



BY-LAWS
REVISED 2006



CINEMA AUDIO SOCIETY

Cinema Audio Society By-Laws		INDEX	<u>PAGE</u>
		Declarations of Principals	2
		PURPOSE AND LOCATION	
		Purpose	2
Article 1	Section 1	Principal Location	2
Article 1	Section 2	Other Locations	2
Article 1	Section 3		
		MEMBERSHIP	
Article 2		Classes of Membership	3
Article 2	Section 1	Qualifications for Classes of Membership	3
Article 2	Section 2	Admission to Membership	4
Article 2	Section 3		
		PRIVILEGES	
Article 3		Active Members	4
Article 3	Section 1	Other Members	4
Article 3	Section 2	Termination of Membership	4
Article 3	Section 3		
		MEETINGS OF MEMBERS	
Article 4		Annual Meetings	5
Article 4	Section 1	Special Meetings	5
Article 4	Section 2	Quorum	5
Article 4	Section 3		
		BOARD OF DIRECTORS	
Article 5		Powers	5
Article 5	Section 1	Number of the Board of Directors	6
Article 5	Section 2	Alternate Members of the Board of Directors	6
Article 5	Section 3	Quorum	6
Article 5	Section 4	Qualifications and Term	6
Article 5	Section 5	Vacancies	6
Article 5	Section 6	Regular Meetings	6
Article 5	Section 7	Special Meetings	7
Article 5	Section 8	Emergency Action without Meeting	7
Article 5	Section 9	Voting	7
Article 5	Section 10	Indemnification	7
Article 5	Section 11		
		OFFICERS AND DIRECTORS	
Article 6		Officers	7
Article 6	Section 1	Qualifications and Term	7
Article 6	Section 2	Vacancies	8
Article 6	Section 3	President	8
Article 6	Section 4	Vice President	8
Article 6	Section 5	Secretary	8
Article 6	Section 6	Treasurer	9
Article 6	Section 7		
		ELECTIONS	
Article 7		Election Procedures	9
Article 7	Section 1	Procedures	9
Article 7	Section 2		
		MISCELLANEOUS	
Article 8		Checks, Drafts, etc.	10
Article 8	Section 1	Execution of Contracts	10
Article 8	Section 2	Representation of shares of other Corporations	10
Article 8	Section 3	Inspection of By-Laws	10
Article 8	Section 4	Rights to use the letters "CAS"	10
Article 8	Section 5	Entrance Fees	10
Article 8	Section 6	Dues and Assessments	10
Article 8	Section 7	Absence	11
Article 8	Section 8	Suspension	11
Article 8	Section 9	Suspension and Expulsion	11
Article 8	Section 10	Readmission Procedure	11
Article 8	Section 11	Withdrawal	11
Article 8	Section 12		
		AMENDMENTS	
Article 9		Amendment	11
Article 9	Section 1		
		CERTIFICATION	12



DECLARATION OF PRINCIPLES

DECLARATION 1. To educate and inform the general public and the motion picture & television industry that effective cinematic sound is achieved by a creative, artistic and technical blending of diverse sound elements.

DECLARATION 2. To provide the motion picture & television industry with a progressive society of master craftsmen specialized in the art of creative cinematic sound recording.

DECLARATION 3. To advance the specialized field of cinematic sound recording by exchange of ideas, methods, and information.

DECLARATION 4. To advance the art of auditory appreciation, and to philanthropically support those causes dedicated to the sense of hearing.

DECLARATION 5. To institute and maintain high standards of conduct and craftsmanship among our members.

DECLARATION 6. To aid the motion picture & television industry in the selection and training of qualified personnel in the unique field of cinematic sound recording.

DECLARATION 7. To achieve for our members deserved recognition as major contributors to the field of motion picture & television entertainment.

ARTICLE 1

Purpose and Location

Article 1 Section 1. Purpose

This corporation is organized for the purpose of advancing the art of Cinematic Sound.

Article 1 Section 2. Principle Location

The Board of Directors of The Cinema Audio Society shall select a suitable place for the principal office of the Cinema Audio Society within the County of Los Angeles, State of California

Article 1 Section 3. Other Locations

Branch or subordinate offices may at any time be established by the Board of Directors at any place, or places where the Corporation is qualified to do business.



ARTICLE 2 Membership

Article 2 Section 1. Classes of Membership

This Corporation shall have the following classes of Memberships and such other types and classes of memberships as may be created by vote of Two-Thirds (2/3) of the Board of Directors.

