

**THE BYLAWS OF  
ACADEMY OF TELEVISION ARTS & SCIENCES  
A CALIFORNIA NONPROFIT MUTUAL  
BENEFIT CORPORATION**

**(Composite Bylaws through January 23, 2014)**

**ARTICLE I. OFFICES**

Section 1. Principal Office. The corporation's principal office shall be in the Metropolitan Los Angeles Area at any place picked by the Board of Governors. The Board may also establish branch offices anywhere it chooses. As used in these Bylaws, the term "Metropolitan Los Angeles Area" means Los Angeles County, California, and the counties adjacent thereto.

**ARTICLE II. PURPOSES; PROPERTY RIGHTS**

Section 2.1. Purposes. The corporation may engage in any lawful activity under the California Nonprofit Mutual Benefit Law (the "Nonprofit Law") consistent with its Articles of Incorporation, including:

- (a) Advancing telecommunications arts and sciences and fostering creative leadership in the telecommunications industry for artistic, cultural, educational and technological progress.
- (b) Educating its members with respect to issues and controversies affecting the telecommunications industry, but without advocating a position with respect to any issue or controversy.
- (c) Recognizing outstanding achievements in the telecommunications industry by conferring annual awards of merit.
- (d) Maintaining reference libraries of audio visual materials and recordings of audio visual works.
- (e) Disseminating publications relating to telecommunications arts and sciences.
- (f) Establishing scholarships for talented individuals deserving assistance or encouragement who are actively and creatively engaged in one or more fields of the

telecommunications industry or in studies connected with the telecommunications industry.

(g) Fostering study and research relating to the telecommunications industry.

Section 2.2. Limitation. This corporation is organized solely for nonprofit purposes, and no part of its net income shall ever inure to the benefit of any entity or individual except as provided in Section 2.1(f). On the dissolution of this corporation, its remaining assets after payment of all debts shall be distributed to a tax-exempt, nonprofit organization designated by the Board whose purposes are similar to the purposes of this corporation. If no such organization exists, then the assets shall be transferred to any tax-exempt, nonprofit organization.

Section 2.3. Name. Any name used by the corporation, including the name "Academy of Television Arts & Sciences", is the property of the corporation and its successors and use of the name shall be controlled by the Board.

Section 2.4. Awards, Statuettes, Etc. Any awards, statuettes, plaques and the like (collectively, "awards") which are adopted for use by the corporation shall be the property of the corporation and the use of them shall be controlled by the Board. The statuette known as the "Emmy" and any replicas of it are jointly owned by the corporation and the National Academy of Television Arts and Sciences. The corporation's interest in the statuette and any trademark obtained with respect to it shall be the property of the corporation.

Section 2.5. Definitions. The following terms as used in these Bylaws shall have the following meanings:

(a) Audio Visual Works: The term "audio visual works" means works that consist of a series of related images which are intrinsically intended to be shown by the use of machines or devices such as projectors, viewers, or electronic equipment together with accompanying sounds, if any, regardless of the nature of the material objects, such as films or tapes, in which the works are embodied.

(b) Telecommunications: The term "telecommunications" means transmission of an audio visual work into the home television device by the use of electronic or analogous means including, but not by way of limitation (i) over the air television broadcasting, (ii) cable transmission (including by way of example so-called basic cable, pay cable, pay television, pay-per-view,

interactive cable and the like), (iii) transmission over telephone lines or analogous devices and (iv) direct transmission from satellites, i.e. direct broadcast satellites, and (v) broadband transmission over the Internet or similar protocol.

(c) National Exhibition: The term "national exhibition" means (i) in the case of over-the-air television broadcasting, exhibition of audio visual works to at least fifty (50%) percent of the total potential United States television audience, whether by way of so-called "network" or "non-network" broadcasting, (ii) in the case of cable transmission, exhibition, audio visual works over cable systems located in United States television markets representing at least fifty (50%) percent of United States television homes or, as an alternative, exhibition over cable systems located in the United States which are available (for free or at a cost) to at least fifty (50%) percent of the total potential of the United States television audience, (iii) with respect to telephone transmission and/or direct broadcast satellite, transmission by means of such systems which is available (whether for free or at a cost) to at least fifty (50%) percent of the total potential United States television audience, and (iv) with respect to broadband or other electronic use, transmission by means of the same which is available (whether for free or at a cost) generally to fifty (50%) percent or more households in the United States.

### **ARTICLE III. MEMBERSHIP**

Section 3.1. Classes. There shall be five classes of members:

- (a) Active Members;
- (b) Associate Members;
- (c) Academic Members;
- (d) Life Members;
- (e) Emeritus Members; and
- (f) Los Angeles Area Members.

Section 3.2. Voting Rights. Members shall have the following voting rights:

(a) Active and Emeritus Members. Except as provided elsewhere Active and Emeritus Members in good standing may vote for the election of Governors, on a disposition of substantially all of the assets of the corporation, and on a merger or dissolution of the corporation.

Each Active and Emeritus Member in good standing shall have one vote. Only Active Members in good standing shall have all of the rights afforded members under the Nonprofit Law.

(b) Other Members. Associate Members, Academic Members, Life Members and Los Angeles Area Members shall not have voting rights, even though the corporation refers to them as "members" and even though they are not "members" under the Nonprofit Law. The corporation may confer some or all of the rights of "members" under the Nonprofit Law on any person as below provided or by amendment of these Bylaws. Such members may, however, participate in all activities and committees of the corporation other than those which are limited by these Bylaws or in the rules of the corporation.

Section 3.3. Criteria for Membership.

(a) Active Members.

Active Members are people who at the time of seeking qualification (for membership, voting, running for office, or the like) meet the following minimum requirements:

(i) Are at least thirteen years of age (Active Members who are less than eighteen (18) years of age shall have all rights of membership except that such persons shall not be entitled to vote for or be elected or appointed as either a Governor or officer of this corporation or to serve on any of its committees);

(ii) Are actively engaged in activities related to production or distribution of audio visual works for national exhibition by means of telecommunications;

(iii) If not currently so engaged, were actively so engaged in such activities within the past four (4) years as such four (4) year period may be suspended and extended by reason of inability to be so engaged because of a force majeure contingency that interferes with industry-wide production such as flood fire, Earthquake or other Act of God or because of suspension of production because of an industry-wide strike; and

(iv) If not currently qualified, nevertheless, had a significant body of

work in telecommunications (as determined by the Peer Group Executive Committee of the Peer Group to which such persons belong).

Such persons must also meet the additional qualifications for Active Membership which may be established by the Peer Groups subject to ratification by the Board, unless qualified on the basis of a significant body of work under subclause (iv) of this Section 3.3. (a).

Any determination as to qualifications for Active Membership as specified above shall be determined by the Membership Committee as provided in Section 9.3 below.

Members who cease to meet the foregoing qualifications for Active Membership shall no longer have the right to Active Membership unless and until they re-qualify. Members shall be re-qualified every four (4) years and at any time they seek any office.

Any person who is not an Active Member but who has received a nomination for an Emmy Award relating to national exhibition shall be entitled to apply for and receive Active Membership status notwithstanding that such person might not meet the foregoing qualifications; provided that such person makes application for Membership within four (4) years after receiving such nomination.

(b) Associate Members. Associate Members are people who are or have been actively engaged in activities related to production or distribution of audio visual works for national exhibition by means of telecommunications but who do not meet the qualifications for Active Membership. Additional qualifications for Associate Membership may be established by the Peer Groups, subject to ratification by the Board.

(c) Academic Members. Academic Members are people who are (i) students at colleges, universities and trade schools or (ii) people who are faculty at colleges, universities and trade schools who are actively engaged in activities relating to telecommunications arts and/or sciences.

(d) Life Members. Life Members are people elected for life by the Board for outstanding service to the corporation or outstanding accomplishment in the telecommunications industry. Election shall be by a two-thirds majority of the governors present at any meeting of the

Board. No dues shall be paid by a Life Member. Life Members shall have all the rights of Active Members or Emeritus Members if they qualify as Active or Emeritus Members. Any person who has been or is hereafter inducted into the corporation's Hall of Fame and/or awarded the Syd Cassyd Founders Award shall automatically become a Life Member at the time of such induction, without the need of being elected; any person who has served or hereafter serves as Chair (previously "President") of this corporation shall automatically be a Life Member, effective as of completion of his/her service as Chair, without the necessity of further election.

(e) Emeritus Members. Emeritus Members are people who (i) do not currently meet qualifications of Active Membership but who were formerly Active Members actively engaged in activities related to production or distribution of audio visual works for national exhibition by means of telecommunications until such activities ceased because of illness or retirement or (ii) were engaged in such activities for a period of fifteen (15) years but are no longer so engaged other than because of illness or retirement and had been Active Members for ten (10) consecutive years or (iii) have a distinguished body of work in telecommunications (as determined by the Peer Group Executive Committee of the Peer Group to which they would belong) although they might not otherwise meet the criteria for Active Membership. In any case Emeritus Members shall be obligated to pay membership dues. Emeritus Members shall have all rights of Active Members (including the right to continue voting for the same Emmy Award categories in which they voted prior to attaining Emeritus status) except that they shall not be eligible to run for any elective office of the corporation.

(f) Los Angeles Area Members. Los Angeles Area Members are people who reside in the Metropolitan Los Angeles Area who have been actively engaged in the preceding four (4) years (as such four (4) year period may be suspended and extended by reason of inability to be so engaged because of a force majeure contingency that interferes with industry-wide production such as flood fire, earthquake or other Act of God or because of suspension of production because of an industry-wide strike) in activities related to production or distribution of audio visual works for local exhibition by means of telecommunications within the Metropolitan Los Angeles Area.

Additional qualifications for Los Angeles Area Membership may be established by the Board.

Los Angeles Area Members shall be classified as follows:

- (i) Active;
- (ii) Associate;
- (iii) Emeritus.

Active Los Angeles Area Members shall be thirteen (13) years old; provided that persons who qualify for membership under this sub-section but who are less than eighteen (18) years of age shall have all rights of membership hereunder except that such persons shall not be entitled to vote for or be elected as either a Peer Group or Branch Governor or an officer of this corporation or serve on any of its committees until such time as such persons shall have reached the age of majority, i.e. eighteen (18) years of age. Active and Emeritus Los Angeles Area Members shall have the same voting rights as Active and Emeritus Members except that Active and Emeritus Los Angeles Area Members shall not be entitled to participate and vote in national awards presentations. Associate and Student Los Angeles Area Members shall have the same rights as Associate Members. Active and Emeritus Los Angeles Area Members who are also Active and Emeritus Members may participate in voting for Los Angeles Area Emmy Awards and in voting for national Emmy Awards. In exercising any other voting rights, however, each person must elect to vote as a Los Angeles Area Member or as an Active Member, but not both. Los Angeles Area Members shall collectively be known as the Los Angeles Area Branch (which may be referred to herein as "Branch"). The Los Angeles Area Branch may engage in activities of interest to the Metropolitan Los Angeles Area telecommunications industry, and shall be responsible for presentation of the Los Angeles Area award ceremonies.

