probationary division.

SECTION 4. Funding

Probationary divisions typically are ineligible for funding from the Corporation during the probationary term; they may, however, utilize shared corporate resources such as advisory services and common workspace.

SECTION 5. Business Operations

The probationary divisions shall utilize the VSC business manager who shall maintain the books and records for each probationary division, hold the funds and sign checks for authorized expenditures of the probationary divisions. The Business Manager will provide monthly income and expense reports to each probationary division head.

SECTION 6. Assessment

Probationary divisions shall be subject to periodic assessment by the Board throughout the probationary term, in order to gather information sufficient to make an effective end-of-term evaluation. A focus will be placed on monitoring the development of a probationary division in a manner consistent with these Bylaws and additional Board policies, as well as the probationary division's ability to continue such operation beyond the probationary term. The Board and applicant shall discuss these measures prior to receiving probationary status, and the probationary division may be asked to present progress updates at the Board's discretion.

SECTION 7. Reapplication

Petitioners whose proposals are rejected by the Board, and petitioners whose probationary division was terminated following the probationary term, must wait at least one semester before applying to the Board for active probationary division status.

ARTICLE VII Membership

SECTION 1. The Members

The membership of the Corporation shall initially consist of the University, which shall act through its Board of Trust when in session and through its Chancellor when the Board of Trust is not in session.

SECTION 2. Additional Members

Additional members may be admitted to membership to the Corporation by majority vote of the Corporation.

SECTION 3. Resignation

Any member may resign from the Corporation at any time by delivering written resignation to the Chair or Secretary of the Corporation.

SECTION 4. Meetings

The members shall not have regularly scheduled meetings, but the Chair shall, upon written application of a majority of the membership of the Corporation, call a special meeting of the membership at any time, provided the request states the purpose of the meeting.

SECTION 5. Profit

No member of the Corporation shall at any time receive any pecuniary profit from the operation of the Corporation.

ARTICLE VIII Amendments and Resolutions

SECTION 1. Amendments

These by-laws may be amended at any meeting by the affirmative vote of two-thirds of the entire Board provided that notice for such a meeting contains the substance of the proposed amendment (except with respect to Article II and Article VII, Section 1, the amendment of any which shall also require the approval of a majority of the members of the Corporation), or in any other manner provided by law.

SECTION 2. Appendix to Bylaws

The Appendix to these Bylaws serves as an operational policy manual for the corporation. The Appendix may be amended at any meeting by the affirmative vote of a simple majority of the Board's voting members. Policy changes or additions to the Appendix shall be effective as of the date of adoption, unless the resolution specifies another date.

ARTICLE IX Grievance Procedure

SECTION 1. Complaints Against a Division Head

Any person (including a member of the Board) wishing to lodge a formal complaint against a division head shall first make his/her complaint directly to that person or may request a meeting with the division head and the Director of Student Media. A person whose complaint has not been resolved after consultation in this manner may present the complaint to the Chair. Upon presentation, the Chair shall have ten days to resolve the issue or convene the Investigation Committee.

The Investigation Committee shall be charged with investigating all alleged and/or misfeasance or malfeasance in

office, by a division head. The Committee shall report its findings to the Board by the next scheduled meeting. The Board will then deliberate on the complaint, and if meritorious, determine the appropriate sanction.

The Board shall have the authority to reprimand, remove from office or reduce the stipend of a division head. The Board shall by majority vote reach a decision as to the findings of fact and the disciplinary action to be taken. However, a two-thirds majority vote shall be required for the removal of a division head or for the reduction of any stipend. The accused and the accuser shall not be present during the Board's deliberation or decision.

A division head, against whom a formal complaint has been lodged, shall be notified by the Chair upon receipt of the complaint, and shall have the right to be informed of the evidence, and the right to appear before and present evidence to the Investigation Committee and the Board.

Following the discussion and decision of the Board, a division head against whom action will be taken shall have the right to lodge an appeal to an Appeals Committee comprised of five people appointed by the Chair to review the charges. The Appeals Committee should be comprised of two Student Representatives, excluding those who served on the Investigation Committee, two undergraduate students not serving on the Board, and one faculty member or graduate/professional student not serving on the Board. The Chair shall have ten days from receipt of the appeal to appoint and convene this committee.

The recommendation of the Appeals Committee shall be subject to the approval of the Chair. A written description of this complaint procedure shall be provided to any person, upon request from the Chair.

SECTION 2. Complaints Against the Director of Student Media

The Board shall have the authority to reprimand and/or remove from office the Director of Student Media, according to the following procedure. Any person (including a member of the Board) wishing to lodge a formal complaint against the Director of Student Media may consult with the Director of Student Media or bring the complaint before the Chair or the Board. Upon presentation the Chair shall convene the Investigation Committee.

