

**BYLAWS
of
NATIONAL ACADEMY OF RECORDING ARTS & SCIENCES, INC.**

TABLE OF CONTENTS

1. NAME, PURPOSES, AND MISSION STATEMENT	1
1.1 Name	1
1.2 Purposes	1
1.3 Mission Statement	1
2. DEFINITIONS	2
3. SEAL; OFFICES; DEPOSITORIES AND SIGNING AUTHORITY; AUDITS; INVESTMENTS; NOTICES AND WAIVERS; INSPECTORS OF ELECTIONS, OTHER VOTES; AND GOVERNANCE MANUAL	5
3.1 Seal	5
3.2 National Headquarters; Other Offices	5
3.3 Depositories; Signing Authority	5
3.4 Audits	5
3.5 Investments	5
3.6 Notices and Waivers	5
3.6.1 Delivery Method	5
3.6.2 Notice to the Recording Academy	5
3.7 Inspector(s)	5
3.7.1 Mandatory Inspectors for Voting Awards and Trustee Officers	6
3.7.2 Duties of Inspectors	6
3.7.3 Persons Permitted to Serve as Inspectors	6
3.8 Governance Manual	6
4. MEMBERSHIP	6
4.1 Members	6
4.1.1 Member Types:	6
(c) Student Members	6
4.1.2 Application for Membership; Acceptance in the Recording Academy's Discretion	6
4.1.3 Not Transferable	7
4.2 Conditions and Rights of Membership	7
4.2.1 Conditions of Membership	7
4.2.2 Chapter and Branch Affiliation	8

4.2.3	Producers & Engineers Wing	8
4.2.4	Resignation.....	8
4.2.5	Termination and Suspension of Membership for Improper Conduct.....	8
4.2.6	Life Membership.....	9
4.3	Designation of Membership Classes and their Respective Voting Rights and Privileges.	9
4.3.1	All Voting Members.	9
4.3.2	Voting Members from Each Chapter.....	9
4.3.3	Voting Members and Professional Members From Each Chapter	9
4.3.4	Trustee Elections.	9
4.3.5	Trustees.....	10
5.	MEMBERSHIP MEETINGS AND ACTIONS	10
5.1	Meetings.	10
5.2	Special Meetings.....	10
5.3	Written Consent of Membership Class.....	10
5.4	Quorum.....	10
5.5	Vote Required.....	10
5.6	Notice of Meetings of Membership Classes.....	11
5.6.1	Minimum and Maximum Notice.....	11
5.6.2	Notice of Meetings.....	11
5.6.3	Contents of Notice.....	11
5.6.4	Waiver of Notice.....	11
5.6.5	Adjournment of Meetings.....	11
5.7	Remote Participation in Meetings of a Membership Class.....	11
5.8	Proxies by Members of Classes.....	11
6.	BOARD OF TRUSTEES	12
6.1	Board of Trustees' Powers.....	12
6.2	Composition.....	13
6.3	Number of Trustees from each Chapter.....	13
6.4	Trustee Eligibility and Criteria for Serving.	13
6.5	Nomination.....	13
6.6	Volunteer Service; No Compensation.....	13

6.7	Trustee Terms and Election	13
6.8	Resignation	14
6.9	Trustee Removal	14
6.10	Vacancies	14
6.11	Board of Trustees Meetings	14
	6.11.1 Regular Meetings	14
	6.11.2 Other Scheduled Meetings	14
	6.11.3 Special Meetings	15
	6.11.4 Minimum Notice	15
	6.11.5 Place of Meetings	15
	6.11.6 Adjournment of Meetings	15
	6.11.7 Remote Participation in Special Meetings of the Board of Trustees	15
	6.11.8 Waiver of Notice	15
	6.11.9 Executive Sessions of Board of Trustees and Trustee-only Committees	15
6.12	Action by the Board of Trustees	16
	6.12.1 Quorum	16
	6.12.2 Vote Required	16
	6.12.3 Voting by Proxies Not Permitted	16
	6.12.4 Action Permitted by Written Consent	16
6.13	Minutes and Reports	16
6.14	National Committees	17
	6.14.1 In General	17
	6.14.2 Charter; Limits on Committees with Members who are not Trustees	17
	6.14.3 Committees Comprised Solely of Trustees	17
	6.14.4 Chair Member of Committees	17
	6.14.5 Prohibited Activities	17
	6.14.6 Term of Committee Membership; Removal of Committee Members	17
	6.14.7 National Standing Committees	17
	6.14.8 Minutes and Reports	18
6.15	Alternate Trustees	18

