

**BYLAWS
OF
THE BRITISH ACADEMY OF FILM AND TELEVISION ARTS LA INC.**

A California Nonprofit Public Benefit Corporation

Approved by the Board on May 12, 2010

(Updated to reflect ONE BAFTA changes on October 16, 2012 with Board Authorization granted on
September 1, 2010)

**ARTICLE I
OFFICES**

Section 1. Principal Office. The principal office of The British Academy of Film and Television Arts LA, Inc., (the "Corporation" or, sometimes, "BAFTA Los Angeles") for the transaction of the business of the Corporation shall be fixed and located at such place within the County of Los Angeles, California, as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change said principal office from one location to another within said County.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

**ARTICLE II
MEMBERSHIP**

Section 1. Qualification. There shall be three (3) classes of membership in BAFTA Los Angeles : full voting membership, non-voting Associates membership and non-voting honorary membership.

"Dual Membership." From November 2010, full voting members of BAFTA Los Angeles shall also be full members of the British Academy of Film and Television Arts ("BAFTA") (sometimes hereinafter referred to as "Dual Members") and enjoy the privileges, rights and responsibilities thereof as determined by BAFTA as well as the privileges, rights and responsibilities of full voting membership in BAFTA Los Angeles.

(a) **Full Voting Membership/Dual Membership.** Any natural person who meets the criteria set forth by BAFTA (in consultation and, where prescribed, by agreement, with BAFTA Los Angeles), and whose application is approved by the Board of BAFTA Los Angeles and BAFTA shall become a Dual Member Final decision as to Dual Membership shall be determined by BAFTA.

(b) **Non-Voting Professional Membership.** Any natural person who meets the criteria set forth in the most current policy for Non-Voting Professional Membership adopted by the Board governing company membership qualification, and whose application is approved by the Board.

(c) **Non-Voting, Honorary Membership.** Any natural person who has been actively engaged in making creative contributions to or for any of the film, television or allied industries of the United Kingdom of Great Britain or the Republic of Ireland for a period of not less than three (3) years and is dedicated to the purposes of the Corporation, and in the view of the Board, has made a significant contribution toward furthering the stated goals of the Corporation, may be granted an honorary membership in the Corporation by the Board.

(d) **Additional Classes.** The Board shall have the power to establish additional classes of non-

voting or voting membership, each of which may have its own qualifications. No person or corporation may hold more than one (1) membership in any one (1) class and no fractional memberships may be held.

Section 2. Affiliated Member. Each member in good standing of The British Academy of Film and Television Arts, a company organized under the laws of Great Britain with its principal place of business located in London (“BAFTA”), or any organization affiliated or associated with BAFTA that the Board approves, upon payment of such dues or fees as fixed by the Board, may be accorded certain rights and privileges of membership in the Corporation as determined by the Board, in accordance with the most current agreement in force, if any, between the Corporation and BAFTA, or between the Corporation and any organization affiliated or associated with BAFTA. The Board shall determine the conditions and duration of this class of membership.

Section 3. Fees, Dues, Good Standing and Term of Membership.

(a) **Fees and Dues.** Each member must pay the dues and fees (if any) fixed by the Board within the time set by the Board. The dues and fees shall be equal for all members of each class, but the Board may, at its discretion, set different fees and dues for each class.

(b) **Good Standing.** A member is in good standing, for purposes of the bylaws of this Corporation (“Bylaws”) if (i) the application for membership has been approved by the Board under Article II, Section 1, and (ii) the member has paid all applicable dues and fees according to the most current policy set by the board. If a member has been suspended under Article II, Section 4(c), he or she shall not be held in good standing during the actual period of suspension.

(c) **Term.** The term of membership, and terms for renewal, shall be one (1) year unless changed by the Board.

Section 4. Termination or Suspension of Membership and Other Disciplinary Measures.

(a) **Code of Conduct.** The Board shall adopt and publish a Code of Conduct (“Code of Conduct”) to be observed by the members, and shall make the Code of Conduct available to the members. Dual members shall be subject to the rules and codes of conduct of BAFTA, as prescribed by BAFTA.

Disciplinary procedures relating to a Dual Member shall take place as follows. If either BAFTA or BAFTA Los Angeles believes a Dual Member should be disciplined for violation of a Code of Conduct or a relevant By-Law, appropriate disciplinary steps shall be commenced. Dual Members resident in California shall ordinarily be subject to the disciplinary procedures of BAFTA Los Angeles conducted in Los Angeles pursuant to Articles 4. (c) and (e), below. Dual Members resident in the United Kingdom shall ordinarily be subject to the disciplinary procedures of BAFTA conducted in London. At the conclusion thereof, should BAFTA terminate the membership of the Dual Member, it will notify BAFTA Los Angeles of that fact and BAFTA Los Angeles shall terminate the membership by written notice to the member. Should BAFTA Los Angeles pursuant to its disciplinary procedures wish to terminate the membership of the Dual Member, it shall notify BAFTA. BAFTA shall have the final say as to such termination, but BAFTA shall, absent extraordinary circumstances, ratify the termination.(b) **Administrative Termination.** The membership of any member shall terminate upon occurrence of any of the following events:

(i) The death of a member or dissolution of a company;

(ii) The resignation of a member except that Dual Members wishing to resign may do so

only upon written notice to BAFTA Los Angeles and BAFTA. , or

(iii) Expiration of the term of membership, unless the member sooner renews for a subsequent period, on the renewal terms set by the Board or BAFTA.