Section 3.4. Initiation Fees; Dues. The Board may establish initiation fees and membership dues. The Board may waive dues for Governors.

Section 3.5. Membership Application. Any person seeking membership shall make application in the form specified in the rules of the Membership Committee. The staff of the corporation's membership department shall investigate each application to determine whether the applicant qualifies for membership and to determine the Peer Group to which such applicant shall be assigned. Upon completion of such investigation the staff shall report the results of such investigation and its recommendations to the Peer Group Governors of the Peer Group to which the applicant is

assigned. The Peer Group Governors shall consider the application and the staff's recommendation and consult the Peer Group Executive Committee as necessary and shall report their mutual approval or disapproval to the staff within fifteen (15) working days after the staff's recommendations have been communicated to such parties; if either Governor fails to reply within said period, such failure shall be treated as approval of that Governor. If both Governors fail to reply, the applicant shall be held until at least one (1) reply is received. Each applicant shall be advised by the staff as to action taken with respect to his or her application. Any dispute with respect to whether an applicant qualifies for membership in the corporation shall be referred to the Peer Group Executive Committee of the Peer Group to which such applicant has been assigned and a vote of the majority of the Executive Committee of said Peer Group shall be final. Any dispute with respect to the appropriate Peer Group for an applicant shall be referred to the Membership Committee for resolution.

Section 3.6. Resignation, Censure, Suspension and Expulsion. Any member may resign by delivering a written notice of resignation to the Secretary of the corporation at its principal office. A member who has resigned other than because of pending disciplinary complaints may be reinstated by the Membership Committee if the person meets the membership qualifications and if any delinquent dues or fees have been paid. Any member may be suspended or expelled for failure to pay dues. Additionally, any member may be censured, suspended or expelled for violations of the Standards of Conduct as adopted by the Board from time to time or for other good and sufficient cause in accordance with the following:

(a) The Standards of Conduct provide for resolution of complaints between members; however, if a complaint between members is not resolved under the procedures outlined in the Standards of Conduct, the complaining party or parties may file a request that the party or parties complained against be censured, suspended or expelled. Such request shall be accompanied by such documentation or other evidence that the Complainant desires to furnish regarding the complaint.

(b) All such documents and other evidence shall be assembled under supervision of the Director of Human Resources and shall be presented to the officers of the corporation for their determination as to action to be taken. The Chair of the corporation shall set a time and place for a hearing to consider the complaint and shall advise all parties of the same. Each party shall be

entitled to be present at the hearing (with or without a representative) and shall be entitled to present such evidence as the officers may consider relevant. Upon conclusion of the hearing, the officers shall convene privately and shall make their recommendations regarding the complaint, which recommendation shall be made upon a majority vote of the officers present. If any officer has a conflict such officer shall recuse himself/herself from the entire proceeding. The decision of the officers shall be communicated to all parties by written notice (delivered personally or by certified mail, return receipt requested). If discipline is recommended, the notice shall specify the reasons for the censure, suspension or expulsion and the date it will be effective, which date will be at least fifteen working days after the date the notice is given or upon conclusion of the appeal of the recommendation as provided below, whichever is later.

(c) There is hereby established a committee to be known as the "Discipline Review Committee" composed of a single member, i.e. the "chair" who shall be a Governor appointed by the Chair of the corporation to serve during the balance of the Operating Year during which such individual is appointed. If any party involved in a complaint is dissatisfied with the recommendations of the officers made as provided above, such party may appeal the officers' recommendations to the Discipline Review Committee. If an appeal is requested, the chair of the Discipline Review Committee shall convene a meeting of a "hearing board" on a date and at a place designated by the chair at which all parties may appear (with or without representation) and present such arguments and evidence as the hearing board considers relevant. The hearing board convened in each instance shall consist of the chair of the Discipline Review Committee and of four additional members of the Board who shall be selected by a random drawing, to be done by the Secretary of the corporation, from the names of all Peer Group (including Los Angeles Area) Governors and any action taken by such hearing board shall be by a majority vote (the chair of the committee shall vote only in the event of a tie), the results of which shall be furnished to all parties in writing by personal delivery or certified mail, return receipt requested. No Governor shall serve on a committee if such Governor has any conflict of interest with respect to the complaint being considered; no Governor shall be required to participate in a committee more often than once per Operating Year; if the chair of the committee is conflicted with respect to any complaint being considered the Chair of the

corporation shall appoint a substitute chair for that one committee meeting.

(d) If a recommendation of censure, suspension or expulsion is confirmed by the committee that is convened to consider such recommendation, such recommendation shall be considered for all purposes as the action of the Board and shall be permanent, final and incontestable. Any member who has been expelled or suspended may not thereafter vote or hold office, and any office, including committee memberships, held by the member shall be deemed vacant. Any member who has been censured shall be permanently ineligible thereafter to be elected or re-elected or appointed to any office and, to extent permitted by law, any office, including committee memberships, held by the member shall be deemed vacant.

(e) The foregoing procedures apply only as to complaints between members including both members who hold elective or appointed offices and other members which are not resolved by the procedures outlined in the Standards of Conduct. In no event do these procedures apply to complaints or disputes involving staff personnel (including staff personnel who may be members of the corporation), all of which are handled as outlined in the Standards of Conduct and relevant employee directives.

Section 3.7. Standards of Conduct. The Board may from time to time and at any time adopt and/or revise Standards of Conduct, which Standards of Conduct as so adopted shall be binding upon all members of the corporation and govern their conduct as members and/or as elected or appointed officials thereof.

Section 3.8. Membership Not Transferable. Membership and membership rights are not transferable.

Section 3.9. Good Standing. Any member who is in arrears in the payment of dues or assessments is not in good standing, and is not entitled to vote, hold office or enjoy any other membership right.

Section 3.10. Membership Cards. The corporation may issue membership cards, which shall remain the property of the corporation and shall be surrendered upon termination of membership.

Section 3.11. Membership Meetings.

(a) Regular Meeting of Active Members. A regular meeting of Active Members

and/or of Active Los Angeles Area Members may be held on such date or dates during each Operating Year as may be determined by the Board, but such meetings need not be held except as might otherwise be required under applicable California law.

(b) Regular Meeting of Peer Groups. A regular meeting of the Active Members of each Peer Group entitled to vote shall be held once during each Operating Year on a date set by the Governors from the Peer Group. The Peer Group meetings shall not be held at the same time as the meeting of Active Members or Active Los Angeles Area Members referred to under Section 3.11(a), if any. Associate Members may attend such meetings with approval of the Peer Group Executive Committee.

(c) Special Meetings. Special meetings of the voting members may be called by the Board, the Chair or by five percent or more of the voting members. The date and time for any Special Meeting shall be set by the Board. If a special meeting is called by voting members, they shall submit their request in writing, specifying the general nature of the business proposed to be transacted. The request shall be delivered personally or sent by registered mail to the Chair or the Secretary, who shall give notice that a Special Meeting will be held at a time set by the Board not less than 35 nor more than 90 days after receipt of the request. If the notice of the Special Meeting is not given within 20 days after the Chair or Secretary receives the request, the voting members calling the Special Meeting may give the notice, designating the date, time and place of the meeting.

(d) Place of Meetings. Meetings shall be held in Los Angeles County. If no other place is selected by the Board, the meetings shall be held at the principal office of the corporation.

(e) Notices. Whenever voting members may take any action at a meeting, a written notice of the meeting shall be given not less than ten nor more than 90 days before the date of the meeting to each voting member who, on the record date for notice of the meeting, is entitled to vote. Notices shall state the date, time and place of the meeting and the nature of the business to be transacted; no business shall be transacted at any meeting other than the business described in the notice. Notice of any meeting of voting members shall be given by first class, registered or certified mail, charges prepaid, addressed to each voting member at the address appearing on the books of the corporation. Notices shall be deemed to have been given at the time when they are deposited in

the mail. Notices to voting members may be included in any regular publication of the corporation.

(f) Quorum. One percent of the members entitled to vote shall constitute a quorum for the transaction of business at any meeting, provided, however, that if less than one-third of the total members are present at any meeting, the only matters which may be voted upon shall be those specified in the notice of the meeting. Members entitled to vote who are present at a meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, so long as any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum. When action is required to be taken by a Peer Group or Branch, the quorum requirement for the Peer Group or Branch shall be ten percent of its total voting membership or 25 voting members, whichever is less, provided, however, that if less than one-third of the total members of the Peer Group or Branch are present at any meeting, the only matters which may be voted upon shall be those specified in the notice of the meeting.

Section 3.12. Action Without Meeting. Any action that may be taken at any regular or special meeting, including the election of Governors, may be taken without a meeting or notice if written ballots are distributed to all members entitled to vote on the matter and if ballots are received from voting members at least equal to the quorum applicable to the meeting. All written ballots shall be filed with the Secretary and maintained in the corporate records. All solicitations of ballots shall indicate the time by which the ballot must be returned, the number of responses needed to constitute a quorum, and, with respect to ballots other than for the election of Governors, the percentage of approvals necessary to pass the measure submitted; such ballots must contain a statement describing the matter to be voted on, and must provide spaces which enable the member to vote for or against the matter or to withhold his/her vote. Any such ballots may be returned by mail, facsimile transmission or digital device, such as PDF or JPEG, or electronic transmission, provided that the identity of the member can be verified from the return envelope, cover sheet or email or electronic device transmitting the ballot. Written ballots once mailed to or filed with the corporation may not be revoked.

Section 3.13. Record Date. For the purpose of determining which voting members are

entitled to receive notice of any meeting, to vote, or to give consent to corporate action without a meeting, the Board shall fix, in advance, a record date which shall be not more than 60 or fewer than ten days before the date of the meeting or vote. Only voting members of record on the date fixed are entitled to notice, to vote, or to give consents. If the Board fails to fix a record date with respect to any meeting or vote, then the record date shall be the date upon which notice of the meeting or vote is given. For the purposes of this section, a person holding voting membership as of the close of business on the record date shall be a voting member of record.

