

**Bylaws of Boston/New England Chapter
of the
National Academy of Television Arts & Sciences, Inc.**

NATIONAL
ACADEMY OF
TELEVISION
ARTS & SCIENCES



Boston/New England Chapter

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Article I

Name and Affiliation

Section 1.01 Name. The name of this organization shall be The Boston/New England Chapter of The National Academy of Television Arts and Sciences.

- (a) For the purposes of reference in these Bylaws, the Boston/New England Chapter shall be designated as The Chapter and The National Academy of Television Arts & Sciences shall be designated as NATAS.

Section 1.02 Affiliation. This Chapter, chartered by The National Academy of Television Arts & Sciences shall be governed by the Bylaws of The National Academy of Television Arts & Sciences and the Bylaws and Standing Rules of the Chapter.

Article II

Seal and Offices

Section 2.01 Seal. The seal of the Chapter shall be the same as that adopted by NATAS and will include the words "The Boston/New England Chapter of The National Academy of Television Arts & Sciences", a non-profit professional association [IRS 501(c) 6].

Section 2.02 Offices. The Chapter shall maintain offices at such place or places as the Chapter's Board of Governors shall from time to time direct.

Article III

Organization/Purpose/Jurisdiction

Section 3.01 Organization. The Chapter shall be incorporated under the laws of the Commonwealth of Massachusetts. It shall be a non-profit, educational association.

Section 3.02 Purpose. Purposes of the Chapter shall be defined as outlined in NATAS bylaws.

- (a) Limitation: None of the property, dues, contributions or things of value owned by the Chapter and no part of its earnings shall inure to the benefit of a private individual except as specifically provided by the Bylaws.

Section 3.03 Jurisdiction.

(a) The Board of Governors of the Chapter shall have the right to establish membership dues and initiation fees for all members, which shall constitute income of the Chapter.

(b) Title to and ownership of all property and of all money or property given or distributed to the Chapter shall be managed by the Board of Governors for the purposes of the Chapter. No members shall have any right title or interest in any such property or money.

(c) The area of the Chapter is designated as all of New England (Connecticut, Rhode Island, Maine, Massachusetts, New Hampshire, Vermont) and may not be changed without a request by the Board of Governors of the Chapter to NATAS and their prior approval by a vote of 2/3 of those Trustees present.

Article IV

Membership

Section 4.01 Membership.

(a) The classes of membership, as defined in the NATAS bylaws are as follows:

Professional
Associate
Student
Life
Honorary

(b) National Membership. Members of the Chapter are also members of NATAS entitled to all rights and privileges and subject to all rules and regulations of membership in NATAS.

Section 4.01 (a.1) Definition of Classes of Memberships. The classes of membership within the chapters, and the rights and obligations of each member shall be solely as follows:

Professional Member-This class shall be composed of those persons who are professionally engaged in the Television and Media Industry and its

related fields within the chapter's geographic boundary. A profession member shall be obligated to pay dues and shall have the right, if in good standing, to vote and to hold office and shall be eligible to serve on committees.

All persons actually participating in the television industry-full or part time employment in the Chapter's geographic area, and member at large, are eligible for Professional Membership in the Boston/New England Chapter of The National Academy of Television Arts and Sciences.

Associate Membership is available to those who are interested in and support the advancement of television but cannot be classified in the designated professional categories (no voting rights).

Student Membership is offered to those who are enrolled full-time as Communications majors at an accredited college (no voting rights).

Life Membership shall be composed of all past Chairmen of the Board and Chapter Presidents. Dues are not assessed for Life Members.

Honorary Members shall be composed only of those persons upon whom membership is conferred for life for outstanding accomplishment in the television industry. Dues are not assessed for Honorary Members (no voting rights).

Section 4.02 Membership Rules

(a) Application for Membership shall be made by completing standard application forms, to be processed by the Membership committee, who shall have authority to determine classification and eligibility of the applicant.

