

**BYLAWS  
OF  
THE SOCIETY  
FOR  
ANIMATION STUDIES**

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BYLAWS  
OF  
THE SOCIETY FOR ANIMATION STUDIES  
A California Nonprofit Public Benefit Corporation

ARTICLE I. *Offices*

Section 1.01. *Principal Office.* The principal office of the Corporation shall be located within or without the State of California, at such place as the board of Directors shall from time to time determine. The Board is granted full power and authority to change the principal office from one location to another. The Corporation may establish or maintain additional offices at such other places as the Board of Directors may determine.

ARTICLE II. *Membership*

Section 2.01. *Members.* The Corporation shall have no members within the meaning of § 5056 of the California Nonprofit Public Benefit Corporation Law as now in effect or as may hereafter be amended. Any action which otherwise would require approval by a majority of all members or approval by the members shall require approval only of the Board of Directors . All rights which otherwise would vest in the members including, without limitation, the right to elect

directors, shall vest in the Board.

### ARTICLE III. *Board of Directors*

Section 3.01. *Power of Board.* Subject to any limitations in the Articles of Incorporation or these Bylaws, 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 of Directors . The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee 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.

Section 3.02. *Number of Directors* . The number of directors of the Corporation shall be no less than three (3) nor more than nine (9), with the exact number of directors to be fixed from time to time, within such limits, by approval of the Board. The authorized number of directors of the Corporation, whether fixed or subject to a minimum and maximum number of directors , may be changed by an amendment to these Bylaws which is approved by the Board.

Section 3.03. *Election and Term of Office.* Directors shall be elected at each annual meeting of the Board of Directors . Each director, including a director elected to fill a vacancy shall hold office until the expiration of the term for which he or she was elected and until his or her successor is elected and qualified.

Section 3.04. *Resignation and Vacancies.* Any director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation; provided, however, that no director may resign except upon notice to the Attorney General where the Corporation would then be left without a duly elected director or directors in charge of its affairs. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

A vacancy in the Board of Directors shall be filled in the same manner as the director whose office is vacant was selected. Vacancies on the Board may be filled by a majority of the remaining directors, or if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with § 5211 of the California Nonprofit Public Benefit Corporation Law, or (3) a sole remaining director. Each director so elected shall hold office until the expiration of the term of the replaced director and until his or her successor has been elected and qualified.

A vacancy in the Board shall be deemed to exist on the occurrence of the death, resignation or removal of any director, or if the authorized number of directors is increased.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of that director's term of office.

Section 3.05. *Place of Meetings.* Meetings of the Board of Directors may be held at any place within or without the State of California which has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, at the principal office of the Corporation or as designated by resolution of the Board.

Section 3.06. *Annual Meetings.* The Board of Directors shall hold an annual meeting for the purpose of electing the directors and officers, and all other business as may properly come before the Board. Annual meetings of the Board shall be held during the annual SAS conference, which is generally scheduled during the month of June. If such a meeting is not possible, then the annual meeting shall be held via conference call on the first Monday of October at 8:00 a.m. Pacific Standard Time unless such day falls on a legal holiday, in which case the annual meeting shall be on the following business day.

Section 3.07. *Regular Meetings.* Regular meetings of the Board of Directors shall be held without notice at such time and place as may be fixed by the Board.

Section 3.08. *Special Meetings.* Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board, the President, any Vice President, the Secretary, or any two directors.

Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice given personally or by telephone or facsimile. Any such notice shall 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 place in which the meetings of the directors are regularly held.

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. A notice need not specify the purpose of any special meeting of the Board.

Section 3.09. *Quorum and Action of the Board.* The greater of two (2) directors or one-third of the directors authorized in Section 3.02 of these bylaws constitutes a quorum of the Board for the transaction of business, except for purposes of adjournment as provided in Section 3.12 of these Bylaws. Unless a greater number is required by law, the Articles of Incorporation or these Bylaws, every action taken or decision made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board; provided, however, 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 meeting.

Section 3.10. *Participation in Meetings by Conference Telephone.* Members of the Board of Directors may participate in a meeting through the use of conference telephone, electronic video screen communication, or other communications equipment if all of the following apply: (1) each member participating in the meeting can communicate with all of the other members concurrently, (2) each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken by the Corporation, and (3) the Corporation adopts and implements some means of verifying both that (i) a person communicating by telephone, electronic video screen, or other

communications equipment is a director entitled to participate in the Board meeting, and (ii) all statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director. Participation in a meeting pursuant to this Section 3.10 constitutes presence in person at such meeting.

