

AMENDED AND RESTATED BYLAWS
of
AMERICAN SOCIETY OF THEATRE CONSULTANTS
a California nonprofit mutual benefit corporation
Incorporated March 15, 1983

Article 1 - THE ORGANIZATION

1.1 **Name.** The name of this corporation is the AMERICAN SOCIETY OF THEATRE CONSULTANTS (“ASTC”).

1.2 **Principal Office.** The principal office of ASTC shall be located 1045 Sansome Street, Suite 300, in the City of San Francisco, State of California. The Board of Directors is hereby granted full power and authority to change the location of the principal office from one location to another.

1.3 **Corporate Seal.** ASTC may have a corporate seal, and the seal, if any, shall have inscribed thereon the name of ASTC, the date of its incorporation and the word “California.”

Article 2 - CORPORATE PURPOSE

2.1 **General Purpose.** ASTC is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law (the “Law”) and is not organized for the private gain of any person. The general purposes and powers of this corporation are to have and exercise all rights and powers conferred on nonprofit mutual benefit corporations under the laws of California; provided, however, that this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the specific and primary purposes of this corporation

2.2 **Specific and Primary Purposes.** ASTC’s specific and primary purposes are:

(a) to foster, carry on and advance the design, programming, planning and execution of theatre and public assembly facilities and the allied arts and sciences;

(b) to gather, receive, prepare and disseminate information concerning theatre and public assembly facilities design and allied arts and sciences;

(c) to promote and further the interests of the general public in the design and related aspects connected with the use and enjoyment of the benefits provided by theatres and other assembly structures; and

(d) to promote, in the practice of consulting, high quality business standards and business methods in the design of theatres and assembly structures.

Article 3 - MEMBERS

3.1 **Classes of Members.** ASTC shall have two (2) classes of Members, denominated Regular Members and Fellows.

3.1.1. **Regular Members.** Any individual satisfying the qualification requirements of this Section 3.1.1 shall be eligible for selection as a Regular Member on

recommendation of the membership application by the Membership Committee, or such officer as the Board of Directors may designate for such purpose, and upon approval by the Board, and upon timely payment of such dues and fees as the Board of Directors may fix from time to time. If the Board shall consider and reject an application for membership, the application may be considered at a regular or special meeting of Members and, if approved upon a majority vote of the Members present and voting at the meeting, the applicant shall be admitted as a Regular Member upon satisfaction of all other requirements of this Section 3.1.1 and Section 3.2.

(a) *Qualification.* Individuals having the following qualifications may apply for admission as a Regular Member:

(i) such individual has derived his or her principal income from theatre consulting for a period of five (5) years prior to application;

(ii) such individual has completed at least five (5) projects as a theatre consultant, provided, however, if such individual worked with a firm in undertaking a project, such person was designated as the responsible person in charge of such project;

(iii) such individual has demonstrated professional practice consistent with ASTC's Code of Ethics.

(iv) Notwithstanding the foregoing, any individual who at the time of application for admission as a Regular Member, or at any time subsequent thereto, is an owner, employee, or commission agent for any firm that manufactures, sells, or installs equipment or that acts as a contractor for the construction of performance, assembly, or studio facilities, shall be ineligible for admission as, or shall be disqualified from continuing to be, a Member (hereafter referred to as the prohibition against Commercial Affiliation).

(b) *Nomination.* Individuals seeking admission as a Regular Member shall make application therefore on such form as the Board may determine, accompanied by the written recommendation of not less than two (2) Members in good standing.

(c) *Number.* There shall be no limit upon the number of Regular Members.

(d) *Charter Members.* Regular Members who signed the Articles of Incorporation of ASTC shall be further designated as Charter Members.

3.1.2. *Fellows.* Regular Members or Emeritus Members (whether living or deceased) may be elevated to a Fellow in accordance with the procedures described in this Section 3.1.2.

(a) *Qualification.* To qualify for elevation to a Fellow, a Regular Member or an Emeritus Members (whether living or deceased) shall have:

(i) rendered conspicuous service or made notable contributions to the advancement or dissemination of the knowledge of theatre consulting, or the fostering of its practical applications, and have rendered significant service to ASTC in multiple fashions;

(ii) been in good standing for at least fifteen years, consecutively or non-consecutively;

(iii) received nomination according to such procedures as the Board shall have fixed from time to time.

(b) *Nomination.* Nominations for elevation to a Fellow shall be accepted only in even numbered years, pursuant to such procedures as the Board shall fix. No more than three Fellows shall be elevated for each nomination year. There shall be no obligation on the part of the Board or Nomination Committee to accept any nomination or particular number of nominations, or to elevate any nominee or nominees as a Fellow, for any nomination year.

(c) *Selection.*

(i) All nomination packages will be reviewed by the Membership Committee. Sufficient time shall be allotted to allow for the Membership Committee to seek clarifications on the submitted material.

(ii) After review, the Membership Committee will make a written recommendation to the Board. A written recommendation shall be provided for each nominee which, should the nominee be elevated to a Fellow, shall serve as a validation and a record of elevation, and shall be retained in the Membership records and shall be available for review by any Member.

(iii) The Board will review each recommendation and make final determination regarding elevation. The Board will consider all aspects of the nominee's tenure with ASTC in addition to the Membership Committee's recommendation.

(d) *Number.* Fellows shall constitute no more than 15% of the then current roster of all Regular Members at any time; provided, however, no reduction in the number of Members shall cause any Fellow to cease to be a Fellow, and any Fellow who becomes Emeritus, resigns, is expelled or dies shall no longer be counted toward the limitation on the number of Fellows.

