AMENDED AND RESTATED BYLAWS
OF
Entertainment Services and Technology Association (ESTA)

Adopted on September 22, 2016 to be effective on January 1, 2017
AMENDED AND RESTATED BYLAWS
OF
Entertainment Services and Technology Association (ESTA)
(formerly known as Theatrical Dealers Association d/b/a Entertainment Services and Technology Association and PLASA North America)

ARTICLE I
Name

The name of this corporation shall be Entertainment Services and Technology Association (ESTA), hereafter referred to as “Association”. The corporation may, subject to applicable law, conduct business under an assumed name.

ARTICLE II
Objectives

The Association is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The purpose of the Association is to engage in any lawful act or activity for which a corporation may be organized under such law consistent with Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, including, without limitation, the following:

(a) To promote the interest of its members and act for their mutual benefit.

(b) To promote efficiency in the conduct of their business and to eliminate unwise and unfair business practices.

(c) To promote the interest of its members (and the industries in which they participate) in relation to taxation and legislative issues.

(d) To advise and assist the members in the conduct of their own businesses and to promote standards of ethical business practices.

(e) To do any and all things necessary or incidental thereto.

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to any private shareholder or individual except as otherwise permitted under Section 501(c)(6) of the United States Internal Revenue Code.

ARTICLE III
Membership

Section 1. Membership Applications. No individual or organization shall be admitted to this Association without the completion and submission to the Association at its principal office of a written application for membership in such form as shall be required by the Association, the payment of all applicable dues and charges and the satisfaction of all applicable membership criteria as shall be established from time to time by the Member Advisory
Committee and approved by the Board of Directors of the Association, and, if and to the extent required by law, the members of the Association. Every applicant for membership must agree to conduct itself in accordance with the Association’s Code of Conduct, these Bylaws and other rules and regulations as may be adopted from time to time by the Association. Any organization or individual that satisfies all applicable membership criteria established by the Association shall be eligible to become a member of the Association. The final determination of acceptance as a member and the appropriate membership category shall be made by the Member Advisory Committee. After acceptance of an applicant for membership in the Association, no adverse action shall be taken by the Board of Directors except as permitted in these Bylaws or in the Association’s Code of Conduct.

Section 2. No Discrimination. No member of the Association shall be discriminated against because of race, color, religion, national origin, gender, sex, sexual orientation, handicap, familial status or age, or previous membership in a lawful association.

Section 3. Membership Categories. The Association shall have the following categories of membership:

(a) Business, comprised solely of Business Members;

(b) Organizational, comprised solely of Organizational Members;

(c) Service Provider, comprised solely of Service Provider Members; and

(d) Individual, comprised solely of Individual Members.

Section 4. Voting Rights. Business and Organizational Members are each entitled to one (1) vote in the affairs of the Association and in the election of directors and officers of the Association as herein provided and shall be deemed to be full voting members of the Association. Service Provider Members are each entitled to one (1) vote in the affairs of the Association and in the election of officers (but not directors), as herein provided. Individual Members shall have no voting rights in the affairs of the Association or in the election of officers of the Association, except that each Individual Member shall be entitled to one (1) vote for the sole and limited purpose of electing one (1) Individual Member as a representative to the Board of Directors as provided in Article VI, Section 1 of these Bylaws and any Individual Member who is elected to the Board of Directors shall have the same voting rights on such Board as any other member on such Board with respect to any and all matters coming before such Board.

Section 5. Business Members.

(a) A “Business Member” shall be any entity principally engaged in the entertainment, event, architectural, leisure, film, broadcast, conference or installation industries or related industries, including, without limitation, entities that (i) manufacture, distribute, install, rent or sell entertainment technology products (including, without limitation, audio, AV, lighting, cameras, staging and scenery, and rigging products) or the technical services or design expertise associated therewith, (ii) own, license, rent or lease entertainment venues, or (iii) are producing organizations.
(b) Any Business Member directly or indirectly controlling, controlled by or under common control with an entity that conducts business under a unique identity from such Business Member may obtain a “Brand membership” for that entity which may become a “Brand Member”. A Brand Member shall elect either a voting or non-voting membership and different fees may be charged and benefits provided depending on such election. For purposes of these Bylaws, the terms “controlling”, “controlled by” and “under common control with” shall mean the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such entity, whether through the ownership of voting securities or by contract or otherwise.

(c) Any Business Member or any Brand Member directly or indirectly controlling, or under common control with an entity operating under the same or a substantially similar name as the Business Member or Brand Member may, for an additional fee and upon satisfaction of the Association’s membership criteria, obtain a “Branch Office membership” for each office that it designates (a “Branch Office Member”). A Branch Office Member may be organized and maintained as a separate legal entity from its related Business Member or Brand Member. Branch Office Members shall have no voting rights.

