

Bylaws of  
DTH Media Corporation  
November 30, 1989/Revised October  
2018

ARTICLE I  
Purposes

The purposes of the corporation are:

To carry on the following educational, literary, scientific and charitable purposes or any of them:

- a. To act as an adjunct to the academic experiences of students at the University of North Carolina at Chapel Hill by publishing a wide range of issues and views and by informing students and other members of the University and surrounding communities about local news and events;
- b. To act as a laboratory that provides education and training for students in all facets of publishing, editing and managing a daily newspaper and its electronic companion channels including the coverage of political news and the preparation of editorial comments which serve as a vital part of the University's educational mission by improving and/or developing students' journalistic capabilities;
- c. To promote the tradition of editorial freedom and high journalistic standards, professional ethics, teamwork and service among its student participants;
- d. To cause to be published and to distribute The Daily Tar Heel newspaper; a monthly magazine, Southern Neighbor; and associated websites;
- e. In order to pursue properly the objects and purposes set forth, to have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and dispose of all kinds of property, both real and personal, both within and without this state; to purchase the business, goodwill and all other property of any individual, firm or corporation as a going business and to assume all its debts, contracts and obligations provided said business is authorized by the powers contained herein; to construct, equip and maintain buildings and works; to install, maintain and operate any and all kinds of machinery, appliances and equipment; and generally to perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which the corporation is created and which are allowed under the General Statutes of North Carolina and which are not contrary to state or federal laws for organizations

which are exempt from federal income tax under 501(c)(3) of the Internal Revenue Code; provided, however, that no part of the net earnings of the corporation shall inure to the benefit of any private member or individual, and provided further than no substantial part of its activities shall involve the carrying on of propaganda, or otherwise attempting to influence legislation, and provided further in or intervene in (including the publishing or distribution of statements) any political candidate for public office.

## ARTICLE II Offices

The corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have such other offices within or without the State of North Carolina as the Board of Directors may from time to time determine.

## ARTICLE III Members

The corporation shall have no members.

## ARTICLE IV Meeting

### Section 1. Annual Meeting

An annual meeting shall be held in September of each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

### Section 2. Regular Meetings

Regular meetings shall be held monthly during regular publication at a time to be fixed at the annual meeting.

### Section 3. Special Meetings

Special meetings may be called either by the Chairperson, the Board of Directors, or three or more of the directors provided there is five (5) days' notice of such meeting.

### Section 4. Place of Meeting

The Board of Directors may from time to time designate any place, within the State of North Carolina, as the place of meeting for any annual meeting or for any special Meeting.

#### Section 5. Notice of Special Meetings

Written or printed notice stating the place, day and hour of any special meeting shall be delivered, either personally, by mail or by email to each director entitled to vote at such meeting not less than five (5) days before the date of such meeting. The purpose for which the meeting is called shall be stated in the notice.

#### Section 6. Quorum

A majority of the directors shall constitute a quorum at any meeting. If a quorum is not present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

#### Section 7. Action By Directors Without A Meeting

Any action required to be taken at a meeting of the directors may be taken without a meeting if a consent in writing set forth the action so taken shall be signed by all the directors entitled to vote with respect to the subject matter thereof and filed with the secretary of the corporation as part of the corporate records, whether done before or after the action so taken. Consent in writing setting forth the action and corresponding signatures may be obtained via email.

### ARTICLE V

#### Board of Directors

##### Section 1. General Powers

The affairs of the corporation shall be managed by its Board of Directors provided that the Editor of The Daily Tar Heel is vested with final authority and responsibility over the form and contents of the newspaper. Management duties shall include:

- a. Establishment of non-editorial policies;
- b. Approval of the annual budget for the DTH Media Corporation;The
- c. Serve as publisher of The Daily Tar Heel and of its affiliated publications and digital products;
- d. Employ all full-time personnel pursuant to contracts entered into by the Board of Directors and the employee;
- e. Enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances;
- f. Establish and appoint the DTH Advisory Board, a non-governing body that serves as a development and fundraising committee in support of The Daily Tar Heel;
- g. Establish, appoint and chair four community-based committees – Finance, Human Resources, Governance Fundraising – that will provide guidance to the Board in these areas;

h. Annually review the standard operating procedures for the management of the DTH Media Corporation;

i. Annually direct the search for the Editor of The Daily Tar Heel in accordance with Article VII below;

j. Annually direct the search for new board members to fill vacancies created by expiring terms.

