

THE TALENT MANAGERS ASSOCIATION

(as adopted by the membership --5/29/01)

ARTICLE I

NAME OF ORGANIZATION

The name of the organization shall be The Talent Managers Association, which is a non-profit corporation, referred to in these bylaws as the TMA.

ARTICLE II

LOCATION OF OFFICE

The principal office of the TMA shall be in the County of Los Angeles, State of California, at a specific location to be determined from time to time by the Board of Directors.

ARTICLE III

DEFINITION OF A TALENT MANAGER

A Talent Manager is a skilled professional engaged by an Artist to guide, direct and administer the career of the Artist. The Talent Manager shall work in conjunction with a licensed and franchised talent agent, where legally required, to secure appropriate career opportunities for the Artist, and to approve negotiated terms of engagement for the Artist which will further and enhance the Artist's career.

The Talent Manager and the Artist shall develop and pursue mutually agreeable goals for the Artist, and the Talent Manager shall direct the implementation of these goals and the marketing of the Artist to realize these goals.

The Talent Manager shall seek out, inspire and develop new talent.

The Talent Manager shall, at all times, work within the structure of the laws of the State of California.

ARTICLE IV

PURPOSES OF THE ORGANIZATION

The organization has been formed to accomplish the following goals:

- 1) Promote and encourage the highest standards of professional ethics and behavior in the practice of Talent Management; and
- 2) Promote the welfare of Talent Management as a profession; and

- 3) Establish and preserve the goals and interests of the profession of Talent Management; and
- 4) Provide a forum for the exchange of information among Talent Managers and throughout the Entertainment Industry, as well as the general public; and
- 5) Establish, support and promote appropriate civic and charitable causes; and
- 6) Act singly or in cooperation with other individuals or organizations for the achievement of any other lawful purpose encompassed by the California Non-Profit Mutual Benefit Corporation Law.

ARTICLE V

CODE OF ETHICS

In order to maintain and preserve the objectives of the TMA, the Membership agrees to abide by the following Code of Ethics. The violation of this code may result in discipline by the TMA, under terms and conditions described elsewhere in TMA Bylaws.

- 1) Personal Talent Managers shall generally be compensated on a commission basis.
- 2) With the exception of reimbursements for monies advanced, no fee may be charged or collected by any Personal Talent Manager from any Artist for:
 - a) Registering or listing the Artist in Entertainment Industry or other publications or registries; or
 - b) Letter writing; or
 - c) Photographs, film clips, video tapes or other reproductions of the Artist's likeness or performances; or
 - d) Any other charge or fee of a similar nature.
- 3) Commission shall not exceed 15% of Artist's gross income from the areas of film, television, live theatre, publishing, licensing, merchandising, commercials, industrials, live performances, personal appearances, ~~print photography, modeling~~ and/or any other related fields of the Entertainment Industry, except for the areas covered by the Music and Modelling Industry, in which commission may not exceed 20% of the Artist's gross income.
- 4) The term of a Personal Talent Management contract shall not exceed three years, except in the music field, where the term shall not exceed five years.
- 5) No Member of the TMA shall induce or solicit a client to leave another Member of the TMA.

- 6) TMA Members will share, with the respective TMA Member whom it concerns, information which is pertinent to a specific Manager/client relationship.

- 7) No Member of the TMA shall engage in any fraudulent or felonious activity
 - 8) No Member of the TMA shall refuse to represent any Artist on the basis of race, color, creed, sex, age, religion, disability, national origin or sexual preference.
 - 9) No Member of the TMA shall make false or misleading representations to an Artist or other individuals regarding the nature or extent of the ability of a TMA Manager to accomplish career goals.
- Order changed on number 7, 8, 9.

ARTICLE VI

MEMBERSHIP

1) **QUALIFICATIONS FOR MEMBERSHIP**: There will be only one category of membership in the TMA, which will be an individual Membership, not a firm or corporate membership. To qualify, an individual must have worked in the Entertainment Industry for at least two years, must earn a significant amount of total income from the practice of Talent Management, be a person of high integrity with a full and well-rounded knowledge of the Entertainment Industry who has as a primary commitment the development of talent. A Member must be fully qualified as a Talent Manager as described in Article III, and must agree to abide by the Code of Ethics of the TMA. All Members shall have full voting rights in the TMA immediately upon acceptance to membership and shall pay full dues.

