



Bylaws

Of the

Association of Moving Image Archivists

Amended and Restated Bylaws: May, 2010

**BYLAWS
OF
ASSOCIATION OF MOVING IMAGE ARCHIVISTS**

A California Nonprofit Public Benefit Corporation

ARTICLE I. GENERAL.

Section 1. Name. The name of this Corporation is ASSOCIATION OF MOVING IMAGE ARCHIVISTS.

Section 2. Principal Offices. The principal office of the Corporation for the transaction of the business of the Corporation shall be fixed and located at such place within or without the State of California as the Board of Directors (herein called the "Executive Board") shall determine. The Executive Board is granted full power and authority to change such principal office from one location to another.

Section 3. Other Offices. Branch or subordinate offices may be established at any time by the Executive Board at any place or places.

Section 4. Fiscal Year. The fiscal year shall be the calendar year.

ARTICLE II. PURPOSE AND POWERS.

Section 1. Specific Purpose. The specific and primary purpose for which the Corporation is organized is to provide a means for cooperation among individuals concerned with the acquisition, preservation, description, exhibition and use of moving image materials. The objectives of this Corporation are to:

- (a) Provide a regular means of exchanging information, ideas, and assistance.
- (b) Take responsible positions on archival matters affecting moving images.
- (c) Encourage public awareness of and interest in the preservation and use of moving images as an important educational, historical, and cultural resource.
- (d) Promote moving image archival activities, including preservation, cataloging and documentation, and access, through such means as meetings, workshops, publications, and direct assistance.

(e) Develop and promote professional standards and practices for moving image archival materials.

(f) Stimulate and facilitate research on archival matters affecting moving images.

Section 2. General Purpose. This Corporation is organized exclusively to accomplish the purposes described in Section 1 of this Article II as a nonprofit corporation, and its activities shall be conducted for the aforesaid purposes in such manner so that no part of the net earnings of the Corporation shall inure to the benefit of any private individual; no part of the income of the Corporation shall be distributed to its members, directors or officers; provided, however, that the payment of reasonable compensation for services rendered shall not be deemed a distribution of income.

Section 3. Powers. The general powers of this Corporation are to have and exercise all rights and powers conferred on nonprofit corporations under the laws of the State of California, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property. Notwithstanding any of the above statements of purpose and powers, this Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this Corporation. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of the Revenue and Taxation Code of California and of any future law.

ARTICLE III. MEMBERS.

Section 1. Qualifications and Rights of Membership.

(a) Membership Classes. This Corporation shall have one class of members within the meaning of Section 5056 of the California Corporations Code, designated as Individual Members. Any individual dedicated to the purposes of this Corporation shall be eligible for membership on approval of the membership application by the Executive Board and on timely payment of such dues and fees as the Executive Board may fix from time to time.

(b) Rights of Individual Members. All Individual Members shall have the right to vote, as set forth in these Bylaws, on the election of directors and officers, on the disposition of all or substantially all of the Corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the Corporation. Individual Members shall be entitled to hold any elective office or appointive position, participate in all activities, and receive publications of the Corporation. In addition, the Individual Members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

(c) Institutional Members and Others. The Corporation may refer to entities including institutions, organizations and corporations or other entities ("Institutional Members") associated with it as "members", and the term "members" as used in these Bylaws may, if the context requires, include Institutional Members even though those entities are not voting members as set forth in Article III, Section 1(b) of these Bylaws; provided, however, no such reference shall constitute any such Institutional Member as a member within the meaning of Section 5056 of the California Corporations Code. Institutions, organizations and corporations or other entities shall be eligible for Institutional Membership on approval of the membership application by the Executive Board and on timely payment of dues, fees and assessments. Institutional Members shall be entitled to all of the benefits of membership with the exception of the right to vote or hold elective office, and no Institutional Member shall be a member within the meaning of Section 5056 of the California Corporations Code for any purpose.

Section 2. Dues, Fees and Assessments. Each Individual Member and Institutional Member must pay, within the time and on the conditions set by the Executive Board, the dues, fees and assessments. Dues, fees and assessments are set by the Executive Board, and may be increased or decreased by the Executive Board from time to time.

Section 3. Good Standing. Those Individual Members and Institutional Members who have paid the required dues, fees and assessments in accordance with these Bylaws and who are not suspended shall be Individual Members and Institutional Members in good standing, as the case may be.

