

**AMENDED AND RESTATED BYLAWS OF  
THE BROADCAST FILM CRITICS ASSOCIATION  
a California unincorporated nonprofit association**

## **AMENDED AND RESTATED BYLAWS**

**for the regulation, except  
as otherwise provided by statute**

**of**

**THE BROADCAST FILM CRITICS ASSOCIATION,**

**a California unincorporated nonprofit association**

### **ARTICLE I. OFFICES**

Section 1. Principal Office. The principal office of THE BROADCAST FILM CRITICS ASSOCIATION, DBA “THE CRITICS CHOICE ASSOCIATION” (the “Association”) shall be at 9220 Sunset Boulevard, #220, Los Angeles, California 90069. The Association’s Board of Directors (the “Board”) is granted full power and authority to change the location of said principal office. Any change shall be noted on the Bylaws opposite this section, or this section may be amended to state the new location.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

### **ARTICLE II. PURPOSES AND LIMITATIONS**

Section 1. General Purposes. This Association is organized under California Corporations Code Sections 21000, et seq., as an unincorporated nonprofit association for the nonprofit purposes of promoting the art of film and television criticism and to provide a collective voice for television, radio and internet film and television critics.

Section 2. Specific Purposes. Without limiting the generality of the foregoing, the specific purposes of this Association are to further the general purpose set forth in Section 1 of this Article by serving as an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations promulgated thereunder, as they now exist or as they may hereafter be amended (collectively, the “IRC”). The Association shall carry on such activities as the Board, in its discretion, deems appropriate and consistent with the foregoing.

The Association shall at all times conduct itself as an operating entity. Any income of the Association that is contributed to another organization shall only be contributed to organizations described in Section 501(c)(3) of the IRC.

Section 3. Operating Principles and Activities of Association. The primary purpose of this Association is to provide a collective voice for television, radio and internet film and television critics and to promote the art of electronic film and television critics and its practitioners.

At least once a year, the Association will present the “Critics Choice Awards” (the “Awards”). The Awards are designed to recognize the finest work in motion pictures and television during the preceding year in approximately fifty (50) different categories, including, but not limited to, “Best Picture,” “Best Actor,” and “Best Drama Series”.

Each year the Board, or a special committee selected by the Board, will determine the categories for which nominations will be accepted and awards given. Following the determination of the various categories, the Board or a special committee will distribute ballots to the Association’s members along with instructions regarding the completion of the ballots. The nominations in each category receiving the most votes will be announced as the official nominees (each an “Official Nominee”). Following a second round of voting whereby the members vote only for a single Official Nominee in each category, the Official Nominee in each category receiving the most votes in the final round of ballots will be honored at the Awards. Any tie in votes will stand and there will be no run-offs. The specific form for the ballot as well as the manner in which the votes will be tallied will be prescribed by the Board or a special committee selected by the Board.

Occasionally, the Association may make financial contributions to one or more organizations designated by the Board, organized and operated exclusively for charitable, scientific or educational purposes, which have established their tax-exempt status under Section 501(c)(3) of the IRC. Such contributions shall otherwise be made in accordance with Section 7 of this Article.

Finally, the Association shall carry on such other activities as the Board, in its discretion, deems appropriate and consistent with the foregoing. This includes the creation of additional Awards Events, such as the Critics Choice Documentary Awards, the Critics Choice Real TV Awards, the Critics Choice Super Awards, and the Celebration of Black Cinema (or Cinema and Television), or other events as the Board sees fit.

Section 4. Excluded Activities. Notwithstanding any other provision of these Bylaws to the contrary, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Association, as set forth in Section 2 above, and the Association shall not carry on any activities not permitted to be carried on by an Association exempt from federal income tax under Section 501(c)(6) of the IRC.

Section 5. No Political Activities. No substantial part of the activities of this Association shall consist of carrying on propaganda or otherwise attempting to influence

legislation, nor shall it participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section 6. Irrevocable Dedication of Property. All Association property is irrevocably dedicated to the purposes set forth in Section 2 above. Subject to the provisions of Section 19 of Article IV, no part of the net earnings of this Association shall inure to the benefit of any of its directors, trustees, officers or members. Upon the winding up and dissolution of this Association, after paying or adequately providing for debts, obligations and liabilities of this Association, the remaining assets of this Association shall be distributed to one or more organizations, designated by the Board, organized and operated exclusively for charitable, scientific or educational purposes, which have established their tax-exempt status under Section 501(c)(3) of the IRC.