2) **INTERNSHIPS**: From time to time, the Membership Committee may wish to consider an applicant for Membership on a conditional basis. Such persons, if accepted, shall be designated as Interns in the TMA and shall have no voting rights but their names shall appear on the Membership Roster. Interns shall be persons whose qualifications do not yet fulfill the description of a Member in Section 1 of this Article, but who have potential as Talent Managers. Internship may be granted by the Board of Directors, upon recommendation of the Membership Committee, for a period not to exceed two years. Interns may reapply for Membership once in any six-month period, and a sum of money representing one-half the initiation fee will be paid by the Intern and held by the Treasurer of the TMA during the Internship period. Interns will also pay a monthly fee, established by the Board of Directors, commensurate with the cost to the TMA of their Internships. Such Internship shall not in any way guarantee Membership, and any Intern not ultimately accepted as a Member shall be entitled, upon request, to the return of any initiation-based fee held by the TMA; any other fees or assessments shall not be refundable. Internships may be terminated at any time upon the recommendation of the Membership Committee and the approval of the Board of Directors. Upon approval as a Member, an Intern will pay the balance of the initiation fee in effect at the time of acceptance as an Intern, before becoming a Member.

3) **EMERITUS AND HONORARY MEMBERSHIPS**: The Board of Directors, with the consent of the General Membership, may wish to bestow Emeritus or Honorary Memberships on certain individuals deemed worthy of such status. Emeritus Members may be any former Members of the TMA who have retired as Talent Managers, whether or not they remain active in the Entertainment Industry. Honorary Members may be any individuals whose unique or invaluable contributions to the Entertainment Industry in general, and/or Talent Management in particular, may merit such consideration. Emeritus and Honorary Members shall not vote, nor shall they be charged any initiation fee or dues or other fees, charges or assessments.

4) **SPONSORS FOR MEMBERSHIP APPLICANTS**: All applicants for Membership must acquire letters of sponsorship from two current TMA Members from separate Management firms. A sponsor will secure a copy of these Bylaws from the secretary and convey them to the applicant, along with information about Membership in the TMA, emphasizing particularly the Code of Ethics. The sponsors will appear before the Membership Committee if requested.

5) **APPLICATION, CONSIDERATION AND ACCEPTANCE**: Prospective members shall submit a written application for Membership in the TMA in a format provided by the Membership Committee, which will supply application materials promptly upon request in any form. The prospective member shall complete the application and return it to the chairperson of the Membership Committee, with a check in the amount of the initiation fee, payable to the TMA, and letters of recommendation from both sponsors. All applicants shall be interviewed promptly by the Membership Committee, which will investigate the application and report its findings to the Board of Directors no later than fourteen days following the interview. The Board will place the name of the applicant before the General Membership by mail within fourteen days of the receipt of the report of the Membership Committee, and within ten days of its consideration of the Membership Committee report, along with the Board's recommendation for action. The General Membership shall have fourteen days from the date of mailing to respond in writing to the President of the TMA. Any and all written objections to the applicant will be investigated by the Membership Committee within fourteen days of receipt of such objections by the President of the TMA. Should the Membership Committee determine that any objection is for cause, as opposed to personal reasons, the applicant will be eliminated automatically from consideration for Membership for a period of one year, commencing immediately upon notification to the applicant by the President of the TMA. After the one-year period has elapsed, the applicant may reapply or the Membership Committee may resubmit the recommendation, provided that cause has been cured. If the President receives three or more objections of any kind from the General Membership, the application will be denied automatically, and the President will so notify the applicant promptly in writing, from which date the applicant may reapply for Membership after one year has elapsed. If no objections are received, the President, the Board of Directors shall notify the General Membership in writing, prior to the next General Membership meeting, that the applicant has been accepted, and the President shall also notify the applicant and both sponsors of such acceptance, which notification shall determine the exact date of the commencement of Membership, and any and all other documents or information which the Board of Directors may deem pertinent to Membership in the TMA. The TMA shall not disclose the identity of those who may have caused any denials. No applicant shall be denied Membership on the basis of race, color, creed, religion, age, sex, disability, national origin or sexual preference.

6) **CAUSE FOR TERMINATION**: A Member of the TMA may be terminated for any of the following reasons:

- a) Non-payment of dues, fines, assessments or other financial obligations as described in Article VII, and/or
- b) Violation of the Code of Ethics, and/or
- c) Three letters of censure from the Grievance Committee, representing three separate incidents or complaints, and/or

- d) Violation of the confidentiality of any meeting or distributed materials of the TMA General Membership, or its boards or committees, and/or
- e) Behavior which impedes or impairs the orderly business of the TMA, and/or
- f) Determination that incorrect or false information has been given on an application for Membership in the TMA.