(c) Disciplinary Termination or Suspension of Regular Voting Members/Dual Members.

Proceedings hereunder to terminate or suspend the membership of any Dual Member (or to impose lesser disciplinary measures) shall be as follows:

If the Board determines that the member:

(i) has breached any provision of these Bylaws or of the Codes of Conduct of either or both BAFTA or BAFTA Los Angeles, or

(ii) has engaged in conduct materially and seriously prejudicial to the purpose of either or both BAFTA or BAFTA Los Angeles , or

(iii) has been convicted of a crime (other than a violation of the Vehicle Code of California or other state); or

(iv) has had a restraining order or injunction issued against him/her for unlawful harassment; or

(v) has had his/her membership of any BAFTA entity terminated or suspended; or

(vi) has conducted himself/herself in a manner which may be prejudicial to the security or wellbeing of the members of either or both BAFTA or BAFTA Los Angeles .

(d) Termination of Other Classes of Membership. The Board may, in its sole discretion but subject to these Bylaws, decide to terminate, to suspend for any period, or to decline to renew any membership, other than a regular voting membership, in which case the member will be informed in writing. No reason need be given for the Board's decision. Paragraph (e) below will not apply in such circumstances.

(e) Procedure for Disciplinary Termination or Suspension. If the Executive Committee determines that there is a reasonable basis for believing that a Dual Member may have acted in a manner that would merit termination or suspension under paragraph (c) above, the following procedures shall be implemented:

(i) Notice. A written notice shall be sent to the member, describing the conduct in question, and inviting the member to respond in writing within five (5) days if he/she wishes to do so.

(ii) Board Decision. If the Executive Committee considers that the member has provided an adequate explanation of his/her behavior, it shall not refer the matter to the Board. Otherwise, after said five (5) day period has expired, a report shall be submitted to the Board concerning the member's conduct, with a copy of the member's written response, if any. The Board will decide whether to terminate or suspend the member under paragraph (c) above, and the effective date thereof, and will give written notice to the member at least fifteen (15) days before the proposed effective date. The member will also be notified in writing if the Board decides to take no disciplinary action against him/her, or if the Board decides to some other lesser action.

(iii) Appeal. If the Board decides to terminate or suspend the member, the member may notify the Executive Director in writing that he/she wishes to appeal that decision. This notification must be received at the Corporation's offices not less than five (5) days before the effective date of the proposed termination or suspension, in which case the proposed termination or suspension shall be stayed pending the outcome of the appeal. The member shall also state in the notification whether he/she wishes to present his/her appeal orally or in writing. The appeal will be decided by an Appeals Committee appointed by the Board, which shall be composed of two (2) Board Directors, one of whom shall be appointed to chair the committee, and three members in good standing of the Corporation who are not Directors. The fact that a Board member may have participated in the decision to terminate or suspend the member does not disqualify him/her from joining or chairing the Special Committee. As soon as the Appeals Committee has been formed, the chair shall notify the member in writing about the date, time and place of the hearing (if the member has elected to present his/her appeal orally) or the date by which the member's written presentation must be received, and shall accommodate any reasonable request for an extension of time. The Board shall appoint one of the Directors, or such other person as it may chose, to present the Appeals Committee, in the same manner as the member, the reasons why the Board decided to terminate or suspend the member. The Appeals Committee shall have complete discretion as to the nature and form of the evidence it considers and the procedures it follows, so long as it acts fairly and reasonably, and follows the "preponderance of the evidence" standard in making its decision.

(iv) Decision. Following the oral hearing or its consideration of the written materials, the Appeals Committee shall decide whether the member should be terminated, suspended, sanctioned in some other way, or reinstated. A member may only be terminated if a super majority of sixty percent (60%) or more of the Appeals Committee so decide. The decision of the Appeals Committee shall be final. Save as aforesaid, the proceedings of the Appeals Committee shall be governed by Section 2 of Article VI of these bylaws.

(v) Termination of a Dual Member Subject to Ratification by BAFTA. Notwithstanding any other provision of these Bylaws, any termination of a Dual Member pursuant to the provisions of this Article 4 (e) shall be subject to ratification by BAFTA and any such member shall be so informed at appropriate times in the proceedings.

(vi) Refund. Any person terminated or suspended from the Corporation shall not receive a refund of dues or assessments already paid, and must pay in full any dues and fees that become payable during his or her period of suspension.

(vii) Attendance at Events. Any person terminated from the Corporation may not attend in any capacity (including, without limitation, as a guest of another member of the Corporation or by virtue of membership in BAFTA or BAFTA East Coast, or as a sponsor) any screening or other event organized by the Corporation after the effective date of the termination. Any person suspended from the Corporation may not attend in any capacity (including, without limitation, as a guest of another member of the Corporation or by virtue of membership in BAFTA or BAFTA East Coast, or as a sponsor) any screening or other event organized by the Corporation during the period of such person's suspension.

