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Adopted by the Board of Directors on \_\_\_\_\_, 2015

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**HOLLYWOOD PROFESSIONAL ASSOCIATION, INC.**

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**OF**

**HOLLYWOOD PROFESSIONAL ASSOCIATION, INC.**

**A California Nonprofit Mutual Benefit Corporation**

**ARTICLE 1**

**Name; Purposes; Construction**

**SECTION 1.1 NAME.** The name of the Corporation is Hollywood Professional Association, Inc. (formerly Hollywood Post Alliance, Inc.).

**SECTION 1.2 PURPOSES.** The purposes of the Corporation are to advance the success of the professional media content industry; to facilitate the exchanges of information and knowledge within the industry; and to enhance the professionalism and success of its associate members.

**SECTION 1.3 CONSTRUCTION.** Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

**ARTICLE 2**

**Membership**

**SECTION 2.1 SOLE STATUTORY MEMBER.** The Corporation shall have one statutory member, namely, the Society of Motion Picture & Television Engineers, a District of Columbia nonprofit corporation (the “Sole Statutory Member”). Unless provided otherwise in the Corporation’s Articles of Incorporation (the “Articles”) or these Bylaws, the Sole Statutory Member shall have and be entitled to exercise fully all rights and privileges of a statutory member of a nonprofit mutual benefit corporation under California Nonprofit Mutual Benefit Corporation Law (the “Law”), and shall be the only statutory member of this Corporation within the meaning of § 5056 of the Law. Sections 4.7, 4.8 and 4.9 of these Bylaws regarding the suspension or termination of memberships shall apply to the Sole Statutory Member. The Sole Statutory Member’s membership shall be perpetual subject to Section 2.3 of these Bylaws.

**SECTION 2.2 ASSOCIATE MEMBERS.** Nothing in this Article 2 shall be construed as limiting the right of the Corporation to refer to persons associated with it as

“members” even though such persons are not members, and no such reference shall constitute the granting of membership, within the meaning of § 5056 of the Law. With the prior written consent of the Sole Statutory Member, the Corporation may confer by amendment of the Articles or of these Bylaws some of the rights of a statutory member, upon any person or persons, but no such person shall be a statutory member within the meaning of § 5056 of the Law.

**SECTION 2.3 TERMINATION OF SOLE STATUTORY MEMBER.** The Sole Statutory Member’s membership shall terminate on the occurrence of one of the following events:

- (a) Resignation of the Sole Statutory Member in writing subject to the terms of any written agreement between the Sole Statutory Member and the Corporation;
- (b) The Sole Statutory Member ceases to exist; or
- (c) In the manner set forth in any written agreement(s) between the Sole Statutory Member and the Corporation, and in accordance with all requirements of the Law.

### **ARTICLE 3**

#### **Manner of Action of the Sole Statutory Member**

**SECTION 3.1 ACTION BY THE SOLE STATUTORY MEMBER.** The Sole Statutory Member shall act by vote of its Board of Governors subject only to limitations or requirements imposed by the articles of incorporation and bylaws of the Sole Statutory Member or applicable law. Notwithstanding the foregoing, the Board of Governors of the Sole Statutory Member, in its sole discretion and without need for approval from the Corporation, may delegate all, or a portion of, its authority to act on behalf of the Sole Statutory Member to a committee of its Board of Governors or one (1) or more officers of the Sole Statutory Member. Unless otherwise provided by a resolution of the Board of Governors of the Sole Statutory Member, the Sole Statutory Member shall act through its chair of the board, or if there is not an individual serving as the chair of the board, the president.

**SECTION 3.2 PROOF OF ACTION.** Whenever the vote, written consent or other action of the Sole Statutory Member is required by these Bylaws, such actions shall be evidenced by, and this Corporation shall be entitled to rely upon, a certificate of an authorized officer of the Sole Statutory Member or a committee of its governing board who has been authorized to act on behalf of its Board of Governors as the Sole Statutory Member.