After the committee's report has been presented to the Board, the Director of Student Media having been notified in writing by the Chair of the complaint, shall have the right to be informed of the evidence, and the right to appear before and present evidence to the Board.

After such a hearing, the Board may remove the Director of Student Media from office by a two-thirds majority vote of the entire voting membership of the Board. The Board may

choose to reprimand the Director of Student Media by a majority vote, in which case a formal reprimand approved by the Board shall be entered into the Corporation's permanent records.

The Board shall not cause any reduction in salary or any other punitive measures not prescribed herein to be taken against the Director of Student Media except due to a corresponding reduction in responsibilities.

In no case shall a Director of Student Media be removed from office without the Chair first having appointed and convened a committee comprised of three persons, not associated with Vanderbilt Student Communications, Inc., to review the charges against the Director of Student Media. This committee shall be appointed by the Chair subject to the approval of two-thirds of the voting members of the Board. At least two members of this committee shall be Vanderbilt undergraduate students. The third member may be selected from the faculty or the professional/graduate student body. The views of this committee shall be considered by, but shall not be binding upon, the Board in reaching its decision on the disciplinary action to be taken.

SECTION 3. Complaints Against Other Staff

Any person (including a member of the Board) wishing to lodge a formal complaint against an Assistant Director of Student Media shall first make his/her complaint directly to that person. A person whose complaint has not been resolved after consultation in this manner may present the complaint to the Director of Student Media. A person whose complaint has not been resolved after consultation in this manner may present the complaint to the Chair.

SECTION 4. Emergencies

In an emergency, the Chair can, with the approval of the Director of Student Media and a Student Representative of the Board, suspend a division head who has abused his/her responsibilities. This suspension shall be validated by a two-thirds majority vote of the Board at the subsequent meeting. At that time, the grievance procedure described in SECTION 1 shall go into effect. The Board may elect appoint an interim officer pending resolution of the grievance.

SECTION 5. Public Grievances

At least once each year the Board will inform the Vanderbilt community that views and concerns about the policies of the Corporation and the content and quality of its operations are welcome at any time. This communication should appear in a display advertisement in The Vanderbilt Hustler or other suitable media, and include instructions on how to contact the staff and Board of the Corporation. The Board may, at its discretion, convene from time to time a public forum, publicized in advance, for members of the commu-

nity to express views and concerns about the Corporation and its operations.

SECTION 6. Penalties for Unexcused Absence

Regular attendance at Board meetings is imperative for all Board members. An absence is considered excused if the Board member notifies the Secretary of the Board no later than one day prior to a scheduled meeting of a planned absence. Two excused absences shall constitute one unexcused absence. In the event of an unexcused absence, the Secretary shall send written notification to that Board member of his or her failure to attend the prior meeting.

Two unexcused absences shall be grounds for dismissal from the Board.

Board meetings should be limited to a maximum of two hours. If business extends beyond that time, provision should be made to meet again to finish old business. In light of this, leaving a Board meeting prior to its completion shall constitute an unexcused absence.

ARTICLE X Alternates

SECTION 1. Student Representative Alternates

The board may, at its discretion, select one Student Alternate board member, to be selected from the pool of applicants seeking the position of Student Representative during the regularly scheduled selection process for such positions. The Student Alternate may be appointed to a term of no more than one year. The Student Alternate shall be invited to attend all meetings of the board, but is not a voting board member. In the event a Student Representative must vacate his or her position before the end of the Representative's designated term, the board may appoint the Student Alternate to fill the vacated term as a voting member.

Appendix A to Bylaws Operational Policies

1. CORPORATE MISSION

approved 04.10.02

Vanderbilt Student Communications, Inc. exists to provide the students and other members of the Vanderbilt community specific services and outcomes, primarily, (1) the provision of an environment that fosters the development of students' skills in leadership, management, human relations, and fiscal responsibility in a unique cocurricular setting that allows for high levels of participation in daily-run, product oriented organizations; (2) the provision of realistic opportunities for students to learn and gain competency in specialized mass communications skills ranging from writing, editing, computer-aided design and production, advertising creation, sales and accounting, to television and radio production, program conception, and on-air participation; and (3) the provision to the campus community of online, print and broadcast media serving as forums for free expression, allowing the exchange of ideas, dissemination of news, outlets for creative work, and vehicles for entertainment, fulfilling a role critically essential to the health of a vibrant university in a democratic society.

2. OPERATIONAL PHILOSOPHY

approved 01.06.05, revision approved 04.10.07

SECTION I. Primary Corporate Responsibilities

(a) The mission of VSC remains multi-faceted, with the primary objectives of its organizational efforts being the distribution of student-produced mass media to the University community, opportunities for students to participate and learn, and fiscal solvency for the corporation to ensure such opportunities continue to exist for future generations of students.