(viii) Notices. All notices to a member pursuant to this Article shall be sent electronically and by mail to the most recent electronic and physical addresses of the member as shown on the Corporations records, or to such other address as the member requests.

Section 5. Transfer of Memberships. No member may transfer a membership or any right arising therefrom.

ARTICLE III MEETINGS OF MEMBERS

Section 1. Place of Meetings. Meetings of the membership of the Corporation may be held at any place within or outside the State of California designated by the Board. In the absence of any such designation, members' meetings shall be held at the principal executive office of the Corporation.

Section 2. Annual Meeting. A regular meeting ("Annual General Meeting") of the membership shall be held annually before the end of February. The Board shall fix the date, time and place thereof, and shall notify the members as provided in Section 4 of this Article III. If the scheduled date falls upon a legal holiday, the meeting shall be held the next business day.

Section 3. Special Meetings.

(a) **Authorized Persons Who May Call.** A special meeting of the membership may be called at any time by any of the following: the Chair, the Deputy Chair, ten (10) or more of the elected Board, or five per cent (5%) or more of the regular members in good standing.

(b) **Calling Meetings by Members.** If a special meeting is called by the regular members, the request shall be submitted by such members in writing signed by five per cent (5%) or more of the regular members and listing their names, specifying the specific nature of the business proposed to be transacted, and shall be delivered personally or by certified or registered mail to the Chair, the Deputy Chair, or the Secretary of the Corporation, at the principal office of the Corporation. The officer receiving the request shall cause notice to be promptly given to the membership entitled to vote, in accordance with the provisions of Section 4 of this Article III, that a meeting will be held, and the date for such meeting, which date shall be determined by the Board and shall be not less than thirty-five (35) nor more than ninety (90) days following the receipt of the request and the place for such meeting. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of members may be called by the Board.

Section 4. Notice of Members' Meetings.

(a) **General Notice Contents.** All notices of meetings of members shall be sent or otherwise given in accordance with subsection (c) of this Section 4 of this Article III not less than ten (10) nor more than ninety (90) days before the date of the meeting, or if notice is served other than by first-class, registered or certified mail or email, notice shall be given not less than twenty (20) nor more than ninety (90) days before the date of the meeting. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the specific nature of the business to be transacted, and no other business may in that case may be transacted, or (ii) in the case of the Annual General Meeting, those matters which the Board, at the time of giving the notice, intends to present for action by the members.

(b) **Notice of Certain Agenda Items.** If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the nature of the proposal(s) in reasonable detail. Member proposed action on such items is invalid unless the notice or written waiver of notice, as set forth in Section 8(a) of this Article III, states the nature of the proposal(s) in reasonable detail:

- (i) Amending the articles of incorporation of the Corporation (the "Articles");

(ii) Approving a contract or transaction in which a Director has a material financial interest;

(iii) Approving a plan of distribution of assets, other than cash, in liquidation when the Corporation has more than one (1) class of memberships outstanding.

(iv) Any other matters deemed necessary by the Board.

Member action on such items may be different from the proposals, if so resolved by the members, provided that the member action is within the scope of the notice.

(c) **Manner of Giving Notice.** Notice of any meeting of the membership shall be given either personally or by first-class, certified or registered mail or other means of written communication, including email, addressed to each member either at the address of that member appearing on the books of the Corporation or the address given by the member to the Corporation for the purpose of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that member by mail or other means of written communication to the Corporation's principal executive office, or (ii) notice is published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by facsimile transmission, telegram or other means of written communication.

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

Section 5. Quorum. The presence in person or by proxy of one third (1/3) of the voting membership of the Corporation at any meeting shall constitute a quorum for transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of members required to constitute a quorum. Provided however, that no action to amend the Articles or these Bylaws may be taken unless a quorum of the members is present, in person or by proxy.

Section 6. Adjourned Meeting. Any members' meeting, Annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the membership represented at the meeting, either in person or by proxy. It shall not be necessary to give any notice of the time and place of the adjourned meeting or the business transacted thereat, other than by announcement at the meeting at which such adjournment is taken except that, when any meeting is adjourned for more than forty-five (45) days or if after the adjournment a new record date is fixed by the Board for the adjourned meeting, a notice of the adjourned meeting shall be given to each member entitled to vote thereat. At the adjourned meeting, the Corporation may transact any business which could have been transacted at the original meeting.

Section 7. Voting Polices for Regular Membership.

(a) **Eligibility to Vote.** Persons entitled to vote at any meeting of the membership shall be regular members in good standing as of the date determined in accordance with Section 10 of this Article III, subject to the provisions of the California Nonprofit Public Benefit Corporation Law (the "Code").

(b) **Manner of Casting Votes.** Each regular voting member shall be entitled to one (1) vote. Voting may be by ballot, in person or by proxy.

(c) **Only Majority of Members Represented at Meeting Required, Unless Otherwise Specified.** If a quorum is present, the affirmative vote of the majority of the membership represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number or voting by classes is required by the Code or by the Articles or by these Bylaws.

Section 8. Waiver of Notice or Consent by Absent Members.

(a) **Written Waiver or Consent.** The transaction of any meeting of members, either regular or special, however called or requested, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 4(b) of Article III, the waiver of notice or consent shall state the nature of the proposal in reasonable detail. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) **Waiver by Attendance.** Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

Section 9. Action by Written Ballot Without a Meeting.