**SECTION 3.3 MEETINGS OF THE SOLE STATUTORY MEMBER.** Meetings of the Sole Statutory Member shall be held in accordance with applicable law.

## **ARTICLE 4**

### **Associate Members**

**SECTION 4.1 ELIGIBILITY.** To be eligible for consideration as associate members of the Corporation, individuals or organizations shall have properly completed and submitted an application and paid dues, and shall be business and individuals who provide management, creative, technical, journalistic or academic expertise, support, tools, storage, network or other infrastructure for the promotion, creation, production, finishing, transformation, distribution, and archive of content for motion pictures, television, commercials, online, mobile or for other media content. The services and facilities provided by associate members include, but are not limited to: picture and sound production/post production, file preparation/transformation, color finishing, mastering, image and content restoration, localization, distribution, visual effects, animation and studio or on location production.

**SECTION 4.2 ACCEPTANCE.** All applications for associate membership shall be approved by the Corporation and accompanied by all necessary monies for dues.

**SECTION 4.3 LEVELS OF ASSOCIATE MEMBERSHIP.** The levels of associate membership in the Corporation, and their accompanying rights and benefits, shall be as set forth in the Corporation's Operating Manual, as defined in Section 10.2 of these Bylaws.

**SECTION 4.4 TRANSFER OF ASSOCIATE MEMBERSHIP RIGHTS.** Transfers of associate membership rights within a member organization may only be accomplished, if at all, as provided in the Operating Manual.

**SECTION 4.5 ANNUAL DUES.** Each associate member must pay, within the time and on the conditions set by the Board of Directors of the Corporation (the "Board"), the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The dues, fees, and assessments shall be equal for all members of each level, but the Board may, in its discretion, set different dues, fees, and assessments for each level. No refunds will be made for incomplete terms of membership.

**SECTION 4.6 NO VOTING RIGHTS.** None of the associate members of the Corporation shall have any voting rights.

**SECTION 4.7 TERMINATION ASSOCIATE MEMBERSHIP.** An associate membership shall terminate on the occurrence of any of the following events:

- (a) Resignation of the associate member;
- (b) Expiration of the period of associate membership, unless the membership is renewed on the renewal terms fixed by the Corporation;

(c) The associate member's failure to pay dues, fees, or assessments as set by the Board within a designated period of time after they are due and payable, provided that the Board first provides notice of such failure to pay and provides a reasonable period of time in which the member may submit payment;

(d) Any event that renders the associate member ineligible for membership, or failure to satisfy membership qualifications; or

(e) Termination of associate membership under Section 4.9 of these Bylaws based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the associate member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes or interests.

**SECTION 4.8           SUSPENSION OF ASSOCIATE MEMBERSHIP.** An associate member may be suspended, under Section 4.9 of these Bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests. A person whose membership is suspended shall not be a member during the period of suspension.

**SECTION 4.9           PROCEDURES FOR TERMINATION OR SUSPENSION OF ASSOCIATE MEMBERSHIP.** If grounds appear to exist for suspending or terminating an associate member under Sections 4.7 or 4.8 of these Bylaws, the following procedure shall be followed:

(a) The Board shall give the member at least fifteen (15) days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the Corporation's records.

(b) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the suspension or termination should occur.

(c) The Board, committee, or authorized person shall decide whether the member's membership should be terminated, or whether the member should be suspended or otherwise sanctioned in any way. The decision of the Board, committee, or authorized person shall be final.

(d) Any action challenging a termination of membership, suspension or other sanction, including a claim alleging defective notice, must be commenced within one (1) year after the date of the suspension or termination.

## **ARTICLE 5**

### **Board of Directors**

#### **SECTION 5.1           GENERAL POWERS.**

(a) Subject to the provisions and limitations of the Law and any other applicable laws, and subject to any limitations of the Articles or these Bylaws regarding actions that require approval of the Sole Statutory Member, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

(b) Notwithstanding the foregoing, the Board shall not perform or commit or authorize or direct any officer of the Corporation to perform or commit any of the following acts without the prior written consent of the Sole Statutory Member:

- (i) Enter into an agreement to merge the Corporation with any other business entity or amend any such agreements.
- (ii) Voluntarily dissolve the Corporation and wind up the business.
- (iii) Sell, lease, convey, exchange, transfer or otherwise dispose of all or substantially all of the Corporation's assets.