Section 3.14. No Proxies. Members entitled to vote at any meeting or by any written ballot may do so only in person; voting by proxies is not permitted.

Section 3.15. Conduct of Meetings. The Chair shall preside as chair at all meetings, and shall have all powers usually vested in the chair of a meeting. The chair shall not be obligated to follow any formal parliamentary rules, but shall preside fairly and in a businesslike manner. The chair's rulings on procedural matters shall be conclusive unless at the time of a ruling a request for a vote is made by the members attending the meeting who are entitled to vote, in which case the decision of a majority shall be conclusive.

#### **ARTICLE IV. PEER GROUPS**

Section 4.1. Peer Groups: Active, Associate and Emeritus Members. Active, Associate and Emeritus Members shall be classified into Peer Groups of their professional functions. Each Peer Group shall include the Active, Associate and Emeritus Members who are or were actively engaged in specific phases of telecommunications. The Peer Groups of Active, Associate and Emeritus Members (listed alphabetically) are as follows:

- Animation
- Art Directors / Set Decorators
- Casting Directors
- Children's Programming
- Cinematographers
- Commercials
- Costume Design & Supervision

Daytime Programming  
Directors  
Documentary Programming  
Electronic Production  
Interactive Media  
Make-up Artists / Hairstylists  
Motion and Title Design  
Music  
Performers  
Producers  
Production Executives  
Professional Representatives  
Public Relations  
Reality Programming  
Sound  
Sound Editors  
Special Visual Effects  
Stunts  
Television Executives  
Picture Editors  
Writers

The Board may establish other Peer Groups if they have eighty (80) or more Active Members when they are established. Peer Groups which do not have eighty (80) Active Members for two consecutive Operating Years shall be disbanded and their members assigned to other Peer Groups. Active, Associate and Emeritus Members shall not be classified in more than one Peer Group at a time. Any Peer Group Executive Committee may initiate a change in such Peer Group's title provided that (i) the Peer Group Executive Committee gives written notice to all members of the Peer Group and to the members of the Board of Governors of such action, (ii) such notice shall be given at least

three (3) weeks prior to the date specified in the notice for the taking of such action (if at a meeting) or the initiating of such action (if by a mail ballot), (iii) if prior to the date specified the corporation is notified by any members of such Peer Group or any other Peer Group that such members oppose such change of title, then the issue as to whether or not such title shall be changed shall be submitted to the Membership Committee which shall have the authority to adopt such procedure that it deems necessary to resolve the dispute; any change of title which is unopposed or any change of title which is finally approved (after any opposition is resolved) shall be subject to the further approval of the Board of Governors. Titles of Peer Groups may be modified in accordance with the foregoing without the necessity of amending the Bylaws.

Section 4.2. Peer Groups: Los Angeles Area Membership. Active, Associate and Emeritus Los Angeles Area Members may be classified into Peer Groups. The Peer Groups may be the same as those specified in Section 4.1 above or they may be different Peer Groups. Active, Associate and Emeritus Los Angeles Area Members may not be classified in more than one Peer Group at a time.

Section 4.3. Peer Group Executive Committees; Los Angeles Area Branch Executive Committee.

(a) Composition. Each Peer Group (and the Los Angeles Area Branch) shall have an Executive Committee consisting of the Peer Group Governors (or Los Angeles Area Branch Governors, as the case may be, plus ten (10) other members of the Peer Group or Branch or five (5%) percent of the Active Members of the Peer Group or Branch, whichever is fewer. The remaining subsections of this Section 4.3 referencing Peer Group Executive Committees shall also be considered references to the Los Angeles Area Branch Executive Committee.

(b) Appointment; Meetings. The Executive Committee of each Peer Group shall be appointed annually (commencing when incoming Governors are first elected in each year) by the Governors of the Peer Group. The members of the Executive Committee shall serve for one year; provided that any members of the Executive Committee appointed prior to commencement of an operating year shall serve for the operating year following their appointment. No person may serve more than four (4) consecutive terms as a member of a Peer Group Executive Committee. Any vacancy shall be filled by the Governor who appointed the person whose position becomes vacant; if

any person fills a vacancy during a year during which nine or months remain to be served, such year shall be treated as a full year for purposes of the preceding sentence.

(i) The Executive Committee will be formed no later than 30 days after the first meeting of the Board during each Operating Year.

(ii) The Peer Group Executive Committee shall meet at least twice a year.

The senior Governor if present will serve as Chair; otherwise the other Governor shall serve as Chair of the meeting. The Peer Group Executive Committee will consider matters of interest to the Peer Group and will advise the Governor or Governors with respect to the appropriate actions to be taken. Additionally, the Peer Group Executive Committee will (i) formulate, review and revise all membership rules for the Peer Group, subject to final review by the Membership Committee and approval of the Board, (ii) handle all disputes concerning applications for membership, and (iii) coordinate with the Membership Department to investigate status of members to determine whether they continue to be properly classified. Membership rules shall include the qualifications for membership, the term of membership and the method for termination of membership if a person is no longer eligible, reclassification and continued membership after retirement.

(iii) Fifty-one (51%) percent (rounded to the next highest number, if this percentage results in a fraction) of the Members of each Peer Group Executive Committee shall constitute a quorum for the transaction of business, except that in the absence of a quorum, the Members may adjourn or fix the time at which to adjourn. Every decision made by a majority of Peer Group Executive Committee Members at a meeting at which a quorum is present shall be regarded as the act of the Peer Group Executive Committee.

(iv) Notice of the meeting of any Peer Group Executive Committee shall be given by mail, email or by telephone. Any action of a Peer Group Executive Committee may be taken without a meeting if all members thereof consent to the action. Members of the Peer Group Executive Committees may participate in meetings through use of conference telephone or similar communication equipment.

Section 4.4. Procedures Regarding Hyphenate Membership. Active Members of a Peer Group may request “hyphenate” status as a “hyphenate member” of one other Peer Group (“Requested Peer Group”) by applying for hyphenate membership from the Membership Department of the corporation in accordance with the applicable rules. Each application shall be forwarded to the Governors of the Requested Peer Group for approval or disapproval in accordance with the regular Active Membership rules of the Requested Peer Group. Any dispute as to a member’s qualification as a hyphenate member shall be resolved in the same manner as provided for other memberships under section 3.5 of the Bylaws. Hyphenate membership, if approved, will allow the hyphenate member to participate in all activities of the Requested Peer Group, including voting in Emmy award categories specifically designated as those voted for only by the Requested Peer Group, and shall be granted on a four (4) year basis provided that the member remains active in activities related to production or distribution of audio visual works for national exhibition by means of telecommunications of such Requested Peer Group during such four year period. However, notwithstanding having a hyphenate membership in a Requested Peer Group, hyphenate members shall not be entitled to serve on the Peer Group Executive Committee or as a Governor of such Requested Peer Group.

#### **ARTICLE V. GOVERNORS**

Section 5.1. Powers. The affairs of the corporation shall be conducted and all corporate powers exercised by or under the direction of the Board. The Board may delegate the management of the corporation under the ultimate direction of the Board. The Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (i) To select and remove the officers, agents and employees of the corporation, prescribe their powers and duties, and fix their compensation.
- (ii) To make rules and regulations to conduct, manage and control the affairs and activities of the corporation.
- (iii) To adopt and use a corporate seal.
- (iv) To borrow money for the purposes of the corporation, and to execute evidences of debt and securities for that debt.
- (v) To carry on businesses and apply any income that results to any activity

in which the corporation may engage.

Section 5.2. Number and Composition of Governors. The authorized number of members of the Board shall be a variable number of one or more determined by taking into account the various classes and qualifications for Board membership and shall be determined from time to time and at any time by a majority of the Board at a duly constituted meeting of the Board at which a quorum is present.

The Board shall consist of:

(i) Each officer of the corporation (the "officers"), who may also be a member of the Board in another capacity.

(ii) Two (2) Governors elected from each of the Peer Groups (sometimes referred to as "Peer Group Governors").

(iii) Two Governors elected from the active membership of the Los Angeles Area Branch (sometimes called the "Los Angeles Area Governors").

(iv) The "Ex Officio Governors" consisting of (i) the Chair of the Academy of Television Arts & Sciences Foundation (the "Foundation") during any periods when such Foundation is in existence and (ii) the Chair's Appointees (as described below) to the Executive Committee, if not Governors in some other capacity, each of whom shall serve as an Ex Officio Governor during his/her term of office.

The Officers, the Peer Group Governors, the Los Angeles Area Governors and the Ex Officio Governors are collectively referred to as "Governors," and all shall have full voting rights as such, except that voting for Governor's Appointees to the Executive Committee shall be limited to Peer Group and Los Angeles Area Branch Governors as provided in Paragraph 8.3 and that Los Angeles Area Branch Governors and the Los Angeles Area Vice Chair shall abstain from voting if the resolution or other matter to be voted on concerns the categories, classifications and/or structure of any national (as opposed to local) Emmy Awards contest and/or the voting procedures for and/or administration of such awards contest. Where, for convenience, reference is made in these Bylaws to a "senior" Governor of a Peer Group or the Los Angeles Area Governors the reference is to the Governor who is then serving in the second year of his/her current term; if the office of a senior

Governor is vacated, the remaining Governor shall thereafter serve as the senior Governor for the balance of his/her term. At no time shall the aggregate of the number of officers who are not otherwise elected to the Board by the members of the corporation and the Ex Officio Governors exceed one-third of the total number of the Board (disregarding fractions).

Section 5.3. Allocation of Governors Within Peer Groups.

(a) With respect to the Make-up and Hairstyling Peer Group, one of the two Peer Group Governors shall be a make-up artist and the other shall be a hair stylist.

(b) With respect to Costume Designers/Costume Supervisors one of the two Peer Group Governors shall be an Active Member classified as a Costume Designer and the other as a Costume Supervisor.

(c) With respect to Art Directors/Set Decorators one of the two Peer Group Governors shall be an Active Member classified as an Art Director and the other as a Set Decorator.

Section 5.4. Term of Office.

(a) Officers. Officers of this corporation shall serve as Governors during their terms of office.

(b) Peer Group Governors and Los Angeles Area Governors. The term of each Peer Group Governor and Los Angeles Area Governor shall begin on the commencement of the next Operating Year and shall continue for a period of two years or until the Governor's successor has been elected and takes office, unless the Governor resigns or is removed or disqualified to serve. The terms of Governors will be staggered. Successors for Governors whose terms expire in even years will be elected in even years and successors for Governors whose terms expire in odd years will be elected in odd years.

