

Bylaws
of
The Society of Talent and Entertainment Professionals
A Texas Unincorporated Nonprofit Association
Formed July 9, 2008

General

The name of the organization is the “Society of Talent and Entertainment Professionals” (“Society”). The Society is a Texas Unincorporated Nonprofit Association formed for the following purposes:

1. To serve as a clearing house for information concerning those principally involved in the procurement and provision of live entertainment;
2. To encourage buyers of entertainment to engage the services of members of the Society;
3. To strengthen and develop the business and personal capabilities of all members of the Society;
4. To act as a source of education, communication, networking and fellowship within the live entertainment industry;
5. To identify and address issues affecting the live entertainment industry;
6. To establish and promote standards of conduct within the live entertainment industry, and
7. To establish, promote and, with respect to the members, enforce high ethical standards within the live entertainment industry.

Membership

1. Eligibility: Any individual engaged in the booking of live entertainment services or the performance of live entertainment services or the provision of services in support of live entertainment is eligible for membership in the Society.
2. Classes of Membership: The Society shall have 3 classes of membership: Agency Member, Limited Member and Associate Member. The Board of Directors may establish such additional classes of membership as it determines to be in the best interest of the advancement of the purposes of the Society.
 - a. *Agency Member*: Agency membership is available to any booking agent who derives the majority of his or her revenue from the booking of live entertainment; Provided that no business may have more than a single Agency Member. Each Agency Member has the right to vote on all matters presented to the membership for a vote including the election of directors.
 - b. *Limited Member*: Limited membership is available to the employees or agents of any business, the majority of whose revenue is derived from the booking of live entertainment provided such business has an Agency Member. Limited Members may vote only on such matters as the Board of Directors may determine but in no event shall Limited Members be entitled to vote for the election of directors.

- c. *Associate Member*: Associate membership is available to any individual the majority of whose revenue is not derived from the booking of live entertainment. Associate Members may vote only for the Associate Representative and on such matters as the Board of Directors may determine but in no event shall Associate Members be entitled to vote for the election of directors other than the Associate Representative.
3. Application and Admission:
- a. Individuals applying for membership shall provide such information required by the Board of Directors and apply on the form provided for such purpose and pay such initiation fees, dues and assessments in effect at the time of such application.
 - b. Applications for membership shall be reviewed and approved or disapproved by the Board of Directors or such Committee as the Board of Directors shall designate.
4. Membership Dues, Fees and Assessments:
- Membership dues, fees and assessments shall be determined by the Board of Directors, but shall initially be assessed annually for the calendar year and shall be \$175 for an Agency Member, \$100 for a Limited Member and \$225 for an Associate Member with a \$25 discount applied to dues paid prior to January 1 of the year for which the dues apply.
5. Expulsion: Any member may be expelled for any conduct that is found to be contrary to the best interests of the Society; provided, however, that such action shall not be taken until the following conditions are met:
- a. The Board of Directors approves and reasonably distributes a code of conduct giving reasonable notification to the members of conduct that is deemed contrary to the best interests of the Society;
 - b. The member shall have been given a reasonable opportunity to appear before the Board of Directors to answer a written charge or charges against such member,
 - c. The Board of Directors votes by a 3/4 majority at a meeting at which a quorum is present to expel the member in question.
6. Meetings
- a. *Annual Meeting*: An annual meeting of the membership of the Society shall be held each year at a time and place determined by the Board of Directors. This meeting shall be for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting.
 - b. *Special Meeting*: Special meetings of the members may be called by the President, the Board of Directors, or a minimum of 10% of the Agency Members. The place of such meeting shall be set by the Board of Directors or, in the event they fail to act, the President.
 - c. *Notice of Meeting*: Written notice stating the place, time and day of any meeting of members shall be delivered personally, by mail or by email to each member entitled to vote at such meeting not less than 10 nor more than 50 days before the date of such meeting. In the case of a Special Meeting, any such notice shall also include the purpose of the meeting. Notice by mail shall be deemed delivered when deposited in the United

States mail addressed to the member at the address which appears on the records of the Society with postage prepaid.

- d. *Quorum*: Presence of 25% of the members entitled to vote shall constitute a quorum. Presence shall be satisfied by physical presence or by teleconference provided all participants can clearly hear each other. Withdrawal of a member from any meeting shall not cause the failure of a duly constituted quorum at that meeting. A majority vote of those entitled to vote who are present or represented by proxy at a meeting at which a quorum is established shall be required to approve a motion, unless the vote of a greater number is required by the Bylaws or the rules adopted by the Board of Directors.
- e. *Proxy*: A member may vote in person or by written proxy. To be valid, a proxy must designate the member entitled to vote, the person to whom the proxy has been given, the specific vote to be cast by order of the proxy and the signature of the member executing the proxy.