- A. Active
- B. Associate
- C. Career Achievement
- D. Honorary
- E. Student
- F. Retired

Article 2 Section 2. Qualifications for Classes of Members.

A. Active. A Sound Mixer whose achievements are deemed sufficient to be recommended for membership in the Cinema Audio Society. Eligibility for this classification shall be determined solely by the guidelines in Article 2 Section 3.

B. Associate. Any individual involved in cinematic sound, or a closely related field, while not qualifying for active membership may qualify for membership as an associate upon two-thirds (2/3) vote of the Board of Directors.

Associate members are entitled to the rights and privileges of an Active member and enjoy the social and academic activity of the Cinema Audio Society. However, an Associate member may not have the right to use the letters "CAS" after their name on Screen Credits, or in publicity of any kind, or the right to vote.

C. Career Achievement. A person deemed worthy of such a membership by the unanimous vote of the Board of Directors. A Career Achievement honoree shall be exempt from the initiation fees, dues and assessments for life. Career Achievement honorees shall have the status of Active membership for life.

D. Honorary. A person deemed worthy of such a membership by the unanimous vote of the Board of Directors. An Honorary member shall be exempt from the initiation fees, dues and assessments for life.

E. Student. An individual actively enrolled in a recognized educational program with an interest in the Art of Cinematic Sound. The application shall be accompanied by appropriate substantiated records. This application must be resubmitted annually for review to confirm the continuation of student status.

F. Retired. An Active member who ceases to be actively employed in the field of Cinematic Sound for reasons of retirement, transfer to other fields, or illness may, by unanimous vote of the Board of Directors be granted, for services rendered to the Sound Profession, retired membership status. Such membership shall be exempt from initiation fees, dues and assessments so long as the recipient remains inactive as a Sound Mixer, but should such member again become actively employed in mixing, such fact to be determined by the Board of Directors, such member shall from that time resume paying current dues and assessments.



Article 2 Section 3. Admission to membership.

The following steps and procedure shall be taken for the admission to active membership in the Cinema Audio Society:

A. As a minimum requirement to qualify for active membership, an applicant must have had no less than five (5) years experience as a professional sound mixer in motion pictures or television. The applicant must produce proof of said period of time, in the form of a list of confirmable Credits. The list shall be verified by the Board of Directors of the Cinema Audio Society. Upon their findings, the applicant shall pass or fail this requirement.

B. An applicant must be sponsored by two (2) active members in good standing.

C. Applications for membership shall be in writing, signed by the applicant, and submitted to the membership committee, together with a payment in an amount equal to the initiation fee, current dues and assessments.

D. Upon recommendation of the applicant by a two-thirds (2/3) vote of the Board of Directors, his or her name shall be published in the CAS Quarterly. If thirty (30) days after publication no written objections have been received, the applicant shall be accepted to membership.

E. In the event that written objections are received, it shall be the sole discretion of the Board of Directors to pass upon such objections and, if found to be unsubstantiated or prejudiced, the applicant shall be accepted to membership.

F. If applicant is refused membership, any payment submitted by the applicant shall be refunded.

ARTICLE 3

Privileges

Article 3 Section 1. Active members.

Only Active members **in good standing** shall have the right to put the letters "CAS" after their name on screen credits. Only Active members **in good standing** shall have the right to vote upon the business of the corporation. Each Active member shall have one vote and neither cumulative voting nor proxy voting shall be allowed.

Article 3 Section 2. Other Members.

Associate, Honorary, Student and Retired Members may attend meetings and participate in and enjoy the social, educational, and academic activities of the corporation, but shall not have voting privileges.

Article 3 Section 3. Termination of Membership.

Membership in the corporation shall not be transferable and shall cease together with all rights and privileges therein upon the death, withdrawal or expulsion of such member. No refund of any dues, fees or assessments shall be made upon such cessation.



ARTICLE 4

Meetings of Members

Article 4 Section 1. Annual Meetings.

The Annual meeting of members shall be held during each calendar year. Written notice of each meeting shall be given to each member **in good standing** by mail, and/or other means of written communication, addressed to such member at his address appearing on the books of the corporation, or address given by such member to the corporation for the purpose of notices. All such notices shall be sent to each member entitled thereto not less than ten (10) days before each meeting, and shall specify the place, the day, and the hour of such meeting, and shall state such other matters, if any, as may be required by statute.

