

Vanderbilt Student Communications, Inc.

Bylaws

Version 01.31.2020

ARTICLE I

The Corporation

SECTION 1. Purposes

The Corporation, acting through its Board of Directors ("Board" or "the Directors") and in accordance with these Bylaws, pursuant to authority granted it by The Vanderbilt University, shall have exclusive authority over the editorial and communication content of all Undergraduate Student Communications media at Vanderbilt University ("the University") including, but not limited to, editorial policies, selection and removal of division heads, and other general communication powers incidental to ensuring the welfare of the Undergraduate Student Communications. "Undergraduate Student Communications" is defined, for the purposes of these bylaws, as electronic and/or physical publications for general distribution to the University community or to persons outside the membership of a student organization, radio and television programming transmitted to the campus or larger community, and all other student media projects or products funded in whole or in part by student activity fees, excepting those supervised by the Administrative Offices of the University.

ARTICLE II

Composition of Board and Officers Duties

SECTION 1. Board Composition

The Board shall consist of seven (7) directors allocated as follows: four (4) University representatives and three (3) student representatives as further described in Article III, Section 1; provided, however, that any reduction in the number of directors effected by the adoption of this section shall not result in the removal of any director in office at the time of its adoption prior to the expiration of the director's term of office. Non-voting Board members shall include the Director of Student Media, the Secretary, and any other non-voting member the Board may elect to serve from time-to-time. Any Non-voting members of the Board shall not be known or referred to as directors. Notwithstanding any provision of the bylaws, Board composition shall at all times be compliant with the Corporation's federal tax status as a Type I supporting organization under 26 U.S.C. section 509(a)(3)(B)(i), requiring the University, as the designated supported organization, to possess the power to designate a voting majority of the Corporation's governing Board of Directors.

SECTION 2. Officers

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 Board meetings. The Chair shall have general supervision over the management of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into

effect. The Faculty Representative of the Board who is serving the second 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 Representative of the Board who is serving the first year of his or her term shall be the Vice Chair.

(C) Secretary

The Secretary shall attend all sessions of the Board and record 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 documents and papers that properly belong to the Corporation.

(D) Director of Student Media

The Director of Student Media serves the Board as the chief full-time professional staff member who shall be compensated in accordance with the terms of an Employee Lease Agreement, as may be restated or amended from time to time (the "ELA") between the University and the Corporation. The Director of Student Media is the Corporation's staff representative to the Board. 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 of these Bylaws.

ARTICLE III

Elections and Appointments

SECTION 1. Directors

(A) University Representatives

University Representatives shall be comprised of two (2) members of the faculty (the "Faculty Representatives") and two (2) other employees of the University who may but need not be members of the faculty but who must be employed by the University (the "Staff Representatives"). One (1) Faculty and one (1) Staff Representative shall be appointed by the University's Board of Trust or its delegate each Spring, to be voted upon by the VSC Board at its Spring meeting, in time for each individual appointee to commence a two-year term on July 1 of each year.

(B) Student Representatives

(i) Student Representatives shall be members in good academic standing of the undergraduate student body of the University.

(ii) Three (3) Student Representatives shall be appointed by the Board for a two-year term on the following schedule so that the terms of office of Student Representatives are staggered: two (2) Student Representatives shall be appointed at the May board meeting in even numbered years and one (1) Student Representative shall be appointed at the May board meeting in odd numbered years. All terms shall begin on July 1.

SECTION 2. VSC Staff Members

(A) Director of Student Media

(i) As further described in Article II, Section 2(D), the Director of Student Media shall be an employee of

the University and leased to the Corporation in accordance with the terms of the ELA.

(ii) The Director of Student Media shall be selected by the Board after receiving nominations from a search committee comprised of all division heads of the Corporation and a minimum of three (3) Board directors comprised of one (1) Faculty Representative, one (1) Staff Representative and one (1) Student Representative in consultation with and after obtaining approval of the University in accordance with the terms of the ELA.

(B) Assistant Director(s) of Student Media

(i) Each Assistant Director of Student Media shall be an employee of the University and leased to the Corporation in accordance with the terms of the ELA.

(ii) Each Assistant Director of Student Media shall be supervised by the Director of Student Media subject to the terms of the ELA.

(iii) A designated Assistant Director of Student Media or other staff representative shall be assigned by the Director of Student Media to serve as the Corporation's Business Manager.

(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.

