

Society of Motion Picture and Television Engineers

Governance Operations Manual

Version 3

Approved by the Board on 25 October 2013

Purpose and Scope of the Governance Operations Manual

The purpose of the Governance Operations Manual is to describe all the duties and responsibilities of the Board of Governors (Board), the Executive Committee, the Officers of the Society and the standing Board Committees. It documents the procedures related to the operations such as nominations, elections, and meetings. It defines the legal policies and procedures relating to the formation, operation, and dissolution of the Society and the general fiduciary responsibility of the Board. It further documents the activities requiring Board approval and/or oversight. Finally, it describes the general committee processes and policies throughout the Society, and it summarizes all authorized Standing Committees, their function, and reporting relationships (except Standards Technology Committees). The primary audience of this Operations Manual is the members of the Board, the Executive Committee, Staff Members and legal counsel. The secondary audience is the members of the Society. The provisions of this manual shall not be inconsistent with the Bylaws.

Copies of this Operations Manual shall be made available to all members in electronic form at no cost and, if requested, in printed form at cost.

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1 Organization Name and Purpose/Mission

The name of the corporation is the Society of Motion Picture and Television Engineers, Inc., (hereafter, “SMPTE” or the “Society”) which is an international organization domiciled in the United States. The purposes for which the Society was founded, and for which it shall be operated, consistent with its Articles of Incorporation and as stated in the SMPTE Bylaws Article 1, Section 3 are:

- To foster, carry on and advance the motion-picture, television and allied arts and sciences;
- To gather, receive, prepare and disseminate scientific information concerning the motion-picture, television and allied arts and sciences;
- To provide for and to encourage the delivery and holding of lectures, exhibitions, classes and conferences calculated to advance the theory and practice of engineering involved in the motion-picture, television and allied arts and sciences;
- To promote and further the interests of the general public in the engineering, technical and safety aspects concerned with the use and enjoyment of the benefits provided by the motion-picture, television and allied arts and sciences;
- And to advance the scientific aims and purposes of the SMPTE Membership to the extent that such scientific aims are consistent with or conform to the scientific purposes of SMPTE.

2 Restrictions

The Society shall have no capital stock. No part of the income or property of the Society shall inure to the private benefit of any of its members, officers or any private shareholder or individual; no substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Society shall not participate in or interfere in any political campaign on behalf of any candidate for public office.

3 Disposition of Assets and Dissolution

Upon the liquidation, winding up or dissolution of the Society, whether voluntary or involuntary, and after payment of all indebtedness of the Society, the funds, investments and other assets of the Society shall be given and transferred, as the Board may determine, to some other nonprofit organization having objectives similar to those of the Society. The selection of such other organization shall be made by majority vote of all members of the Board at a meeting of said Board called for the purpose of selecting such an organization.

4 Governing Documents

The policies, procedures, and regulations by which SMPTE activities are governed are embodied in the following documents, which are listed in the order in which they take precedence:

4.1 *District of Columbia Nonprofit Corporation Act (“Act”)*

4.2 [Articles of Incorporation](#)

4.3 [Bylaws](#)

4.4 *Resolutions of the Board of Governors*

4.5 *Operations Manuals*

4.5.1 *Governance*
This document.

4.5.2 *Finance/Administrative*
The Finance/Administrative Operations Manual describes all duties and responsibilities of the Executive Director and Staff Members of the Society. It also documents the procedures related to the daily operations of the Society.

4.5.3 *Standards*

The Standards Operations Manual supplements Section 8.9 and describes the duties of the Standards Vice President, Standards Directors, Home Office Staff, and participants, and the policies and procedures for developing and maintaining SMPTE's Standards development practices.

4.5.4 *Membership*

The Membership Operations Manual describes the levels of membership, eligibility requirements for membership, rights and privileges of members and dues structure as well as the geographic activities of the Society Sections, Sub-Sections and Student Chapters.

4.5.5 *Education (Pending Approval)*

The Education Operations Manual describes the principal activities and administrative processes of the functions administered by the Education Vice President. The goals are to gather, receive, prepare and disseminate scientific information concerning the industry; and to provide for and to encourage the delivery and holding of lectures, exhibitions, classes and conferences calculated to advance the theory and practice of engineering involved in the motion-picture, television and allied arts and sciences.

4.6 [Policies](#)

The formal guidance needed to coordinate and execute activity throughout the institution. When effectively deployed, policy statements help focus attention and resources on high priority issues - aligning and merging efforts to achieve the organizations vision. Policy provides the operational framework within which the organization functions. Policies have widespread application and change less frequently.

4.7 [Transitional Governance Document](#)

This document includes the redacted Constitution, old Bylaws and Administrative Procedures which shall remain in force until such time as initial versions of the Operations Manuals described in 4.5 above are approved by the Board and the Transitional Governance Document is formally removed by an action of the Board. The content of approved Operations Manuals shall take precedence over similar or equivalent content in the Transitional Governance Document.

4.8 *Other Procedures*

Procedures are particular ways of accomplishing something. They should be designed as a series of steps to be followed as a consistent and repetitive approach or cycle to accomplish an end result. The operational processes required to implement organizational policy are expressed as procedures. Procedures have narrow application, change frequently and are very detailed.

4.9 *Robert's Rules of Order*

The edition of Robert's Rules of Order to be used is Robert's Rules of Order, Newly Revised, 11th Edition, Da Capo Press: Philadelphia, PA, 2011.

5 Process/Policy to Revise Operations Manuals

When the Board identifies items that need to be revised within the Operations Manuals, the Board shall through an approved motion delegate responsibility to the Revisions Committee for the preparation of proposed revisions. The Revisions Committee may also take the initiative to review these documents and recommend new wording when appropriate for consideration by the Board. The Revisions Committee shall present any revisions for approval by the Board. The Operations Manuals shall be reviewed periodically or as deemed necessary.

6 Organizational Structure

The Society shall be organized to manage and conduct its affairs effectively in furtherance of its goals and objectives consistent with the Bylaws.

As prescribed in the Bylaws, the Board of Governors (hereinafter, the Board) constitutes the top authority of the Society. It decides the policy which governs all Society activities. The Board is composed of the Society's Officers, Regional Governors and appointed Governors. This is described in greater detail in Article III of the Bylaws and in Section 7, Board of Governors, below.

The Executive Committee is composed of the eight Officers of the Society, as defined in Article V of the Bylaws and Section 8 below. The Executive Committee acts on behalf of the Board between Board meetings to provide an interim source of policy determination and to ensure continuing managerial supervision of Society affairs. See Section 8, Executive Committee, below for details.

The Officers of the Society (also referred to as Board Officers) are authorized in Article IV of the Bylaws and defined in Section 8 below. Chief among these is the President, who is responsible for guiding the affairs of the Society and is the chief spokesperson for the Society. See Section 8.2, President, below for details.

The President shall be assisted by the other Officers of the Society. These Officers have the dual responsibility of advising the President and of exercising management supervision and coordination of operations within their respective areas.

Major Programs shall be under a Committee authorized by the Board and reporting to the President, or another Officer specifically identified as responsible for such major Program Committee by the Board.

The Board shall appoint an Executive Director who shall be employed by the Society on such terms and conditions as the Board shall determine. Subject to approval by the Board, the Executive Director may employ administrative, technical or other specialists to serve the Society. The Executive Director shall be responsible to the Board for the operation of the principal office and such other offices as the Society may maintain and shall be responsible to the Board for the supervision of other employees of the Society. The responsibilities of the Executive Director are set forth in Section 8 below and in the Finance and Administration Operations Manual.

Local activities of the Society are conducted by constituent elements known as Sections, as defined in Article 1, Section 5 of the Bylaws. There are two types of Sections: (1) those organized according to geographic boundaries or other divisions, as may be determined by the Board, and (2) Student Chapters. The organization and operation of both types of Sections are defined in Sections 15 and 16 below, and in the Membership Operations Manual.

7 Board of Governors

The Board is established by the [Bylaws Article III](#). It is the top governing body of the Society and within the framework of the Bylaws decides policy which governs all Society activities. In accordance with Bylaws, Article III, the Board is comprised of Society Officers, Regional Governors, and members elected by the Board.

7.1 Regional Governors

Regional Governors shall be elected based on geographical representation as described in this section. For the purpose of representation on the Board, the Membership is divided into Regions. Regions will be established on the basis of aggregated membership (of all grades) greater than 500 members, or such other number as the Board shall determine for a Region.

The current Regions are as follows:

- New York
- Southern
- Eastern
- Central
- Western
- Hollywood
- Canada
- Asia and Australia
- Europe, the Middle East, Africa, and Central and South America

See the Appendix to the Membership Operations Manual for a list of Sections and the Regions to which they belong.

Each Region shall be represented on the basis of one Governor for each 500 members, or fraction thereof, of any grade. No one Section within a Region shall have more than one Governor for each 500 Section members or fraction thereof, of any grade except by two-thirds vote of the Board. Governors representing Regions shall be elected by the voting Membership in their respective Region.

To increase the number of Governors, the Region membership must exceed the nearest multiple of 500 by at least 25 members for two consecutive calendar years. Conversely, the number of Governors representing a Region will not be reduced unless the membership falls by at least 25 members below the determining multiple of 500 for two consecutive calendar years. To ensure continuity of Region representation, relocation of the permanent residence of an individual serving as a Governor to a new location outside the Region represented shall constitute a vacancy that shall be filled as described in [Bylaws, Article III, Section 3](#).

7.2 Term Limits and Filling of Vacancies for Board Officers and Governors

All Board Officers and Governors elected by the voting Membership of the Society shall serve for a term as described in [Bylaws, Article III, Section 3](#) with the following additional considerations:

- It is desirable that Governors serve no more than two consecutive two year terms. However, after being out of such office for at least one year, an individual may be considered again for nomination to the former office.
- It is desirable that Officers serve no more than two consecutive two year terms in the same office. However, where continuity of office is considered to be of greater benefit to the Society, nominations for additional terms may be appropriate.
- It is preferred that no individual hold two concurrent Board positions.
- The Past President shall serve until the end of the term of the current President.
- Whenever a vacancy occurs in the Board or in any office of the Society, the remaining Governors may elect an individual to fill such vacancy by a two-thirds majority of the full Board. Individuals so elected shall serve for the unexpired term of their respective predecessors.

7.3 *Obligations/and Responsibilities of the Board*

7.3.1 *General Duties and Requirements*

A Board Member is expected to:

- Regularly attend Board meetings and participates in deliberations. Two consecutive absences from meetings without prior notification to the Executive Director shall result in removal from the Board.
- Prepare for Board meetings by careful review of materials disseminated.
- Support Board actions. Board Members are expected to evaluate and follow up on actions taken at the Board meeting and on individual/team assignments.
- Treat matters discussed at Board Meetings as confidential and act with discretion.
- Serve on one or more committees or task forces.
- Attend and support Society events.
- Actively promotes the mission and goals of the Society.
- Remain a member in good standing of the Society.
- Actively recruit new SMPTE members.
- Identify at least three active SMPTE members for a leadership role or as a potential successor.
- Always have the best interest of the organization at the root of their actions.
- Observe professional meeting etiquette through:
 - Arriving on time for meetings and staying for the entire meeting.
 - Coming to the meetings prepared.
 - Respecting the views of fellow members.
 - Approaching the decision-making process with a positive attitude.
 - Speaking clearly and concisely.
 - Appreciating the efforts made by committees, task forces, Officers, Staff and others to achieve goals.
 - Understanding parliamentary procedure.

7.3.2 *Fiduciary Responsibility*

The Board must ensure adequate resources for the society and manage those resources effectively. To this end, the Board must be fiscally accountable, approve a budget, and formulate policies related to contracts from public or private resources. Specifically, as noted in the Bylaws in Article III, Section 1, members of the Board have fiduciary obligations of care, loyalty, and obedience on behalf of the Society.

- The duty of **care** requires the full attention to one's duties as a Board Member, setting aside competing personal or professional interests to protect the assets of the institution. This includes financial assets to be sure, but it also includes the Society's reputation, personnel, and tangible assets as well. The expectation is that a Board Member acts reasonably, competently, and prudently when making decisions as a steward of the organization.
- The duty of **loyalty** requires Board Members to put the interests of the society before all others when dealing with matters relating to the society. It prohibits a Board Member from acting out of self-interest. The Board's Conflict of Interest Policy provides guidance on how a conflicted Board Member can avoid putting personal interests first.
- The duty of **obedience** refers to the Board Member's obligation to advance the mission of the society. It also includes an expectation that Board Members will act in a manner that is consistent with the mission and goals of the society. Failure of this duty can result in a loss of public confidence in the organization as well as financial issues.

7.3.3 *Limitation of Liability for Officers and Governors*

As noted in the [Bylaws, Article VI, Section 1](#) and reproduced here for convenience, to the fullest extent permitted by the Act, the personal liability of the Board Officers and Governors of the SMPTE is hereby limited.

7.3.4 *Indemnification of Officers and Governors*

As noted in the [Bylaws, Article VI, Section 2](#), SMPTE shall not hold any Governor or Board Officer liable for any liabilities, costs and expenses (including attorneys' fees and expenses) when incurred while acting as a Governor or Board Officer of the Society. Within reason, SMPTE shall cover costs associated with civil actions or proceedings. SMPTE shall maintain insurance for such purposes, as detailed in the Finance/Administrative Operations Manual.

7.4 *Meetings of the Board of Governors*

The Board shall hold at least three meetings each calendar year as follows: a Q1 meeting, typically held in January or February, a mid-year meeting, typically held in June or July, and a Q4 meeting, typically held in October. At least thirty days' notice of the time and place of all regular meetings shall be sent to the members of the Board.