(a) **General.** Any action that may be taken at any regular or special meeting of members may be taken by written ballot without a meeting and without prior notice upon compliance with the provisions of this section.

(b) **Distribution and Solicitation of Written Ballots.** The Corporation shall distribute one (1) written ballot to each member entitled to vote: such ballots shall be mailed or delivered in the manner required by Section 4 of this Article III for giving notice of special meetings. All solicitations of votes by ballot shall: (i) clearly state the purpose of the ballot, (ii) indicate the number of responses needed to meet the quorum requirement; (ii) state the percentage of approvals necessary to pass the measure(s); and (iii) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall: (i) set forth the proposed action; and (ii) provide the members an opportunity to specify approval or disapproval of each proposal.

(c) **Quorum; Majority.** Approval by written ballot pursuant to this section shall be valid only when (i) the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (ii) the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting.

(d) **Revocation.** No written ballot may be revoked after delivery to the Corporation or deposit in the mails whichever first occurs.

(e) **Filing.** All written ballots received by the Corporation shall be maintained in the corporate records by the Secretary.

(f) **Effect of Noncompliance.** Failure to comply with this section shall not invalidate any corporate action taken, but may be the basis for challenging any written ballot, and any member entitled to vote may petition the Superior Court of California for Los Angeles County to compel compliance with these Bylaws or the Code.

Section 10. Record Date for Member Notice, Voting, and Giving Consents and Other Actions.

(a) **To be Determined by Board.** For the purposes of determining which members are entitled to receive notice of any meeting, to vote, to give consent to corporate action without a meeting, or to take other action, the Board may fix, in advance, a “record date,” which shall not be more than ninety (90) nor fewer than ten (10) days before the date of any such meeting, nor more than sixty (60) days before any such action without a meeting. Only members of record and in good standing on the date so fixed are entitled to receive notice, to vote, to give consents, or take other action, as the case may be, except as otherwise provided in the Articles, or in the Code.

(b) Failure of Board to Determine Date.

(i) **"Record Date" Means as of the Close of Business.** For purposes of this paragraph (b), a person holding membership as of the close of business on the record date shall be deemed the member of record.

(ii) **Record Date for Notices or Voting.** Unless fixed by the Board, the record date for determining those members entitled to receive notice of or to vote at a meeting of members shall be the first business day preceding the day on which notice is given or, if notice is waived, the first business day preceding the day on which the meeting is held.

(iii) **Record Date for Written Consent to Action Without Meeting.** Unless fixed by the Board, the record date for determining those members entitled to vote by ballot on corporate action without a meeting, shall be the day on which the first written ballot is mailed or solicited.

(iv) **Record Date for Other Actions.** Unless fixed by the Board, the record date for determining those members entitled to take any other action shall be the date the Board adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later.

Section 11. Proxies. Each regular member in good standing entitled to vote has the right to do so either in person or by one (1) or more persons authorized by a written proxy executed by such member and delivered to the Secretary. Any proxy duly executed continues in full force and effect until revoked by the person executing it prior to the vote in question. Such revocation may be effected either (a) by a writing delivered to the Secretary stating that the proxy is revoked, (b) by a subsequent proxy executed by the person executing the prior proxy and delivered to the Secretary or his/her designee at the meeting, or (c) as to any meeting, by attendance at the meeting and voting in person by the person executing the proxy; provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of its execution unless otherwise provided in the proxy, except that the maximum term of any proxy shall be three (3) years from the date of execution. A proxy is not revoked by the death or incapacity of the maker or the termination of a membership as a result thereof, unless, before the vote is counted, written notice of such death or incapacity is received by the Corporation.

Section 12. Inspector(s) of Election.

(a) **Appointment Of Inspectors.** In advance of any meeting of the membership, the Board may appoint inspector(s) of election to monitor at such meeting and any adjournment thereof. If inspector(s) of election be not so appointed, or if any person or persons so appointed fail to appear or refuse to act, the chairman of any such meeting may, and at the request of any member or member's proxy shall, make such appointment at the meeting. The number of inspector(s) shall be either one (1) or three (3). If appointed at a meeting at the request of one (1) or more members or proxies, the majority of the membership represented in person or by proxy shall determine whether one (1) or three (3) inspector(s) are to be appointed. In the case of any action by written ballot without a meeting as provided for in Section 9 of this Article III, the Board may also appoint inspector(s) of election.

(b) **Powers and Duties of Inspectors.** Whether the election is at a meeting or by written ballot without a meeting, the powers and duties of the inspector(s) shall be as prescribed by Section 5615 of the Code and shall include: determining the number of memberships outstanding and the voting power of each; determining the memberships represented at the meeting; determining the existence of a quorum; determining the authenticity, validity, and effect of proxies; receiving votes, ballots, or consent; hearing and determining all challenges and questions in any way arising in connection with the right to vote; counting and tabulating all votes or consents; determining when the polls shall close; determining the result; and doing such acts as may be proper to conduct the election or vote with fairness to all members. If there are three (3) inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act, or certificate of all.