(d) All Business Members and Brand Members, other than Branch Members, shall be required to qualify and apply for at least one of the following accreditations: Dealer, Distributor, Manufacturer, Production Services, Professional Services, Rental Company or such other accreditations as, from time to time, shall be created by the Board of Directors. Business and Brand Members may qualify and apply for multiple accreditations, but must designate only one such accreditation as their primary accreditation for voting purposes.

Section 6. Organizational Members. An “Organizational Member” shall be any entity that is a labor union, non-profit organization, or government accredited educational institution.

Section 7. Service Provider Members. A “Service Provider Member” shall be any entity that offers business-to-business support services to the entertainment, architectural or installation industries such as, for example, insurers, freight companies, public relations specialists, publishers, or event organizers.

Section 8. Individual Members. Any individual engaged in, or who works with, specifies or provides services linked to the entertainment, architectural or installation industries. Individuals who are retired from these industries or are between positions may also join in this category. Individuals who are a principal in an organization that would qualify for any other type of membership or who have full time employees may not join as an Individual Member.

Section 9. Dues. The dues of the Association shall be determined by the Board of Directors which shall receive and act upon fee recommendations provided by the Member Advisory Committee.

Section 10. Voluntary Termination. Any member may resign from the Association at any time upon notice to the Secretary in writing, or orally at any meeting and upon recording of such resignation in the minutes. Any dues or special assessments due or payable during the
Section 11. Involuntary Termination.

(a) Membership in the Association may be terminated: (i) for non-payment of dues or special assessments without any action of the Board of Directors; (ii) for the violation of any rules and regulations established by the Association (other than violation of the Code of Conduct) by action of the Board of Directors; (iii) for the violation of the Code of Conduct as determined and authorized in accordance with the procedures established in the Code of Conduct; or (iv) for conduct inimical to the purposes and aims of the Association by action of the Board of Directors. Any such termination shall be in accordance with such other procedures as shall be required by law or as otherwise provided herein.

(b) Where action by the Board of Directors in connection with an involuntary termination is required, such membership shall be terminated upon a two-thirds (2/3rds) vote of all of the members of the Board of Directors after notice and hearing as provided by law or as otherwise provided by the Association in these Bylaws. Any dues or special assessments due or payable during the membership term in which such termination shall occur shall remain the binding obligation of the member notwithstanding such termination and no refunds of dues or special assessments shall be paid to any member terminated hereunder.

(c) If grounds appear to exist for the termination of a member’s membership in the Association under subsections (i), (ii) or (iv) of Section 11(a) above, the procedure set forth below shall be followed:

(i) The member shall be given fifteen (15) days’ prior notice of the proposed termination and the reasons for the proposed termination. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first class or registered mail to the member’s last address as shown on the Association’s records;

(ii) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed action. The hearing shall be held, or the written statement considered, by the Board of Directors or the person or committee authorized to determine whether the termination should take place. The decision of the Board of Directors or, if applicable, such person or committee shall be final;

(iii) Any judicial or administrative action challenging a termination of membership, including a claim alleging defective notice, must be commenced within one (1) year after the effective date of the termination;

(d) Any member who terminates membership in the Association or whose membership is terminated shall (i) immediately forfeit and relinquish all benefits of, or interests in the Association, (ii) cease any use of the name, logo or mark of the Association in or on all signs, literature, stationery, advertising, marketing and materials as soon as practical but no later than within three (3) calendar months from the date of such termination, and (iii) immediately cease holding itself out as a member of the Association.
Section 12. Representation. Any member of the Association that is a corporation, limited partnership, limited liability company, partnership or other legal entity may designate one (1) person who shall represent the member and shall exercise, on the behalf of the member, the rights and privileges of membership vested in the member. Such designee shall be an owner, director, officer, employee or member of such member at all times during the period in which he or she represents the member before the Association. The Association shall have no obligation to recognize such designee unless the entity that is a member of the Association shall have given written notice to the Association of such designation not less than twenty-four (24) hours prior to the exercise of such designation. Such designation may be withdrawn or terminated at any time upon at least twenty-four (24) hours prior written notice to the Association by either the entity that originally made the designation or the designee.