Special meetings may be called at any time by the President or by any two other Officers of the Society upon at least seven days' notice. All arrangements for the meetings shall be made by the Executive Director. The Executive Director shall prepare a meeting agenda for approval by the President, and shall distribute it to all members of the Board at least two weeks prior to the meeting along with relevant meeting materials. To improve efficiency, the Board operates using a consent agenda. Reports and other topics needing Board review but not deemed controversial are included in the consent agenda, which will be considered in one action during the meeting. Board Members are responsible for reviewing the consent agenda as well as other materials prior to Board meetings.

Board Members have the right to request that any item on the consent agenda be moved from the consent agenda to the meeting agenda, and be dealt with separately by the Board. Such notification should be provided as soon as possible prior to the meeting by notifying the President or Executive Director.

In order to facilitate effective communications, Members are strongly encouraged to attend all regular Board meetings in person. However, if necessary, Board Members shall be able to participate by telephone or by any means of communication by which all persons engaged in the meeting are able to communicate with one another and otherwise fully participate in the meeting process. Such participation shall constitute presence at the meeting.

The Executive Director shall attend all meetings, but is not entitled to vote. The Executive Director shall be responsible for the recording of the minutes of the meeting. Drafts of the minutes shall be reviewed, as appropriate, by the President, the Secretary/ Treasurer, the Society's legal advisor and the Society's auditor prior to their final preparation and distribution. The minutes shall not normally be a verbatim transcript but shall be edited and condensed to reflect the actions taken and the substance of applicable discussion.

7.4.1 *Board Rules of Order*

As prescribed in Article III, Section 4, Subsection E of the Bylaws, the rules of order established by the Chair shall govern. In establishing such rules, the Chair shall be guided by the latest edition of *Robert's Rules of Order*, where not inconsistent with the Bylaws or the Act. See Section 4.9.

7.4.2 *Quorum*

As indicated in Article III, Section 4, Subsection C of the Bylaws, a Simple Majority of all individual Board Members ("Board Quorum") shall constitute a quorum for the transaction of business.

Per Robert's Rules of Order, temporary absence of one or more Board Members from the meeting room does not constitute loss of Board Quorum and the ability to conduct business, but the President shall provide reasonable opportunity for Board Members to be summoned prior to a vote.

When a Board Quorum is not present, the meeting may continue; however all decisions shall be confirmed by the President either at the next Board meeting during which a Quorum is present, or by a Written Vote as described in Section 7.4.4 below, at the discretion of the President.

7.4.3 *Voting*

As indicated in Article III, Section 4, Subsection D of the Bylaws, Board Members present at the meeting and voting either yes or no but not those abstaining ("Board Consensus Body") shall serve as the basis for determining the voting threshold needed to carry a vote. The vote of a Simple Majority of the Board Consensus Body at a duly called

meeting at which a Board Quorum is present shall be the act of the Board, except as otherwise provided by the Act, in the Bylaws or in one of the Operations Manuals. Each Board Member shall have one vote.

For any vote, a Board Quorum must be present, whether or not a Board Quorum was present at the beginning of the meeting. All votes shall be recorded in the meeting minutes. If a Board Quorum is no longer present, then the results of the vote shall require confirmation as specified in Section 7.4.2 above.

7.4.4 Voting Without Convening a Meeting

The Board may vote on an action as a group without convening a meeting of the Board, only if each Board Member entitled to vote on the action approves the proposed action in writing, within the specified deadline for casting a vote. If any Board Member fails to vote or fails to approve the action, the action will not carry. For purposes of this section, Board Member votes shall be in writing, signed by the respective individual Board Member, and returned to SMPTE Home Office by mail, fax, or electronic transmission no later than the specified deadline. Board Member consents shall be documented as a record of action and be included with Board minutes reflecting the action taken.

7.5 Removal of a Board Member or Officer

As provided in Article III, Section 5 and [Article IV, Section 3 of the Bylaws](#), a Board Member, whether an Officer of the Society or not, may be removed from office, with or without cause, by two-thirds vote of the total membership of the Board. Such vote shall be initiated only by written petition of ten (10) percent of the Active Members or by a vote of the Simple Majority of a Board Quorum.

7.6 Removal of Appointed Positions

Persons appointed by Board Members or Officers, including but not limited to Directors, Chairs of any Standing Committee, Chairs of any Ad Hoc Committee and committee members, may be removed from their position, with or without cause, by simple majority vote of the Board. Such vote shall be initiated only by written petition of ten (10) percent of the Active Members or by a vote of the Simple Majority of a Board quorum.

8 Officers of the Society, Executive Committee and Executive Director

The Officers of the Society are those authorized by Article IV Section 1 of the Bylaws. The Executive Committee is authorized by [Bylaw V, Section 1](#). The Executive Committee takes interim action on urgent policy or business matters which arise between Board meetings, and serves the Board by maintaining a close and continuing supervision over the operations of the Society. The Executive Committee is particularly concerned with the review of the business operations of the Society, the preparation of budgets and the carrying out of assignments of the Board. It maintains a close contact with the Executive Director who is invited to attend meetings of the Executive Committee. The President of the Society is the chair of the Executive Committee.

The President, Executive Vice President, immediate Past President, Secretary/Treasurer and four other Vice Presidents shall be Officers of the Society. Each Officer shall continually be mindful of the need for further delineation and clarification of the responsibilities of that office, and to that end, shall present recommendations to the Board as the need thereof becomes evident.

Each Officer, upon leaving office, shall transmit to his/her successor recommendations for the improvement and maintenance of continuity of activities that have been within the scope of his/her responsibilities. Each Officer-elect, upon notice of election by the Executive Director, shall proceed with appointments as described in this Operations Manual, and otherwise prepare to assume office at the beginning of the elected term.

All arrangements for the meetings of the Executive Committee shall be made by the Executive Director. The Executive Director prepares the agenda for approval by the President and distributes the approved agenda to all members of the Committee prior to the meeting. The Executive Director attends all meetings.

The Executive Director is responsible for recording the minutes of the Executive Committee meetings. Drafts of the minutes are reviewed, as appropriate, by the Chair, the Secretary-Treasurer, the Society's legal advisor, and the Society's auditor prior to their final preparation. The approved minutes are distributed to all members of the Board.

In the event that any Officer, other than the President, becomes incapacitated or for any reason is unable to discharge their responsibilities, the Executive Committee may designate another Officer to temporarily assume the responsibilities in order that the affairs of the Society may continue to be transacted without serious interruption.

8.1 *Term of Office*

The 1st of January of each odd-numbered year shall begin a term of office for the President, Executive Vice President, Past President, Education Vice President, Secretary/Treasurer, and approximately one-half of the Governors.

The 1st of January of each even-numbered year shall begin a term of office for the Standards Vice President, Finance Vice President, Membership Vice President, and the remaining Governors.

8.2 *President*

The President, more than any other Officer, is responsible for the good name and reputation of the Society. All duties of the President shall be carried out in accordance with this responsibility.

The President shall determine that the functions of the other Officers are being exercised diligently, and if not, take appropriate action. While each other Officer has specific assigned duties, the President shall have the authority to halt an action of another Officer until any matter of disagreement can be resolved by three-fourths of the total membership of the Board.

The President shall appoint such committees as are authorized by the Operations Manuals, together with such other committees as the Board may authorize the President to appoint.

The President shall approve the chairs of the various committees appointed by the other Officers.

The President shall exercise general supervision and control over the make-up of the Society's Programs. The President may delegate these responsibilities, but shall be responsible for their satisfactory execution.

The President should personally attend all technical conferences of the Society, and all meetings of the Board. During the technical conferences, the President should personally preside at the opening luncheon, the formal banquet, all business meetings, and should personally make presentations of the Society's awards.

In the conduct of the Society business meetings, the President shall see that every individual having the right and desire to be heard shall be heard, but that no discussion is prolonged beyond a useful period of time. The President should see that rules of parliamentary procedures are followed firmly and impartially.

The President shall at all times, by precept and example, do and say those things which tend to promote harmony within the Society and between the Society and other persons, groups or organizations.

The President shall review and either approve or disapprove all formal publicity relative to the policies of the Society published by the Society with the intent of generating coverage by the trade press or popular press. However, this requirement for review shall not apply to informal posting on social media sites, blogs, the SMPTE web site or similar electronic media.

The President shall, during the term of office and consistent with the policies of the Society, continually endeavor to increase the Sustaining and Individual memberships of the Society.

During any period of absence or temporary incapacity of the President, the Executive Vice President shall perform and have the duties and powers of the President. In the event that both the President and Executive Vice President are unable to serve, the Standards Vice President then the Finance Vice President (in that order) shall perform and have the duties and powers of the President. This acting President shall serve for periods not to exceed thirty days, with the provision that within ten days of the expiration of any such period, the Executive Committee may renew the appointment for an additional period pending further action by the Board.

8.3 *Past President*

The immediate Past President shall serve in an advisory capacity to the other officers and governors of the Society. The Past President may be requested by the President to assume other duties suited to experience gained in Society affairs.

The Past President shall chair the following committees:

- SMPTE Board and Officers Nominating Committee
- Fellow Membership Nominations Committee
- Fellow Qualifications Committee
- Human Resources Committee

8.4 *Executive Vice President*

The extensive geographical scope of Society activities leads to demands upon the President that are difficult or impossible to fulfill. In order to discharge the responsibilities more efficiently, the President may, therefore, with discretion, assign to the Executive Vice President, specific tasks of a nature that would normally require the personal attention of the President, as follows:

- Acting as Chairman of the Executive Committee
- Assisting the Executive Director in arriving at decisions involving matters of personnel, public relations, law, etc., between meetings of the Executive Committee, in accordance with policies as established by the Board
- Representing the Society before the public or the Membership on such occasions as may be requested by the President
- Other duties as assigned by the President

Additionally, the Executive Vice President shall assume primary responsibility for leading the following activities:

- Long-Range Planning Committee
- Conference Strategy Committee
- Audit Committee
- Progress Report Committee
- Progress Medal Committee

In the event of disability of the President, and when so requested by the President or the Executive Committee, the Executive Vice-President shall become Acting President, pending action by the Board. Such appointment shall be for periods not to exceed thirty days, with the provision that within ten days of the expiration of any such period, the Executive Committee may renew the appointment for an additional period pending further action by the Board.

8.5 *Secretary/Treasurer*

The Secretary/Treasurer shall be responsible to serve as the Society's parliamentarian and secretariat as well as to ensure affairs of the society are conducted in compliance with Bylaws and Operations Manuals. The Secretary/Treasurer shall also have specific fiduciary responsibility for oversight of the reserve fund and shall be a signatory to any reserve fund withdrawals as a check and balance against the Finance Vice President.

In line with these responsibilities, the Secretary/Treasurer shall have the following duties:

- The Secretary/Treasurer shall, in conjunction with SMPTE staff, keep up-to-date official records of the Bylaws of the Society and make sure they are available to the Membership.
- The Secretary/Treasurer shall oversee the process that ensures that the Operations Manuals are current and properly available.
- The Secretary/Treasurer shall Chair and appoint a Revisions Committee. Membership on this Committee is subject to the approval of the President.
- The Secretary/Treasurer shall have responsibility for ensuring, with the assistance of the Executive Director, the care and proper custody of the records and the seal of the Society. The Executive Director shall have custody of the seal.

- The Secretary/Treasurer shall ensure, with the assistance of the Executive Director and Staff, that all meetings of the Board and Executive Committee are properly recorded, approved, published and distributed. Minutes of such meetings shall be scrutinized and approved, as appropriate, by the President, Secretary/Treasurer, the Society's legal advisor and the Society's auditor before being duplicated and distributed. The Secretary/Treasurer shall ensure that a copy of the minutes is forwarded to each member of the Board for approval action at the next meeting.
- The Secretary/Treasurer, with the assistance of the Executive Director, shall ensure that necessary reports from Officers and Committee chairs are available for presentation to Board meetings, and facilitate all necessary official correspondence on behalf of the Board.
- The Secretary/Treasurer shall serve as a member of the Financial Advisory Committee.

Additional fiduciary responsibilities of the Secretary/Treasurer are described in the Finance/Administration Operations Manual.

8.6 Finance Vice President

The Finance Vice President shall be responsible for monitoring the day-to-day financial operations of the Society. The Finance Vice President shall submit proposed budgets to the Board, and shall strive to make sure that the Society's operations are in accordance with the budgets approved by the Board. The Finance Vice President shall study the cost of operation and the income possibilities, so that the greatest service may be rendered with the funds available. Where it appears that the budget is being or is about to be exceeded in any department or accounting division of the Society, this shall be reported to the Executive Committee with a view to bringing such items into balance with the budget.

The Finance Vice President shall submit reports to the Board on those financial operations of the Society, including the recommendations of Financial Advisory Committee.

The Finance Vice President shall serve as Chair of the Financial Advisory Committee appointed by the President.

The Finance Vice President shall follow the policies and procedures with regard to handling of Society funds as outlined in the Finance/Administrative Operations Manual.

Additional fiduciary responsibilities of the Finance Vice President are described in the Finance/Administration Operations Manual.

8.7 Education Vice President

The Education Vice President shall be responsible to direct and exercise general supervision over all educational activities of the Society including approval of content for publications, conference programs, and professional development as well as the preparation, supervision, and execution of the technical conference programs, including non-technical material and data related to Standards Technology Committees supplied by the Standards Vice President. The Education Vice President shall exercise supervision over the planning and direction of all technical sessions of technical conferences as well as secure keynote speakers where required.