(b) Critical to all facets of the VSC mission is, above all, the preservation of a core set of student media outlets that provide the most expansive set of opportunities for students, the most significant and enduring sources of revenue, and the most recognized mediums of outreach and appeal to the University's local, regional, and national audience.

(c) A variety of media exist on college and university campuses whose preservation is necessary and proper for the constituency of an elite institution with aspirations toward broad national aims. The delivery systems for these media often include newspapers, magazines, radio, television, and websites.

(d) VSC bears a directed responsibility to the students and community of Vanderbilt to provide for the preservation and improvement of these mediums of student media above all. Methods may include, but are not limited to, the following: reallocation of physical or monetary resources from other expenses, restructuring of incentive programs to encourage participation, creation of education and outreach initiatives, and planning investments to ensure long-term growth and stability.

SECTION II. Additional Corporate Responsibilities

(a) Primary roles of fostering student development through participation and providing media outlets to the University community may be better served by an increased number of publication mediums. As such, as best it sees fit and to the extent possible given remaining physical and monetary resources, VSC maintains a firm commitment to providing additional student media divisions with organizational support, advisory services, and opportunities to reach the community.

(b) Efforts to improve quality and maximize interest are and should continue to be central aspirations of every division irrespective of the resources available, and VSC remains steadfast in its provision of support for these efforts. Different communications mediums benefit from different types of incentives, services, and other resources. Factors such as equitability and achievement, approached within the context of corporate priorities, play a central role in assessing levels of support to provide.

(c) Levels of resource allocation vary considerably for all divisions given their diverse and, at times, competing needs. In determining how to best manage the resources available to student-produced communications beyond those specifically described in SECTION I, it is necessary and appropriate for VSC to critically evaluate factors such as product quality, benefit to constituents, community interest, educational merit, and opportunity costs as a part of its decision-making process.

3. DIVISION CATEGORY GUIDELINES

approved 03.24.05, revision approved 04.12.13

The VSC Board of Directors will utilize the following category based guidelines when taking action with regard to the allocation of financial, facility, and other resources to divisions.

SECTION 1. Corporate Services.

(a) The Corporation will provide to each of its divisions basic services, including access to advice, consultation and training from professional staff; accounting and fiscal management services; and access to limited community equipment (fax, photocopier, photographic, computer, etc.) without cost or penalty as regular administrative functions.

SECTION 2. Primary Media.

(a) Primary media divisions will receive first priority with respect to receiving funding, office space, equipment and other resources necessary to ensure successful operation.

(b) Primary media divisions are expected to cooperate with each other in the creation and sharing of content.

SECTION 3. Supplementary Media

(a) The Board will at its discretion determine a minimum number of programming hours or issues to be published annually by each Supplementary Media division. The Board will allocate to the division(s) resources sufficient to support organizational operation and printing of the prescribed issues.

(b) Any revenue generated by Supplementary Media divisions will be shared in the common Primary/Supplementary operating budget as described in Policy 7 of Appendix A. When possible, surplus revenue generated by a division will be used to support that division's activities.

(c) Office space and equipment allocation to Supplementary Media will be made at the Board's discretion based upon corporate priorities and available resources.

SECTION 4. Affiliated Media

(a) After addressing financial priorities during the annual budget process, the Board may designate funds to be used for grants for Affiliated Media divisions.

(b) Grant funding may be used exclusively for an Affiliated Media division's essential operational expenses, e.g., printing, postage, supplies, etc. and may not be used for purposes such as staff travel, staff compensation, staff motivation, or equipment.

(c) Affiliated Media divisions will be provided access to shared office space that includes dedicated, secure digital and physical storage for the division. If sufficient corporate resources allow, Affiliated Media divisions may receive exclusive use of office and equipment at no charge.

(d) In the event that the board does not assign exclusive office space to an Affiliated Media division and available resources allow, an Affiliated Media division may request exclusive use of office space. If granted, the division will be charged a corporate assessment equal to the cost of the space. Any corporate assessment must be paid by the division using reserves or revenue raised in excess of grant-matched funds.

SECTION 5. Probationary Divisions

(a) The Board may at its discretion allocate to the division(s) resources sufficient to support organizational operation.

(b) Probationary divisions are expected to generate revenue to support the division's operations.

(c) Office space and equipment allocation to Probationary divisions may be made at the Board's discretion based upon corporate priorities and available resources.

SECTION 6. Provisional Divisions

(a) A division proposed by and created by the Board shall be considered provisional for the first year of its existence.

(b) At the end of the first year, the Board shall review the operations and outcomes of the provisional division and determine future action. At the Board's discretion, the division may have provisional status removed or continued, or the division may be terminated.

(c) Provisional divisions may be categorized as primary, supplementary, or affiliated divisions. Provisional divisions will receive funding and support in accordance with their categorization.