(C) Division Heads

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

(ii) Division heads shall be appointed by the Board as further described in Article V, Section 4. In the event that any division head is compensated such person shall be employed by the University and shall be leased to the Corporation in accordance with the terms of the ELA.

(D) For all employed positions of the Corporation, a review and recommendation for compensation shall be conducted by the Board, with an affirmation vote by a majority of directors present, with the acknowledgement and understanding that the final determination for any employment position be determined solely by the University and employed in accordance with the terms of the ELA.

SECTION 3. Terms of Office

(A) Terms of office for all directors shall begin July 1, immediately following election and end June 30 of their expiration year.

(B) Terms of office for all division heads shall begin May 15 or immediately following appointment if such appointment takes place after May 15, and end May 14 of their expiration year.

SECTION 4. Vacancies

In the event the position of a University Representative director is vacant, the University Board of Trust or its delegate shall appoint an interim successor to fill any unexpired term. In the event the position of any other director, officer or division head is vacant, the Board may, at its discretion, either appoint an interim successor by a majority vote to fill any unexpired term or hold a special election. Any employed position requires University approval and such employment shall be in accordance with the employment personnel policies described in the ELA.

SECTION 5. Removals

The Board may, by a two-third majority vote of directors present, remove any officer or division head, including other directors provided that any such actions are conducted in accordance with procedures in these Bylaws.

SECTION 6. Quorum

A majority of directors in office immediately before a meeting begins 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 shall include, but are not limited, to the following three committees.

(A) Finance Committee

This committee shall be comprised of three directors, 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 University Representative, the Director of Student Media, and two Assistant Directors of Student Media.

(C) Investigation Committee

This committee shall be comprised of one University Representative and two Student Representatives. The members of this committee shall be appointed by the Chair. For clarity, the scope of authority for the Investigation Committee shall only pertain to VSC's operational matters. If a complaint, in whole or in part, pertains to either student, employee or faculty conduct that is separate from any VSC operational matter, then the matter must be submitted to and investigated by an appropriate student, employment, or faculty office or department responsible for disciplinary oversight. Examples of non-VSC operational matters include, but are not limited to, harassment, misbehavior, and similar acts or actions.

ARTICLE V Operational Structure

SECTION 1. Administration

The management of day-to-day tasks necessary to the administrative operations of the Corporation is delegated by the Board to the Director of Student Media and other members of the Corporation's professional staff. All members of the Corporation's professional (employed) staff shall be subject to University employment personnel policies in accordance with the ELA.

SECTION 2. Divisions

The Corporation may, at the discretion of the Board, create subordinate organizational divisions as a means to promote operational efficiency and advance its mission. Divisions of the Corporation are

defined as distinct projects or media outlets organized with clearly defined objectives that are supported best by a unique operating structure and identity. Divisions may include student organizations engaged in a communications medium regularly reaching a broad spectrum of the University community and projects that provide a specific media service or educational opportunity. A current list of Divisions will be updated annually, included as Appendix B to these Bylaws, and be posted on the Corporation's main website. The Board at its discretion may add new divisions to the Corporation.

SECTION 3. Division Support

Divisions are provided access to the resources of the Corporation, including, but not limited to mechanisms of content production, financial support, and professional staff.

SECTION 4. Division Leadership

Ultimate leadership authority for all divisions within the Corporation resides with the Board. The Board may, at its discretion, appoint individuals to manage each division in all respects, including the formulation of editorial and programming policy, within the restrictions, if any, imposed by the Board. Depending upon the mission of a respective division, the Board may appoint a professional staff member to manage its operations or select a student to serve as division head. Regardless of the primary leadership assignment, the Board is committed to creating and placing students in leadership roles. The provision of student opportunities to learn and gain leadership experience is a corporate priority.

The Board supports free expression and student autonomy in editorial content decisions within all media divisions. 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.

SECTION 5. Division Assessment

At least once each semester, the Board will review and assess each of the Corporation's divisions. The Board may use its discretion as to the method employed for the review and assessment.

(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 director) 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. Any such decision or determination made by the Board shall be deemed final.

ARTICLE VI

Guidelines for the Creation of Probationary Divisions

Any undergraduate student(s) who wish to create a media product 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 project 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 product; the intended audience for the new product; and demonstrate available resources for staffing, production, 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 products with this tenet in mind. The Board will not grant probationary division status to proposals for products 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

Any probationary divisions authorized by the Board shall operate for an initial probationary term of one-year. At the expiration of the initial probationary term, the Board shall, at its sole discretion, authorize a change to full 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

Probationary divisions shall utilize the Business Manager who shall assist as deemed necessary for each probationary division. 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 academic semester before applying to the Board for active probationary division status.