The Education Vice President will work closely with Staff to ensure that such operations are conducted within the budget adopted by the Board. The Education Vice President shall coordinate with the Membership Vice President to provide guidance on programs for Sections and student activities.

The Education Vice President may appoint up to three Education Directors for the purpose of supporting activities such as content programming and education review for conferences, journals, webinars, and other professional development content. Education Directors shall be appointed for a term of one year with not more than three consecutive annual renewal terms. Directors may be selected from the Membership, but first consideration should be given to selection of an elected Governor who has appropriate expertise. Where Directors are not also Governors, Directors are to be invited to participate in Board meetings but shall not have a vote.

The Education Vice President shall direct the procurement of technical papers for the Society technical conferences.

The Education Vice President, in cooperation with the Membership Vice President, shall provide all possible program assistance to local Sections of the Society.

The Education Vice President shall appoint and supervise those Education Committees authorized by the Board.

Further Duties of the Education Vice President are described in the Education Operations Manual.

8.8 Membership Vice President

The goals of the Membership Vice President are to advance the scientific aims and purposes of the SMPTE Membership to the extent that such scientific aims are consistent with or conform to the scientific purposes of SMPTE.

The Membership Vice President shall be responsible for the administration of affairs directly affecting Members, including the activities of Sections and Student Chapters. These duties include the following:

- The Membership Vice President shall encourage and assist the Sections and Student Chapters in their efforts to increase the scope and improve the quality of their activities.
- The Membership Vice President is specifically responsible for ensuring that the Sections and Student Chapters are conducting regular and engaging programs that serve Members' needs, as well as growing membership of the Society.
- The Membership Vice President shall ensure that mechanisms exist to allow Section officers to be aware of meetings held by other Sections.
- The Membership Vice President shall facilitate interchange of ideas for meetings among Sections.
- The Membership Vice President shall aid in the formation of new Sections and Student Chapters.
- The Membership Vice President shall also investigate applications for new Sections or Student Chapters, and report to the Board relevant information thus obtained so as to aid the Board in determining whether or not to grant permission for the formation of new Sections and Student Chapters.
- The Membership Vice President shall interpret Society policy for Sections and Student Chapters and advise them as to any deviation from Society policy or from the Bylaws and Operations Manuals of the Society.
- The Membership Vice President shall attend as many Section meetings in as many different areas as possible so as to obtain direct information regarding Section programs and activities.
- The Membership Vice President shall be responsible for reviewing all written requests from any Section's Board of Managers requesting a change in their Section name, and, if the change is deemed to be desirable and necessary, will forward the Section name change to the Board for their final approval.
- The Membership Vice President is specifically responsible for ensuring that the Sections and Student Chapters are conducting regular and engaging programs that service Members' needs, as well as growing the membership of the Society.
- The Membership Vice President shall be responsible for general supervision and coordination of procedure for membership services. The Membership Vice President shall establish and monitor adherence to criteria used to provide uniformity and equality in the consideration of applicants and conformity with the provisions of Bylaws and objectives of the Society calling for the maintenance of a high professional standing among its members.
- The Membership Vice President shall be responsible for reviewing applications for Active Membership that have been rejected by the Executive Director, and hence referred for further consideration. In consultation with the appropriate Section Chairs, the Membership Vice President shall determine whether to sustain or overrule the rejection and shall advise the Executive Director accordingly.
- The Membership Vice President shall present a report to the Board at each of its meetings covering the activities of Sections and Student Chapters since the previous meeting, such report being a summary of reports from Sections and Student Chapters. In the event that the activity of any Section or Student Chapter has consistently fallen below a satisfactory level, the Membership Vice President may recommend to the Board that the Section or Student Chapter be disbanded.

None of the duties of the Membership Vice President shall be construed as interfering with the responsibility of Section and Student Chapter officers for maintaining a high level of Section and Student Chapter activity.

The Membership Vice President may appoint up to three Membership Directors, with duties defined in the Membership Operations Manual. Membership Directors shall be appointed for a term of one year with not more

than three consecutive annual renewal terms. Directors may be selected from the Membership, but first consideration should be given to selection of an elected Governor who has appropriate expertise. Where Directors are not also Governors, Directors are to be invited to participate in Board meetings but will not have a vote.

Further Duties of the Membership Vice President are described in the Membership Operations Manual.

8.9 *Standards Vice President*

The goals of the Standards Vice President are to promote and further the interests of the general public in the engineering, technical and safety aspects concerned with the use and enjoyment of the benefits provided by the motion-picture, television and allied arts and sciences;

The Society's technical engineering effort is carried out by a number of Standards Technology Committees consisting of experts in the various fields of the Society. Such committees shall report to the Standards Vice President

All Standards projects shall be directed and supervised by the Standards Vice President. The Standards Vice President shall maintain, and adhere to, the Standards Operations Manual.

The Standards Vice President shall appoint up to three Directors from the SMPTE Membership for the purpose of supporting activities such as management of Technology Committees or leadership of special engineering projects. Standards Directors will be appointed for a term of one year with not more than three consecutive annual renewal terms. Directors may be selected from the Membership, but first consideration should be given to selection of an elected Governor who has appropriate expertise. Where Directors are not also Governors, Directors are to be invited to participate in Board meetings but will not have a vote.

The Standards Vice President shall furnish for publication, when required, the approved scopes and status of work items for all Technology Committees, and the list of delegates to the committees of other technical and scientific organizations. Reports to the Membership shall be supplied to the Education Vice President for publication. The Standards Vice President shall be responsible for the accuracy, content and form of all official engineering reports.

The Standards Vice President shall be responsible for the technical content and the quality of the Society test materials.

Further Duties of the Standards Vice President are described in the Standards Operations Manual.

8.10 *Executive Director*

The Board shall appoint an Executive Director who shall be employed by the Society on such terms and conditions as the Board shall determine. Subject to approval by the Board, the Executive Director may employ administrative, technical or other specialists to serve the Society. The Executive Director shall be responsible to the Board for the operation of the principal and such other offices as the Society may maintain and shall be responsible to the Board for the supervision of other employees of the Society. Further duties of the Executive Director are described in the Finance/Administrative Operations Manual.

9 **Elections of the Officers and Governors**

Society elections shall be conducted in accordance with the provisions of this section.

9.1 *SMPTE Board and Officers Nominating Committee (“Nominating Committee”) Procedure*

9.1.1 *Nominating Committee Formation*

Purpose: To nominate candidates for annual election of Officers and Governors.

Responsible Officer: President

Chair: Past President, or if unavailable, a previous past president as appointed by the President.

Participants: Before the second Monday in January, after due consultation with the Executive Vice President and Past President, the President shall appoint eleven voting members of the Society to form a Nominating Committee for selection of Society Officers and Governors. The Committee shall consist of five members of the current Board (one being an alternate) who are serving in their first year of a two-year term of office, five members who have served on any previous Board within the past six years, but who are not currently members of the Board (one being an alternate), and the Past President. The President shall be an honorary member of the Committee, voting only when it is required for a quorum.

9.1.2 Nominating Committee Meetings

The Nominating Committee shall hold a minimum of two meetings, either in person or by virtual means. It is recommended that the first Nominating Committee meeting shall be convened immediately preceding the first Board meeting of the calendar year.

Recommendations for Regional Governor candidates shall be made by Sections within those Regions and conveyed to the Chair of the Nominating Committee not less than two weeks before its first meeting of the year.

Members of the Nominating Committee shall prepare a list of nominations for vacant Officer positions and present them to the Chair at the first Nominating Committee meeting.

At the first meeting, the Chair of the Nominating Committee shall present a list of candidates proposed for Officers and Governors and as appropriate, assign members of the Committee to confirm the qualifications, availability, and willingness of these candidates to serve, and to assist Staff in obtaining biographical information for each candidate no later than 15 April.

Members of the Nominating Committee can propose additional nominations for the vacancy of an Officer or Governor if they are received by the Chair prior to 1 April. These proposals must be presented in writing, and include biographical information.

The Chair of the Nominating Committee shall send a copy of all biographical information received by 15 April to the members of the Nominating Committee. The members shall review these documents in preparation for the final meeting.

The last opportunity for members of the Nominating Committee to present additional candidates for Officer and Governor positions shall be during the final Nominating Committee meeting, which must be held at least thirty (30) days prior to the mid-year Board meeting.

Any nominations being put forward by the Nominating Committee to the Board must be accompanied by a confirmation that the nominee has read, understands and is able and willing to comply with the Society Bylaws and Operations Manuals.

9.1.3 Officer Nominations

During the final meeting, the Nominating Committee shall nominate, by following the voting procedure defined in the section 9.1.6 “Nominating Committee Voting” one or more candidates for each office of the Society to be filled for the term beginning the following 1 January.

9.1.4 Board of Governors Nominations

During its final meeting, the Nominating Committee shall nominate at least two and not more than three candidates for each vacancy to be filled on the Board for the term beginning the following 1 January.

In the unusual case(s) where it is impractical to nominate multiple candidates for a Region position, the Board, by three quarters affirmative majority of those present and voting, may waive the requirement on a case by case basis.

9.1.5 Nomination Qualifications/ Considerations

All candidates must be Active Members of the Society, as defined in the [Bylaws Article II, Section 1.A](#), and detailed in the Membership Operations Manual.

In its deliberations, the Nominating Committee shall give consideration to the following guidelines:

- In considering candidates for Officer or Governor, preference should be given to selecting those who have held office in a Section or who have been active in Section affairs or in other forms of Society activity.
- An individual may be nominated for election to Officer or Governor for a term that is concurrent, in part, with a currently held Section office. However, a person shall not hold the position of Officer or Governor concurrently with the office of Section Chair.
- It is strongly preferred that Governors serve no more than two consecutive 2-year terms. However, after being out of such office for at least one year, an individual may be considered again for nomination as a Governor. This does not preclude a nomination to a different office in the succeeding term.
- It is strongly preferred that Officers serve no more than two consecutive terms in the same office.
- Multiple candidates for Officer positions may be considered only if there is a designated need for such action.
- Consideration should be given in the selection of candidates to achieve a balanced representation of the interests of the Membership.

It would also be in the Society's interest if candidates nominated for Officer's positions possess the following experience.

- For President: One term as Executive Vice President.
- For Executive Vice President: Two terms as a Vice President.
- For Standards Vice President: Two terms as an elected Board Member and/or Standards Director and two terms as the Chair of a Standards Committee.
- For Education Vice President: Two terms as an elected Board Member, and/or Education Director.
- For Finance Vice President: Two terms as an elected Board Member
- For Membership Vice President: Two terms as an elected Board Member and experience as a Section Officer.
- For Secretary/Treasurer: One term as an elected Board Member and one term as a member of the Revisions Committee or of the Financial Advisory Committee.

9.1.6 *Nominating Committee Voting*

Voting shall be by secret ballot, and may be conducted electronically. Seven affirmative votes are required to nominate a candidate for a vacant position. Seven dissenting votes are required to disapprove of the automatic nomination of the Executive Vice President to the position of President.

When two or more regular members of the Nominating Committee are absent, both alternate members may cast their votes. The President is a non-voting member of the Nominating Committee, except if required to obtain a quorum, but may participate in all discussions. A quorum shall exist when nine members are present.

When a member of the Committee is proposed for nomination, that member shall be asked to leave the Nominating Committee proceedings temporarily and shall not participate in the voting. In this instance, the quorum is reduced to eight members if both alternates are already participating or are absent, and the President is not in attendance.

9.1.7 *Nomination by Petition*

The name of any voting member in good standing may be placed in nomination for an Officer or Governor by a petition physically signed (or verified by electronic means as determined by the Board) by at least five percent of the Society's voting members as of 1 April in the year of the nomination. For a Governor, the petition must be signed by five percent of voting members in the Governor's Region as of 1 April. Nomination petitions, must be delivered to the Society's registered address (See SMPTE Contact) attention Executive Director no later than 15 April. Any nominations being put forward to the Executive Director must be accompanied by a confirmation that the nominee has read, understands and is able and willing to comply with the Society Bylaws and Operations Manuals

Nomination by Petition candidates meeting the petition requirements shall be added to the list of candidates otherwise selected by the Nominating Committee and identified accordingly.

9.2 *Executive Committee Nominee Review*

When the Nominating Committee has completed its work, the Chair shall convey the final selection of nominees to Home Office, who will forward the slate to the Executive Committee for its review.

Following the Executive Committee's review of the nominations, the Executive Director shall forward the slate of candidates to the Board within the Board package prior to the mid-year meeting.

Only the Board may approve or change the slate of candidates.

9.3 Board of Governors Nominee Approval

During the mid-year meeting of the Board, the election slate proposed by the Nominating Committee shall be presented the Board, and the list shall be final unless the Board, by a three-fourths affirmative vote of those present, directs that any name be deleted from the slate.

If the Board directs that a name be removed from the list of nominees, the Board shall remain in session until it selects, by a simple majority vote and in consultation with the available Nominating Committee members, a replacement candidate. The Board shall attempt to confirm the candidate's agreement that the candidate is willing and able to serve if elected during active session. If the candidate cannot be reached during the session efforts shall be made to confirm after the close of the session. The Board shall be reconvened within two weeks' time in the event the candidate cannot serve to consider alternates.

It shall be the duty of the Chair of the Nominating Committee to notify affected individuals of any changes resulting from the Board's action and to obtain further confirmation of acceptance if deemed appropriate.

The Chair of the Nominating Committee shall present to the Secretary/Treasurer, or Staff Member as delegated by the Secretary/Treasurer, copies of all letters of notification and acceptance derived from these changes and from the procedures of the Nominating Committee.

The Secretary/Treasurer, or Staff as delegated by the Secretary/Treasurer, shall notify each candidate of his or her nomination immediately after Board review.