(b) Transfer of a member in good standing may be completed upon notification to both chapters involved.

(c) Duration of membership. Once a person has become a member of the Academy, it shall not be necessary to remain Professionally engaged in the television industry to retain membership status.

(d) Resignation. Notice of resignation shall be delivered in writing to the president and/or secretary of the Chapter.

- (e) Reinstatement shall be upon approval of the Board of Governors by majority vote at any regular meeting. Any dues or fees levied contingent upon reinstatement, shall be established by the Board of Governors.
- (f) Suspension & Expulsion. Any member may be suspended for failure to pay dues as defined in these Bylaws. A member may be expelled for good and sufficient cause by three fourths (3/4) vote of all members of the Board, after a reasonable notice and hearing if requested by the member in writing.
- (g) Limitation of Liability. No member, Governor or Officer of the Chapter shall be personally liable for the debts, liabilities or obligations of the Chapter or of NATAS. (Note: all chapters shall be incorporated.
- (h) Leave of Absence. A member may request a leave of absence for a reasonable length of time (not to exceed six months) provided all current dues are paid. Such requests shall be made to the Board in writing and granted by majority vote of those present and voting. Said member shall have none of the rights and privileges of membership for the duration of the granted leave of absence.

Article V

Section 5.01 Dues & Fees

- (a) Dues. Dues for each class of membership shall be determined by the Board of Governors and defined in the Standard Rules of the Chapter. Changes in dues structure may be determined annually by the Board.
- (b) Due Date. All dues shall be due and payable the first day of December and delinquent the first day of January.
- (c) Dues Notice. All members required to pay dues shall be notified in writing at least 60 days prior to the dues date. A second notice shall be sent at 30 days prior to the delinquent date.
- (d) Failure to pay dues by January 31 shall result in suspension from membership.

(e) Levies. Any dues/or fees which may be levied from time to time by NATAS shall be payable by the Chapter under procedures established by majority vote of the Board of Governors.

(f) Membership Year shall be January 1 to December 31.

Article VI

Meetings and Quorum

Section 6.01 Annual Meeting. There shall be an annual meeting of the membership at a time and place as specified by the Board for the purpose of hearing reports of the board, officers and committee chairmen and conducting any necessary business pertaining to the general membership.

Section 6.02 Special Meetings. Special meetings of the membership may be called by the President, any five Governors or a petition of 10% of the Professional and Life members filing a petition with the Secretary of the Chapter at least 15 day prior to the meeting.

Section 6.03 Call of the Meeting. Notice of all meetings of the membership shall be given in writing at least 14 days prior to the date of the meeting, with the date time, place and purpose of the meeting given in the call.

Section 6.04 Voting Rights. Only Professional and Life members shall have the right to vote at any meeting of the membership.

Section 6.05 Quorum. A minimum number of Professional and/or Life members shall constitute a quorum for the transaction of business at any meeting of the members.

Article VII

Board of Governors

Section 7.01 Powers. Subject to the limitations of these Bylaws and the Bylaws of NATAS the powers of the Chapter shall be exercised, its property controlled and its affairs conducted by its Board of Governors, whose authority includes, but is not limited to the following:

- (a) To select the Officers of the Chapter and to prescribe such powers and duties for them as may not be inconsistent with law or these Bylaws.
- (b) To select the Chapter's representative(s) to the Board of Trustees of NATAS.
- (c) To select and remove all agents and employees of the Chapter, including a Chapter Administrator, who need not be members of the Chapter and who shall have such powers and duties and receive such compensation as may be prescribed from time to time by the Board of Governors.
- (d) To appoint and /or approve the appointment of Standing and Special Committees as may be necessary or desirable to carry out the purpose of the Chapter.
- (e) To collect all revenues, establish dues and make all disbursements for the Chapter.
- (f) To make such rules and regulations as may from time to time be necessary to conduct, manage, and control the affairs and business of the Chapter.

