

BYLAWS
OF
INDEPENDENT ARTS & MEDIA
(a California Nonprofit Public Benefit Corporation)

Amended by vote of the Board, January 10, 2015

ARTICLE 1: NAME

The name of this corporation is Independent Arts & Media.

ARTICLE 2: PURPOSES

This corporation has been formed for charitable purposes, to raise the educational and social levels of the residents of the San Francisco Bay Area and surrounding regional and national communities, through the development of non-commercial educational and cultural media and news and arts projects for the benefit of the general public, as stated in greater detail in Article II of this corporation's Articles of Incorporation.

In addition, this corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing specific and primary purposes. However, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary charitable purposes.

This corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation, provided, however, that in no event shall the corporation engage in activities which are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 3: PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation is fixed and located in the City and County of San Francisco, State of California. The Board of Directors may at any time, or from time to time, change the location of the principal office from one location to another within the Bay Area.

The Board of Directors may at any time establish branch offices at any place where the corporation is qualified to do business.

ARTICLE 4: NONPARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 5: DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of this corporation. On liquidation or dissolution, all remaining properties and assets of the corporation shall be distributed and paid over to an organization dedicated to charitable purposes which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

ARTICLE 6: NONSTATUTORY MEMBERSHIP FISCALLY SPONSORED ORGANIZATIONS

Section 1. Qualifications. This corporation shall have one class of nonstatutory members as follows: An individual or organization that subscribes to the purposes and basic policies of the corporation and whose admission will contribute to the corporation's ability to carry out its charitable purposes, shall be eligible for membership on approval of the fiscal sponsorship application by the Board of Directors and on timely payment of such dues and fees as the Board may fix from time to time.

Section 2. Persons Associated with the Corporation. The corporation may refer to persons or entities associated with it as "members," but no such reference shall constitute anyone a nonstatutory member within the meaning of Section 5056 of the California Corporations Code. The corporation may grant some or all of the nonvoting rights of

nonstatutory members, as set forth in these bylaws, to any person or entity that does not have the right to vote, but no such person or entity shall be a member within the meaning of Section 5056 of the California Corporations Code.

Section 3. Dues, Fees, and Assessments. Each member (hereinafter, the terms “member” and “membership” shall refer to nonstatutory members as described in Article 6, Section 2), must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. Those members who have timely paid the required dues, fees, and assessments and who are not suspended shall be members in good standing.

Section 4. Termination of Membership. A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the member, on reasonable notice to the corporation;
- (b) Expiration of the period of membership, unless the membership is renewed on renewal terms fixed by the Board;
- (c) Failure of the member to pay dues, fees or assessments as set by the Board within thirty (30) days after they become due and payable;
- (d) Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications;
- (f) Failure of the member to satisfy membership obligations as detailed in these bylaws, the sponsorship contract and/or the Affiliate Policy & Procedures Manual; or
- (g) Expulsion of the member under Article 6, Section 6 of these bylaws based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

Furthermore, the Board of Directors may act to terminate a member under Article 6 of these Bylaws due to the inactivity of that member for a time period greater than one year after the member’s last payment of dues, fees or assessments. Whether such inactivity is deemed sufficient grounds for termination of membership shall be based on a good faith determination of the Board of Directors.

Section 5. Suspension of Membership. A member may be suspended under Article 6, Section 6 of these bylaws, based on the good faith determination by the Board of Directors, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the

corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation. A person whose membership is suspended shall not be a member during the period of suspension.

Section 6. Procedure for Expulsion or Suspension. If grounds appear to exist for expulsion or suspension of a member under Article 6, Sections 4 or 5 of these bylaws, the procedure set forth below shall be followed:

- (a) The member shall be given 15 days prior notice, by any method reasonably calculated to provide actual notice, of the proposed expulsion or suspension and the reasons therefor. Any notice given by mail shall be sent by first-class, registered, or certified mail to the member's last address as shown on the corporation's records.
- (b) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.
- (c) The Board, committee, or person shall decide whether or not the member should be suspended, expelled or sanctioned in some other way. The decision of the Board, committee or person shall be final.
- (d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

Section 7. Transfer of Membership. No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution or termination of membership pursuant to Article 6, Section 4 of these bylaws.