9.4 Officer and Governor Election Ballot Preparation

The names of all candidates who indicate their assent to the nomination, including any nominees presented by petition, shall then be placed upon an electronic ballot. The ballot shall contain a means for a write-in vote for each position.

The ballot shall contain a photograph, listing of Society activities, brief biography (approximately 100 words), and brief statement of goals (approximately 50 words) for each candidate. A hard copy version of the ballot shall also be created for those members of the Society for whom an email address is not on file, and sent via first-class mail to the mailing address provided by the member. As part of the ballot, a link to an election guidance web site shall be provided describing how votes are to be tallied and explaining how various special cases are to be addressed. For paper ballots, the link shall be written on the ballot.

The electronic ballot shall be opened and voting members shall be notified via email no later than the third Monday of August. Hard copy ballots with return envelopes addressed to SMPTE shall be mailed to voting members for whom no email address is on file, and shall be postmarked no later than the third Monday of August.

No member shall cast more than one vote. Voting members shall follow the instructions given for the maximum number of votes placed for each vacant position. If more than the maximum number of votes allowed for a vacant position is cast by a member, that member's vote for the position in question shall be considered invalid and shall not be counted. The ballots shall close at 23:59 hours Coordinated Universal Time (UTC) on the last Monday of September.

9.5 Officer and Governor Election Results

9.5.1 Determining and Reporting Results

Following the close of elections, reports of the results shall be gathered from the electronic voting system and hard copy ballots, and compiled by SMPTE Staff. These reports will be provided to the Election Integrity Committee for verification of voting integrity. Election shall be by plurality vote, and in the case of a tie, the choice shall be decided by sortition (lottery) conducted by the Election Integrity Committee.

If two Governors are to be elected from a Region where one is for a one-year term and one is for a two-year term, the candidate with the highest vote total shall be elected to the two-year term, and the candidate with the next highest vote total shall be elected to the one-year term provided there is no conflict with the following paragraph.

If two Governors are to be elected from a Region containing multiple Sections, the two candidates with the two highest vote totals shall be elected unless they are from the same Section. In this case, the candidate with the second highest vote total shall be replaced by the candidate from another Section with the highest vote total.

After the close of the election, the Election Integrity Committee shall review the election results within seven business days.

Upon completion of the Election Integrity Committee review, Staff shall notify all candidates (Officers and Governors) of the results of the elections in writing, no later than seven business days. Once all candidates have been notified, the results shall then be distributed to the Board of the Society. The formal results announcement shall then be published to the membership of the Society on the SMPTE website as well as in the next issue of the Journal of the Society.

9.5.2 *Appeal of Election Results*

Any appeal of election results shall be filed with SMPTE Contact within 30 days after the formal announcement to candidates of the results of the election. The appeal shall contain a description of the appeal issue and a requested remedy. The appeal shall be reviewed by the Membership Vice President and if the issue cannot be resolved forwarded to the Board for action. The final arbiter is the Board whose decision shall be final.

9.5.3 *Destruction of Ballots*

The vote tally shall be considered confidential and once integrity of election is confirmed and no appeals are active, the voting details shall be destroyed.

10 Society Membership

10.1 *Resignation, Termination or Suspension of Membership in the Society*

Resignation from membership shall be effective upon SMPTE's receipt of a member's notice of resignation. Membership in SMPTE shall be suspended or terminated if a member does not pay all required membership dues in full by the due date established by the Board. In addition, the Board may, by the affirmative vote of a Simple Majority (defined as more than half the votes cast) of a Board Quorum, terminate a member's membership for one or more material violations of any provision of the SMPTE Bylaws, the Operations Manual, or any applicable provisions of the Act. Termination of membership shall not extinguish such member's financial obligations, if any. Any former member whose membership has been terminated pursuant to this subsection may be reinstated upon application made to the Board and upon approval by the vote of a majority of the entire membership of the Board.

11 Appeal process

The Society provides an appeal process for those members who feel they have been adversely affected by action or inaction by an Officer or employee of the Society. Members shall first attempt to resolve their concern with an appropriate Officer of the Society. There may be specific procedures in related Operations Manuals. An appeal to the Board shall be made by the affected member personally, in writing and addressed to the President or the Executive Director. Decisions by the Board shall be final, and not subject to additional appeals. The appellant shall not be entitled to vote on the question.

The Board shall either place this topic on the agenda of a Regular Meeting (if one is scheduled within 60 days), or convene a Special Meeting within 30 days of receipt of the appeal. Once convened and determination of quorum the appellant is invited to join the meeting at the appointed time. All Board Members are required to review distributed

documents in advance. If the appellant wishes to use any documentation to support his or her position, this must be received by the SMPTE Home Office (to the attention of the Executive Director) no later than one week prior to the meeting.

Rules for these Proceedings:

Legal counsel is not permitted to be present at the meeting. Each party will be given an opening period of five minutes to speak. The appellant shall speak first and then the Society, represented by the President and Executive Vice President, shall go next. Next, members of the Board will be given the opportunity to ask questions of anyone present in the meeting for a fixed period of 20 minutes. The appellant will be given five minutes to make a final summary statement before being asked to leave the meeting. The Board will deliberate for 15 minutes and a vote will be conducted. Board Members should recuse themselves where there is a conflict of interest, or a reasonable expectation of the perception of such a conflict. The appellant shall be notified of the decision immediately following the adjournment of the meeting by the President and Executive Director. A follow-up email will also be sent. These general timeframes may be modified in the interest of a complete review of the relevant facts.

12 Expulsion of a Member

A member may be expelled for just cause. Just cause includes any unethical or unlawful conduct unbecoming a member of SMPTE or intended to bring the SMPTE into disrepute. Expulsion may take place only upon an affirmative vote of a two-thirds majority of the entire membership of the Board after an opportunity to be heard before the Board shall have been granted to such member. No accused or accusing member shall be entitled to vote on the question of any such expulsion. Expulsion is permanent.

13 Dues

Annual dues for grades of individual membership and Sustaining membership shall be set from time to time by the Board, such action requiring approval by a majority of the Board.

Annual dues for membership in all grades will be on a cyclical billing basis. The billings for the annual dues will be forwarded to members and are payable on before their cyclical billing dates.

Change in the grade of individual membership to a grade with lower or no dues shall be without effect upon the amount of annual dues payable in the year in which such change occurs.

14 Meetings of the Society

Annual Meetings of the Society are held in accordance with the provisions of [Bylaws, Article II, Section 4A](#).

The Annual Meeting should be held coincident with an event at which a large number of SMPTE Members will be present (typically the SMPTE Annual Technical Conference).

Notice of the Annual Meeting shall be given to the Membership as described in the [Bylaws Article 2, Section 4B](#).

Special meetings of the Society may be called as described in the [Bylaws Article II, Section 4C](#). A petition calling for a Special meeting (as provided in the [Bylaws, Article II, Section 4C](#)) shall be delivered to the Executive Director ("SMPTE Contact").

The President shall preside at all meetings of the Society. In the event the President is unable to attend, the Executive Vice President shall preside.

All arrangements for the meetings shall be made by the Executive Director, who shall prepare the agenda for approval by the President.

The Executive Director shall prepare a draft of the minutes for approval by the President, Secretary/Treasurer, the Society's legal advisor, and the Society's auditor, as appropriate, before distribution. A report of the meeting shall be published as soon as feasible in the SMPTE Journal.

14.1 Society Membership Voting

Active Members are authorized to vote in person at a meeting or by proxy. Voting procedure is outlined in [Bylaws Article II, Section 4](#) and reproduced here for convenience:

14.1.1 Member Quorum

Active Members are authorized to vote in person at a meeting or by proxy exercised by the Active Member's designee at a meeting. The lesser of five (5) percent or 250 of the total SMPTE Active Members ("Member Quorum") present in person or by proxy, shall constitute a quorum for any Active Member vote. The Active Members may meet without a quorum if no vote of the members will be taken.

14.1.2 Rules of Order

The rules of order established by the Chair shall govern. In establishing such rules, the Chair shall be guided by Robert's Rules of Order, where not inconsistent with the Bylaws or the Act.

14.1.3 Voting at a Member Meeting

The number of Active Members voting either yes or no but not those abstaining ("Member Consensus Body") shall serve as the basis for determining the voting threshold needed to carry a vote. The vote of a Simple Majority of the Member Consensus Body, provided that a Member Quorum is present, shall carry any action, except as otherwise provided in the Bylaws, these Operations Manuals or by the Act.

14.1.4 Voting Without a Member Meeting

In addition to action at a meeting in person or by proxy, all Active Member voting may be conducted without a meeting by mail, telephone call, electronic mail, or any other means of electronic or telephonic transmission provided that the member states in such transmission that the method of voting chosen was authorized by the member. If the Active Member does not affirmatively state that the method of voting was authorized, consent shall be inferred by inclusion of the Active Member's birth date, member number or other unique identifier. The quorum requirements for member voting outside of a meeting shall be the same as in-person meetings.

14.1.5 Proxy Voting

Any Active Member may authorize another Active Member to cast his or her vote at a member meeting. Such authorization shall be signed by the respective Active Member and submitted by mail, fax, or within or as an attachment to an electronic mail. In addition, the authorization may be returned without a written signature and submitted by other means of electronic transmission, such as by electronic mail or via an electronic voting site, if it can be reasonably determined that the vote was authorized by the Active Member. Proxies shall be valid for eleven (11) months, or such other period as stated in the proxy.

14.1.6 Effect of Abstentions and Unreturned Ballots or Proxies

An Active Member who is present but chooses to abstain from a vote, or abstains by proxy or other form of participation outside of a meeting is nonetheless present for the purposes of establishing a Member Quorum. However, abstentions shall not be considered for purposes of determining the Member Consensus Body. Unreturned/blank proxies and ballots shall not be considered in determining the presence of a Member Quorum, shall not be considered as a yes or no vote, and shall not be considered for purposes of determining the voting threshold needed to carry a vote.

15 Sections

The members of the Society shall be organized into constituent geographic units called Sections. Sections shall be governed by the policies and procedures set forth in the Membership Operations Manual.

15.1 Authorization of a New Section

Sections of the Society may be authorized in any locality where the number of Individual Members, other than Student Members, exceeds fifty. The geographic boundaries of each Section shall be determined by the Board. Upon written petition for the authorization of a Section of the Society signed by fifty or more Individual Members, other than Student Members, the Board may grant such authorization.

If the enrolled voting membership of a Section falls below ten or the average attendance at meetings does not warrant the expense of maintaining that Section, the Board may cancel its authorization.

For procedures on managing a Section, see the Membership Operating Manual.

15.2 *Sub-Sections*

Sub-Sections are entities established by a Section, with the approval of Board, to better serve members residing in specific geographic areas outside the primary population or meeting area of the Section. They allow members to create a local sense of community in addition to being members of the parent Section. Sub-Sections shall be governed by the policies and procedures set forth in Section 8 of the Membership Operations Manual.

16 Student Chapters

Student Chapters are concerned primarily with stimulating interest in motion imaging and related technology among students and developing future engineers and technologists for the motion picture and television industries and related fields. In addition to formal training in specific subjects, the importance of inspiration, encouragement, and contacts within the industry should not be overlooked. Student Chapters shall be governed by the policies and procedures set forth in Section 10 of the Membership Operations Manual.

16.1 *Formation of a New Student Chapter*

Following receipt of a written petition for the formation of a Student Chapter, the Board of the Society may authorize a Student Chapter at a Qualifying Institution as defined in the Membership Operations Manual. This petition must be signed by a minimum of 12 SMPTE Student Members who are currently enrolled and in good standing at the Qualifying Institution (application for Society membership may be included with the petition), an Adviser (an Active Member), and a dean or department head of the Qualifying Institution.

Should the attendance at Student Chapter events fall to below ten, or the activity of the Student Chapter fall to fewer than four events in a school year, the Board may cancel the authorization.

17 Committee Administration

Unless otherwise specified in any Operations Manual, the following processes shall apply.

17.1 *Formation and Disbanding of Committees*

From time to time, it may be determined that a new committee is required by the Board. The process for formation of such a new committee shall be as follows:

Any member of the Board may propose the formation of a new committee. Such proposal shall include:

- Name of the proposed committee
- Purpose and objectives of the committee, typically a statement of approximately 50 words in length clearly stating why the committee is necessary
- The Responsible Officer for the proposed committee
- Specification on whether this committee shall be an Honors and Awards, Standing, or Ad-hoc committee; and if Ad-hoc, the desired work product to be delivered prior to the committee disbanding.
- The recommended composition of the committee, including number of members, and the desired skill sets and experience of the Chair and members.
- The work product or deliverable(s) for which the committee is responsible.

The proposed committee requires approval of the Board prior to its formation. In making such approval, the Board should carefully consider the necessity of the work and volunteer hours required for the proposal, and should review other existing committees to avoid duplication of activities. Upon formation of a new Honors & Awards or Standing Committee, the Revisions Committee shall be responsible for incorporating a description of the committee in the next edition of this Governance Operations Manual.

At least annually, the President shall review all current committees, and propose to the Board any committees which are no longer necessary, and should be disbanded. Committees shall be disbanded only by approval of the Board.

A listing of the current members of all current committees shall be published each year by the Executive Director, and distributed to all members of the Board, Directors and Committee Chairs prior to the Q1 Board meeting.

17.2 Responsible Officer

Every committee shall have a “Responsible Officer” who shall have administrative oversight and reporting responsibility to the Board.

