

BYLAWS
AND STANDING RULES

of

The Lower Great Lakes Chapter

of

THE NATIONAL ACADEMY OF TELEVISION
ARTS AND SCIENCES

As Adopted October, 1979
Amended, May, 1990
Amended, May, 1993
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ARTICLE I
NAME AND AFFILIATION

SECTION 1.01 - NAME. The name of this organization shall be the Lower Great Lakes Chapter of the National Academy of Television Arts and Sciences, NATAS.

a) For the purposes of references in these Bylaws, the Lower Great Lakes Chapter shall be designated as "the Chapter", and the National Academy of Television Arts and Sciences, NATAS, shall be designated as "NATAS".

SECTION 1.02 - AFFILIATION. This Chapter, chartered by NATAS, shall be governed by NATAS 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.

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 Lower Great Lakes Chapter of NATAS is a nonprofit professional trade association (IRS 501 (c) 6), incorporated in the State of Ohio, and organized under charter by NATAS.

SECTION 3.02 - PURPOSES. The purposes of the Chapter are identical to those outlined in the 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 in these Bylaws.

SECTION 3.03 - JURISDICTION

a) The area of the Chapter is designated as northern Ohio, northwestern Pennsylvania, and northeastern Indiana, and may not be changed without a request by the Board of Governors of the Chapter to NATAS, and the prior approval by a vote of those Trustees present and/or represented by proxy at any official meeting.

b) The Board of Governors of the Chapter shall have the right to establish membership dues and initiation fees for all members, subject to the minimums established by NATAS, which shall constitute income of the Chapter.

c) 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.

ARTICLE IV MEMBERSHIP / DUES AND FEES

SECTION 4.01 - MEMBERSHIP.

It shall be the policy of NATAS and the Chapter to encourage membership from all sectors of the television and media including, but not limited to, the fields of broadcast, cable, satellite, film and alligned media, and not to deny membership based upon age, gender, race, sexual orientation, religion, national origin or disability.

a) Classes of membership within the Chapter, and the rights and obligations of each member, as defined in the National Bylaws, shall be as follows:

- i) Professional Members. 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 boundry. The National Board of Trustees shall have the power to classify the professional membership into fields of activity, and the chapters by their Boards of Governors shall have the right to group one or more such classifications for regional chapter purposes. A professional m ember shall be obliged 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.
- ii). Associate Members. This class shall be composed of those persons who are interested in the advancement of the arts and sciences of television and other media, but who do not meet, at the time of application, the requirements for Professional membership. Associate Members shall not have the right to vote or to hold office, but they shall have the right to serve on committees and to act in advisory capacities if so appointed. Associate Members are obliged to pay dues in an amount at least equal to that established for Professional Members.
- iii) Student Members. This class shall include students enrolled for credit in an accredited institution of secondary or higher learning and/or professional training within the geographic boundaries of The Chapter, who are interested in, and concerned with the advancement of the arts and sciences of television and other media industries. Student members shall not have the right to vote or hold office, but they shall have the right to serve on committees and to act in advisory capacities if so appointed. Student Members are obliged to pay dues in an amount which may be lesser than the amount established for Professional members. No person shall be classified as a Student Member beyond one year following termination of their studies.
- iv) Life Members. This class shall be composed of all past Chairmen of the Board and past Chapter Presidents and such other persons as may be designated by an affirmative vote of

two-thirds (2/3) of the National Board of Trustees. Life Members shall have all the rights of Professional Members, but shall not be obliged to pay dues. The Chapter may, at its discretion, nominate a member other than a past President for Life Membership. Any such nomination shall be subject to approval by the Board of Trustees as provided above.