4. ACTIVITY FEE FUNDING FORMULA

approved 04.10.02

Under agreement with the University's Dean of Students Office, the Corporation receives an annual allocation of student activity fees. The formula for the amount received is based on the Corporation's 2000-2001 allocation of \$285,000. Each fiscal year following 2000-2001, the Corporation will receive the base amount plus a percentage increase equal to any increase in the Student Activities Fee. For example, if the Fee increases by 3 percent, the allocation would be \$285,000 X 1.03. The formula is subject to negotiation by the Corporation and the Dean of Students Office in the event of special needs. Special needs could be the addition or loss of divisions, or if the Activities Fee Fund falls short of meeting the allocation requirements in any given year. In such cases, the Corporation might receive a decrease proportionate to the decrease experienced by the composite decrease of allocations to all other petitioning groups. The Corporation will provide upon request an itemized budget by division to the Student Finance Committee's administrative adviser.

While the Activities Fee Fund may be the primary source of a division's revenue, it should not be viewed as a subsidy in place of other attainable forms of revenue. Divisions are encouraged to generate additional revenue through advertising, underwriting, subscriptions and other legal means to subsidize Activities Fees used for operating funds. Full divisions shall bear the responsibility to generate a fair proportion of revenues through these means, within the constraints of their publication format.

5. DIVISION BUDGETS

approved 04.10.02, revision approved 10.06.09

All divisions classified as Primary, Supplementary or Service by Article V, Section 1 of these Bylaws operate with a unified budget of shared revenue and expenses. The

VSC Business Manager and the Director of Student Media will prepare a proposed unified budget for these divisions for board review each spring for the upcoming fiscal year. This proposed budget will also include all shared corporate revenue and expenses.

(a) Newly hired heads for divisions classified as Affiliated or Probationary by Article V, Section 1 of these Bylaws shall prepare each Spring a proposed item budget for the upcoming fiscal year. Proposed budgets shall be submitted to the board for review. Affiliated and Probationary divisions shall utilize the VSC business manager who shall maintain the books and records for each division, hold the funds and sign checks for authorized expenditures. The Business Manager will provide monthly income and expense reports to each division head.

(b) Newly hired Affiliated and Probationary division heads may submit requests for financial grants from the VSC unified budget. Any such requests must be submitted in writing to the VSC Business Manager in advance of the Board's spring budget review.

6. ACTIVITY FEE FUNDING ELIGIBILITY

approved 04.10.02

Funding originating from Activity Fee sources will not be allocated to organizations classified by the Office of Student Activities or the Board as partisan, including, but not limited to, religious or political groups. The Board may use this policy as a basis for determination when considering the status of a division or the election of a division head.

7. ACCOUNTING

approved 04.10.02

The VSC business manager shall keep a set of books, standardized for the particular divisions, which the Director of Student Media shall have the right to examine at any time during the year. Division heads shall have the right to examine the books for their respective divisions at any time during the year. The Director of Student Media shall file these books as part of the permanent record of the Corporation at the close of the fiscal year or as soon as practical thereafter.

8. STUDENT COMPENSATION

approved 04.10.02, revision approved 10.06.09

(a) Students working within VSC divisions may receive nominal compensation in accordance with this SECTION and with Board approval.

(b) Student compensation in this section refers only to use of funds to pay stipends to students working in staff positions within a division. This section does not apply to professional staff salaries, or students who are paid using federal college work study grants or individuals acting as inde-

pendent contractors who perform specific services for a division. Any student staff member who receives regular pay in the form of an hourly wage or commission from a division may not also receive a stipend.

(c) Student staff compensation shall be allocated in the form of monthly payments made by the VSC business manager.

9. STUDENT ADVERTISING COMMISSIONS

approved 04.10.02, revision approved 04.12.13

A division may pay to student staff commissions on the sale of advertising and underwriting. Commissions may not exceed 15 percent of any total sale. Division heads are not eligible to receive commissions from advertising or underwriting received from their division. The program director and music director of radio stations WRVU and Vandy Radio are ineligible to receive any type of commission.

10. ADVERTISING TRADE-OUT

approved 03.24.05

As a matter of general practice, divisions may not trade advertising space or time in publications or programs for goods and/or services. All advertisers will be invoiced at the division's established, published rates. Advertisers are expected to make monetary payment for all advertising purchased. Exceptions to the policy may be made under special circumstances with advance approval of the VSC Business Manager.

11. ADVERTISING PROMOTION

approved 11.06.02

No division may make in its advertising solicitation efforts false claims with respect to issues such as circulation, readership, pricing or other quantitative values.

