

BYLAWS OF UNIMAUSA

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BYLAWS OF UNIMA USA, INC.

(Ratified at Kent State University, August 15, 1979)

(most recent changes July 15, 2010)

ARTICLE I OFFICES

The principal office of the corporation shall be in the City of New York, County of New York, State of New York. The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may require.

ARTICLE II PURPOSES

The purposes for which this corporation has been organized are as follows:

- To promote international understanding and friendship through the art of puppetry; to foster the exchange of information and techniques relating to the art of puppetry, and to promote the moral and aesthetic values of puppetry; to encourage contacts between puppeteers of different countries and nations so as to contribute toward the exchange of experience;
- To preserve the heritage and traditions of the art of puppetry; to maintain archives, libraries and permanent records relating to the art of puppetry; to act as a clearinghouse for information and to disseminate information to puppeteers in the United States; and throughout the world;
- To promote conferences, seminars, symposia and studies relating to the art of puppetry; to support research projects and to provide a registry for artists in the United States to encourage the understanding and appreciation of the art of puppetry;
- To sponsor, arrange and assist in the performance of national and international exhibition of puppetry; to hold competitions, exhibitions and festivals, and to promote the study, development and improvement of the theory and practice of the art of puppetry;
- To publish monographs, articles, research data and other printed matter relating to puppetry.

ARTICLE III MEMBERSHIP

1. QUALIFICATIONS FOR MEMBERSHIP.

The membership of this corporation shall consist of the Board of Directors and of all members of the existing unincorporated association or group known as UNIMAU.S.A. The Board may

appoint as honorary members all persons who have made vital contributions to the art of puppetry, who shall be entitled to full privileges of membership but shall not be required to pay the dues fixed by the Board of Directors.

ARTICLE IV MEETINGS OF THE MEMBERSHIP

1. ANNUAL MEETING.

The annual meeting of the membership shall be held each year at such time or place as may be fixed by the Board of Directors. A notice of the meeting shall be mailed and/or emailed to every member in good standing at least ten days prior to the date set for the meeting and as otherwise required by law.

2. SPECIAL MEETINGS.

Special meetings of the membership may be called at any time by the President or upon the written request of three directors. A notice of such meeting shall be mailed to every member in good standing at least ten days prior to the date set for such meeting and as otherwise required bylaw. Such notice shall state the date, time, place and purpose of the meeting and by whom called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

3. PLACE OF MEETING.

The annual membership meeting and all special meetings of the membership shall be held at the office of the corporation or at such other places, either within or without the state, as may from time to time be determined by the Board of Directors or the President.

4 . QUORUM.

The presence at any membership meeting of at least onetenth of the total number of members entitled to vote shall constitute a quorum and shall be necessary to conduct the business of the corporation. However, a lesser number of members may hear reports from the board or move to adjourn the meeting.

5. MEMBERSHIP ROLL

A membership roll showing the list of members in good standing prepared by the Secretary or Membership Director of the corporation shall be available and printed once a year. All persons appearing on such membership roll shall be entitled to vote at the meeting.

Definition of "Member in Good Standing": A member is considered in good standing when the member is current on dues payments and acts consistently with the bylaws of the organization. A member who is not current on dues payments is automatically considered not in good standing. The board may declare a member not in good standing when that member violates the bylaws of the organization, misrepresents his affiliation or status with UNIMAUSA, or provides other just cause for such a declaration. A member not in good standing may be denied any and all rights of membership. In all such cases, the board will first make a good faith effort to resolve the issue amicably with the member before making such a declaration.

Process for Appealing a Board Declaration as "Member Not in Good Standing:" When the board

has declared a member not in good standing, the member may appeal by requesting, in writing, a hearing before the board at its next scheduled meeting. If such a hearing fails to resolve the matter to the member's satisfaction, the member may then petition the board, in writing, for investigation by an independent panel. The panel is to consist of six members, half chosen by the member and half chosen by the President of the board. By a majority vote, the panel may recommend to reinstate the member in good standing. The panel's report and findings can be made public.

6. PROXIES.

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. Every proxy must be signed by the member. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

7. ACTION BY MEMBERS.

Unless otherwise required in the Certificate of Incorporation or by law, a majority of the members present at the time of any vote, if a quorum is present at such time, shall be the act of the corporation. Each member shall have one vote.

8. ORDER OF BUSINESS.

The order of business at all meetings of members shall be set by the chairperson of the meeting. A financial report shall be presented to the membership within twelve months of the ending of the fiscal year. This may occur by mail, email, or in writing at the annual membership meeting.

9. MEMBERSHIP DUES.

The membership dues shall be fixed by the Board of Directors. No member shall be entitled to vote at any meeting of the members unless such member is in good standing and has paid all dues.

ARTICLE V DIRECTORS

1. MANAGEMENT OF THE CORPORATION.

The corporation shall be managed by the Board of Directors, which shall consist of eleven directors. Each director shall be a citizen of the United States, at least eighteen years of age and a member in good standing.

2. ELECTION, TERM AND CLASSES OF DIRECTORS.

The Board of Directors shall be divided into three classes, each class to consist of three or four directors. The membership will annually elect a class of three or four directors for a threeyear term, said election to be conducted by mailin ballot or email ballot at least one month before the annual meeting of the board of directors. Commencing with the first annual meeting of membership, a director may be elected for only two consecutive terms.

3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS.

The number of directors may be increased or decreased by vote of the members or by a vote of a majority of the directors present at a duly convened meeting. No decrease in number of directors shall shorten the term of any incumbent director.

4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number and vacancies occurring in the Board for any reason may be filled by a vote of a majority of the directors then in of fice, regardless of their number. A director appointed to fill a vacancy caused by resignation, death or removal shall be appointed to hold of fice for the unexpired term of his predecessor.