- v) Honorary Members. This class shall be composed of distinguished leaders in the electronic media and similar industries where a relationship will be mutually beneficial to the individual and to NATAS and its chapters. Honorary Members shall not have the rights of Professional Members, shall not be obligated to pay dues and shall not be included in a chapter's annual census. Honorary Members shall not have the right to vote or hold office, but shall have the right to serve on committees and act in advisory capacities if so appointed. Honorary Members may be appointed at The Chapter's discretion and may, if so desired by the chapter, include Silver Circle and Gold Circle inductees. At his discretion the President of NATAS may propose national- and international-level industry leaders as Honorary Members in the Chapter.

b) Application for Membership to the Chapter shall be made using forms and procedures including electronic means, which shall be determined from time to time by the Board of Governors. In no event shall any chapter of NATAS establish or impose procedures and/or standards for membership qualification which are contrary to the standards as are determined by the Bylaws of NATAS. No member of NATAS may be a member of more than one chapter.

In the event of rejection of any application, the applicant shall have the right to appeal such decision to the Board of Governors within a period of four (4) weeks from date of notification. It shall take a two-thirds (2/3) vote of all Governors to overrule the Membership Committee's decision. All voting in conjunction with such action shall be by secret ballot and all Board discussion shall be deemed confidential.

c) Transfer of a member in good standing may be completed upon notification and approval of both chapters involved.

d) Duration of membership - once a person has become a member of NATAS, it shall not be necessary to remain actively engaged in the television and media industry to retain membership status.

e) Resignation Reinstatement - Notice of resignation shall be delivered to the Secretary of the Chapter. 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 and Expulsion - Any member may be suspended for failure to pay dues as defined in these Bylaws. (see Section 4.02 below). A member may be expelled for good and sufficient cause by a two-thirds (2/3) vote of all members of the Board, after a reasonable notice and hearing, if requested by the member in writing. If the Chapter is put under suspension by NATAS, it shall not have the right to use the words "The National Academy of Television Arts and Sciences" or "NATAS."

g) Limitation of Liability - No member, Governor nor Officer of the Chapter shall be personally liable for the debts, liabilities or obligations of the Chapter or of NATAS.

h) Limitation of Membership - No individual member, of whatever classification, shall have any right, title or interest in any property, assets, monies, or things of value belonging to NATAS or The Chapter.

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 to those present and voting. Said members shall have none of the rights and privileges of membership for the duration of the granted leave of absence.

SECTION 4.02 - DUES AND FEES

a) The Board of Governors shall have sole authority to establish all dues and fees which shall be defined in the Standing Rules of the Chapter.

b) Dues shall be due and payable on the first day of the membership year of the Chapter beginning January 1. Pro-rating of dues for those joining at a time other than the beginning of the fiscal year shall be regulated by the Membership Committee and approved by a majority of those Governors present at any regular meeting of the Board of Governors. If dues are not paid, the member will be sent a second notice one month following the first notice. If dues are still not paid, the member will be sent a third and final notice, clearly marked "Final Notice," two months following the first notice. One month after the third and final notice is sent, if dues are still not paid the member will be deemed to have ceased and terminated his membership in NATAS for non-payment of dues.

No member shall be liable for dues in court proceedings nor shall any class of membership be subject to assessment. Nothing in this section shall, however, limit the discretion of the Board of Governors to reinstate a non-paying member for any reason satisfactory to the Board.

c) Reinstatement of a member who has resigned or been suspended or expelled shall be upon the approval of the Board of Governors by a majority of those voting at any regular meeting. Any dues or fees levied contingent upon reinstatement shall be established by the Board of Governors. A member suspended for failure to pay dues shall be automatically reinstated upon payment in full of all dues in arrears.

d) Chapter members shall pay dues and/or fees appropriate for their classification in accordance with the Chapter's dues and/or fees structure as stated in the Chapter's Standing Rules and NATAS rules. Dues and/or fees which may be levied from time to time for NATAS by the Board of Trustees, shall be payable by the Chapter under procedures and according to such requirements as shall be stated by the Chapter Bylaws.

ARTICLE V MEETINGS

SECTION 5.01 - ANNUAL MEETING. An annual meeting of the membership shall be held once a year at such time and place as specified by the Board of Governors.

SECTION 5.02 - SPECIAL MEETINGS. Special meetings of the membership may be called at any time by the President, by a majority of the Board of Governors, or by 10% of the membership filing a petition in writing with the Secretary at least ten days prior to such meeting. The place of the meeting in each case shall be specified in the call for the meeting.