Section 8. Liability for Debts or Obligations. A member of the corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

ARTICLE 7: BOARD OF DIRECTORS

Section 1. Powers. Subject to the provisions of the California Nonprofit Corporation Law, the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the corporation to a management company, committee (however composed), officers, or other person, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 2. Number of Directors. The authorized number of directors of the corporation shall not be less than three (3) nor more than fifteen (15) until changed by amendment of the Articles of Incorporation or by a bylaw amending this Article 7, Section 2. The exact number of directors shall be fixed from time to time, within the limits specified in this Article 7, Section 2, by the Board of Directors.

Section 3. Qualifications of Directors. Each Director shall be an individual at least 21 years of age.

Except for the initial directors as described in Article 7, Section 5 below, the members of the Board of Directors shall be appointed by the Board of Directors.

It is the intent of the corporation that the composition of the Board of Directors shall represent a diversity of technical skills to enable the Board of Directors to make informed, well-balanced decisions on the economic viability and social impact of its activities.

Section 4. Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 5. Election and Term of Office. The five (5) initial Board of Directors, as selected at the corporation's first annual meeting, shall serve for the first two years, at the end of which time their successors will be selected and seated at the corporation's annual meeting.

The term of office of each director of the corporation shall be two (2) years and until his or her successor has been selected and seated.

If any annual meeting is not held or the directors are not appointed at the annual meeting, the directors may be appointed at any meeting of the Board. A director may succeed himself or herself in office, and there shall be no limit to the number of consecutive terms a director may serve.

Section 6. Vacancies and Removal. A vacancy in the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) the declaration by the Board of Directors of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, or convicted

of a felony, or has been found by a final order or judgment of any court to have breached any duty under Sections 5230-39 of the California Corporations Code dealing with standards of conduct for a director, or has missed three (3) consecutive meetings of the Board of Directors or a total of five (5) meetings of the Board of Directors during any one calendar year; (iii) an increase in the authorized number of directors; or (iv) the failure of the directors, at any annual or other meeting of directors at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting.

The Board of Directors, by affirmative vote of a majority of the directors then in office, may remove any director without cause at any regular or special meeting; provided that the director to be removed has been notified in writing in the manner set forth in Section 11 of this Article 7 that such action would be considered at the meeting.

All vacancies may be filled by vote of a majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. Each director so appointed shall hold office until his or her successor is appointed at an annual or other meeting of the Board.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, the successor may be elected to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no director may resign when the corporation would then be left without a duly elected director in charge of its affairs.

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 Meetings. Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal office of the corporation.

Notwithstanding the above provisions of this Section 7 of this Article 7, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

Any meeting, regular or special, may be held by conference telephone, electronic transmission, or other communications equipment permitted by the California Nonprofit Corporation Law, as long as all directors participating in the meeting can communicate

with one another, and all other requirements of the California Nonprofit Corporation Law are satisfied. All such directors shall be deemed to be present in person at such meeting.

Section 8. Annual Meeting. The Board of Directors shall hold a regular meeting on the third Friday of January for the purpose of appointing directors and officers of the corporation, and for the transaction of other business. Notice of the annual meeting shall be given in the manner set forth in Section 11 of this Article 7.

Section 9. Other Regular Meetings. Other regular meetings of the Board of Directors shall be held at such times as are fixed by the Board of Directors. Notice of regular meetings shall be given in the manner set forth in Section 11 of this Article 7.

Section 10. Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the Chairperson of the Board, the President, the Secretary, or any two directors.