7. TRUSTEE OFFICERS AND CORPORATE OFFICERS	18
7.1 Trustee Officers; Election as Trustees.	18
7.1.1 Eligibility.....	19
7.1.2 Removal.....	19
7.1.3 Resignation; Vacancies.	19
7.1.4 Chair.....	20
7.1.5 Vice Chair.....	20
7.1.6 Chair Emeritus.....	201
7.1.7 Secretary/Treasurer.....	21
7.1.8 Volunteer Service.....	21
7.2 Corporate Officers.....	21
7.2.1 President/CEO.	21
7.2.2 Chief Financial Officer.....	21
7.2.3 Vice Presidents.	22
7.2.4 Corporate Secretary.....	22
8. AWARDS.....	22
8.1 Awards.....	22
8.2 GRAMMY categories.....	22
8.3 GRAMMY Voting.....	22
8.4 Acceptance of Awards.....	22
8.5 Entitlement of Awards	22
9. CHAPTER AND BRANCH GOVERNANCE.....	22
9.1 Chapters and Branches.....	22
9.2 Uniformity of Rules or Regulations approved by the Board of Trustees Applicable to Chapters and Branches; Uniformity Among Chapters and Branches.....	23
9.3 Chapter Boards.....	23
9.3.1 Generally.....	23
9.3.2 Composition.....	23
9.4 Governors.....	23
9.4.1 Generally.....	23
9.4.2 Number.....	23
9.4.3 Eligibility to be a Governor.....	23
9.4.4 Nomination.....	23

9.4.5	End of Term of Office.....	23
9.4.6	Removal of Governors.....	23
9.4.7	Resignation.....	23
9.4.8	Vacancies; Removal for Unexcused Excessive Absences.....	24
9.5	Chapter Officers; Chapter President as Alternate Trustee.....	24
9.6	Volunteer Service; No Compensation.....	24
9.7	Branches.....	24
10.	INDEMNIFICATION.....	25
10.1	Actions by Certain Third Parties..	25
10.2	Indemnification in Actions by or in the Right of the Recording Academy.....	25
10.3	Advancing or Reimbursing Expenses.....	25
10.4	Indemnification Discretionary.....	25
10.5	Non-Exclusivity.....	25
10.6	Insurance.....	25
10.7	Fiduciaries of Employee Benefit Plans.....	26
11.	REMOVAL AND SANCTIONING OF ELECTED LEADERS.....	26
11.1	Removal or Sanctionin Process.....	276
11.2	Evaluation.....	276
11.3	No Claim by an Elected Leader for Removal or Sanctions.....	27
12.	AMENDMENT OF BYLAWS AND CERTIFICATE OF INCORPORATION.....	27
12.1	Bylaws.....	27
12.2	Certificate of Incorporation.....	27
12.3	Proposals to the Board of Trustees for Consideration of Amendments to the Bylaws and the Certificate of Incorporation.....	27

BYLAWS
of
NATIONAL ACADEMY OF RECORDING ARTS & SCIENCES, INC.