3.1.3. ***Rights of Members.*** All Members shall have equal rights except as provided in this Section 3.1.3 and in Section 3.2.2 of these Bylaws. Members shall have the right to vote, as set forth in these Bylaws, on the election of directors, on the disposition of all or substantially all of the assets of ASTC, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve ASTC. In addition, Members shall have all rights afforded members under California law.

(a) Regular Members shall

(i) have the right to cite their status, and refer to themselves, as a "Member, ASTC"; and

(ii) shall be announced as such in internal and external publications of ASTC.

(b) Fellows shall

(i) have the right to cite their status, and refer to themselves, as a "Fellow of the American Society of Theatre Consultants", which may be abbreviated as "Fellow, ASTC" or "FASTC";

- (ii) be recognized as a Fellow in the ASTC membership roster;
- (iii) be announced of the elevation to Fellow status in internal and external publications of ASTC; and
- (iv) have such other recognition as shall be fixed by the Board.

3.2 **Dues and Fees.** Each Member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts as may be fixed from time to time by the Board. The dues, fees, and assessments shall be equal among Members of each respective class, but the Board may, in its discretion, set different dues, fees, and assessments for each class.

3.2.1. **Initiation Fee.** Each Member shall pay a one-time initiation fee as a condition to admission as a Member (the “Initiation Fee”). Until changed by the Board, the Initiation Fee shall be \$850.00.

3.2.2. **Annual Dues.** Each Member shall pay annual dues (the “Annual Dues”), which shall be in addition to the Initiation Fee. Until changed by the Board, the Annual Dues for a Regular Member shall be \$650.00. Notwithstanding the foregoing, the Annual Dues for each Fellow shall be one-half of the Annual Dues for each Regular Member. Annual Dues shall be payable on or before the last day of February of each calendar year; provided, however, that a Member who resigns or is otherwise terminated or expelled as a Member on or before such date in any calendar year shall have no obligation to pay Annual Dues for such calendar year. Except for the Annual Dues described in this paragraph, membership is non-assessable. Dues for the first year of admission shall be paid as a condition to admission to membership. The Board shall have the authority in its sole discretion to prorate the Annual Dues for a partial year for those Members who join after June 30.

3.3 **Other Participants.** ASTC may refer to other persons or entities interested in the mission or goals of ASTC as “members,” even though those persons or entities are not Regular Members or Fellows, but no such reference shall constitute anyone as a member within the meaning of Section 5056(a) of the California Nonprofit Corporation Law unless that person or entity shall have qualified for a membership as a Regular Member or Fellow. References in these Bylaws to “Members” shall mean members as defined in Section 5056(a) of the California Nonprofit Corporation Law; i.e., Regular Members and Fellows. By amendment of its articles of incorporation or of these Bylaws, ASTC may grant some or all of the rights of a Member of any class to any person or entity that does not have the rights specified in Sections 3.1 of these Bylaws, but no such person or entity shall be a Member within the meaning of Section 5056(a) of the California Nonprofit Corporation Law. Without limitation of the foregoing, the Board may admit Associate Members, Emeritus Members, and Honorary Members, who shall not be members as defined in Section 5056(a) of the California Nonprofit Corporation Law.

3.3.1. **Associate Members.** Associate Members may be admitted (1) upon application, and the recommendation in writing of not less than two Members in good standing, (2) satisfaction of all qualifications for admission as a Regular Member except as provided in Section 3.1.1(a)(i) and (a)(ii), approval by the Board, and (4) payment of the then prevailing Annual Dues fixed for Regular Members. If the Board shall consider and reject an application for Associate Membership, the application may be considered at a regular or special meeting of Members and, if approved upon a majority vote of the Members present and voting at the meeting, the applicant shall be admitted as an Associate Member upon satisfaction of all other requirements of this Section 3.3.1. There shall be no limit upon the number of Associate Members.

(a) *Rights and Limitations.* Associate Members shall have the following rights and be subject to the following limitations:

(i) An Associate Member shall be entitled to attend all meetings of the Members, but shall not be entitled to vote.

(ii) An Associate Member shall not be entitled to receive a Membership Certificate.

(iii) An Associate Member shall not be required to pay the Initiation Fee, but shall be obligated to pay the Annual Dues in the amounts, and upon the terms and conditions, applicable to Regular Members.

(iv) An Associate Member shall not be permitted to use "ASTC" or "Associate ASTC" after their name but may cite their status, and refer to themselves as "Associate ASTC Member".

(v) An Associate Member shall not be listed in any Membership Roster available to the public.

(b) *Termination.* The term of Associate Member shall not exceed three (3) years. If, at the end of three (3) years of Associate Membership, the individual has not applied for, and been qualified as, a Regular Member, the Associate Membership shall be terminated without recourse.

3.3.2. *Emeritus Members.* Emeritus Members shall be individuals who were Members in good standing at the date of their retirement from the business of theatre consulting because of age, infirmity or long service, and who have been selected by Board to be Emeritus Members. The Board may establish such nomination and selection procedures as it may deem appropriate. Emeritus Members may participate in ASTC sponsored events and communications, shall be entitled to notice of and to attend, but not vote, at meetings of the Members, and shall not be obligated to pay any Annual Dues.

3.3.3. *Honorary Members.* Honorary Members shall be individuals, selected by a majority of the Board, who have performed eminent service in the advancement of theatre consulting, or of ASTC. The Board may establish such nomination and selection procedures as it may deem appropriate. Honorary Members shall have no rights to notice of or attendance at meetings of Members and shall not be obligated to pay any dues, fees or assessments.

3.4 **Good Standing.** Members who have paid the Initiation Fee, the required Annual Dues, and such other dues, fees, and assessments in accordance with these Bylaws, who remain qualified for admission as a Regular Membership and who are not suspended shall be Members in good standing.