ARTICLE IV DIRECTORS

Section 1. Powers. Subject to limitations of the Articles, these Bylaws, and the Code relating to action required to be approved by the membership or by a majority of members, 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, 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 Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove “Co-opted Directors” in accordance with Article V of these Bylaws, and all the other officers, agents, and employees of the Corporation, prescribe powers and duties for them as may not be inconsistent with the Code, the Articles, or these Bylaws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage, and control the affairs and activities of the Corporation and to make such rules and regulations therefor not inconsistent with the Code, the Articles or these Bylaws, as they may deem best.

(c) To adopt, make, and use a corporate seal, and to alter the form of such seal from time to time as they may deem best.

(d) To authorize the issuance of memberships of the Corporation from time to time, upon such

terms and for such consideration as may be lawful.

(e) 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. The authorized number of Directors of the Board shall be eighteen (18) members, unless modified by resolution of the Board.

Section 3. Qualifications, Selection and Term of Office. Only a person who (a) has been a regular member in good standing of the Corporation for a period of at least one (1) year immediately prior to the effective date of the election, and (b) has been neither suspended for less than thirty (30) days, nor subject to any other disciplinary action under Article II Section 4(b)(ii) in the two (2) years prior to the effective date of the election, and (c) has not been suspended for more than thirty (30) days at any time, shall be eligible to be nominated as a candidate for election to serve as a Director. The term of office for each Director shall be two (2) years. Each Director shall hold office until the expiration of the term for which elected. Directors shall be elected by the entire voting membership by written ballot under Article III, Section 9. The number of Directors to be elected in this manner is equal to the difference between the number of Directors whose terms have not expired, and the total number of directorships set by the Board pursuant to Article IV, Section 2. No Director may serve as a Member of the Board for more than three (3) consecutive terms. Each time that a Director has served three consecutive terms, he/she may stand for election again after two years have elapsed. In the event of an electoral tie in the election of Director, at the first Board meeting after the election, the Chair shall draw lots between the tied candidates standing for election in order to determine the successful candidate for election. The Board may make regulations and create policy governing the conduct of directors' elections, including, but not limited to, restrictions on, or prohibition of, the solicitation of votes by candidates, and the use of membership lists for such purpose.

Section 4. Resignation. Subject to the provisions of Section 5226 of the Code, any Director may resign effective upon giving written notice to the Chair, the Deputy Chair, the Secretary, or the 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 selected before such time to take office when the resignation becomes effective.

Section 5. Vacancies.

(a) When Vacancy Exists.

(i) A vacancy or vacancies on the Board shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors be increased, or if the members fail, at any regular or special meeting of members at which any Director or Directors are elected, to elect the full authorized number of Directors to be voted for at that meeting.

(ii) The Board may also declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the Code.

(iii) The Board may also declare vacant the office of a Director who has failed to attend three (3) consecutive Board meetings, or who has failed to meet the give/get requirement set forth in Section 3 above, provided that the following procedure is followed. Following unanimous

determination by the Chair and the Deputy Chair that (a) a Director has so failed to attend three (3) consecutive Board meetings (or has failed to meet the give/get requirement set forth in Section 3 above, as the case may be), and (b) it is in the best interests of the Corporation that the Director should be removed, a motion to remove the Director should be introduced to the Board. Notice shall be sent electronically or by prepaid, first-class, or registered mail to the most recent address of the Director as shown on the Corporation's records, stating that a motion to remove the Director shall be introduced to a meeting of the Board, and setting forth the reasons for the proposed removal, and the date, time and place of that meeting. Such notice shall be sent at least fifteen (15) days before that meeting. The notice shall also state that the Director being removed shall be given an opportunity to be heard, either orally or in writing, at that meeting.

(b) **How Vacancy May Be Filled.** If the Board determines that a vacancy exists, and that it should be filled, the Board may appoint a Co-Opted Director pursuant to Article V, or said vacancy may be filled by the candidate for membership of the Board at the last annual election of directors who (i) received the highest number of votes, (ii) was not elected to the Board, (iii) agrees to serve as a Director, and (iv) received a minimum of fifteen percent (15%) of all votes cast at the prior election. If such candidate does not agree to serve as a Director, or there is more than one vacancy, then the candidate with the next highest number of votes at the prior election who meets all of the requirements above shall be elected to fill such vacancy, and so forth. If any candidates have met all the above requirements and received the same number of votes, then lots shall be drawn between the candidates in accordance with the procedure under this Article IV, Section 3. If the number of persons meeting the above requirements who are available to fill such vacancy have been exhausted by the above procedure, vacancies on the Board may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until such replacement Director's successor has been elected and qualified.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 6. Place of Meeting. Regular or special meetings of the Board shall be held at any place within or without the County of Los Angeles, State of California, which has been designated from time to time by the Board. In absence of such designation, regular meetings shall be held at the principal office of the Corporation.

Section 7. Annual Meetings. Prior to each Annual General Meeting, or at such other time as the Board may determine, the Board shall hold a meeting for the purpose of organization, election of officers, and/or the transaction of other business.

Section 8. Other Regular Meetings. Other regular meetings of the Board shall be held at times to be fixed by the Board. The Board may invite members or non-members to address its meetings. Save as aforesaid, only directors may attend Board meetings.