Section 4. Termination and Suspension of Membership.

(a) Termination of Membership. A membership shall terminate on occurrence of any of the following events:

(i) Resignation of the member, on reasonable notice to the Corporation;

(ii) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Executive Board;

(iii) Failure of the member to pay dues, fees or assessments within sixty days after they become due and payable;

(iv) Expulsion of the member under Article III, Section 4(c) of these Bylaws based on the good faith determination by the Executive Board, or a committee or person authorized by the Executive Board, to make such a determination, that the 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 purposes and interests of the Corporation.

(b) Suspension of Membership. A member may be suspended under Article III,

Section 4(c) of these Bylaws, based on the good faith determination by the Executive Board or a committee or person authorized by the Executive 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 purposes and interests of the Corporation. A person or entity whose membership is suspended shall not be a member or enjoy any of the privileges of membership during the period of suspension.

(c) Procedure for Expulsion or Suspension. If grounds appear to exist for expulsion or suspension of a member under Article III, Sections 4(a)(iv) and 4(b) of these Bylaws, the procedure set forth below shall be followed:

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

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

(iii) The Executive Board, committee, or person shall decide whether or not the member should be suspended, expelled or sanctioned in some other way. The decision of the Executive Board, committee, or person shall be final.

(iv) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

Section 5. Transfer of Membership. No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution.

Section 6. Meetings of Members.

(a) Meetings. Meetings of the members shall be held at any place within or outside California designated by the Executive Board or by the written consent of all Individual Members entitled to vote at the meeting, given before or after the meeting.

(b) Annual Meeting. An annual meeting of members shall be held when duly noticed by the Executive Board as provided in Article III, Section 6(d) of these Bylaws.

(c) Special Meetings. A special meeting of the members for any lawful purpose may be called at any time by the Executive Board or the Chairperson of the Executive Board, if

any, or by the President or by at least 25% or more of the Individual Members. A special meeting called by any person (other than the Executive Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the Chairperson of the Executive Board, if any, or the President or the Secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Article III, Section 6(d) of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Executive Board, provided, however, that the meeting date shall be at least 35 but no more than 90 days within receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing or affecting the time at which a meeting of members may be held when the meeting is called by the Executive Board. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transferred at a special meeting.

(d) Notice Requirements for Members' Meetings.

(i) General Notice Requirements. Whenever Individual Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with Article III, Section 6(d) of these Bylaws, to each Individual Member entitled to vote at that meeting. The notice shall specify the place, date and hour of the meeting, the general nature of the business to be discussed, and those matters that the Executive Board intends to present for action by the Individual Members; no other matters may be acted upon at the meeting. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

(ii) Notice of Certain Agenda Items. Approval by the Individual Members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (1) Removing a director without cause;
- (2) Filling vacancies on the Executive Board;
- (3) Amending the Articles of Incorporation; or
- (4) Electing to wind up and dissolve the Corporation.

(iii) Manner of Giving Notice. Notice of any meeting of members outside the annual meeting shall be in writing and shall be given at least 30 but no more than 90 days before the meeting date. The notice shall be given either personally, by first class, registered or certified mail, overnight courier, electronic mail ("e-mail"), or by other means of written communication, charges prepaid, and shall be addressed to each member at the address of that member appearing on the books of the Corporation or at the address or e-mail address given by

the member to the Corporation for purposes of notice. If no address or e-mail address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (A) notice is sent to that member by first class mail or overnight courier or telegraphic or other written communication to the Corporation's principal office or (B) notice is published at least once in a newspaper of general circulation in the country in which the principal office is located.

(iv) Affidavit of Mailing Notice. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, or any Assistant Secretary, and if so executed, shall be filed and maintained in the Corporation's minute book.

(e) Quorum. Twenty-five percent (25%) of the voting power of the Individual Members shall constitute a quorum for the transaction of business at any meeting of the members.

(f) Adjournment. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Individual Members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Individual Member who on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the initial meeting.

(g) Voting.

(i) Eligibility to Vote. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, Individual Members entitled to vote at any meeting of members shall be members in good standing as of the record date determined under Article III, Section 6(j) of these Bylaws.