7) **TERMINATION OF MEMBERSHIP**: Any Member considered for termination must be so notified in writing by the President and granted a hearing with the Board of Directors. Such Member shall appear personally before the Board and have the right to be represented by counsel of choice at the Member's expense. If approved by a majority of the total voting membership of the Board of Directors, termination shall be recommended in writing by mail to the General Membership after the Board has presented its findings and recommendations. Within five days following the meeting, the Board shall poll the General Membership by mail to ratify termination via written ballot, which must be returned to the Secretary within fourteen days of mailing. The vote of the General Membership will be tabulated prior to the next General Membership meeting, at which the result will be announced. If the General Membership approves the termination by a majority vote of the total Membership of the TMA, such Member shall be terminated upon announcement of the result of the vote to the General Membership. [For example, if the total Membership of the TMA is 50, an affirmative vote of 26 or more would be needed for approval.] The President shall notify the Member promptly in writing of termination.

8) **EFFECT OF TERMINATION**: All rights of a Member in the TMA, in its legal corporation and in its property, shall cease upon the termination of Membership. Such termination shall not relieve the terminated Member of the responsibility for dues, assessments, fees, fines or other charges incurred and/or pending prior to termination, or otherwise owed to the TMA, which retains the right to enforce and collect any such obligations. The TMA shall request the prompt return of all corporate and/or membership materials in the possession of any terminated Member.

9) **LEAVES OF ABSENCE**: Upon written notice, any Member of the TMA shall have the right to take a leave of absence from Membership at any time and for any reason. If the leave of absence shall cover a period of less than six months, the Member shall pay all back dues in order to achieve reinstatement; if the leave of absence covers a period of seven months or more, the Member shall pay a sum equal to two months dues in force at the time of return, in order to achieve reinstatement. During the period of the leave of absence, the Board of Directors shall remove the Member's name from the Membership Roster, and the Member shall not be charged dues or attend any meetings of the TMA, or its boards or committees, except as approved in advance by the Board of Directors. Members on leave of absence shall not have the right to vote nor any other privilege of membership. In order to effect reinstatement, the Member shall send written request for such reinstatement to the Board of Directors, which shall restore such Member to the Membership Roster after receipt of such notice and the payment of appropriate reinstatement fee, as described above. Such reinstated Member shall immediately regain all rights and privileges of Membership. No Member shall exercise the right to a leave of absence more than once in any two-year period.

ARTICLE VII

DUES, FEES, ASSESSMENTS AND OTHER CHARGES

1) **INITIATION FEE**: An initiation fee will be charged to all new members, according to the procedure described in Article VI. Any changes in the amount of the initiation fee are to be proposed by the Board of Directors and approved by the General Membership by a majority vote of those present and voting. The Board of Directors may, from time to time and at its sole discretion, reduce, waive, postpone or defer all or part of an initiation fee for such reasons as the Board, by a majority vote of its total membership, may deem appropriate. Such action is not subject to the approval of the General Membership.

2) **DUES**: Monthly dues shall be paid by each Member, the amount of which shall be determined by a majority vote of the total Membership of the TMA. Adjustment of the amount of dues to be paid by each Member may be proposed at any time by the Board of Directors or by any Member at any General Membership meeting. The Board of Directors shall then poll the Membership by written ballot, to be mailed and returned prior to the next General Membership meeting. The General Membership shall have at least 15 days from date of mailing to return dues adjustment ballots, and the deadline for the receipt of the ballots shall be printed clearly on the ballot. All ballots shall be mailed by and returned to the Secretary, who shall tabulate the votes and report the results at the next General Membership meeting, at which time the change, if approved, shall take effect. In order to pass, any dues adjustment must receive a majority vote of the total General Membership. **[For example, if the total Membership of the TMA is 50, 26 affirmative votes would be required for passage.]**

The Board of Directors, in its sole discretion and without the approval of the General Membership, may waive, postpone, defer, reduce, forgive or cancel any dues obligation of any Member for any reason.