(c) Newly Established Peer Groups. Upon the establishment of a new Peer Group and election of Governors therefor, the candidate receiving the highest number of votes shall immediately begin to serve during the balance of the current Operating Year and during the next succeeding Operating Year and the candidate receiving the next highest number of votes shall immediately begin to serve during the balance of the current Operating Year. In the event of any ties, a run-off election shall be conducted as provided in these Bylaws.

Section 5.5. Limitation on Consecutive Terms.

(a) General. No Governor shall serve more than two consecutive elected terms of any length, whether in the same or a different Peer Group (or Branch). A person who has served as an elected Governor for two consecutive terms but who then has not served as an elected Governor for at least one full Operating Year is again eligible to serve as an elected Governor. Nothing in this Section 5.5 shall prevent a person who has served as an elected Governor for two consecutive terms from being elected an officer of the corporation and serving as Governor in such capacity and/or from serving as an Ex Officio Governor.

(b) Vacancies, Newly Established Peer Groups, Resignations. A Governor selected to fill a vacancy as provided in Section 5.9 or a new Governor of a Newly Established Peer Group elected as provided in Section 5.4(c) shall be treated as having served an elected term (of two years) for purposes of Section 5.5. (a) if, at the time he/she takes office, more than twelve (12) months of the term of the Governorship remain to be served. A Governor who resigns as provided in Section 5.7 shall be treated as having served an elected term (of two years) for purposes of Section 5.5 (a) if at the time when he/she resigns less than twelve (12) months of the term of Governorship remain to be served.

Section 5.6. Nominations and Election of Governors.

(a) Qualifications.

(i) No person may be nominated to run for a Governorship who has not at some time served for a minimum of one (1) year as a Governor, an Officer, on the Executive Committee, on a Standing Committee or on a Peer Group Executive Committee; except that this provision shall not apply to nominees for Governorships for newly established Peer Groups during the first two (2) elections of Governors for any such Peer Group. All nominees for Governorships must be Active Members of the primary(as opposed to hyphenate) Peer Group for which they seek nomination at the time when they seek nomination; provided that for purposes of this section an Active Member shall be a member who meets the qualifications of Sections 3.3(a) (ii) or (iii) and the other then current requirements of the Peer Group for Active

Membership of the Peer Group for which they are seeking nomination except that an Active Member who meets only the requirements of Section 3.3(a) (iv) [Body of Work] in such Peer Group shall not be qualified to be nominated under this Section.

(ii) Such nominees shall promptly (prior to preparation of the ballots) furnish to the membership department such information as may be required by the corporation's membership rules to verify such nominee's then-current Active status. If the Membership Department determines that a nominee does not meet qualifications as an Active Member, such nominee may, if he/she contests such finding, appeal such determination to the Peer Group Executive Committee of the Peer Group for which such individual is a proposed nominee; the Peer Group Executive Committee of such Peer Group shall review the findings of the Membership Department and either confirm or disaffirm the same; if such findings are confirmed and if the nominee elects to make a further appeal, such appeal shall be to the Membership Committee which shall review the findings of the Membership Department and of the Executive Committee of the Peer Group, it being understood that the Membership Committee's decision as to whether to confirm or to disaffirm the Membership Department's findings shall be final unless, within seven (7) days after notification of such decision, the nominee appeals such decision to the Board of Governors, (if the Chair determines that the election time schedule permits), and otherwise to the Executive Committee, whose decision shall be final.

(b) Nominating Committees. The nomination procedure shall follow the steps outlined below, it being understood that dates specified below and the dates of the ensuing election are estimated dates, subject to change as provided in Section 5.6(j) below:

(i) On or about August 15 and in any event prior to September 15<sup>th</sup> of each Operating Year, the Executive Committees of the Los Angeles Area Branch and of the Peer Groups having a Governor whose term is expiring that year will meet as a Nominating Committee. The Governor whose term is not expiring shall act as chair. No Governors, other than those who are ineligible for re-election or who have declared in writing to the Secretary that they do not intend to run for re-election, are

eligible to serve on Nominating Committee.

(ii) If a Peer Group or the Los Angeles Area Branch does not have a Governor whose term is not expiring, the Chair of the Nominating Committee will be appointed by the Chair.

(iii) Each Nominating Committee will promptly meet and nominate at least one (1) Active Member as candidate for the Governorship to be filled. On or before September 15<sup>th</sup> of each Operating Year, the Nominating Committees will file their nominations with the Secretary of the corporation. The action of a majority of any Nominating Committee will be the action of the Committee.

(c) Notice of Nomination. When nominations from each Nominating Committee have been submitted to the Secretary but no later than on or about September 25<sup>th</sup> of each Operating Year, the Secretary will mail to the Active Members of such Peer Group and the Los Angeles Area Branch a notice setting forth the names of the candidates selected by their Nominating Committee for the Governorship to be filled.

(d) Nominations by Petition. In addition to candidates proposed by the Nominating Committees, any Active Member may be nominated as a candidate for Governor of his/her Peer Group or Branch by a written petition signed by the greater of (i) at least five Active Members of the Peer Group or Branch or (ii) the lesser of the Active Members representing at least two percent of the eligible voters of the Peer Group or Branch or 25 of its Active Members. The nominating petition must be filed at the principal office of the corporation not later than October 5th of the Operating Year in which the election is to be conducted.

(e) Non-Contested Elections; Balloting.

(i) If the Nominating Committee for any Peer Group or the Los Angeles Area Branch shall have nominated only one (1) candidate for the governorship to be filled and if no nominations by petition for such position are received, such candidate shall be deemed elected without the need for further balloting. In all other cases all elections shall be determined by mail balloting or by online voting technology ("online voting") in elections as to which the Board determines to use online voting. In the case of mail balloting, on or about

October 30th of each Operating Year, the Secretary shall mail to all Active Members of each Peer Group and the Los Angeles Area Branch written ballots which set forth the names of the candidates for the Governorship to be filled, the number of responses needed to meet the quorum requirement (which shall be computed separately for each Peer Group and Branch) and the time by which the ballot must be received to be counted. The names of the candidates shall be listed alphabetically. At the request of any candidate the secretary will include (a) a biographical statement and/or (b) a position paper with the ballot when mailed. The biographical statement may not exceed 250 words in length and shall be limited in content to a description of the candidate's professional activities and body of work and the candidate's activities on behalf of the corporation. The position paper shall not exceed 150 words in length and shall be limited in content to a statement by the candidate of the actions which he/she proposes to take on behalf of the corporation (it being understood that the statement shall not include materials comparing the candidate to, or attacking, any other candidate; also, the position paper shall not contain materials relating to or directing readers to other publications or to any websites, links or the like). If any of the material is received later than October 22nd (or such other date as may be specified in accordance with Section 5.6(j) the cost of mailing such material will be borne by the candidate. The corporation may reject materials that do not conform to the content requirements outlined above. Ballots will be addressed to members at the addresses shown on the records of the corporation.

In the case of online voting, on or about October 30 of each year candidate information of the types described above shall be furnished by email or online access to members, and members shall be enabled to secure access to the online voting technology, enabling members to vote in accordance with the time schedules noted elsewhere; the information contained on the online ballots shall set forth the names of the candidates for the Governorship to be filled, the number of responses needed to meet the quorum requirement (which shall be computed separately for each Peer Group and Branch) and the time by which the online ballot must be received to be counted. The names of the candidates shall be listed alphabetically.

(ii) Each Active Member of each Peer Group and the Los Angeles Area Branch shall be entitled to vote for the contested governorship to be filled from his/her Peer Group or Branch. Online or mail ballots must reach the principal office of the corporation by November 15 of each Operating Year; mail ballots must be delivered in an envelope furnished by the corporation which, in turn, shall be enclosed in an outside envelope furnished by the corporation on which, in the blank space provided, each member must write his/her name and address. No mail ballot may be accepted by the Secretary nor counted by the election board unless it is enclosed in an outside envelope, properly identified and received at the principal office of the corporation or furnished to the corporation through the online voting technology on or before November 15<sup>th</sup> in accordance with procedures set up for that purpose.

(iii) The corporation shall maintain a list of all members of each Peer Group who are entitled to vote at each election. As mail ballots are returned to the corporation, the corporation shall check off the name of the member which appears on the outside envelope against the name appearing on the voting list.

(f) Counting of Ballots. The Chair shall appoint an election board consisting of the Secretary and two voting members who shall count the ballots. All ballots (including online records or copies thereof), envelopes (including the aforementioned outside envelope) and voting list shall be retained by the Secretary for nine (9) months after each election, after which they shall be destroyed. The election board shall meet on or promptly after November 15 of each Operating Year to count the ballots and certify the results of its count to the Secretary.

(g) Votes to Elect. Non-contested elections shall be deemed determined as provided in Section 5.6(e) (i) above. The candidate receiving the majority of total number of votes from among the votes cast shall be elected with respect to each contested Governorship.

(h) Run-Off Elections; Ranked Choice Voting. If the election board certifies in any contest for a Governorship that no candidate has received a majority of the votes cast, then the Secretary shall, within five (5) days, mail or make available online to all members of the affected Peer Group or Branch a written or online ballot setting forth the names of the two (2) candidates who have

received the highest number of votes, the number of responses needed to meet quorum requirements and the time by which the ballot must be received to be counted, which date shall be no later than the close of business fifteen (15) days after the ballots are mailed or made available online. The requirements for mailing and return of ballots shall be the same as set forth in Section 5.6(e) (ii), except for the dates.

In lieu of conducting run-off elections, the Board shall cause the corporation to conduct the vote by means of “ranked choice voting” except for any election where the Board determines to the contrary. When ranked choice voting is used: (a) voters will rank their choice of candidates in numerical order from first choice down; (b) In the first round of counting of ballots, only first-choice votes will be counted; if any person receives more than 50% of the first choice votes, that person will be elected; (c) if no one wins in the first round, then in the second round of counting, the person receiving the fewest first choice votes will be removed and on all ballots where he/she appeared as “first choice”, the second choice candidate will be moved up and treated as the “first choice” of the voter; then all “first choice” votes (including those moved up from second choice) will be recounted; (d) if no candidate receives more than 50% of the first choice votes, then the process will be repeated one or more times, in each round by dropping off the person receiving the lowest number of first choice votes and moving up the second choice candidates on such ballots to first choice, until a candidate receives more than 50% of first choice votes. If there is a tie among persons receiving the lowest first choice votes in any round, all such candidates will be removed and the second choice candidates on such ballots will be moved up to first choice. If there are only two candidates in an election and there is a tie, there will be a run-off. If any voter fails to rank all the candidates for an election where there are more than two candidates then that voter’s first choice vote will be counted in the first round and in subsequent rounds unless that candidate is removed; the voter’s second and subsequent place votes, if any, shall be counted in subsequent rounds for the purpose of re-computing first choice votes as above provided; an incomplete ballot shall be disregarded for purposes of determining the number of votes cast in any round when all candidates on an incomplete ballot have been removed. If a voter places a checkmark e.g. “x” rather than a number by only one candidate’s name, that checkmark will be treated as a vote for that candidate; if a voter places a

checkmark rather than a number by more than one candidate's name on a ballot that ballot will be disregarded and not counted for purposes of determining number of votes cast. The above ranked choice procedure may be modified as required to meet requirements of formatting ballots for online voting, provided that the basic ranked choice procedure outline above shall be followed.