SECTION 5.03 - NOTICE OF MEETINGS. A minimum of fourteen (14) days prior written notice of the Annual Meeting of the membership and a minimum of seven (7) days prior written notice of each special meeting shall be given to the members by electronic means or postal mail at their respective addresses as shown in the records of the Chapter. The date, time, place and purpose of the meeting shall be given in the call.

SECTION 5.04 - VOTING RIGHTS. Only Professional, Life and Honorary Life members shall have the right to make motions and vote at any meeting of the membership.

SECTION 5.05 - QUORUM. Those Professional and Life members present at any meeting of the members shall constitute a quorum.

ARTICLE VI GOVERNORS

SECTION 6.01 - POWERS. Subject to the limitation of the Bylaws of NATAS, the powers of the Chapter shall be exercised, its property controlled and its affairs conducted by its Board of Governors.

SECTION 6.02 - LIMITATIONS. Each Governor shall be a Professional, or Life member of the Chapter, entitled to vote, and shall not receive any salary or compensation for his/her services as a Governor.

SECTION 6.03 - COMPOSITION OF THE BOARD OF GOVERNORS. The Board of Governors shall be composed of up to twenty-one (21) and not less than nine (9) Professional and Life members of the Chapter. As broad a cross-section of the classifications of Professional members as is possible shall serve on the Board of Governors.

The Officers shall, if not previously so elected, also serve during their term of office as members of the Board of Governors with voice and vote.

The Board of Governors of the Chapter may, if desired, add to its complement additional members who will sit as ex officio Governors with no vote.

- a) Term: The term of office of each Governor shall be for a period of two years commencing June 15th of the year in which elected. Each Governor shall hold office until he shall resign or shall be removed or otherwise be disqualified to serve, or his successor shall be elected and qualified. No Governor shall hold office for more than two successive elected terms. A person who has so served as a Governor and who subsequently has been inactive as a Governor for one year is again eligible for nomination and election as a Governor.

Those members of the Board not elected as Governors, shall serve a term concurrent with the term of the appointing officer or body.

b) Nomination and Election: The Board of Governors shall elect an ad hoc Nominating Committee consisting of a Chairman and at least four (4) additional committee members who represent various disciplines in the industry. This election will take place at the February Board meeting for the purpose of nominating candidates for the Board of Governors. The President of the Chapter is not eligible to serve on the Nominating Committee. Candidates for Governor who have agreed to serve on the Board shall be submitted to the Administrator by the Nominating Committee not later than the second week of April. An Official Ballot consisting of candidates for Governor shall be distributed to the entire membership on/or before May 1st to allow adequate time for the voting procedure to be completed and notification to the newly elected Governors who assume office on June 15th.

Any Professional or Life Member of the Chapter may also be nominated from his field if a written petition signed by ten percent (10%) of the members of such field is submitted to the Board of Governors no later than two weeks before the election scheduled in said year.

Ballots for election to the Board of Governors shall be mailed or sent by other electronic means to all Professional and Life members of the Chapter in good standing no later than May 1st each year. Ballots shall be returned by mail or other electronic means to the designated address specified in said 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 of mailing such ballots.

All ballots not so received shall be void for all purposes. The ballots shall be opened and counted by the Chapter Administrator with the Chair of the Nominating Committee and one other member of the Nominating Committee present to act as monitors. A majority shall elect. 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.

All newly elected members of the Board of Governors shall take office on the June 15th succeeding such an election.

b) Resignation of Governors: If the activities of a Governor prevent his 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 may be asked to resign. This action shall be taken when the best interest of the Chapter may be served by replacement. A Governor may be asked to resign by a two-thirds (2/3) vote of the remaining Governors. If a Governor refuses to resign, he can then be disqualified by a vote of two-thirds (2/3) of the remaining Governors.