Section 9. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by Chair, the Deputy Chair, the Secretary, or any two (2) Directors.

(a) Special meetings of the Board shall be held upon four (4) business days notice by first-class mail or two (2) business days notice given personally or by telephone, email, telecopier or other similar means of communication, or in any other manner permitted by Section 5211 of the Code. Any such notice shall state the purpose of the meeting and be addressed or delivered to each Director at such Director's 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 principal office of the Corporation.

(b) Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 10. Quorum. Eight (8) authorized members of the Board, at least two (2) of whom must be Officers of the Board (as defined in Article VII) constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 13 of this Article IV. 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 shall be regarded as the act of the Board, unless a greater number be required by the Code 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.

Section 11. Participation in Meetings by Conference Telephone. Members of the Board who are unable to attend a meeting in person, may participate in a meeting through use of conference telephone or similar communications equipment, so long as the most current policy adopted by the Board on this subject is followed.

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 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 such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 13. 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 be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any 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 14. 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 such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 15. Fees and Compensation of Directors. In principle, Directors offer their services on a volunteer basis and may not receive compensation, in cash or trade value, if any, for their services, or reimbursement of expenses. Any compensation or reimbursement to a Director can only be made by the Board by following the current policy of the Corporation.

**ARTICLE V
CO-OPTED DIRECTORS**

Section 1. Qualifications, Purpose, and Powers of Co-Opted Directors. Any member in good standing of the Corporation who, in the judgment of the Board, is especially qualified to advise the Board or otherwise serve the purposes of the Corporation, may be invited by the Board, in accordance with Section 3 of this Article V, to be a "Co-Opted Director" of the Corporation. Co-Opted Directors shall have none of the powers, rights or duties of the Directors set forth in Article IV of these Bylaws or otherwise. All references in these Bylaws to "Directors" or the "Board" shall refer to the elected as opposed to the Co-opted Directors unless expressly specified to the contrary. Co-opted Directors may attend meetings of the Board if invited to do so by the Board.

Section 2. Number of Co-Opted Directors. The authorized number of Co-opted Directors shall be up to a maximum of ten (10).

Section 3. Selection and Term of Office. Co-opted Directors may be selected by action of the Board in accordance with Article V of these Bylaws. The term of office for each Co-opted Director shall be for one (1) year. There shall be no restriction on the number of terms that a person may be selected by the Board as a Co-opted Director.

Section 4. Vacancies. Any Co-opted Director may resign effective upon giving notice to the Chair or the Deputy Chair, unless the notice specifies a later time of effectiveness of such resignation. If the resignation is effective at a future time, the Board has the right but not the obligation to select a successor, who may be selected before such time, to take office when the resignation becomes effective.

Section 5. Removal. The Board may remove a Co-opted Director, with or without cause. Such removal shall be effective upon such action and the Board shall notify any Co-opted Director so removed as soon as practicable thereafter.

**ARTICLE VI
COMMITTEES**

Section 1. Committees of Directors. The Board shall designate one (1) or more committees, each consisting of at least two (2) members, including at least one (1) Board Director, to serve at the pleasure of the Board. The Board shall designate a Director, Co-opted Director, or member of the Board of Governors to be the chairman of each committee. The Board may delegate to the chairman of the committee the authority to solicit other Directors, members and non-members to serve on such committee. A committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

(a) take any final action on matters, which, under the Code, also requires members' approval or approval of a majority of all the members;

(b) fill vacancies on the Board or on any committee which has the authority of the Board;

(c) fix compensation of the Directors for serving on the Board or on any committee;

(d) amend or repeal Bylaws or adopt Bylaws;

(e) amend or repeal any resolution of the Board that by its express terms is not so amendable or

repealable;

(f) appoint any other committees of the Board or the members of these committees; or

(g) approve any transaction: (i) to which the Corporation is a party and one (1) or more Directors have a material financial interest; or (ii) between the Corporation and one (1) or more of its Directors or between the Corporation or any person in which one (1) or more of its Directors have a material financial interest.

Section 2. Sub-Committees. The Board may designate one or more sub-committees, to serve at the pleasure of the Board, comprised of two (2) or more members of the Corporation. The Board shall appoint the chairman of the sub-committee, who shall be a member of the Corporation, and may delegate to the chairman the authority to solicit other persons to serve on the sub-committee.

Section 3. Meetings and Action of Committees and Sub-Committees. Meetings and action of committees and sub-committees (jointly, "Committees") shall be governed by, and held and taken in accordance with, the provisions of Article IV of these Bylaws, concerning meetings of Directors, with such changes in the context of those Bylaws as are necessary to substitute the Committee and its members for the Board and its members, except that the time for regular meetings of Committees may be determined either by resolution of the Board or by resolution of the Committee. Special meetings of Committees may also be called by resolution of the Board. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Board may adopt rules for the government of any Committee not inconsistent with the provisions of these Bylaws.

Section 4. Executive Committee. The Board shall form an Executive Committee comprised of the Principal Officers as defined in Article VII which shall exercise such powers as it is given by the Board or these Bylaws. The Board may elect one (1) or more other directors to serve as members of the Executive Committee for such duration and for such purposes as the Board may determine.