## Section 2. Nature, Tenure and Qualifications

### a. Voting Directors

The minimum number of voting directors shall be seven (7), and the maximum number of voting directors shall be (13). They need not be residents of North Carolina. Membership is open to all persons without regard to age, color, disability, gender, gender expression, gender identity, genetic information, national origin, race, religion, sex, sexual orientation or veteran status. Terms expire on June 30 each year. All student directors shall be enrolled in a minimum course load. Directors shall be appointed by the Board of Directors, serve without an honorarium and consist of:

- A maximum of 7 students appointed to serve terms of one year each which can be renewed up to three times at the end of each year
- A maximum of 6 community members of which at least two must be faculty or staff members to serve a term of three years with the option to renew at the end of their first term

### b. Ex Officio Directors (Non-Voting)

The number of Ex Officio Directors shall be four (4) They need not be residents of North Carolina and shall consist of

- Editor of The Daily Tar Heel;
- Director/General Manager of The Daily Tar Heel;
- Director of the Brand Studio
- Student Advertising Director

### c. Appointments

The Board shall collect applications each November for people wishing to serve on the board the following year. The Board shall review the application and fill expired terms prior to December 31st from among the applications.

New board members will begin their formal terms on July 1<sup>st</sup> of the year following their

appointment after spending six months as non-voting, observers.

Should appointive Board positions not be filled within three (3) weeks of a vacancy, the Chairperson of the Board shall make such appointment, subject to approval by the board.

### Section 3. Informal Action By The Directors; Attendance By Telephone

a. Action taken by a majority of the directors is nevertheless board of committee action if written consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the board, whether done before or after the action so taken. Signatures may be obtained via email.

b. If a meeting of directors otherwise valid is held without proper call or notice, action taken at such meeting otherwise valid is deemed ratified by a director who did not attend unless promptly after having knowledge of the action taken and of the impropriety in question he files with the secretary of the corporation his written objection to the holding of the meeting or to any specific action so taken.

### Section 4: Confidentiality

a. All items discussed during Board meetings shall be held confidential by all voting and ex officio members of the Board.

b. Should the Board conduct business via email, the initial email shall contain a confidentiality clause that applies to all subsequent emails generated as part of the discussion.

## ARTICLE VI

### Officers

#### Section 1. Officers

The officers of the corporation shall be a President, Vice President, and Secretary/Treasurer.

#### Section 2. Election Qualification and Term of Office

The officers of the corporation shall be elected annually by the Board of Directors at its regular annual meeting. Vacancies shall be filled within three (3) weeks after the vacancy occurred. Each officer shall hold office until the expiration of his/her term.

#### Section 3. Method of Election

Officers shall be elected from the members of the board by a majority vote cast by secret ballot.

#### Section 4. Duties of Office

The duties of the officers shall be such as usually attached to such offices and, in addition thereto, such further duties as may be designated from time to time by the Board of Directors.

#### Section 5. Bonding

At the direction of the directors, any officer and/or employee of the corporation shall be Bonded.

#### Section 6. Attendance

Any Board member absent without excuse for three consecutive Board meetings shall be subject to removal.

## ARTICLE VII Editor Selection Process

### Section 1. Selection Board Composition

a. The Editor of The Daily Tar Heel shall be selected by an Editor Selection Board composed of the following persons:

- The outgoing DTH Editor (non-voting and on call only);
- The DTH Director/General Manager (non-voting and on call only);
- Three members of the DTH news staff, selected by the news staff;
- One at-large member of the community, unaffiliated with the University, chosen by the Board of Directors;
- One faculty or staff member from the University, chosen by the board of Directors;
- One former DTH editor of the selection era who did not serve on staff with the editor candidates;
- One student member of the DTH advertising staff;
- Four at-large student members, none of whom may be members of the DTH staff, chosen by the DTH Board of Directors.

b. If the DTH Board of Directors determines that the four at-large student positions cannot be adequately filled from among the at-large applicants, it may appoint no more than three of its student members to serve.

c. News staff members of the committee cannot be working directly under editor Candidates.