12. BOARD CHAIR RESEARCH FUND

approved 04.10.02

The faculty representative entering the third year of his or her term on the Board shall serve as the Board's Chair. As an expression of appreciation for service, a Research Fund, not to exceed \$1,000, shall be established for the Chair's discretionary use to support educational/research oriented endeavors.

13. BOARD STUDENT MEMBER STIPEND

approved 03.24.05, revision approved 04.12.13

Student Board members agree to attend up to 10 meetings each year, serve on at least one VSC committee, and actively participate in the business of the Board. Student Members-at-Large in their first year of service to the Board and the Media Council Representative shall receive a \$150 annual stipend in appreciation of their service. Student

Members-at-Large in their second year of service to the Board shall receive a \$250 annual stipend. Stipends will be distributed in two equal payments at the end of the fall and spring semesters. Failure to meet obligations to the Board may result in a proportional reduction of the stipend by a set schedule that shall be determined by the Board prior to the onset of the term of service.

14. STUDENT TRAVEL

approved 04.10.02, revision approved 10.06.09

The Corporation encourages its members to engage in external educational opportunities that support the student media efforts of its divisions. Likewise, the Corporation supports the value of on-site media coverage of events when the magnitude of such events is of compelling interest to the University community. When possible and appropriate, VSC will financially assist staff members with expenses related to participation in workshops, conferences and special event coverage. During the annual budget preparation process the Board may choose to allocate funds that may be used to support student travel.

Division heads requesting travel funding not exceeding \$2,500 should submit their requests to the VSC Business Manager. The Business Manager, in consultation with appropriate members of the VSC advising staff and/or the Director of Student Media, will determine if a request is financially and programmatically permissible. Division heads may appeal denied requests to the VSC Board of Directors. All division head travel requests that exceed \$2,500 must be submitted directly to the board.

Requests for conference/workshop travel funding must conform to the following rules:

- (a) All requests for travel funding must be specific, and include conference/workshop description, number and names of students who would travel, and good faith estimates of registration, travel, and lodging expenses.
- (b) Travel funding allocated under this policy may be used only for convention/workshop registration fees, transportation costs from Nashville to the conference city (excluding parking, taxis, tips, etc.), and lodging costs during the workshop. Any other travel-related expenses are the responsibility of the individuals traveling.
- (c) Travel funding will not be allocated to cover the expenses of spring semester travel for seniors and/or students who will not be returning to VSC the following fall.

Requests for special event coverage travel funding must conform to the following rules:

- (d) All requests for travel funding must be specific, and include the event description and supporting evidence to warrant on-site coverage, number and names of students

who would travel, and good faith estimates of travel and lodging expenses.

- (e) Travel funding allocated under this policy may be used only for transportation costs from Nashville to the event city (excluding parking, taxis, tips, etc.), and lodging costs during the event. Any other travel-related expenses are the responsibility of the individuals traveling.

To protect VSC from losses resulting from non-refundable fares and last-minute changes, students authorized funding for air travel will be expected to purchase their own tickets and be reimbursed by VSC immediately upon return from the trip.

15. STUDENT TRAVEL AGREEMENT

approved 09.10.03, revision approved 01.30.07

Students whose travel is subsidized by funding provided by the corporation, as described in Policy 14, are required to consent to and sign VSC's Convention/Workshop Travel Contract. This contract stipulates that each student will be responsible for reimbursing VSC funds it expends, whole or in part, if the student elects for non-emergent reasons not to travel and costs such as registration and lodging cannot be transferred to a suitable substitute. Subsidized student travelers must also agree that the Board may demand reimbursement for funds expended, whole or in part, if the student is found to have gone to but failed to materially participate at an event. When board-approved travel includes airline transportation, each student approved for funding must purchase his or her airline ticket in advance. Within three working days of completion of the student's travel, VSC will issue a reimbursement check for the cost of airfare up to the amount approved in advance by the board.

16. REIMBURSEMENT

approved 09.10.03

Individuals seeking reimbursement for expenditures made on behalf of the corporation must retain receipts or other documentation of transactions and attach them to a completed "Reimbursement Request Form" to be turned in to the VSC Business Manager. It is each individual's responsibility to determine in advance if expenditures will be authorized and approved. Reimbursements will typically be paid within three business days, except under special circumstances.

17. EQUIPMENT

approved 04.10.02

The Corporation maintains reserve accounts for purposes that include the replacement, upgrade, and repair of equipment. These reserve funds may not be used for annual operating expenses. Additionally, during the annual budget preparation process, divisions may itemize reasonable equipment requests as an expense line in their division

budgets. All requests for equipment funding must be specific, and include comprehensive equipment descriptions, model numbers, and pricing information.

No capital equipment may be sold, transferred, conveyed or otherwise disposed of without the approval of the Board. At the end of each academic year an inventory must be made in all divisions.