(i) Election. All newly elected members of the Board shall be deemed elected upon conclusion of the counting of the ballots but shall take office at the commencement of the Operating Year next following such election.

(j) Modification of Dates. If any date specified in this Section 5.6 falls upon a legal holiday, Saturday or Sunday, then the date shall be postponed until the next business day. Any dates specified in this Section 5.6 may be accelerated or postponed by as much as fifteen (15) days, provided that notice of such change is given no later than the time the nominating procedure commences as provided in Section 5.6(b) (i) above and that the changing of any date shall automatically affect subsequent dates so that essentially the same structure and time frames are maintained for each step of the procedure. The failure of the corporation to complete any portion of the nominating or election procedure upon the specific dates specified in this Article shall not invalidate an election, provided that, if any date is delayed or postponed, then all subsequent dates will be automatically postponed by the same period.

(k) Finality. Provided that the Secretary certifies that election procedures set forth above have been duly observed with respect to any election, then such election and the results thereof shall be final and incontestable unless contested in writing within fifteen (15) days after the results thereof have been mailed to all nominees.

(l) Newly Established Peer Groups. As soon as a new Peer Group has been established and qualified by the Board, all Active Members thereof shall be qualified to seek election as a Governor of the Peer Group and the Secretary shall cause a notification to be sent to all Active Members of the Peer Group soliciting candidates for the Governorships for such Peer Group; any Active Member of the Peer Group may nominate himself/herself. The deadline for responses to such solicitation shall be established by the Secretary. Balloting for nominees shall be done by mail or by online voting and shall be governed by other applicable provisions of this Section 5.6, except that the

schedule for the mailing and return of ballots and counting of ballots shall be established by the Secretary.

Section 5.7. Resignation. Any governor may resign effective upon giving written notice to the Chair, the Secretary or the Board.

Section 5.8. Removal. A majority of the Board at any duly constituted meeting shall have the right to remove any Governor if (i) the Governor has failed to attend three consecutive regular meetings of the Board unless excused by the Board of Governors, or (ii) has been disqualified as an Active Member for any reason including expulsion or suspension as an Active Member as provided for in Section 3.6 above, or (iii) as otherwise permitted under applicable law. A Governor shall be entitled to at least 15 days written notice of the meeting at which a vote for his/her removal is to be taken (which notification shall state that his/her removal is to be considered) and shall be entitled to attend the meeting and speak on his/her own behalf unless such removal is occasioned by reason of a hearing under Section 3.6 above.

Section 5.9. Vacancies. A vacancy on the Board shall exist if a Governor dies, resigns or is removed, or if his/her governorship is deemed vacated under Section 6.1, or if the authorized number of Governors is increased. In the case of a vacancy, the Chair shall call a special election, which shall be conducted in accordance with the provisions of Section 5.6, commencing within fifteen (15) days after the vacancy occurs. A Governor selected under this Section 5.9 shall serve for the balance of the term of the Governor being replaced. No reduction of the number of Governors will have the effect of removing a Governor before the expiration of the Governor's term.

Section 5.10. Regular Board Meetings.

(a) Annual Organizational Meeting. An annual organizational meeting of the Board shall be held in each Operating Year during January at a date, time and place determined by the Chair. Notice of the annual organizational meeting shall be given to each continuing and incoming Governor.

(b) Other Regular Meetings. Additionally, at least six (6) other regular monthly meetings of the Board shall be held on such dates, and at such times and places as may be determined by the Chair, or alternatively by ten (10) or more members of the Board. Certificates and

acknowledgments for outgoing Governors and others will be presented at the last meeting of the current Operating Year. Written notice of the date, time and place of each regular meeting shall be mailed, emailed or otherwise delivered to each Governor at least five business days before the date of the meeting.

Section 5.11. Special Board Meetings. Special meetings of the Board may be called for any purpose at any time by the Chair or by any other officer or by any two Governors. Written notice of the date, time and place of any special meeting shall be mailed, emailed or otherwise delivered to each Governor at least five business days before the date of the meeting.

Section 5.12. Place of Board Meetings. Regular or special meetings of the Board shall be held in the Metropolitan Los Angeles Area. If no other place is designated, meetings shall be held at the principal office of the corporation.

Section 5.13. Quorum. One-third (disregarding fractions) of the Governors constitutes a quorum for the transaction of business, except to adjourn as provided in Section 5.16. Every decision made by a majority of the Governors at a meeting at which a quorum is present shall be regarded as the act of the Board unless a greater number is required by law or by the Articles. A meeting at which a quorum initially is present may continue to transact business notwithstanding the withdrawal of Governors if any action taken is approved by at least a majority of the required quorum.

Section 5.14. Participation in Meetings by Conference Telephone. Members of the Board may participate in meetings through the use of conference telephone or similar communications equipment as long as all members participating in the meeting are able to hear one another. Members participating by conference telephone or similar communications equipment may cast votes when votes are done openly by verbal count and/or by a vote-counting device, but members of the Board must be present in person to complete and submit written ballots or votes by a vote-counting device which are cast in secret.

Section 5.15. Waiver of Notice. Notice of a meeting need not be given to any Governor who signs a waiver of notice or a written consent to the holding of the meeting or an approval of the minutes, whether before or after the meeting, or who attends the meeting without protesting the lack of notice. All waivers, consents and approvals shall be filed with the corporate records or made a part

of the minutes of the meetings.

Section 5.16. Adjournment. A majority of the Governors present, whether or not a quorum is present, may adjourn any Governors' meeting to another time and place. Notice of the time and place of the continuation of an adjourned meeting need not be given to absent Governors if the time and place is fixed when the meeting is adjourned, provided, however, that if the meeting is adjourned for more than 48 hours, notice of the new time and place shall be given to the Governors who were not present at the time of the adjournment.

Section 5.17. Action Without Meeting. Any Board action may be taken without a meeting if all members of the Board consent in writing to the action. The consent shall be filed with the minutes of the proceedings of the Board.

Section 5.18. Fees and Compensation. Officers, Governors and members of committees shall not receive salary or other compensation for their services, but may be reimbursed for expenses and furnished event tickets, dinner tickets and the like.

## **ARTICLE VI. OFFICERS AND EXECUTIVE ADMINISTRATION**

Section 6.1. Officers. The officers of this corporation shall be a Chair, Vice Chair, Second Vice Chair, Secretary and Treasurer, each of whom is an Active Member and shall meet the requirements for Active Membership and a Vice Chair-Los Angeles Area, who is an Active Member and shall meet the requirements for Active Membership of the Los Angeles Area Branch, provided, however, that only those persons who are, or were within two (2) years before their election actively engaged in activities related to production or distribution of audio visual works for national exhibition by means of telecommunications (verified by the same procedure as specified in section 5(a)(ii) above with respect to Governors) and who have at some time served for a minimum of one (1) year as a Governor, an Officer, on the Executive Committee, on a Standing Committee or on a Peer Group Executive Committee may serve as officers of the corporation. The person serving as Chair may use that title or modify it to Chairperson, Chairman or Chairwoman and/or Chief Executive Officer of the corporation and/or of the Board. No person may hold more than one office at any time. Other than because of a replacement under Section 6.7, the Chair must be a resident of the Metropolitan Los Angeles Area during his or her term of office. If any Los Angeles Area Governor is elected as an

officer, that person's Governorship shall be deemed vacated. If a Peer Group Governor is elected an officer, that person shall serve as both Peer Group Governor and officer (but with a single vote) to extent such terms overlap.

Section 6.2. Duties - Officers.

(a) Chair. The Chair shall preside at all meetings of the Board and of the Members and shall appoint all committees and representatives. The Chair shall have all other powers and perform all other duties usually exercised by chief executive officers.

(b) Vice Chairs. In the absence of the Chair, the Vice Chairs, in order of their rank, shall perform all the duties of the Chair, and, when they are acting for the Chair, they shall have all the powers of the Chair. The Vice Chairs shall have any other powers and perform any other duties assigned to each of them by the Board.

(c) Secretary. The Secretary shall keep the original or a copy of the Articles of Incorporation, these Bylaws and any other rules and regulations of the corporation at the principal office of this corporation. The Secretary will prepare a book of the minutes of all meetings of the Board and its committees, which will contain a copy of the notice of the meeting, will show the time and place of the meeting, whether it was regular or special and, if special, how it was authorized, the names of those present, and will contain a description of the proceedings and any written consents. The Secretary will see that all notices are given, will be custodian of the records and the seal of the corporation, will keep at the principal office of the corporation a membership list containing the names and addresses of the members and any other information pertaining to them, and will perform any other duties assigned by the Board.

(d) Treasurer. The Treasurer will prepare and present to the Executive Committee a detailed annual budget and a summary of it, and, upon approval by the Executive Committee, present the summary of the detailed budget to the Board for its approval. The Treasurer will prepare, and, if the Board orders have certified by a firm of independent certified public accountants, financial statements to be included in the Annual Report to members. The Treasurer will perform all duties incident to the office of Treasurer and any other duties assigned by the Board.

Section 6.3. Term of Office - Elected Officers.

(a) Chair. The term of office of the Chair will begin on the commencement of the next Operating Year and will continue for two years or until the Chair's successor has been elected and takes office. No person may serve more than two consecutive two-year terms (partial terms of less than two full years shall not be counted), but otherwise there will be no limitation on the number of terms a person is eligible to serve as Chair.

(b) Other Officers. The term of office of each other officer shall begin as of the commencement of the next Operating Year and will continue for a period of two years or until the officer's successor has been elected and takes office. No person shall hold the same office for more than two consecutive two-year terms (partial terms less than two full years shall not be counted), but otherwise there shall be no limitation on the number of terms a person is eligible to serve in any office.