ARTICLE IV
Board of Directors, Nominating Committee and Election of Board of Directors

Section 1. Management. The affairs of the Association shall be under the direction of a Board of Directors consisting of eleven (11) directors as follows:

(a) Four (4) members of the Board of Directors shall be ex officio members who shall consist of the President, Vice President, Secretary, and Treasurer of the Association, each of whom shall be elected as provided in Article VI, Section 1 of these Bylaws;

(b) one (1) member chosen from and elected solely by voting members of the Organizational membership category;

(c) one (1) member chosen from and elected solely by voting members of the Individual membership category; and,

(d) one (1) member chosen from and elected solely by the voting members of the accreditation categories of Business Members (as may from time to time be established), initially, being a total of five (5) members chosen and elected from the following accreditation categories: one (1) member chosen from and elected solely by voting members of the Dealer and Distributor accreditations, one (1) member chosen from and elected solely by voting members of the Manufacturer accreditation, one (1) member chosen from and elected solely by voting members of the Production Services accreditation, one (1) member chosen from and elected solely by voting members of the Professional Services accreditation, and one (1) member chosen from and elected solely by voting members of the Rental Company accreditation.

Section 2. Voting. Each director shall be entitled to one (1) vote on each matter submitted to a vote of the Board of Directors. A director who is present at a meeting of the Board of Directors at which action on any matter is taken is conclusively presumed to have assented to the action unless his or her dissent or abstention is entered into the minutes of the meeting or unless he or she files a written dissent or abstention before the adjournment of the meeting or immediately thereafter.

Section 3. Nominating Committee.
(a) No later than July 1st of each year, the President with the approval of the Board of Directors, shall appoint a nominating committee, consisting of three (3) Business Members (none of whom shall be in the same accreditation class); and one (1) Organizational Member; and shall designate the member who will chair the committee. In years when an Individual Member from the Individual membership category is up for election to the Board of Directors, the President shall also appoint an Individual Member to serve on the nominating committee. No candidate for the Board of Directors or for an officer position with the Association is eligible to serve on this committee. The entire membership shall be notified of the makeup of the nominating committee no later than July 15th of each year.

(b) The nominating committee shall, by September 15th of each year, deliver to the Secretary of the Association the slate of candidates for those elected offices (i.e. director and officer positions) which are currently vacant or in which terms are to expire in that calendar year. The nominating committee shall nominate at least one (1) candidate for each vacancy and expiring term. In addition, upon petition signed by (i) at least ten percent (10%) of the voting members of the relevant category of the Association with respect to the office of director, or (ii) with respect to an officer’s position, at least ten percent (10%) of the aggregate voting members from the Business, Organizational and Service Provider membership categories, the nominating committee shall also place upon the ballot the name of any member so nominated by petition if eligible to serve. Such petition must be filed with the Chair of the nominating committee no later than September 1st of each year.

Section 4. Elections. The annual election of directors shall be held on the later of November 1st of each year or that date which is thirty (30) days after the date the ballots for said election shall have been mailed or electronically posted. By October 1st of each year or later upon the occurrence of exigent circumstances (but in no event later than December 31st of each year), a ballot containing the names of all nominees and the date of the election shall be transmitted by the Secretary by either (i) first class mail or other means of written communication, or (ii) electronic mail or other means of electronic transmission, to each member according to each member’s voting rights. To be counted, (a) a ballot must be signed, manually in the case of a written ballot or electronically in the case of an electronic ballot, and (b) the ballot must be received by the Chair of the nominating committee by the day of election. Candidates receiving the highest number of valid votes shall be deemed elected. If the nominating committee has been unable to produce a candidate to run for one of the six Business membership accreditations, and has exercised all possible efforts to do so, the committee may seek a candidate who is accredited in the respective category but has not selected it as their primary accreditation.

Section 5. Term of Office. The term of office for each elected director shall be three (3) years, or until a successor has been elected or appointed; provided, however, that the terms of office shall be staggered so that one-third (1/3rd) of the directors, as nearly as may be, shall be elected each year. The term of office shall begin January 1st of the year following their election and expire on December 31st of the third year thereafter. No elected director may serve more than two (2) consecutive elected full terms of office. A director who has been appointed to complete a term of office of an elected director may serve two (2) consecutive elected full terms following their appointment.
Section 6. Vacancies. A vacancy in the Board of Directors shall exist in case of a death, resignation, ineligibility or removal of the member, or the failure of a board member to attend three (3) consecutive board meetings without the permission of the President in writing, or upon the termination of membership of a board member (including, without limitation, termination resulting from the non-payment of dues or special assessments), or the failure of the board member to retain membership in the Association under the membership category in which he or she was elected. Any vacancy of a member of the Board of Directors shall be filled for the remainder of the term of election by appointment by the President. The majority vote of the Board of Directors may overrule such appointment and, in such case, such vacancy shall be filled by an appointee of the Board of Directors. Should the President position become vacant, the Vice President will immediately assume the role of President and serve out the remainder of the President’s term of office.

Section 7. Removal. Except as otherwise provided, a director or officer of the Board may be removed from office as provided by law, and only by affirmative written ballot of at least two-thirds (2/3rds) of the voting members of the Association or, if such member or officer is a member of a membership accredited category, two-thirds (2/3rds) of the voting members of the membership accreditation category from which the member or officer was elected. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action.