c) Vacancies: Each vacancy of the Board of Governors shall be filled by a two-thirds (2/3) vote of the remaining Governors though less than a quorum, and each Governor so appointed shall hold office for the remainder of the term of Governor who has vacated said office. Said vacancy in the Board of Governors shall be filled by a Professional or Life Member from the field of the television and media industry to which his immediate predecessor belonged and such vacancy shall be filled, if possible, by the unsuccessful nominee in that field receiving the next highest votes at the most recent election.

d) Quorum: A majority of Governors, Officers and Standing Committee Chairmen shall be necessary to constitute a quorum for the transaction of business, except to adjourn. Every act or decision done or made by a majority of the Governors, Officers and Standing Committee Chairmen present in person or by proxy at a meeting duly held shall be regarded as the act of the Board of Governors unless a greater number is required by law or by these Bylaws.

In the event of a tie vote of the 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. The Governors, Officers and Standing Committee Chairmen shall have the right to vote by proxy and/or by written notice or ballot delivered prior to the taking of action by the Board of Governors.

e) Proxies: Proxies may be given by Governors only to other Governors and shall also be delivered in writing or electronic means to the Presiding Officer and Administrator prior to a specific meeting and may not be bound over to another meeting. A Governor when submitting a proxy shall designate a 1st and 2nd choice for representation.

Proxies may not be given to the President of the Board.

Proxy votes shall not be used:

1. In voting for officers or Trustees
2. In voting on amendments to the chapter Bylaws/Standing Rules.

f) 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 the President be absent or is unable or refuses to act for any reason, by the Vice President or by any five Governors of the Chapter. Written notice of the time and place of each meeting, together with the purpose of the meeting, shall be delivered personally to each Governor and Officer; or sent by mail or electronic means, at least fourteen days prior to the date of such proposed meeting. The written consent of ninety percent (90%) of the Governors, whether obtained before or after any such meeting, shall be sufficient notice of such meeting in lieu of the written notice above specified.

In the event of an emergency, business may be conducted by mail and electronic means at the discretion of the President. Any action taken by mail and electronic means shall be recorded in the minutes. (See Standing Rule #7)

g) Place of Meetings: All meetings of the Board of Governors of the Chapter shall be held at any place which may be designated by resolution of two-thirds (2/3) of the Board of Governors of the Chapter. The selection of the next meeting place may be made at any meeting or by written ballot. In the event the Governors do not designate a place of meeting, the President, with the approval of the Vice President(s) and Secretary or Treasurer, shall be authorized to designate the place of meeting. In the absence of such designation, meetings shall be held at the then current principal office of the Chapter.

h) Standing Committees: Standing Committees of the Chapter shall be designated by a majority vote of the Board of Governors. Chair of these committees shall be appointed by the President with consent of the Board of Governors, and shall be considered voting members of the Board of Governors. Current Standing Committees are listed in Article IX, Section 9.02 of these Bylaws.

i) Powers and Limitations: 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. All references here to the Board of Governors shall be deemed to be references to the governing body of the Chapter as distinguished from the Board of Trustees of NATAS. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Governors of the Chapter shall have the following powers, namely:

- 1) To select and remove all agents and employees of the Chapter, prescribe such powers and duties for them and for the Officers of the Chapter as may not be inconsistent with law, with these Bylaws or with the Bylaws of NATAS, and fix the compensation of any such agents and employees, and;
- 2) To conduct, manage and control the affairs and business of the Chapter and to make such rules and regulations therefore not inconsistent with law, these Bylaws or the Bylaws of NATAS, and;
- 3) To collect all revenues and make all disbursements for the Chapter, including the collection by the Chapter of a sum to be determined from time to time by a vote of those members of the Board of Trustees of NATAS, and;
- 4) To borrow money or incur indebtedness for the purposes of the Chapter, and;
- 5) Determine its awards and how they will be presented and telecast or otherwise electronically transmitted, and;
- 6) To appoint the chairs of Standing Committees and such other committees as may be necessary or desirable to effectuate the purposes of the Chapter, and;
- 7) To employ a Chapter Administrator, who need not be a member of NATAS, but who shall have such powers and duties and shall receive such salary or compensation as may be prescribed from time to time by the Board of Governors of the Chapter.