Article 4 Section 2. Special Meetings

Special meetings of the members for any purpose or purposes whatsoever, may be called at any time by the President or by the majority of the Board of Directors. Notice of special meeting shall be given as provided in section 1 above.

Article 4 Section 3. Quorum

The presence in person of one-fifth (1/5) of the Active Members in good standing shall constitute a quorum for the transaction of business.

ARTICLE 5

Board of Directors

Article 5 Section 1. Powers.

Subject to limitations of the Articles of Incorporation, of the By-Laws, and of the California General Corporation Law as to action which shall be authorized or approved by the members, and subject to the duties of the directors as prescribed by the By-Laws, all corporate powers shall be authorized or exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers, to wit:

- A.** To conduct, manage and control the affairs and business of the Corporation and to make such rules and regulations therefore not inconsistent with law, or with the articles of incorporation or by the By-Laws, as they may deem best.
- B.** To change the principle office for the transaction of the business of the Corporation from one location to another; to fix and locate from time to time one or more subsidiary offices of the Corporation within or without the state of California; to designate any place within or without the state of California for the holding of any member meeting; and to adopt, make and use a corporate seal.
- C.** To borrow money and incur indebtedness for the purpose of the Corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore.



Article 5 Section 2. Number of the Board of Directors.

The authorized number of directors of the corporation shall be eleven, excluding the four officers specified in Article 6 Section 1. Six of these eleven directors shall be principally employed as Re-recording Mixers. Five of these eleven directors shall be principally employed as Production Mixers. This by-law shall not be amended or deleted by less than two-thirds (2/3) of the voting membership.

Article 5 Section 3 Alternate Members of the Board of Directors

The authorized number of alternate directors of the corporation shall be four. Two of these four Alternate Members of the Board of Directors shall be principally employed as Production Mixers and two shall be principally employed as Re-recording Mixers. Alternates shall be numbered Alternates 1 [one] thru 4 [four] as determined by election voting results. The Alternate directors shall have voting privileges if their presence is required to meet a quorum as defined in Article 5 Section 4.

Article 5 Section 4. Quorum.

A majority of the authorized number of Directors 6 [six], and 2 [two] Officers, shall be necessary to constitute a quorum for the transaction of business. In the event there is not a quorum for that meeting Alternates shall have voting privileges. The Alternates' "numbers" as defined in Article 5 Section 3 shall determine voting order of the Alternates. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, except in those cases where the By-Laws specify a vote of more than a majority of the board, and in such cases such vote shall be required.

Article 5 Section 5. Qualifications and Term.

Directors shall be elected from among the Active members in good standing to serve until their successors are elected. Directors shall be elected for a term of two (2) years, Five (5) shall be elected in even numbered years, and Six (6) shall be elected in odd numbered years.

Article 5 Section 6. Vacancies.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director. Vacancies in the Board of Directors shall be filled from the alternates in the appropriate categories based on the voting tally of the most recent Board of Director's elections. Vacancies of the Alternate members of the Board of Directors shall be filled from, and in the order of, the voting tally of the most recent Board of Director's elections in the appropriate categories.

Article 5 Section 7. Regular Meetings.

Regular meetings of the Board of Directors shall be held monthly. Notice of regular meetings shall be given to each director in writing no less than seven (7) days prior to such meeting.



Article 5 Section 8. Special Meetings.

Special meetings of the Board of Directors shall be held as ordered or directed by the President or three [3] Directors or upon written demand of 10% of the members in Good standing of the Cinema Audio Society. A demand for a Directors meeting by the members shall state the purpose for which the meeting is called. Notice of special meetings shall be given as provided in Article 5 Section 7.

Article 5 Section 9. Emergency Action without Meeting

The Board of Directors may take action on a proposal without a Board of Directors meeting under the following conditions: Approval by a majority of the Board of Directors providing that a good faith effort has been made to contact all members of the Board of Directors. All such emergency actions must be ratified by the Board of Directors at the next Board of Directors meeting to be enacted.

Article 5 Section 10. Voting

Each Director and Officer present, except President or acting President, shall have one vote on all questions at all meetings of the Board of Directors, but may not vote by proxy.

Article 5 Section 11. Indemnification

The Board of Directors shall authorize the corporation to pay expenses incurred by or to satisfy a judgment or fine rendered or levied against a present or former Director, Officer or Employee of the Corporation in an action brought by a third party against such person (whether or not the Corporation is joined as a party defendant) to impose a liability or penalty on such person for an act alleged to have been committed by such person while a Director, Officer or Employee of the Corporation or by both, provided, the Board of Directors determine in good faith that such Director, Officer or Employee was acting with good faith within what he or she reasonably believed to be the scope of his or her employment or authority and for a purpose which he or she reasonably believed to be in the best interests of the Corporation or its members.