(ii) Manner of Casting Votes. Voting may be by voice or ballot, except that any election of directors must be by ballot if demanded by any Individual Member at the meeting before the voting begins.

(iii) Voting. Each Individual Member is entitled to cast one vote on each matter submitted to a vote of the members.

(iv) Approval by Plurality Vote. If a quorum is present, the affirmative vote of a plurality of the voting power of the Individual Members represented at the meeting, entitled to vote and voting on any matter, shall be the act of the Individual Members, unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation Law

or by the Articles of Incorporation.

(h) Waiver of Notice or Consent by Absent Members.

(i) Written Waiver or Consent. The transactions of any meeting of members which may not have been called or noticed in accordance with the requirements of these Bylaws shall be valid as though taken at a meeting duly held after regular call and notice, if (A) a quorum is present either in person or by proxy, and (B) either before or after the meeting, each Individual Member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Article III, Section 6(d)(ii), the waiver of notice, consent or approval shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the Corporate records or made a part of the minutes of the meeting.

(ii) Waiver by Attendance. An Individual Member's attendance at a meeting shall also constitute a waiver of notice of any presence at that meeting, unless the Individual Member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

(i) Action Without a Meeting.

(i) Action by Unanimous Written Consent. Any action required or permitted to be taken by the Individual Members may be taken without a meeting, if all Individual Members consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the Individual Members.

(ii) Action by Written Ballot Without a Meeting. Any action that may be taken at any meeting of members may be taken without a meeting by complying with the following provisions of these Bylaws:

(A) The Corporation shall send an electronic mail ("e-mail") notice and a written notice by first class mail to each Individual Member entitled to vote on the matter at least thirty (30) days in advance of the voting deadline. Such e-mail and written notice will provide instructions, an Internet website address and an individual pass code for each Individual Member to input into the website, which will then allow the Individual Member to vote on the matters submitted. The e-mail and written notice will also allow the Individual Member to request a written ballot and vote by written ballot, rather than through the webpage, if the Individual Member so desires.

All solicitations of vote by written ballot or e-mail shall (1) indicate the number of responses needed to meet the quorum requirement; (2) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) provide the Individual Members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time within which to return the ballot to the Corporation or post an electronic vote in the manner prescribed above. If the Corporation has 100 or more Individual Members, any written ballot distributed to ten or more Individual Members shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with the specification.

(B) Approval by written ballot or e-mail shall be valid only when (1) the number of votes cast by ballot (including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(C) Neither a written ballot nor e-mail ballot may be revoked.

(D) All written ballots and printed versions of all electronic ballots shall be filed with the Principal Office and maintained in the corporate records for at least three years.

(j) Record Date for Notice, Voting, Written Ballots, and Other Actions.

(i) Record Date Determined by Executive Board. For purposes of determining the Individual Members entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Executive Board may, in advance, fix a record date. The record date so fixed:

(1) for notice of meeting shall not be more than 90 nor less than 10 days before the date of the meeting;

(2) for voting at a meeting shall not be more than 60 days before the date of the meeting;

(3) for voting by written ballot shall not be more than 60 days before the day on which the first written ballot is mailed or solicited; and

(4) for any other action shall not be more than 60 days before that action.

(ii) Record Date Not Determined by Executive Board.

(1) Record Date for Notice of Voting. If not otherwise fixed by the Executive Board, the record date for determining members entitled (i) to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held, and (ii) to vote at the meeting shall be the day on which the meeting is held.

(2) Record Date for Action by Written Ballot. If not otherwise fixed by the Executive Board, the record date for determining those Individual Members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

(3) Record Date for Other Actions. If not otherwise fixed by the Executive Board, the record date for determining Individual Members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Executive Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

(k) Proxies.

(i) Rights of Individual Members. Each Individual Member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the Secretary of the Corporation. A proxy shall be deemed signed if the Individual Member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the Individual Member or the Individual Member's attorney-in-fact.