5. REMOVAL OF DIRECTORS.

Any or all of the directors may be removed, with cause, by vote of the members or by vote of a majority of the directors present at a duly convened meeting.

6. RESIGNATION.

A director may resign at any time by giving written notice to the Board, the President or the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such of ficer, and the acceptance of the resignation shall not be necessary to make it effective.

7. QUORUM OF DIRECTORS.

The quorum for the transaction of business or of any specified item of business shall consist of a majority of the entire Board of Directors.

8. ACTION OF THE BOARD.

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each director present shall have one vote.

9. PLACE AND TIME OF BOARD MEETINGS.

The Board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

10. REGULAR ANNUAL MEETING.

A regular meeting of the Board and the installation and meeting of the new board shall be held at any time in conjunction with the annual meeting of the members.

11. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.

Regular meetings of the Board may be held with or without notice. Upon at least three days notice to each director, special meetings of the Board may be called by the President or Secretary, and shall be called upon the request of at least three directors. Notice of a meeting need not be given to any director who submits a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A

majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

12. CHAIRPERSON.

At all meetings of the Board, the President shall be the chair of the meeting, or in his absence, a VicePresident shall preside.

13. EX OFFICIO MEMBERS.

The chairperson may invite the president of Puppeteers of America or his or her appointee to any and all Board meetings as an exoff~cio member. An exofficio member shall have no vote at the meetings of the Board.

ARTICLE VI OFFICERS

1. OFFICES, ELECTION, TERM.

The officers shall be a President, one or more Vice Presidents, a Treasurer, a Secretary, and such other officers, including an Assistant Secretary, as the Board may determine. Each officer shall be elected or appointed by the Board of Directors at its annual meeting held in conjunction with the annual membership meeting, and shall serve for a term of one year or until his or her successor has been elected and qualified. No officers shall be elected to serve more than three successive terms in the same office. The officers shall have the duties, functions and powers as hereinafter provided. Any two or more offices may be held by the same person, except the office of President.

2. REMOVAL, RESIGNATION.

Any officer elected or appointed by the Board may be removed by the Board with or without cause. In the event of the death, resignation or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term. The salaries, if any, of all officers shall be fixed by the Board of Directors.
shall be fixed by the Board of Directors.

3. PRESIDENT.

The President shall be the chief executive officer of the corporation; he shall preside at all meetings of the members of the Board; he shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the Board are carried into effect. The President, with the concurrence of the Board shall appoint annually the chairpersons and members of all committees and the editor of the publication of the corporation. The President shall be an ex officio member of all committees except the nominating committee.

4. VICE PRESIDENT.

During the absence or disability of the President, the Vice President, or if there are more than one, the first Vice President, shall have all the powers and functions of the President. Each Vice President shall perform such other duties as the Board shall prescribe.

5. TREASURER.

The Treasurer shall supervise the handling of the funds and securities of the corporation and arrange for the funds to be deposited in such bank or banks as the Board of Directors shall designate.

The Treasurer shall make an annual financial report at the annual meeting, and shall supply such other reports and information as the Board may request. The Treasurer shall establish the accounting policies of the corporation and arrange for an accountant to audit the books of the corporation at the close of each fiscal year as needed.

6. SECRETARY.

The Secretary shall keep the minutes of the Board of Directors and of the membership, and shall have the care and custody of the seal of the corporation. The Secretary shall maintain a membership roll containing the names of all persons who are members of the corporation, showing their places of residence and the date when they became members . The Secretary shall also send out or oversee the mailing of all notices of meetings whenever required by these by laws.

7. ASSISTANT SECRETARY.

During the absence or disability of the Secretary, the Assistant Secretary, if one has been elected or appointed, shall have all the powers and functions of the Secretary.

ARTICLE VII SEAL

The seal of the corporation shall be as follows:

ARTICLE VIII CONSTRUCTION

If there be any conflict between the provisions of the Certificate of Incorporation and these by laws, the provisions of the Certificate of Incorporation shall govern. Robert's Rules of Order shall be the authority for all matters of procedure.

ARTICLE IX AMENDMENTS

The bylaws may be adopted, amended or repealed by the members at any regular meeting of the assembly, by a 2/3 vote, provided the amendment was submitted in writing to the general membership at the previous regular meeting. Bylaws may also be adopted, amended or repealed by the board of directors by a 2/3 vote, provided the amendment was submitted in writing at the

previous board meeting or regular membership meeting.

ARTICLE X COMMITTEES

1. NOMINATING COMMITTEE. Every two years the President shall appoint, with the concurrence of the Board of Directors, a Nominations Chair. One or two additional members may also be appointed to the Nominating Committee. All members of the Nominating Committee shall be members of the corporation but shall not be members of the Board of Directors. The Nominations Chair shall be appointed within sixty days after the preceding committee completes its term.

2 . OTHER COMMITTEES. Each year the President may appoint, with the concurrence of the Board of Directors, the chairperson and members of such other committees as the President and Board shall deem necessary or appropriate.

ARTICLE XI NOMINATIONS

By January 1 of each year, the nominating committee shall present to the Board a slate of candidates to be placed in nomination for election as directors. Said election to be conducted by mail. Notice of the slate, together with any nominations made by petition, shall be given to all members at the same time as the notice of the annual meeting. In addition to candidates presented by the Nominating Committee, other candidates as directors may be placed in nomination by a petition signed by at least ten members, provided that said petition is submitted to the President of the Board by January 1, together with a short biography and a photograph of the proposed nominee, and that the consent of the nominee has been secured. All candidates must agree to be present, if elected, at all regularly scheduled board meetings of the organization. Failure to comply with this agreement may result in dismissal from the Board of Directors.

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