1. NAME, PURPOSES, AND MISSION STATEMENT

- 1.1** **Name.** The name of this organization is National Academy of Recording Arts & Sciences, Inc. It is organized under the laws of Delaware as a nonstock corporation with members, and does business as the Recording Academy®. It shall be supported by revenue sources consistent with its not-for-profit tax status.
- 1.2** **Purposes.** The primary purposes of the Recording Academy are to:
- (a) advance the arts and sciences of recording, and to foster creative leadership for artistic, cultural, educational and technical progress in the recording field;
 - (b) recognize outstanding creative achievement in the recording arts by conferring annual awards of merit upon those deemed to be most worthy by their peers;
 - (c) advocate for the interests of recording artists, songwriters, studio professionals and other music makers before national, state and local policymakers;
 - (d) foster and engage in study and research relating to the recording industry; and
 - (e) engage in any other activities that may help the Recording Academy accomplish the foregoing purposes, including, but not limited to,
 - (i) making arrangements and commitments in connection with any broadcast, telecast, webcast or other form of public or private showing of awards being conferred or any other activity of the Recording Academy;
 - (ii) making arrangements and commitments in connection with the sponsorship of any activities of the Recording Academy;
 - (iii) establishing scholarships, fellowships or other awards in its own name, or in conjunction with, or by contribution to, any recognized university, college or other institution of higher learning or professional training, including, but not limited to, the payment of funds, either by way of grant or gift, or by loan (with or without interest or any other charge), to talented individuals deemed deserving of assistance or encouragement; and
 - (iv) supporting courses of study of the recording industry in recognized universities, colleges or other institutions of higher learning or professional training.
- 1.3** **Mission Statement.** The Recording Academy recognizes excellence in the recording arts and sciences, cultivates the well-being of the music community, and ensures that music remains an indelible part of our culture.

2. DEFINITIONS

The following definitions apply to these Bylaws.

“Advisor” means a Voting or Professional Member nominated by the Chapter Nominating Committee and ratified by the Chapter Board to serve in an advisory capacity of the Chapter Board. Advisors will have all the powers of a Chapter Governor except eligibility to vote in the elections of the Chapter’s Officers, Trustees and Nominating Committee, and eligibility to serve on the Nominating Committee. Individuals who have termed out as a Chapter Board Member may not be an Advisor to the Chapter Board until one (1) year after the end of his or her term.

“Agent” means, for purposes of **Section 10**, any Trustee, Trustee Officer, Corporate Officer, Governor, Chapter Officer, member of a Chapter Board, officer or member of the governing body of a Branch, member of a committee of or created by the Board of Trustees or of any Chapter or Branch, agent, employee or any other person determined by the Board of Trustees to be entitled to indemnification by the Recording Academy.

“Alternate Trustee” is defined in **Section 6.15**.

“Professional Member” means a Professional Member of the Recording Academy, admitted as such pursuant to qualifications and requirements established from time to time by the Board of Trustees. Only Professional Members are eligible to serve as Professional Member Governors.

“Professional Member Governor” means a Governor elected by the Voting Members and Professional Members from such person's Chapter pursuant to **Section 4.3.3**.

“Audit/Finance Committee” means the Trustee-only committee established and as constituted from time to time by the Board of Trustees pursuant to **Section 6.14.7**.

“Board of Trustees” means the Board of Trustees of the Recording Academy as constituted from time to time.

“Branch” means a group of Members organized (generally on a geographic basis, but smaller in number than a Chapter) into and designated as a Branch by the Board of Trustees. If the Board of Trustees establishes a Branch, pursuant to **Section 9.7**, all of the provisions of these Bylaws relating to Chapter organization and governance shall be applicable to the Branch’s organization and governance except to the extent that either the Certificate of Incorporation or these Bylaws expressly provides to the contrary.