Section 7. Guidelines for Charitable Donations. The Board shall have the authority to designate those organizations, groups or institutions, if any, that shall receive distributions of the Association's income each tax year. Each such organization, group and institution shall be exempt from income tax under Section 501(c)(3) of the IRC.

### **ARTICLE III. MEMBERSHIP**

Section 1. Members. The Association shall have the following two classes of members: (i) regular members and (ii) auxiliary members. Unless otherwise specifically provided otherwise the term "members" as used in these Bylaws shall only include regular members and shall not include auxiliary members. The members and auxiliary members shall only have those rights and powers with respect to the Association set forth in these Bylaws.

Section 2. Qualification of Members and Application Process. Only individuals actively involved in the profession of film and television criticism in either television, radio or the internet are eligible to become members of the Association. Film critics shall be distinguished from entertainment reporters and celebrity interviewers based upon criteria determined by the Board., but entertainment reporters may qualify as members according to criteria determined by the Board.

Prospective members shall submit an application prescribed by the Board along with a sample of their work, to the Membership Director. Acceptance of a prospective member as a member shall be made in the sole discretion of the Membership Director, based on criteria determined by the Board.

Once an individual becomes a member, they will not need to reapply unless they become an auxiliary member and do not regain their status as a member within the one (1) year period described in Section 3 of this Article.

Section 3. Auxiliary Members. If a member is not actively working as a film or television critic at the end of any calendar year, he or she may retain their affiliation with the Association as an auxiliary member only for a period of one (1) year. If an auxiliary member resumes their status as one who is actively working as a film or television critic, they must

reapply for membership. Auxiliary members shall pay reduced dues and shall only have those rights provided them by the Board.

Section 4. Associates. Nothing in this Article III shall limit the right of the Association to refer to persons associated with it as “members,” even though those persons do not have all of the rights provided to members within the meaning of Section 5056 of the California Nonprofit Corporation Law (“Section 5056”), and no such reference to “members” shall constitute any such person as a member within the meaning of Section 5056. The Association may confer by these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Association Law, upon any person or persons, including, but not limited to, the right to vote for the election of directors, on a disposition of all or substantially all of the assets of the Association, on a merger or dissolution of the Association, on changes to the Association’s Bylaws or for the selection of delegates who possess any of the preceding voting rights, but no such person shall be a member within the meaning of Section 5056.

Section 5. Appointment of Membership Director. The Board may, from time to time, nominate an individual, who may or may not be a director but who must be a member, to serve as the Membership Director who shall have those duties described herein. If at any time a provision of these Bylaws refers to a decision to be made by the Membership Director and no Membership Director is then serving, then such decision shall instead be made by a majority of the directors then serving until such time that a Membership Director is appointed.

Section 6. Founders. For purposes of these Bylaws, any person who was a member of the Association on September 1, 1996, may be referred to herein individually as a “Founder” and collectively as the “Founders”. Notwithstanding anything contained in this Article to the contrary, the Membership Director may, in the Membership Director’s sole and absolute discretion, grant a Founder regular member status regardless of whether such Founder is actively engaged as a professional film or television critic; provided, however, to retain such status as a member, the respective Founder must pay his or her Association dues as determined from time to time by the Board, and be otherwise in good standing.

#### **ARTICLE IV. DIRECTORS**

Section 1. Powers. Subject to the limitations of these Bylaws, the activities and affairs of the Association shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Association to any person or persons, a management company or committees however composed, provided that the activities and affairs of the Association shall be managed, and all powers shall be exercised, under the ultimate direction of the Board. Without prejudice to the Board’s general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To select and remove all the officers, agents and employees of the Association, prescribe qualifications, powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws, fix their compensation, if any, and require from them security for faithful service.
- (b) To conduct, manage and control the affairs and activities of the Association and to make such rules and regulations therefore not inconsistent with law or these Bylaws, as the Board may deem best.
- (c) To borrow money and incur indebtedness for the purposes of the Association, and to cause to be executed and delivered therefor, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities for debt.

Section 2. Number of Directors. The authorized number of directors shall be eleven (11) until changed by action taken by the Board. Nine (9) of the eleven (11) members of the Board (collectively, the "Member Appointed Directors") shall be appointed by the members in accordance with Section 4 of this Article IV. The remaining two (2) members shall consist of the Chief Executive Officer and the Executive Vice President. In the event that there shall be more than one Executive Vice President, the Chief Executive Officer shall determine which Executive Vice President shall serve on the Board.