18. EQUIPMENT USE

approved 03.24.05, revision approved 10.06.09

The corporation provides equipment to support the activities of its divisions. Most equipment, such as computers, broadcast components, etc., is intended to be used in and not removed from the VSC space it occupies. Other equipment, such as cameras, are intended to be used by student staff in the field. Individuals who use VSC equipment agree to exercise reasonable care to avoid its damage or loss. Individuals who have equipment in their care that becomes damaged or lost due to negligence will be responsible for reimbursing VSC the repair or replacement cost for the equipment.

19. CONTINGENCY FUND

approved 04.10.02

VSC acknowledges that contingencies may arise throughout the year for which additional funds may be necessary for some divisions. These may include, but are not limited to, unexpected travel requests, emergency equipment requests, and full or partial allocation to new divisions. Divisions may petition the Board and request an allocation from the available contingency fund.

20. STAFF MOTIVATION

approved 04.10.02, revision approved 10.06.09

During the annual budget proposal process the Board may choose to allocate funds that may be used to support staff motivation. Funds allocated to Staff Motivation may be used at the discretion of respective division heads for the purchase of goods and services to be used as incentives and/or rewards for active staff members as a means to ensure staff retention and job performance. Funds allocated to Staff Motivation may be expended on items that include, but are not limited to, food, t-shirts, gift certificates, recreation or other tokens of appreciation.

All requests for staff motivation must include a description of intent for use and a timeframe for distribution. Division heads may submit requests to the VSC Business Manager. The Business Manager, in consultation with appropriate members of the VSC advising staff and/or the Director of Student Media, will determine if a request is financially and programatically permissible. Division heads may appeal denied requests to the VSC Board of Directors.

As with all division expenditures, Staff Motivation expenses are subject to review by the VSC Business Manager, Director of Student Media, and Board of Directors. The following rules apply to Staff Motivation funding:

(a) Anything purchased with Staff Motivation funds must be fairly and equally distributed to all staff members who warrant incentives and/or rewards. Funds may not be used to enrich individual staff members.

(b) Staff Motivation funds may not be distributed in the form of cash payments to staff members.

(c) Staff Motivation funds may not be expended on alcoholic beverages.

21. PROFESSIONAL STAFF DUTIES

approved 04.10.02, revision approved 04.12.13

SECTION 1. Director of Student Media, General Duties

(a) The Director of Student Media shall coordinate the activities of any attorneys, the accounting and auditing firm, the consultant engineer of the radio station, and any other consultants and advisers assisting in the work or training of the divisions.

(b) The Director of Student Media shall assist division heads in staff management, inventory control, relations with university administration, fiscal management and all problems relating to production or publication.

(c) The Director of Student Media shall be available to deal with emergency issues confronting division heads (i.e. questionable or potentially libelous content).

(d) The Director of Student Media shall serve as a consultant to the division heads when preparing annual line item budget proposals.

(e) The Director of Student Media shall review the financial operations of each division to ensure expenses fall within approved budgets. The Director of Student Media shall promptly report to the Chair or the Board any known or foreseeable financial problems. The Director of Student Media shall have the right to examine the set of standardized financial books kept by the VSC business manager for each division at any time. The Director of Student Media shall file these books as part of the permanent record of the Corporation at the close of the academic year or as soon as is practical thereafter.

(f) The Director of Student Media shall be a non-voting member of the Board of Directors and assist the Chair, the Vice-Chair, and the Board in the fulfillment of their duties.

(g) The Director of Student Media shall serve as the Chief Financial Officer of the Corporation (supervision of the cor-

poration's operating budget) and fulfill any corresponding duties that may be assigned by the Board. The Director of Student Media shall assist the Board in dealing with grievances.

(h) The Director of Student Media shall serve as supervisor for all full and part-time professional staff employed by VSC, Inc., including the Assistant Director of Student Media responsible for business and bookkeeping (VSC Business Manager) and the Assistant Director of Student Media responsible for advising duties as assigned. The Director of Student Media shall be responsible for the delegation of professional staff work assignments, scheduling, and other personnel-related issues. The Director of Student Media shall conduct an annual performance review of each professional staff member, and in consultation with the Chair, authorize salary increases when appropriate. Likewise, the Director of Student Media shall alert the Chair if the performance of any professional staff member warrants Board attention.

SECTION 2. Assistant Director(s) of Student Media

(a) The Assistant Director(s) of Student Media shall have regular meetings with the division heads to critique publication/production and discuss problems or concerns. The Assistant Director(s) of Student Media and the division heads shall apprise the Director of Student Media of the regularity and frequency of their meetings and inform the Director of any difficulties in their arrangement.