“Cause” means a finding by the Executive Committee that there is good, pursuant to **Section 11**, and sufficient reason to remove, or impose sanctions upon, an Elected Leader. Examples of “cause” include, but are not limited to: (a) fraud, embezzlement, theft, or comparable dishonest activity against the Recording Academy; (b) being found guilty of, or entering a plea of guilty or nolo contendere (or its equivalent) to, any crime constituting a felony or any misdemeanor involving fraud, dishonesty or moral turpitude; (c) continuing neglect, refusal or failure to discharge one’s material duties with respect to the Recording Academy or one of its Chapters or Branches; and (d) not acting in, or acting against, the best interests of the Recording Academy or its employees.

“Certificate of Incorporation” means the Certificate of Incorporation of the Recording Academy, as amended or restated from time to time.

“Chair” means the Chair of the Board of Trustees elected pursuant to **Section 4.3.5**.

“Chair Emeritus” means the Chair Emeritus of the Board of Trustees elected pursuant to **Section 4.3.5**.

“Chapter” means a group of Members organized (generally on a geographic basis) into and designated as a Chapter by the Board of Trustees.

“Chapter Board” is defined in **Section 9.3.1**.

“Chapter Board Membership Class” is defined in **Section 4.3.4**.

“Chapter Officers” is defined in **Section 9.5**.

“Chapter Voting Member Membership Class” is defined in **Section 4.3.2**.

“Chapter Voting Member and Professional Member Membership Class” is defined in **Section 4.3.3**.

“Corporate Officers” means the President, the Chief Financial Officer, each Vice President, the Corporate Secretary and any other corporate officers appointed pursuant to **Section 7.2**.

“Elected Leaders” shall, unless otherwise provided in the Bylaws, mean any “Trustee Officer, Trustee, Governor and Chapter Officer.”

“Executive Committee” means the Trustee-only committee established and constituted from time to time by the Board of Trustees pursuant to **Section 6.14.7**.

“Ex Officio Voting” means a member of a board or a committee who is a member of said body by virtue of some other office or position that s/he holds. Ex-Officio Voting members of boards and committees have exactly the same rights and privileges as do all other members, including, the right to vote, be counted for quorum purposes and attend executive sessions.

“Ex Officio Non-Voting” means a member of a board or a committee who is a member of said body by virtue of some other office or position that s/he holds. Ex Officio Non-Voting members have no right to vote, be counted for quorum purposes, or attend executive sessions (unless invited).

“Governance Manual” means a compendium, approved by the Board of Trustees, of all or any portion of the Recording Academy’s rules or regulations relating to Members, Membership Classes, Trustees, Trustee Officers, Corporate Officers, Governors, Chapters, Chapter Boards, Chapter Officers, Branches and employees, and other corporate matters, concurrently or previously approved by the Board of Trustees.

“Governor” means either a Professional Member Governor or a Voting Member Governor, and **“Governors”** means all such persons, elected to such position pursuant to **Sections 4.3.2** and **4.3.3**, respectively.

“Major Matter” means (a) the merger, consolidation or dissolution of the Recording Academy; (b) dissolution of a Chapter or Branch; and (c) any other matter that, under applicable law, requires approval by a majority vote of all (as opposed to approval by a particular Membership Class) members of a nonstock corporation entitled to vote.

“Member” means an individual who is in good standing as a Recording Academy Member under these Bylaws and rules or regulations approved by the Board of Trustees.

“Membership” means membership in good standing of the Recording Academy under these Bylaws and any rules or regulations approved by the Board of Trustees.

“Membership Class” means each class of Members referenced as such in **Sections 4.3.1** through **4.3.5**.

“Notice” means, for the purposes of these Bylaws and any rules or regulations approved by the Board of Trustees that require notice to be given, other than for notice of meetings covered by **Section 5.6.2**, unless accompanied by the word “oral,” a delivery of the document or instrument in question: (a) in person; (b) by registered, express, or certified mail, postage prepaid, return receipt requested; (c) by a generally recognized courier or messenger service that confirms delivery to the address in question; or (d) by facsimile, e-mail, or other lawful means of electronic transmission. Such documents will be deemed

delivered when they are actually delivered or delivery is refused or fails (whether such failure is intentional, due to action by an agent, or due to electronic rejection if the notice was sent by facsimile, e-mail or other electronic transmission) at the addressee's address for notices.