## Section 2. General Procedures

a. The Board of Directors shall form a committee from its membership each fall to review selection procedures and direct the details of the selection process. Any procedure not contained in Article VII is at the direction of the committee, subject to approval by the Board of Directors.

b. The committee shall produce a timeline for the process with dates fixed for all major parts of the process including, but not restricted to, the following: posting of selection board applications and their due date; posting of editor applications and their due date; selection of the at-large members; selection of the staff members; selection board orientation; editor applicant orientation; printing editor applicant platforms in the DTH, if approved by the editor; interview and selection date. Dates most crucial to the process shall follow the guidelines set forth in (c)-(f) below.

c. The committee shall make available applications for the at-large positions on the selection board by the last day of January and collect them until such time as the committee sets forth in the timeline. It shall select four members and one alternate from among the applicants.

d. The committee shall make available applications for editor by the last day of the second full week of February and collect them until such time as the committee sets forth in the timeline.

e. The committee shall select the last Saturday in March or the first Saturday in April on which to conduct editor applicant interviews and selection.

f. The committee shall conduct a selection board orientation, with presentations by the Editor and Director/General Manager, no earlier than the Thursday prior to the interview/selection day.

g. The committee shall engage a moderator to preside over the actual interview/selection day process. The moderator shall receive procedural instructions from the committee and shall attend the selection board orientation. An honorarium shall be made available to the moderator.

### Section 3. Interviews

Interviews of applicants shall be conducted in accordance with the committee's instructions which shall be provided to the moderator and selection board members and the applicants at the orientation meetings.

### Section 4. Voting Process

- a. The selection board shall take a break of at least one half-hour between the time the last editor applicant interview has ended and the vote on the applicant is taken. The vote shall be preceded by a final Q and A as needed with the editor and director/general manager. Following that, each member of the committee shall have up to two minutes, if he or she wishes, to provide their views on the candidates. The time must be used when called upon by the moderator, and cannot be held for later or yielded to another member. There is no discussion after each member who wishes to use his or her time has spoken. The vote follows Immediately.
- b. Voting shall be by secret ballot. The final vote count will not be provided.
- c. The editor applicant selected must have at least six votes from the selection board.

### Section 5. Relationship Between The Editor and the DTH Media Corporation

The DTH Media Corporation Board of Directors has the authority to terminate the Editor's employment and compensation at any time with cause, and with or without notice, provided that the identified reason is not otherwise specifically prohibited by law or based upon constitutionally protected editorial content of Daily Tar Heel publications and products.

## ARTICLE VIII

### Contracts, Checks and Deposits and Funds

#### Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the corporation to enter into any contract to execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

#### Section 2. Checks, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or

offices, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

#### Section 3. Deposits

All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

#### Section 4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any purpose of the corporation.

### ARTICLE IX

#### Books and Records, Fiscal Year

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members. All books and records of the corporation may be inspected by any director, or his agent or attorney for any proper purpose at any reasonable time. The fiscal year of the corporation shall end on June 30.

### ARTICLE X

#### Dues

No dues shall be paid.

### ARTICLE XI

#### Seal

The seal of the corporation as impressed on the margin hereof shall be the corporate seal of the corporation.

### ARTICLE XII

#### Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the Non-Profit Corporation Act of the State of North Carolina or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time

stated therein, shall be deemed equivalent to the giving of such notice.

### ARTICLE XIII

#### Amendments to Bylaws

These bylaws may be amended by three-fourths (3/4) vote of the full membership of the Board of Directors at any meeting, the notice of which is in writing, and is mailed or emailed to the directors not less than ten (10) days before the meeting. Such amendments by the Board of Directors, however, shall be effective only until the adjournment of the next Annual meeting of the members of the corporation.

### ARTICLE XIV

#### Indemnification

Any person who at any time serves or has served as a member of the Board of Directors, officer, employee, agent or committee member of the corporation, or in such capacity at the request of the corporation for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by that person in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and including any derivative action or proceeding on behalf of the corporation, seeking to hold that person liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by that person in satisfaction with any judgment, money decree, fine, penalty or settlement for which he or she may have become liable in any such action, suit or proceeding. In no event, however, shall there be any indemnification when the corporation itself brings any of the above proceedings upon specific authorization of the Board of Directors, unless the Board of Directors subsequently specifically determines indemnification to be appropriate.

The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due and giving notice to, and obtaining approval by, the members of the Corporation.

Any person who at any time after the adoption of this bylaw serves or has served in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification

provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

ARTICLE XV  
Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the General Court of Justice in Orange County, North Carolina, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.