All Members, unless otherwise provided by the Board of Directors, will pay full dues in the amount in effect as of the first day of each month. Members not fulfilling their dues obligations by the end of the last day of any calendar month shall be considered in arrears, and the Treasurer's next monthly billing statement shall clearly notify such Member of such arrears. Lack of notification, however, shall not affect such arrears status. If the Member has not satisfied the dues obligation within thirty days of falling into such arrears, such Member shall be automatically, without further action or notification by the TMA, deemed suspended from Membership in the TMA, and all privileges of Membership shall cease immediately and automatically, including the right to vote and attend meetings. **[For example, if dues payable on June 1st are not paid by July 1st, arrears status begins; if all dues-both June and July--are not paid by August 1st, the Member is automatically suspended.]**

Any Member under suspension for three months for failure to pay dues shall be, automatically and without further notice from the TMA, terminated from Membership.

Any Member experiencing financial difficulties may, at any time, present the particulars of the situation to the Board of Directors, either by direct communication with the Board at any Board meeting, or by representation through any individual Board member. The Board may take any action with regard to such presentation as described above in this section.

3) **FEES AND ASSESSMENTS**: The Board of Directors may levy a fee or assessment, with the approval of the General Membership, provided that the General Membership has been polled in writing according to the procedure described for Dues Adjustments in Section 2 of this Article. Failure to pay any such fee or assessment within three months from the date of levy shall result in immediate and automatic suspension, without further notification from the TMA, according to the procedure for Dues Arrears described in this Article. Any Member so suspended may petition the Board of Directors for a waiver of suspension. Such petition shall be considered by the Board at its next regular meeting, and the Board may take whatever action it deems reasonable.

ARTICLE VIII

MEETINGS, PROCEDURES AND VOTING

1) **REGULAR MEETING**: The General Membership shall meet on a regular basis, at least every six weeks.

2) **ANNUAL MEETING**: The first regular meeting held after August 31st shall be the annual meeting, at which any business pertaining to the Corporation, as well as the installation of officers and the Board of Directors, shall occur.

3) **SPECIAL MEETINGS**: The General Membership may be called to a special meeting by the Board of Directors or by the President at any time upon two weeks prior notice in writing. The President shall be required to call a special meeting upon written petition of one third of the General Membership, as described in Article VI, Section 6. Such petition must stipulate the purpose for which the meeting is called. Agenda for any special meeting shall be limited to the specific business for which the meeting is called.

4) **EMERGENCY MEETINGS**: The General Membership may be called into emergency meeting by the President upon twenty-four hours notice to the entire General Membership, given in any form.

5) **NOTICES TO THE GENERAL MEMBERSHIP**: Written notices to the General Membership shall be considered valid when postmarked; verbal notices are valid when the President certifies a bona fide attempt to contact all Members under such conditions as may exist at the time of notice; telefax notices are valid when transmitted. It shall be the sole responsibility of each member to provide the Secretary with current and proper addresses, telephone and telefax numbers, and any other information which will facilitate communication on a regular or emergency basis.

6) **ATTENDANCE AND QUORUM**: All Members shall be eligible to attend any meeting of the TMA, or its boards or committees at any time. Interns shall also be eligible to attend all meetings. No other person may attend any meeting of the TMA, or its boards or committees, except as approved by the President or the Board of Directors in advance. Thirty percent of the entire Membership shall constitute a quorum to do business at any meeting of the TMA. A simple majority of those voting shall be sufficient to approve any motions before the General Membership, or any boards or committees, unless specified otherwise in these Bylaws, as long as a quorum is present at the time the vote is taken.

7) **MEETINGS OF THE BOARD OF DIRECTORS**: The Board of Directors shall meet at least once every six weeks. The time and place of such meetings shall be made known to the General Membership, and any Member of the TMA may attend any meeting of the Board upon prior

arrangement with the President. Members wishing to speak to the Board must schedule their appearance with the President in advance; no member shall be denied the right to address the Board at any meeting of the Board. All members of the Board of Directors shall be expected to attend all meetings of the Board unless excused by the President. A majority of the members of the Board shall constitute a quorum; other procedures for meetings of the Board shall conform to Roberts Rules of Order.

8) **RULES OF PROCEDURE**: The TMA shall adhere to Roberts Rules of Order for the conduct of all business, except as otherwise specified in these Bylaws. The Parliamentarian shall be the arbiter of the rules.

9) **VOTING**: Special voting procedures in certain situations may be described elsewhere in these Bylaws and must be followed in those situations. Otherwise, a majority vote of those members voting on any issue shall prevail, provided a quorum is present. A voice vote shall be appropriate for all matters of business, or at the discretion of the chair, a show of hands. Written balloting may be conducted on any matter of business at the discretion of the President or the Board of Directors, or as provided in Roberts Rules of Order. Any Member may propose a written ballot on any order of business, and such ballot shall be taken upon approval of such procedure by a majority of those Members voting. Any Member may authorize any other Member to cast votes by proxy at any meeting or on any specific order of business, except as restricted elsewhere in these Bylaws. The proxy must be written, signed and dated, and confined to one meeting and/or one specific order of business. Such proxy must be delivered to the Secretary prior to the polling of the vote.