3.5 **Termination**

3.5.1. *Automatic Termination.* Membership for any Member, Associate Member, Emeritus Member, or Honorary Member shall terminate automatically upon the first to occur of any of the following:

(a) Delivery of written resignation of membership by such person to the President or Secretary of ASTC; or

(b) With respect to a Member, any failure to satisfy membership qualifications stated in Section 3.1.1(a) of these Bylaws including, without limitation, the prohibition against Commercial Affiliation; or

(c) The Member's or Associate Member's failure to timely pay the Annual Dues, and any other required dues, fees, or assessments, if any, as set by the Board, within 12 months after they are due and payable, provided that ASTC shall retain the right to damages for the failure to timely pay such dues, fees, or assessments notwithstanding termination of the membership; and

(d) Termination of membership under Sections 3.5.2 and 3.7 of these Bylaws based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination.

The affected person shall promptly be given written notice of any automatic termination of membership by certified mail over the signature of the Secretary or other duly appointed officer of ASTC.

3.5.2. *Discretionary Termination.* In the event the Board, or a committee or person authorized by the Board, determines in good faith that a Member has failed in a material and serious degree to observe the rules of conduct of ASTC, has violated Section 3.6 of these Bylaws, has engaged in conduct materially and seriously prejudicial to the ASTC's purposes and interests, or has otherwise acted in a manner to discredit ASTC or the profession of theatre consulting, the membership status of such Member may be reviewed by the Board and the Member censured, suspended or expelled following the hearing procedure set forth in Section 3.7 of these Bylaws. The Board shall retain the right to determine in its sole and absolute discretion that an Associate Member, Emeritus Member, or Honorary Member has failed in a material and serious degree to observe the rules of conduct of ASTC, has violated Section 3.6 of these Bylaws, has engaged in conduct materially and seriously prejudicial to the ASTC's purposes and interests, or has otherwise acted in a manner to discredit ASTC or the profession of theatre consulting, and thereupon to terminate such membership without notice or a hearing.

3.5.3. *Suspension.* A Member or Associate Member shall be automatically suspended for the failure to pay Annual Dues, and any other required dues, fees, or assessments, if any, as set by the Board, within 90 days after they are due and payable. Suspension of membership results in the forfeiture of all rights and privileges in ASTC. Such suspension shall automatically be revoked, and all membership rights and privileges restored, upon payment by any such suspended Member or Associate Member of all dues, fees, or assessments in arrears provided that such payment is made before the date which is twelve (12) months from the due date.

3.6 *Transfer of Membership.* No membership may be assigned, transferred or encumbered in any manner whatsoever, either voluntarily, involuntarily or by operation of law. Any purported or attempted assignment, transfer or encumbrance of a membership shall be void and shall be grounds for termination of membership pursuant to Section 3.5.2 of these Bylaws.

3.7 *Expulsion, Suspension And Hearing Procedures*

3.7.1. *Disciplinary Action.* ASTC may censure, suspend or expel any Member for the reasons set forth in Section 3.5.2 of these Bylaws, following reasonable notice to such Member with an opportunity to be heard, pursuant to Section 3.7.2 of these Bylaws. Any Member may appeal an automatic termination of membership pursuant to Section 3.5.1 of these

Bylaws by written notice given to the President or Secretary at ASTC's principal place of business within fifteen (15) calendar days of delivery by ASTC of written notice of such automatic termination, whereupon subsections (b) through (f) of Section 3.7.2 of these Bylaws shall apply.

3.7.2. *Hearing.*

(a) At least fifteen (15) calendar days prior to any proposed action against a Member under Subsection (a) of this Section, notice shall be forwarded to such Member by certified mail over the signature of the Secretary or other duly appointed officer of ASTC. Such notice shall specify the reason for the suspension or expulsion and the opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension or expulsion. Should the Member request a hearing, the request shall be made in writing or via electronic mail to the Secretary at ASTC's principal place of business within ten (10) calendar days of receipt of notice from ASTC.

(b) The Board shall, within thirty (30) calendar days of receipt of notice by the Member indicating petition for a hearing under this Subsection, convene a special meeting of the Members, or notice the matter for action at an annual meeting of Members, for the purpose of presentation of facts by the affected Member pertaining only to those issues prompting disciplinary action by the Board or related to the automatic termination, as applicable. At least ten (10) calendar days' notice of this meeting shall be provided to the aggrieved Member.

(c) The Chair, or in his or her absence such other member of the Board designated by the Chair, shall decide in his or her discretion the manner and scope of the hearing to be conducted at the meeting of Members.

(d) Following presentation of facts and argument by the affected Member and by the Board to the Members attending the meeting, the question shall be put to the Members by written ballot. No Member shall be censured, suspended or expelled except upon the affirmative vote of not less than 66⅔% of the voting power present in person or by proxy at the meeting of the Members.

(e) Within fifteen (15) calendar days of such final decision by the Members, notice shall be forwarded to the affected Member through certified mail over the signature of the Secretary for the Board or other duly appointed officer of ASTC.

(f) The decision of the meeting of Members in such a matter shall be final and binding.

3.7.3. *Reinstatement.* Any Member suspended or expelled by action of the Board under this Section 3.7 may be reinstated by majority vote of the Board. Notwithstanding the foregoing, a Fellow who is expelled may not be reinstated as a Fellow, and may only be reinstated as a Regular Member.

3.8 **Leave of Absence.** A Member may request a leave of absence from ASTC due to illness, disability, or a lengthy work absence. Any leave of absence must be requested in writing or via electronic mail addressed to the President or Secretary and shall be subject to determination and acceptance by the Board. The Member may be reinstated after a written request by said Member by majority vote of the Board, provided, however, that such Member then meets all qualification requirements of Section 3.1.1(a) of these Bylaws including, without

limitation, the prohibition against Commercial Affiliation.