Section 7.02 Qualifications. Each elected Governor shall be a Professional or Life member of the Chapter and shall not receive any salary or compensation for services as a Governor.

Section 7.03 Composition of Board. The Board of Governors shall be composed of 24 Governors elected by the membership, representing as broad a cross-section of television and its related industries as possible, with 12 Governors being elected each year. The Board shall also include:

- (a) Officers and Chairmen of Standing committees who may or may not be elected Governors.
- (b) The Trustee(s) of the Chapter
- (c) Additional ex-officio members without vote at the discretion of the Board.

(d) Elected Governors, Officers, Chairmen of Standing Committees and Trustee(s) shall have full voting rights.

Section 7.04 Governors Term of Office. The term of office of each Governor shall be for a period of two (2) years beginning on the 15th of June in the year of election. Governors shall hold office until they shall resign or be removed or otherwise disqualified to serve or until their successors shall be elected and qualified. No Governor shall hold office for more than two (2) consecutive terms. A person who has served two (2) full terms and who subsequently has been inactive as an elected Governor for one year shall again be eligible for nomination and election as a Governor.

Section 7.05 Terms of Non-elected Members of the Board. Those members of the Board not elected as Governors, shall serve a term concurrent with the term of the appointing officer or body.

Section 7.06 Trustee. The Trustee shall be elected and serve as defined in the Bylaws of NATAS.

Section 7.07 Nomination. By April 15 of each year, the Board shall elect a Nomination Committee of seven(7) members who represent a cross-section of the membership, for the purpose of nominating candidates for the Board of Governors. One member of the Board of Governors may serve on the Nominating Committee.

(a) The Committee shall nominate at least two(2) candidate(s) from the same field of the television industry for each position to be filled.

(b) Additional nominations may be made by petition signed by at least ten (10) Professional or Life members in good standing with such petitions submitted to the Nominating Committee no later than May 1.

Section 7.08 Election. Ballots shall be mailed or sent by electronic means to all Professional and Life members no later than May 15 of each year. Ballots shall be returned to the address specified on the ballot no later than the close of business on the first business day which shall be at least fourteen(14) days immediately following the date ballots were mailed or sent by electronic means. Ballots not so received shall be void for all purposes.

(a) The ballots shall be opened and counted by a firm of Certified Public Accountants designated by the Board of Governors.

(b) A plurality shall elect.

(c) In the event of a tie for any given position the President or his/her appointed representative shall finalize the election by conducting a straw ballot among the candidates involved.

(d) All newly-elected Governors shall take office on June 15 following the election.

Section 7.09 Resignations. If the activities of a Governor prevent his/her participation in the affairs of the Chapter and/or if a Governor does not participate in the affairs of the Chapter including committee and/or Board of Governors meetings, he/she may be asked to resign. This action shall only be taken when the best interest of the Chapter may be served by replacement. A Governor may be asked to resign by four-fifths(4/5) vote of all remaining Governors. If a Governor refuses to resign, he or she can be removed from office by the same vote requirement.

Section 7.10 Vacancies. Each vacancy in the Board of Governors of the Chapter shall be filled by a majority vote of the remaining Governors, even if less than a quorum, and each Governor so appointed shall hold office for the remainder of the term of the Governor who has vacated said office.

Section 7.11 Quorum. A majority of the voting members of the Board shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Governors at a meeting duly held shall be regarded as the act of the Board of Governors. In the event of a tie vote of Governors with respect to any matter, the President, if he shall not heretofore have voted in such matter as a Governor, shall be entitled to vote with respect to such matter.

Section 7.12 Proxies. Proxies must always be in writing for a specific meeting. Proxies may not be given to the President of the Board. Proxies shall not be used in determining a quorum, in voting for officers or Trustees or in voting on amendments to the chapter bylaws.