ARTICLE VII OFFICERS

Section 1. Officers. The officers of the Corporation shall be a Chair of the Board ("Chair"), a Deputy Chair, a Secretary and a Treasurer ("Principal Officers"). The Corporation also may have, at the discretion of the Board, one (1) or more assistant secretaries, one (1) or more assistant treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article VII. No person may serve concurrently as more than one of the Principal Officers.

Section 2. Election; Qualifications. The officers of the Corporation, except for such officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article VII, shall be chosen by secret ballot at the annual meeting of Directors, or at such other time and place as the Board may decide, and shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service. Only the following shall be eligible to be elected or appointed or to serve as one of the Principal Officers: (a) a person who has been a Director of the Corporation for a period of at least one (1) year within the three (3) years prior to the election, and who continues to be a Director, and (b) a person who is a Director of the Corporation and who has previously held a position as an officer of the Corporation (Chair, Deputy Chair, Secretary, or Treasurer).

Section 3. Subordinate Officers. The Board may elect, or may empower the Chair or the Deputy Chair 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 4. Removal. Any officer may be removed, either with or without cause, by the Board at any time. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the Corporation, but without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy 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 or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 7. Chair of the Board. The Chair, shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned by the Board. The Board may elect one (1) or two (2) directors to serve as Vice-Chairs for such duration and on such terms as the Board shall determine.

Section 8. Deputy Chair. Subject to such powers, if any, as may be given by the Board to the Chair, the Deputy Chair shall have the powers and duties of management usually vested in the general manager and chief executive officer of a corporation and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of the Corporation. In the absence of the Chair, or if there is none, the Deputy Chair shall preside at all meetings of the Board. The Deputy Chair shall be entitled to exercise all powers and shall discharge all duties given to the president of a corporation in the Code.

Section 9. Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. 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 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 thereof required by these Bylaws or by the Code to be given, shall keep, or cause to be kept, the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 10. Treasurer. The Treasurer is the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all times be open to inspection by any Director, and to any member pursuant to Article XI, Section 2. The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board. The Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board, shall render to the Deputy Chair and the Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be

prescribed by the Board.

ARTICLE VIII BOARD OF GOVERNORS

Section 1. Purpose Of The Board Of Governors. The purpose of the Board of Governors shall be to serve the Board in an advisory capacity. The Board of Governors shall have no authority of, or responsibility for, supervision, direction or control of the business and affairs of the Corporation and cannot vote on Board matters.

Section 2. Number of Governors. The authorized number of governors shall be up to a maximum of ten (10) members. The Board may appoint one of the governors to serve as Chair of the Board of Governors, for such period and upon such terms as the Board shall determine.

Section 3. Selection and Term of Office. The governors of the Corporation shall be chosen, according to the current policy on selection of candidates at the last regular meeting of Directors each year, or at such other time and place as the Board shall decide, by a two-thirds absolute majority of all Directors. The term of office for each governor shall be for three (3) years. There shall be no restriction on the number of terms that a person may be elected as a member of the Board of Governors.

Section 4. Vacancies.

(a) **When Vacancy Exists.** A vacancy or vacancies on the Board of Governors shall be deemed to exist in case of the death, resignation or removal of any governor, or the election of any governor as a director of the Corporation, or if the authorized number of governors is increased.

(b) **Resignation.** Any governor may resign effective upon giving notice to the Chair or Deputy Chair, unless the notice specifies a later time of effectiveness of such resignation. If the resignation is effective at a future time a successor may be elected by the Board before such time to take office when the resignation becomes effective.

(c) **Removal.** The Board may declare vacant the office of a governor who has been declared of unsound mind by a final order of court or been convicted of a felony. In addition, the Board may also declare vacant upon the unanimous motion of the Chair and Deputy Chair and a two-thirds majority of the directors present at a meeting duly held at which a quorum is present, the office of a governor who has failed in a material and serious degree to observe the rules of conduct of the Corporation, or who has engaged in conduct materially and seriously prejudicial to the Corporation.

(d) **How Vacancies May Be Filled.** Vacancies on the Board of Governors may be filled by the Board in accordance with the procedure under Section 3 of this Article VIII, and each governor so elected shall hold office until the expiration of the term of the replaced governor and until such replacement governor's successor has been elected.

Section 5. Meetings. Meetings of the Board of Governors shall be held at such time and place as shall be determined from time to time by the Board of Governors. Minutes of each such meeting shall be prepared, signed by the Chair of the Board of Governors (if one exists, otherwise the Governor who has served the longest in that capacity), and filed at the principal office of the Corporation.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE X INDEMNIFICATION

Section 1. Definitions. For the purposes of this Article X, "agent" means any person who is or was a Director, Co-opted Director, officer, governor, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, governor, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, governor, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Section 4 or 5(c) of this Article X.

Section 2. Indemnification in Actions by Third Parties. The Corporation shall have power to indemnify any person who was or is a party 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 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. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. Indemnification in Actions by or in the Right of the Corporation. The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Corporation, or brought under Section 5233 of the 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 its 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 action 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 Section 2 or 3 of this Article X 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 Determinations. Except as provided in Section 4 of this Article X, any indemnification under this Article X 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 Sections 2 or 3 of this Article X by:

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

(b) Approval of the members with the person to be indemnified not being entitled to vote; 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 X.