3.9 **Compensation and Expenses.** Members shall not receive any stated salary for their services as such but shall be reimbursed for reasonable expenses incurred by them if such expenses are approved by the Board of Directors. The Board of Directors shall have power in its discretion to contract for and to pay Members rendering unusual or special services to ASTC appropriate to the value of such services.

Article 4 - MEETINGS OF MEMBERS

4.1 **Annual Meetings.** The annual meetings of the Members of ASTC shall be held at any place within or outside the State of California designated by the Board of Directors or at such place designated in written notification of all the Members entitled to vote thereat. In the absence of such designation, Members meetings shall be held at the principal executive office of ASTC. The annual meeting of Members shall be held each year on a date and at a time designated by the Board of Directors. At each annual meeting, directors shall be elected, and any other proper business may be transacted.

4.2 **Special Meetings.** Special meetings of the Members, other than those regulated by statute, may be called at any time by the Board, or the President. Special meetings must be called by the President or Secretary on receipt of the written request of fifty percent or more of the Members of ASTC.

4.3 **Notice.**

4.3.1. **Content of Notice.** A written notice of a meeting shall be given to each Member in good standing as of the record date and qualified to vote at the meeting. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the corporation, or electronic video screen communication, if any, by which Members may participate in the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the Members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given. Approval by the Members of any of the following proposals, other than by unanimous approval by those entitled to vote, shall be valid only if the notice, or written waiver of notice, states the general nature of the proposal:

- (a) removing a director without cause;
- (b) filling vacancies on the Board;
- (c) amending the articles of incorporation; or
- (d) electing to wind up and dissolve ASTC.

4.3.2. **Delivery of Written Notice.** Notice of any meeting of Members shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each Member entitled to vote, at the address of that Member as it appears on the books of the corporation or at the address given by the Member to the corporation for purposes of notice. If

no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that Member by first-class mail or facsimile or other written communication to the corporation's principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

4.3.3. **Affidavit of Mailing.** An affidavit of the mailing of any notice of any Members' meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of ASTC, and if so executed, shall be filed and maintained in the minute book of ASTC.

4.3.4. **Delivery of Electronic Notice.** Notice may be given by electronic transmission by ASTC only if:

(a) delivered by (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with ASTC; (ii) posting on an electronic message board or network that ASTC has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (iii) other means of electronic communication;

(b) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and

(c) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notwithstanding the foregoing,

(A) An electronic transmission by ASTC to a Member is not authorized unless, in addition to satisfying the foregoing requirements of this Section 4.3.4, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (i) any right of the recipient to have the record provided or made available on paper in non-electronic form, (ii) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation, and (iii) the procedures the recipient must use to withdraw consent.

(B) Notice shall not be given by electronic transmission by ASTC after either of the following: (i) ASTC is unable to deliver two consecutive notices to the Member by such means or (ii) the inability so to deliver the notices to the Member becomes known to the Secretary, any Assistant Secretary, or any other person responsible for the giving of the notice.

4.4 **Quorum.** At any meeting of Members of ASTC the presence of a majority of the Members in person or by proxy shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the Members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these Bylaws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned by vote of a majority of the Members present in person or by proxy, without notice other than by announcement at the meeting and without further notice.

4.5 **Voting.**

4.5.1. **Voting Power.** At every meeting of Members each Member in good standing shall be entitled to cast one vote on each matter submitted to a vote of the Members.

4.5.2. **Proxies.** A Member may vote in person or, if so authorized by the Board of Directors, may vote by mail, by electronic transmission, or by proxy in the form of a record subscribed by the Member or a duly authorized attorney-in-fact, or delivered to ASTC by electronic transmission, not more than six months prior to such meeting, unless such instrument provides for a longer period. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

4.5.3. **Majority Vote.** The vote upon any question or matter at meetings at which a quorum is present shall be decided by a majority vote of the Members present in person or by proxy.

4.5.4. **Voting for Directors.** The election of the Directors at a meeting shall be by written ballot; provided, however, if the number of nominees for election as Directors is less than or equal to the number of vacancies to be filled, election of all nominees simultaneously may be by acclamation upon motion without need of a second. Members may not cumulate votes for the election of directors.

4.5.5. **Participation and Voting by Telephone.** Members may participate in a meeting and vote by conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other at the same time. Participation by telephone or similar communications equipment constitutes presence in person at a meeting.

4.5.6. **Participation by Electronic Transmission.**

(a) If authorized by the Board in its sole discretion, and subject to the requirements of consent in Corporations Code §20(b) and guidelines and procedures the Board may adopt, Members not physically present in person (or, if proxies are allowed, by proxy) or telephonically or by video screen conferencing at a meeting of Members may, by electronic transmission by and to ASTC or by electronic video screen communication, participate in a meeting of Members, be deemed present in person (or, if proxies are allowed, by proxy), and vote at a meeting of Members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to ASTC or by electronic video screen communication, subject to the requirements of these Bylaws.

(b) A meeting of the Members may be conducted, in whole or in part, by electronic transmission by and to ASTC or by electronic video screen communication (1) if the Board implements reasonable measures to provide Members in person (or, if proxies are allowed, by proxy) 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 of the meeting substantially concurrently with those proceedings, (2) if the Board implements reasonable measures to verify the identity of the Member participating, and (3) if any Member votes or takes other action at the meeting by means of electronic transmission to ASTC or electronic video screen communication, a record of that vote or action is maintained by ASTC. Any request by ASTC to a Member pursuant to Corporations Code §20(b) for consent to conduct a meeting of Members by electronic transmission by and to ASTC shall include a notice that absent consent of the Member pursuant to Corporations Code §20(b), the meeting shall be held at a physical location in accordance with these Bylaws.