Section 11. Notice; Waiver of Notice. Notice of special meetings shall be given to each director, stating the date and time of the meeting and the place of the meeting if it is other than the principal office of the corporation. The notice need not specify the purpose of the meeting. In case such notice is mailed, it shall be deposited in the United States mail or given to the express mail company or other carrier not less than four (4) days prior to the meeting, with charges prepaid, addressed to the director at the director's address as it is shown upon the records of the corporation. In case such notice is delivered personally or by telephone (including a voice messaging system which records and communicates messages), telegraph, facsimile, electronic mail, or other electronic means, it shall be so delivered at least forty-eight (48) hours prior to the meeting.

Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such director. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. Action at a Meeting; Quorum and Required Vote. Presence of a majority of the directors then in office or three directors, whichever is greater, at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every act done or decision 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 of Directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these Bylaws, or the California Nonprofit Corporation Law. Directors may vote by proxy, given to another Board member or the corporation. Proxies are invalid unless they are granted in writing (including but not limited to electronic mail) within 24 hours of such meeting. A meeting at which a quorum is initially present, including an

adjourned meeting, may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a disinterested majority of the required quorum for such meeting, or such greater number as required by the Articles of Incorporation, these Bylaws or the California Nonprofit Corporation Law.

Adoption or revocation of a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business, requires the approval of two-thirds (2/3) of the authorized number of directors of the corporation.

Section 13. Adjourned Meeting and Notice. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of 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. Such notice may be waived in the manner provided for in Section 10 of this Article 7.

Section 14. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. 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 the unanimous vote of such directors. For purposes of this section only, “all members of the Board” does not include any “interested directors” as defined in Section 5233 of the California Corporations Code.

Section 15. Fees and Compensation. Directors and members of committees may not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses as may be fixed or determined by resolution of the Board of Directors.

ARTICLE 8: STANDARD OF CARE

Section 1. General. A director shall perform the duties of a director, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article 8, Section 3, a person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

Section 2. Loans. This corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the California Attorney General; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 3. Self-Dealing Transactions. Except as approved in Section 4 below, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the corporation is a party and in which one or more of the directors has a material financial interest or a transaction between this corporation and any person (other than a California nonprofit public benefit corporation) in which one or more of the directors is a director or between this corporation and any person in which one or more of its directors has a material financial interest. A director shall not be deemed to have a "material financial interest" in a contract or transaction that implements a charitable program of this corporation solely because the contract or transaction results in a benefit to a director or his or her family by virtue of their membership in the class of persons intended to be benefited by the charitable program, as long as the contract or transaction is approved or authorized by the corporation in good faith and without unjustified favoritism.

Section 4. Approval. The Board of Directors may approve a self-dealing transaction if the Board determines that the transaction is in the best interests of, and is fair and reasonable to, this corporation and, after reasonable investigation under the circumstances, determines that this corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote

of the majority of the directors then in office, provided that a quorum is present, without counting the vote of the interested director or directors.

Section 5. Common Directors. No contract or other transaction between the corporation and any California nonprofit public benefit corporation of which one or more of its directors are directors of this corporation is either void or voidable because such director(s) are present at a meeting of the Board which authorizes, approves, or ratifies the contract or transaction if the material facts as to the transaction and as to such director's other directorship are fully disclosed or known to the Board and the Board authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common director(s), or if the contract or transaction is just and reasonable as to the corporation at the time it is authorized, approved or ratified.

Section 6. Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 7. Indemnification. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Nonprofit Public Benefit Corporation Law, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in said Section 5238(a), and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses" shall have the same meaning as in said Section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article 8, Section 7.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the corporation before final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

The corporation shall have power to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against

any liability asserted against or incurred by such persons in such capacity or arising out of the person's status as such.

ARTICLE 9: COMMITTEES

Section 1. Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees, each of which shall consist of three or more directors, at least one-third of whom shall be directors selected by designation and not elected by the members, and may also include members who are not on the Board of Directors, to serve at the pleasure of the Board. The Board may designate one or more alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. Any committee that includes voting members who are not on the Board of Directors may not be delegated the authority or power of the Board of Directors.