Payments authorized hereunder include amounts paid and expenses incurred in setting any such action or threatened action, but this section shall not apply to any action instituted or maintained in the right of the Corporation by a member of the Corporation.

ARTICLE 6

Officers and Directors

Article 6 Section 1. Officers.

The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and such other Officers as the Board of Directors from time to time may deem necessary.

Article 6 Section 2. Qualifications and Term.

The Officers of the Corporation shall be elected from among active members in good standing who have served as Officers or Directors. Officers shall be elected for a term of two [2] years. The President and Treasurer shall be elected in odd numbered years. The Vice-President and Secretary shall be elected in even numbered years. No member shall occupy any one office for a period in excess of two [2] terms.



Article 6 Section 3. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by a majority vote of the members of the Board of Directors present at any meeting of the Board at which a quorum is present. The Board of Directors shall have the power to remove an Officer during his elected term.

Article 6 Section 4. President.

The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and Officers of the Corporation. He shall preside at all meetings of the members and the Board of Directors, he shall be an ex-officio member of all standing committees, including the executive committee, if any, and management usually vested in the office of President of a corporation. No member shall occupy the office of President for a period in excess of two (2) terms.

Past presidents of the Cinema Audio Society shall hold permanent voting positions on the Board of Directors as long as they remain active members in good standing. In the event that a past presidents' membership ceases to be active or in good standing their position on the Board of Directors shall be permanently forfeited.

Article 6 Section 5. Vice President.

In the absence or disability of the President, the Vice President shall perform the duties of the President and when so acting shall have all the powers of, and shall be subject to all the restrictions upon the President. No member shall occupy the office of Vice-President for a period in excess of two (2) terms.

Article 6 Section 6. Secretary.

The Secretary shall keep, or cause to be kept, a book of minutes at the principle office, or such other place as the Board of Directors may order, of all meetings of Directors and members, with the time and place of holding whether regular or special, and if special, how authorized, the names of those present at directors meetings, and the proceedings thereof. The Secretary shall be responsible for the distribution of minutes of the meetings to the members of the Board of Directors not more than seven [7] days following the meeting.

The Secretary shall give, or cause to be given, notice of all the meetings to the members and the Board of Directors required by the By-Laws or by law to be given, and he shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-Laws.

The Secretary shall keep a membership book listing the name and address of each member, and if such membership has been terminated, such fact and date of termination shall be recorded in such book. No member shall occupy the office of Secretary for a period in excess of two (2) terms.



Article 6 Section 7. Treasurer.

The Treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capitol and surplus. The books of account shall at all reasonable times be open to inspection by any Director. The Treasurer shall present an annual proposed operations budget at the regular April Board of Directors meeting.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and Directors an account of all of his transactions as Treasurer, and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, or the By-Laws. No member shall occupy the office of Treasurer for a period in excess of two (2) terms.

ARTICLE 7 Elections

Article 7 Section 1 Election Procedures

At all elections of Officers and members of the Board of Directors, the voting shall be by secret ballot. The Officers and the Board of Directors shall solicit names for nomination to the Board of Directors from the active members, by mail if necessary, and solicit names for Officers, drawing from the Board of Directors. Ballots shall be mailed to all active members in good standing, directed to their last known address as shown in the membership book. The ballot mailing shall contain the names of the nominees, and any recommendations by the Officers and the Board of Directors for the offices and the open board seats.

The nominee receiving the largest number of votes for President shall be elected to the office of President. The nominee receiving the largest number of votes for Vice President shall be elected to the office of Vice President. The nominee receiving the largest number of votes for Secretary shall be elected to the office of Secretary. The nominee receiving the largest number of votes for Treasurer shall be elected to the office of Treasurer.

The five [5] or six [6] nominees receiving the largest number of votes shall be elected to the Board of Directors. Should one (1) or more of the remaining Directors with unexpired terms be elected as an Officer, the vacancy for such unexpired term shall be filled according to Article 5 Section 6. The replacement member of the Board of Directors term shall be limited to that of the Director that the member is replacing.