Each Governor shall be a member of the Chapter, entitled to vote and shall not receive any salary or compensation for his services as Governor.

ARTICLE VII TRUSTEES/ALTERNATE TRUSTEES

SECTION 7.01 - NOMINATION AND ELECTION OF CHAPTER TRUSTEES: The Chapter shall elect National Trustees based on enumeration of the total number of Professional voting members in the Chapter determined by official records of the National Office not later than April 15th each year. The Chapter will adjust its number of Trustees effective July 1st of that year.

The Chapter shall be entitled to one (1) Trustee for each three hundred (300) Professional voting members, for a maximum of ten (10) Trustees, but not less than one (1) Trustee if the number is below

three hundred (300). Trustees shall be elected by the Chapter Board of Governors by majority vote without use of proxies.

- 1) **TERM:** The term of office shall begin July 1, for a period of two (2) years or until a qualified successor is elected, unless that term is vacated by resignation, removal, disqualification or inability to serve.
- 2) **QUALIFICATIONS:** To be elected Trustee, a member of NATAS shall have served as a member of the Board of Governors of a Chapter, as an Officer of a Chapter, as a National Officer or Committee Member of NATAS or as a Trustee or Alternate Trustee for a period of at least one (1) year during the three (3) years preceding the taking of office.
- 3) **DUTIES.** Trustee(s) shall participate actively in the affairs of NATAS by attendance at all meetings of the Board of Trustees, by serving as an officer of NATAS if so elected, by serving on committees if so appointed or elected, and by contributing actively to the promotion and support of the objectives of NATAS and to participate in the conduct of affairs of NATAS. The Chapter Trustee(s) shall make timely reports to the Chapter Board of all actions taken by the National Board of Trustees except those deemed confidential.
- 4) **LEAVE OF ABSENCE.** A Chapter Trustee who, for a period time not to exceed six (6) months, is unable to discharge the duties of Trustee as described in this section, may request from the Chapter Board of Governors a leave of absence, during which time, if granted, the Alternate Trustee will represent the Chapter. During such leave, the Trustee may not vote as a Chapter Trustee, and may not chair a committee for the Chapter.
- 5) **RE-ELECTION.** No Trustee of the Chapter shall hold office for more than two (2) consecutive terms and, having served the maximum of four (4) consecutive years, shall not be eligible for re-election to the Board of Trustees or as an Alternate Trustee for a period of one (1) year
- 6) **VACANCIES.** The Chapter shall fill Trustee vacancies by a majority vote of the Board of Governors.
- 7) **RESIGNATIONS.** The Chapter Trustee(s) may resign by submitting the resignation in writing to the President of the Chapter. If the Trustee(s) do not participate actively in the affairs of NATAS and the Board of Trustees, that Trustee may be requested to resign by the required vote of two-thirds (2/3) of the remaining National Trustees. A Trustee who has been asked to resign for the above stated reasons, and who refuses to submit such resignation as requested can, after reasonable notice and following a hearing by the full Board of Trustees, be disqualified by a vote of *two-thirds* (2/3) of the remaining Trustees.
- 8) **REPRESENTATION.** The Chapter Trustee(s) shall reside and have their principal place of business in the geographic area of the chapter for at least six (6) months prior to election. Trustee(s) who shall change their place of business from the Chapter's geographic area during the term of office shall be deemed to have resigned, and a replacement Trustee shall be elected by the Board of Governors.
- 9) **COMPENSATION.** The Chapter Trustee shall not receive any salary or compensation for any service performed in this capacity for NATAS or for the Chapter.

SECTION 7.02 - NOMINATION AND ELECTION OF ALTERNATE TRUSTEES: The Chapter Board of Governors shall elect by a majority vote without use of proxies one (1) Alternate Trustee for each Trustee from those persons eligible to serve as Trustee. The Alternate Trustee may attend National Trustee meetings in place of the Trustee who is unable to be present, with all the rights and privileges of the Trustee. The election and term of office of the Alternate shall coincide with the election and term of office of the National Trustee(s).