Any committee whose voting members consist only of directors, to the extent of the powers specifically delegated in the resolution of the Board of Directors or in these Bylaws, may have all or a portion of the authority of the Board of Directors; except that no committee, regardless of Board resolution, may:

- (a) Approve any action that, under the California Nonprofit Public Benefit Corporation Law or the Articles of Incorporation or these bylaws, also requires approval of the members or approval of a majority of all members.
- (b) Fill vacancies on the Board of Directors or in any committee that has the authority of the Board.
- (c) Fix compensation of the directors for serving on the Board or on any committee.
- (d) Amend or repeal the articles of incorporation or bylaws or adopt new bylaws.
- (e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- (f) Appoint any other committees of the Board of Directors or the members of such committees.
- (g) Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business; or revoke any such plan.

- (h) Approve any self-dealing transaction, except as provided by Section 5233 of the California Nonprofit Public Benefit Corporation Law.
- (i) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

No committee shall bind the corporation in a contract or agreement or expend corporate funds, unless authorized to do so by the Board of Directors.

Section 2. Meetings and Actions of Committees. Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 of these Bylaws, concerning meetings and actions of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the government of any committee.

Section 3. Executive Committee. Pursuant to Article 9, Section 1, the Board may appoint three (3) or more directors, one of whom shall be the Chairperson or President of the Board, to serve as the Executive Committee of the Board.

The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Article 9, Section 1. The Secretary of the Corporation shall send to each director a summary report of the business conducted at any meeting of the Executive Committee.

Section 4. Sponsorship Committee. Pursuant to Article 9, Section 1, the Board may appoint three (3) or more directors to serve as the Sponsorship Committee of the Board. The Board may also appoint members of the Sponsorship Committee who are not directors of the Board.

As determined by resolution of the Board, responsibilities of the Sponsorship Committee may include:

- (a) Preliminary review of all membership applications submitted to the corporation by potential members.
- (b) Providing the Board with recommendations on pending membership applications.

- (c) Working with the Secretary to maintain a complete and accurate listing of all members, which shall consist of each member's address, electronic, mailing address and primary contact person, and a copy of each member's original membership application.
- (d) Working with members to develop programming, training and/or professional development opportunities.

ARTICLE 10: OFFICERS

Section 1. Number of Officers. The officers of the corporation shall be a President, a Secretary and a chief financial officer who shall be designated the Treasurer. The corporation may also have, as determined by the Board of Directors, a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers.

The offices of President, Secretary and Treasurer must be held by three different people; however, a director may hold any other office(s) in addition to either President, Secretary or Treasurer.

Section 2. Qualification, Election and Term of Office. Any person may serve as officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 3. Subordinate Officers. The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

Section 5. Vacancies. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 6. Duties of President. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

Section 7. Duties of Vice President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, by these Bylaws, or as may be prescribed by the Board of Directors and/or delegated by the President to the Vice President.

Section 8. Duties of Secretary.

The Secretary shall:

- (a) Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.
- (b) Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records and, if applicable, of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.
- (e) Keep at the principal office of the corporation a membership listing, in written or electronic form, containing the name and address of each and any members, and, in

the case where any membership has been terminated, he or she shall record such fact in the membership listing together with the date on which such membership ceased.

- (f) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership listing, and the minutes of the proceedings of the directors of the corporation.
- (g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 9. Duties of Treasurer.

Subject to the provisions of these Bylaws relating to the “Execution of Instruments, Deposits and Funds,” the Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and shall cause to have deposited all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- (b) Shall cause to receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- (c) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- (d) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (e) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.
- (f) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 10. Compensation. The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation; provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article 3, Section 6 of these Bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation.

**ARTICLE 11: EXECUTION OF CORPORATE INSTRUMENTS,
AND VOTING OF STOCKS AND MEMBERSHIPS
HELD BY THE CORPORATION**

Section 1. Execution of Corporate Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution designate and authorize the signatory officer or officers or other agent of the corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances, except when otherwise provided by law, and such execution or signature shall be binding upon the corporation. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Except as otherwise specifically determined by the Board of Directors or provided in these Bylaws, or as otherwise required by law, any deeds of trust, mortgages and certificates of shares of stock owned by the corporation shall be executed, signed, or endorsed by the Chairperson of the Board, Vice-Chairperson of the Board or the President and counter-signed by the Secretary or Treasurer or any Assistant Secretary or Assistant Treasurer.