22. NON-STUDENT PARTICIPATION

approved 08.25.03, revision approved 05.14.14

The primary mission of VSC is to serve Vanderbilt students. To that end, currently enrolled students shall always receive first priority for opportunities to participate in any division's activities. Active participation on a division's staff, defined as any involvement greater than the submission of occasional content contributions (e.g., letters to the editor, guest columns, work submissions, guest interviews, etc.), is limited to current Vanderbilt undergraduate and graduate students.

23. UNAUTHORIZED REMOVAL OF PUBLICATIONS FROM CIRCULATION

approved 02.04.05

If any Vanderbilt student, faculty member, employee or campus visitor considers something they see in any of the VSC-sanctioned publications on campus to be either highly offensive or in breach of the law in terms of libel, obscenity or invasion of privacy, they have a right to register their complaint and seek appropriate action, pursuant to the Complaints Procedure laid out in the By-Laws.

In cases involving offensive or defamatory material, the matter should be raised directly with a member of the VSC

Staff or the VSC Board and, if possible, with the Editor-in-Chief (EIC) of the publication in question. Although it would be generally preferable, it is not necessary to notify the EIC that a complaint is being made before going to either the VSC Board or a VSC staff member. Once the complaint has been made, VSC will notify the EIC of the relevant publication of the nature of the complaint.

Individuals should not remove issues that they consider offensive or potentially defamatory without consultation with VSC staff. Publications distributed on campus within the VSC structure are property of VSC, and any removal (other than for the intended purpose of general distribution) of them without authorization will be regarded as theft.

An individual may only remove the issues either with the permission of the EIC of the publication, or with authorization from the VSC Director of Student Media.

If the complaint concerns the offensive nature of a publication but not a belief that the publication has violated any legal barrier under libel, obscenity or invasion of privacy laws, the publication will be left in the racks. The question of whether or not action should be taken against the EIC or the publication in general will then normally be raised at the next board meeting, where the person (or persons) who made the complaint will be invited to speak to it.

If the complaint concerns a potential legal action against the publication, and the Director of Student Media considers such an action to present a reasonable legal risk, then the general course of action shall be to have the issues removed from circulation, and stored by VSC until the matter is resolved.

The decision to leave a publication in circulation after a complaint regarding offensiveness has been made in no way represents an endorsement by VSC of the decision to publish whichever item caused offense. The VSC Board reserves the right to impose whatever sanction it deems appropriate against the publication in question, or its editorial staff, regardless of what decision was taken in regard to circulation of the issue at the time of the complaint.

24. STATEMENT ON INCLUSIVE PARTICIPATION

approved 04.10.02

Vanderbilt Student Communications, Inc. and its divisions actively seek to be diverse student organizations and welcome applications from all members of the student community.

25. PAID STUDENT STAFF DOCUMENTATION

approved 03.24.05

Students who are to be compensated for work for a division under Policy 8 must complete and return all employment paperwork to the VSC Business Manager before conduct-

ing any work for which pay is expected. Required paperwork includes IRS Form W-4, IRS Form I-9, and others that may become required by law. Students may only be paid for work done following the date and time that required paperwork is filed. Students who perform work for divisions without required paperwork on file will be considered volunteers.

26. POLICY ON USE OF PSEUDONYMS

approved 03.24.05

In some situations, most notably in cases involving humor or satire publications, divisions may produce content using a pseudonym or including fictional quotes from made-up or well-known public figures. For example, a persona piece may be written from the perspective of someone other than the actual writer. Sometimes these are attributed to public figures or celebrities, but also occasionally to an archetypal persona, which would require the “invention” of a name for the columnist. Additionally, certain news stories can sometimes be attributed to fictional authors or include quotations from imaginary people. Finally, certain blatantly satirical special features regularly use fake names for respondents.

For any column, news story, or feature which contains an author or quotation attributed to someone other than a staff writer, it is incumbent upon the publication to establish either (a) that this person is a legitimate public figure whose name can be used in a satirical context; (b) that the persona is clearly identified so as to remove confusion that it could be an actual non-public individual (e.g. “John Smith, local film director”); or (c) that the name used does not correspond with that of any private individual who would not wish their name to be used in such a way and would not be considered a public figure.

All fake names – authors and characters quoted or described in stories – should be subjected to internal University search as well as general internet or other search as appropriate to rule out the possibility of accidentally attributing items to individuals in violation of the above conditions.

27. POLICY ON CORPORATE STAFF ASSISTANCE TO CANDIDATES FOR HIRING

approved 04.17.07

Transparency and fairness are of the utmost importance during the electoral processes conducted by the corporation. To comply with these criteria, assistance and consultation will be made available by the Director of Student Media and Assistant Directors of Student Media to any applicant seeking the position of head of a division of the corporation or a position on the board of directors of the corporation.

Such consultation shall not infringe on the privacy expectations of other applicants seeking the same or another posi-

tion within the corporation. No member of the staff shall knowingly engage in consultation with an applicant that will place another applicant seeking the same or another position within the corporation at a competitive disadvantage.