ARTICLE V
Powers of Board of Directors

Section 1. General Powers. The Board of Directors shall have the general power to do all things advisable for the best interest and welfare of the Association, to receive and expend monies, enter into contracts, agreements, and debts, and in general, to do all things necessary to accomplish the purposes of the Association. The Board of Directors shall govern the property, business and affairs of the Association. The Board of Directors, each year, shall approve the annual budget of the Association and, within each fiscal period, shall approve any modifications or variations to an approved annual budget that increase the aggregate expenses budgeted therein. No members shall have individual rights in any Association property. No salary or other expenses shall be allowed to any member of the Association, except as provided for in these Bylaws or as directed by the Board of Directors. The Board of Directors shall appoint an Executive Director who may engage or employ such staff as may be required for the efficient operation and management of the affairs of the Association.

Section 2. Fiscal Year. The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of each year unless otherwise designated from time to time by resolution of the Board of Directors.

Section 3. Annual Financial Statement. The Association shall distribute to its members prior to May 31st of each year a financial statement of the Association for the prior fiscal year of the Association.
Section 4. Code of Conduct. Notwithstanding the foregoing, any changes to the Association’s Code of Conduct shall require the approval by the voting members of the Association provided that the number of votes cast equals or exceeds the quorum required to be present at a meeting authorizing the action.

ARTICLE VI
Officers

Section 1. Elected Officers. The elected officers of the Association shall be the President, Vice President, Secretary and Treasurer, each of whom shall be elected, by majority vote, of the Business Members, Organizational Members and Service Provider Members, acting collectively and not by membership category. Individual Members shall not have any voting rights with respect to the election of said officers. Each of the officers of the Association shall be elected for a term of three (3) years, or until a successor has been elected or appointed. No elected officer may serve more than two (2) consecutive elected full terms for such office. Vacancies may be filled for the remainder of any vacating officer’s term at any annual, regular or special meeting of the Board of Directors, by majority vote of the Board of Directors. An officer who has been appointed to complete a term of office of an elected officer may serve two (2) consecutive elected full terms for such office following their initial appointment. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified. The election of officers shall be held contemporaneously with, and in accordance with the same procedures as, the election of directors pursuant to Article IV, Section 4 of these Bylaws.

Section 2. President. The President shall preside at all meetings and exercise general supervision over the activities of the Association and perform such other duties as pertain to the office. In the absence or disability of the President, the Vice President shall assume the President’s duties. The President shall be an ex-officio member of all councils and committees created by the Board of Directors;

Section 3. Vice President. The Vice President shall exercise all powers of the President at any meetings at which the President is not present. The Vice President shall also perform other such duties as assigned by the President or the Board of Directors.

Section 4. Secretary. The Secretary shall serve as Parliamentarian and shall keep the minutes of the Association and the Board of Directors, and have charge of all records pertaining to the Association. The Secretary shall provide a copy of all minutes of all meetings to each board member within thirty (30) days of such meetings. The Secretary shall provide for the issuance of membership certificates and shall notify all members of meetings as elsewhere provided in these Bylaws.

Section 5. Treasurer. The Treasurer shall have responsibility for all the financial affairs of the Association. The Treasurer shall be accountable only to the Board of Directors. The Treasurer shall be an ex-officio member of all councils and committees created by the Board of Directors; the Treasurer’s voting status on each such council or committee shall be determined by the President of the Association. The Treasurer shall Chair the Budget and Finance Committee of the ETCP Council.
ARTICLE VII
Meetings of the Members

Section 1. Annual Meeting. An annual meeting of the members shall be held at a time and location to be designated. The Board of Directors may designate such time and location. Notice of the time and location shall be given by the Secretary at least forty-five (45) days prior to such meeting either personally or by mail or other means of written or electronic transmission, addressed to a member at the address of the member appearing on the books of the Association or given by the member to the Association for purpose of notice. For purposes of conducting business at any meeting of the members, a quorum shall consist of ten percent (10%) of all voting members of the Association.

Section 2. Special Meetings. Special meetings of the members of the Association for any lawful purpose may be called by five (5) members of the Board of Directors or five percent (5%) or more of the voting members of the Association. For all purposes of these Bylaws, “voting members” shall be deemed to include only the Business Members, Organizational Members and Service Provider Members, except as specifically noted herein to the contrary. Notice of such meeting shall be signed by the persons calling the meeting and filed with the Secretary at least forty-five (45) days before the date of the meeting. Notice thereof shall be given by the Secretary either personally or by mail or other means of written or electronic communication as provided by law.