Section 3. This provision intentionally omitted.

Section 4. Selection of Directors and Term of Office.

Except as otherwise set forth in these Bylaws, the Member Appointed Directors shall be elected bi-annually by the members; provided, however, that no such election shall take place in the same year as the election of the Branch Presidents pursuant to the provisions of Section 2 of Article V. If no directors are nominated by the members for the Member Appointed Director positions as prescribed by the Board prior to a meeting at which the election is to take place, then the Board shall nominate the Member Appointed Directors. Any such nominations must be ratified by the members. Subject to Section 6 of this Article, each director, including a director elected to fill a vacancy, shall hold office for a term of two (2) years and until a successor has been elected and qualified.

If there are at any time no directors in office by reason of their death, removal, complete disability (as defined below) or resignation, a new Board shall be appointed by the Superior Court pursuant to an action brought by the Attorney General under the California Nonprofit Corporation Law.

Section 5. Qualification and Expectations of Directors. All directors must satisfy

certain pre-qualification criteria prior to being elected to the Board, unless such requirements are waived in writing by a majority of the Board. At a minimum, each individual who desires to become a director must have actively participated in Association activities for at least one (1) year prior to such individual's election to the Board of Directors, plus other criteria as determined by the Board from time to time. Notwithstanding anything contained herein to the contrary, a director does not need to be a member provided that such director otherwise qualifies as such pursuant to the provisions of this Section 5. The specific functions and tasks required to be performed during this period will be defined by the Board from time to time.

Each director is expected to (i) attend all Board meetings and meetings of any assigned sub-committee, (ii) review Association policies and participate in discussion and evaluation of policies as they are developed, and (iii) read and review materials that would enhance the director's ability to serve as director of the Association.

Section 6. Resignation and Vacancies. Subject to the provisions of Section 5226 of the California Nonprofit Corporation Law, any director may resign, effective upon giving written notice to the Chief Executive Officer or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor director may be selected before that time, to take office when such resignation becomes effective.

Vacancies in the Board shall be filled by a majority of the then acting Board members or if there are no then acting Board members, then as provided by Section 4 of this Article. Each director so selected to fill a vacancy shall hold office until the expiration of the term of the replaced director and until a successor has been designated and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, complete disability, or removal of any director, or if the authorized number of directors is increased. For the purposes of this Section, a director shall be deemed to be completely disabled if said director becomes mentally and/or physically disabled and such disability materially interferes with such director's ability to perform his or her duties hereunder.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of a court of competent jurisdiction, or convicted of a felony, or been found by a final order or judgment of any court of competent jurisdiction to have breached any duty arising under Article 3 of the California Nonprofit Corporation Law.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 7. Place of Meeting. Meetings of the Board shall be held in any place within or without the state which has been designated from time to time by resolution of the Board. In the absence of such designation by the Board, the annual regular meetings and special meetings

shall be held at the principal office of the Association.

Section 8. Annual Meetings. The Board shall hold an annual meeting for the purpose of organization, selection of officers, and the transaction of other business.

Section 9. Regular Meetings. Other regular meetings of the Board shall be held without call or notice on dates and at times fixed by the Board.

Section 10. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by either (i) the Chief Executive Officer, or (ii) at least five (5) of the persons comprising the following group: the members of the Board, the Branch Presidents, and the Executive Vice Presidents. Any person calling such meeting shall cause notice of the meeting to be given pursuant to the requirements set forth below.

Special meetings of the Board shall be held upon nine (9) days' notice by first-class mail or seven (7) days' notice given personally or by telephone, telegraph, facsimile, telex or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the Association or as may have been given to the Association by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. The notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at such meetings.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 11. Quorum. A majority of the authorized number of directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 14 of this Article. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board. A 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.

Section 12. Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through the use of conference telephone or similar communication

equipment, as long as all directors participating in the meeting can hear one another, or if such a conference takes place via email or the internet, then as long as all directors participating the meeting can effectively communicate with all of the other participating directors. All such directors shall be deemed to be present at such a meeting.

Section 13. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting in writing, before or at its commencement. All waivers, consents and approvals shall be filed with the Association's records or made a part of the minutes of the meetings.

Section 14. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 15. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Notwithstanding the foregoing, if any director has a material financial interest in a transaction to which the Association is a party and if such director is an "interested director", as defined in Section 5233 of the California Corporations Code, such director's consent shall not be required for approval of such transaction. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

Section 16. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Association.

