

**BYLAWS
OF
PRODUCERS GUILD OF AMERICA, INC.**

**ARTICLE I
NAME, PURPOSES, AND GOVERNING LAW**

Section 1. Name. The name of this organization is Producers Guild of America, Inc. (the “Guild” or “PGA”).

Section 2. Purposes and Governing Law. The Guild is organized as a nonprofit mutual benefit corporation under the California Nonprofit Mutual Benefit Corporation Law (the “Nonprofit Law”) for the purposes set forth in the Articles of Incorporation of the Producers Guild of America, Inc. (“Articles of Incorporation”).

**ARTICLE II
AUTHORITY AND CONSTRUCTION**

Section 1. Legal Authority Governing Construction of Bylaws. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Nonprofit Law as amended from time to time shall govern the construction of these Bylaws. If any term used in these Bylaws and not otherwise defined herein is defined for purposes of the Nonprofit Law, such definition shall apply for purposes of these Bylaws.

Section 2. Interpretation and Conflict of Provisions. These Bylaws are in all respects subject to the requirements of the Nonprofit Law and the Articles of Incorporation and shall be interpreted accordingly. Whenever there is a conflict between these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall control. Whenever there is a conflict between these Bylaws or the Articles of Incorporation, on the one hand, and the Nonprofit Law, on the other hand, the Nonprofit Law shall control.

Section 3. Headings. The descriptive titles and headings contained in these Bylaws are used for convenience of reference only and shall not affect in any way the meaning or interpretation of any provision of these Bylaws.

Section 4. Severability. If any court of competent jurisdiction finds any portion of these Bylaws invalid, illegal, or unenforceable, then so far as is reasonable and possible, and as to such jurisdiction, the remainder of these Bylaws shall be considered valid and operative, and effect shall be given to the intent manifested by the portion deemed invalid, illegal, or unenforceable.

**ARTICLE III
MEMBERSHIP**

Section 1. Membership. The Guild shall have one (1) class of voting members.

Section 2. Eligibility, Application, and Admission. Eligibility requirements for membership

shall be established by the Guild's Board of Directors ("Board") and set forth in the policies, procedures, or other rules of the Guild ("Guild Procedures"), as may be revised by the Board and/or Guild staff from time to time, as appropriate. Individuals meeting the eligibility requirements for membership established by the Board may, in the Board's discretion, which may be delegated to Guild staff, be accepted as members upon (a) providing the documentation required by the Board and staff; (b) agreeing to comply with these Bylaws and Guild Procedures; and (c) full payment of all dues, fees, and assessments as may be determined by the Board from time to time ("Dues").

Section 3. Rights of Members. All members in good standing (as defined in Section 3(a) of this Article) shall have the right to vote, as set forth in these Bylaws, on the election of officers and directors ("Board Members"), the disposition of all, or substantially all, of the assets of the Guild, any merger and its principal terms and any amendment of those terms, and any election to dissolve the Guild. In addition, those members in good standing shall have all other rights afforded to members under the Nonprofit Law. Any member who is not in good standing is not entitled to vote, hold office, or enjoy any other membership right or benefit.

- (a) *Good Standing*. A member in good standing is a member who has paid the required Dues, in accordance with these Bylaws and Guild Procedures, and who has not otherwise resigned or had their membership suspended or terminated.

Section 4. Duration of Membership. Membership shall automatically cease upon a failure to pay Dues when required, provided that the member is first provided with notice of failure to pay such Dues and a reasonable period in which to cure such failure. Membership may also cease if a member resigns or is suspended or terminated pursuant to the member discipline process described in Section 5 of this Article.

Section 5. Member Discipline. The Board, or any other persons authorized by the Board, may remove a member from a Guild event, program, membership group and/or leadership position, or fine, censure, sanction, suspend, terminate, or expel a member from the Guild ("Discipline") if such member does not comply with the Guild's Articles of Incorporation, Bylaws, or Guild Procedures, or if it is determined that the conduct, act or omission of such member violates the purpose, mission and/or values of the Guild and/or otherwise is prejudicial to the welfare or reputation of the Guild. Any suspension, termination, or expulsion must be done in good faith and in accordance with the following fair and reasonable procedures:

- (a) *Notice Requirements*. The Guild shall provide the member with written notice at least fifteen (15) days prior to the effective date of the proposed suspension, termination, or expulsion and explain in such notice the reasons therefor. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the Guild's records, or if given by email, to the member's email address as shown on the Guild's records.
- (b) *Disciplinary Hearing*. Any member who is provided with notice of proposed suspension, termination, or expulsion shall have the opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of such suspension, termination, or expulsion. Such hearing shall be before the Board, or any other person(s) authorized

by the Board to make a determination regarding whether to suspend, terminate or expel the member.

- (c) *Limitations on Challenges to Discipline.* Any action challenging the suspension, termination, or expulsion, including a claim alleging defective notice, must be commenced within one (1) year after the date of effective date of such suspension, termination, or expulsion.
- (d) *Member Obligations.* Discipline shall not relieve the affected member from fulfilling their obligation(s) for any charges incurred, services or benefits actually rendered, or dues, assessments or fees incurred before the effective date of such Discipline.

ARTICLE IV **MEMBERSHIP MEETINGS**

Section 1. Annual and Other Regular Meetings of Members. An annual membership meeting shall be held each year within fifteen (15) months of the last annual membership meeting. Other regular meetings of the members may be held at such time and place as the Board may fix from time to time by resolution or as specified in the notice of the meeting.

Section 2. Special Meetings. Special meetings of the members may be called for any lawful purpose(s) by the Board, the President(s), or by five percent (5%) or more of the members. Special meetings shall be held not less than thirty-five (35) nor more than ninety (90) days after being requested.

Section 3. Notices. Written notice of any meeting of the members shall be given personally, mailed by first class, registered or certified mail, or given by electronic transmission to each member, addressed to the member at the address of the member appearing on the books of the Guild or given by the member to the Guild for purposes of notice, not less than ten (10) nor more than ninety (90) days before the date of the meeting. Notices shall state (a) the date, time, and place of the meeting; (b) in the case of a special meeting, the general nature of the business to be transacted and that no other business may be transacted; and (c) in the case of a regular meeting, those matters which the Board, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Board Members are to be elected shall include the names of all those who are nominees at the time the notice is given to the members. If members are permitted to participate in the meeting by means of electronic transmission or electronic communication, notice for the meeting shall include a description of how members may participate by such means of communication.

Approval by the members of any of the following proposals is valid only if the notice or written waiver of notice states the general nature of such proposal or proposals:

- (a) removing a Board Member without cause;
- (b) amending the Articles of Incorporation;
- (c) electing to wind up and dissolve the Guild; or
- (d) approving a plan of distribution of assets, other than money, not in accordance with liquidation rights or any class or classes as specified in the Articles of Incorporation or Bylaws, when the Guild is in the process of winding up.

Section 4. Place of Meetings. Meetings of the members shall be held at any place within or outside the State of California that has been designated in the notice of the meeting, or if not stated in the notice, at the principal office of the Guild. The Board also may authorize holding of a meeting of the members by electronic transmission or by electronic video screen communication as provided in Section 5 of this Article.

Section 5. Electronic Meetings. Where and in the manner authorized by the Board, and subject to the requirements of the Nonprofit Law and Guild Procedures, members not physically present in person at a membership meeting may, by electronic transmission (including video screen communication, conference call, or other means of remote communication) by and to the Guild participate and vote in a membership meeting and be deemed present in person. Any member who elects to participate via electronic transmission must provide their consent for electronic participation prior to the start of the meeting. A membership meeting may be conducted, in whole or in part, by electronic transmission by and to the Guild if the Guild implements reasonable measures: (a) to provide members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings; (b) if any member votes or takes other action at the meeting by means of electronic transmission to the Guild, to maintain a record of that vote or action; and (c) to verify that each person participating remotely is a member.

Section 6. Quorum and Action of the Members. Ten percent (10%) of the members in good standing at any duly called meeting of the members shall constitute a quorum for the transaction of business, whether such meeting is an annual, regular, general or special meeting, or whether such action is taken by written ballot in accordance with Nonprofit Law Section 7513. When less than one-third (1/3) of the members in good standing are present at a regular meeting, the only matters that may be voted upon at that meeting are those specified in the notice of such meeting.

The act of a majority of the members in good standing present at a membership meeting or acting by written ballot in either case where a quorum is present shall be the act of the members, except as otherwise required by the Nonprofit Law, the Articles of Incorporation, or these Bylaws. Members who are present at a meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, so long as any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum for that meeting, subject to any applicable requirement of approval by a greater number.

Section 7. Action by Written Ballot. Where and in the manner authorized by the Board, any action that may or is required to be taken at any membership meeting, whether such meeting is an annual, regular, general, or special meeting, including the election of Board Members, may be taken without a meeting if the Guild distributes a written ballot to every member in good standing entitled to vote on the matter. The ballot and related materials may be sent by electronic transmission and returned by electronic transmission in accordance with the requirements of the Nonprofit Law. All ballots must describe the proposed action, provide an opportunity to specify approval or disapproval of any proposal (and, in any election of Board Members conducted by ballot, provide an opportunity to abstain or withhold a vote for or against the election of any Board Member), and provide a reasonable time within which to return the ballot to the Guild. All solicitations of ballots shall indicate

the time by which the ballot must be returned in order to be counted, the number of responses needed to constitute a quorum, and with respect to ballots other than for the election of Board Members, the percentage of approvals necessary to pass the measures submitted. Approval by written ballot shall be valid only when the number of votes cast by ballot within the specified time period equals or exceeds the quorum requirement for a meeting, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 8. Record Dates. The Board may fix, in advance, a record date for determining the members in good standing entitled to receive notice of a membership meeting, vote at a membership meeting, vote by ballot, and exercise any other rights with respect to any other lawful action, pursuant to the Nonprofit Law. Only members in good standing of record on the date fixed are entitled to notice, to vote, to cast ballots, or to take other lawful action, as the case may be, notwithstanding any termination or reinstatement of any membership or change in status to one of good standing after the record date, except as otherwise required in the Nonprofit Law.

- (a) *Record Date for Notice*. The record date for determining the members in good standing entitled to receive notice of a membership meeting must be not more than ninety (90) nor less than ten (10) days before the meeting date.
- (b) *Record Date for Voting*. The record date for determining the members in good standing entitled to vote at a membership meeting must be not more than sixty (60) days before the date of the meeting, or in the case of voting by ballot, sixty (60) days before the date on which the first written ballot is mailed or solicited. If no record date has been fixed, all members in good standing on the day of the meeting who are otherwise eligible to vote are entitled to vote at the meeting, or in the case of voting by ballot, all members in good standing on the day the first written ballot is mailed or solicited who are otherwise eligible to vote, are entitled to cast written ballots.
- (c) *Other Actions*. The record date for determining the members in good standing entitled to exercise any rights in respect of any other lawful action must be not more than sixty (60) days prior to such other action.

Section 9. Conduct of Meetings. Meetings of the members in good standing shall be presided over by the President(s) or if none of the President(s) is in office and present and acting, by a Board Member chosen by the Board.

Section 10. Award Voting. Member voting procedures and quorum requirements set forth under this Article shall apply only to member voting rights defined in these Bylaws and the applicable Nonprofit Law. Procedures governing member voting on other matters, such as for the Producers Guild Awards, shall be defined in a separate policy.

ARTICLE V

BOARD MEMBERS: POWERS, ELECTION, AND REMOVAL

Section 1. Board Powers. The activities and affairs of the Guild shall be exercised by or under the direction of the Board. The Board may delegate the management of the Guild's activities to any

person(s), management company, Board Committee or other Guild group, provided that the activities and affairs of the Guild are exercised under the ultimate direction of the Board. The Board may delegate to the Chief Executive Officer(s) (who reports to the Board and may also have other similar titles, such as National Executive Director), the general responsibility for the daily operations of the Guild, including the day-to-day business of the Guild and the supervision of staff's administration of the Guild's programs, activities, institutional relationships, and member engagement. Unless otherwise prohibited by the Nonprofit Law, the Chief Executive Officer(s) is entitled to attend all Board meetings in a non-voting capacity and shall have no effect on quorum. The Board shall be subject to the restrictions and obligations set forth by the Nonprofit Law, the Articles of Incorporation, these Bylaws, and Guild Procedures adopted by the Board from time to time.

Section 2. Board Members. The Board shall have not less than twenty (20) nor more than thirty-two (32) Board Members comprised of directors and *ex officio* directors, as defined in Section 2(a) of this Article. The precise number of Board Members shall be set within these limits by the Board and shall be referred to herein as the "authorized number" of directors. The minimum and maximum number of directors may be changed only upon the affirmative vote of the members. Notwithstanding the provisions of Section 2 of this Article, the Board shall have up to thirty-four (34) Board Members for the 2023 election which number shall be reduced to a maximum of thirty-two (32) Board Members for the 2024 election and thereafter. No person may hold more than one (1) seat on the Board in any capacity.

- (a) *Officers (ex officio Directors)*. All officers of the Guild, as set forth in Article VI, below, shall serve as *ex officio* directors with all the duties and responsibilities of directors, though they may have additional duties and responsibilities attendant to their particular office. The officers shall consist of the following: President(s); Vice President, Producing; Vice President, Producing Team; Vice President, Region; Treasurer; Secretary; and such other officer positions as the Board may establish in accordance with Guild Procedures, so long as the number of Board Members remains within the limits set forth in Section 2 of this Article.
- (b) *Directors*. Directors shall consist of the following: Director(s), Generally Elected; Director, Geographic Member Committees; Director(s), Member Committees; Director(s), Task Forces; and such other director positions as the Board may establish in accordance with Guild Procedures, so long as the number of Board Members remains within the limits set forth in Section 2 of this Article.

Section 3. General Duties. It is the duty of each Board Member to perform any and all duties imposed on them individually or collectively by the Board as set forth in these Bylaws, Guild Procedures, the Articles of Incorporation, and the law. *Ex officio* directors shall have additional duties as set forth in Article VI of these Bylaws and the Guild Procedures, which may be amended from time to time.

Section 4. Term. Each Generally Elected Director shall have a term of three (3) years. Designated directors shall have a term of one (1) year. All other Board Members shall have a term of two (2) years.

Section 5. Limitation on Consecutive Terms. No Board Member shall serve more than two (2) consecutive terms in the same Board position. If a Board Member has reached the maximum term limit for the particular position, that Board Member must take a one (1) year break from service in that

position before running for election for that same position. Board Members may be subject to additional limitations on terms as established by the Board in Guild Procedures or otherwise. For purposes of applicable term limits, a person selected to fill a vacancy shall be treated as having served one (1) elected term if, at the time they take office, more than half of the term remains to be served. A Board Member who resigns or is removed shall be treated as having served one (1) elected term if, at the time when they resign, less than half of the term remains to be served.

Section 6. Qualifications, Nominations, and Selections of Board Members.

- (a) *Qualifications.* Board Members and nominees for a Board position must meet all qualifications set forth in Guild Procedures, which may be amended from time to time.
- (b) *Nominations.* Candidates for officer and director positions on the Board shall be nominated according to Guild Procedures.
- (c) *Selection of Board Members.* Board Members shall be elected, designated, or appointed in accordance with Guild Procedures. The President(s) shall be authorized designators, vested with the power to designate members to serve as directors on the Board in accordance with Guild Procedures.

Section 7. Resignation. Any Board Member may resign by giving written notice to the Board within a reasonable amount of time. Such resignation shall take effect at the time specified in the notice or, if no time is specified, at the time such resignation is tendered.

Section 8. Removal. Any Board Member elected by the members may be removed without cause by the affirmative vote of the membership body that elected such Board Member at a duly called special meeting of the members at which a quorum is present. Director(s) from any appointed or designated Board seat, may be removed without cause only (1) by the President(s) or (2) with the written consent of the President(s), upon the affirmative vote of the members at a duly called special meeting of the members at which a quorum is present. In the event a Board Member appointed or designated by the President(s) is removed, then the President shall designate a replacement for that Board seat.

Section 9. Vacancies. A vacancy or vacancies on the Board (whether that of an officer or director) shall exist upon the death, resignation, or removal of any Board Member; whenever the authorized number of Board Members is increased; upon a failure of the members to elect sufficient Board Members to fill the open seats on the Board; or upon a failure by the Presidents to appoint or designate a Board Member. The Board may declare vacant the seat of a Board Member who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been found by a final order or judgment of any court to have breached the standards of conduct pursuant to the Nonprofit Law. The Board may, by a vote of a majority of the Board Members who meet all of the required qualifications to be a Board Member at a meeting at which a quorum is present, declare vacant the seat of any Board Member who fails or ceases to meet any required qualification that was in effect at the beginning of that Board Member's current term of office.

Section 10. Filling Vacancies. Except for any appointed or designated Board seat, which shall be filled by designation of the President(s), any vacancy on the Board, including without limitation a vacancy caused by removal of a Board Member, may be filled by a vote of a majority of the Board at any meeting at which a quorum is present. A person elected to fill a vacancy shall hold office for

the balance of the unexpired term of the replaced Board Member and until a successor has been named and qualified, or until their resignation, death, or removal.

ARTICLE VI **DUTIES OF OFFICERS**

Section 1. President(s). There shall be up to two (2) Presidents who shall preside at all meetings of the Board and the members, and act as a liaison between the Board, on the one hand, and the Chief Executive Officer(s) and Guild staff, on the other hand, to help ensure the Board's directives and resolutions are carried out. The President(s) shall perform, or duly delegate, all duties incident to the office of President and such other duties as may be required by the Nonprofit Law, the Articles of Incorporation, these Bylaws, Guild Procedures or which may be assigned to the President(s) from time to time by the Board. In the absence, disability, or vacancy of all President(s), the Board shall appoint a Vice President or other appropriate Board Member to temporarily fulfill the duties of the President(s) until such time as the absence or disability comes to an end, or the vacancy has been filled.

Section 2. Vice President, Producing. The Vice President, Producing shall have qualifying credits as a producer responsible for developing and managing the creative and logistical vision of a production (roles traditionally known as "above-the-line"). The Vice President, Producing shall perform, or duly delegate, all duties as may be required by the Nonprofit Law, the Articles of Incorporation, these Bylaws, Guild Procedures, or which may be assigned to them by the Board or the President(s) from time to time.

Section 3. Vice President, Producing Team. The Vice President, Producing Team shall have qualifying credits as a producer responsible for supporting, executing on, and reporting to those who are ultimately responsible for the creative and logistical vision of a production (roles traditionally known as "below-the-line"). The Vice President, Producing Team shall perform, or duly delegate, all duties as may be required by the Nonprofit Law, the Articles of Incorporation, these Bylaws, Guild Procedures, or which may be assigned to them by the Board or the President(s) from time to time.

Section 4. Vice President, Region. The Vice President, Region shall reside within the specific region, and shall perform, or duly delegate, all duties as may be required by the Nonprofit Law, the Articles of Incorporation, these Bylaws, Guild Procedures, or which may be assigned to them by the Board or the President(s) from time to time.

Section 5. Treasurer. The Treasurer shall perform, or duly delegate, all duties incident to the office of Treasurer and such other duties as may be required by the Nonprofit Law, the Articles of Incorporation, these Bylaws, Guild Procedures or which may be assigned to the Treasurer from time to time by the Board or the President(s). Prior financial experience is recommended for candidates for the office of Treasurer.

Section 6. Secretary. The Secretary shall perform, or duly delegate, all duties incident to the office of Secretary and such other duties as may be required by the Nonprofit Law, the Articles of Incorporation, these Bylaws, Guild Procedures or which may be assigned to the Secretary from time to time by the Board or the President(s).

ARTICLE VII
MEETINGS OF THE BOARD

Section 1. Annual and Other Regular Meetings. An annual meeting of the Board shall be held in each year at a date, time and place determined by the Board for the purposes of the review and approval of the corporate budget, the creation of, and appointment or election to, Board Committees, and/or the transaction of other business. Other regular meetings of the Board may be held at such time and place as the President(s) or the Board may fix by resolution or as specified in the notice of the meeting.

Section 2. Special Meetings. Special meetings of the Board may be called for any purpose at any time by the President(s) or by twenty-five percent (25%) of the Board, in each case at such time and place as shall be fixed by the person or persons calling the special meeting, as specified in the notice thereof.

Section 3. Notices. Notice of regular meetings is only required if the time and place of the regular meeting has not been fixed by a resolution of the Board. Notice of special meetings is always required and shall be given to each Board Member. Notices shall state the time and place of the meeting, if other than the Guild's principal office. The notice need not specify the purpose of the meeting.

Notices shall be given by one of the following methods: (i) by personal delivery or written notice; (ii) by first-class mail, postage paid; (iii) by telephone communication, either directly to the Board Member or to a person at the Board Member's office who would reasonably be expected to communicate such notice promptly to the Board Member; or (iv) by facsimile transmission, email or other electronic means if the recipient has consented to accept notices in this manner, pursuant to and in accordance with Section 20 of the California Corporations Code. All such notices shall be given or sent to the Board Member's contact information as provided to the Guild or shown in the Guild's records.

Notices will be valid if made no less than four (4) days before the time set for the meeting if by first-class mail and at least forty-eight (48) hours before the time set for the meeting if given personally, by telephone, by facsimile transmission, by email or by other electronic means.

Section 4. Place of Board Meetings. Meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting, or if not stated in the notice, or if there is no notice, at the principal office of the Guild.

Section 5. Quorum and Manner of Acting. Unless otherwise required by the Nonprofit Law, the Articles of Incorporation, or these Bylaws:

- (a) A majority of the Board Members then in office constitutes a quorum for the transaction of any business except adjournment which can be agreed to without a quorum present. If a quorum is initially present at a meeting, the Board may continue to transact business, even if the withdrawal of one or more Board Members leaves less than a quorum, if any

action is approved by at least a majority of the required quorum for the meeting.

- (b) Each Board Member shall have one (1) vote on each matter presented to the Board for action, unless otherwise prohibited by the Nonprofit Law. Board Members may not vote by proxy. Every act or decision made by a majority of the Board present at a meeting at which a quorum is present is the act of the Board, subject to the more stringent provisions of Guild Procedures, these Bylaws, the Articles of Incorporation, or the Nonprofit Law.

Section 6. Remote Participation in Meetings. If such means is provided, any Board Member may attend a meeting of the Board by conference telephone, video screen or other electronic transmission, provided that: each Board Member participating in the meeting can communicate with all other Board Members concurrently and each Board Member is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose or to interpose an objection to a specific action to be taken by the Guild. A Board Member who participates in a meeting that satisfies the requirements above shall be considered present in person at that meeting.

Section 7. Waiver of Notice. Notice of a meeting of the Board need not be given to any Board Member who: (a) signs a waiver of notice or a written consent to the holding of the meeting or an approval of the minutes thereof, whether before, at or after the meeting; or (b) who attends the meeting without protesting, before or at the meeting's commencement, the lack of adequate notice. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 8. Adjournment. A majority of the Board Members present at a meeting of the Board, whether or not a quorum, may adjourn the meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place shall be given before the adjourned meeting to each Board Member who was not present at the time of the adjournment.

Section 9. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all Board Members consent in writing to such action, subject to the provisions of Section 7211(b) of the Nonprofit Law. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. Such consent(s) shall be filed with the minutes of the proceedings of the Board.

Section 10. Fees and Compensation. Board Members shall not receive compensation for their service but may receive reasonable reimbursement for expenses incurred in connection with their service, as may be fixed or determined the Board.

ARTICLE VIII

BOARD COMMITTEES AND GUILD GROUPS

Section 1. Board Committees. A Board Committee is a committee of the Board that may exercise some authority of the Board. Board Committees must consist of two (2) or more Board Members. Persons who are not Board Members may not serve on Board Committees. The Board may create and maintain, and Board Members may be appointed to serve on, any Board Committees

as set forth in these Bylaws or as established by a vote of a majority of Board Members then in office, provided a quorum is present.

- (a) *Modifications to Board Committees.* By a majority vote of the Board Members then in office, the Board may at any time revoke or modify any or all of the authority delegated to any Board Committee, increase or decrease (but not fewer than two (2)) the number of Board Members of any Board Committee, and fill vacancies in any Board Committee from among the Board Members.
- (b) *Procedures of Board Committees.* All Board Committees shall keep regular minutes of their proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require. Meetings and actions of all Board Committees shall be governed by, noticed, held, and taken in accordance with the provisions of Article VII of these Bylaws, substituting the word “Board Committee” for “Board” and “Board Committee Member” for “Board Member,” as context requires. Notwithstanding, the Board may fix by resolution the time for regular meetings and for special meetings of Board Committees. The Board may also adopt Guild Procedures pertaining to the conduct of meetings of Board Committees to the extent that they are not inconsistent with the provisions of these Bylaws, the Articles of Incorporation, or the Nonprofit Law.
- (c) *Powers Reserved for Board.* Certain powers are reserved for the Board and may not be delegated to any Board Committee thereof, including without limitation:
 - i. the creation and dissolution of Board Committees;
 - ii. the appointment of Board Members to, and removal of Board Members from, Board Committees;
 - iii. the filling of vacancies on the Board or on any Board Committee that has the authority of the Board;
 - iv. the approval of the Guild’s annual budget;
 - v. the amendment or repeal of these Bylaws or the Articles of Incorporation, or the adoption of new Bylaws or Articles of Incorporation;
 - vi. the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable; and
 - vii. the recommendation to the membership of dissolution, merger, consolidation, or substantial transfer of the Guild’s assets.