Section 3.11. *Waiver of Notice.* Notice of a meeting need not be given to any director who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to 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 3.12. *Adjournment.* A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. 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 3.13. *Action Without Meeting.* Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action; provided, however, that the

preceding provision shall not include the consent of any director who has a material financial interest in a transaction to which the Corporation is a party and who is an “interested director” as defined in § 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as the unanimous vote of such directors .

Section 3.14. *Committees.* The Board may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. Appointments to such committees shall be by a majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee. Any such committee to the extent provided in the resolution of the Board, shall have all the authority of the Board except with respect to:

- (a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law requires approval of the Board or of a majority of the Board;
- (b) The filling of vacancies on the Board or in any committee which has the authority of the Board;
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (d) The amendment or repeal of any resolution of the Board which by its express

terms is not so amendable or repealable;

- (e) The appointment of committees of the Board or the members thereof; or
- (f) The approval of any self-dealing transaction, as defined in § 5233(a) of the California Nonprofit Public Benefit Corporation Law or any successor provision thereto.

Section 3.15. *Meetings and Actions of Committees.* Regular and special meetings and actions of committees of the Board of Directors shall be governed by the provisions of this Article III applicable to the meetings and actions of the Board; provided however, that the Board may adopt rules for the conduct of the business of any committee consistent with these Bylaws, or in the absence of rules adopted by the Board, the committee may adopt such rules.

Section 3.16. *Fees and Compensation.* The Corporation shall not pay any compensation to directors for services rendered to the Corporation as a director, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

#### ARTICLE IV. *Officers*

Section 4.01. *Officers.* The officers of the corporation shall be a President, a Secretary, and a Chief Financial Officer and at the discretion of the Board, a Chairman of the Board. The

Corporation also may have, at the discretion of the board, one or more Vice Presidents, one or more Assistant Secretaries, a Treasurer, one or more Assistant Chief Financial Officers, and such other officers as may be elected or appointed in accordance with the provisions of Section 4.03 of this Article IV. Any number of offices may be held by the same person except that neither the Secretary nor the Chief Financial Officer may serve concurrently as President or Chairman of the Board.

Section 4.02. *Election.* The officers of the Corporation (except such officers as may be elected or appointed in accordance with the provisions of Section 4.03 or Section 4.05 of this Article IV), shall be chosen annually by, and shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service and until their respective successors are elected and qualify.

Section 4.03. *Subordinate Officers.* The Board may elect, and may empower the Chairman of the Board, if any, and the President to appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the board from time to time may determine.

Section 4.04. *Removal and Resignation.* Any officer may be removed with or without cause by the Board of Directors at any time or, in the case of an officer not chosen by the Board,

by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment,

Any officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. 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.

Section 4.05. *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 4.06. *Chairman of the Board.* The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be assigned from time to time by the Board.

Section 4.07. *President.* Subject to such powers as may be given by the Board to the Chairman of the Board, if any, the President is the general manager and chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall be responsible for the

general supervision, direction, and control of the business and officers of the Corporation. In the absence of the Chairman of the Board, or if there is none, the President shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

Section 4.08. *Vice Presidents.* In the absence or disability of the President, the Vice Presidents, if any are appointed, in order of their rank as fixed by the Board of Directors or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 4.09. *Secretary.* The Secretary shall keep or cause to be kept, at the principal office of the Corporation or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board and its committees. The minutes shall include the time and place of meetings, 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 Corporation's Articles and bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and its

committees required by law or by these bylaws to be given, shall keep 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 4.10. *Financial Officer.* The chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the properties and business transactions of the Corporation. The books of account shall be open at all reasonable times to inspection by any director.

The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designed by the Board. The Chief Financial Officer shall disburse the funds of the Corporation as may be ordered by the Board, with checks, when feasible, signed by both the Chief Financial Officer and the President, and shall render to the President and the directors whenever requested an account of all transactions as Chief Financial Officer 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 V. *Indemnification, Insurance and Director Liability*

Section 5.01. *Definitions.* For the purposes of this Article V, “agent” means any person

who is or was a director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor of the Corporation or of another enterprise at the request of such predecessor; “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 5.04 or 5.05(b) of these Bylaws.

Section 5.02. *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 § 5233 of the California Nonprofit Public Benefit Corporation Law 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, judgment, 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 5.03. *Indemnification in Actions by or in the Right of the Corporation.* 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 threatened, pending or completed action by or in the right of the Corporation, or brought under § 5233 of the California Nonprofit Public Benefit Corporation Law, 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 5.03:

- (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 5.04. *Indemnification Against Expenses.* To the extent that an agent of the Corporation has been successful on the merits in defense of any proceedings referred to in Section 5.02 or 5.03 of these Bylaws 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 5.05. *Required Determinations.* Except as provided in Section 5.04 of these Bylaws, any indemnification under this Article V 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 5.02 or 5.03 of these Bylaws, by:

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

(b) 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 5.06. *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 V.