4.5.7. *Action by Written Ballot.*

(a) Any action that Members may take at any annual meeting or special meeting of Members may be taken without a meeting if (1) the written ballot of every Member is solicited, (2) the required number of signed approvals setting forth the action so taken is received, and (3) the requirements of this Section are satisfied.

(b) ASTC shall distribute one written ballot to each Member entitled to vote on the matter, or alternatively shall engage a purveyor of on-line survey software as a service configured for the purpose of a ballot and meeting the requirements of Section 4.3.4. The ballot and any related material may be sent by electronic transmission by ASTC, and responses may be returned to ASTC by electronic transmission that meets the requirements of Sections 4.3.4 or 4.5.6(b) of these Bylaws. All solicitations of votes by written ballot shall (1) state the number of responses needed to meet the quorum requirement; (2) state, with respect to ballots other than for election of directors, the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) give the Members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time in which to return the ballot to the corporation. In any election of directors, a written ballot that a Member marks “withhold,” or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

(c) Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including ballots that are marked “withhold” or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(d) A written ballot may not be revoked.

(e) All written ballots shall be filed with the Secretary and maintained in the records of ASTC for at least four years.

4.6 **Waiver of Notice.**

4.6.1. The transactions of any meeting of Members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (1) a quorum is present either in person or by proxy, and (2) either before or after the meeting, each Member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval shall specify the business to be transacted or the purpose of the meeting. All such waivers, consents, or approvals shall be filed with the records of ASTC or made a part of the minutes of the meeting.

4.6.2. A Member’s attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the Member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

4.7 **Action Without Meeting.** Any action that may be taken by the written consent of the Members, may be taken without a meeting if Members holding a majority of the voting power consent in writing to such action provided, however, that the written consent or consents set forth in full the text of the action to be voted upon and the names of all persons nominated for election known at the time the consent or consents are solicited, as applicable. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as the vote of a majority of a quorum at a duly called, noticed and held meeting.

4.8 **Determination of Members of Record.**

4.8.1. For purposes of establishing the Members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board may, in advance, fix a record date. The record date so fixed for:

(a) sending notice of a meeting shall be no more than 90 nor less than 10 days before the date of the meeting;

(b) voting at a meeting shall be no more than 60 days before the date of the meeting;

(c) voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and

(d) taking any other action shall be no more than 60 days before that action.

4.8.2. If not otherwise fixed by the Board , the record date for determining members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the Board of Directors, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held.

4.8.3. If not otherwise fixed by the Board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

4.8.4. If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board of Directors adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

4.8.5. For purposes of Section 4.8 of these Bylaws, a person who is a Member at the close of business on the record date shall be a Member of record.

4.9 **Adjournment; Notice.** Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned (or the

means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which members may participate) are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

Article 5 - DIRECTORS

5.1 **Powers.** Except as otherwise provided by the Articles of Incorporation or these Bylaws, the powers of the corporation shall be exercised, its property controlled and its business and affairs conducted by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, management company, or committee provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to the foregoing general powers, and subject to the same limitations, the Board shall have the additional power to:

(a) Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; fix their compensation; and require from them security for faithful service.

(b) To conduct, manage and control the affairs and activities of the corporation, including establishing the priorities of the corporation's clinics, and to make such rules and regulations not inconsistent with law, the Articles of Incorporation, or these Bylaws, as they may deem best.

(c) Cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country.

(d) Borrow money and incur indebtedness on behalf of the corporation, and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt.

5.2 **Number and Qualifications.**

5.2.1. **Number.** The authorized number of directors shall be seven (7) until changed by amendment to these Bylaws. No amendment of the Bylaws to decrease the authorized number of directors shall result in any director being removed before his or her term of office expires, or until his or her death, resignation or removal as herein provided.

5.2.2. **Individual Qualification.** Each director (i) shall be at least eighteen (18) years old and (ii) shall be a Member in good standing.

5.3 **Election and Term.**

5.3.1. **Election of Board of Directors.** Except for those directors who serve ex-officio, at alternate annual meetings of the Members a number of directors constituting one-half of the total number of directors (or such number as close thereto as possible) shall be elected.

5.3.2. **Term.** Each director shall serve a term of two (2) years and until his or her successor is elected and qualifies, or until his or her death, resignation or removal. There shall be no limit on the aggregate number of consecutive terms any member of the Board of Directors may serve.

5.4 **Resignation.** A director may resign effective upon giving written notice to the Chair or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would be left without a duly appointed member of the Board in charge of its affairs. If the resignation is effective as of a future date, a successor may be appointed before such time, to take office when the resignation become effective.

5.5 **Removal.** Any director elected by Members may be removed, with or without cause, by a majority of the votes cast by the Members represented in person or by proxy at a meeting of members at which a quorum is present. The members may elect a director or directors at any time to fill a vacancy or vacancies created by the removal of a director or directors. In the event that the members do not fill any such vacancy within 90 days following the removal of a director, the Board of Directors may fill the vacancy notwithstanding Section 5.6 of these Bylaws.

5.6 Vacancies

5.6.1. **Creation of a Vacancy.** A vacancy or vacancies on the Board shall be deemed to exist in the event of (1) the death, resignation, or removal of any Director, (2) an increase in the authorized number of directors; or (3) a failure of the Members, at any meeting of Members at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting.

5.6.2. **Filling Vacancies.** Except for a vacancy created by the removal of a director by the Members (other than in the event described in the last sentence of Section 5.5 of these Bylaws), vacancies on the Board of Directors may be filled by approval of the Board of Directors or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice, or (3) a sole remaining director.

5.7 Meetings.

5.7.1. **Call of Meeting.** Meetings of the Board may be called by the President, any Vice President, or any two (2) directors.

5.7.2. **Place of Meetings.** All meetings of the Board shall be held at the principal office of ASTC or at such other place as determined from time to time by resolution of the Board.