Article 7 Section 2 Procedures

Nominees shall be identified in their respective categories, either Production or Post Production. The ballots shall be tabulated by an independent accounting, legal, or business organization. A committee comprised of designated member(s) of the Board of Directors shall be present as representative of the Cinema Audio Society. A plurality shall be sufficient to decide the election.



ARTICLE 8

Miscellaneous

Article 8 Section 1. Checks, Drafts, etc.

All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Article 8 Section 2. Execution of Contracts

The Board of Directors, except as provided, in the By-Laws, may authorize any Officer, agent or agents, to enter into any contract or execute any instrument in the name of, and on behalf of, the Corporation, and such authority may be general or confined to specific instances, and unless so authorized by the Board of Directors, no Officer, agent or employee shall have the power or authority to bind the Corporation by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.

Article 8 Section 3. Representation of shares of other Corporations.

The President or the Vice President and the Secretary of this Corporation are authorized to vote, represent and exercise on behalf of this Corporation, all rights incident to any and all shares of any other Corporation or Corporations standing in the name of this Corporation. The authority herein granted to said Officers to vote, or represent on behalf of this Corporation, any and all shares held by this Corporation in any other Corporation, or Corporations may be exercised either by such Officers in person, or by any person authorized so to do by proxy or power of attorney duly executed by said Officers.

Article 8 Section 4. Inspection of By-Laws.

The Corporation shall keep at its principle office for the transaction of business, the original or a copy of the By-Laws as amended to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times during office hours.

Article 8 Section 5. Right to use the letters "CAS"

Only Active members in Good Standing, Retired, Honorary and Career Achievement members shall have the right to place or cause to be placed, the letters "CAS" after their names on screen credits, or in publicity of any kind.

Article 8 Section 6. Entrance Fees.

Persons accepted for membership shall pay such entrance fees as shall be determined by the Board of Directors.

Article 8 Section 7. Dues and Assessments.

Every member of this Corporation shall pay such dues and assessments as shall be determined by the Board of Directors, and dues and assessments current at date of application.



Article 8 Section 8. Absence.

If a member of the Board of Directors shall be absent from three (3) consecutive meetings of the Board without good and sufficient reason, he or she may be removed from office by a vote of two-thirds (2/3) of the Board of Directors.

Article 8 Section 9. Suspension.

All dues and/or assessments are due and payable on the first day of January. If said dues and/or assessments are unpaid on the first day of February, the member or members in arrears are to be considered delinquent and not in good standing. Said delinquent member or members shall be notified by registered letter that by reason thereof, they are suspended from membership and have forfeited all rights and privileges pertaining to their membership. However, under extraordinary circumstances, the Board may withhold such suspension.

Article 8 Section 10. Suspension and Expulsion.

Any member of the Corporation may be suspended for cause by two-thirds (2/3) vote of the Board of Directors, or expelled for cause by a unanimous vote of the Board of Directors. Before any disciplinary action shall be taken, written charges must be filed with the Secretary against the affected member. Written notice of the charges and the time and place of the hearing thereon must be sent by registered mail to the affected member at least ten (10) days before the date of such hearing. At any such hearing the affected member shall be given an opportunity to be heard and to present evidence in answer to such charges. Written notice of suspension or expulsion shall be sent to the affected member by registered mail to his or her last known address.

Article 8 Section 11. Readmission Procedure.

Any member suspended or expelled from the Corporation may submit to the Board of Directors a written application to be readmitted, to be accompanied by a readmission fee in the amount equal to the sum of current dues, assessments, one-half (1/2) the delinquent dues and assessments accrued since the date of suspension or be charged the fee imposed upon a new member, whichever is the lesser amount. Readmission shall be at the sole discretion of the Board of Directors. If any such application is not approved, any readmission fee shall be promptly returned.

Article 8 Section 12. Withdrawal.

Any member in good standing, in any classification of membership may withdraw from the Corporation by giving written notice thereof to the Board of Directors at the principle office of the Corporation. A member who thus withdraws shall not be readmitted to membership except through written reapplication addressed to the Board of Directors at the principle office of the Corporation. In such event such Board shall be the sole judge as to whether or not such member shall be readmitted to membership, and the sole judge of the amount of past dues required to be paid by such withdrawn member.

ARTICLE 9

Article 9 Section 1 Amendments

The By-Laws of this Corporation may be amended by a majority of Active members in good standing at any meeting of the members, or by the unanimous vote of the Board of Directors at any meeting of such board.



Amended OCTOBER 2006
CERTIFIED COPY

This copy certified by:
The Secretary of the Cinema Audio Society
on: