



BY-LAWS
REVISED
2020

Cinema Audio Society By-Laws Table of Contents

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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 artisan 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 artisanship among our members.

DECLARATION 6. To aid the motion picture & television industry and derivative mediums 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 industry and derivative mediums.



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 a vote of Two-Thirds (2/3) of the Board of Directors.

- A. Active
- B. Associate
- C. Career Achievement
- D. Honorary
- E. Academic
- 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 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 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. **Academic.** An individual student, faculty, or school administrator actively enrolled or employed 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 academic 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 a 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. In order to qualify for active membership, an applicant is required to have had a majority of work in each of five (5) years' experience as a 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 applicant must have mixed the majority of each project listed in support of meeting the minimum requirements. 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. The board has the right, by unanimous agreement, to accept applicants who may have unique qualifications.
- B. An applicant for Active membership must be sponsored by two (2) active members in good standing. Both sponsors of CAS membership applicants must write a signed comprehensive letter of recommendation on behalf of the applicant for consideration by the board, and both sponsors must sign the membership application form.



- C. Applications for membership shall be accepted by electronic submission on the CAS Website.
- D. Upon the recommendation of the applicant by a two-thirds (2/3) vote of the Board of Directors, the applicant will be required to make a payment in an amount equal to the initiation fee, current dues and assessments. The applicant's name shall be published on the CAS Website. 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 an applicant is refused membership, any payment submitted by the applicant shall be refunded.
- G. All non-members that win a CAS Award will be considered for membership and upon acceptance of their application, the board may grant a complimentary year of membership for their winning year.

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, Academic, 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 a 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 4 Section 4. Meetings Via Electronic Platforms

All meetings of the membership may be conducted either in person or conducted via electronic means. The Board shall in all instances decide whether to conduct the annual meeting in person or via electronic means. Provided, however, that in the event the Board decides to hold the meeting electronically, the electronic platform through which the meeting is facilitated shall allow all members to have the ability to access and participate in the deliberations and actions taken at such meeting(s) and that all members receive appropriate and timely electronic or other notice of the meeting with directions on how the member(s) may attend and participate in the meeting(s).

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 principal 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 therefor, 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 **fifteen (15) active members in good standing**, excluding the four officers specified in Article 6 Section 1. Eight (8) of these fifteen directors shall be principally employed within **Post-Production**. Seven (7) of these **fifteen** 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. Quorum

A majority of the authorized number of Directors 8 [eight], and 2 [two] Officers, shall be necessary to constitute a quorum for the transaction of business. In the event that there are more than 2 officers present, those additional executive officers can be counted to achieve quorum. 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 4. 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, eight (8) shall be elected in even-numbered years, and seven (7) shall be elected in odd-numbered years. Directors have a two-term consecutive limit of service (excluding officers). Directors must then take one year off before being allowed to run for a Director seat again.



In the event that an elected official is unable to complete their term, time served by a newly appointed member to complete said term will not be counted against the term limits of the newly appointed member. This policy extends to all positions which contain term limits.

Article 5 Section 5. 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, and in the order of, the voting tally of the most recent Board of Directors elections in the appropriate categories.

Article 5 Section 6. 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. All meetings of the Board of Directors, whether regular or special, may be conducted either in person or conducted via electronic means. The Board shall in all instances decide whether to conduct the annual meeting in person or via electronic means. Provided, however, that in the event the Board decides to hold the meeting electronically, the electronic platform through which the meeting is facilitated shall allow all Directors to have the ability to access and participate in the deliberations and actions taken at such meeting(s) and that all Directors receive appropriate and timely electronic or other notice of the meeting with directions on how the Director(s) may attend and participate in the meeting(s).

Article 5 Section 7. 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 4 Section 2.

Article 5 Section 8. Emergency Action without Meeting

The Board of Directors may take action on a proposal without a Board of Directors meeting under the following conditions: Notice of the action shall be sent to all Directors via any electronic platform through which the Directors can securely, effectively, and timely receive and reply to such notice (e.g., electronic mail, Basecamp, etc.) and approved by a majority of the Board of Directors in response to such notice shall be deemed an adoption of the requested action, motion, etc. All such emergency actions shall be ratified at the next regular meeting of the Board of Directors.

Article 5 Section 9. 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 10. 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 or express authorization of his or her office or authority and that the action at issue was taken for a purpose which he or she reasonably believed to be

in the best interests of the Corporation or its members and not for the personal benefit of the Director, Officer or Employee.

Payments authorized hereunder include amounts paid and expenses incurred in settling 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 5 Section 11. Conflicts of Interest

All Directors, Officers and Employees of the Corporation shall read and acknowledge receipt of the Corporation's "Policy Governing Conflicts Of Interest" (the "Policy") and they shall at all times abide by and comply with the Policy when acting in their capacity as agents of the Corporation.