Section 3. Actions by Consent. Any action required by law or permitted to be taken at a meeting of the members of the Association, including the election of directors, may be taken without such a meeting, upon compliance with Section 4 of this Article VII.

Section 4. Actions by Mail or Electronic Transmissions. When, in the judgment of the Board of Directors, any question shall arise that should be put to a vote of the membership, and when the Board deems it inexpedient to call a special meeting for that purpose, it may, unless otherwise required by these Bylaws, submit the matter to the voting membership in writing by written ballot by either first class mail or electronic transmission for vote and decision. Directors may be elected by written or electronic ballot. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitations must specify the time by which the ballot must be received in order to be counted. Approval by electronic or written ballot shall be valid only when (a) the number of votes cast by ballot (including those ballots that are marked “withhold” or that otherwise indicate that authority to vote is withheld) and received within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (b) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot. Actions taken in this manner shall be as effective as actions taken at a duly called meeting.

Section 5. Proxy. Every member of the Association entitled to vote at any meeting thereof may vote by proxy. A proxy shall be in writing and revocable at the pleasure of the member executing the proxy or of the member’s representative designated pursuant to Article III,
Section 12. Unless the duration of the proxy is specified, it shall be invalid eleven (11) months after the date of its execution.

Section 6. Member Representatives. In the event a member shall have designated a representative pursuant to Article III, Section 12 of the Bylaws, then the Association may accept and recognize a ballot executed by such representative or, if no ballot shall be executed, any vote by such representative, as valid and binding upon that member until the representative’s designation pursuant to Article III, Section 12 shall be terminated.

Section 7. Telephone Conference Meetings. Members entitled to vote may participate in any meeting through use of conference telephones, electronic video screen communication or electronic transmission, including, without limitation, Internet-based conference calls or similar communications equipment, provided that the Association shall implement reasonable measures to provide its members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear proceedings of the meeting substantially concurrently with those proceedings, and provided further, that if any member votes or takes other action at the meeting by means of electronic transmission to the Association or electronic video screen communication, a record of that vote or action shall be maintained by the Association. Participation in a meeting utilizing such equipment as herein provided shall constitute attendance and presence in person at such meeting.

Section 8. Election Inspectors.

(a) In advance of any meeting of members, the Board of Directors may appoint inspectors of election to act at the meeting and any adjournment thereof. If inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the chairman of any meeting of members may, and on the request of any member or a member’s proxy shall, appoint inspectors of election (or persons to replace those who so fail or refuse) at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more members or proxies, the majority of members represented in person or by proxy shall determine whether one or three inspectors are to be appointed. In the case of any action by written ballot, the Board of Directors may similarly appoint inspectors of election to act with powers and duties as set forth in this section.

(b) The inspectors of election shall determine the number of memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum, and the authenticity, validity and effect of proxies, receive votes, ballots or consents, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes or consents, determine when the polls shall close, determine the result and do such acts as may be proper to conduct the election or vote with fairness to all members.

(c) The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all. Any report or certificate made by the inspectors of election is prima facie evidence of the facts stated therein.
ARTICLE VIII
Board of Directors Meetings

Section 1. Annual Meeting. The Board of Directors shall meet once during the year for the purpose of conducting an annual meeting and at additional times as may be determined by the President or a majority of the Board of Directors. Written notice of the time and place of the annual meeting of the Board of Directors shall be mailed, faxed or emailed to each member of the Board, addressed to each director at his or her business address at least thirty (30) days prior to such meeting.

Section 2. Special Meetings. Meetings of the Board of Directors, other than the annual meeting, shall be held upon at least seven (7) days’ notice by first-class mail or upon at least 48 hours’ notice if delivered personally or by telephone (including a voice messaging system or other system or technology designed to record and communicate messages), telegraph, facsimile, electronic mail, or other electronic means addressed to each Director at his or her business address.

Section 3. Quorum. At any Board of Directors meeting a minimum of seven (7) board members shall constitute a quorum. The transactions at such meetings are valid upon a majority vote unless otherwise specifically provided.

Section 4. Telephone Conference Meetings. Members of the Board of Directors may participate in a meeting through the use of conference telephone, electronic video screen communication or electronic transmission, including without limitation, Internet-based conference call or similar communications equipment, as long as (a) all members participating in the meeting are able to hear one another; (b) the President of the Association has approved, in advance, requests of the Board members to participate in the meeting in this manner; and (c) all other requirements under the California Nonprofit Mutual Benefit Corporation Law shall be satisfied with respect to such meeting and equipment. Participation in a meeting utilizing such equipment as herein provided shall constitute attendance and presence in person at such meeting.

Section 5. Actions by Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if: all of the members of the Board of Directors shall individually or collectively consent in writing, to that action. The written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. The action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors.