Section 17. Committees. The Board may appoint one or more committees, each consisting of at least one (1) director, and delegate to such committees any of the authority of the Board, except with respect to:

- (a) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (b) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (c) The appointment of other committees of the Board or the members thereof; or

- (d) The approval of any contract or transaction to which the Association is a party and in which one or more of its directors has a material financial interest.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee and shall be delivered to the Secretary.

Section 18. Advisory Board. The directors may appoint an Advisory Board, to serve in an advisory capacity on such matters as the directors deem necessary or advisable.

Appointment to the Advisory Board shall be for the term of one year and shall be decided by a majority of the authorized directors then in office, provided a quorum is present. There shall be no maximum number of members of such Advisory Board.

Meetings of the Advisory Board may be called at any time by a majority of the authorized members of the Advisory Board then in office. A majority of the duly appointed Advisory Board members shall constitute a quorum. Minutes shall be kept of each meeting of the Advisory Board and delivered to the Secretary.

Advisory Board members may be elected to serve on any committee properly created by the Board of Directors pursuant to Section 17 above. Advisory Board members may be removed from office in the manner described in Section 6 above. Advisory Board members shall have no other rights, duties or authority except as provided in this Section 18.

Section 19. Fees and Compensation. Directors and members of committees may receive such reasonable compensation, if any, for their services, and such reimbursement for expenses as may be fixed or determined by the Board.

## **ARTICLE V. OFFICERS**

Section 1. Officers. The officers of the Association shall be a Chief Executive Officer,

one or more Executive Vice Presidents, and a Secretary. The Association may also have such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article. Any number of offices may be held by the same person. An officer elected pursuant to this Section 1 does not need to be a member.

Section 2. Election. The officers of the Association, except for the Branch Presidents and such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen bi-annually by, and shall serve at the pleasure of, the Board. Subject to Section 4 of this Article, each officer shall hold office for a term of two years and until a successor has been elected and qualified.

Notwithstanding anything contained herein to the contrary, each Branch Presidents shall be elected bi-annually by the members; provided, however, that no election for a Branch President shall take place in the same year as the election of the directors pursuant to the provisions of Section 4 of Article IV. If no Branch President is nominated by the members as prescribed by the Board prior to a meeting at which the election is to take place, then the Board shall nominate the Branch President.

Section 3. Subordinate Officers. The Board may elect such other officers, who need not be directors of the Association, as the business of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board or the Chief Executive Officer may from time to time determine.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board at any time.

Any officer may resign at any time by giving written notice to the Board, but without prejudice to the rights, if any, of the Association under any contract to which the officer is a party. Any such resignation shall take effect upon the date of the receipt of such notice or upon any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. Chairman of the Board. The Chief Executive Officer shall serve as the Chairman of the Board. The Chairman of the Board shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board.

Section 7. Chief Executive Officer. The Chief Executive Officer shall be the general

manager of the Association and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the Association.

Section 8. Executive Vice Presidents. The Executive Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board.

Section 9. Secretary. The Secretary shall keep or cause to be kept, at the Association's principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the Association's principal office in the State of California, the original or a copy of the Association's Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the Association in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board and/or the Chief Executive Officer.

Section 10. Chief Financial Officer. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association. The books of account shall at all times be open to inspection by any director. The Chief Executive Officer may serve as Chief Financial Officer, or may appoint a separate Chief Financial Officer, at the discretion of the Board.

The Chief Financial Officer shall deposit all moneys and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board. The Chief Financial Officer shall disburse the funds of the Association as may be ordered by the Board, shall render to the directors, whenever they request it, an account of all transactions as Chief Financial Officer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board.

The Chief Financial Officer shall prepare and file, or cause to be prepared and filed, all appropriate tax returns and reports, whether federal, state, local or otherwise, for and on behalf of the Association, with the appropriate agencies and authorities.

If required by the Board, the Chief Financial Officer shall give the Association a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the Association of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.

**ARTICLE VI.**  
**INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES**  
**AND OTHER AGENTS**

Section 1. Definitions. For the purposes of this Article,

- (a) “agent” means any person who is or was a director, officer, employee, or other agent of this Association, or is or was serving at the request of this Association as a director, officer, employee, or agent of another foreign or domestic association, corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic Association that was a predecessor Association of this Association or of another enterprise at the request of the predecessor Association;
- (b) “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- (c) “expenses” includes, without limitation, all attorneys’ fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys’ fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

Section 2. Indemnification in Actions by Third Parties. The Association shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Association to procure a judgment in its favor, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of the Association, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with that proceeding if that person acted in good faith and in a manner that person reasonably believed to be in the best interests of the Association and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Association or that the person had reasonable cause to believe that the person’s conduct was unlawful.