Article 5 Section 12. Fiduciary Insurance

The Board of Directors and Officers of the Corporation shall, at all times, be covered by a policy of fiduciary insurance in an amount appropriate for the finances of the Corporation. The Corporation shall be financially responsible for the premiums, except where and if the insurer requires the Officer or Director to obtain an additional rider for personal coverage.

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.

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.

Article 6 Section 5. Former President

Former presidents of the Cinema Audio Society shall have one year of active voting rights on the board immediately after their term as President has ended. All current and former CAS Presidents shall be granted Active membership in perpetuity without dues.

Article 6 Section 6. 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 7. Secretary

The Secretary shall keep, or cause to be kept, an archive of minutes 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 less than seven [7] days prior to the following 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 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, or cause to be kept a record of membership, 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 a book.

The office of Secretary has no term limits.

Article 6 Section 8. 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, profits, losses, capital, 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. The Treasurer may designate a representative in their stead to fulfill this obligation. They 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 their 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. The office of Treasurer has no term limits.

ARTICLE 7 Elections

Article 7 Section 1 Election Procedures

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 sent to all active members in good standing, directed to their last known address as shown



in the membership records. The ballot 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 5. 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 & Election Committee

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. An Election Committee composed of a designated member(s) in good standing of the Board of Directors shall be required to receive the results as a representative of the Cinema Audio Society for acceptance by the board. A plurality shall be sufficient to decide the election. The Election Committee may include non-board CAS member(s) in good standing. The Election Committee shall be autonomous and shall have the authority, subject to cost approval by the Board of Directors, to retain a third-party election provider to assist with the conducting of the election. All elections shall – unless otherwise determined by the Election Committee and for extraordinary reasons only – be conducted via an electronic balloting system which shall allow the participation of all members in good standing. Provided, further, that the Election Committee shall have the authority to issue and enforce such reasonable rules as are necessary for the conducting of a full and fair election. The members of the Election Committee shall not be candidates themselves and shall remain strict neutrality in any such 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 Officers of the Corporation who, from time to time, shall be determined by resolution of the Board of Directors. Only those Officers or Employees expressly authorized by the Board of Directors shall have the ability to expend the funds of the Corporation.



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 must be expressly authorized, via the appropriate and recorded Board action, 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. Inspection of By-Laws

The Corporation shall keep a copy 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 4. 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 5. Entrance Fees

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

Article 8 Section 6. 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 the date of application.

Article 8 Section 7. 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 8. 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 April, 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 9. 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 10. 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 11 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 through the 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 through the office of the Corporation. In such event, the Board shall be the sole judge as to whether or not the member shall be readmitted to membership and the sole judge of the amount of past dues required to be paid by the withdrawn member.

Article 8 Section 12. Non-Discrimination and Equal Opportunity

The Cinema Audio Society's policy is to provide equal opportunity for all applicants, volunteers, and employees. The Cinema Audio Society does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities, operations, or employment.



Article 8 Section 13. Conflicts of Interest

The Board of Directors shall ensure that the Corporation's policies on the avoidance of conflicts of interest, barring discrimination, etc., and all other Board issued or approved policies are periodically reviewed and, if necessary, amended to conform with then current best practices.

Article 8 Section 14. Arbitration.

Any member who believes that they have been aggrieved or damaged by any decision rendered by the Board of Directors and/or this Corporation must resolve such claims through final and binding arbitration. To initiate such arbitration, the member must (A) file a written claim (the "Claim") with the Board of Directors and (B) the Claim must be filed no later than ninety (90) days after the member reasonably should have known of the actions forming the basis for the Claim. No more than forty-five (45) days after receipt of the Claim, the Board of Directors shall either (A) grant the Claim in full or (B) refer the Claim to the American Arbitration Association ("AAA") for the appointment of an arbitrator to hear and decide the Claim. The failure of the Board of Directors to grant a Claim with said forty-five (45) day window shall render the Claim as denied and referred to the AAA for resolution. In any arbitration held under this Section 14 of this Article 8, the Arbitrator shall have no authority to add to, subtract from or reform in any way the Bylaws of the Corporation. The arbitration shall be conducted pursuant to the AAA Commercial Rules for Arbitration and the Arbitrator shall be authorized to allow such pre-hearing discovery as is reasonable. All parties shall bear their own attorneys' fees and costs and shall equally split any fee charged by the arbitrator. The decision of the arbitrator shall be final and binding.

ARTICLE 9 Amendments

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, with the exception of Article 5, Section 2, which shall not be amended or deleted by less than two-thirds (2/3) of the voting membership.

- Amended November 1st, 2020
- Approved by the Board of Directors on November 14th, 2020

CERTIFIED COPY - This copy certified by:
Frank Morrone CAS
The Secretary of the Cinema Audio Society

SIGNED

DATED