#### Section 6.4. Nomination and Election of Officers.

(a) Nominations by Petition. Candidates must be proposed by written petition as follows: Any three (3) Governors may nominate any qualified individual for any office, except that no person may be nominated for more than one office. The nomination petitions or counterparts of the same must be delivered in person, by mail, by a fax, or by a PDF or other scanned email attachment that bears a signature to the principal office of the corporation not later than the close of business on the date which is twenty-one (21) days prior to the scheduled date for the next election of officers. Each petition(or at least one counterpart of each) must be accompanied by a written statement signed by the nominee certifying that the nominee is willing to serve in the office for which he/she has been nominated.

(b) Candidate Submissions. Each candidate may, at the candidate's option, submit a short biographical statement of not more than 250 words and a photograph of himself/herself, for distribution to the Governors. Any statement or photograph shall be delivered to the principal office of the corporation not later than the last date on which petitions may be delivered. A list of all candidates and copies of all biographical statements and photographs shall be distributed to each Governor by mail, fax or by a PDF or other scanned attachment not later than seven (7) days following the last date on which petitions may be submitted. Nonconforming statements and

photographs shall not be distributed.

(c) Election Procedure. The election for all offices shall occur at the regular meeting of the Board in November which must occur, in any event, no earlier than five (5) days after the list of candidates shall have been sent to the Board. At the meeting, the Board shall vote on each of the offices, in order from Los Angeles Area Vice Chair to Chair. There will be no nominations from the floor. Elections for each office will be by written ballot, and the candidate receiving a majority of the votes for the office shall be elected. The Chair shall appoint an election board composed of three or four people, one of whom must be a Governor who is not a candidate for office, and two or three other people, i.e. Governors or staff members (including any outside counsel for the corporation). The election board will count the ballots. The results will be announced as soon as the ballots have been counted. The Board may determine to conduct any election hereunder by online voting, in which event the provisions hereof shall be modified to apply to online voting ballot requirements, in the same manner as provided in paragraph 5.6 above.

(d) Ranked Choice Voting. In lieu of determining results of Officers' elections by means of run-off elections, the Board shall conduct "ranked choice voting" for Officer's elections for each election of any Officer except for those as to which it determines to the contrary. The procedure for "ranked choice voting" shall be the same as detailed in Section 5.6(h) of these Bylaws.

Section 6.5. Resignation. Any officer may resign from office at any time by giving written notice to the Secretary. The resignation will be effective upon its receipt.

Section 6.6. Removal. A majority of the Board, at any duly constituted meeting of the Board, shall have the right to remove any officer if (i) the officer has not attended three consecutive meetings of the Board without being excused by the Board, or (ii) has been disqualified as an Active Member, or (iii) for any other good and sufficient cause, provided, however, that the officer shall be entitled to at least 15 days prior written notice of the meeting at which his/her removal is to be voted upon (which notification shall state that his/her removal is to be considered). The person shall be entitled to attend the meeting and speak on his/her own behalf.

Section 6.7. Vacancies. If the office of Chair becomes vacant, the Vice Chair shall vacate

his/her office and serve as Chair for the balance of the Chair's term; if the office of First Vice Chair becomes vacant, the Second Vice Chair shall vacate his/her office and serve as Vice Chair for the balance of the Vice Chair's term; if the office of Second Vice Chair, Secretary, Treasurer, or Vice Chair-Los Angeles Area becomes vacant, the Chair shall recommend a replacement from among the Active Members (or, in the case of the Vice Chair-Los Angeles Area, from among the Active Los Angeles Area Members) who, when approved by the Board, shall serve as such for the balance of the term of his/her predecessor.

Section 6.8. Executive Staff. The executive staff of the corporation shall be the Chief Operating Officer (who may also have the title of President or Executive Director), a Chief Financial and Administrative Officer (who may also have a title at a Vice President( [including Executive Vice President] or Director level), a staff member in charge of awards (who may have a title at a Vice President [including Executive Vice President] or Director level), and such other or different executive staff positions (with such titles) as the Chief Operating Officer (with the consent of the Executive Committee) may from time to time determine. The executive staff shall serve at the pleasure of the Board and may be removed, with or without cause, by the Board at any time. Any removal will be without prejudice to the rights of the person under a contract of employment.

Section 6.9. Duties - Executive Staff.

(a) Chief Operating Officer. The Chief Operating Officer is the chief operating officer of the corporation and, as such, shall have general responsibility for the daily operations of the corporation including supervision of staff, supervising staff administration of the corporation's programs and activities and supervising the day-to-day business of the corporation. The Executive Committee shall have responsibility for the engagement and termination of the Chief Operating Officer, subject to Section 8.7. The Chief Operating Officer shall have primary responsibility for hiring and firing of staff, but any proposed written contracts with any staff employee shall require prior approval of the Executive Committee. The Chief Operating Officer shall report to the Chair/Chief Executive Officer and shall also keep the Executive Committee and the Board apprised of his/her activities in carryout out his/her duties hereunder.

(b) Administration and Finance. The person in charge of administration and

finance (who may have the title of Executive Vice President, Vice President and/or Chief Financial Officer) shall have charge of and shall receive and give receipts for monies due to this corporation, shall oversee all funds and securities of the corporation, the deposit of those funds in the name of the corporation in depositories selected by the Board, shall disburse funds as directed by the Board on the signature of such person and the Chief Operating Officer, or on the signature of any officers designated by the Board, shall maintain accounts of the corporation's properties and business transactions, and shall have any other powers and duties prescribed by the Board or the Chief Operating Officer.

(c) Staff Person in Charge of Awards. The staff person in charge of Awards (who may have a title of Executive Vice President, Vice President or Director) shall administer all awards given by the corporation, including all aspects of the nominating process, the balloting and the announcement of each award.

**ARTICLE VII. INDEMNIFICATION OF GOVERNORS,  
OFFICERS, EMPLOYEES AND AGENTS**

Section 7.1. Right of Indemnification. The corporation shall indemnify each of its Governors, officers, employees, agents and committee chairs against all liabilities, judgments, fees and costs which arise in whole or in part by reason of their having been a Governor, officer, employee or agent of the corporation if they acted in good faith and in a manner they reasonably believed to be in the best interest of the corporation. The right of indemnification shall be to the full extent allowable and in the manner provided by the Nonprofit Law, and shall inure to each person's legal successors and representatives.

Section 7.2. Purchase of Insurance. The corporation may purchase insurance for its Governors, officers, employees and agents, protecting them against all liabilities which arise in whole or in part by reason of their having been a Governor, officer, employee or agent of the corporation. Any limitation under the Nonprofit Law on the payment of indemnification shall not limit the conditions under which any insurance proceeds may be paid on behalf of any Governor, officer, employee or agent.

## **ARTICLE VIII. EXECUTIVE COMMITTEE**

Section 8.1. Composition. The Executive Committee shall be composed of

- (i) The officers
- (ii) Any person serving as the Chair of the Foundation
- (iii) The Chair's Appointees (as detailed below) and
- (iv) Four (4) Governors (Governors' Appointees) to be selected as described below.

Section 8.2. Chair's Appointees. With respect to the Chair's Appointees, it is understood that the Chair shall be entitled to appoint as many as six (6) members of the Executive Committee from the Active Membership who may but need not be otherwise serving as Governors. Such appointments shall be subject to approval by the majority of Governors (excluding the Ex Officio Governors) present and voting. The Chair's Appointees shall serve at the pleasure of the Chair, but not for more than one year. A person may not serve more than four (4) consecutive one year terms as a Chair's Appointee. After a one-year break, a person may be reappointed as a Chair's Appointee for up to four (4) more terms.

Section 8.3. Governors' Appointees. Any Peer Group Governor or Los Angeles Area Governor who will be continuing in office including anyone who has already been re-elected to continue in office for a new term during the next ensuing Operating Year may be a nominee for election as a Governors' Appointee to the Executive Committee by petitioning to be a nominee as follows: at each November meeting the Chair shall announce that Governors' Appointees shall be elected at the December meeting of the Board from nominees who have filed petitions. Petition forms for this purpose shall be made available at the November meeting. Any Peer Group Governor or Los Angeles Area Governor who will be continuing in office during the next ensuing Operating Year may be a nominee for election as a Governors' Appointee (i) by completing a written petition therefor (in the form provided) to be signed by the proposed nominee;(ii) causing such petition or counterparts

thereof to be signed by five (5) additional Governors (other than officers or Ex-Officio Governors) and (iii) by delivering the same in person, by mail, by a fax, or by a PDF or other scanned email attachment bearing signature(s) with the corporation not later than one (1) week prior to the scheduled date of the December Board meeting, or prior to such board meeting but immediately subsequent to certification of election of Governors for the ensuing Operating Year, if later. At such December Board Meeting a ballot shall be presented which contains the name of all such petition nominees who are qualified to compete; the Peer Group Governors and the Los Angeles Area Governors present at such meeting shall then vote for four (4) nominees, it being understood that the four (4) candidates receiving the highest number of votes shall be considered elected as the four (4) Governor's Appointees. Such candidates shall serve as such during the next ensuing Operating Year, with the understanding that if for any reason either such candidate should vacate his/her office as a Governor during his/her term, then such person shall automatically vacate his/her office as a Governor's Appointee.

Section 8.4. Vacancies. If the position of a Chair's Appointee is vacated, the same shall be replaced by the Chair; if the position of a Governor's Appointee is vacated for any reason, the Board, at its next regular meeting, shall nominate and elect a replacement therefor to serve for the balance of the term of the person whose office is vacated.

Section 8.5. Powers. Unless limited by any provisions of the Nonprofit Law, the Executive Committee shall have all of the powers of the Board and its action shall be final, except:

- (i) The amendment or adoption of primetime Emmy Award rules and Los Angeles Area Award rules.
- (ii) Recommendations of changes for Daytime Emmy Award rules.
- (iii) Amendment or adoption of new or different membership qualifications.
- (iv) Approval of terms of any contract for broadcasting of the primetime Emmy Awards Ceremony or Hall of Fame Ceremony.
- (v) Approval of the proposed annual operating budget for the ensuing Operating Year or fiscal year if different.
- (vi) Action specifically reserved to the Board under California law, such as

(A) the filling of vacancies on the Board, (B) appointments on any committee (e.g. awards, membership, etc.) appointments to which are to be made by members of the Board, (C) replacement of officers or (D) any amendment or repeal of the Bylaws or the adoption of new Bylaws.

(vii) The approval of any action which requires approval of the members of the corporation.