ARTICLE VII

Membership

SECTION 1. The Member

The membership of the Corporation shall consist solely of the University, which shall act through its Chancellor, its Board of Trust, or a University delegate determined at the sole discretion of the University.

SECTION 2. Additional Members

No additional Members shall be permitted by the Corporation.

SECTION 3. Resignation

As the sole Member, the University may resign this status at any time by delivering written resignation to the Chair or Secretary of the Corporation.

SECTION 4. Meetings

The Member shall not be obligated to have regularly scheduled meetings, but the Chair shall, upon written application of the Member, call a special meeting of the Member's representative(s) 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 personal or individual pecuniary profit from the operation of the Corporation.

ARTICLE VIII

Amendments and Resolutions

SECTION 1. Amendments

These Bylaws may be amended at any meeting of the Board by the affirmative vote of a majority of the directors of the Board then in office provided that notice for such a meeting contains the substance of the proposed amendment as required by law, or in any other manner provided by law. Any amendment to these Bylaws shall also require the approval of the Member of the Corporation if Member approval is required by Tennessee 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 of the Board by the affirmative vote of a majority of the directors of the Board then in office. Policy changes or additions to the Appendix shall be effective as of the date of adoption, unless the resolution specifies another date. The Corporation shall also be subject to operational policies established by the University, from time to time, and may include, but will not be limited to, agreements between the Corporation and the University, such as the ELA, the Space, Service and Support Agreement, and the Trademark License and Service Agreement, as may be restated or amended, as well as others. For the avoidance of doubt, any written agreement between the Corporation and the University shall supersede and control any operational policy of the Corporation included those contained in the Appendix.

ARTICLE IX

Grievance Procedure

SECTION 1. Complaints Against a Division Head

Any person (including a director) 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 (10) days to resolve the issue or convene the Investigation Committee. Complaints subject to this Article IX

Grievance Procedure shall only pertain to VSC's operational matters. If a complaint, in whole or in part, pertains to either student, employment or faculty conduct that is separate from any VSC operational matter must be submitted to and investigated by an appropriate student, employment, or faculty office or department responsible for disciplinary oversight. Examples of non-VSC operational matters include, but are not limited to, harassment, misbehavior, and similar acts or actions.

The Investigation Committee shall be charged with investigating all alleged misfeasance or malfeasance in office involving VSC operational matters by a division head. The Investigation Committee shall report its findings to the Board by the next scheduled meeting of the Board. The Board will then deliberate on the complaint, and if meritorious, determine the appropriate sanction.

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. The Board shall have the authority to reprimand or remove from office 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 of the directors of the Board then in office shall be required for the removal of a division head. The accused and the accuser shall not be present during the Board's deliberation or decision.

Following the discussion and decision of the Board, a division head against whom disciplinary action will be taken shall have the right to lodge an appeal to an Appeals Committee comprised of five (5) people appointed by the Chair to review the charges. The Appeals Committee should be comprised of two (2) Student Representatives, excluding those who served on the Investigation Committee, two (2) undergraduate students not serving on the Board, and one (1) faculty member not serving on the Board. The Chair shall have ten (10) calendar days from receipt of the appeal to appoint and convene the Appeals 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. Complaints subject to this Article IX Grievance Procedure shall only pertain to VSC's operational matters. If a complaint, in whole or in part, pertains to either student, employee or faculty conduct that is separate from any VSC operational matter must be submitted to and investigated by an appropriate student, employment, or faculty office or department responsible for disciplinary oversight. Examples of non-VSC operational matters include, but are not limited to, harassment, misbehavior, and similar acts or actions. Any person (including a director) 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 have ten (10) days to convene the Investigation Committee.

After the Investigation 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 directors of the Board then in office. The Board may choose to reprimand the Director of Student Media by a majority vote of the directors of the Board then in office, 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 compensation 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 and so long as any measure comports with the ELA and applicable

University employment personnel policies.