17.3 Chair

Unless otherwise prescribed in an Operations Manual, the Responsible Officer of a committee appoints the Committee Chair, pending approval of the Board. If the Chair is prescribed in an Operations Manual, no Board approval is necessary. It is preferable that an appointed Chair have experience serving on or Chairing a SMPTE Committee in order to ensure they are familiar with the committee processes. Chairs of all committees shall be Active Members.

In the event of a vacancy, the Responsible Officer shall appoint an interim, or replacement Chair, to serve out the term. The Responsible Officer shall serve as Chair until doing so.

17.4 Committee Participants

The Committee Chair shall have the authority to appoint the committee members. The number of members of each committee shall be at the discretion of the Chair, unless otherwise prescribed herein.

Active membership in the Society is a necessary qualification for membership on any committee. However, non-voting advisors may be invited from among Associate Members or persons not members of the Society, and their names shall be listed as "Advisors" to the committee.

Any member of an Award Committee shall be required to recuse himself or herself from rating a nominee if the committee member has, or may be perceived to have, a commercial, financial, personal or professional interest in the nomination. In such circumstances, scoring and voting shall be adjusted to recognize the recusal.

17.5 Term

Unless otherwise specified, the Chair and Committee Participants shall serve one-year terms, commencing on 1 January.

17.6 Committee Procedure

Committees meet at the call of the Chair. An agenda approved by the Chair should be prepared and circulated to the committee membership prior to the meeting.

Unless otherwise specified, a majority of the members of a committee shall constitute a quorum.

Per Robert’s Rules of Order, temporary absence of one or more committee members from the meeting room does not constitute loss of quorum and the ability to conduct business, but the Chair shall provide reasonable opportunity for committee members to be summoned prior to a vote.

When a quorum is not present, the meeting may continue; however all decisions shall be confirmed by the Chair either at the next committee meeting during which a quorum is present, or at the discretion of the Chair, by a written vote, signed by the respective individual committee member and returned to the Chair by mail, fax, or electronic transmission no later than the specified deadline.

Committee members voting either yes or no but not those abstaining nor those who have recused themselves (“Committee Consensus Body”) shall serve as the basis for determining the voting threshold needed to carry a vote. The vote of a Simple Majority of the Committee Consensus Body of the individual committee members present at a duly called meeting at which a Committee Quorum is present shall be the act of the committee, except as otherwise provided in the Operations Manuals. Each committee member shall have one vote.

For any vote, a quorum must be present, whether or not a quorum was present at the beginning of the meeting. All votes shall be recorded in the meeting minutes. If a quorum is no longer present, then the results of the vote shall require confirmation at the next meeting or by a written vote as specified above.

No member of a committee may vote by proxy. Where alternates have been appointed, an alternate may vote in the absence of the committee member for whom the alternate has been designated.

Responsible Officers should cooperate with Committee Chairs in delineating the nature and scope of activity, and in the organization of the committee's work. They should inform themselves as to the progress of the committee, and advise and assist the Chairs as may be required.

Society Committees shall not communicate on official business with other societies or groups, except as may be authorized by the President or Vice President responsible for the activities of the committee concerned. A copy of all correspondence (including emails) relating to Committee affairs shall be furnished to both the Officer having jurisdiction over the committee and to the Executive Director in order that they may give the committee proper attention and service.

The Chair shall encourage participation by all members of the committee, endeavor to ensure that all pertinent views are presented, direct the committee's efforts within the scope of the committee's area of responsibility, and channel discussion into plans, and plans into action. The Chair shall ensure that correct minutes are kept of all meetings and that the results of committee action are properly disseminated.

The Executive Director shall ensure that the scope of each committee, the current Chair, and appropriate contact information for the Chair is published on the SMPTE public web site. The Board shall review the purpose and value of all committees listed in this Operations Manual at least once per term.

17.7 Removal from Committee

SMPTE reserves the right to remove any member from a committee who (a) fails to pay dues or fees in a timely manner, or (b) causes harm to other members or to the organization by violating stated policies, rules or regulations of the organization or ethical standards of conduct.

18 Types of Committees

All committees reporting to the Board, including Standing Committees and Honors and Awards Committees, are defined in this section. A general description of Sub-Committees and Ad Hoc Committees is also included in this section. The Executive Committee is defined in Section 8 of this Operations Manual. The Standards Technology Committees are defined in the Standards Operations Manual. [Other Standing Committees are defined in their respective Operations Manuals.](#)

18.1 Honors and Awards Committees

The Society presents a number of awards and confers honor grades of membership annually. These awards and conferred honor grades of membership have been created over a period of years, and rules governing the selection of recipients have been prepared in each case. The following rules are established for the guidance of the committees appointed to nominate candidates and to establish a general pattern which can be used for guidance in the establishment of any future awards, honor grades of membership, and other forms of recognition.

The Board shall have sole authority to confer Honors and Awards. Sections, Sub-Sections, and Student Chapters may recognize contributions in accordance with the procedures defined in the Membership Operations Manual, including publicity of such.

Sections wishing to have members honored for significant contributions at the local level are urged to nominate such individuals for the Citation for Outstanding Service to the Society.

18.1.1 General Rules Governing the Awards Process

Eligibility: Membership in the Society shall not be a prerequisite to receiving an award or conferred honor grade of membership, other than Fellow Membership, the Citation for Outstanding Service to the Society, The Louis F. Wolf Jr. Memorial Scholarship Award, and the Student Paper Award.

Nominations: Unless otherwise specified in this Operations Manual, The Chairs of Award Committees shall solicit their committee members for recommendations of suitable candidates and shall urge that

consideration also be given to unsuccessful candidates for the same award from past years. committee members shall submit names of candidates within two weeks of the receipt of these solicitations. With the exception of the Fellow Membership Nominations Committee and the Fellow Qualifications Committee, award committee members shall not be eligible for consideration for the award for which their committee is responsible.

Unless otherwise specified, any member of the Society shall be entitled to nominate candidates for Society awards and conferred honor grades of membership, with the exception of Fellow Membership. Such nominations must be in writing or electronic delivery, giving the reasons why the writer believes the nominee is deserving of the award, and shall be made to the Chair of the appropriate committee. To better ensure the quality of nominees, it is suggested that the Committee Chair contact previous recipients and other associations related to the award's discipline for recommendations.

Nominations must contain the latest known contact information for the nominee. Copies of all nominations must also be forwarded to Staff for the information of future committees.

Priority of Awards and Conferred Honor Grades of Membership: Priorities shall be established among Society awards and conferred honor grades of membership which can be used as a basis for nominations, selection, protocol, etc. as follows:

- #1 Honorary Membership and the Honor Roll (highest Society honor)
- #2 The Progress Medal
- #3 All other Medal Awards
- #4 Fellow Membership
- #5 The Journal Award and the Student Paper Award
- #6 The Presidential Proclamation
- #7 The Excellence in Standards Award
- #8 The Citation for Outstanding Service to the Society
- #9 The Louis F. Wolf Jr. Memorial Scholarship Award

Award Nomenclature: The use of the word "gold" is permitted only when the medal is solid gold, or 24K gold-plated.

Restriction on Multiple Awards: With the exception of Fellow Membership, no person shall receive more than one award in any calendar year except by a consenting vote of a two-thirds majority of the Board Consensus Body. In the event any two Award Committees coincidentally select the same nominee, the Priority listing above shall automatically determine which award should be bestowed. When such conflict occurs with medal awards, the Secretary/Treasurer shall immediately notify the Chairs of the conflicting committees to coordinate in the selection of an alternate candidate.

Award Balloting Procedures: Unless otherwise specified, a majority vote of the Award Committee Consensus Body shall be required for approval of a nomination.

As stated in Section 17.4 above, any member of an Award Committee shall be required to recuse himself or herself from rating a nominee if the committee member has, or may be perceived to have, a commercial, financial, personal or professional interest in the nomination. In such circumstances, scoring and voting shall be adjusted to recognize the recusal.

Unless otherwise specified, the Selection procedure for Awards shall be as follows:

Following discussion of nominees by the committee, the Chair shall submit the list of candidates to the committee for a preferential vote, wherein each committee member shall rank the candidates in order of preference with (1) being the first preference. The preferential ballot shall be returned to the Committee Chair within two weeks of the date received. Each ballot is to contain a sentence reminding the committee that the candidates must meet the requirements of the award. Each ballot is to contain, in addition to the names of the candidates under consideration, a line stating "None of the above."

The preferential ballots shall be scored in accordance with the following formula (only the highest 5 being considered):

1st Choice	30 points
2nd Choice	26 points
3rd Choice	23 points
4th Choice	21 points
5th Choice	20 points
None of the Above	

The two top scoring candidates shall then be balloted by the entire committee. The committee shall have at least one face-to-face meeting or telephone conference call meeting to discuss qualifications of all candidates prior to final balloting. Each committee member shall vote for one candidate only, or “None of the Above.” This final ballot shall be returned to the Home Office within two weeks of the date on which it is received. After tabulation at Home Office, copies of the ballots will be sent to the Committee Chair.

The Chair of each Award Committee shall then forward to the Home Office a formal statement of the results of the balloting in time for inclusion on the agenda of the mid-year meeting of the Board. Each statement shall have attached to it a suitable citation setting forth the basis on which the nominee was chosen. This shall then be prepared in a form suitable for publication in the Honors and Awards Program. It is recommended that award citations not exceed 100 words in length. Reports shall be made each year whether or not a nomination for an award is made. The action taken by the Board shall be communicated promptly to the respective Chair by the Home Office.

Notification of Honor and Award Recipients: The Secretary/Treasurer of the Society with support of SMPTE Home Office shall notify in writing or electronic delivery each recipient of an award or conferred honor grade of membership as soon as approved by the Board. Recipients shall be invited to attend the annual Honors and Awards Ceremony at which the award or conferred honor grade of membership will be presented.

Presentation of Awards: Awards and conferred honor grades of membership shall be presented at the Honors and Awards Ceremony, usually held during the Annual Technical Conference of the Society.

Publication: The formal citations shall be published in the Journal of the Society and on the Society web site. At the discretion of the Editor, they may be illustrated with the portrait of a recipient or by news-type photographs of the presentation ceremony. The names of Honorary and Fellow Members and the Honor Roll shall be maintained publicly by the Society.

Modification of Award: No award shall be changed without the approval of the Board.

Establishment of New Awards: It is the Society's view that the significance of its awards should not be diminished by unjustified proliferation. Proposals for new awards should be referred to the President, who will then appoint a three-member committee (one designated as Chair) of people highly qualified in the discipline or area involved, to analyze the matter thoroughly. Upon receipt of their report, the President will schedule discussion at an Executive Committee meeting, having provided each member with a copy in advance. A secret vote shall be taken of the Executive Committee with a minimum of 5 affirmative votes required to approve.

When a proposal is approved by the Executive Committee, it shall then be referred to the Board at a regularly scheduled meeting. The sponsor (if any) will be allowed to speak for the proposal if desired.

Following discussion, a secret ballot shall be taken. To obtain approval, a minimum of 2/3's affirmative vote of the Board Consensus Body is required.

18.1.2 *Honorary Membership and the Honor Roll*

Purpose: Honorary Membership in the Society recognizes individuals who have performed eminent service in the advancement of engineering in motion pictures, television, or in the allied arts and sciences. Such contributions shall represent substantially a lifetime's work inasmuch as Honorary Membership shall be the supreme accolade of the Society.

When an Honorary Member passes away, their name shall be added to the Honor Roll. The name of deceased individuals who have not been awarded Honorary Membership may also be added to the Honor Roll for contributions which would have been sufficient to warrant election to Honorary Membership during their lifetime. In that case, nominees would be balloted using the same procedure outlined below for Honorary Membership. It is the intention of the Society however, that recognition should be made to individuals by election to Honorary Membership rather than belatedly by adding their names to the Honor Roll.

Responsible Officer: President

Chair: Past President, if available, and if not, the next available former President.

Participants: Five members comprised of the Chair and four former Presidents (if available) as members, or other members of the Board as appointed by the Chair.

Selection Process: All balloting of this committee shall be by secret ballot. All candidates shall be listed on a ballot, with the options "Approve," "Do Not Approve," and "Abstain," next to each name. The ballot shall be returned to the Society Home Office within two weeks of the date on which it is received. After tabulation at Home Office, the results will be sent to the Committee Chair. A vote of approval of 4/5 of the Honorary Membership Committee Consensus Body shall be required for consideration by the Board for election to Honorary Membership or the Honor Roll. The Committee's recommendation must be approved by three-fourths of the Board Consensus Body.

It is not necessary that Honorary Membership or inclusion on the Honor Roll be conferred each year. The Committee shall have at least one face-to-face meeting or telephone conference call meeting to discuss qualifications of all candidates for Honorary Membership prior to final balloting.

18.1.3 Progress Medal Award Committee

Purpose: This award honors the individual by recognizing outstanding technical contributions to the progress of engineering phases of the motion picture, television, or motion imaging industries. The Progress Medal may be awarded annually, and it should be awarded for an invention or for research or development, which, in the opinion of the Committee, has resulted in a significant advance in the development of motion picture, television or motion imaging technology. In considering an award to an individual, continued technical contributions over a period of years should be weighed as an important factor. The Progress Medal would not ordinarily be awarded to an Honorary Member.

Responsible Officer: President

Chair: Executive Vice President

Participants: The Progress Medal Award Committee shall consist of the Executive Vice President as Chair, the Standards Vice President, and three members, appointed by the Chair, having individual expertise in the fields of television, motion pictures and technology. When selecting Committee members, the Chair shall give first consideration to Board Members with appropriate expertise as related to the award.

Selection and Approval Process: as described in Section 18.1.1 of this operations manual.