10) **ELECTION OF OFFICERS**.

a) **TERMS OF OFFICE**: Officers of the TMA shall serve terms not to exceed two years and may serve a maximum of two consecutive full terms in any specific office. Incumbent officeholders will continue to serve until the installation of their successors is completed.

b) **TIME, FREQUENCY AND INSTALLATION**: Elections of officeholders will be held at the first regular membership meeting after June 1st of each odd-numbered year. Installation of those elected shall occur at the next regular annual meeting of the TMA.

c) **ELIGIBILITY**: Any member of the TMA may be elected to any office.

d) **PROCEDURES FOR BALLOTING**: The General Membership shall nominate candidates for all positions at the first regular meeting after April 15th of each election year. At the election, the Secretary will provide written ballots for each Member or proxy in attendance, containing the names of all nominees listed under the position for which they have been nominated, a long with an appropriate space for write-in votes. A majority of the ballots cast shall result in election to any office. If no majority is achieved, subsequent ballots shall be taken, eliminating the candidate with the least number of votes on each successive ballot, until a majority vote is achieved. Balloting for each office shall be conducted separately, except for the positions of Members-at-Large, which shall be conducted on the same ballot. The two candidates receiving the most votes shall be elected to these positions, provided that both candidates receive a majority vote. If a majority vote is not achieved by the top two candidates, the candidate receiving the least number of votes shall be eliminated and subsequent ballots taken until majorities are achieved.

e) **PROXIES FOR OFFICER/BOARD ELECTIONS**: Proxies may be supplied to any Member of the TMA by any other Member in balloting for officers and the Board of Directors. Proxies must be written, signed and dated and may specify for whom the proxy-holder is to vote. In the absence of such specification, the proxy-holder may vote the proxy at will. Any proxies must be delivered to the Secretary not later than the beginning of the meeting at which they are to be voted

ARTICLE IX

OFFICERS

The officers of the corporation shall be as follows: President; First Vice-President; Second Vice-President, Secretary and Treasurer. All officers of the TMA shall at all times be responsive to the concerns of the General Membership and keep the General Membership informed of TMA business.

1) THE PRESIDENT SHALL:

- a) Preside at all meetings and be the chairperson of the Board of Directors; and
- b) Be responsible for the direction of the business of the TMA, subject to the control of the Board of Directors and the General Membership; and
- c) Appoint the chairpersons for all committees and be an ex-officio member of all committees; and
- d) Ascertain that all reports, correspondence and bookkeeping records are properly kept and that all tax returns are filed in a timely manner; and
- e) Be the officer who co-signs checks for the TMA, and be responsible for reviewing and authorizing all expenditures of any Member who conducts business for the TMA and submits verifiable bills for reimbursement.

2) THE FIRST VICE-PRESIDENT SHALL:

- a) In the absence or inability of the President to fulfill that office, become Acting President of the TMA, with all of the rights, duties and privileges of the duly elected President; and
- b) In the event the President should leave office prior to the completion of the elected term, become the new President, with all attendant duties and powers for the balance of the original term; provided, however, that should the Presidency become vacant again, a new election for the office must be held, with two weeks prior notice, at the next regular meeting of the General Membership.

3) THE SECOND VICE-PRESIDENT SHALL stand in for the First Vice-President in the event of any prolonged absence or disability.

4) THE SECRETARY SHALL:

- a) Duly record and keep the minutes of all meetings; and

- b) Give and serve all notices to the General Membership; and
- c) Attend to all correspondence of the TMA directed to the Secretary and promptly provide copies to all Board members.

5) THE TREASURER SHALL:

- a) Submit monthly billings to members for dues and other assessments; and
- b) Collect and forward dues and other assessments for deposit under such procedure established by the Board of Directors; and
- c) Keep accurate records of dues and billings collected; and
- d) Make decisions with the President, the Board of Directors and the General Membership, as needed, pertaining to the management of the assets of the TMA; and
- e) Give a brief, verbal financial report at each regular meeting of the General Membership, and
- f) Prepare a complete, written statement of income, expenditures, assets and liabilities every six months and present that statement in writing to the General Membership; and
- g) Present to the President for written approval any expenditures, other than the established regular monthly meeting expense, up to and including \$1~000~ and to the General Membership any proposed expenditure in excess of \$1,000.