In no case shall a Director of Student Media be removed from office without the Chair first having appointed and convened an Investigative Committee comprised of three (3) persons not associated with the Corporation to review the charges against the Director of Student Media in accordance with the provisions of these Bylaws. The Investigative Committee shall be appointed by the Chair subject to the approval of two-thirds of the directors of the Board then in office. At least two members of the Investigative committee shall be Vanderbilt undergraduate students. The third member may be selected from the faculty or the student body. The views of the Investigative 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 Involving VSC Matters or Operations Against Other Staff

Any person (including a director) wishing to lodge a formal complaint against an Assistant Director of Student Media may first make his/her complaint directly to that person. Complaints subject to this Article IX Grievance Procedure shall only pertain to VSC's operational matters. If a complaint, in whole or in part, pertains to either student, employee or faculty conduct that is separate from any VSC operational matter must be submitted to and investigated by an appropriate student, employment, or faculty office or department responsible for disciplinary oversight. Examples of non-VSC operational matters include, but are not limited to, harassment, misbehavior, and similar acts or actions. A person whose complaint has not been resolved after consultation with the person who is the subject of the complaint 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 may, 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 in the Chair's sole discretion. This suspension shall be validated by a two-thirds majority vote of the directors of the Board then in office at the next meeting of the Board. Additionally, the Chair, in consultation with the Director of Student Media and a Student Representative of the Board may appoint an interim division head to serve during the suspension until the Board vote at its next meeting. In the event of a validating vote by the Board, the grievance procedure described in these Bylaws shall go into effect. The Board may elect or appoint an interim officer pending resolution of the grievance.

SECTION 5. Penalties for Unexcused Absence

Regular attendance at Board meetings is imperative for all directors. An absence is considered excused if the director notifies the Secretary of the Board no later than one (1) day prior to a scheduled meeting of a planned absence. Two excused absences shall constitute one unexcused absence.

Board meetings should be limited to a maximum of two (2) 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.

In the event of an unexcused absence, the Secretary shall send written notification to that director of his or her failure to attend the prior meeting.

Two unexcused absences shall be grounds for removal from the Board pursuant to Article III, Section 5.

ARTICLE X

Alternates

SECTION 1. Student Representative Alternates

The board may, at its discretion, select one Student Alternate director, 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 (1) year. The Student Alternate shall be invited to attend all meetings of the board but is not a voting director. 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 director.

Appendix A to Bylaws - Operational Policies

1. CORPORATE MISSION

approved 04.10.02, revision approved 01.31.20

Vanderbilt Student Communications, Inc. ("VSC") 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

The mission of VSC is 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.

Fostering student development through participation and providing media outlets to the University community may be better served by an increased number of media divisions. As such, as best it sees fit and to the extent possible given 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.

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.

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, 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 BUDGETS

approved 04.10.02, revision approved 10.06.09

All divisions 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.

4. STUDENT SERVICE FEE FUNDING ELIGIBILITY

approved 04.10.02, revision approved 04.07.17, revision approved 01.31.20

Funding originating from Student Service Fee sources may be allocated only to student organizations that comply with the University's nondiscrimination policy as well as all other Vanderbilt University policies.

5. ACCOUNTING

approved 04.10.02, revision approved 01.31.20

The VSC Business Manager shall manage business activities for VSC. Division heads shall have the right to examine the financial statements and budgets 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.

6. 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.

7. 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.

8. STUDENT TRAVEL

approved 04.10.02, revision approved 10.06.09, revision approved 01.31.20

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. Notwithstanding any provision in this Section or in these Bylaws, all travel arrangements, reimbursements, expenditures, and accommodations must comply with and be made in accordance with the University Travel and Conduct Policy.

Division heads requesting travel funding 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. 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:

(a) 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.

(b) 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.

9. REIMBURSEMENT

approved 09.10.03, revision approved 01.31.20

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 (3) business days, except under special circumstances. Notwithstanding any provision in this Section or in these Bylaws, all travel arrangements, reimbursements, expenditures, and accommodations must comply with and be made in accordance with the Vanderbilt travel and conduct policy.

10. 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.

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 equipment and asset inventory will be conducted.

11. 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.

12. CONTINGENCY FUND

approved 04.10.02, revision approved 01.31.20

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. In the event of such an occurrence, divisions may petition the Board and request an allocation.