Section 7. Other Indemnification. No provision made by the Corporation to indemnify its Directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or the Board, or an agreement, or otherwise, shall be valid unless consistent with this Article X. Nothing contained in this Article X shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.

Section 8. Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article X except as provided in Sections 4 or 5(c), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article X, provided, however,

that a Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the Code.

Section 10. Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article X does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in Section 1 of this Article X. The Corporation shall have power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the Code.

ARTICLE XI RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records. The Corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Minutes of the proceedings of its members, Board, committees and sub-committees of the Board, and Board of Governors;
- (c) A record of its members, giving their names and addresses and the class of membership held by each.

All such records shall be kept at the Corporation's principal office in written form or in any form capable of being converted into written form.

Section 2. Members' Inspection Rights.

(a) Subject to **Article IV, Section 3**, any member of the Corporation for purposes reasonably related to such person's interest as a member of the Corporation, but not for any purpose prohibited by Section 6338 of the Code, may:

(i) inspect and copy the records of members' names and addresses and voting rights during usual business hours on five (5) days' prior written demand on the Corporation, stating the purpose for which the inspection rights are requested; or

(ii) obtain from the Secretary of the Corporation, on written demand and on the tender of reasonable charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of Directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested and shall be signed by the member making the request under penalty of perjury. This list shall be made available to any such member by the Secretary on or before the later of ten (10) days after the demand is received or the date specified in it as the date by which the list is to be compiled.

(b) Any member of the Corporation may inspect the accounting books and records and minutes of the proceedings of the members and the Board and committees of the Board, at any reasonable time, for a purpose reasonably related to such person's interest as a member, but not for any purpose prohibited by Section 6338 of the Code.

(c) Any inspection and copying under this section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts.

Section 3. Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its principal executive office the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

Section 4. Inspection By Directors. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 5. Annual Report to Members.

(a) Not later than one hundred twenty (120) days after the close of the Corporation's fiscal year, the Board shall cause an annual report to be sent to the members. Such report shall contain the following information in reasonable detail:

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

(ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(iii) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(iv) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

(v) Any transaction(s) in which the Corporation was a party, and in which either of the following had a direct or indirect financial interest:

(a) The name of any Director or officer of the Corporation, its parent or subsidiary; or

(b) The name of any holder of more than ten percent (10%) of the voting power of the Corporation, its parent or its subsidiary; if such a transaction involved over \$50,000, or was one of a number of transactions with the same person involving, in the aggregate, over \$50,000.

(vi) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Corporation pursuant to Article X hereof, unless such indemnification has already been approved by the members pursuant to Section 5(b) of Article X.

(b) The report required by this Section 5 shall be accompanied by any report thereon of independent accountants, or if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Section 6. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence or indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by the Chair or the Deputy Chair, and the Secretary, any assistant secretary, the Treasurer or any assistant treasurer 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 no 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 Board, and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to plead its credit or to render it liable for any purpose or amount.

Section 7. Representation of Shares of Other Corporations. The Chair or Deputy Chair or any other officer or officers authorized by the Board 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 any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 8. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the general provisions of the Code shall govern the construction of these Bylaws.

Section 9. Conflict with Code. Should any paragraph of these Bylaws be in conflict with the Code then in effect, then said paragraph shall become null and void as if it were never contained in these Bylaws and the whole of the document shall continue in full force and effect as if said paragraph had not existed.

Section 10. Amendments. These Bylaws may be amended or repealed by approval of the Board; provided, however, that members must approve any action that would:

- (a) materially and adversely affect the voting rights of members;
- (b) specify or change a fixed number of Directors or the maximum or minimum number of Directors or change from a fixed to a variable Board or vice versa;
- (c) extend the term of a Director beyond that for which the Director was elected or increase the term for which a Director shall hold office;
- (d) increase the number of members constituting a quorum;
- (e) restrict, create or expand proxy rights; or
- (f) repeal a bylaw provision authorizing cumulative voting.

These Bylaws may be amended or repealed by approval of the membership provided, however, that such amendment or repeal also requires approval by the members of a class if such action would materially and adversely affect the voting rights of that class in a manner different than such action affects another class.

Section 11. Arbitration. Any controversy or claim arising out of or relating to these Bylaws or the management, elections and affairs of the Corporation (which expression, for purposes of this Section 11,

includes any officer, director, employee and representative thereof), and any controversy or claim asserted by any member of this Corporation against the Corporation, shall be settled by binding arbitration administered by the American Arbitration Association under its Commercial Arbitration Rules, and not by court action, except as provided by California law for judicial review of arbitration proceedings. Any award rendered as a result of said binding arbitration may be enforced by petition brought in Los Angeles Superior Court.

SECRETARY'S CERTIFICATION

THIS IS TO CERTIFY:

That I am the duly elected, qualified and acting Secretary of the British Academy of Film and Television Arts L.A., Inc.; that the foregoing amended and re-stated Bylaws were adopted as the Bylaws of said Corporation on the twelfth day of May, 2010, by a resolution of the Board at a validly held meeting of said body.

IN WITNESS WHEREOF, I have hereunto set my hand this seventh day of June, 2010.

By: _____
Rebecca Segal, Secretary