ARTICLE X

BOARD OF DIRE'TORS

The business of the TMA shall be managed by a Board of Directors, which shall be charged with overseeing the regular business affairs of the TMA, including the administration of the normal and regular activities of the TMA and proposing such new activities or changes in policy or procedure as may arise, to the General Membership.

1) **THE MEMBERSHIP OF THE BOARD OF DIRECTORS** shall consist of the President, the First and Second Vice-Presidents, the Secretary, the Treasurer, the Immediate Past-President, the President Emeritus, and two Members-at-Large. In the event that the Immediate Past President cannot serve, the position shall not be filled by anyone else, and the total membership of the Board shall be reduced by one member until such time as the Immediate Past President can serve. If the position of President Emeritus is not occupied, no one shall be appointed to fill resulting vacancy on the Board, and the membership of the Board shall be permanently reduced by one member.

All members of the Board of Directors shall have one vote on all matters before the Board.

The Members-at-Large shall be elected in the same manner and have the same term of office as the officers of the TMA.

- 2) **THE IMMEDIATE PAST PRESIDENT** shall serve as a member of the Board of Directors continuously until no longer qualified to serve in that position by definition. The Immediate Past President shall provide the Board with the benefit of the experience derived from occupying and discharging the duties of the office of President of the TMA.
- 3) **THE PRESIDENT-EMERITUS** shall not be a regularly elected position in the TMA, but shall be bestowed only upon such past presidents of the TMA whose contributions to the organization have been so extraordinary and far-reaching as to merit appointment to the President-Emeritus status for as long as that individual shall remain a Member of the TMA. Only one person may be designated President-Emeritus at any one time, and only by a majority vote of the total General Membership. The President-Emeritus may only be removed by resignation from the TMA, or suspension or expulsion as described in Article VI.
- 4) **THE MEMBERS-AT-LARGE** shall attend Board meetings and chair such committees as designated by the President.
- 5) **MEETINGS OF THE BOARD OF DIRECTORS** shall be official only when all Board members have been notified by the Secretary and only if a quorum is present at all times. A majority of the total membership of the Board shall be considered a quorum.
- 6) **AT LEAST ONE MEMBER OF THE BOARD** shall serve on all TMA committees, either as chairperson or co-chairperson, with the responsibility to inform the Board of the committee's activities. The President shall make such committee chair assignments.
- 7) **VACANCIES IN POSITIONS ON THE BOARD OF DIRECTORS**, except as described in Sections 2 and 3 above, shall be filled by a majority vote of the remaining members of the Board and be submitted for confirmation at the next regular meeting of the General Membership. If a majority of the General Membership present and voting does not approve the selection, new elections shall be held at the next regular General Membership meeting, according to procedures described in Article VIII above. Members elected to vacant positions shall hold office for the balance of the original term.
- 8) **THE PRESIDENT OF THE TMA**, by virtue of the office, shall be the chairperson of the Board of Directors.
- 9) **THE SECEETARY OF THE TMA**, by virtue of the office, shall be the secretary of the Board of Directors.
- 10) **IN CASE OF EMERGENCY**, Board meetings may be called by the President upon notice of one day, either in writing, by telephone, telefax or messenger, or in person.
- 11) **REMOVAL OF A MEMBER OF THE BOARD OF DIRECTORS** may occur by:
 - a) A petition of a majority of the Board of Directors, resulting in a hearing with the Board, followed by a vote on the motion to remove the member. A two-thirds vote of the total membership of the Board will be required for removal; or
 - b) A petition of a majority of the General Membership of the TMA, after which said member of the Board shall be entitled to a hearing with the General Membership, followed directly by a vote on the motion to remove such member of the Board. A vote of two-thirds of those present and voting shall be equired for removal.

c) All parties shall be entitled to counsel of choice at their personal expense. The TMA shall not be expected to absorb the expense of counsel for any of the parties to such action, except for the representation of the Board of Directors or the General Membership of the TMA, should such counsel be required.

d) Hearings shall occur at mutually agreeable times not to exceed ten business days from date of petition.

ARTICLE XI

COMMITTEES AND ADVISORS

1) **AUTHORITIES:** All committee actions shall be subject to approval by the Board of Directors. A quorum of a majority of the members of any committee must be present for the committee to meet officially. All advisors shall serve at the pleasure of the Board of Directors.