Section 7.13 Meetings. The Board of Governors of the Chapter shall hold meetings for any purpose or purposes to be called at any time by the President, or if he be absent or is unable or refuses to act for any reason, by either Vice Presidents or by any five Governors of the Chapter. Written notice of the time and place of each such meeting along with the agenda of items to be considered, shall be delivered personally to each Governor and Officer (or sent by mail, or sent by electronic means, postage prepaid, or telegram prepaid or to be billed.) Regular meetings of the Board of

Governors shall be held monthly from September through June at a time and place determined by majority vote of the Board.

(a) Special meetings may be called by the President or any five(5) members of the Board with at least 14 days notice in writing to all members of the Board stating date, time, place and purpose of the meeting in the call.

(b) In the event of an emergency, business may be conducted by mail or sent by electronic means at the discretion of the President. Any action taken by mail or by electronic means shall be recorded in the minutes.

Section 7.14 Place of Meetings. All meetings of the Board of Governors shall be held at any place recommended by the President with support of a majority of the Board of Governors or the approval of the Vice Presidents and Secretary or Treasurer.

Article VIII

Officers

Section 8.01 Officers. The officers of the Chapter shall be a President, 1st Vice President and 2nd Vice President, a Secretary, Alternate Trustee and a Treasurer.

- (a) All officers shall be Professional or Life Members of the Chapter.
- (b) Any officer may not hold more than one officer position.
- (c) No person may hold two or more offices concurrently.
- (d) No officer shall receive any salary or compensation for his services

Section 8.02 Term of Office. The term of office of each officers shall be for two years and each Officer shall hold office until he shall resign or shall be removed or otherwise disqualified to serve or his successor shall be elected and qualified.

(a) No officer shall hold the same office for more than two full consecutive terms. A person who has served as an officer and subsequently has been inactive with respect to said office for one full term, is again eligible for nomination to said office.

(b) Officers shall take office on June 1 5 following their election.

Section 8.03 Nomination and Election

(a) In May of alternate years, the Board shall elect an Officer Nominating Committee from its membership. The committee shall present nominees

(who have given consent) for each officer to be filled at the June meeting, at which time nominations shall be in order from the floor provided prior consent has been given.

(b) Election shall be by ballot, unless there is only one nominee for a given office in which case a voice vote may be taken. A majority vote shall elect.

Section 8.04 Removal or Resignation. Any officer may be removed by a vote of four-fifths (4/5) of the remaining members of the Board, after reasonable notice and a hearing if requested. Any officer may resign by giving written notice to the Board of Governors, the President or the Secretary.

Section 8.05 Vacancies. A vacancy in any elected office shall be filled by a majority vote of the Board. Each officer so appointed shall hold office for the remainder of the term of the office who has vacated said office.

Section 8.06 Duties of Officers.

(a) President. The President shall: preside at all meetings of the members and of the Board of Governors; make an annual written report to the membership and to NATAS; exercise and perform such other powers and duties as defined in these Bylaws and any duties that may be assigned to the office of the President by the Board of Governors.

(b) 1st Vice President. The 1st Vice President shall assist the President in the performance of his duties and shall perform such other duties as may be assigned by the Board of Governors. In the event of the death, disability, absence or refusal to act of the President, the Vice President shall perform and be vested with all of the duties and powers of the President until such time as the successor to the President is elected.

(c) 2nd Vice President. The 2nd Vice President shall assist the President and 1st Vice President in the performance of their duties and shall perform such other duties as may be assigned by the Board of Governors. In the event of the death, disability, absence or refusal to act by the President and the 1st Vice President the 2nd Vice President shall perform and be vested with all of the duties and powers of the President and 1st Vice President until such time as the successor to the President and/or 1st Vice President is elected.