5.7.3. **Annual Meetings.** The annual meeting of the Board shall be held, without call or notice, at the place and following the conclusion of each annual meeting of the Members or at such other place and time as determined by resolution of the Board.

5.7.4. **Regular Meetings.** Regular meetings of the Board may be held, without call or notice, at the principal office of ASTC or at such other place as determined by resolution of the Board, on such date and at such time as the Board may, from time to time, fix.

5.7.5. **Special Meetings.** Special meetings of the Board may be called by the President or any Vice-President or any two (2) directors.

5.7.6. **Notice.** Except as otherwise provided herein, meetings of the Board shall be held on four (4) days prior written notice by first-class mail, postage prepaid, or on forty-eight (48) hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by the corporation. Notice of the meeting need not be given to any director who signs a waiver of notice or a written consent to the holding of the meeting or approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such director. All such waivers and consents need not specify the purpose of the meeting but shall be filed with the corporate records or made a part of the minutes of the meetings.

5.7.7. **Conduct of the Meeting.** At all meetings of the Board, the President, or in the absence of the President the Vice-President, or in the absence of the President and Vice-President such person chosen by the directors present, shall preside. The Secretary of ASTC or, in the Secretary's absence, any person appointed by the presiding officer, shall act as Secretary and record the minutes of the meeting of the Board.

5.7.8. **Quorum.** A quorum of the Board for the transaction of business shall consist of a majority of the number of members of the Board authorized pursuant to these Bylaws.

5.7.9. **Transactions of Board.** Except as otherwise provided in the Articles of Incorporation, in these Bylaws, or by law, every act or decision done or made by a majority of the members of the Board present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number, or the same number after disqualifying one or more members of the Board from voting, is required by law, by the Articles of Incorporation, or by these Bylaws, including but not limited to those provisions relating to (i) approval of contracts or transactions in which a member of the Board has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors; provided, however, that any meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors if any action taken is approved by at least a majority of the required quorum for such meeting.

5.7.10. **Participation in Meeting.** Directors may participate in a meeting of the Board through use of conference telephone, electronic video screen communication or electronic transmission by and to the corporation. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subsection constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, pursuant to this subsection, constitutes presence in person at that meeting if both of the following apply: (i) each director participating in the meeting can communicate with all of the other directors concurrently; and (ii) each directors 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 corporation.

5.7.11. **Proxies.** Directors may not vote by proxy at a meeting of the Board.

5.7.12. **Adjournment.** A majority of the members of the Board present, whether or not a quorum is present, may adjourn any 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 must be given prior to the time of the adjourned meeting to the members of the Board who were not present at the time of adjournment.

5.8 **Action Without a Meeting.** Any action that the Board is required or permitted to take may be taken without a meeting, if all directors consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an “interested director” as defined in Section 7233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

5.9 **Compensation.** Directors shall serve without compensation for their services as such; provided, however, by resolution of the Board a director may receive reimbursement of expenses actually incurred in connection with the performance of duties as member of the Board including, without limitation, expenses of attendance at any special meeting of the Board, together with an additional reasonable sum for attendance at a special meeting. The Board shall have power in its discretion to contract for and to pay to directors rendering unusual or exceptional services to ASTC special compensation appropriate to the value of such services.

Article 6 - OFFICERS

6.1 **Officers.** The officers of ASTC shall be a President, Vice President, Secretary, Chief Financial Officer, and such other officers with such powers and duties consistent with these Bylaws as may be appointed and determined by the Board. Any two offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President

6.2 **Election. Term of Office and Qualification.** The officers shall be elected by the Board at each annual meeting, and at such other times as the Board shall determine, and each shall hold his or her office until he or she resigns or is removed, or otherwise becomes disqualified to serve, or such officer’s successor is appointed. To be qualified to serve, each officer shall be a director.

6.3 Removal And Resignation of Officers.

6.3.1. **Removal.** Any officer may be removed either with or without cause by a majority of the directors then in office at any meeting of the Board called for such purpose. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

6.3.2. **Resignation.** Any officer may resign at any time by giving written notice to ASTC. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in the notice. Unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of ASTC under any contract to which the officer is a party.

6.4 **Vacancies.** In case any office of ASTC becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the directors then in office, including less than a quorum, may (a) elect an officer to fill such vacancy, and the officer so elected shall hold office until he or she resigns or is removed, or otherwise becomes disqualified

to serve, or such officer's successor is appointed or (b) delegate the powers and duties of such office to any officer or to any director until such time as a successor for such office has been appointed.

6.5 **President.** The President shall preside at all meetings of Members. The President shall be the chief executive officer of ASTC and shall have general charge and supervision of the affairs of ASTC and shall perform other duties as may be assigned by the Board.

6.6 **Vice President.** At the request of the President, or in the event of the President's absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President; and, to the extent authorized by law, the Vice President shall have such other powers as the Board may determine, and shall perform such other duties as may be assigned by the Board of Directors.

6.7 **Secretary.** The Secretary shall have charge of such documents and papers as the Board may determine and shall have custody of the corporate seal. The Secretary shall attend and keep the minutes of all meetings of the Board and Members of ASTC. The Secretary shall keep a record containing the names, alphabetically arranged, of all persons who are Members of ASTC, showing their places of business, and such documents shall be open for inspection as prescribed by law. The Secretary shall give or cause to be given notice of all the meetings of the Members and of the Board required by these Bylaws or by law to be given, shall keep the seal of the Corporation, if any, in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

6.8 **Chief Financial Officer.** The Chief Financial Officer (CFO) shall have custody of all funds, property and securities of ASTC, subject to such regulations as may be imposed by the Board. The CFO may be required to give bond for the faithful performance of the duties, in such sum and with such sureties as the Board may require. When necessary or proper, the CFO may endorse on behalf of ASTC for collection checks, notes, and other obligations, and shall deposit the same to the credit of ASTC at such bank or banks or depository as the Board may designate. The CFO shall sign all receipts and vouchers and, together with such other Officer or Officers, if any, as shall be designated by the Board or by these bylaws to some other Officer or agent of ASTC. The CFO shall make such payments as may be necessary or proper to be made on behalf of ASTC. The CFO shall enter regularly on the books of ASTC to be kept for the purpose, full and accurate accounts of all moneys and obligations received and paid or incurred for or on account of ASTC, and shall exhibit such books at all reasonable times to any director on application at the offices of ASTC. The CFO shall, in general, perform all the duties incident to the office of Chief Financial Officer, subject to the control of the Board.

