

Centre for Media and Celebrity Studies (CMCS) Bylaws

Corporate Seal

1. The logo, an impression whereof is stamped in the margin hereof, shall be the seal of the organization and shall appear in all official documents. The logo cannot be used without the permission of the director.

Head Office

2. CMCS is officially registered with *Service Ontario* under Government of Ontario, Canada. Until changed in accordance with the Act, the Head Office of the organization shall be in the City of Mississauga in the Greater Toronto Area of Canada. There will be branch offices in international cities as per requirement.

3. Executive Members

Founding director: Dr Samita Nandy

Communication Manager: Dr Louis Massey

Conditions of Board and General Membership

4. Membership in the organization shall be limited to persons interested in furthering the educational objectives of the organization and shall consist of academic and media professionals whose application for admission or nomination as a member has received the approval of the Director and has not been objected by 3/4 of the Advisory Board.
 - ⇒ Advisory Board Members (Honorary, long-term, no mandatory duty, voting)
 - ⇒ Editorial Board Members (Honorary, long-term, no mandatory duty, voting)
 - ⇒ Media Experts (Honorary, long-term, no mandatory duty, voting)
 - ⇒ Steering Committee Members (Remunerated for duties fixed by contracts, short-term, non-voting. May comprise of Advisory / Editorial board members and external members)
 - ⇒ Subscribed Members on newsletter and social media (Honorary, long-term, no mandatory duty, voting)
5. There shall be no mandatory duty for members outside the Steering Committee. Professional interest, communication of vision, commitment to the field, and acknowledgement of proceedings are recommended.
6. There shall be no membership fees or dues unless otherwise directed by the Advisory Board.
7. Agreement to a particular membership can constitute any written form of communication including electronic mail and subscription.
8. Board members must be individuals, at least 18 years of age, with power under law to contract if and when required in the Steering Committee.



Centre for Media & Celebrity Studies

9. Any Board or Committee member may withdraw from the organization by delivering a written resignation and lodging a copy of the same with the Advisory Board.
10. Any member may be required to resign by a vote of three-quarters (3/4) of the members at a meeting or through electronic communication.

Role of Board Members and Experts

11. The Advisory and Editorial Board members and media experts consists of the Director and Honorary members who are approved through application or nomination, and are eligible to propose or vote on the basis of their professional experience and contribution to the vision and field of CMCS, but are not required to perform any mandatory duty. Board duties are optional and can be proposed if and when vital to development of research and practice in higher education. Media experts may or may not comprise of Board members and can be requested to share research knowledge and / or practice-based research to further educational objectives in media. Collaborative ideas, suggestions and questions on how to develop a field of study are welcome and can be discussed on an individual or collective basis. The property and business of the organization shall be managed by the Director and may be assisted by other members. The appointment or nomination of board members and media experts shall be determined and evaluated from time to time and does not require to be sanctioned by an affirmative vote of at least two-thirds (2/3) of board members at an annual meeting. Advisory and Editorial Board members and media experts need not be subscribed members, although their subscription to the CMCS mailing list and social media, if applicable, is recommended. Published media releases, newsletters and call for papers can be distributed and / or cited. Corporate seal and copyrighted material cannot be downloaded or shared unless authorized or cited with reference.
12. The term of office is not subjected to a limited length of time and is negotiable.
13. In the Advisory and Editorial Board and database of media experts, the office of a member shall be automatically vacated:
 - a. if the member has resigned his / her office by delivering a written resignation to the Advisory Board.
 - b. if she / he is found by a court to be of unsound mind;
 - c. if she / he has made unauthorized use of corporate seal, copyrighted material, and passwords of CMCS
 - d. if she / he has violated the activities, policies and vision of the organization in an unethical manner. This includes violation of policies, regulations, and interpretations during communication or events. See points 27 and 28.
 - e. If long-term inactivity (more than 2 years) has been found by the Director or Advisory Board (see points 4, 5 and 11) and there has been no acknowledgement or negotiation after three (3) alert notices.
 - f. if she / he becomes bankrupt, suspends payment or compounds with creditors and affects the organization;
 - g. on death;



Centre for Media & Celebrity Studies

Provided that if any vacancy shall occur for any reason in this paragraph contained, the Director may, by appointment, fill the vacancy with a member of the organization.

14. A retiring member shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

Steering Committees

15. The Advisory Board may appoint Steering Committees whose members will hold their offices on the basis of negotiable and renewable short-term contracts. The Director shall determine the duties of such committees and may fix by resolution, any remuneration or honorarium to be paid. Existing Advisory and Editorial Board members and media experts can be part of the Steering Committees.

Duties of Director

16. The Director of the organization is expected to administer the affairs of the organization in all areas and make for the organization, in its name, any kind of contract. The contract, which the organization may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the organization is by its charter or otherwise authorized to exercise and do.
17. The Director shall have power to authorize expenditures on behalf of the organization from time to time and may delegate by resolution to a Board member of the organization the right to employ and pay salaries or an honorarium to Steering Committee members. The Director shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the organization.

The Director is hereby authorized, from time to time

- a. to borrow money upon the credit of the corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the organization may deem expedient;
 - b. to limit or increase the amount to be borrowed;
 - c. to issue or cause to be issued bonds, debentures or other securities of the organization and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
 - d. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the organization, and the undertaking and rights of the corporation.
18. The Director shall take such steps as they may deem requisite to enable the organization to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the organization.
 19. The Director may nominate members, agents and engage such employees, and issue corporate communication on behalf of the Board as it shall deem necessary from time to time.