Award: This award should consist of a gold-plated medal with the name of the recipient and the year inscribed thereon, as well as a framed citation.

18.1.4 Archival Technology Medal Award Committee

Purpose: This award honors the recipient by recognizing significant technical advancements or contributions related to the invention or development of technology, techniques, workflows, or infrastructure for the long-term storage, archive or preservation of media content essence.

Responsible Officer: President

Chair: Appointed by the President, who shall give first consideration to Board Members with appropriate expertise as related to the award.

Participants: The Archival Technology Medal Award Committee shall consist of five members. When selecting Committee members, the Chair shall give first consideration to Board Members with appropriate expertise as related to the award.

Selection and Approval Process: as described in Section 18.1.1 of this operations manual.

Award: This award shall consist of a gold-plated medal with the name of the recipient and the year inscribed thereon, as well as a framed citation.

18.1.5 Camera Origination and Imaging Medal Award Committee

Purpose: This award honors the recipient by recognizing significant technical achievements related to invention or advances in imaging technology including sensors, imaging processing electronics and the overall embodiment and application of image capture devices.

Responsible Officer: President

Chair: Appointed by the President, who shall give first consideration to Board Members with appropriate expertise as related to the award.

Participants: The Camera Origination and Imaging Award Committee shall consist of five members. When selecting Committee members, the Chair shall give first consideration to Board Members with appropriate expertise as related to the award.

Selection and Approval Process: as described in Section 18.1.1 of this operations manual.

Award: This award shall consist of a gold-plated medal with the name of the recipient and the year inscribed thereon, as well as a framed citation.

18.1.6 Digital Processing Medal Award Committee

Purpose: This award honors the recipient by recognizing significant technical achievements related to the development of digital processing of content for motion picture, television, games or other related media.

Responsible Officer: President

Chair: Appointed by the President, who shall give first consideration to Board Members with appropriate expertise as related to the award.

Participants: The Digital Processing Medal Award Committee shall consist of five members. When selecting Committee members, the Chair shall give first consideration to Board Members with appropriate expertise as related to the award.

Selection and Approval Process: as described in Section 18.1.1 of this operations manual.

Award: This award shall consist of a gold-plated medal with the name of the recipient and the year inscribed thereon, as well as a framed citation.

18.1.7 *David Sarnoff Medal Award Committee*

Purpose: This award honors the recipient by recognizing outstanding contributions to the development of new techniques or equipment which have contributed to the improvement of the engineering phases of television technology, including large venue presentations. The Committee shall give preference to those developments or inventions, which are likely to produce the widest and most beneficial effect on, or improvement in television. Since the award is to be made to an individual, a development or invention in which a group participates should be considered only if one person has contributed to the basic idea or has contributed substantially to the working out of the idea. Preference shall be given to work which has reached completion within five years of the date of the award.

Responsible Officer: President

Chair: Appointed by the President, who shall give first consideration to Board Members with appropriate expertise as related to the award.

Participants: This David Sarnoff Medal Award committee shall consist of five members. When selecting Committee members, the Chair shall give first consideration to Board Members with appropriate expertise as related to the award.

Each member of the David Sarnoff Medal Award Committee shall be qualified to judge the importance of current work in some technical phase of the broad field of television engineering, whether in research, development, design, manufacture, operation, or some similar phase of television.

Selection and Approval Process: as described in Section 18.1.1 of this operations manual.

Award: This award shall consist of a gold-plated medal with the name of the recipient and the year inscribed thereon, as well as a framed citation.

18.1.8 *Kodak Educational Award Committee*

Purpose: This award honors the recipient by recognizing outstanding contributions in new or unique educational programs utilizing the technologies of film in motion picture, television, high-speed and instrumentation photography, or other photographic sciences. The award shall recognize an individual who advances the educational process at any level through innovative and inspirational methods. The ideal recipient of the award is an educator at an educational institution that supports the use of film at any stage of the imaging (capture, intermediate, print or archive) workflow.

Responsible Officer: President

Chair: Appointed by the President, who shall give first consideration to Board Members with appropriate expertise as related to the award.

Participants: The Kodak Educational Award Committee shall consist of five members. When selecting Committee members, the Chair shall give first consideration to Board Members with appropriate expertise as related to the award.

Selection and Approval Process: as described in Section 18.1.1 of this operations manual.

Award: This award shall consist of a gold-plated medal with the name of the recipient and the year inscribed thereon, as well as a framed citation.

18.1.9 *Samuel L. Warner Memorial Medal Award Committee*

Purpose: This award honors the individual by recognizing outstanding contributions in the design and development of new and improved methods and/or apparatus for motion picture sound, including any step in the process. The Committee shall give preference to those developments or inventions, which are likely to have the widest and most beneficial effect on the quality of the reproduced sound and picture. A

description of the method or apparatus must have been published or be available for publication, which is in sufficient detail that it may be followed by anyone skilled in the art. Since the award is to be made to an individual, a development or invention in which a group participates should be considered for this award only if one person has contributed the basic idea or has contributed substantially to the practical working out of the idea. Preferably, the work for which the medal is awarded shall have been done within five years of the date of the award.

Responsible Officer: President

Chair: Appointed by the President, who shall give first consideration to Board Members with appropriate expertise as related to the award.

Participants: This Samuel L. Warner Memorial Medial Award Committee shall consist of five members. When selecting Committee members, the Chair shall give first consideration to Board Members with appropriate expertise as related to the award.

Selection and Approval Process: as described in Section 18.1.1 of this operations manual.

Award: This award shall consist of a gold-plated medal with the name of the recipient and the year inscribed thereon, as well as a framed citation.

18.1.10 *Technicolor - Herbert T. Kalmus Medal Award Committee*

Purpose: This award honors the recipient by recognizing outstanding contributions that reflect a commitment to the highest standards of quality and innovation in motion picture post-production and distribution services.

The intent is to acknowledge digital innovations that now exist *alongside* traditional laboratory standards. The Committee shall give preference to those developments and innovations in the areas of digital color science and processes; digital post-production processes, including tools and methodologies aside from color-science; and the innovation of tools and processes that insure long-term access to original film based or digital content.

Since the award is to be made to an individual, a development or invention in which a group participates should be considered for this award only if one person has contributed the basic idea or has contributed substantially to the practical working out of the idea. Preferably, the work for which the medal is awarded shall have been done within five years of the date of the award.

Responsible Officer: President

Chair: Appointed by the President, who shall give first consideration to Board Members with appropriate expertise as related to the award.

Participants: This Award Committee shall consist of five members. When selecting Committee members, the Chair shall give first consideration to Board Members with appropriate expertise as related to the award.

Each member of this Award Committee shall be qualified to judge the importance or value of current work in some technical phase of the broad field of color films, processes, techniques or equipment useful in making color motion-picture films for theater or television use.

Selection and Approval Process: as described in Section 18.1.1 of this operations manual.

Award: This award shall consist of a gold-plated medal with the name of the recipient and the year inscribed thereon, as well as a framed citation.

18.1.11 *Workflow Systems Medal Award Committee*

Purpose: This award honors the recipient by recognizing outstanding contributions related to the development and integration of information-technology file-based systems and infrastructures into production processes.

Responsible Officer: President

Chair: Appointed by the President, who shall give first consideration to Board Members with appropriate expertise as related to the award.

Participants: The Workflow Systems Medal Award Committee shall consist of five members. When selecting Committee members, the Chair shall give first consideration to Board Members with appropriate expertise as related to the award.

Selection and Approval Process: as described in Section 18.1.1 of this operations manual.

Award: This award shall consist of a gold-plated medal with the name of the recipient and the year inscribed thereon, as well as a framed citation.

18.1.12 *Fellow Membership Nominations Committee*

Purpose: To identify and nominate individuals for the Conferred Honor Member Grade of Fellow, which is defined in the Membership Operations Manual as “an individual who has, by proficiency and contributions, attained an outstanding rank among engineers or executives in the motion-picture, television or related industries.”

Responsible Officer: Past President

Chair: Past President, or, if unavailable, the President shall appoint a Chair from among the members of the Committee.

Participants: The Fellow Membership Nominations Committee shall consist of all members of the Board, appointed Directors, the Chairs of Standards Technology Committees and the Chairs of Sections of the Society.

Selection Process: Nominations for the Fellow grade of membership shall be made annually by members of the Fellow Membership Nominations Committee and submitted to the Chair with the assistance of SMPTE Staff. Each nomination shall be sponsored by two SMPTE Fellows on a form provided by the Society.

18.1.13 *Fellow Qualifications Committee*

Purpose: To review and vote on recommendations to the Board for elevation to the Conferred Honor Membership Grade of Fellow

Responsible Officer: Past President

Chair: Past President, or, if unavailable, the President shall appoint a Chair from among the members of the Committee.

Participants:

The Fellow Qualifications Committee shall consist of nine members comprised of the Chair, Standards Vice President, Membership Vice President, Education Vice President, Finance Vice President, and four Governors. At least one of these Governors should have international knowledge to enhance proper consideration of nominations from outside the United States. It is highly desirable that the four Governors be Fellows of the Society. The President shall appoint two of the members-at-large and the Chair shall appoint the other two.

Selection Process:

- Nominations received from the Fellow Membership Nominations Committee with proper sponsorship shall be distributed, with Nominator and Sponsor information removed, to the Standards Directors as assigned by Standards Vice President, the Education Directors as assigned by the Education Vice President, and the Membership Directors as assigned by the Membership Vice President, along with a Rate and Comment sheet for a preliminary review and rating. These Directors shall review each nomination and indicate, by rating and comments, as to whether or not a candidate should be considered by the Fellow Qualifications Committee.
- The Preliminary Rating sheets from the Directors along with the Fellow Nomination forms (with Nominator and Sponsor information removed) and a "First Ballot" are then forwarded to the Fellow Qualifications Committee to begin the selection process.
- The Fellow Qualifications Committee will review the nominations only with respect to qualifications that the proposed individual has, by proficiency and contributions, attained an outstanding rank among engineers or executives in the motion-picture, television or related industries. The Fellow Qualifications Committee shall have the responsibility and authority to develop and use information provided in the nomination forms to assist in the decision. The Committee is encouraged to meet in session to consider the nominations and supplementary information. Any member of the Fellow Qualifications Committee who is being considered for elevation to Fellow grade of membership shall recuse himself or herself during discussion of their nomination.
- All balloting of this Committee shall be by secret ballot. An affirmative vote by two-thirds of the full Qualifications Committee shall be required for consideration by the Board.
- Upon confirmation of the results of the "First Ballot," a "Final Ballot" shall be prepared, including only those nominees who did not receive the required two-thirds affirmative vote in the "First Ballot." The Fellow Qualifications Committee will hold a final meeting prior to the mid-year Board meeting to discuss each nomination on the Final Ballot and cast their votes. Nominees receiving the requisite two-thirds affirmative vote on either the First or Final Ballot shall be recommended to the Board for the Conferred Honor Member Grade of Fellow.
- The Fellow Qualifications Committee's recommendations must be approved by three-fourths of the Board Consensus Body.
- Any nomination not receiving the requisite two-thirds affirmative vote by the Fellows Qualifications Committee will be automatically resubmitted for consideration the following year. Should the nominee fail to receive approval the following year, they will not be automatically resubmitted a second time. In this case, a new nomination would be required for the candidate to be considered by a subsequent Committee.
- The Chair of the Committee shall forward to Staff a brief summary for each nominee that did not receive approval stating what was lacking in the nomination form and what information the nominator could provide to strengthen the nomination for the following year. This information will be passed on to the Nominators and Sponsors, who will be encouraged to revise their nomination for re-submission the following year.

Award: New Fellows shall be presented with a framed certificate and Fellow membership pin.

18.1.14 Journal Award and Certificate of Merit Committee

Purpose: To recommend to the Board the author or authors of the most outstanding paper originally published in the Journal of the Society during the previous calendar year to receive the Society's Journal Award; and to recommend other papers, not to exceed two, for Journal Certificates of Merit.

Responsible Officer: Education Vice President

Chair: Appointed by the Education Vice President

Participants: In addition to the Chair, the Committee shall consist of the Chair of the Board of Editors and at least four members.

Selection Process: One Journal Award shall be presented to the author(s) of the most outstanding paper published in the Journal of the Society during the preceding calendar year.

In addition, up to two Journal Certificates of Merit may be presented to the author(s) of the paper(s) receiving the next highest score as detailed below.

- The papers must deal with technical subjects of major interest to the Society.
- No paper given in connection with the receipt of any other award of the Society shall be eligible.
- In judging the merits of the paper, three qualities shall be considered, with weights here indicated:
 - Technical merit (45 percent) indicates thorough understanding of the subject resulting in an outstanding contribution;
 - Originality - (35 percent) shows new and unique study on the subject;
 - Presentation - (20 percent) shows excellent clarity in the organization of the subject matter.

Once the Committee has determined which papers published in the preceding year meet the criteria listed above, the Chair shall prepare and distribute a ballot upon which each committee member shall award a score in the range of 0 to 100 in each of the three quality categories for each paper. After the ballots are submitted to the Chair, the scores from the committee members shall be summed and weighting factors of 45, 35, and 20 percent applied respectively to the three categories, which shall then be summed to produce a total score for each paper. The paper with the highest score will receive the Journal Award.

When the total scores have been calculated, the Committee shall meet to discuss the results and decide what papers (if any) will be awarded Journal Certificates of Merit.

Award: A framed award certificate shall be presented to all authors of the paper(s) selected for the Journal Award and Certificate(s) of Merit.

18.1.15 Student Paper Award Committee

Purpose: This award recognizes the outstanding paper prepared and submitted by a Student Member.

Responsible Officer: Education Vice President

Chair: The Chair of the Journal Award Committee serves as the Chair of the Student Paper Award Committee

Participants: The Journal Award Committee serves as the Student Paper Award Committee.

Selection Process: Student Members of the Society will be encouraged to submit papers for award consideration. Submissions must meet the following guidelines:

- The paper must deal with some technical phase of motion pictures, television, photographic instrumentation or their closely allied arts and sciences. To aid the Student Member as to whether the subject matter and significance of the paper might be acceptable for review by the Journal Award Committee, the nearest Local Section Chair of the Society and/or the Faculty Advisor (if the Student is a member of the Student Chapter) and/or the Chair of the Journal Award Committee should be consulted. In the case of subjects of borderline interest or material of uncertain significance, the Student Member or the Faculty Advisor or the Local Chair should consult the Chair of the Journal Award Committee.
- The style and format shall be similar to that for papers published in the Journal. Generally, it should not exceed 3,000 words in length.
- The completed manuscript shall be in the hands of the Committee by 1 July of the year in which it is to be considered.
- In judging the merits of the paper, three primary qualities shall be considered:

1. Technical merit,
2. Originality, and
3. Presentation.

These criteria should make it possible to evaluate the author's understanding of the subject, contribution to the information or literature, and ability to organize and present material clearly.

- No award shall be given if, in the opinion of the Committee, none of the presented papers are considered to be of sufficiently high quality to merit the award.
- Other papers submitted may be cited for Honorable Mention.

Award: The award shall be a suitable framed certificate presented to all authors. The paper receiving the Student Paper Award shall be published in the Journal, identified as the award winning paper, giving recognition to the author and the institution at which the work was done. In addition, the award includes All-inclusive conference registration to the SMPTE Annual Technical Conference and Exhibition. Scholarship winners will be recognized at the Honors and Awards Ceremony and will receive a framed award certificate.

18.1.16 Presidential Proclamation Award Committee

Purpose: This award recognizes individuals of established and outstanding status and reputation in the motion picture, television and motion imaging industries worldwide.

Responsible Officer: President

Chair: President

Participants: The Executive Committee shall serve as the Presidential Proclamation Award Committee, chaired by the President.

Selection and Approval Process: The selection of nominees for the Presidential Proclamation is the responsibility of the Executive Committee, subject to majority approval by the Board. It is not required that The Presidential Proclamation be granted each year; and, when nominations are made, it is usually desirable that more than one candidate be recognized, but no more than five.

The Chair shall solicit nominations from the Committee members. If more than five individuals are nominated in a single year, the preferential balloting procedures set forth above in Section 18.1.1 shall be used, except that only the five top scoring candidates shall be considered in the final balloting. These five candidates (or fewer, if less than five are nominated and preferential balloting is not needed) shall be listed on a final ballot. The Committee shall have at least one face-to-face meeting or telephone conference call to discuss qualifications of all candidates for this award prior to final balloting.

Members of the Committee, including the Chair, shall indicate acceptance or rejection of each nominee and return the final ballot to Home Office for tabulation within two weeks. Each nominee receiving a majority of votes shall be recommended to the Board for approval as recipients of the Presidential Proclamation.

Award: The Award shall be a framed certificate, including the name of the Society, name of award, name of recipient and award citation.

18.1.17 Excellence in Standards Award Committee

Purpose: This award recognizes individuals or companies who have been actively involved in advancing Society standards activities and processes.

Responsible Officer: Standards Vice President

Chair: Standards Vice President

Participants: Committee members shall consist of five members, including the Standards Directors and

additional appointments made by the Chair from active participants in Society standards activities.

Selection and Approval Process: as described in Section 18.1.1 of this operations manual.

Award: The Award shall be an engraved plaque, including the name of the Society, name of award, name of recipient and award citation.

18.1.18 Citation for Outstanding Service to the Society Committee

Purpose: This Citation is intended to recognize individuals for dedicated service for the betterment of the Society over a sustained period of time. Consideration will be given for service at the Society-wide, Regional, and Section levels. This Citation is not intended to recognize technological achievement, service in Society Offices, or services which may be more appropriately recognized by other medals or awards.

Responsible Officer: Membership Vice President

Chair: Membership Vice President

Participants: The Committee shall consist of the Standards, Education and, Membership Directors.

Selection Process: Nominations for this Citation shall be solicited from each Section, as well as from the Executive Committee. Additional nominations may be made by any member of the Society.

Up to five individuals may be selected annually but discretion is strongly advised. If more than five individuals are nominated in a single year, the preferential balloting procedures set forth above in Section 18.1.1 shall be used, except that only the five top scoring candidates shall be considered in the final balloting. These five candidates (or fewer, if less than five are nominated and preferential balloting is not needed) shall be listed on a final ballot. The Committee shall have at least one face-to-face meeting or telephone conference call to discuss qualifications of all candidates for this citation prior to final balloting.

Members of the Committee, including the Chair, shall indicate acceptance or rejection of each nominee and return the final ballot to Home Office for tabulation within two weeks. Each nominee receiving a majority of votes shall be recommended to the Board for approval as recipients of the Citation.

Award: The Award shall be an engraved plaque, including the name of the Society, name of award, name of recipient and award citation.

18.1.19 Louis F. Wolf Jr. Memorial Scholarship Committee

Purpose: This scholarship is designed to help students further their undergraduate or graduate studies in motion pictures and television, with an emphasis on technology.

Responsible Officer: Education Vice President

Chair: Appointed by Education Vice President

Participants: The Committee shall consist of five members appointed by the Chair.

Selection Process: Applicants must be full-time students enrolled in an accredited high school, 2- or 4-year college or university and current members of SMPTE. Non-members can submit a membership application with their scholarship application. Applicants must submit an application form and all necessary documents to the Society Home Office before the advertised deadline. The Louis F. Wolf Jr. Memorial Scholarship Committee will review applicants and select recipient(s), subject to Board approval.

Award: Up to \$2,000 will be paid to the accredited educational institution the scholarship winner is attending. In addition, the award includes All-inclusive conference registration to the SMPTE Annual

Technical Conference and Exhibition. Scholarship winners will be recognized at the Honors and Awards Ceremony and will receive a framed award certificate.

18.2 *Standing Committees*

The Standing Committees listed below are organized by Responsible Officer.

18.2.1 *Board and Officers Nominating Committee*

Purpose: To nominate candidates for annual election of Officers and Governors.

Responsible Officer: President

For information on Committee composition and procedures, refer to Section 9 of this Operations Manual above.

18.2.2 *Election Integrity Committee*

Purpose:

To verify the accuracy of the votes and to review the voting process in all elections and report the findings to the Board through the President. The Committee is empowered to take remedial actions, such as extending a ballot period or reopening a ballot, if it determines that process irregularities have occurred in conducting an election.

The Committee shall annually appraise the electronic voting system and processes in use to assure the integrity of all elections, and report their findings to the Board. Such appraisal shall include, but not be limited to, confirming that only eligible members are authorized to vote, that prudent security measures are instituted to prevent voting fraud and that a sufficiently robust infrastructure is in place to assure access to the ballot by all eligible members during the full election period.

The specific duties of the Committee in the election of Officers and Governors of the Society are set forth in Section 9.5.1 of this Operations Manual. The specific duties of the Committee in the election of Section and Sub-Section Officers and Managers are set forth in Section 8.6.1.4 of the Membership Operations Manual.

Responsible Officer: President

Chair: Appointed by the President

Participants: Two additional Active Members as recommended by the Chair to the President and approved by the Board.

18.2.3 *Human Resources Committee*

Purpose: To oversee the Society's compensation and benefits policies as well as the management and performance review for the Executive Director. If needed, the Committee handles recruiting for the Executive Director. The Human Resources Committee may choose to use a search consultant subject to Board approval. The Human Resources Committee should review industry best practices and comparability data to determine the compensation of the Executive Director. This comparability data will demonstrate the fair market value of the compensation in question. The Human Resources Committee also reviews appropriate industry practices and recommends policies/processes to ensure that SMPTE is compliant with applicable employment law.

Responsible Officer: President

Chair: Past President

Participants: In addition to the Past President as Chair, the Committee shall consist of the President, Executive Vice President and one member of the Board, appointed by the President and approved by the Board.

18.2.4 Revisions Committee

Purpose: As directed by the Board, the Revisions Committee will prepare and recommend specific wording on approved resolutions, in conformance with the aims and direction of the Board, for revisions of the Bylaws and Operations Manuals of the Society. The Revisions Committee may also take the initiative to review these documents and recommend new wording when appropriate for consideration by the Board.

Responsible Officer: President

Chair: Secretary/Treasurer

Participants: At least eight Active Members of the Society recommended by Secretary/Treasurer and approved by President.

18.2.5 Audit Committee

Purpose: To review policies and procedures which substantially impact the finances and operations of the Society, monitor conformance to those policies, and when needed, recommend changes. The Audit Committee shall engage certified public accountants, subject to the approval of the Board, to audit the financial records of the Society at the end of the fiscal year, and at such other times as the Board or Executive Committee may direct. Such reports shall be submitted to the Board for approval.

Responsible Officer: Executive Vice President

Chair: Executive Vice President

Participants: The Audit Committee shall consist of the Chair and at least three members of the Board appointed by Chair. The President, Secretary/Treasurer and Finance Vice President are not eligible to be members of the Audit Committee.

18.2.6 Conference Strategy Committee

Purpose: To maintain a continuing long range plan for scheduling, business arrangements, and subject matter of all regular SMPTE conferences. This Committee shall be responsible for approval and coordination of scheduling of conferences produced by Home Office, as well as conferences, seminars and workshops produced by a Section.

Responsible Officer: Executive Vice President

Chair: Executive Vice President

Participants: The Committee shall consist of the Executive Committee and others as appointed by the Chair.

18.2.7 Long Range Planning Committee

Purpose: To address issues concerning future changes, additions, and enhancements to Society activities. Meetings of the Long Range Planning Committee will provide a forum to consider or develop proposals to improve the organization and its operations. Items for deliberation may be referred from the Executive Committee, the Board, or initiated from within the Long Range Planning Committee. The output of the Long Range Planning Committee will be presented to the Executive Committee in the form of advisory reports or recommendations. It is recommended that the Committee meet at least twice each year.

Responsible Officer: Executive Vice President

Chair: Executive Vice President

Participants: The Committee shall be made up of the Executive Committee. All past Executive Committee members will be invited to join the Committee for a maximum of two years following the expiration of their term of office, subject to their written acceptance of the invitation.

18.2.8 Progress Report Committee

Purpose: To prepare an annual report on world progress in the motion picture, television, and allied industries and the Society in general.

Responsible Officer: Executive Vice President

Chair: Executive Vice President

Participants: The Education Vice President shall be a member of the Committee. The selection of the other members and the number of members of the Committee shall be the responsibility of the Executive Vice President.

18.2.9 Archival Papers and History Committee

Purpose: To collect facts and assemble data relating to the historical development of the motion picture, television, and photo instrumentation industries, to encourage pioneers to place their work on record in the form of papers for publication in the Journal, and to secure equipment and materials of historic significance for placement in suitable depositories.

Responsible Officer: Education Vice President

Chair: Appointed by the Education Vice President

Participants: The number and members of the Committee shall be left to the discretion of the Education Vice President.

18.2.10 Board of Editors

Purpose: To assess the suitability of all manuscripts submitted for publication, accepting or rejecting the material on the basis of technical merit.

Responsible Officer: Education Vice President

Chair: Appointed by the Education Vice President

Participants: There shall be a Board of Editors consisting of not less than twelve (12) participants, which may include non-Active Members of the Society. The membership of the Board of Editors shall be so chosen by the Chair as to be representative of the various branches of motion picture and television engineering of interest to the membership.

18.2.11 Financial Advisory Committee

Purpose: To recommend to the President and Board plans and policies relative to the Society's long range financial needs. This Committee studies such matters as requirements for long-range investment, income retained for working capital and contingencies, long-range budgeting, etc.

The Financial Advisory Committee (FAC) shall be responsible for the review of the investments of the Society in an effort to ensure that such investments are in accord with principles of prudent and reasonable financial management that reflect, among other things, a periodic evaluation of changing economic and investment environments, judgments regarding allocation of assets among various asset classes and selection of appropriate investment vehicles consistent with the investment objectives and to study the Society's long-range financial needs and to report, when occasion requires, to the Board.

Pursuant to such authority, the Board has delegated primary responsibility for investments to the FAC subject to oversight by the Board's Executive Committee and the full Board.

To assist the FAC in executing the Investment Policy, as described in the Finance and Administration Operations Manual, the Board of Governors may authorize the employment of a reputable investment consultant and service (hereinafter "Investment Consultant").

Any two of the following, acting together: President, Executive Vice President, Finance Vice President, Secretary/Treasurer, and Executive Director, shall have the authority to give instructions approving or disapproving the recommendations of the Investment Consultant, except that no investments for the Reserve Fund, other than those recommended by the Investment Consultant, may be made without prior approval of the Board.

Responsible Officer: Finance Vice President

Chair: Finance Vice President

Participants: The Committee shall consist of the President, Executive Vice President, Secretary/Treasurer, Executive Director, and at least one additional member appointed by the President. To assist the FAC in selecting investments and investment options for the Reserve Fund, the Board may authorize the employment of a reputable investment consultant.

18.2.12 *Standards Committee*

Purpose: As directed by the Board, the Standards Committee will oversee and administer the SMPTE Standards program, including maintenance of the Standards Operations Manual and structure of the Standards Technology Committees.

Responsible Officer: Standards Vice President

Chair: Standards Vice President

Participants: As defined in Section 4.1 of the Standards Operations Manual.

18.3 *Conference Specific Committees*

For each Society Conference, one of each of the following Committees shall be convened.

18.3.1 *Conference Program Committee(s)*

Purpose: Each SMPTE conference shall convene a Program Committee whose purpose is to design the overall conference program and who has content responsibility including the procurement of technical papers and presentations, as well as keynote speakers for the various SMPTE Technical Conferences. The Chair is responsible for supervising the programming and direction of technical sessions.

Responsible Officer: Education Vice President

Chair: Appointed by Education Vice President

Participants: At discretion of Program Chair in consultation with Education Vice President

18.3.2 *Conference Local Arrangements Committee*

Purpose: This Committee shall be established to plan and carry out, in collaboration with Staff, the necessary details, excluding the program and content, to ensure the success of the SMPTE event. The Local Arrangements Committee is responsible for ensuring that all appropriate arrangements are made locally for the carrying out of the event plan. Working together with Staff, the Local Arrangements

Committee coordinates and supports the logistics of the event and helps to ensure local Section members are informed and engaged. The Local Arrangements Committee shall be in regular communication with Staff on progress and shall secure the Executive Director's or staff designee's approval where expenditures are required.

Responsible Officer: Membership Vice President

Chair: Appointed by Membership Vice President in consultation with Education Vice President.

Participants: The Local Arrangements Chair may appoint sub-committee chairs to carry out the duties that support the conference in cooperation with Home Office Staff. Tasks may include such activities as sponsorships, volunteer coordination, audio/video requirements, and other functions as necessary.

18.4 *Sub-Committees*

Committees may form Sub-Committees when it is felt that some particular phase of its activity will benefit from special attention by a small task force of experts. The Sub-Committee Chairs are appointed by the Committee Chair for a term concurrent with the Committee Chair's term. The Committee Chair may either appoint the Sub-Committee members or delegate that responsibility to the Sub-Committee Chair. Neither the Sub-Committee Chair nor the members of the Sub-Committee are required to be members of the Society or the Committee. Sub-Committees are responsible to and will report to the Committee. Sub-Committees shall reach decisions by consensus rather than by formal voting, and therefore, do not have a defined quorum. Consensus shall be determined by the Sub-Committee Chair, and is defined as substantial agreement but not necessarily unanimity.

18.5 *Ad hoc Committees*

From time to time the Board may deem it necessary to create an ad hoc Committee to handle a short term issue. Such Committees should be formed and disbanded in accordance with Section 17.1 above.

19 Policies

The following Policies apply to all persons and entities in a relationship with the Society, including Members, Staff, suppliers, contractors, partners and customers.

19.1 *Whistle-Blower Policy*

SMPTE is committed to maintaining the highest standards of conduct and ethical behavior and promotes a working environment that values respect, fairness and integrity. In keeping with the policy of maintaining the highest standards of conduct and ethics, the Society shall investigate any suspected fraudulent or dishonest use or misuse of SMPTE's resources or property by Staff Members, Board Members, Consultants or Volunteers. All Staff Members, Board Members, Consultants and Volunteers shall act with honesty, integrity and openness in all their dealings as representatives for the organization. Failure to follow these standards shall result in disciplinary action including possible termination of employment, dismissal from one's Board or volunteer duties and possible civil or criminal prosecution if warranted. Staff Members, Board Members, Consultants and Volunteers are encouraged to report suspected fraudulent or dishonest conduct (i.e. to act as a whistle-blower), pursuant to the procedures set forth below.

19.1.1 *Reporting of Misconduct*

A Staff Member's, Board Member's, consultant's and volunteer's concerns about possible fraudulent or dishonest use or misuse of resources or property should be reported to his or her supervisor if SMPTE Staff or, if suspected by a volunteer, to the Staff Member supporting the Volunteer's work. Supervisors and Staff Members supporting volunteers are, in turn, required to report suspected violations to the Executive Director, as described below, who has specific and exclusive responsibility to investigate all reported violations. If for any reason a person finds it difficult to report his or her concerns to such supervisor or Staff Member, the person may report the concerns directly to the Executive Director. If the concern is regarding the Executive Director, the person may report directly

to the President. Alternately, if the concern is regarding the Executive Director and the reporting party wishes to remain anonymous, a written statement may be submitted directly to the Past President. Similarly, if the concern is regarding the President, the Executive Director and the President, or any member of the Board, the person may report directly to the Past President.

19.1.2 *Rights and Responsibilities of Staff Members Supporting Volunteers*

Supervisors and Staff Members supporting volunteers are required to report suspected fraudulent or dishonest conduct to the Executive Director.

Reasonable care should be taken in dealing with suspected misconduct to avoid:

- Baseless allegations;
- Premature notice to persons suspected of misconduct and/or disclosure of suspected misconduct to others not involved with the investigation;
- Violations of a person's rights under law

Due to the important yet sensitive nature of the suspected violations, effective professional follow-up is critical.

Supervisors, while appropriately concerned about resolving such issues, should not in any circumstances perform any investigative or other follow up steps on their own. Accordingly, a supervisor who becomes aware of suspected misconduct:

- Should not contact the person suspected to further investigate the matter or demand restitution.
- Should not discuss the case with attorneys, the media or anyone other than the Executive Director.
- Should not report the case to an authorized law enforcement officer without first discussing the case with the Executive Director.

19.1.3 *Investigation*

All relevant matters, including suspected but unproved matters, shall be reviewed and analyzed, with documentation of the receipt, retention, investigation and treatment of the complaint. Appropriate corrective action shall be taken, if necessary, and findings shall be communicated back to the reporting person and his or her supervisor. Investigations may warrant investigation by an independent person such as auditors and/or attorneys. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

19.1.4 *No Retaliation*

SMPTE shall protect whistle-blowers as follows:

- SMPTE will use its best efforts to protect whistle-blowers against retaliation. Whistleblowing complaints shall be handled with sensitivity, discretion and confidentiality to the extent allowed by the circumstances and the law. Generally this means that whistle-blower complaints shall only be shared with those who have a need to know so that SMPTE can conduct an effective investigation, determine what action to take based on the results of any such investigation, and in appropriate cases, with law enforcement personnel. (Should disciplinary or legal action be taken against a person or persons as a result of a whistle-blower complaint, such persons may also have right to know the identity of the whistle-blower.)
- Employees, Consultants and Volunteers of SMPTE shall not retaliate against a whistle-blower for informing management about an activity which that person believes to be fraudulent or dishonest with the intent or effect of adversely affecting the terms or conditions of the whistle-blower's employment, including but not limited to, threats of physical harm, loss of job, punitive work assignments, or impact on salary or fees. Whistle-blowers who believe that they have been retaliated against may file a written complaint with the Executive Director and/or President. Any complaint of retaliation shall be promptly investigated and appropriate corrective measures taken if allegations of retaliation are substantiated. This protection from retaliation is not intended to prohibit supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors.

19.1.5 *Acting in Good Faith*

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

Definitions for Whistle Blower Policy:

- “Conflict of Interest (also Conflict)” means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a Person in a Position of Trust. Persons in a Position of Trust include Staff Members, Officers, Section Managers, Volunteers, Chairs of Committees and Board Members of SMPTE.
- “Board” means the Board of Governors (including the Executive Committee) and each member thereof. The Board regularly designates duties to various Committees and Task Forces. Officer means an officer of the Board.
- “Volunteer” means a person—other than a Board Member—who does not receive compensation for services and expertise provided to SMPTE and retains a significant independent decision-making authority to commit resources of the organization.
- “Staff Member” means a person who receives all or part of her/his income from the payroll of SMPTE.
- “Supporter” means corporations, foundations, individuals, 501c(3) nonprofits, and other nonprofit organizations who contribute to SMPTE, other than Members.
- “Member” means those persons or entities that join SMPTE as a member, including Fellows, Life Fellows and Honorary Members.

19.2 Conflict of Interest Policy

The purpose of the Conflict of Interest policy is to prevent the personal interests of Staff Members, Board Members and other Volunteers from interfering with the performance of their duties to the Society, or result in personal financial, professional, or political gain on the part of such persons at the expense of SMPTE or its Members, Supporters, and other stakeholders.

Full disclosure, by notice in writing on the form attached hereto, shall be made by all Persons in a Position of Trust to the full Board of all conflicts of interest, including but not limited to the following:

- A Person in a Position of Trust is related to another Person in a Position of Trust by blood, marriage or domestic partnership.
- A member of a Committee, Task Force or the Board or their respective organizations stand to benefit from a SMPTE transaction or publication (including standards or articles) or a Staff Member of such organization receives payment from SMPTE for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and Board policy.
- The related organization of a member of a Committee, Task Force or the Board receives grant funding from SMPTE.
- A member of a Committee, Task Force or the Board or Staff Member is a member of the governing body of, or otherwise affiliated with a Supporter.
- A Volunteer or Consultant working on behalf of SMPTE who meets any of the situations or criteria listed above.

Following full disclosure of a possible conflict of interest or any condition listed above, the Executive Committee shall vote to determine whether a conflict of interest exists, and if so, the Executive Committee shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect SMPTE’s best interests. Any member with a perceived conflict shall recuse him or herself from voting.

An interested member of a Committee, task force, the Board, or an Officer or Staff Member shall not participate in any discussion or debate of the Board, or of any committee or sub-committee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present Board or Committee Member.

Anyone in a position to make decisions about committing SMPTE's resources (e.g. transactions such as purchase contracts, staff deployments, or petty cash transactions) – who also stands to benefit from that decision – has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he should not participate in any final decisions.

A copy of this policy shall be given to all Persons in a Position of Trust upon commencement of such person's relationship with SMPTE or at the official adoption of stated policy. Each Person in a Position of Trust shall sign and date the policy attached hereto at the beginning of her/his term of service or employment and each year thereafter. Failure to sign does not nullify the policy.

[The Conflict of Interest policy and disclosure form](#) must be filed annually by all specified parties.

19.3 Confidentiality Policy

Members, staff and others in a relationship with the Society should understand that in the course of their duties as a Person in a Position of Trust with respect to SMPTE, they may have access to confidential information about SMPTE's operations. They should understand that information that is not a matter of public record, or not otherwise authorized by the Board or that is marked as confidential, shall not be disclosed to any person not authorized to receive such information. Materials produced for the sole purpose of fulfilling duties as a Person in a Position of Trust with respect to SMPTE shall remain confidential until such documents or materials are made public. During and after service to SMPTE, persons in possession of such information shall not disclose any such information to any person or entity, other than the officers, agents, and employees of SMPTE, except as SMPTE specifically authorizes or directs in writing or as otherwise required by law.

Members, Staff and others in a relationship with the Society shall observe any requirements or procedures that SMPTE may require for the protection of the confidentiality of such information.

20 Definitions

This section provides a summary of defined terms. This is intended to be an aid to the reader only. Refer to the referenced text for the precise definitions and context.

The Act- Refers to the most current version of the District of Columbia Nonprofit Corporation Act under which SMPTE operates.

Active Member - A voting member of the Society specifically individuals engaged in, or with interest in, the motion picture, television, or allied arts and sciences who obtain membership either through an individual application or, where permitted by provisions established by the Board, are appointed by a Sustaining Member.

Associate Members - A non-voting member of the Society. Associate Members are individuals with designations and privileges that may be further described in applicable sections of the Operations Manual or as otherwise established by the Board.

Board - Board of Governors - The top level governance structure of the Society

Board Committee – Committee established by and accountable to the Board or its Officers

Board Quorum- A Simple Majority of all individual Board Members (“Board Quorum”) shall constitute a quorum for the transaction of business.

Bylaws – the governing rules of the Society. See <http://www.smpte.org/about/bylaws>

Executive Committee – composed of the Board Officers

Executive Director – The senior Staff Member of the SMPTE, responsible to the President and Board. All other SMPTE employees report to the Executive Director.

Non-US Section-Produced Events- Any conference or event that is produced by a section based outside the USA.

Officer – President, Past President, Executive Vice President, Secretary/Treasurer, and other Vice Presidents of the Society.

Operations Manuals – Manuals that explain the policies, procedures, rules and regulations by which the SMPTE and its organizational units are governed

Policies – Guiding principles used to set direction in an organization. They can be a course of action to guide and influence decisions.

Procedures – Particular ways of accomplishing something. They should be designed as a series of steps to be followed as a consistent and repetitive approach or cycle to accomplish an end result.

Programs - Activities with specific defined objectives, schedule and budget conducted by the Society in fulfillment of its objectives. Examples of programs include conferences, training seminars, publications, webcasts, on-line resources or educational media.

Region-Geographic organizational unit represented by one or more Governors. See Section 7.1.

Responsible Officer – SMPTE Officer with administrative oversight and accountability to Board

SMPTE Contact- Official Contact/Address for business correspondence shall be SMPTE Executive Director at 3 Barker Avenue, White Plains, NY 10601, United States

Section – Geographic organizational unit within a Region empowered to conduct activities on the Society’s behalf at the local level. See Section 15. **Society** – The Society of Motion Picture and Television Engineers (SMPTE)

Staff – A full or part time employee of the SMPTE.

Student Chapter Advisor - Active Member of SMPTE associated with the Institution with which the Student Chapter is affiliated.

Sustaining Member- An individual, corporation, firm, company or other entity supportive of the aims of SMPTE and who subscribes as a SMPTE Sustaining Member. Various levels of Sustaining Membership shall be available, each level providing a specific set of benefits, as determined from time to time by the Board.

Volunteer – An individual, other than a Board Member, who does not receive compensation for services and expertise provided to SMPTE and retains a significant independent decision-making authority to commit resources of the organization.