13. PROFESSIONAL STAFF DUTIES AND SIGNATORY AUTHORITY

approved 04.10.02, revision approved 04.12.13, revision approved 01.31.20

SECTION 1. Director of Student Media, General Duties

- (a) The Director of Student Media shall coordinate the operational and business activities for and on behalf of VSC.
- (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 financial statements and records maintained by the VSC Business Manager or the University for each division at any time.
- (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 Corporation's operating budget) and fulfill any corresponding duties that may be assigned by the Board, which shall include the Corporate signatory authority to execute documents for and on behalf of the Corporation as needed for Corporate operational matters up to a maximum expenditure amount established by University policy, as amended from time to time, for its Financial Unit Managers (the FUM limit), currently ten-thousand dollars (\$10,000.00). Additional signatory authority, including for amounts in excess of the FUM limit or to establish other authorized Corporate signatories, shall be subject to approval by the Corporate Board of Directors, including the establishment of a policy or procedure delegating approval and signatory authority. The Director of Student Media shall also 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, including the Assistant Director of Student Media responsible for business (the 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 and scheduling. The Director of Student Media shall conduct an annual performance review of each professional staff member, and in consultation with the Chair, recommend salary increases when appropriate in accordance with the ELA. 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

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 Student Media of any difficulties in their arrangement.

14. 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.

15. 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 Bylaws.

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 or posted online. 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.

16. STATEMENT ON INCLUSIVE PARTICIPATION

approved 04.10.02, revision approved 01.31.20

VSC and its divisions actively seek to be diverse student organizations and welcome applications from all members of the student community.

17. POLICY ON USE OF PSEUDONYMS

approved 03.24.05, revision approved 01.31.20

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.

18. POLICY ON CORPORATE STAFF ASSISTANCE TO CANDIDATES FOR APPOINTMENT

approved 04.17.07, revision approved 01.31.20

Transparency and fairness are of the utmost importance during the electoral processes conducted by VSC. 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 VSC.

Such consultation shall not infringe on the privacy expectations of other applicants seeking the same or another position within VSC. 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 VSC 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.

19. CONTENT REMOVAL FROM ONLINE ARCHIVES

approved 02.27.14, revision approved 01.31.20

VSC 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.

20. OPERATIONS DURING ACADEMIC BREAKS

approved 02.27.14, revision approved 01.31.20

All activities related to the creation of publications, broadcasts, or other projects within VSC must cease by 11:59p.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 Vanderbilt Recording Studio, 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 Vanderbilt Recording Studio office will be open for seven (7) 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.

21. VENDOR AND SYSTEMS CONTINUITY

approved 02.27.14, revision approved 01.31.20

VSC utilizes vendors, service providers and professionals for essential long-term services needed for VSC operations and activities. Likewise, VSC adopts specific software products, brands of equipment, and other solutions to address operational needs. The purchasing decisions related to these as well as all other products and services used or desired by VSC must be properly authorized by either VSC or appropriate University representatives and such procurement or engagement is subject to University policies using University financial management processing systems without any exceptions.

22. DIVISION HEAD APPOINTMENT AND SUPERVISION PROCESS

approved 02.27.14, revision approved 01.31.20

The VSC Board of Directors serves as the ultimate supervisor of all Division Heads as further described in the Bylaws. 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 professionally employed staff, in accordance with the ELA, to administer key functions.

SECTION 1. Division Head Appointment Process

VSC professional staff, working on behalf of the Board of Directors, will manage the Division Head appointment process. This process includes setting application deadlines, the announcement of vacant positions, the collection and review of applications, supervising the process for divisions that

hold internal elections, conducting candidate interviews, and provisionally appointing all Division Heads.

The names of all provisionally appointed Divisions Heads will be forwarded to the Board of Directors for action at its next regular meeting. All Division Heads shall be appointed in accordance with the Bylaws. Appointed Division Heads will operate with the full authority described in the Bylaws while holding provisional status.

Any person who wishes to lodge a complaint about the appointment process or its outcome may follow the procedures outlined in the Bylaws.

SECTION 2. Division Head Supervision Process

VSC professional staff, working on behalf of the Board of Directors, will supervise the Division Heads in accordance with the ELA. This process includes regularly assessing progress on division goals and objectives, providing advice and resources to support success, addressing performance problems when necessary, providing regular Division Head status updates to the Board, and, if necessary, suspending Division Heads. If a suspension is deemed necessary, a report will be filed immediately to the Chair in accordance with the Bylaws for board action. Only the Board of Directors may terminate and dismiss a Division Head as set forth in the Bylaws.

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

Appendix B to Bylaws Active Divisions

1. Active Divisions - 2017-18 Commodore

The Vanderbilt Hustler WRVU

The Vanderbilt Review Vanderbilt Television (VTV) The Slant

The Vanderbilt Political Review VandyRadio

Vanderbilt Recording Studio Global VU

Synesis MyCommonsLife MyVanderbiltLife