2) **COMMITTEE CHAIRS AND APPOINTMENTS:**

The President shall appoint all committee chairs. If the chairperson is not a member of the Board of Directors, the President shall also appoint a member of the Board of Directors to serve as co-chair of the committee. Except as may be provided elsewhere, the chairperson shall then appoint the remaining members of the committee. No Member shall be required to serve.

All chairpersons shall report to the Board of Directors or to the General Membership at the request of the President.

Standing Committees shall be as described in this section. The President may from time to time designate special committees to serve on a temporary basis.

3) **STANDING COMMITTEES:**

THE LEGAL AND LEGISLATIVE COMMITTEE shall monitor the status of local, state and federal laws and regulations, guilds and other labor or service organizations, as they may relate to the business of Talent Management as a profession or to the business of the TMA. This committee shall report regularly to the Board of Directors and to the General Membership on the state of the profession and shall plan necessary actions to further and protect the legal rights and standing of Talent Managers. Neither the committee nor its members shall act in place of an attorney-at-law.

THE MEMBERSHIP COMMITTEE shall seek out and recommend for Membership in the TMA Talent Managers of high integrity who will support the purposes and goals of the TMA and uphold the TMA Code of Ethics.

THE BYLAWS AND OPERATIONS COMMITTEE shall monitor the operation of the TMA as it pertains to the Bylaws, and consider and propose any and all revisions to the Bylaws as may be necessary. It shall be the further purpose of this committee to propose any policies and procedures which may benefit the operation of the TMA.

THE GRIEVANCE COMMITTEE shall investigate and arbitrate any possible violation of the Bylaws or the Code Ethics, following an informal discussion between the Grievance Committee and the Board of Directors. The committee shall consist of five impartial Members of the TMA, no more than two of which may be members of the Board of Directors. The President shall appoint the chairperson, and the President and the chairperson shall jointly appoint the balance of the committee. A new committee shall be formed for each action investigated. It shall not be the province of the committee to handle any actions which do not relate to the Bylaws or the Code of Ethics.

Any Member of the TMA may present a grievance to the Grievance Committee, either against another TMA Member or against the Board of Directors or the TMA itself. The complainant shall present the details of the grievance to the committee in writing. The committee shall then present the particulars of the grievance to the Member charged. The accused Member and the committee shall meet jointly within three weeks of such notification at a mutually agreeable time. The accused Member shall have the right to counsel at the Member's own expense, as well as the right to invite a reasonable number of additional individuals to present testimony in the Member's behalf. The committee may also request other individuals to present information. The chairperson shall read the charges at the hearing, and the accused Member shall have the right to respond. Members of the committee may question the accused Member, the Member bringing the grievance or any other persons in attendance.

Within two weeks of the hearing, the committee will deliberate and present its findings and recommendations to the Board of Directors. The committee may recommend any reasonable course of action to achieve rectification. Should the committee find the accused Member to be in violation of the Bylaws or the Code of Ethics, the committee shall, in addition to any other actions it may recommend, issue a letter of censure to the accused Member. Two sustained letters of censure shall result in automatic termination of Membership.

The committee's actions shall be strictly advisory, and final disposition shall rest with the Board of Directors, which shall notify both the complainant and the accused Member in writing of its final decision, giving the charged Member the option of appearing before a special meeting of the General Membership, the purpose of which shall be to present the situation to the Membership for its consideration. If, after hearing the presentation of the charged Member, the complainant, the Grievance Committee and the Board, during which process any Member may question the charged Member or the complainant, but not the Board or the Grievance Committee, except to request information or clarification, and after a complete and thorough discussion of the censure, the Members present and voting may, by a two-thirds vote, choose to abrogate the censure. If this action is taken, the censure shall be considered reversed but not eradicated.

If the General Membership chooses to uphold the position of the Grievance Committee, the censure shall be sustained, and no further action shall be taken, except as required elsewhere in these Bylaws. If the charged Member elects not to appear before the Membership, the Board of Directors shall consider the committee report to make the final decision. Such decisions by the Board of Directors may not be contested.

THE PROGRAM COMMITTEE shall devise and present programs of educational, informative or entertaining value, for the General Membership, members of the Entertainment Industry and or the general public, at regular meetings of the TMA, or at any other feasible and appropriate times.

THE PUBLIC RELATIONS COMMITTEE shall devise and coordinate the relations with the media on behalf of the TMA and structure and disseminate any and all information for use outside the TMA. All information released by the committee must first be approved by the Board of Directors, or, in the interest of time, by the President alone. No single member of the committee, or any other member of the TMA, may speak for the TMA, except as approved by the Board of Directors or by the President.