"Plurality Vote" of any body means the number of votes for the candidate (or, if more than one person is to be elected for any particular office, the candidates) receiving the most number of votes of the applicable quorum requirement for the particular meeting or action.

"President" means the President of the Recording Academy, appointed pursuant to **Section 7.2.1**.

"Producers & Engineers Wing" is defined in Section **4.2.3**.

"Recording Academy" means National Academy of Recording Arts & Sciences, Inc., a Delaware corporation.

"Secretary/Treasurer" means the Secretary/Treasurer of the Board of Trustees elected pursuant to **Section 4.3.5**.

"Student Member" means a Student Member of the Recording Academy, admitted as such pursuant to the qualifications and requirements set forth herein or otherwise established from time to time by the Board of Trustees.

"Simple Quorum" or **"Quorum"** of any body or Membership Class, unless otherwise provided in the Certificate of Incorporation, Bylaws, or Governance Manual, means a majority of the total number of duly qualified members of such body or Membership Class in good standing under these Bylaws and the Recording Academy's rules or regulations entitled to vote on or consent with respect to the particular matter as of the record or other date for the determination of the persons eligible to vote on or consent with respect to the particular matter.

"Supermajority Quorum" of any body means not less than sixty-six point sixty-seven percent (66.67) of the total number of duly qualified members of such body or Membership Class in good standing under these Bylaws and the Recording Academy's rules or regulations entitled to vote on or consent with respect to the particular matter as of the record or other date for the determination of the persons eligible to vote on or consent with respect to the particular matter.

"Supermajority Vote" of any body means the affirmative vote or approval of not less than sixty-six point sixty-seven percent (66.67) of the applicable quorum requirement for the particular meeting or action.

"Trustee" means a Trustee of the Recording Academy, including persons (a) elected by Chapter or Branch Governors under **Section 4.3.4**, (b) elected as Trustee Officers under **Section 4.3.5**, and (c) serving as Alternate Trustees under **Section 6.15**.

"Trustee Membership Class" is defined in **Section 4.3.5**.

"Trustee Officer" means the Chair, the Vice Chair, the Chair Emeritus and the Secretary/Treasurer, elected pursuant to **Section 4.3.5**.

"Vice Chair" means the Vice Chair of the Board of Trustees elected pursuant to **Section 4.3.5**.

"Voting Member" means a Voting Member of the Recording Academy in good standing under these Bylaws, admitted as such pursuant to qualifications and requirements established from time to time by the Board of Trustees.

"Voting Member Governor" means a Governor elected by the Voting Members from such person's Chapter pursuant to **Section 4.3.2**.

“**Voting Member Membership Class**” is defined in **Section 4.3.1**

3. SEAL; OFFICES; DEPOSITORIES AND SIGNING AUTHORITY; AUDITS; INVESTMENTS; NOTICES AND WAIVERS; INSPECTORS OF ELECTIONS, OTHER VOTES; AND GOVERNANCE MANUAL