All applicants seeking the aforementioned positions within the corporation shall be made known of the potential for assistance and consultation with staff in writing no later than the date of final deadline for submission of applications. It is left to the discretion of the staff as to how applicants will be notified of this availability.

28. CONTENT REMOVAL FROM ONLINE ARCHIVES

approved 02.27.14

Vanderbilt Student Communications does not remove content, including but not limited to articles, columns, editorials, photos and letters to the editor, from online archives once the content has been published in any format, though all final decisions rest with the Board of Directors. Online archives are a part of the institutional memory of VSC and a historical record of our community. VSC also has no control over the ranking in commercial search engines, like Google, and will make no attempt to hide from commercial search engines any material in its online archives.

Updates or corrections may be added if the material is factually inaccurate with a note detailing the date and time of the change included. To make a complaint that archived content is inaccurate, the aggrieved party must contact the respective site’s director or editor-in-chief in writing by letter or e-mail with the following information:

- Name, telephone number and e-mail address
- The url address of the content in question
- The specific content that is inaccurate and an explanation of how the information is inaccurate

In the case of content published more than one year ago, the complainant must provide reasonable proof to the editor that the content in question is no longer accurate. For example, a copy of expungement papers should be provided in case any criminal charges are dropped. If published more than a year ago, contested quotes are highly unlikely to be amended without written or audio documentation.

29. OPERATIONS DURING ACADEMIC BREAKS

approved 02.27.14

All activities related to the creation of publications, broadcasts, or other projects within VSC must cease by 11:59 p.m. the final day of class before regular academic breaks and semester end. The continuation of automated operation of websites and broadcasts is permitted. The studios of WRVU, VandyRadio, and RVU Records, as well as the video production and editing operations of VTV will be closed following the final day of class. This time will be used

to shut down unused equipment and perform maintenance in an effort to extend the lifespan of the equipment. The VSC newsroom, conference room, VTV studio, WRVU office, and RVU Records office will be open for seven days following the final day of class each semester so the space may be used by student staff members for study. All newsroom computers, office computers and servers will undergo maintenance and be shut down following this study period. All VSC spaces will be open and operational at least five days before classes resume each semester. Exceptions to this policy to facilitate student projects may be permitted at the discretion of the Director of Student Media.

30. VENDOR AND SYSTEMS CONTINUITY

approved 02.27.14

VSC utilizes vendors and professionals for essential long-term services such as printing, web hosting, web streaming, accounting, legal matters, and software development. Likewise, VSC adopts specific software products, brands of equipment, and other solutions to address operational needs. The purchasing decisions related to these products and services is often linked to contractual commitments and significant investment. Frequent or unnecessary disruptions to the continuity of these overarching corporate systems would be detrimental to VSC operations. All such contracted and/or adopted systems are subject to review at any time, however, any change from current practice must be approved by the Director of Student Media, subject to review by the Board of Directors, or by the Board of Directors.

31. DIVISION HEAD HIRING AND SUPERVISION PROCESS

approved 02.27.14

The VSC Board of Directors serves as the ultimate supervisor of all division heads and holds the authority to hire, fire, reward, and reprimand individuals in these positions. Because the Board meets too infrequently to directly oversee daily operations, it relies on the Director of Student Media and members of the full-time professional staff to administer key functions.

SECTION 1. Division Head Hiring Process

VSC professional staff, working on behalf of the Board of Directors, will manage the division head hiring process. This process includes setting application deadlines, the announcement of vacant positions, the collection and review of applications, supervising the process for Supplementary and Affiliated divisions that hold internal elections, conducting candidate interviews for Primary and Service divisions, and provisionally hiring all division heads.

The names of all provisionally hired divisions heads will be forwarded to the Board of Directors for action at its next regular meeting. In accordance with Bylaws Article III,

Section 2, d, ii, the Board shall officially hire all division heads. Hired Division heads will operate with the full authority described in Bylaws Article V, Section 2 while holding provisional status.

Any person who wishes to lodge a complaint about the hiring process or its outcome may follow the procedure outlined in Article IX of these bylaws.

SECTION 2. Division Head Supervision Process

VSC professional staff, working on behalf of the Board of Directors, will supervise the work of division heads. This process includes regularly assessing progress on division goals and objectives, providing advice and resources to support success, addressing job performance problems when necessary, providing regular division head status updates to the Board, and, if necessary, suspending division heads without pay for cause. If a suspension is deemed necessary, a report will be filed immediately to the Chair in accordance with Bylaws Article IX for board action. Only the Board of Directors may terminate a division head.

Any person who wishes to lodge a complaint about the supervisory process may follow the procedure outlined in Article IX of these bylaws.