THE AGENT RELATIONS COMMITTEE shall monitor the state of relations between the TMA, its Members and the licensed and franchised talent agents. Any actions or other information which may affect the position of the TMA in this area shall be considered by the committee and reported to the Board of Directors and the General Membership. The committee shall propose any procedures or actions necessary to improve the status of the TMA in this area.

THE CASTING DIRECTOR RELATIONS COMMITTEE shall monitor the state of relations between the TMA, its Members and casting directors. Any actions or other information which may affect the position of the TMA in this area shall be considered by the committee and reported to the Board of Directors and the General Membership. The committee shall propose any procedures or actions necessary to improve the status of the TMA in this area.

4) **ADVISORY POSITIONS:**

SERGEANT-AT-ARMS: The President may appoint a Sergeant-at-Arms to maintain an orderly conduct of business at any meeting of the TMA. The Sergeant-at-Arms shall monitor all voting procedures at any meeting and shall be responsible for tabulating and reporting the outcome of any votes, as requested by the President.

PARLIAMENTARIAN: The President may appoint a Parliamentarian to supervise the rules and regulations, as well as the Bylaws, for any meeting of the TMA, or its boards or committees. The Parliamentarian shall respond to requests by the President or any Member of the TMA, and the Parliamentarian's interpretations shall stand, except as provided in Robert's Rules of Order.

ARTICLE XII

FINANCES OF CORPORATION

1) **CERTIFIED PUBLIC ACCOUNTANT:**

An independent certified public accountant shall be engaged and charged with maintaining the official financial records of the corporation as well as

- a) Supervising deposits of receipts in corporate accounts; and
- b) Supervising all payments by check for approved expenses; and
- c) Being one of two signatures required on all checks; and
- d) Submitting to the Treasurer monthly statements of cash accounts, receipts and expenditures; and

- e) Preparing and filing all tax returns and related documents; and
- f) Maintaining the non-profit corporation status; and
- g) Seeking to maximize the financial growth of the Corporation.

2) **EXPENDITURE AUTHORITY**: The President and the Treasurer must jointly approve all expenses up to and including \$1,000, and submit all proposed expenditures in excess thereof, other than regular General Membership meeting expense, to the General Membership for approval, as provided in Article VIII. Expenditures must be considered as a whole, and not subdivided to avoid seeking Membership approval. When the proposed expenditure is in excess of \$5,000, at least one week prior written notice of an impending vote on the expenditure must be given to the General Membership.

No individual Member of the TMA, or member of the Board of Directors other than the President and the Treasurer, shall have the authority to commit corporate funds for any purpose and the Corporation shall not be obligated to honor any such unauthorized commitment.

3) **CHECK AUTHORIZATION**: Only the President, or in his absence the Treasurer, and the certified public accountant of the Corporation shall be authorized to sign corporate checks.

ARTICLE XIII

AMENDING THE BYLAWS

These Bylaws may be amended by a two-thirds vote of the members present and voting in person and/or by proxy, at any regular meeting of the TMA, at any special meeting called for that specific purpose, or by written mailed ballot, provided that the General Membership has received at least two weeks prior notice of intent to vote on such amendments; such notice shall be communicated in writing. Amendments to the Bylaws may be discussed at any regular meeting of the TMA, but the final vote of approval may not be taken at any meeting at which the first discussion of the amendment is held.

ARTICLE XIV

DEDICATION OF ASSETS AND DISTRIBUTION ON DISSOLUTION

- 1) **THE PROPERTY OF THIS CORPORATION** is irrevocably dedicated to tax-exempt purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or Member thereof, or to the benefit of any private persons.
- 2) **ON THE DISSOLUTION OR WINDING UP** of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Corporation, shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for tax-exempt purposes and which has established its tax-exempt status under the Internal Revenue Code. The Board of Directors shall designate the recipient.

- 3) **IF THIS CORPORATION HOLDS ANY ASSETS IN TRUST**, or the Corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the Corporation has its principal office, on petition thereof by the Attorney General of the State of California, or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

AMENDMENTS TO THE BYLAWS

1) **Amendment to Article VII, Section 2 - New Paragraph 6:**

The Board of Directors may adjust the monthly dues charge to compensate for any change in the regular General Membership expense. Such adjustment must be limited to a prorated increase or decrease in dues in an amount calculated on an annual basis to allow only for the change in the expenditure for the regular meeting. (PASSED-4/21/92)