- 3.1 Seal.** The Board of Trustees may adopt a form of a seal for the Recording Academy, but no seal is required on any document that is otherwise duly executed on behalf of the Recording Academy to evidence that such document has been duly executed.
- 3.2 National Headquarters; Other Offices.** The national headquarters of the Recording Academy shall be in Los Angeles County unless the Board of Trustees determines otherwise.
- 3.3 Depositories; Signing Authority.** The President/CEO, Chief Financial Officer, and the Treasurer of the Recording Academy, are authorized to enter into deposit, fund transfer, brokerage, investment, treasury management, or deposit service agreements with any banking or financial institution on behalf of the Academy, and to designate who is authorized to withdraw funds, sign checks, pay expenses, initiate payment orders, or otherwise give instructions on behalf of the Academy with respect to its deposit and brokerage accounts. The Board of Trustees, through the Audit/Finance Committee, in consultation with the Chief Financial Officer, shall determine who is authorized on the Academy’s behalf to sign other contracts, material documents, or financial transactions.
- 3.4 Audits.** In accordance with policies and procedures adopted by the Board of Trustees or the Audit/Finance Committee, the financial transactions of the Recording Academy shall be audited not less often than annually by independent auditors, selected by the Audit/Finance Committee, and a full report of the audit and any accompanying management letter shall be furnished to the Audit/Finance Committee and the Board of Trustees on a timely basis.
- 3.5 Investments.** The Recording Academy has the authority to retain, in whole or in part, its assets in cash, property (real, personal or otherwise), stocks, bonds, or other securities, or assets as the Board of Trustees, acting directly or through duly appointed committees, consultants or advisors, may deem advisable. The President/CEO, Chief Financial Officer, and the Treasurer of the Recording Academy are authorized to engage in day-to-day financial activities, including the transfer of cash assets.
- 3.6 Notices and Waivers.**
- 3.6.1 Delivery Method.** All Notices, waivers and consents under the Certificate of Incorporation or these Bylaws must be in writing, or by electronic transmission, unless expressly permitted herein to be oral or in some other form, and delivered or evidenced as set forth herein.
- 3.6.2 Notice to the Recording Academy.** Any delivery or Notice to the Recording Academy must be made in writing to its national headquarters, Attention: Corporate Secretary, or to such other address as may be called for by the Board of Trustees, the Executive Committee or any other committee so designated by the Board of Trustees. Such Notice shall be deemed given when it is actually delivered or delivery is refused or fails (whether such failure is intentional, due to action by an agent, or due to electronic rejection if the notice was sent by facsimile, email or other electronic transmission) at the office of the Corporate Secretary.
- 3.7 Inspector(s).** The Board of Trustees shall, if required by law, and may, in its discretion, appoint an Inspector or Inspectors for any vote on any Recording Academy matter, including, but not limited to, votes by Trustees, Members, Membership Classes, Governors and Chapter Boards.

3.7.1 Mandatory Inspectors for Voting Awards and Trustee Officers. Notwithstanding the foregoing, the Board of Trustees or the Executive Committee or any other committee designated by the Board of Trustees shall appoint an independent (as determined by the Board of Trustees, the Executive Committee or any other committee so designated by the Board of Trustees) Inspector or Inspectors for votes for the GRAMMY® Awards and election of Trustee Officers. Such voting must be by ballot, which shall be kept secret and reviewed only by (a) the Inspector(s) and (b) counsel and staff personnel to the extent required and authorized by the Executive Committee or any other committee designated by the Board of Trustees.

3.7.2 Duties of Inspectors. Such Inspector(s) shall have the power and authority to (a) determine whether the persons voting are in fact persons who, according to the Recording Academy's records, the Certificate of Incorporation and these Bylaws, are entitled to vote or otherwise act on the matter at hand; (b) record the number of such persons represented and entitled to vote or act; (c) prepare, with advice from the Recording Academy's counsel, any form of ballot or consent used in connection with the voting or action; (d) oversee the voting and accept the votes, ballots or consents; (e) when the voting, balloting or consent process is completed, ascertain and record the number of votes, ballots or consents for, against, abstaining or being withheld with respect to each matter as to which a vote is taken or a consent is solicited; and (f) maintain or transfer custody of, or destroy, ballots or consents as directed by the Executive Committee or any other committee designated by the Board of Trustees.

3.7.3 Persons Permitted to Serve as Inspectors. An Inspector need not be a Member, and any officer, agent, attorney or other adviser of the Recording Academy may be an Inspector on any matter other than a vote on a proposal in which he or she has a conflict of interest as determined by the Board of Trustees or the Executive Committee or any other committee so designated by the Board of Trustees.