Alternate Trustees shall received all minutes, financial reports, results of elections, Trustee Ballots, notification of regular and special Board meetings, and other correspondence.

The Chapter Alternate Trustee may attend Board of Trustees meetings as an observer, but expenses shall be assumed by the Alternate Trustee and not by the Chapter. In the event that the Alternate Trustee is taking the place of the Trustee at a national meeting the Alternate Trustee will be reimbursed for reasonable and customary expenses in connection with that meeting.

- 1) **TERM:** The term of office shall begin July 1, for a period of two (2) years or until a qualified successor is elected, unless that term is vacated by resignation, removal, disqualification or inability to serve. The election and term of office of Alternate Trustee(s) shall coincide with the term of office of the Trustee(s).
- 2) **QUALIFICATIONS:** To be elected Alternate Trustee a member of NATAS shall have served as a member of the Board of Governors of a Chapter, as an Officer of a Chapter, as a National Officer or Committee Member of NATAS or as a Trustee or Alternate Trustee for a period of at least one (1) year during the three (3) years preceding the taking of office.
- 3) **RE-ELECTION.** No Trustee of the Chapter shall hold office for more than two (2) consecutive terms and, having served the maximum of four (4) consecutive years, shall not be eligible for re-election to the Board of Trustees or as an Alternate Trustee for a period of one (1) year.
- 4) **VACANCIES.** The Chapter shall fill Trustee or Alternate Trustee vacancies by a majority vote of the Board of Governors.
- 5) **RESIGNATIONS.** The Chapter Alternate Trustee (s) may resign by submitting the resignation in writing to the President of the Chapter.
- 6) **DUTIES.** Alternate Trustee(s) shall participate actively in the affairs of NATAS by replacing the Trustee when necessary at meetings of the Board of Trustees, and by contributing actively to the promotion and support of the objectives of NATAS and to participate in the conduct of affairs of NATAS. The Chapter Alternate Trustee(s) shall make timely reports to the Chapter Board of all actions taken by the National Board of Trustees except those deemed confidential.
- 7) **REPRESENTATION.** The Chapter Alternate Trustee shall reside and have their principal place of business in the geographic area of the chapter for at least six (6) months prior to election. Alternate Trustee(s) who shall change their place of business from the Chapter's geographic area during the term of office shall be deemed to have resigned, and a replacement Alternate Trustee shall be elected by the Board of Governors.
- 8) **LEAVE OF ABSENCE.** A Chapter Alternate Trustee who, for a period time not to exceed six (6) months, is unable to discharge the duties of Alternate Trustee as described in this section, may request from the Chapter Board of Governors a leave of absence, during which time, if granted, the Board of Governors will elect a temporary Alternate Trustee to represent the Chapter. During such leave, the Alternate Trustee may not vote as a Chapter Trustee, and may not chair a committee for the Chapter.
- 9) **COMPENSATION.** The Chapter Alternate Trustee shall not receive any salary or compensation for any service performed in this capacity for NATAS or for the Chapter.

ARTICLE VIII OFFICERS

SECTION 8.01 - OFFICERS. The elected officers of the Chapter shall be a President; First and Second Vice Presidents who live and work in the Chapter's regional markets to assure representation for those geographic areas, a Secretary, Trustees, Alternate Trustee, and a Treasurer. They shall be Professional or Life Members of

the Chapter. Any Officer may, but need not be, an elected Governor. No person may hold two or more offices concurrently, No officer shall receive any salary or compensation for services as Officer.

SECTION 8.02 - ELECTION AND TERM. The term of office of each officer shall be for two years. Each officer shall remain in said office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified. No officer shall hold the same office for more than two full terms. A person who has served in an office and subsequently has been inactive with respect to said office for two years is again eligible for nomination and election to the same office.

The election of the Officers of the Chapter, who will take office on June 15th in alternate years will take place at a meeting or the Board of Governors held during the month of April immediately preceding the June 15th when such Officers will take office. The election shall be conducted by written ballot, after nominations have been made and seconded from the floor. A majority vote shall elect.