Board of Directors

1. Power of Directors: The management of the Society shall be vested in the Board of Directors, which may exercise all the powers of a governing body under the laws of the State of Texas.
2. Number, Term, Qualification and Election of Directors: The Board of Directors shall be comprised of an Executive Board, Local Representatives, an Associate Representative and such other positions as the Board of Directors may determine.
 - a. *Executive Board*: The Executive Board shall be elected by majority vote of the Agency Members at the annual meeting to serve a term of 1 year.
 - i. *President*: The President shall preside at all meetings of the Board of Directors and at the Annual Meeting of the membership. The President shall be responsible, in consultation with the Board of Directors, for the general direction of the affairs of the Society.
 - ii. *Vice-President*: In the absence of the President, the Vice President shall preside. The Vice-President shall also be responsible for the Society's website and the Society's newsletter which shall be distributed no less than quarterly.
 - iii. *Secretary*: The Secretary shall serve as the secretary and parliamentarian to the Board of Directors, shall send notices of Board meetings to Board members and of annual meetings to the general membership, take minutes at each meeting of the board and the membership, and will perform other duties assigned by the Board of Directors.
 - iv. *Treasurer*: The Treasurer shall be the principal accounting and financial officer of the Society. The Treasurer shall (a) have charge of and be responsible for the maintenance of adequate books of accounting for the Society; (b) have charge and custody of all funds and securities of the Society, and be responsible for the receipts and disbursement thereof; and (c) perform all duties

incident to the office of Treasurer and such other duties as may be assigned to the Treasurer by the President or by the Board of Directors.

- b. *Area Representatives:* The Board of Directors shall recognize and establish area markets. Each area market shall elect an Area Representative to represent the interests of the area market on the Board of Directors. Each Area Representative shall be elected by a majority vote of the Agency Members working in the respective area market at the annual meeting or, if the area market fails to establish a quorum at the Annual Meeting as soon thereafter as practical. The Area Representative shall serve for a term of 2 years. Initially, the recognized area markets are Austin, Dallas/Ft. Worth, Houston and San Antonio.
 - c. *Associate Representative:* The Associate Representative shall represent the interests of the Associate Members on the Board of Directors. The Associate Representative shall be elected by a majority vote of the Associate Members at the annual meeting. The Associate Representative shall serve for a term of 2 years.
 - d. *Qualifications:* To be elected to the Board of Directors, a member must be an Agency Member in good standing and must have been a member of the Society for at least 1 year. The President must also have served on the board for at least one year immediately prior to being elected president. There shall be no more than 1 director elected from any one company at any given time. The Board of Directors may waive any qualifications if no otherwise qualified candidate meets the qualifications.
3. Meetings
- a. *Stated Meetings:* The Board of Directors shall meet semi-annually in regular session, once at the Annual Meeting of the Members and again at a time to be determined by the President, to conduct such business as may properly come before the Board of Directors.
 - b. *Special Meetings:* Special meetings of the Board of Directors may be called by the President or any 4 directors. The person or persons calling a special meeting of the Board of Directors may fix the time and place of any such meeting.
 - c. *Notice:* Written notice stating the place, time and day of any meeting of the Board of Directors shall be delivered personally, by mail or by email to each Director not less than 10 nor more than 50 days before the date of such meeting. In the case of a Special Meeting, any such notice shall also include the purpose of the meeting. Notice by mail shall be deemed delivered when deposited in the United States mail addressed to the Director at the address which appears on the records of the Society with postage prepaid.
 - d. *Quorum:* The presence of a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Presence shall be satisfied by physical presence or by teleconference provided all participants can clearly hear each other. Withdrawal of a member from any meeting shall not cause the failure of a

duly constituted quorum at that meeting. A majority vote of those Directors present at a meeting of the Board of Directors at which a quorum is established shall be required to approve a motion unless the vote of a greater number is required by the Bylaws or the rules adopted by the Board of Directors.

4. Vacancies: A vacancy on the Board of Directors shall occur in the event of resignation, death, or removal of any Director. The Board of Directors shall have the authority, by majority vote of the remaining members of the Board of Directors, to fill any vacancy for the duration of the unexpired term.
5. Removal: Any Director may be removed for cause by a 3/4 vote of the remaining Board of Directors or a 3/4 vote of the Agency Members at a meeting called for such purpose.
6. Compensation: Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum for expenses of attendance, if any, may be allowed for each regular or special meeting of the Board, provided that nothing herein shall be construed to preclude any Director from serving the Society in any other capacity and receiving reasonable compensation therefore.
7. Reports: All actions taken by the Board of Directors at its meetings shall be reported to the membership at its next business meeting.

Committees

1. Standing Committees: Standing Committees of the Board of Directors shall be the Membership Committee, which shall be charged with overseeing all membership recruitment and admission activities, the Elections Committee, which shall be charged with determining, publishing and executing the process by which elections occur, and the Government Affairs Committee, which shall be charged with the responsibility of promoting the Society's best interests with the appropriate governmental authorities. The Standing Committees shall be filled by appointment of the Board of Directors.
2. Special Project Committees: Special Projects Committees may be created at the discretion of the Board of Directors and positions filled by appointment of the President.

Books and Records

1. The Society shall keep correct and complete books and records of account and shall keep minutes of proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the principal office a record of the names and addresses of the members entitled to vote. All books and records of the Society may be inspected by any member for any proper purpose at any reasonable time. The Treasurer shall furnish the membership, at the annual membership meeting, a financial report for the year just completed.
2. The regular quarterly mailing to the membership shall contain an accurate summary of the proceedings of the Board of Directors for the previous quarter.

Indemnification

1. Each Director, Officer and staff of the Society shall be indemnified by the Society for all expenses and costs incurred as a result of any action properly taken on behalf of the Society.
2. The Society shall maintain appropriate insurance to protect the Directors, Officers and staff from any potential liability in an amount to be determined by the Board of Directors.

Amendment

These Bylaws may be modified by a 3/4 vote of the Board of Directors or a 3/4 vote of Agency Members at a meeting or conference call where a quorum is present.