Section 3. Indemnification in Actions by or in the Right of the Association. The Association shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Association, or brought by the Attorney General or a person granted relator status by the

Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that the person is or was an agent of the Association, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action if the person acted in good faith, in a manner such person believed to be in the best interests of the Association, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

- (a) In respect of any claim, issue, or matter as to which that person shall have been adjudged to be liable to the Association in the performance of that person's duty to the Association, unless and only to the extent that the court in which the proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;
- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending proceeding, with or without court approval; or
- (c) Of expenses incurred in defending a threatened or pending proceeding which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 4. Indemnification Against Expenses. To the extent that an agent of the Association has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Required Determinations. Except as provided in Section 4 of this Article, any indemnification under this Article shall be made by the Association only if authorized in the specific case, upon a determination that indemnification of the agent is proper under the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3 of this Article, by:

- (a) A majority vote of a quorum consisting of directors who are not parties to the proceeding; or
- (b) The court or other forum in which the proceeding is or was pending upon application made by the Association or the agent or the attorney or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by the Association.

Section 6. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Association prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the agent to repay such expenses unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 7. Other Indemnification. No provision made by the Association to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Bylaws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8. Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article, except as provided in Section 4 or 5(b) hereof, in any circumstances in which it appears:

- (a) That it would be inconsistent with a provision of these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That it would be inconsistent with any condition expressly imposed by a court or other forum in approving a settlement.

Section 9. Insurance. The Association shall have power to purchase and maintain insurance on behalf of any agent of the Association against any liability asserted against or incurred by the agent in that capacity or arising out of the agent's status as such whether or not the Association would have the power to indemnify the agent against liability under the provisions of this Article, provided, however, that the Association shall have no power to purchase and maintain such insurance to indemnify any agent of the Association for a violation of Section 5233 of the California Nonprofit Corporation Law.

Section 10. Inapplicability to Fiduciaries of Employee Benefit Plans. Notwithstanding anything in these Bylaws to the contrary, this Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though that person may also be an agent of the Association as defined in Section 1 of this Article. The Association shall have power to indemnify that trustee, investment manager, or other fiduciary to the extent permitted by Section 207(f) of the California General Corporation Law.

## **ARTICLE VII. OTHER PROVISIONS**

Section 1. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Association and any other person, when signed by the Chief Executive Officer or the Chief Financial Officer of the Association shall be valid and binding on the Association in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 2. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Unincorporated Nonprofit Association Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Association and a natural person.

Section 3. Amendments. The Bylaws, or any of them, may be adopted, amended or repealed by the Board but only with the consent of a majority of the members. If at least seventy-five percent (75%) of the members received notice of the meeting whereby a vote for such adoption, amendment or repeal is to take place, then a majority of the members voting shall constitute a majority of the members for purposes of this Section 3.

Section 4. Professional Ethics and Conduct. To best promote the art of electronic film and television criticism and its practitioners, all members must uphold proper journalistic ethics and conduct themselves in a manner consistent with these ethics and unlikely to bring disrepute to our Association. The Board of Directors is the ultimate arbiter of proper ethics and conduct. If a two-thirds majority of the Board determines that a member has engaged in improper or unethical conduct, membership may be suspended or ended as the Board sees fit.

Reviews and voting for Critics Choice Awards must reflect the member's honest opinion only. Members may not accept explicit dictates or wording from any other person or entity in a review. Advance quotes may only be taken from actual reviews that have been or are intended to be broadcast or printed.

Members may only accept token (\$50 or less) promotional gifts from studios or networks or other representatives of film or television producers, directors or actors or their marketing or publicity representatives. A member may accept customary work-related expenses from studios and other marketers when attending junkets, set visits, screenings and press days, as allowed by members' employers.

Members may belong to other critics' groups, unless a specific group is deemed to be directly in competition with our Association as determined by the Board of Directors.

In such a case an executive of our Association will give notice of the Board's determination and members will be asked to resign from such a specific group or our Association. If the requested resignation does not occur, the Board may choose expulsion.

May 3, 2021