Section 5.07. *Other Indemnification.* No provision made by the Corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, Bylaws, a resolution of directors, an agreement or otherwise, shall be valid unless consistent with this Article V. Nothing contained in this Article V shall affect any right to indemnification to which persons other than such directors and offices may be entitled by contract or otherwise.

Section 5.08. *Forms of Indemnification Not Permitted.* No indemnification or advance shall be made under this Article V, except as provided in Section 5.04 or 5.05(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles of Incorporation, 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 were 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 5.09. *Personal Liability of Volunteer Directors or Executive Officers.* To the fullest extent permitted by the California Nonprofit Public Benefit Corporation Law, as now in effect or as may hereafter be amended, there shall be no personal liability to a third party for monetary damages on the part of a volunteer director or volunteer executive officer of a nonprofit corporation, caused by the director's negligent act or omission in the performance of that person's duties as a director or officer, provided that the person's act or omission was (1) within the scope of the director's or executive officer's duties, performed in good faith and not reckless, wanton, intentional or grossly negligent, and (2) either the damages are covered by liability insurance or the director or executive officer and the Board of Directors had made all reasonable

efforts in good faith to obtain available liability insurance.

Section 5.10. *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 V, provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of § 5233 of the California Nonprofit Public Benefit Corporation Law (or any successor provision thereto).

Section 5.11. *Nonapplicability to Fiduciaries of Employee Benefit Plans.* This Article V 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 § 5.01 of these Bylaws. The Corporation shall have power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of § 207 of the California General Corporation Law.

Section 5.12. *Chapter 42 Taxes.* In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as amended ("Code"). Further, if at any time the

Corporation is deemed to be a private foundation with the meaning of § 509 of the Code the, during such time, no payment shall be made under this Article if such payment should constitute an act of Self-dealing or a taxable expenditure, as defined in §§ 4941(d) or 4945(d), respectively, of the Code. Moreover, the Corporation shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with § 4958 of the Code or any other provision of the Code applicable to corporations described in § 501(c)(3) of the Code.

If any part of this Article V shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

#### ARTICLE VI. *Miscellaneous.*

Section 6.01. *Fiscal Year.* The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 6.02. *Corporate Seal.* The corporate seal shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words “Corporate Seal” and “California” and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.

Section 6.03. *Checks, Notes and Contracts.* The Board of Directors shall determine who

shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments. Unless amended by the directors in accordance with these Bylaws, checks may be signed for the Corporation by the Chief Financial Officer or the Treasurer, if any, or the Secretary of the Corporation.

Section 6.04. *Amendment of Articles of Incorporation and Bylaws.* The Articles of Incorporation and Bylaws of the Corporation may be adopted, amended or repealed in whole or in part by majority vote of the directors then in office.

Section 6.05. *Loans to Directors and Officers.* The Corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless approved by the Attorney General; provided, however, that the Corporation may advance money to a director or officer of the Corporation or of its parent or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such director or officer, provided that in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the Corporation, its parent, or any subsidiary.

6.06. *Awards and Grants to Relatives of Directors and/or Officers.* In the event that any relative of an officer or director applies to the Corporation for any grant, award or other monetary transfer, other than reimbursement of reasonable out-of-pocket expenses incurred on

behalf of the Corporation, the officer or director who is a relative of such applicant shall recuse himself or herself from voting and/or discussion on the grant, award, or other monetary transfer and the person presiding at any vote or approval process on such application shall admonish all Directors and/or officers who vote or otherwise participate in any decision upon such application, that such relative's application must be considered fairly and objectively, and that no favoritism may be shown to such applicant by reason of his or her being the relative of a member of the Board of Directors and/or an officer of the Corporation, but rather each proposal and/or situation shall be determined fairly, as if the applicant had no relative on the Board of Directors and/or serving as an officer of the Corporation.

The undersigned incorporator of The Society for Animation Studies hereby adopts the foregoing Bylaws as the Bylaws of the Corporation.

Dated:

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Maureen Furniss  
Incorporator

THIS IS TO CERTIFY:

That I am the duly elected, qualified and acting Secretary of The Society for Animation Studies and that the foregoing Bylaws were adopted as the Bylaws of said corporation as of \_\_\_\_\_ by the Board of Directors of said corporation.

Dated:

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Richard Leskosky  
Secretary