Article 7 - COMMITTEES

7.1 Board Committees.

7.1.1. ***Creation of Executive and other Board Committees.*** The Board may create by a majority vote of all Directors an executive committee, and any other committee or committees consisting only of two (2) or more directors for any purpose defined by these Bylaws or determined by the Board. The Members of any such committee shall be selected by, and serve at the pleasure of, the Board.

7.1.2. ***Limitations.*** Board Committees shall exercise such powers and authority of the Board in the management of the business and affairs of ASTC as shall be designated by the Board, except with respect to (i) the approval of any action for which the approval of the

Members, or a majority of all Members, is required; (ii) filling a vacancy on the Board or in any committee having the authority of the Board; (iii) fixing the compensation of any Director; (iv) amending, repealing or adapting any bylaw; (v) amending or repealing any resolution of the Board which by its express terms is not amendable and may not be repealed; (vi) appointing committees of the Board of the Members thereof; (vii) expending corporate funds to support a nominee for Director after more people are nominated for Director than can be elected; and (viii) approving any self-dealing transaction.

7.2 Advisory Committees. The Board may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or persons who are not directors. The Board may appoint one (1) or more alternate members of any Advisory Committee who may replace any absent member at any meeting of the Advisory Committee. Advisory committees may not exercise the authority of the Board to make decisions on behalf of ASTC, but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing Board decisions and policies, unless powers are otherwise expressly delegated pursuant to Section 5.1 of these Bylaws and provided that no Advisory Committee may exercise any authority not permitted to a Committee of the Board pursuant to Section 7.1.2 of these Bylaws. Advisory Committees shall be subject to the supervision and control of the Board.

7.3 Standing Committees: The standing committees of the Board shall consist of such Advisory Committees as the Board of Directors may authorize from time to time, and the Advisory Committees described below. The purposes, goals, and responsibilities of each Committee shall be as follows and may be modified by the Board.

(a) Membership Committee: Accept, review and recommend new Members, new Associate Members, Honorary Members; Fellows and related membership activities.

(b) Conference Committee: Develop and organize conferences including, without limitation, the annual "Forum."

7.4 Proceedings of Committees. Unless otherwise provided in these Bylaws, the Board or, if the Board does not act, the committees shall establish rules and regulations for the call and conduct of committee meetings and other matters relating to meeting procedures generally conforming to those set forth in Article 5 hereof with such changes therein as are necessary to substitute the committee and its members for the Board and the directors, except that (a) committees shall not be required to have an annual meeting, (b) the time of regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee; and (c) special meetings of committees may also be called by resolution of the Board.

7.5 Removal of Committee Members. The Board may remove by majority vote at any time, with or without cause, a member or members of any committee. Vacancies on any committee may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office, or (3) a sole remaining director.

7.6 Compensation. The members of any committee shall not receive any stated salary for their services, but may receive, by resolution of the Board, a fixed reasonable sum for expenses or special meetings of such committee. The Board shall have the power to contract for and to pay special compensation to any member of a committee for rendering unusual or

exceptional services to ASTC, appropriate to the value of such services.

Article 8 - AGENTS AND REPRESENTATIVES

8.1 The Board of Directors may appoint such agents and representatives of ASTC with powers to perform such acts or duties on behalf of ASTC as the Board may see fit, so far as may be consistent with these bylaws, to the extent authorized or permitted by law.

Article 9 - CONTRACTS

9.1 **Authority.** The Board, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of ASTC, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind ASTC by any contract, or engagement, or to pledge its credit, or render it liable for any purpose or to any amount.

9.2 **Interested Party Contracts.** No contract or other transaction between ASTC and one or more of its directors, or between ASTC and any domestic or foreign corporation, firm or association in which one or more of its directors has a material financial interest, is either void or voidable because such director or directors or such other corporation, business corporation, firm or association are parties or because such director or directors are present at the meeting of the Board or a committee thereof which authorizes, approves or ratifies the contract or transaction, if:

(a) The material facts as to the transaction and as to such director's interest are fully disclosed or known to the members and such contract or transaction is approved by the Members in good faith, with any membership owned by any interested director not being entitled to vote thereon;

(b) The material facts as to the transaction and as to such director's interest are fully disclosed or known to the Board or committee, and the board or committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the interested director or directors and the contract or transaction is just and reasonable as to ASTC at the time it is authorized, approved or ratified; or

(c) As to contracts or transactions not approved as provided in subparagraph (a) or (b) of this Section 9.2, the person asserting the validity of the contract or transaction sustains the burden of proving that the contract or transaction was just and reasonable as to ASTC at the time it was authorized, approved or ratified.

A mere common directorship does not constitute a material financial interest within the meaning of this Section 9.2. A director is not interested within the meaning of this Section 9.2 in a resolution fixing the compensation of another director as a director, officer or employee of ASTC, notwithstanding the fact that the first director is also receiving compensation from ASTC.