3.8 Governance Manual. The Board of Trustees may approve and revise the Governance Manual from time to time. If there is any inconsistency between rules, regulations or resolutions approved by the Board of Trustees and the contents of the Governance Manual, the most recent version of the Governance Manual approved by the Board of Trustees will control.

4. MEMBERSHIP

4.1 Members.

4.1.1 Member Types. There shall be the following types of Members, with the rights and duties of Membership as set forth in the Certificate of Incorporation and these Bylaws and the Governance Manual:

- (a) Voting Members;
- (b) Professional Members; and
- (c) Student Members.

4.1.2 Application for Membership; Acceptance in the Recording Academy's Discretion. A prospective Member's Application for Membership must be made to the Recording Academy in accordance with rules or regulations approved by the Board of Trustees. Such application must include, but is not limited to, satisfactory evidence that the person meets the conditions in **Section 4.2**, and a commitment to abide by the applicable provisions of the Certificate of Incorporation, these Bylaws, the Governance Manual and rules or regulations promulgated from time to time by the Board of Trustees. All applications are subject to approval and acceptance by the Recording Academy. Membership in the Recording Academy can be granted, withheld,

suspended, delayed or terminated by the Recording Academy if it determines that doing so is in the best interests of the Recording Academy, determined in its sole and absolute discretion.

4.1.3 Not Transferable. No Membership, or any interest therein, is directly or indirectly transferable, and any attempt to do so shall be void and grounds to terminate the Membership.

4.2 Conditions and Rights of Membership.

4.2.1 Conditions of Membership. In a manner consistent with the Certificate of Incorporation and these Bylaws, and (a) and (b) below, the Board of Trustees shall establish, and can modify from time to time, the conditions of admission of Members and of each Membership Class and the rights, duties, obligations and restrictions on Members and each Membership Class.

(a) **Commitment to Recording Academy Purposes.** By making an application for Membership and holding a Membership interest, a person is making a commitment to the Recording Academy to further the purposes of the Recording Academy and to abide by the Certificate of Incorporation, these Bylaws, and all rules or regulations approved by the Board of Trustees.

(b) **Recording Industry Participation.**

(i) Each Voting Member, at the time of application for Membership, must be an active participant in the recording industry in accordance with rules or regulations approved by the Board of Trustees.

(ii) Each Professional Member must have significant current activity related to the recording industry in accordance with rules or regulations approved by the Board of Trustees.

(iii) Each Student Member, at the time of application for Membership, must be enrolled as a full-time student in a college, university or technical school, and have an interest in working in the recording industry and must have professional or other interests that are aligned with the Recording Academy in accordance with rules or regulations approved by the Board of Trustees.

(c) **Dues.** Each Member must pay dues on a timely basis as required by rules or regulations approved by the Board of Trustees.

(d) **Reconfirmation of Eligibility for Membership.**

(i) Voting Members must requalify for Voting Membership every five (5) years or, as and when requested by the Recording Academy, provide substantiation of continued eligibility for Voting Membership, unless deemed requalified at the sole discretion of the Recording Academy.

(ii) Professional Members must requalify every five (5) years or, as and when requested by the Recording Academy, provide substantiation of continued eligibility for Professional Membership.

The Recording Academy determines, and accepts eligibility substantiation for Professional and/or Voting Membership at its sole discretion.

4.2.2 Chapter and Branch Affiliation. Each Member must affiliate with a Chapter or Branch that has a service area covering the Member's primary residence or geographic focus of business activity and shall be bound by and abide by such Chapter's or Branch's determinations, as made pursuant to policies and procedures approved by the Board of Trustees. If any qualified individual who seeks to join the Recording Academy does not reside or have a geographic focus of business activity within a Chapter or Branch service area, such a person shall affiliate with the Chapter or Branch geographically nearest to his or her residence or geographic focus of business activity. Members who change their residence or geographic focus of business activity may, subject to any of the Recording Academy's rules or regulations approved by the Board of Trustees, transfer affiliation to the Chapter or Branch of their new residence or geographic focus of business activity.