Section 2. Checks and Notes. Except as otherwise specifically determined by resolution of the Board or provided in these Bylaws, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the President, Treasurer or Chairperson of the Board.

Any financial transaction or commitment by the Corporation above the amount of \$10,000 must be approved by a vote of the Board of Directors.

Section 3. Voting of Stocks Owned by Corporation. All stock of other corporations or memberships in other corporations owned or held by the corporation for itself, or for other parties in any capacity, shall be voted, and all proxies with respect to such stock or memberships shall be executed, by the person authorized to do so by resolution of the Board of Directors, or in the absence of such authorization, by the Chairperson of the Board, the Vice-Chairperson of the Board, the President, or by any other person authorized to do so by the Chairperson of the Board or the President.

Section 4. Gifts. The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the corporation.

ARTICLE 12: RECORDS AND REPORTS

Section 1. Maintenance and Inspection of Articles and Bylaws. The corporation shall keep at its principal office in California the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the officers and directors at all reasonable times during office hours.

Section 2. Maintenance and Inspection of Other Corporate Records. The corporation shall keep adequate and correct books and records of accounts; written minutes of the proceedings of its members, Board, and committees of the Board; and a record of each member's name and address. All such records shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of the corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the corporation shall turn over to his or her successor or the chairperson or president, in good order, such corporate monies, books, records, minutes, fists, documents, contracts or other property of the corporation as have been in the custody of such officer, employee, or agent during his or her term of office.

Section 3. Directors' Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

ARTICLE 13: CONFLICT OF INTEREST AVOIDANCE PROCEDURES

Section 1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.

Section 2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

Section 3. Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The Chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Section 4. Violations of the Conflict of Interest Policy.

If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE 14: FISCAL YEAR

The fiscal year for this corporation shall be from January 1 to December 31.

ARTICLE 15: AMENDMENTS AND REVISIONS

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws may be adopted, amended or repealed by the vote of a majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed Bylaw revisions with explanations therefor, is given in

accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.

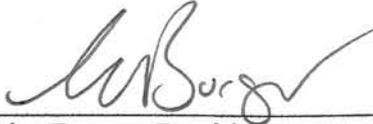
ARTICLE 16: CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term “person” includes a corporation as well as a natural person. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the current directors of Independent Arts & Media, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by voting to amend these Bylaws, consent to and hereby do adopt the foregoing Amended Bylaws, consisting of nineteen (19) pages, as the Bylaws of this corporation.

Date: January 10, 2015



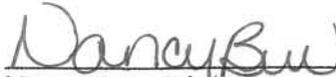
Lisa Burger, President



Benjamin Russell, Treasurer



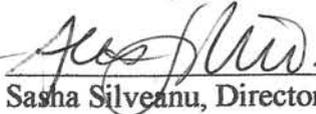
Erin Harrison, Secretary



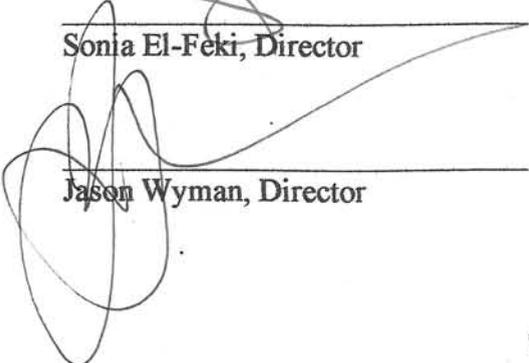
Nancy Bue, Director



Sonia El-Feki, Director



Sasha Silveanu, Director



Jason Wyman, Director

CERTIFICATE

I, the undersigned, certify that I am the presently elected and acting Secretary of Independent Arts & Media, a California nonprofit public benefit corporation, and that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Date: 1/10/2015



Erin Harrison, Secretary