(d) Secretary. The Secretary shall be responsible for the keeping of the record of the minutes of the proceedings of all meetings of the members and the Board of Governors and shall give or arrange for the giving of notice as required. The Secretary shall have custody of all books, record and papers of the Chapter except such as shall be in charge of the Treasurer or of some other person authorized to have custody and possession thereof by resolution of the Board of Governors. In the event of death, disability, absence or refusal to act of the President, and Vice President(s), the Secretary shall perform and be vested with all duties and powers of the President until such times as the successor to the President is elected.

(e) Treasurer. The treasurer shall be responsible for the keeping of accounts of all moneys of the Chapter, received or disbursed, and the depositing of all moneys and valuables in the name of and to the credit of the Chapter in such banks and depositories as the Board of Governors shall designate, and such records shall be open to inspection by the Board of Governors and members and shall be annually audited by a firm of Certified Public Accountants. In cooperation with certified public accountant, the treasurer shall oversee the preparation of all federal, state and local tax returns. The Treasurer shall have custody of all financial books, records and paper of the Chapter except such as may be assigned to some other person authorized to have custody and possession thereof by resolution of the Board for Governors. In the event of the death, disability, absence or refusal to act by the President, Vice President(s) and the Secretary, the Treasurer shall perform and be vested with all the duties and powers of the President until such time as the successor to the President is elected. The Treasurer shall submit an Annual Treasurer's Report to the Board of Governors of the Chapter.

Article IX

Committees

Section 9.01 Executive Committee. The President, Vice President(s), Secretary, Treasurer, Trustee(s) and Alternate Trustee shall comprise the Executive Committee and shall have power to act when the Board cannot be convened. All action taken by the Executive Committee shall be subject to review and ratification by the Board of Governors.

Section 9.02 Standing Committees. There shall be the following Standing Committees, Chairmen of which shall be appointed by the President with approval of the Board:

Activities/Program Committee
Area Awards Committee
Membership Committee
Public Relations Committee
Optional: Scholarship Committee Bylaws/Rules Committee

- (a) Standing Committee Chairmen shall be Professional or Life members of the Chapter and shall have the right to select the members of their respective committees from the general membership, committee member may, but need not be Professional or Life members of the Chapter.
- (b) Standing Committee Chairmen shall serve as members of the Board of Governors.
- (c) Duties of Standing Committees shall be as defined in the Standing Rules

Section 9.03 Special Committees (Ad Hoc). Special committees may be appointed by the President or the Board of Governors as deemed necessary to carry out specific tasks that do not fall within the assigned functions of the Standing Committees. All Special Committees shall report only to the Board and shall automatically be discharged upon completion of their work.

Section 9.04 Ex-Officio Committee Members. The President shall serve as an ex-officio member of all committees except the Nominating Committees

Section 9.05 Quorum. The quorum of any committee shall be a majority. Committee chairmen may be designated as ex-officio members and have the power of voting and all privileges of elected Governors, but are not counted in the quorum.

Article X

Annual Area Awards

Section 10.01 Annual Area Awards. Each year the Chapter shall have the sole and exclusive right to recognize outstanding artistic, cultural, educational and technological achievements in the television industry by the bestowal of Annual Area Awards with respect to all programs produced and telecast originally in the designated

area of the Chapter. The presently established gold Emmy Area Award statue shall be bestowed for all such achievements unless otherwise determined by the Board of Trustees of The National Academy of Television Arts and Sciences. The Chapter shall participate in all National Awards under the direction of The National Academy of Television Arts and Sciences.

Participation in and/or presentation of Area Awards shall be determined from year to year by decision of the Board of Governors of the Chapter. The Area Awards, if presented, must be approved in structure and voting method by the Awards Committee of The National Academy of Television Arts and Sciences, comply with the provisions of the National Bylaws, and policies of The National Academy of the Television Arts and Sciences, and any contractual arrangements heretofore or hereafter entered into by The National Academy of Television Arts and Sciences.

Section 10.02 Area Awards Committee. An Area Awards Committee shall be appointed from the membership by the Chapter President with the approval of the Board of Governors of the Chapter. The Area Awards Committee shall devise the structure and voting method of the Area Awards, if any, of the Chapter at the direction of and with the approval of the Board of Governors of the Chapter.