SECTION 8.03 - REMOVAL AND RESIGNATION. Any of the above Officers may be removed by vote of two-thirds (2/3) of all Governors of the Chapter at the time in office, at any regular or special meeting of the Board of Governors, after reasonable notice and a hearing, if requested. Any Officer may resign at any time by giving the Board of Governors, the President, or the Secretary written notice.

SECTION 8.04 - FILLING OF VACANCIES. A vacancy in any office caused for any reason shall be filled by a majority vote of the Board of Governors of the Chapter. Each Officer so appointed shall hold office for the remainder of the term of the Officer who has vacated said office.

SECTION 8.05 - DUTIES OF OFFICERS. In addition to the duties as outlined in the Chapter's Parliamentary Authority, the Officers of the Chapter shall have the following responsibilities:

- a) **President:** The President shall preside at all meetings of the members and the Board of Governors, and shall exercise and perform such other powers and duties as may from time to time be assigned to him by the Board of Governors or prescribed by the NATAS or Chapter Bylaws. The President shall make an annual written report to the membership on the activities of the Chapter.
- b) **Vice Presidents:** The First and Second Vice Presidents 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 or absence or refusal to act of the President, the First Vice President or Second Vice President, in that order, 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.
- c) **Secretary:** The Secretary shall be responsible for the keeping of a 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 by these Bylaws. The Secretary shall have the custody of all books, records and papers of the Chapter except such as shall be in charge of the Treasurer or of some other authorized person who has custody and possession thereof by resolution of the Board of Governors. In the event of the death, disability, absence or refusal to act of the President and First or Second Vice Presidents, the Secretary 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.

d) 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 automatically audited annually by a firm of Certified Public Accountants.

In the event of the death, disability, absence or refusal to act of the President, Vice Presidents, and 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 and to NATAS.

ARTICLE IX COMMITTEES

SECTION 9.01 - EXECUTIVE COMMITTEE. The President, Vice-President (s), Secretary, Treasurer, Trustee(s), Alternate Trustee, and the Finance Chair when deemed applicable by the President 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. Standing Committees of the Chapter shall include the following: Membership Committee; Activities Committee; Publicity/ Public Relations Committee; Education Committee (consisting of NSTV & Scholarship Subcommittees); Awards Committee; Bylaws Committee; Finance Committee; and Silver/Gold Circle 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 members may, but need not be Professional or Life members of the Chapter.
- b. The Publicity/Public Relations Committee is charged with the responsibility to ensure that a digital copy of the currently amended Bylaws are posted on the Chapter website at all times and available for viewing by all visitors to the site.

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 and Administrator shall serve as ex officio members of all committees except the Nominating Committee.

SECTION 9.05 - QUORUM. The quorum of any committee shall be a majority.

ARTICLE X FINANCES

SECTION 10.01 - SOURCES OF REVENUE. The Chapter shall be supported by monies received from dues, area awards entry fees, and other activity of a local nature as determined by the Board of Governors.

SECTION 10.02 - CHAPTER RESPONSIBILITY. The Chapter shall be obligated to pay all bills and commitments made by the Chapter in 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 10.03 – FISCAL YEAR of the Chapter shall be September 1 to August 31.

ARTICLE XI AMENDMENTS

Section 11.01 - Amendments to these Bylaws shall be submitted in writing at least thirty (30) days prior to consideration of the Board of Governors, and shall require a two-thirds (2/3) affirmative vote of all Governors present voting for adoption. Before becoming effective, amendments to these Bylaws shall be reviewed and found not in conflict with the National Bylaws by the Parliamentarian and Rules Committee, then submitted for approval by the National Executive Committee, and finally must be ratified by two-thirds (2/3) vote of the Board of Trustees.

ARTICLE XII .PARLIAMENTARY AUTHORITY

SECTION 12.01 - The current edition of Roberts Rules of Order Newly Revised shall be the Parliamentary Authority for all meetings of this Chapter, including Board, Committee and membership meetings, in all matters not specifically covered in the Chapter's Bylaws and Standing Rules.