(ii) Form of Proxy. If the Corporation has 100 or more Individual Members, any form of proxy distributed to 10 or more Individual Members shall afford an opportunity on the proxy to specify a choice between approval or disapproval of each matter or group of related matters and shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of directors, any form of proxy that an Individual Member marks "withhold", or otherwise marks in a manner indicating that authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

(iii) Requirement that General Nature of Subject of Proxy be Specified. Any proxy covering matters for which a vote of the Individual Members is required, including amendments of the Articles of Incorporation or Bylaws changing proxy rights; certain other amendments to the Articles of Incorporation; removal of directors without cause; filing vacancies on the Executive Board; the sale, lease, exchange, conveyance, transfer or other

disposition of all or substantially all of the corporate assets, unless the transaction is in the usual and regular course of the Corporation's activities; the principal terms of a merger or the amendment of a merger agreement; or the election to dissolve the Corporation, shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, with respect to an election of directors, the proxy lists those who have been nominated at the time the notice of the vote is given to the members.

(l) Revocability. A validly executed proxy shall continue in full force and effect until (i) revoked by the Individual Member executing it, before the vote is cast under the proxy, or (ii) by a writing delivered to the Corporation stating the proxy is revoked, or (iii) by a subsequent proxy executed by that Individual Member and presented to the meeting, or (iv) as to any meeting, by that Individual Member's personal attendance and voting at the meeting; or (v) written notice of the death or incapacity of the maker of the proxy is received by the Corporation before the vote under that proxy is counted, provided, however, that no proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three years from the date of execution. A proxy may not be irrevocable.

(m) Election of Officers and Directors.

(i) Nomination. The Elections Committee shall select and nominate the candidates for election as officers of the Corporation and directors of the Executive Board. The Elections Committee shall make its report to the Secretary at least 45 days before the date of the election. The Principal Office shall forward to each Individual Member a list of all candidates at least 30 days before the date of the election. If the election is to be conducted by mail, the list of candidates sent to each Individual Member shall be in the form of a written ballot and shall include instructions and the postmark deadline for returning the ballot.

(ii) Solicitation of Votes. The Executive Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to the Individual Members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all Individual Members to choose among the nominees.

Section 7. Use of Corporate Funds to Support Nominee. Without Executive Board authorization, no corporate funds may be expended to support a nominee for director after more people have been nominated for director than can be elected.

ARTICLE IV. DIRECTORS.

Section 1. Powers. Subject to the limitations of the Articles of Incorporation and of the California Nonprofit Public Benefit Corporation Law and the purposes enumerated in Article II hereof, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Executive Board. The Executive Board may delegate the management of the activities of the Corporation to any person or persons, a

management company, or committees 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 Executive Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Executive Board shall have the following powers in addition to other powers enumerated in these Bylaws:

(a) Except as otherwise provided by these Bylaws, to prescribe powers and duties for the officers of the Corporation as may not be inconsistent with law, the Articles of Incorporation, or these Bylaws, supervise them, fix their compensation (if any), and require from them security for faithful service;

(b) To make such rules and regulations for the conduct of the affairs and activities of the Corporation as the Executive Board may deem advisable and as are not inconsistent with law, the Articles of Incorporation or these Bylaws; and

(c) To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

Section 2. Number of Directors and Qualifications. The authorized number of directors shall consist of not less than four (4) nor more than twenty-five (25) directors, consisting of both Elected Directors, as defined in Section 3 below, and Designated Directors, as defined in Section 4 below (Elected Directors and Designated Directors shall collectively be called “directors”). The authorized number of directors may be changed within the limits specified herein by resolution of the Executive Board as enacted from time to time. No reduction of the authorized number of directors shall have the effect of shortening the term of any incumbent director, except that one transitional Director (“Transitional Director”) may be elected for the period of one (1) year, in order to allow the Board to increase the number of Directors, while maintaining its procedure of staggering Director elections (*i.e.* electing approximately half of the number of authorized Directors in even years and approximately half of the number of authorized Directors in odd years). A director must be an Individual Member of the Corporation and in good standing.

Section 3. Election and Term of Office of Elected Directors. No less than two-thirds of the Directors shall be elected by the Individual Members for two (2) year terms at the annual meeting of members or at any special meeting of members held for that purpose or by written ballot or in any other manner authorized by these Bylaws, except that one Transitional Director may be elected to serve a term of one (1) year for the purposes described in Section 2, above. Directors elected by Individual Members shall be known as “Elected Directors”. The terms of office for Elected Directors shall be staggered, with approximately half of the Elected Directors elected in odd numbered years, and approximately half of Elected Directors elected in even numbered years. Notwithstanding any provision of this Article IV, Section 3, each Elected Director shall serve until the next election of Directors following the expiration of his or her term and until his or her successor shall have been duly elected and qualified, or until his or her earlier

death, resignation or removal in accordance with these Bylaws. Institutional Members shall not be entitled to vote for the election of directors.