Section 10.03 Emmy Ownership. Each Emmy Area Award statue shall bear the following inscription: "This Emmy is the property of and all rights are reserved by The National Academy of Television Arts and Sciences. Possession hereof has been awarded subject to the recipient's compliance with all of the rules applicable to Emmy now or hereafter established by The National Academy of Television Arts and Sciences, including rules restricting reproduction or commercial use of Emmy or any element thereof in any manner".

Section 10.04 Prior Area Awards. All persons who heretofore have been recipients of Emmy Area Awards from the Chapter or any predecessor thereof, shall be bound by the terms of the above statement.

Section 10.05 Presentation of Awards. The Chapter, acting through its Board of Governors, shall have the following power and authority, subject to the rights of the approval of NATAS prescribed in 10.01 of this Article:

- (a) To make all arrangement and commitments in connection with any broadcast and /or telecast of the conferring of the Annual Area Awards.
- (b) To make all arrangements and commitments in connection with the sponsorship of any such broadcast and/or telecast.

(c) To collect, hold and disburse all monies and other considerations received in connection with any such broadcast and/or telecast and/or the sponsorship thereof, and

(d) To establish the date and time of the conferring of the Annual Area Awards.

Article XI

Finances

Section 11.01 Sources of Revenue. The Chapter shall be supported by moneys received from dues and fees, annual area awards program and/or telecasts or broadcasts, and other activity of a local nature as determined by the Board of Governors.

Section 11.02 Chapter Responsibilities. The Chapter shall be obligated to pay all bills, and commitments made by the Chapter with regard to any annual area awards, broadcasts and/or telecasts, Chapter activities and other functions of a Chapter nature as authorized by the Board.

Section 11.03 Expenses. The Board of Governors shall be authorized to reimburse the Officers, Trustees, and Governors of the Chapter, and personnel authorized to act on behalf of the Chapter, for transportation and reasonable living expenses away from their respective homes, incurred by any of them in connection with attendance at meetings and in transaction of other business in behalf of, and authorized by the Chapter or NATAS. All requests for reimbursement of such expenses shall be submitted in detail in writing and approved by the Board of Governors.

Section 11.04 Fiscal Year. September 1 to August 31.

Article XII

Amendments

Section 12.01 Amendment.¹ Before becoming effective, amendments to a chapter's Bylaws shall be reviewed and found not in conflict with the National Bylaws by the Parliamentarian and Rules Committee, and approved by the Executive Committee and ratified by *two-thirds* (2/3) vote of the Board of Trustees.

Section 12.02 Proposing Amendments. Proposed amendments may be submitted by any Governor, any Trustee, or by petition in writing of ten percent (10%) of the Professional membership of the Chapter. All proposed amendments to Chapter Bylaws are sent to the Parliamentarian for review and approval, forwarded to NATAS President for approval by the NATAS Executive Committee and notice to the Board of Trustees.

Section 12.03 Revision. A revision may be ordered by a 2/3 vote of the Board of Governors or of the members present and voting at a membership meeting. In the event a revision is ordered a special revision committee shall be appointed to present a proposed revision to the Board of Governors, which may be amended by a majority vote. Adoption shall be by a two-thirds (2/3) vote of all Governors.

Section 12.04 Conflict. The Bylaws and Standing Rules of the Chapter shall not be in conflict with the Bylaws of NATAS. Any changes in the governing documents of NATAS that affect the Chapter shall automatically be incorporated into the Chapter's Bylaws.

Article XIII

Parliamentary Authority

Section 13.01 The current edition of "Robert's Rules of Order Newly Revised" shall constitute the Parliamentary Authority for all meetings including Board, Committee and membership meetings, in all matters not specifically covered in these Bylaws and the Chapter's Standing Rules and Special Rules of Order.