Section 2. Executive Committee. The Board shall have an Executive Committee, which shall be a Board Committee empowered to exercise the full authority of the Board when the Board is not in session subject to the restrictions set forth in Section 1 of this Article. The Executive Committee shall be constituted as set forth in Guild Procedures.

Section 3. Guild Groups. The Guild may have advisory or other ad hoc groups that further the mission and initiatives of the Guild as may from time to time be created by the Board, the President(s) or Guild staff or others authorized by the Board to create such groups. Such groups shall not have authority of the Board and may consist of Board Members or persons who are not Board Members. Such groups may be referred to as “advisory groups,” “regions,” “committees,” “task forces,” “working groups” or other such titles as deemed appropriate by the Board or by the Presidents. The Guild may adopt Guild Procedures pertaining to the mission or governance of such groups to the extent that they are not inconsistent with the provisions of these Bylaws, the Articles of Incorporation, or the Nonprofit Law.

ARTICLE IX

INDEMNIFICATION, LIMITATION OF LIABILITY, AND INSURANCE

Section 1. Indemnification. To the fullest extent permitted by law, the Guild shall indemnify its directors, officers, employees, or other agents of the Guild, as defined by the Nonprofit Law, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred or arising from such person’s status as such, in so far as such individual acted in good faith, in a manner the person believed to be in the best interests of the Guild and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 2. Limitation of Liability. Subject to the limitations as set forth in the Nonprofit Law, directors, officers, employees, or other agents shall not be personally liable for the debts, liabilities, or other obligations of the Guild if such person performed their duties in good faith, in a manner they believed to be in the best interests of the Guild and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 3. Insurance. The Guild shall use commercially reasonable efforts to purchase and maintain insurance for its currently serving and former directors, officers, employees, and other agents, against any liability asserted against or incurred by such Board Members, employees, or other agents in their capacity as such, other than liability for self-dealing violations, whether or not the Guild would have the power to indemnify against the liability under the Nonprofit Law. If so purchased, such liability insurance shall provide a minimum limit of coverage of not less than \$1 million or such other applicable amount as required by the Nonprofit Law.

ARTICLE X

MISCELLANEOUS PROVISIONS

Section 1. Accounting Period. The Board shall determine the accounting period and tax year of the Guild.

Section 2. Execution of Corporate Contracts and Instruments. Except as otherwise provided in the Nonprofit Law, the Articles of Incorporation, these Bylaws or Guild Procedures, the Board may authorize any director, officer, employee, or agent of the Guild to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Guild, and such authority may be general or confined to specific instances. Unless so authorized, no director, officer, employee,

or other agent shall have any power or authority to bind the Guild by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 3. Annual Report and Statement of Certain Transactions. The Guild shall produce an annual report and statement of certain transactions as required by the Nonprofit Law.

Section 4. Maintenance and Inspection of Corporate Records. The Guild shall keep at its principal office any records required to be maintained by the Guild pursuant to the Nonprofit Law or other applicable law. Each Board Member shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind of the Guild and to inspect the physical properties of the Guild. This right of inspection shall include the right to copy and make extracts of the books, records, and documents of every kind, so long as such documents, etc. are preserved in their original form. The inspection may be made by the Board Member in person or by the Board Member's agent or attorney.

Section 5. Other Operational Policies. The Board may, in its sole discretion, adopt any Guild Procedures affecting the operation of the Guild. The Board, or anyone authorized by the Board, can amend, repeal, or otherwise modify such Guild Procedures.

Section 6. Electronic Transmission. As used in these Bylaws, the terms "electronic transmission by the Guild" and "electronic transmission to the Guild" shall have such meaning as defined in Sections 20 and 21 of the California Corporations Code.

ARTICLE XI **AMENDMENT OF BYLAWS**

Section 1. Amendments; Generally. Except as provided in Section 2 of this Article or any limitation set forth in the Nonprofit Law, these Bylaws, or any of them, may be adopted, amended, or repealed, and new Bylaws adopted by approval of a majority of Board Members then in office, or by a majority vote of the members in good standing voting, provided a quorum is met.

Section 2. Amendments Requiring Member Approval. Notwithstanding the terms of Section 1 of this Article, these Bylaws may be adopted, amended, or repealed in whole or in part as provided in Nonprofit Law Section 7150, subdivisions (a) and (b) and the sections referenced therein, solely by majority vote of the members in good standing voting, provided a quorum is met.