Section 4. Designated Directors. Of the directors, the Board is authorized to select up to eight (8) strategic partners to serve as designated Directors (“Designated Directors”). Designated Directors will be appointed by the Board to serve renewable one-year terms. The minimum ratio of Elected to Designated Directors will be fixed at 2:1.

Section 5. Resignation. Subject to the provisions of Section 5226 of the California Corporations Code, any director may resign effective upon giving written notice to the President, the Secretary or the Executive Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

Section 6. Removal.

(a) Any director may be removed upon the declaration by resolution of the Executive Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law.

(b) Any Elected Director may be removed upon the vote of the Individual Members.

(c) Any Designated Director may be removed: (i) with or without cause by the Executive Board; or (ii) upon the vote of the Individual Members with the written consent of the Executive Board.

Section 7. Vacancies. Vacancies on the Executive Board shall be filled in accordance with this Section.

(a) Vacancies of Elected Directors on the Executive Board may be filled (i) by the affirmative vote of a majority of the remaining directors, although less than a quorum, or (ii) by a sole remaining director, or (iii) at the option of the majority of the remaining directors or a sole remaining director, by the Individual Members at a special meeting.

(b) Vacancies of Designated Directors on the Executive Board may be filled (i) by the affirmative vote of a majority of the remaining directors, although less than a quorum, or (ii) by a sole remaining director.

(c) Notwithstanding subsections (a) and (b), the Individual Members may elect a director to fill a vacancy, whether or not created by removal, not filled by the directors.

Each Elected Director elected pursuant to this Section 7 shall hold office from the expiration of

the term of his or her predecessor and until his or her successor has been elected and qualified. Each Designated Director designated pursuant to this Section 7 shall hold office for a renewable one-year term in accordance with Article IV, Section 4 of these Bylaws.

Section 8. Interested Directors. No more than 49% of the persons serving on the Executive Board at any time may be interested persons. An "interested person" is: (1) any person being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. Neither receipt by a director of reasonable compensation for serving as a director nor benefit to a director solely by means of a transaction meeting the criteria set forth in Section 5233(b)(2) of the California Nonprofit Public Benefit Corporation Law shall render such director an interested person. Violation of this Section shall constitute cause for mandatory removal. Notwithstanding the foregoing, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 9. Place of Meetings. Regular or special meetings of the Executive Board shall be held at any place within or without the State of California which has been designated from time to time by the Executive Board.

Section 10. Annual and Regular Meetings. Immediately after each annual meeting of members, the Executive Board shall hold a regular meeting for purposes of organization and the transaction of other business; notice of this meeting shall not be required. Regular meetings of the Executive Board shall be held without call or notice on such dates and at such times as may be fixed by the Executive Board.

Section 11. Special Meetings.

(a) Authority to Call Special Meetings. Special meetings of the Executive Board for any purpose or purposes may be called at any time by the President, the Secretary, or by a majority of the directors.

(b) Notice of Special Meetings. Notice of the time and place of a special meeting of the Executive Board shall be given or delivered personally to each director, or sent to each director by first-class mail or overnight courier, or by other form of written or electronic communication, at least forty-eight (48) hours before the meeting if personal delivery is made or if the telephone, telegraph, cable or telex is used, and at least four (4) days before the meeting if the mail is used. Such notice may be written or (if delivered by telephone or personally) oral. Written notice shall be addressed or delivered to each director at his or her address as it is shown upon the records of the Corporation, or as may have been given to the Corporation by the director for purposes of notice, or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Section 12. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to the holding of the meeting or an approval of the minutes thereof, whether before or after the meeting. Notice of a meeting need not be given to any director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 13. Quorum. A majority of the number of directors authorized in the Bylaws (or as fixed from time to time by the Executive Board pursuant to Section 2 of this Article IV) shall constitute a quorum of the Executive Board for the transaction of business, except to adjourn as provided in Section 14 of this Article IV. All matters shall be decided by the vote of a majority of the directors present at a meeting duly held at which a quorum is present, and every such act or decision shall be acts of the Executive Board, unless a greater number is required by the California Corporation Code (including, but not limited to, those provisions relating to approval of transactions with interested directors, fixing of compensation for directors, creation of or appointments to committees and indemnification of directors and other agents), or by the Articles of Incorporation or these Bylaws, except that 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 a meeting.