ARTICLE IX
Committees and Councils

Section 1. Standing Committees. The standing committees of the Association shall be:

(a) Executive Committee

(b) Member Advisory Committee
(c) Ethics Committee
(d) Certification Council
(e) Technical Standards Council
(f) Audit Committee

Section 2. Committee Chairs and Members. The Board of Directors shall designate such other committees and appoint chairs as may be deemed necessary. The Board of Directors, in its own discretion or acting upon a recommendation of the committee chair(s), shall appoint such committee members as may be deemed necessary. The Board of Directors shall designate the Association’s representatives to other organizations in which the Association is a member or otherwise affiliated as may be deemed necessary or appropriate.

Section 3. Directors as Committee Members; President and Treasurer as Ex Officio Members. All committees shall include at least two (2) Directors and the Association’s President and Treasurer shall be ex officio members of each committee.

Section 4. Executive Committee.

(a) There shall be a four (4) member Executive Committee consisting of the four (4) officers of the Board who are the President, Vice President, Treasurer, and Secretary.

(b) The Executive Committee shall have and exercise, as permitted by law, the authority of the Board of Directors in the management of the Association between meetings of the Board of Directors, except that the Executive Committee shall not have any authority of the Board of Directors with respect to:

   (i) the approval of any action for which membership approval is also required;

   (ii) the filling of vacancies on the Board of Directors or in any committee which has the authority of the Board;

   (iii) the fixing of compensation of the members of the Board of Directors for serving on the Board or on any committee;

   (iv) the amendment or repeal of bylaws or the adoption of new bylaws;

   (v) the amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;

   (vi) the appointment of committees of the Board of Directors or the members thereof;
(vii) the expenditure of corporate funds to support a nominee for a member of the Board of Directors after there are more people nominated for director than can be elected; or

(viii) with respect to any assets held in charitable trust, the approval of any self-dealing transaction except as provided in paragraph (3) of subdivision (d) of Section 5233 of the California Corporation Code, as amended from time to time.

Specifically, Board of Directors of the Association shall delegate to the Executive Committee, and the Executive Committee shall have, the authority of the Board of Directors to (subject to the limitations set forth in Section 4(b) of this Article IX): (x) approve for submission draft American National Standards to the American National Standards Institute that were created under the Technical Standards Program (or its successors); and (y) adjudicate appeals as outlined in the Policies and Procedures for the Development and Approval of Technical Standards, as may be amended from time to time. In addition, the Executive Committee shall have such other authority and responsibilities as shall be assigned from time to time by the Board of Directors.

Section 5. Member Advisory Committee

The Member Advisory Committee shall recommend membership criteria and membership dues. It may make the final determination of acceptance of membership and the appropriate membership category for all members. The Member Advisory Committee shall render assistance in securing renewals and additional members of the Association. It shall act on all credentials of members of the Association for the annual and special meetings for the purpose of registering and certifying the membership as to their attendance at such meetings.

Section 6. Ethics Committee

The Ethics Committee shall consist of the Immediate Past President of the Association, who shall act as Chair of the Ethics Committee, and the current members of the Board. The Ethics Committee shall be responsible for adjudicating Code of Conduct complaints as per the Code of Conduct and Procedure for Filing and Processing Complaints, as may be amended from time to time.

Section 7. Certification Council

(a) The Association shall create and maintain an Entertainment Technician Certification Program (ETCP) Council of the Association (the “ETCP Council”). The ETCP Council shall design, develop, implement and administer all policies and aspects of programs designed to grant recognition and certification to entertainment industry technicians who have demonstrated certain abilities, skills and knowledge based on identified bodies of knowledge (the “Programs” or the “Personnel Certification Programs”). The ETCP Council and the Programs shall be independent and impartial, and shall function independently of the Association and its Board of Directors, except as specifically set forth in this Article, provided, however, that the ETCP Council shall not exercise any authority of the Board of Directors.

(b) There shall be a minimum number of ten (10) and a maximum number of thirty (30) members of the ETCP Council. Members of the ETCP Council shall include:
(i) representatives from trade and professional associations and trade unions in the entertainment industry, as appointed, from time to time, by such trade associations and trade unions, with each trade association and trade union entitled to appoint one representative and one alternate (those trade associations and trade unions entitled to appoint representatives to the ETCP Council shall be designated from time to time by the ETCP Council subject to approval by the Board of Directors);

(ii) one (1) representative from each working group of subject matter experts of the ETCP Council, as appointed, from time to time, by the Council;

(iii) one (1) representative from the Association’s Technical Standards Council, as appointed, from time to time, by the President of the Association;

(iv) the Chair of the ETCP Council, who shall be appointed by the President of the Association;

(v) one (1) representative of the Board of the Association (who shall not be required to be a member of the Board), as appointed, from time to time, by the President of the Association; and

(vi) such other persons appointed, from time to time, by the ETCP Council (subject to approval of the Board of Directors) to increase the diversity, independence and impartiality of the ETCP Council or to comply with these Bylaws or applicable law.