Centre for Media & Celebrity Studies

20. The Director decides matters on conferences, newsletters, web pages, social media posts, online discussions, and bylaws which are the sole requirements of CMCS. Other board members can enter activities upon consultation with the Director.
21. The Director is responsible for all legal, financial, and promotional matters. Financial and promotional responsibilities are optional for all other members.

Board Meetings

22. An annual or any other general meeting with Advisory and Editorial Board and Steering Committee members can be held occasionally at the head office of the organization or at any place as the members may determine and as the Director shall appoint. The members may resolve that a particular meeting of members be held outside of Canada. However, due to our international membership, most meetings will occur through events or electronic communication. In the absence of a meeting, electronic communication by email or discussion boards will be the primary mean of exchanging information. Attendance and voting, if required, are not mandatory duties. Subscribed members will be invited to meet at CMCS events.
23. The place of meeting will be determined by the Director provided that at least 48 hours written notice of such meeting shall be given, other than by mail, to the Advisory Board. Notice by mail should be sent 14 days prior to the meeting. Format of the meetings include but not limited to: roundtables, seminars, conferences and other events where members can participate in activities and decision-making processes. There shall be at least one (1) such meeting per year. No error or omission in giving notice of any meeting or any adjourned meeting of the organization shall invalidate such meeting or make void any proceedings taken thereat and any Board member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.
24. A majority of Advisory and Editorial Board members, from time to time, but no less than two members, shall constitute a quorum for meetings. Any meeting of the board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these bylaws.
25. Each year, in addition to any other business that may be transacted, the reports of the Director (including regular newsletters), the reports of the auditors, and the financial statements shall be maintained for the ensuing year. Members may consider special or general matters at any meeting or through electronic communication. With the approval of the Director, the Advisory Board members can request a meeting or electronic discussion with other members. Three members present in person at a meeting or in an electronic communication will constitute a quorum.
26. If required, a minimum of fourteen (14) days' written notice shall be given to each voting member of any general meeting of members. Notice of any meeting where special business will be transacted shall contain an agenda or sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of meeting must remind the member if he has the right to vote by proxy.

Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the organization.



Centre for Media & Celebrity Studies

27. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the *Act* or these bylaws.

Execution of Documents

28. Contracts, documents or any instruments in writing requiring the signature of the organization shall be signed by Executive members. All other contracts, documents and bylaws will be determined and managed by the Director. Signed paperwork shall be binding upon the organization without any further authorization or formality. The Advisory and Editorial Board members shall have option by a majority of two-third (2/3) voting to recommend CMCS activities and appoint an officer or officers on behalf of the organization to propose projects, sign specific contracts, documents and instruments in writing. The usage of the corporate seal when required must be approved and may be affixed to contracts, documents and instruments in writing and signed as previously mentioned or by any officer or officers appointed by the Director. General notifications and announcements including those on official web pages, newsletters, discussion boards and social media shall be executed by the Director and Communication Manager and can be assisted by the Board. These general documents shall be notified, considered approved and represented on behalf of the Board unless rejected by a majority of three-fourth (3/4) of the Board by vote. Bylaws and rates of products and services can be upgraded from time to time if the Director determines the urgent necessity to do so. Public documents including web pages, newsletters, social media posts, online discussions in subject associations are under the responsibility of the Director and will be considered approved unless there is adequate participation and suggestions that contribute to the development of the area of research and practice.

Minutes of Meetings

29. If a meeting is held, minutes of Advisory and Editorial Board and Steering Committee shall not be available to the general membership of the organization but can be available to the Advisory and Editorial Board and Steering Committee members, each of whom may receive a copy if they wish.

Financial Year

30. Unless otherwise ordered by the Advisory and Editorial Board and Steering Committee members, the fiscal year end of the organization shall be in the month of April of the respective year. CMCS founding director is responsible for all financial matters.

Auditors

31. Executive members shall, at each annual meeting, may appoint an auditor to audit the accounts and annual financial statements of the organization for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting if the directors may fill any casual vacancy in the office of the auditor. The board of directors shall fix the remuneration of the auditor.

Books and Records

32. The Director shall see that all necessary books and records of the organization required by the bylaws of the organization or by any applicable statute or law are regularly and properly kept.

Policies, Regulations and Events

33. The Advisory and Editorial Board may suggest ideas for policies, regulations, and events not included in these bylaws relating to the management and operation of the organization as they deem expedient, provided that such rules and regulations shall have force and acknowledged by all board members in an annual meeting or electronic communication of the organization when they shall be confirmed. If two-third (2/3) of voting members reject policy recommendations, recommendations shall at and from that time cease to have any force and effect. All rules and practices of CMCS commits to the ethical and safe treatment, non-violence, and compassion towards all human and non-human species.

Interpretation

34. In these bylaws and in all other policies of CMCS hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number and the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations. All practices and language must exclude speciesism, sexism, racism, ethnocentrism, and other forms of marginalization in the sphere of organizational activities.

Thank you for being a part of the Centre for Media and Celebrity Studies (CMCS). In association with the Board and Steering Committee members, we look forward to the progress of the field of study and practice.