Section 14. Participation in Meetings by Conference Telephone. Members of the Executive Board may participate in any meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation by such means shall constitute presence in person at the meeting.

Section 15. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' 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 that if the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the reconvened meeting to the directors who were not present at the time of the adjournment.

Section 16. Action Without a Meeting. Any action required or permitted to be taken by the Executive Board may be taken without a meeting if all members of the Executive Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Executive Board and shall be filed with the minutes of the proceedings of the Executive Board.

Section 17. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy any and all books, records, and documents of every kind of the Corporation, and to inspect the physical properties of the Corporation.

ARTICLE V. OFFICERS.

Section 1. Required Officers. The officers of the Corporation shall be a President, a Chairperson of the Executive Board, a Secretary, and a Chief Financial Officer (Treasurer). Any number of offices required or permitted by this Article may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President or Chairperson of the Executive Board.

Section 2. Election of Officers. The President, Secretary and Chief Financial Officer (Treasurer) shall be elected by the Individual Members for two (2) year terms at the annual meeting of members or at any special meeting of members held for that purpose or by written ballot or in any other manner authorized by these Bylaws.

All officers shall serve a term of two (2) years. The terms of office shall be staggered, with the President elected in odd numbered years and the Secretary and Chief Financial Officer elected in even numbered years. Each person elected as an officer shall continue in office until the next election of officers following the expiration of his or her term and until his or her successor shall have been duly elected and qualified or until his or her earlier death, resignation or removal in accordance with these Bylaws.

The Executive Board may select one director to serve a term of one year as Vice-President. The director so selected shall have such powers and perform such duties as may be delegated by the Executive Board, and shall succeed to the Presidency upon the death, resignation or removal of the then current President. Other vacancies of officers caused by death, resignation, removal or increase in the number of officers may be filled by the Executive Board at a regular or special meeting.

Section 3. Removal of Officers. Any officer may be removed at any time with or without cause and with or without notice by the affirmative vote of a majority of the Individual Members.

Section 4. President. Subject to the control of the Executive Board, the President shall be the chief executive officer of the Corporation and shall have the general supervision, direction and control over the affairs and property of the Corporation and over its several officers, and prepare a report on the state of the Corporation for presentation at the annual meeting of members and/or for publication in the Corporation's newsletter, and shall have such other powers and perform such other duties as may be delegated by the Executive Board from time to time. The President, where appropriate, will represent the Corporation to the public and other organizations or ensure that such representation occurs.

Section 5. Chairperson of the Executive Board. The Chairperson of the Executive Board shall preside over all meetings of the Executive Board and shall have such other powers and

perform such other duties as may be delegated by the Executive Board. Provided the President has been elected as a member of the Executive Board, he or she shall automatically serve as the Chairperson of the Executive Board.

Section 6. Secretary. The Secretary shall be the custodian of the seal of the Corporation and of the books and records and files thereof, and shall affix the seal of the Corporation to all papers and instruments requiring the same. The Secretary shall prepare or obtain and keep or cause to be kept, in the Corporation's archives or at such other place as the Executive Board may order (1) a minute book of all meetings of the Executive Board, reports of Committees of the Executive Board and Committees of the Membership and (2) the originals or copies of all reports, correspondence and other records of the Corporation which are necessary in documenting the activities of the Corporation. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original or a copy of the Articles of Incorporation and Bylaws of the Corporation, as amended to date. The Secretary shall develop a records schedule for approval by the Executive Board and shall implement or cause to be implemented such schedule as approved. The Secretary shall give, or cause to be given, notice of all meetings of the Executive Board and any committees thereof and all meetings of members required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be delegated by the Executive Board.

Section 7. Chief Financial Officer. The Chief Financial Officer (Treasurer) shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including, without limitation, accounts of its assets, liabilities, receipts and disbursements, and shall send or cause to be sent to the directors of the Corporation such financial statements and reports as are by law or these Bylaws required to be sent to them. The Chief Financial Officer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Executive Board. The Chief Financial Officer shall disburse the funds of the Corporation as may be ordered by the Executive Board, shall render to the President or the directors, whenever requested, an account of all transactions and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be delegated by the Executive Board.

ARTICLE VI. COMMITTEES.

Section 1. General. Committees of the Corporation are of two kinds:

(a) Committees of the Executive Board, which are established and appointed by the Executive Board to represent or advise the Board in developing and administering the business and services of the Corporation.

(b) Committees of the Membership, which are proposed by the Executive Board or by a vote of the Individual Members to develop, promote and facilitate archival-related activities, such as preservation, cataloging and documentation, and access.

Section 2. Committees of the Executive Board. The Executive Board may by resolution adopted by a majority of directors designate and establish or abolish Committees of the Executive Board. Committees of the Executive Board may be either ad hoc or standing. Members of such committees, including chairperson, shall be appointed by and shall serve at the pleasure of the Executive Board. A Committee of the Executive Board shall have such powers and authority as shall be granted by the Executive Board which may or may not include legal authority to act for the Corporation.

(a) Committees which have legal authority to act for the Corporation. Each such committee shall consist of two or more directors of the Executive Board. The Executive Board may designate one or more directors as alternate members who may replace any absent member at any meeting of the committee. Any committee having legal authority to act for the Corporation, to the extent provided in the resolutions of the Executive Board, shall have all authority of the Executive Board except with respect to:

- (i) The filling of vacancies on the Executive Board or on any committee;
- (ii) The fixing of compensation of the directors for serving on the Executive Board or on any committee;
- (iii) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (iv) The amendment or repeal of any resolution of the Executive Board which by its express terms is not so amendable or repealable;
- (v) The appointment of committees of the Executive Board or the members thereof;
- (vi) The approval of any action which also requires approval of the members or approval of a majority of all members;
- (vii) The approval of any self-dealing transaction, as defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law, except as provided in Section 5233(d)(3) of such law; and
- (viii) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

(b) Committees which do not have legal authority to act for the Corporation. Each such committee shall consist of directors of the Executive Board and/or Individual Members, except as otherwise required by these Bylaws. The chairpersons and members of these committees shall have no authority to act for the Corporation, but shall report their findings and recommendations to the Executive Board. The following committees, without legal authority to act for the Corporation, shall exist until terminated as provided herein:

(i) Elections Committee. The Elections Committee shall consist of two (2) or more members. Its primary functions shall be to solicit nominations, develop a slate of candidates, conduct an election, count ballots, and report results. Persons who serve as members of the Executive Board shall not serve as members of the Elections Committee during their term of office.

(ii) Conference Committee. The Conference Committee shall consist of two (2) or more members. Its primary functions shall be to handle matters relating to the holding of the annual membership meeting, including but not limited to the location of a meeting site and planning of the program.

(c) Term of Service. The chairperson and each member of a standing Committee of the Executive Board shall serve until his or her successor is appointed or until such committee is sooner terminated, or until he or she is removed, resigns, or ceases to qualify as a member of such committee. The chairperson and each member of an ad hoc Committee of the Executive Board shall serve for the life of the committee unless he or she is sooner removed, resigns, or ceases to qualify as a member of such committee.

(d) Quorum. At all meetings of Committees of the Executive Board, a majority of the members of the committee shall be necessary and sufficient to constitute a quorum for the transaction of business, except that a majority of the committee members present, whether or not a quorum, may adjourn any committee meeting to another time and place. The act of a majority of the members at a meeting at which there is a quorum shall be the act of the committee.

Section 3. Committees of the Membership.

(a) General. Committees of the Membership shall be proposed by Individual Members and shall be created, limited (in their purpose or function) or abolished by a majority of directors of the Executive Board or by vote of the Individual Members. Committees of the Membership shall be standing committees open to all members who agree to participate actively in the work of the Committee. Members of each Committee of the Membership shall elect a chair person and, at their discretion, other officers, who shall serve two-year terms. The chairperson and members of Committees of the Membership shall have authority to act for the Corporation only as may be specifically delegated by the Executive Board.