Section 8.6. Meetings. The Chair shall serve as Chair of the Executive Committee. The Executive Committee shall meet on such dates and at such times and at such places as may be designated by the Chair or, alternatively, by four (4) or more members of the Executive Committee, upon notice given at least five (5) business days prior to the scheduled date for the meeting; Seven (7) members of the Executive Committee (of which at least four (4) must be other than Chair's Appointees) shall constitute a quorum. The Executive Committee may make its own rules of procedures. The minutes of all Executive Committee meetings shall be mailed, emailed or otherwise delivered to all Governors. Members of the Executive Committee may participate in meetings through the use of conference telephone or similar communication equipment as long as all members participating in the meeting are able to hear one another.

Section 8.7. Notification. Although the Executive Committee has the responsibility for the employment or termination of employment of the Chief Operating Officer, the Executive Committee shall give the members of the Board written notification whenever the Executive Committee proposes to employ, continue employment of, or terminate employment (other than for cause) of any Chief Operating Officer, which notice shall be given at least two (2) weeks prior to the date upon which the Executive Committee proposes to take such action and a further notice shall be given immediately after any such action is effected.

## **ARTICLE IX. OTHER COMMITTEES**

Section 9.1. Standing Committees.

(a) Designation; Terms. The Standing Committees of this corporation shall include the Primetime Emmy Awards Committee, the Membership Committee, the Budget Review Committee, the Daytime Awards Committee, the Los Angeles Area Emmy Awards Committee, the

Hall of Fame Selection Committee, the Primetime Emmy Awards Show Committee and the Creative Arts Emmy Awards Show Committee, the Bylaws Committee, the Activities Committee, the Audit and Finance Committee, the Diversity Committee and the Council of Past Presidents and Past Chair. The Board may establish or abolish Standing Committees. The term of appointment or election of members to Standing Committees who are appointed or elected shall be for one year from the first of January (or from date of appointment or election if later) through December of the Operating Year for which appointed or to which elected, subject to re-appointment or re-election as provided below.

(b) Quorum. One-quarter (disregarding fractions) of the members of each Standing Committee shall constitute a quorum for the transaction of business, except that, in the absence of a quorum, the members may adjourn or fix the time at which to adjourn. Every decision made by a majority of committee members at a meeting at which a quorum is present shall be regarded as the act of the committee.

(c) Meetings. Meetings of all Standing Committees shall be held in Los Angeles County and may be held on the call of the Chair or any two officers of the corporation or upon the call of the committee's Chair or any five (5) of its members. Notice of meetings shall be given at least five (5) business days before the date of any meeting. Members of any Standing Committee may participate in meetings through the use of conference telephone or similar communications equipment. Any Standing Committee action may be taken without a meeting if all members of the Committee consent in writing to the action. The consent shall be filed with any minutes of the proceedings of the Standing Committee.

Section 9.2. Primetime Emmy Awards Committee:

(a) Duties. The Primetime Emmy Awards Committee shall adopt written rules governing categories in which Primetime Emmy Awards shall be made, the procedures for nominations, procedures for voting, the giving of special awards, and any other matters pertaining to the Primetime Emmy Awards Contest. These rules and any amendments shall be ratified by the Board. If the Primetime Emmy Awards Committee proposes any changes in the rules, written notice of the proposed change shall be given to all members of the Board at least two (2) weeks before the date on which the Board is to vote on the change (except that this requirement may be waived by

written consent of all members of the Board). Peer Group Executive Committees shall furnish all of their recommendations regarding primetime awards to the Primetime Emmy Awards Committee for its consideration at or prior to the first meeting of the Primetime Emmy Awards Committee in each Operating Year. If the Primetime Emmy Awards Committee rejects any proposals submitted to it by any Peer Group Executive Committee or by any other individual or group, then such proposal shall be deemed finally rejected for the then current Operating Year and shall not be eligible for further consideration by the Board of Governors, except upon the vote of at least two-thirds (disregarding fraction) of the members of the Board of Governors present and voting at any duly qualified meeting.

(b) Selection. Each Governor of each Peer Group shall appoint one (1) Active Member to the Primetime Emmy Awards Committee; additionally the senior Governor of each Peer Group shall appoint one (1) alternate member for the Primetime Emmy Awards Committee who shall be encouraged to attend all meetings of the committee for which he/she is an alternate and shall be entitled to participate as a member of such committee, whenever an appointed member is unavailable to participate. The Chair may appoint a Governor to serve as Chair or Vice Chair of such committee, but, except for such appointments, no Governor may be appointed to such committee, although Governors may attend meetings of such committee at any time as non-voting observers. Members (including the officers) of said committee and alternates shall serve for one (1) year and shall be eligible for reappointment for as many as three (3) additional years. If a member appointed to such committee resigns or otherwise becomes unavailable to serve, then the alternate theretofore designated shall be appointed as member in place of such member, and the senior Governor of the affected Peer Group shall appoint a new alternate. Service as an alternate shall constitute service on a Standing Committee for purposes of section 5.6(a). If the position of an alternate is vacated for any other reason the Governor who appointed such person may appoint a replacement alternate. A person selected to fill a vacancy of an alternate shall be treated as having served a full year if at the time he/she fills the position nine months or more of the year remains to be served.

(c) Ex Officio Member. The Chair of the Los Angeles Area Emmy Awards Committee shall be an ex-officio, non-voting member of the Primetime Emmy Awards Committee.

Section 9.3. Membership Committee.

(a) Duties. Membership-related matters, other than normal course of business handled by the Membership Department, shall be referred to the Membership Committee for evaluation, approval or action. The Membership Committee shall also:

(i) Investigate whether the creation or dissolution of a Peer Group is warranted; if the Membership Committee determines that a new Peer Group is warranted or that an existing Peer Group no longer meets the requirements of a Peer Group, the Membership Committee shall present its recommendations to the Board for the Boards review and approval;

(ii) Approve rules for membership proposed by any Peer Group Executive Committee or the Los Angeles Area Branch Executive Committee, subject to final approval by the Board;

(iii) Evaluate the status of members' then current qualifications to run for office when considering appeals regarding the same as provided in Section 5.6(a) with respect to candidates for Governor and as provided in Section 6.1 above with respect to candidates for officer positions.

The Membership Committee shall also have authority to investigate the status of members and applicants to determine;

(i) Whether their status as an Active Member is accurate or remains accurate and

(ii) Whether their placement in particular Peer Groups or the Los Angeles Area Branch is accurate or remains accurate.

The Membership Committee shall also have the authority in consultation with the Peer Group Executive Committee or Los Angeles Area Branch Executive Committee from which the member would be reclassified, to reclassify a member from Active Membership to an appropriate classification and shall have the authority to transfer members from a particular Peer Group or the Los Angeles Area Branch and to reclassify such members in another appropriate Peer Group or to the Los Angeles Area Branch which covers their services, with or without changing their status as Active

Members; except that any dispute with respect to whether a member or applicant qualifies for a Peer Group or the Los Angeles Area Branch and any dispute regarding transfer or reclassification shall be referred to the Executive Committee of the Peer Group or Los Angeles Area Branch to which such member or applicant has been assigned or is to be transferred and a vote of the majority of such Executive Committee shall be final.

(b) Selection. The Membership Committee shall be composed of not fewer than seven (7) nor more than ten (10) members, who shall represent the cross section of the Peer Groups of the corporation; the Chair of the corporation shall appoint said members from among the current and if he/she elects, former Peer Group Governors and Los Angeles Area Governors, it being understood that not more than one (1) Governor shall be selected from any Peer Group or from the Los Angeles Area Governor. Any vacancy on the Committee shall be filled by the Chair of the corporation in accordance with the foregoing. Members shall be eligible for re-appointment for as many as three additional years; a person selected to fill a vacancy shall be treated as having served a full year if at the time he/she fills the position nine months or more of the year remains to be served.

Section 9.4. Budget Review Committee.

(a) Duties. The Budget Review Committee will review the corporation's Operating Year Budget as prepared and recommended by the corporation's staff and will provide advice and counsel to the Board of Governors and the corporation's staff on this and any future proposed budget changes.

(b) Selection. In addition to its chair, tThe Committee will consist of eight (8) elected members, each to be elected each year to a one -year term. Any Governor other than the Ex Officio Governors (i.e. the Chair of the Foundation and any Chair Appointee who is not otherwise a Governor), but not more than one Peer Group Governor from any Peer Group or the Los Angeles Area Governors Branch, may be elected. The chair of the committee (who may be, but need not be, a currently-serving Governor of any Peer Group), and any replacement shall be appointed by the Chair of the corporation to serve during the year for which appointed and for as many as three (3) additional years, provided that, notwithstanding term limits for Standing Committees, if the Chair so determines any person serving as chair of this committee may be re-appointed, on a year to year basis, for such

additional number of years as the Chair determines. The election shall be held at the December meeting during each Operating Year and any Governor who has been in office during the then current Operating Year and who will be serving as such during the ensuing Operating Year shall be entitled to be a candidate for election to the committee by submitting his/her name in writing by mail, fax or email not later than five (5) business days prior to the December meeting date. At such meeting a ballot shall be presented containing the names of all nominees. Governors shall vote for the number of candidates that equals the number of open Committee positions. Governors appointed or elected to the Budget Review Committee shall be eligible for re-appointment or re-election for as many as three years. Any vacancy or replacement of an elected position on the Budget Review Committee during an election or during the subsequent fiscal year shall be filled by the Chair of the corporation from the then-elected or past Governors who have previously served on the Budget Review Committee or are otherwise deemed by the Chair to be suitable for appointment, if available, without regard to the foregoing restrictions regarding Peer Group representation. Any person appointed to fill a vacancy shall be treated as having served a full term if at the time he/she takes office nine months or more of the year remains to be served.

Section 9.5 Other Appointed Standing Committees.

(a) Selection. The Standing Committees described below in this Section shall be composed of Active Members appointed by the Chair or, except as provided below, if the Chair designates, by the Chair or Co-Chairs of such committees; all such Standing Committees shall have a Chair and if the Chair designates Co-Chair(s) or Vice-Chair(s) appointed by the Chair from Active Members. The Chairs and Co-Chairs of each of the Standing Committees shall be appointed by the Chair within fourteen (14) days) after the corporation's annual organizational meeting. The Committee Chair and Co-Chair shall serve for one year, unless sooner removed by the Chair of the corporation. Except as otherwise provided specifically to the contrary elsewhere in the Bylaws, members (including officers) of the Standing Committees shall be eligible for re-appointment, for as many as three (3) additional years. Any vacancies on any of these Standing Committees shall be filled by the Chair or at the Chair's designation by the chair of the committee. Any replacement that fills a vacancy shall be treated as having served a term for a full year if at the time he/she takes office

nine months or more of the year remains to be served.