**SECTION 5.2           NUMBER OF DIRECTORS; QUALIFICATIONS.** The Board shall consist of at least nine (9) but no more than eighteen (18) Directors unless changed by amendment to these Bylaws. All Directors elected by the Board must be associate members in good standing of the Corporation and active in the professional media content industry or otherwise meets the eligibility requirements for memberships as outlined in Section 4.1 of these Bylaws. Such other qualifications as are included in the Operating Manual or as the Board shall otherwise determine shall be deemed prescribed by these Bylaws. The exact number of Directors, within the minimum and maximum, inclusive, shall be fixed or changed from time to time by the Board's determination as to the number of Directors to be elected in a given year, by a resolution adopted by the Board, without the need for any amendment to these Bylaws. Any decrease in the number of Directors shall not shorten the term of any incumbent Director.

## **SECTION 5.3 SELECTION; TERM OF OFFICE.**

### **(a) Designated Director.**

(i) One (1) Director shall be designated by the Sole Statutory Member to take office upon designation. Such Director need not be an associate member. Such designation shall be in writing and shall be filed with the minutes of the Corporation. Such Director shall serve at the pleasure of the Sole Statutory Member and shall hold office until a successor has been designated and qualified. A Director designated by the Sole Statutory Member may be removed by the Sole Statutory Member at any time, either with or without cause. Subject to Section 5.4(d) of these Bylaws, a Director so designated may only be removed by the Board with the written consent of the Sole Statutory Member. Upon removal, for any reason, of a Director designated under this Section 5.3(a), a successor shall be designated by the Sole Statutory Member in the manner set forth herein, subject to subparagraph (a)(ii) of this Section 5.3.

(ii) If the Sole Statutory Member notifies the Corporation in writing that it no longer wishes to designate a Director or it fails to fill a vacancy of the designated Director pursuant to this Section 5.3(a) within sixty (60) days, the right to designate a Director under this Section 5.3(a) shall expire and all Directors shall thereafter be elected by the Board.

### **(b) Elected Directors.**

(i) The remaining Directors shall be elected by the Board (the “Elected Directors”). At the regular December Board meeting each year (the “Annual Meeting”), a number of Elected Directors shall be elected by the Board pursuant to Section 5.2. The newly Elected Directors shall begin their term of office on the following January 1. Election of an Elected Director shall require the affirmative vote of a majority of the number of Directors then in office.

(ii) At each Annual Meeting, the Elected Directors shall be elected for a term of three (3) years beginning on the following January 1 and expiring at the third succeeding December 31 or until their respective successors are duly elected and qualified. Any Elected Director elected to fill a vacancy (whether such vacancy is caused by death, resignation or removal, or by an increase in the number of Elected Directors) in accordance with the Bylaws of the Corporation, shall hold office for a term which shall expire with the term of the Elected Directors who such newly Elected Director replaced. The Board shall provide the Sole Statutory Member with thirty (30) days advance notice prior to any election of an Elected Director, whether such Elected Director is elected at the beginning of a new term or to fill a vacancy.

(iii) Each Elected Director shall serve no more than three (3) consecutive terms. After a one (1) year absence from the Board, an Elected Director may be re-elected by the Board and serve another three (3) consecutive terms.

(c) *Ex-Officio Director*. The Executive Director of the Sole Statutory Member shall serve as an *ex-officio*, non-voting member of the Board and shall not be considered a director for purposes of these Bylaws or the Law.

#### **SECTION 5.4            REMOVAL.**

(a) Any or all Elected Directors may be removed without cause if the removal is approved by the Sole Statutory Member or a majority of the Directors then in office.

(b) Any reduction of the authorized number of Directors does not remove any Director prior to the expiration of the Director's term of office.

(c) Except as provided in this Section 5.4, a Director may not be removed prior to the expiration of the Director's term of office.

(d) The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or, in the case of the Corporation holding assets in charitable trust, has been found by a final order or judgment of any court to have breached any duty arising as a result of § 7238 of the Law.

(e) Pursuant to § 7223 of the Law, the superior court of the proper county may in certain circumstances also remove a Director.

(f) The Board may remove and declare vacant the office of an Elected Director who fails to attend three (3) consecutive meetings of the Board.

**SECTION 5.5            RESIGNATION.** Any Director may resign effective upon giving written notice to the President, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected before that time, to take office when the resignation becomes effective.

**SECTION 5.6            VACANCIES.** Any vacancies on the Board of Elected Directors may be filled by approval of a majority of the Directors then in office. If the number of Directors then in office is less than a quorum, such vacancies may be filled by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with § 7211 of the Law, or (iii) a sole remaining Director. An individual filling a vacancy as provided above shall serve for the unexpired term of his or her predecessor in office. Any reduction of the authorized number of Directors shall not result in any Directors being removed before his or her term of office expires.

**SECTION 5.7            RIGHTS OF INSPECTION.** Every Director and the Sole Statutory Member shall have the absolute right at any reasonable time to inspect and copy all



books, records and documents of every kind and to inspect the physical properties of the Corporation.

**SECTION 5.8 PERFORMANCE OF DIRECTOR DUTIES.**

(a) A Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

(b) In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by: (i) One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented; (ii) Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or (iii) A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence, so long as, in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

**SECTION 5.9 NON-DIRECTOR ADVISORS.** The Board from time to time may appoint one or more persons to be an advisor to the Board who shall not by such appointment be members of the Board. Such advisors shall be available from time to time to perform special assignments specified by the President, to attend meetings of the Board upon invitation and to furnish consultation to the Board. The period during which the title shall be held may be prescribed by the Board. If no period is prescribed, the title shall be held at the pleasure of the Board.

**ARTICLE 6**

**Meetings of the Board**

**SECTION 6.1 ANNUAL MEETINGS.** The Board shall hold an Annual Meeting each December for the purposes of organization, election of Directors and officers and the transaction of other business. Annual Meetings of the Board shall be held at such time and place as may be fixed by resolution of the Board in advance of such meetings.

**SECTION 6.2 REGULAR MEETINGS.** Regular meetings of the Board may be held without call or notice so long as the time and place for such meetings are fixed by resolution of the Board in advance of such meetings.

**SECTION 6.3 SPECIAL MEETINGS.** Special meetings of the Board may be called by or at the request of the President, any Vice President, the Secretary or any two (2)

Directors. Meetings of the Board may be held at a place within or without the state that has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, designated in these Bylaws or by resolution of the Board.

#### **SECTION 6.4 NOTICE.**

(a) A notice need not specify the purpose of any regular or special meeting of the Board.

(b) Annual and regular meetings of the Board, the place and time for which have not been fixed in advanced by resolution of the Board, and special meetings of the Board shall be held upon four (4) days' notice by first-class mail or twenty-four (24) hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by the Corporation (Section 10.6 of these Bylaws). Unless otherwise provided in these Bylaws, a notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the Board.

#### **SECTION 6.5 QUORUM; MANNER OF ACTING.**

(a) A majority of the number of Directors then in office constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 6.8 of these Bylaws. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is required by law, these Bylaws or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

(b) Each Director present and voting at a meeting shall have one (1) vote on each matter presented to the Board for action at that meeting. No Director may vote at any meeting by proxy.

(c) The following actions shall require a vote by a majority of the Directors then in office in order to be effective:

(i) Subject to any consent or approval of the Sole Statutory Member required by law or these Bylaws, the amendment of the Articles or the adoption of new Articles;

(ii) Subject to any consent or approval of the Sole Statutory Member required by law or these Bylaws, the amendment or repeal of Bylaws or the adoption of new Bylaws;

(iii) Subject to the prior written consent of the Sole Statutory Member, the dissolution of the Corporation and winding up of business or any sale, lease,

conveyance, exchange, transfer or other disposition of all or substantially all of its assets;

(iv) Subject to any written consent required from the Sole Statutory Member pursuant to Section 5.3(a) of these Bylaws, the removal of any Director without cause;

(v) The establishment of any committees of the Board and any appointments to such committees;

(vii) The election of the Elected Directors and the officers of the Corporation as described in Section 8.1 of these Bylaws; and

(vii) The approval of any other action for which the Law or these Bylaws require approval of such a majority.

**SECTION 6.6 PARTICIPATION BY CONFERENCE TELEPHONE OR OTHER COMMUNICATIONS METHOD.** Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the Corporation (Sections 10.6 and 10.7 of these Bylaws). Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this Section 6.6 constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the Corporation, other than conference telephone and electronic video screen communication, pursuant to this Section 6.6 constitutes presence in person at that meeting if both of the following apply: (a) Each member participating in the meeting can communicate with all of the other members concurrently; and (b) Each member is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

**SECTION 6.7 WAIVER OF NOTICE.** Notice of a meeting need not be given to a Director who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to that Director. All waivers, consents and approvals as to a Board meeting shall be filed with the corporate records or made a part of the minutes of the meeting.

**SECTION 6.8 ADJOURNMENT.** A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of an adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

**SECTION 6.9 ACTION WITHOUT MEETING.** Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to that action. The consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as the unanimous vote of the Directors.

## **ARTICLE 7**

### **Committees**

#### **SECTION 7.1 CREATION AND DELEGATION.**

(a) The Board may, by resolution adopted by a majority of the number of Directors then in office, provided that a quorum is present, create one or more committees, each consisting of two (2) or more Directors, to serve at the pleasure of the Board and shall be presided over by a Director selected by the Board. Appointments to such committees shall also be by a majority vote of the Directors then in office.

(b) Committees created pursuant to subparagraph (a) above shall mean any committee appointed by the Board which is authorized by specific delegation, without further Board action, to make and implement decisions on behalf of the Board, or to implement, with some degree of discretion, decisions of the Board pursuant to guidelines established by the Board. Notice of, and procedures for, meetings of standing or special committees shall be as prescribed by the chair of each such standing or special committee, and meetings of standing or special committees may be called by the Board or the chair of the standing or special committee.

(c) A committee exercising the authority of the Board shall not include as members persons who are not Directors. However, non-Directors may attend and participate in the meetings of such committees. As provided in Section 7.3 of these Bylaws, the Board may create advisory commissions that do not exercise the authority of the Board and these advisory commissions may include persons who are not Directors.

(d) The Board may delegate to such committees any of the authority of the Board, except with respect to:

(i) Actions which by law or these Bylaws require approval of the Sole Statutory Member.

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

(iii) The fixing of compensation of the Directors for serving on the Board or on any committee.

(iv) The amendment of the Articles or the adoption of new Articles.

- (v) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (vi) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.
- (vii) The appointment of committees of the Board or the members thereof.
- (viii) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- (ix) With respect to any assets held in charitable trust, the approval of any self-dealing transaction except as provided in § 5233(d)(3) of the Law.

**SECTION 7.2 OTHER.** Any such committee may be designated an Executive Committee or given another name as the Board shall specify. The Board may appoint, in the same manner, one or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any of these committees shall be conducted. In the absence of prescription by the Board, a committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or a committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of these Bylaws applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

**SECTION 7.3 ADVISORY COMMISSIONS.** The Chair of the Board (if any), the Board, the executive committee (if any) or the President may from time to time appoint such advisory commissions as deemed appropriate, consisting of Directors or persons who are not Directors, but such advisory commissions shall not be deemed committees of the Board and shall not exercise any powers of the Board. Notice of, and procedures for, meetings of advisory commissions shall be as prescribed by the chair of each such advisory commission, and meetings of advisory commissions may be called by the Chair of the Board (if any), the Board, the executive committee (if any), the President or the chair of the advisory commission. Such commissions are subject to the same limitations of committees described in Section 7.1(d) of these Bylaws.

## **ARTICLE 8**

### **Officers**

**SECTION 8.1 OFFICERS.** The elected officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, as well as other officers, such as a Past President, as may be elected by the Board or provided for in these Bylaws. Officers whose authority and duties are not prescribed in these Bylaws or in the Operating Manual shall have the authority and perform the duties prescribed, from time to time, by the Board.

**SECTION 8.2 ELECTION AND TERM OF OFFICE.** At the Annual Meeting, the Board shall elect the officers as set forth in Section 8.1 above, to serve for a term of one (1) year beginning the following January 1, and until his or her successor shall have been elected and qualified. Election of an officer shall require the affirmative vote of a majority of the number of Directors then in office. Election or appointment of an officer or agent shall not of itself create contract rights.

**SECTION 8.3 SUBORDINATE OFFICERS.** The Board may elect, and may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

**SECTION 8.4 REMOVAL; RESIGNATION.** Any officer or agent may be removed by the Board or other persons authorized to elect or appoint such officer or agent, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer may resign at any time upon written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

**SECTION 8.4 VACANCIES.** Vacancies in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election/appointment to the office, provided that vacancies may be filled as they occur and not just on a periodic basis.

**SECTION 8.5 PRESIDENT.** The President shall be the chief executive officer of the Corporation responsible for all management functions and shall preside at all meetings of the membership and the Board. In the President's absence, the Vice-President shall preside, or if both are absent, the Treasurer, then the Secretary, shall preside. The President shall be an *ex-officio* member of all committees of the Board subject to the approval of the Board pursuant to Section 7.1 of these Bylaws. Subject to the direction and control of the Board, he or she shall be in charge of the business and affairs of the Corporation and, in general, shall discharge all duties incident to the office of President. The President shall see that all orders and resolutions of the Board are carried into effect. The President may execute all contracts, deeds, certificates, bonds or other obligations authorized by the Board and sign records or certificates required by law or by orders of the Board. The President shall perform such other duties as may be prescribed by the Board or as shall be contained in the Corporation Operating Manual, if any. In general, the President shall have the powers and duties usually vested in the office of president of a corporation.

**SECTION 8.6 VICE PRESIDENT.** The Vice President shall assist the President in the discharge of his or her duties as the President may direct and shall perform such other duties as from time to time may be assigned to him or her by the President or the Board or as shall be contained in the Corporation Operating Manual, if any. The Vice President shall perform the duties of the President in the event of the President's absence or refusal or inability to serve. When so acting, the Vice President shall have all the powers of, and be subject to all the restrictions upon, the President.

**SECTION 8.7 PAST PRESIDENT.** The Past President (if any) shall assist the President in the discharge of his or her duties as the President may direct and shall perform such other duties as from time to time may be assigned to him or her by the President or the Board or as shall be contained in the Corporation Operating Manual, if any.

**SECTION 8.8 TREASURER.** The Treasurer shall be the chief financial and accounting officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of the Corporation. The books and records of account shall at all reasonable times be open to inspection by any Director or officer and the Sole Statutory Member. The Treasurer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the Corporation with depositaries designated by the Board. The Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation as ordered by the Board and shall render to the President and the Directors, whenever they reasonably request it, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall have such other duties as are incident to such office or required by law or as from time to time may be assigned by the President or the Board or as shall be contained in the Corporation Operating Manual, if any. The Treasurer shall be the “Chief Financial Officer” for purposes of the Law.

**SECTION 8.9 SECRETARY.** The Secretary shall record, or cause to be recorded, the minutes of the meetings of the Board. In the Secretary’s absence, the President may appoint the assistant secretary to temporarily assume the Secretary’s duties. The Secretary shall keep, or cause to be kept, at the principal office or other place ordered by the Board, a book of minutes of all proceedings of the Board and its committees and a record of the Corporation’s statutory and associate members giving their names and addresses and the level of membership held by each. The Secretary shall keep, or cause to be kept, at the principal office of the Corporation in the State of California the original or a copy of the Articles and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees of the Board required by these Bylaws or by law to be given. The Secretary shall be empowered to certify as true, the original or a copy of the Bylaws or minutes of meetings or resolutions or actions of the Corporation. The Secretary shall have such other duties as are incident to such office or required by law or as from time to time may be assigned by the President or the Board or as shall be contained in the Corporation Operating Manual, if any.

**SECTION 8.10 EXECUTIVE DIRECTOR.** The Executive Director shall be appointed by the Board but shall not be an officer of the Corporation. The Executive Director shall be the chief operating officer (COO) of the Corporation who is responsible for administration activities. The Executive Director may execute all contracts, deeds, certificates, bonds or other obligations authorized by the Board or President and sign records or certificates required by law or by orders of the Board or President. Subject to the direction of the President and the Board, the Executive Director shall also serve as assistant treasurer and assistant secretary. Other duties may be assigned to the Executive Director by the Board by mutual agreement consistent with any contractual relationship between the Executive Director and the Corporation. The Executive Director shall continue to serve as such as long as such individual is employed by the Corporation.

## **ARTICLE 9**

### **Indemnification**

The Corporation shall, to the maximum extent permitted by the Law, indemnify each of its Directors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was a Director or an officer of the Corporation and shall advance to such Director or officer expenses incurred in defending any such proceeding to the maximum extent permitted by the Law. For purposes of this Article 9, a “Director” or an “officer” of the Corporation includes any person who is or was a Director or an officer of the Corporation, or is or was serving at the request of the Corporation as a director or an officer of another corporation, or other enterprise, or was a director or an officer of a corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation. The Board may in its discretion provide by resolution for such indemnification of, or advance of expenses to, other agents of the Corporation, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the Law.

## **ARTICLE 10**

### **General; Definitions; Amendments**

**SECTION 10.1 BOOKS AND RECORDS; MINUTES.** The Corporation shall keep: (a) Adequate and correct books and records of account; (b) Minutes of the proceedings of the Board and its standing committees, its associate members and of the Sole Statutory Member where action or approval of the Sole Statutory Member is required; and (c) A record of its statutory and associate members giving their names and addresses and the level of membership held by each. Those minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the foregoing.

**SECTION 10.2 ANNUAL FINANCIAL REPORTS.** For each fiscal year in which the Corporation receives ten thousand dollars (\$10,000) or more in gross revenues or receipts, the Board shall cause the most recent annual report to be sent to the Sole Statutory Member. Such annual report shall be prepared not later than one hundred and twenty (120) days after the close of the Corporation’s fiscal year. Unless otherwise provided by the Articles or these Bylaws and if approved by the Board, such annual report and any accompanying material may be sent by electronic transmission by the Corporation (Section 10.6 of these Bylaws). Such annual report shall contain in appropriate detail the following:

(a) A balance sheet as of the end of that fiscal year and an income statement and a statement of cashflows for that fiscal year.

(b) A statement of the place where the names and addresses of the current statutory



members are located.

(c) Any information required by § 8322 of the Law.

Such annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such accompanying report, the certificate of an authorized officer of the Corporation that the statements were prepared without audit from the books and records of the Corporation.

**SECTION 10.3 CONTENTS OF BYLAWS.** The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles. The Board may also adopt a Corporation Board of Directors Policies and Procedures Manual (“Corporation Operating Manual” or “Operating Manual”), which may contain a number of provisions governing the operations of the Corporation which the Board, for convenience or other reasons, determines to place in such Operating Manual rather than in these Bylaws. In the event of any conflicts between the provisions of the Operating Manual and the provisions of the Articles, these Bylaws or any written agreement with the Sole Statutory Member, the terms of the Articles, these Bylaws or such written agreement will supersede and apply.

**SECTION 10.4 PARLIAMENTARY AUTHORITY.** The rules and related information contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the parliamentary actions of the Corporation in all cases to which such rules and information are applicable and in which they are not inconsistent with the California Corporations Code, these Bylaws or the Corporation Operating Manual, if any.

**SECTION 10.5 DISSOLUTION.** Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation (except any assets held by the Corporation upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Corporation in such manner, or to such organization or organizations which are then qualified as exempt within the meaning of Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law) and are engaged in activities substantially similar to those of the Corporation, as the Board shall determine. Any assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the dissolving Corporation is then located, to be used in such manner as in the judgment of such court will best accomplish the general purposes for which the dissolving Corporation was organized.

**SECTION 10.6 ELECTRONIC TRANSMISSION BY THE CORPORATION.** “Electronic transmission by the Corporation” means a communication (a) delivered by (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Corporation, (ii) posting on an electronic message board or network which the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or

delivery of the separate notice thereof, or (iii) other means of electronic communication, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form. However, an electronic transmission under this Section 10.6 by the Corporation to an individual statutory member of the Corporation who is a natural person, and if an officer or a Director of the Corporation, only if communicated to the recipient in that person's capacity as a statutory member, is not authorized unless, in addition to satisfying the requirements of this Section 10.6, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (a) any right of the recipient to have the record provided or made available on paper or in nonelectronic form, (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation, and (c) the procedures the recipient must use to withdraw consent.

**SECTION 10.7 ELECTRONIC TRANSMISSION TO THE CORPORATION.** "Electronic transmission to the Corporation" means a communication (a) delivered by (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the Corporation has provided from time to time to statutory members and the Directors for sending communications to the Corporation, (ii) posting on an electronic message board or network which the Corporation has designated for those communications, and which transmission shall be validly delivered upon the posting, or (iii) other means of electronic communication, (b) as to which the Corporation has placed in effect reasonable measures to verify that the sender is the member (in person or by proxy) or Director purporting to send the transmission, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

**SECTION 10.8 ENDORSEMENT OF DOCUMENTS; CONTRACTS.**

(a) Authority for the endorsement of checks, contracts or other legal documents on behalf of the Corporation shall be established by the Board or these Bylaws. Except within specific authority levels established by the Board and these Bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

(b) However, the Law provides that any checks, contracts or other legal documents, when signed by (i) any one (1) of the Chair of the Board (if any), the President or any Vice President and by (ii) any one (1) of the Secretary, any Assistant Secretary, the Chief Financial Officer or any Assistant Chief Financial Officer of the Corporation, will be deemed valid and binding on the Corporation and, thus, enforceable against the Corporation, in the absence of actual knowledge on the part of the other party that the signing officers had no authority to execute the same.

**SECTION 10.9 REPRESENTATION OF SHARES OF OTHER CORPORATIONS.** The President, or any other officer or officers authorized by the Board or the President, are each authorized to vote, represent and exercise on behalf of the

Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation. The authority herein granted may be exercised either by such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

**SECTION 10.10 “WRITTEN” OR “IN WRITING”.** “Written” or “in writing” includes facsimile, telegraphic, and other electronic communication as authorized by the California Corporations Code, including an electronic transmission by the Corporation that satisfies the requirements of Section 10.6 of these Bylaws.

**SECTION 10.11 AMENDMENTS.** These Bylaws may be amended or repealed by the approval of a majority of the Directors then in office after obtaining the required consent of any person pursuant to these Bylaws or the Law. The Sole Statutory Member’s right to designate a Director under Section 5.3(a) of these Bylaws shall not be amendable without the prior written consent of the Sole Statutory Member.

**CERTIFICATION**

I hereby certify that I am the secretary of Hollywood Professional Association, Inc. and that the foregoing bylaws are the Bylaws as adopted by the Board of Directors of Hollywood Professional Association, Inc. on \_\_\_\_\_, 2015, and that these Bylaws have not been amended or modified since that date.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Vincent Maza, Secretary