STANDING RULES OF THE LOWER GREAT LAKES CHAPTER

1. Awards Coverage - Each year the Chapter shall have the sole and exclusive right to recognize the artistic, cultural, educational and technological outstanding 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 statuette shall be bestowed for all such achievements unless otherwise determined by the Board of Trustees of NATAS. Members of the Chapter eligible shall participate in all National Awards under the direction of NATAS.

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 NATAS, comply with the provision of the National Bylaws, the policies of NATAS, and any contractual agreements heretofore or hereafter entered into by NATAS.

Area Awards Committee - An Area Awards Committee shall be appointed from the membership by the Chapter President with 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.

EMMY® Ownership - Each EMMY® Area Award statuette 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 thereof 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.

Prior EMMY® 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.

Presentation of Area Awards - The Chapter, acting through its Board of Governors, shall have the following power and authority, subject to the rights and approval of NATAS.

a) To make all arrangements and commitments in connection with any broadcast and or telecast of the conferring of the Annual Area Awards, and;

b) To make all arrangements and commitments in connection with the sponsorship of any such broadcast and or telecast, and;

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

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

2. Expenses - The Board of Governors of the Chapter shall be authorized to reimburse any member of the Board of Governors of the Chapter, and personnel authorized to act in behalf of the Board of Governors of the Chapter, for expenses incurred by any of them in connection with business in behalf of and authorized by the Board of Governors of the Chapter.

3. Dues and Fees -

a) Annual dues shall be as follows:

Professional Membership fee	\$70
Associate Membership fee	\$70
Student fee	\$15
Life & Honorary fees	None

b) \$10.00 of each Professional and Associate membership dues fee shall be deposited in a special account for the operating costs and annual payment of student college scholarships awarded each year by the Chapter Scholarship Committee.

4. Amendment of Standing Rules - Standing Rules of the Chapter may be amended by a majority vote of the Board of Governors with 30 days notice, or by a two-thirds (2/3) vote without notice.

5. Committees - Standing Committees are those described in the Bylaws, Articles VI &- IX. Special Ad Hoc Committees may be appointed as deemed necessary by the President, and such Committee heads are entitled to no vote in the Board of Governor's meetings unless they qualify as voting members under Article VI. The nominating committee must be elected by Board of Governors members, and the President shall not serve on the nominating committee.

6. Every voting member of the Board of Governors of this Chapter is required annually to sign the NATAS "Conflict of Interest" statement.

7. Procedure for voting by mail or electronic means - When the Board must vote on business before the next regularly scheduled Board Meeting by mail or electronic means, the Secretary, with the approval of and at the direction of the President, shall prepare the ballot describing the business requiring a vote by members of the Board.

Mail, email or other electronic ballots shall also include: instructions for completing the ballot; and deadline postmark date for return.

A cover letter accompanying the ballot must explain the necessity for the mail, email or electronic ballot. Printed or electronic copies of the letter and ballot must be delivered to each voting member of the Board of Governors together with a return pre-addressed, stamped envelope (for postal mail).

At the time of delivery, the President shall appoint a three member Tellers Committee, designating the Committee Chairman to whom all ballots will be returned. The Chairman shall call a meeting where ballots are opened and tallied in front of all three committee members.

The Chairman shall then notify the President and the Secretary of the results of the vote. The President shall proceed according to the results, and the Secretary will record the results in the minutes of the next Board meeting along with resulting action taken.

8. The Chapter business activities shall be administered by a paid administrator with annual compensation to be determined by the Board of Governors. Responsibilities of the Chapter Administrator are set forth in the contract between the Chapter and the Administrator. At the conclusion of each fiscal year, the Board of Governors will elect an Ad Hoc Committee to review the Administrator's performance for the past twelve (12) months.

(These Standing Rules Adopted in October, 1979)

(Amended in May, 1990)

(Amended in May, 1993)

(Amended in October, 1994)

(Amended in September, 1996)

(Amended in June, 1998)

(Amended in July, 1999)

(Amended in September, 1999)

(Amended in January, 2003)

(Amended January, 2005)

(Amended April, 2007)

(Amended, June, 2012)
(Amended, October 2014)