(b) Daytime Emmy Awards Committee. In any year in which the National Academy of Television Arts & Sciences (NATAS) or this corporation administers a Daytime Emmy Awards presentation, a Daytime Emmy Awards Committee shall be appointed by the Chair who shall appoint the Chair or Co-Chairs and such number of members as the Chair deems appropriate. The Daytime Emmy Awards Committee shall review rules governing categories in which Daytime Emmy Awards are made, the procedures for nomination, procedures for voting, the giving of special awards, and any other matters pertaining to the Daytime Emmy Awards contest, shall confer with representatives of NATAS regarding the same, and shall report to the Board on NATAS' actions pertaining to the same.

(c) Los Angeles Area Emmy Awards Committee. The Los Angeles Area Emmy Awards Committee shall consist of program directors and news directors from the Metropolitan Los Angeles Area television stations who desire to serve. The committee shall have two subcommittees, a Programming Subcommittee and a News Subcommittee, each of which shall select its own chair, who shall be an Active Los Angeles Area Member. Each Subcommittee shall consist of the number of members the Los Angeles Area Emmy Awards Committee determines. The members of the Committee and its Subcommittee need not be Active members of the Los Angeles Area Branch. The Los Angeles Area Emmy Awards Committee shall adopt written rules governing categories in which Los Angeles Area Emmy Awards shall be made, the procedures for nominations, the procedures for voting, the giving of special Awards, and any other matters pertaining to the Los Angeles Area Emmy Awards. The rules and any amendments shall be ratified by the Board.

(d) Hall of Fame Selection Committee. The purpose of the Hall of Fame Committee is to select for induction into the Academy of Television Arts & Sciences Hall of Fame individuals who have made outstanding contributions to telecommunications and who are deserving of the recognition of the industry and the public at large for their contributions. Within 60 days following each induction ceremony, the Chair of the corporation shall designate a person to serve as Chair of the Committee, the designation to be confirmed by the Board. The Chair of the Committee and the Chair of the corporation shall annually designate the remaining members of the Committee,

who shall number no less than six (6) nor more than sixteen (16), subject to the approval by the Board. The Board shall adopt rules and regulations governing the operation of the Committee and related matters. All other activities regarding the Hall of Fame ceremony shall be the responsibility of the Primetime Emmy Awards Show Committee. The Chair of the Hall of Fame Selection Committee shall serve as liaison with the producer of any telecast of the Hall of Fame Ceremony.

(e) Primetime Emmy Awards Show Committee; Creative Arts Emmy Awards Show Committee. The Primetime Emmy Awards Show Committee shall be responsible for the overall supervision of the Primetime Emmy Awards telecast and the Governor's Dinner. The Creative Arts Emmy Awards Committee shall be responsible for overall supervision of the Creative Arts Emmy Awards ceremony and telecast (if any) and Dinner.

(f) Bylaws Committee. The Bylaws Committee shall be responsible for reviewing Bylaws and recommending and coordinating revisions of the Bylaws.

(g) Audit and Finance Committee. The Audit Committee shall be composed of three or more members appointed by the Chair and approved by the Board. If the Chair so determines, the chair and/or any members may be reappointed for four (4) years or, notwithstanding term limits for Standing Committees, for such additional number of years, on a year to year basis, as the Chair determines. The Committee shall recommend for appointment by the Executive Committee and approval by the Board the independent auditors who audit the corporation's financial statements. The Committee will review the adequacy and propriety of the scope of any audit, approve the services to be performed by and the fees to be paid to the auditors, review the adequacy of the corporation's internal accounting controls to insure that they are adequate and to monitor compliance with them and to investigate any suspected breaches, advise the Executive Committee as to the adequacy of and make recommendations for improving the corporation's system for financial reporting and internal controls and review financial statements with the independent auditors and consult with them regarding the results of their examination. The Committee will also review any loans to be taken out in the name of the Corporation and advise the Board with respect to the loan.

(h) Diversity Committee. The Diversity Committee shall be responsible for (i) encouraging the television industry to promote diversity within the workplace and on all platforms, (ii)

developing activities, events and programs that promote diversity both in front of and behind the camera, whereas some of these activities events and programs might be jointly managed with other Committees, and (iii) supporting diverse Academy members in every area of television.

(i) Activities Committee. The Activities Committee shall be responsible to (i) provide the members with activities that entertain, educate, and inspire and (ii) present during each year a varied slate of activities for the entire membership. The Activities Committee is responsible for all activities, both live and virtual, except for those proposed by a Peer Group with content of specific interest to that Peer Group and those activities proposed by the Diversity Committee. However, all persons or entities proposing any activities will co-ordinate with the Activities Committee in order to avoid conflicts of subject matter and/or scheduling.

Section 9.6. Council of Past Presidents and Past Chairs. The Council of Past Presidents and Past Chairs shall be composed of all past presidents and chairs of the corporation, together with all persons who served either as a president or chair of the National Academy of Television Arts and Sciences or its Hollywood Chapter before the corporation's articles of incorporation were first filed with the Secretary of State of the State of California. Said Council shall annually select its own Chair.

Section 9.7. Other Standing Committees. The composition and duties of all other Standing Committees shall be determined by appropriate resolution of the Board. Any rules adopted by any Standing Committee and any amendments shall be ratified by the Board.

Section 9.8. Special Committees. The Chair or the Board may establish special committees. The purposes, composition, duration and authority of any special committees shall be as determined by the Chair or the Board.

(a) Engineering Emmy Awards Committee. The Engineering Emmy Awards committee is a special committee (functioning in collaboration with the Primetime Emmy Awards Committee), consisting of as many as twelve Active Members of the corporation; this committee shall make selections of recipients of Engineering Emmy Awards and plaques that are given annually; The Committee shall be selected annually; the Chair of the corporation shall select the chair and, if designated as such, one or more vice-chairs of the committee and the Chair, or at the Chair's election the chair of the committee, shall select the other members. A quorum shall consist of one quarter of

the membership of the committee and its actions shall be determined by a majority of members participating in any meeting at which a quorum is present.

#### **ARTICLE X. OPERATING YEAR**

Section 10.1. Operating Year. The corporation shall have an Operating Year which shall consist of the twelve (12) consecutive months beginning January 1 and ending December 31. The corporation's fiscal year for tax and accounting purposes shall be determined by the Board and need not correspond to the Operating Year. The Board may change the Operating Year, and, if it does, then any references in these Bylaws to a specific date shall be changed, as required, to conform to the new Operating Year.

#### **ARTICLE XI. MISCELLANEOUS PROVISIONS**

Section 11.1. Endorsement of Documents; Contracts. Any evidence of indebtedness, contract or other written instrument and any assignment or endorsement of them between the corporation and any other entity, when signed by the Chair or any Vice Chair and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer, or by the Chief Operating Officer of the corporation shall be binding on the corporation in the absence of actual knowledge on the part of the other entity that the person signing for the corporation had no authority to do so. Any instrument may be signed by any other persons designated by the Board, but, unless authorized by the Board, no officer, agent or employee shall have any authority to bind the corporation or to render it liable for any purpose or amount.

Section 11.2. Representation of Shares of Other Corporations. The Chair, or any other officers authorized by the Board or the Chair, or the Chief Operating Officer, is authorized to exercise on behalf of the corporation all rights incident to any shares of any other corporations owned or held by the corporation. This authority may be exercised either in person or by proxy or power of attorney.

Section 11.3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the Nonprofit Law shall govern the construction of these Bylaws.

Section 11.4. Annual Report. The Board of Governors shall cause an independent firm of certified public accountants to inspect the books and records of the corporation for each fiscal year.

The inspection shall be completed within a reasonable time after the close of each fiscal year. Results from the inspection shall be prepared in the form of an annual report which shall be furnished to the voting membership as soon as practicable. The annual report may be contained in any regular publication of the corporation or may be mailed, emailed or otherwise delivered separately to the members.

Section 11.5. Headings. The headings of Articles and Sections of these Bylaws are for convenience only and shall not in any way affect the interpretation of any section of the Bylaws or of the Bylaws themselves.

## **ARTICLE XII. AMENDMENT**

Section 12.1. By the Board of Governors. Except for a change in the minimum or maximum number of directors, a change in membership classification or a change which would materially and adversely affect rights of voting members and except as required by the Nonprofit Law, these Bylaws may be amended by the affirmative vote of a majority of the members of the Board, provided that a quorum is present and that notice of the proposed amendment has been given by mail, email or other method of delivery at least five(5) business days before the meeting at which the amendment is offered.

Section 12.2. By Members. Any amendment to these Bylaws which requires approval of the voting members shall be submitted to them at any meeting of members, provided that a quorum is present and that notice of the proposed amendment has been given by mail at least five (5) business days before the meeting at which the amendment is offered or, alternatively, may be taken without a meeting or notice if written ballots are distributed to all members entitled to vote on the matter in accordance with the requirements of Paragraph 3.12 of these Bylaws dealing with Action without Meetings.

## **ARTICLE XIII. EMERGENCY PROVISIONS**

Section 13.1. General. The provisions of this Article XII shall be operative only during a national emergency declared by the President of the United States or the person performing the Chief Operating Officer's functions, or in the event of a nuclear, atomic or other attack on the United States or a disaster making it impracticable for the corporation to conduct its business without recourse to

the provisions of this Article XIII. The provisions of this Article XIII shall override all other Bylaws of the corporation in conflict with them, and shall be operative only as long as it remains impracticable to continue the business of the corporation otherwise, provided that all actions taken in good faith pursuant to Article XIII shall remain in full force and effect until revoked.

Section 13.2. Unavailable Governors. All Governors of the corporation who are not available to perform their duties as Governors by reason of physical or mental incapacity or for any other reason or whose whereabouts are unknown shall automatically cease to be Governors as long as their unavailability continues.

Section 13.3. Authorized Number of Governors. The authorized number of Governors shall be the number of Governors remaining after eliminating those who have ceased to be Governors pursuant to Section 13.2.

Section 13.4. Quorum. The number of Governors necessary to constitute a quorum shall be the number bearing the same proportional relationship to the number of Governors remaining pursuant to Section 13.3 as the quorum established in Section 5.13 bears to the authorized number of Governors set forth in Section 5.2.

Section 13.5. Governors Becoming Available. Any person who has ceased to be a Governor pursuant to the provisions of Section 13.2 who later becomes available shall automatically resume performing the duties and exercising the powers of a Governor unless the term of office of the person has expired in accordance with its original terms and a successor has been selected and qualified.