

# Society of Motion Picture and Television Engineers

## BYLAWS

### ARTICLE I: NAME, PURPOSE AND GOVERNANCE STRUCTURE

**Section 1: Name.** The name of the corporation is the Society of Motion Picture and Television Engineers, Inc., (hereinafter, “SMPTE” or the “Society”).

**Section 2: Legal and Tax-Exempt Status.** SMPTE is a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code and is incorporated in the District of Columbia. As such, SMPTE is governed by the District of Columbia Nonprofit Corporation Act (“the Act”).

**Section 3: Purpose.** The purposes of the Society, consistent with its Articles of Incorporation, 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.

**Section 4: Governance Structure.** The functions of SMPTE are carried out through the Board of Governors (“Board”), Active Members and such Committees, Subcommittees and Working Groups as may be established and authorized by the Board in accordance with the procedures set forth in these Bylaws. The Board may from time to time supplement the provisions of these Bylaws by resolution and/or by the adoption of SMPTE Operations Manual(s) (“Operations Manual”) specifying provisions and procedures applicable to specific areas of the Society’s activities. Such additional provisions shall not be inconsistent with these Bylaws.

**Section 5: SMPTE Sections.** SMPTE has constituent elements known as Sections. 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. Each Section's bylaws and other applicable governance documents shall conform to these Bylaws and all other legal requirements outlined in applicable sections of the Operations Manual or otherwise established by the Board.

## ARTICLE II: MEMBERSHIP

**Section 1: Membership Categories.** Provisions for membership applications and dues are established by the SMPTE Board, as may be set forth in applicable sections of the Operations Manual or otherwise established by the Board. Applicable membership requirements not set forth in these Bylaws shall be available to, and binding upon, all members as a condition of membership.

SMPTE has the following membership categories.

- A. *Active Members.* SMPTE Active Members are 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.
- B. *Sustaining Members.* Sustaining Members are individuals, corporations, firms, companies or other entities supportive of the aims of SMPTE. 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.
- C. *Associate Members.* 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.

**Section 2: Members and Voting Rights.** The provisions of this Section relate to the rights of members to vote on matters where a member vote is requested by the Board or required under the Act.

- A. *Active Members.* Only Active Members have the right to vote on matters where a member vote is requested by the Board or required under the Act.
- B. *Sustaining Members.* Sustaining Members shall not have such voting rights.
- C. *Associate Members.* Associate Members shall not have such voting rights.

**Section 3: Resignation, Termination or Suspension of Membership.** 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.

#### **Section 4: Member Meetings and Voting.**

- A. Calling of the Annual Meeting. There shall be an annual meeting of the Active Members at the time and place designated by the SMPTE Board. However, should the Board determine that holding the annual meeting is not in the best interests of the Society, then it will be rescheduled as soon as reasonably practicable.
- B. Calling and Notice of the Annual Meeting and Regular Meetings. Notice of any regular meeting of the Active Members, including the annual meeting, shall be given personally or delivered to each Active Member by mail or overnight courier not fewer than thirty (30) and not greater than ninety (90) days before the date set for such meeting, except as otherwise provided by the Act, or established by the Board and published to the Membership, and must include the time, date and place of such meeting.
- C. Calling and Notice of Special Meetings. Special meetings of the Active Members may be called upon not fewer than twenty (20) and not greater than ninety (90) days written notice, which shall state the purpose for such meeting. Special meetings may be called by request of the President, Secretary/Treasurer, one third of the Board membership, or upon written petition of one-twentieth of the Active Members. Written petitions may be submitted by mail, fax, or electronic transmission, including e-mail, to the appropriate SMPTE contact (“SMPTE Contact”) as specified in the Operations Manual or otherwise established by the Board.
- D. Waiver. Active Members may waive notice of any meeting through attendance without objection or by sending a written, signed waiver, which is delivered by mail, fax, or electronic transmission, including e-mail, to the SMPTE Contact either before or after the relevant meeting.
- E. 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.
- F. 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 these Bylaws or the Act.
- G. Voting at a Member Meeting. 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 by the Act.

- H. 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.
- I. 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 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.
- J. 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.

## **ARTICLE III: BOARD OF GOVERNORS**

**Section 1: Role and Functions of the Board of Governors.** The general affairs of the Society shall be governed by the SMPTE Board of Governors (“Board”), who shall have oversight authority on all matters not otherwise delegated to another body under these Bylaws or the Act. The Board shall act as the “board of directors” as defined in the Act. Individual Board members shall meet certain standards of conduct and attention in carrying out their responsibilities to SMPTE. These standards are the fiduciary obligations of care, loyalty and obedience. In addition, the Board shall operate consistent with all policies and other requirements set forth in applicable sections of the Operations Manual or as otherwise established by the Board.

**Section 2: Composition of the Board of Governors.** The Board of Governors shall include the following, all of whom must be Active Members:

- i) The elected Board Officers;
- ii) The Past President of the Society;
- iii) Individuals elected by the Active Members as set forth in applicable sections of the Operations Manual or otherwise established by the Board and published to the membership;
- iv) Individuals appointed, subject to approval of the Board of Governors, for a term of one year, on nomination by a Board Officer. The number of appointed individuals shall not exceed one third of the elected individuals defined in iii) above.
- v) Two individuals elected by the Board of Governors for a term of one year when in the opinion of the Board such additional members will more adequately represent the interests and activities of the Society's members.