(b) Term of Service. The chairperson of a Committee of the Membership shall serve until his or her successor is elected or until such committee is sooner terminated, or until he or she is removed, resigns, or ceases to participate actively in the work of the committee. Each member of a Committee of the Membership shall serve until such committee is terminated, or until he or she is sooner removed, resigns, or ceases to participate actively in the work of the committee.

(c) Quorum. Twenty-five (25%) of the members of a Committee of the Membership shall constitute a quorum for the transaction of business at any meeting of the

committee, except that a majority of the committee members present, whether or not a quorum, may adjourn any committee meeting to another time and place. The act of a majority of the members present at a meeting at which there is a quorum shall be the act of the committee.

Section 6. Vacancies. Vacancies on any Committee of the Executive Board or Committee of the Membership may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments.

Section 7. Expenditures. Any expenditure of corporate funds by any Committee of the Executive Board or Committee of the Membership shall require prior approval of the Executive Board.

Section 8. Documents. The chairperson or contact person of each Committee of the Executive Board, or Committee of the Membership, shall forward to the Secretary minutes of meetings and all reports, correspondence and other records which are necessary in documenting the activities of the committee or group.

ARTICLE VII. INDEMNIFICATION.

Section 1. Definitions. For the purposes of this Article, (i) "agent" means any person who is or was an Individual Member, director, officer, employee or other agent of the Corporation; (ii) "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and (iii) "expenses" includes without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 4 or 5(b) of this Article.

Section 2. Indemnification in Actions by Third Parties. The Corporation shall indemnify any person who was, or is a party to, or is threatened to be made a party to, any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Corporations Code, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful.

Section 3. Indemnification in Actions by or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any proceeding brought by or in the right of the Corporation, or brought under Section 5233 of the California Corporations Code, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in the Corporation's favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such proceeding if such person acted in good faith, in a manner such person believed 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.

No indemnification shall be made under this Section 3:

(a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the Court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such Court shall determine.

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without Court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without Court approval, unless it is settled with the approval of the Attorney General.

Section 4. Indemnification Against Expenses. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article, or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Required Determination. Except as provided in Section 4 of this Article, any indemnification under this Article shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3 of this Article, by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceedings;

(b) Approval of the Individual Members with persons to be indemnified not being entitled to vote thereon; or

(c) The Court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

Section 6. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

ARTICLE VIII. REPORTS.

The Corporation shall furnish to all of the members annually, within 120 days after the end of the Corporation's fiscal year, a report containing the following information in reasonable detail:

1. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.

2. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
4. The expenses or disbursements of the Corporation for the fiscal year.
5. Any information required by Section 6322 of the California Nonprofit Public Benefit Corporation Law with respect to the fiscal year.

The report required by this Article shall be accompanied by a statement thereon of independent certified public accountants or, if there is no such report, by the certificate of an authorized officer of the Corporation that such report was prepared without audit from the books and records of the Corporation.

This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during a fiscal year; provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all members who request it in writing.

ARTICLE IX. OTHER PROVISIONS.

Section 1. Inspection of Articles and Bylaws. The Corporation shall keep in its principal office in the State of California the original or a copy of its Articles of Incorporation and of these Bylaws, as amended to date, which shall be open to inspection by the directors and such other persons as required by law, at all reasonable times during office hours.

Section 2. Endorsement of Documents, Contracts. Subject to the provisions of applicable law, any note, evidence of indebtedness, contract, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person or entity, when signed by the Chairperson of the Executive Board, the President, the Secretary, or the Chief Financial Officer of the Corporation, shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officers had not authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Executive Board, but, unless so authorized by the Executive Board, no such person or persons 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.

Section 3. Amendments. New Bylaws may be adopted, or these Bylaws may be amended or repealed by a majority of the Individual Members or the affirmative vote of a majority of the number of members of the Executive Board then in office. Notwithstanding the foregoing, without the approval of the Individual Members, the Executive Board may not adopt,

amend or repeal any Bylaws that would:

(a) Increase or extend the term of directors;

(b) Except as may be otherwise set forth elsewhere in these Bylaws, allow any director to hold office by designation; or

(c) Increase the quorum for members' meetings.

Any provision of these Bylaws that requires the vote of a larger proportion of the Individual Members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number.

ARTICLE X. CORPORATE SEAL.

The corporate seal shall be in circular form, and shall have inscribed thereon the name of the Corporation, the date of incorporation and the word "California".

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