(c) Upon recommendation of the ETCP Council and approval by the Board of Directors, additional categories of membership of the ETCP Council may be created to increase the independence and impartiality of the ETCP Council, without further amendment of these Bylaws.

(d) Any member of the ETCP Council may be removed, with or without cause, at any time, by the person or body who appointed such member to the ETCP Council.

(e) The ETCP Council shall provide a report of its operations and activities at each regular or annual meeting of the Board of Directors.

(f) The ETCP Council shall act in a manner consistent with the purposes of the Association, the charter and Bylaws of the Association, the Code of Conduct of the Association, any laws, rules or regulations applicable to the Association or to the ETCP Council and any rules and regulations as may be adopted from time to time by the Association. The Board of Directors shall have the authority to take such actions it deems reasonable or necessary in the event the ETCP Council fails to act in accordance with the preceding sentence, including without limitation, the removal of members of the ETCP Council.

Section 8. Technical Standards Council.

(a) The Association shall create and maintain a Technical Standards Council of the Association (the “TSC”). The TSC shall develop and administer all policies and aspects of the Technical Standards Program (the “Program”). The TSC shall manage the activities necessary to
identify new standards projects, to develop and review emerging standards, and to forward finished standards for further action. The TSC and the Program shall function under the Policies and Procedures for the Development and Approval of Technical Standards as approved by the American National Standards Institute and as may be amended from time to time, and shall function independently of the Association and its Board of Directors, except as specifically set forth in this Article; provided, however, that the TSC shall not exercise any authority of the Board of Directors.

(b) There shall be a minimum number of ten (10) and a maximum number of twenty-four (24) members of the TSC. Members of the TSC shall include:

(i) representatives from trade and professional associations and trade unions in the entertainment industry, as appointed, from time to time, by such trade associations and trade unions, with each trade association and trade union entitled to appoint one representative and one alternate (those trade associations and trade unions entitled to appoint representatives to the TSC shall be designated from time to time by the TSC subject to approval of the Board of Directors);

(ii) the Chair of the TSC, who shall be appointed by the President of the Association;

(iii) one (1) representative of the Board of the Association (who shall not be required to be a member of the Board), as appointed, from time to time, by the President of the Association; and

(iv) such other persons appointed, from time to time, by the President of the Association upon recommendation of the TSC to increase the diversity, independence and impartiality of the Council.

(c) Upon recommendation of the TSC and approval by the Board of Directors, additional categories of membership of the TSC may be created to increase the independence and impartiality of the TSC, without further amendment of these Bylaws.

(d) Any member of the TSC may be removed, with or without cause, at any time, by the person or body who appointed such member to the TSC.

(e) The TSC shall provide a report of its operations and activities at each regular or annual meeting of the Board of Directors.

(f) The TSC shall act in a manner consistent with the purposes of the Association, the charter and Bylaws of the Association, the Code of Conduct of the Association, any laws, rules or regulations applicable to the Association or to the Council and any rules and regulations as may be adopted from time to time by the Association. The Board of Directors shall have the authority to take such actions it deems reasonable or necessary in the event the TSC fails to act in accordance with the preceding sentence, including without limitation, the removal of members of the TSC.
Section 9. Audit Committee. The Audit Committee shall review the accounts of the Association annually and oversee the conducting of annual audits. The Audit Committee shall be comprised of the following members: the Treasurer of the Association and three additional members of the Board of Directors. The Treasurer of the Association may not chair the Audit Committee.

Section 10. Special Interest Councils.

The Board of Directors of the Association may, at its discretion, establish special interest councils, which may be referred to as communities, within the Association. These councils may be formally structured to allow members with common interests to affiliate with the council and to meet together on a regular basis. Responsibilities of special interest councils can include developing benefits and programs, identifying standards and best practices, and addressing relevant legislative and regulatory issues. Groups requesting formal recognition shall bring their request to the attention of the President of the Association. Special interest councils shall make requests for budgets, seek approval of activities, and report to the Board of Directors.

ARTICLE X
General Provisions

The rules contained in Robert’s Rules of Order shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws. The rules of proceedings or any one of them may be altered or suspended at any meeting by a majority vote by the members present.

ARTICLE XI
Limitation of Liability

Nothing herein shall constitute members of the Association as partners for any purpose. No member, officer, agent, or employee shall be liable for the acts or failure to act of any other member, officer, agent, or employee of the Association, nor shall any member, officer, agent, or employee be liable for his or her acts or failure to act under these Bylaws, excepting only acts or omissions arising out of his or her willful misfeasance.