**Section 3: Term of Service of Board Members and Filling of Vacancies.** All Board Officers and Governors elected by the voting Membership of the Society shall serve for a term of two (2) years, except as otherwise provided in Section 2 above, or until their successors have been duly elected. The Past President shall serve until the end of the term of the current President. Whenever a vacancy shall occur in the Board of Governors or in any office of the Society, the remaining Governors may elect an individual to fill such vacancy. Individuals so elected shall serve for the unexpired term of their respective predecessors.

#### **Section 4: Board Meetings: Notice, Quorum and Voting.**

- A. **Regular Meetings Notice.** Notice of any regular meeting of the Board shall be delivered to each Board member by mail, overnight courier, electronic mail, or other mode of written transmittal, in a reasonable time-frame, generally thirty (30) days, prior to the date set for such a meeting, and must include the time, date and place of such meeting. The Board shall meet at least annually.
- B. **Special Meetings Notice.** Special meetings may be called at any time by the President or by any two Board Officers or one-third of the Board members upon at least seven (7) days' notice.
- C. **Board Quorum.** A Simple Majority of all individual Board members ("Board Quorum") shall constitute a quorum for the transaction of business.
- D. **Voting at a Board Meeting.** Board members 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 of the individual Board members present 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 or in these Bylaws. Each Board member shall have one vote.
- E. **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 these Bylaws or the Act.
- F. **Telepresence.** Any person participating in a meeting of the Board may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to communicate with one another and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.
- G. **Voting Outside of a Board Meeting.** The Board of Governors may vote as a group without a meeting if each Board member entitled to vote on the subject matter approves the proposed action. If any Board member fails to vote or fails to approve the action, the vote will not carry. For purposes of this section, Board member votes shall be signed by the respective individual Board member and may be returned to SMPTE Contact by mail, fax, or electronic transmission. Board member consents shall be documented as a record of action and be included with Board minutes reflecting the action taken.

**Section 5: Removal.** An individual Board member may be removed, with or without cause, by a two-thirds vote of the total membership of the Board. Such vote may be initiated by written petition of ten (10) percent of the Active Members or by a vote of the Simple Majority of a Board Quorum.

## ARTICLE IV: BOARD OFFICERS

**Section 1: Board Officers.** The elected officers of SMPTE shall be a President, Executive Vice President, a Secretary/Treasurer, and other Vice Presidents who shall have such duties as may be prescribed from time to time in applicable sections of the Operations Manual or otherwise established by the Board. The Past President shall also be considered as an Officer of the Society. The President shall preside at all meetings of the Active Members, the Board of Governors, and the Executive Committee. Subject to the direction of the Board of Governors, the President shall be the executive head of the Society. All other officers shall have the duties set forth in applicable sections of the Operations Manual or otherwise established by the Board.

**Section 2: Election and Term of Board Officers.** Each officer shall be elected or appointed in the manner set forth in applicable sections of the Operations Manual or otherwise established by the Board for a term not exceeding three (3) years, or as required by the Act. Any two (2) or more offices may be held by the same person simultaneously, except the offices of President and Secretary/Treasurer.

**Section 3: Removal of Board Officers.** A Board Officer may be removed, with or without cause, by two-thirds vote of the total membership of the Board. Such vote may be initiated by written petition of ten (10) percent of the Active Members or by a vote of the Simple Majority of a Board Quorum.

## ARTICLE V: COMMITTEES AND OTHER BODIES

**Section 1: Executive Committee.** The Executive Committee makes recommendations to the Board and may exercise such powers of the Board of Governors, as defined in applicable sections of the Operations Manual or as otherwise established by the Board, as may be necessary between meetings of the Board, reporting such actions at the next regularly scheduled meeting of the Board of Governors.

The Executive Committee is composed of the Board Officers.

The Executive Committee shall meet at the call of the President or two (2) members of the Executive Committee, and shall operate consistent with the provisions for quorum and voting set forth for the Board of Governors above.

**Section 2: Other Standing Committees, Subcommittees and Working Groups.** The Board may establish other Committees, Subcommittees, Working Groups and other bodies (collectively, "Committees") as deemed necessary and as prescribed in applicable sections of the Operations Manual or otherwise established by the Board. These Committees shall not exercise the authority of the Board.

## **ARTICLE VI: LIMITATION OF LIABILITY AND INDEMNIFICATION**

**Section 1: Limitation of Liability.** To the fullest extent permitted by the Act, the personal liability of the Board Officers and Governors of the SMPTE is hereby limited.

**Section 2: Indemnification.** To the fullest extent permitted by the Act, SMPTE shall indemnify and hold harmless each Governor and Board Officer of SMPTE against any and all liabilities, costs and expenses (including attorneys' fees and expenses) reasonably incurred by him or her or on his or her behalf in connection with any civil action or proceeding to which he or she may be a party by reason of his or her being or having been a Governor or Board Officer of SMPTE or by reason of any action alleged to have been taken or omitted by him or her in such capacity. SMPTE shall maintain insurance in such amounts as required by the Act for the indemnity specified above.

## **ARTICLE VII: AMENDMENTS TO BYLAWS**

**Section 1: Proposal to Amend.** Proposals to amend these Bylaws may be initiated by a resolution of the Board or by petition of a Member Quorum as specified in the Operations Manual or as otherwise established by the Board. Petitions may be submitted by mail, fax or electronic transmission, including e-mail, to the SMPTE Contact. Sufficient time and information, as defined in the Operations Manual, shall be provided to allow members to make an informed decision. Such an Amendment shall be approved by two-thirds vote of the Member Quorum.

**Section 2: Lack of Member Quorum.** In the event that no Member Quorum is achieved for the vote, the proposal to amend shall be referred for action to the Board of Governors. The proposed amendment shall then become a part of the Bylaws upon receiving the affirmative vote of three-quarters of the entire membership of the Board of Governors.