9.3 **Limitations.** No contract, transaction, or act shall be taken on behalf of ASTC if such contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption under the applicable sections of Internal Revenue Code, and regulations promulgated thereunder as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the directors or officers be obligated to inquire into the authority of the directors and officers to enter into and consummate any contract,

transaction, or other action.

Article 10 - VOTING UPON STOCK OF OTHER CORPORATIONS

10.1 Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of ASTC to vote either in person or by proxy at any meeting of stockholders of any other corporation in which this corporation may hold stock, and at any such meeting may possess and exercise all the rights and powers incident to the ownership of such stock which, as the owner thereof, this corporation might have possessed and exercised if present. The Board may confer like powers upon any other person and may revoke such powers as granted at its pleasure.

Article 11 - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

11.1 No Member, director, officer, employee, member of a committee, or person connected with ASTC, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of ASTC; provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for ASTC in effecting any of its purposes as shall be fixed by the Board and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of ASTC.

Article 12 - INVESTMENTS

12.1 ASTC shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction, provided, however, no action shall be taken on behalf of ASTC if such action is a prohibited transaction or would result in the denial of ASTC's tax exemption under the Internal Revenue Code and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

Article 13 - EXEMPT ACTIVITIES

13.1 Notwithstanding any other provision of these Bylaws, no Member, director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of ASTC not permitted to be taken of or carried on by an organization exempt under Section 501c (6) of the Internal Revenue Code of 1954, as amended and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

Article 14 - ANNUAL REPORT

14.1 With respect to any fiscal year in which ASTC receives \$10,000 or more in gross receipts or revenue, (i) ASTC shall annually notify each Member of the Member's right to receive a financial report pursuant to California Corporations Code Section 8321(a), and (ii) on the written request of a Member the Board shall promptly cause to be sent to the requesting Member the most recent annual report prepared not later than one hundred and twenty (120) days after the close of such fiscal year. The annual report shall contain in appropriate detail the following:

(a) a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year,

(b) a statement of the place where the names and addresses of the current Members are located; and

(c) any information concerning certain transactions and indemnifications required by Corporations Code Section 8322.

The annual report shall be accompanied by any report thereon of independent accountants or, if there is not such a report, the certification of the authorized officer of ASTC that such statements were prepared without audit from the books and records of ASTC.

Article 15 - INDEMNIFICATION

15.1 **Persons Eligible.** ASTC shall, to the maximum extent permitted by the California Nonprofit Corporation Law, indemnify each director and officer, and upon resolution of the Board may indemnify its other agents, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the corporation. For purposes of this Article 15, an “agent” of the corporation includes any person who is or was an employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

15.2 **Determination of Eligibility.** In determining whether indemnification is available to the director, officer, or agent of ASTC under California law, the determination as to whether the applicable standard of conduct set forth in Corporations Code §7238 has been met shall be made by a majority vote of a quorum of Board who are not parties to the proceeding. If the number of directors who are not parties to the proceeding is less than two-thirds of the total number of directors serving at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

15.3 **Nonexclusive.** The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person

15.4 **Insurance.** The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of ASTC or any subsidiary thereof against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not ASTC would have the power to indemnify the agent against that liability under the provisions of this Article 15.

Article 16 - CODE OF ETHICS

16.1 **Establishment.** ASTC shall establish and maintain a Code of Ethics as guidelines for the conduct of Members discharging their duties as theatre consultants.

16.2 **Enforcement.** The Board may, upon receipt of a written complaint of a Member's professional practice or its own motion, refer the complaint to an ethics review committee to review the alleged violation(s) of the Code of Ethics and recommend a course of action to the Board.

Article 17 - AMENDMENTS

17.1 **Board Directors.** The Board shall have power to make, alter, amend, and repeal the bylaws of ASTC by affirmative vote of a majority of the Board, except as otherwise provided herein or according to law. All bylaws made by the Board of Directors may be altered, amended, or repealed by the Members.

17.2 **Members.** The bylaws may be altered, amended, or repealed at any meeting of Members of ASTC by majority vote of the Members, represented either in person or by proxy, provided that the proposed action is included in the notice of such meeting.

17.3 **Limitations on Board Authority.** Any action related to the power of the Board to amend these Bylaws, the number of Directors, the length of Directors' terms, the method of selecting Directors, the quorum for a meeting of Members, proxy rights or cumulative voting shall be adopted, amended or repealed only by a majority vote taken at a duly noticed meeting of Members.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of the American Society of Theatre Consultants, a California nonprofit mutual benefit corporation; and

That the foregoing bylaws, comprising twenty-three (23) pages, constitute the bylaws of said corporation as duly adopted at a meeting of the Board of Directors thereof duly held on October 14, 2019.

Signed:

R Duane Wilson, Secretary

Transcribed with Amendments March 02, 2004 Edgar L. Lustig, ASTC Secretary.
Reformatted and Amended June 30, 2015. R Duane Wilson, ASTC Secretary
Amended October 14, 2019, R Duane Wilson, ASTC Secretary

EXHIBIT A – Charter Members

S. Leonard Auerbach
Teddy Dean Boys
Robert Davis
George Thomas Howard
George C. Izenour
Ron Jerit
Edgar (Ned) Lustig
R. Duncan Mackenzie
Vince Piacentini
Malcolm Thorton
Robert Wolff

EXHIBIT B – Founding Members

Note: Only those members who are active at the time of their retirement or death are listed on the ASTC Website as “Founding Members”. Founding members who resign are not listed in ASTC literature unless otherwise honored.

S. Leonard Auerbach
Teddy Dean Boys
Robert Davis
George Thomas Howard
Jules Fisher
George C. Izenour (resigned)
Ron Jerit
Edgar (Ned) Lustig
R. Duncan Mackenzie (resigned)
James Hull Miller
Vince Piacentini
Malcolm Thorton (resigned)
Robert Wolff (resigned)