ARTICLE XII
Indemnification

Section 1. Indemnification. If any director, officer, employee or other agent of the Association (including, if permitted by law, any member of any committee or council of the Association) is made a party to any civil or criminal action, suit or proceeding in any manner arising from the performance of his or her duties for or on behalf of the Association, then, to the full extent permitted by law including applicable provisions of the California Non-Profit Mutual Benefit Corporations Law as in effect from time to time, the Association shall indemnify the director, officer, employee or agent for all amounts paid by him or her in connection with the action, suit or proceeding, including any judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys’ fees, or in connection with any appeals. This
provision shall apply to both derivative and non-derivative actions to the extent permissible by law, and shall include an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any director, officer, employee or other agent of the Association served in any capacity at the request of the Association, by reason of the fact that he or she, his or her testator or intestate was a director or officer of the Association or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity.

Section 2. Expenses. Expenses incurred in defending any proceeding may be advanced by the Association if and to the extent permitted under the California Non-Profit Mutual Benefit Corporations Law prior to the disposition of such proceeding, upon receipt of an undertaking by or on behalf of the director, officer, employee or other agent to repay such amount unless it shall be determined ultimately that the director, officer, employee or other agent is entitled to be indemnified.

Section 3. Insurance. The Association may purchase and maintain insurance on behalf of any director, officer, employee or other agent of the Association against any liability asserted against or incurred by the director, officer, employee or other agent in such capacity or arising out of their status as such, whether or not the Association would have the power to indemnify the director or officer against such liability under the California Non-Profit Mutual Benefit Corporations Law.

ARTICLE XIII
Amendments to Bylaws

Section 1. Board Action.

These Bylaws or any article, section or provision of these Bylaws may be amended at any time by majority vote of the Board of Directors unless such action would:

(a) materially and adversely affect the right of members as to voting, dissolution, redemption or transfer;

(b) increase or decrease the number of members authorized in total or for any class;

(c) effect an exchange, reclassification or cancellation of all or part of the memberships (other than with respect to accreditation categories within the Business membership classification); or

(d) authorize a new class of membership, provided, however that any addition of accreditation categories within the Business membership classification shall not be deemed a new class of membership.

Section 2. Membership Vote. Where a vote of the membership is necessary, or the Board of Directors deems it desirable in its discretion, to obtain a vote of the membership with respect to an amendment of these Bylaws or any article, section or provision of these Bylaws, then the Bylaws shall be so amended upon the approval of a majority of the voting members of
the Association as provided in Article VII of these Bylaws; provided, however, that such amendment must be approved by a majority of the voting members, if any, of a class if such action would:

(a) materially and adversely affect the rights, privileges, preferences, restrictions or conditions of that class as to voting, dissolution, redemption or transfer in a manner different than such action affects another class;

(b) materially and adversely affect such class as to voting, dissolution, redemption or transfer by changing the rights, privileges, preferences, restrictions or conditions of another class;

(c) increase or decrease the number of memberships authorized for such class, if applicable to Association practice;

(d) increase the number of memberships authorized for another class;

(e) effect an exchange, reclassification or cancellation of all or part of the memberships of such class (other than with respect to accreditation categories within the Business membership classification); or

(f) authorize a new class of memberships, provided, however that any addition of accreditation categories within the Business membership classification shall not be deemed a new class of membership.

If a vote of the members of the Association is to be taken hereunder, the members of the Association shall be notified in writing of any proposed amendments to the Bylaws at least thirty (30) days prior to ballot tabulation.

ARTICLE XIV
Dissolution

Any voluntary wind up and dissolution of the Association shall require approval by the Board of Directors and approval of at least seventy-five percent (75%) of the members of the Association voting as a whole and not by class, except that where the Association has been the subject of an order for relief in bankruptcy, or the Association has disposed of all of its assets and has not conducted any activity for a period of five (5) years immediately preceding the adoption of the resolution electing to dissolve the Association, only the approval of the Board of Directors to wind up and dissolve shall be required. In the event that the Association shall be dissolved or wound up all of the remaining properties, monies and assets of the Association after provision has been made for the Association’s known debts and liabilities as provided by laws, shall be distributed to the then current voting members of the Association (which for purposes of this Article XIV shall be the Business Members, Organizational Members and Service Provider Members only), who shall have been a member of the Association for at least one (1) full calendar year, exclusively on a pro rata basis, as determined on the basis of the amount of annual membership dues received from such member during the last full membership year preceding the date of dissolution and the aggregate amount of annual membership dues received
from all Business Members, Organizational Members and Service Provider Members during the last full membership year preceding the date of dissolution.