4.2.3 Producers & Engineers Wing. The Producers & Engineers Wing ("P&E Wing") is a group of current Voting Members who qualify for Recording Academy Membership in the Producers and/or Engineers membership categories. Any Member who qualifies in the Producers or Engineers categories is automatically a member of the P&E Wing. The P&E Wing advises the Recording Academy on issues of importance to producers and engineers (among others), provides service and educational resources to its member, and promotes the interests of its members within the Recording Academy and where appropriate, more widely to the music industry and the general public.

4.2.4 Resignation. A Member may resign from the Recording Academy by delivering to the Recording Academy his or her written Notice of resignation. A Member who has resigned while in good standing may be reinstated if permitted by, and in accordance with, the Recording Academy's rules or regulations approved by the Board of Trustees.

4.2.5 Termination and Suspension of Membership for Improper Conduct

- (a) The Board of Trustees may terminate, or suspend for a defined period, membership for any past, present, or threatened "Improper Conduct" by a Member. Improper Conduct shall include, but not be limited to, conduct by a Member which the Board of Trustees determines, in its sole discretion: (i) may be harmful to the welfare, standing, reputation, or best interests of the Recording Academy, its staff and/or other Members; (ii) violates any rule, regulation, or policy of the Recording Academy; or (iii) is or may be disruptive to the operation or mission of the Recording Academy.
- (b) Before membership is terminated, or suspended for a defined period, for Improper Conduct, the Board of Trustees shall provide the Member written notice and an opportunity to be heard on the matter by the Executive Committee of the Board of Trustees, which shall report its recommendation to the Board of Trustees. If the Member elects to resign as a result of any suspension, the Member shall be entitled to a refund of the current year's dues.
- (c) The Executive Committee of the Board of Trustees may temporarily suspend membership for any present or threatened Improper Conduct by a Member which, in its sole discretion, warrants immediate action before the Board of Trustees may act on the matter in the ordinary course.
- (d) A Member whose membership has been terminated or suspended shall have no rights, benefits, attributes or privileges of membership, including, without limitation, voting as a Member, serving as a Member of any Recording Academy body, serving as a Member of a Chapter Board, serving as a Trustee, a Trustee Officer, or as any other Elected Leader, or attending or participating in any local, national, or Chapter meetings or events scheduled, organized by or affiliated with the Recording Academy.

- (e) The Recording Academy (and its officers, Trustees, employees, and advisors) shall have no liability for any action taken with regard to termination and/or suspension of membership. No Member shall have any claim against the Recording Academy or any officer, Trustee, employee, or advisor thereof for any legal or equitable remedy with regard to termination and/or suspension of membership.

4.2.6 Life Membership. The Board of Trustees may designate any Voting Member or Professional Member a Life Voting Member or Life Professional Member, on such terms as may be applied by the Board of Trustees. Such designation may be removed by the Board of Trustees, with or without Cause, either generally or with respect to particular individuals.

4.3 Designation of Membership Classes and their Respective Voting Rights and Privileges. Members as such have only the voting and other rights set forth in this **Section 4.3**, or otherwise expressly set forth in the Certificate of Incorporation or these Bylaws, or provided by applicable law, and no others. Each Membership Class referenced in **Sections 4.3.1** through **4.3.5** shall take the relevant action as a separate class of Members. Nothing in this **Section 4.3** shall prohibit any Member or groups of Members referred to from taking other permitted or required actions in capacities other than as a Membership Class. The Board of Trustees shall establish the administrative and procedural rules and regulations, consistent with the Certificate of Incorporation, these Bylaws and applicable law for all meetings, elections, votes, nominations and related administrative and procedural matters.

4.3.1 All Voting Members. All Voting Members shall constitute a separate Membership Class (the "Voting Member Membership Class") and, as such, shall:

- (a) select the GRAMMY Award recipients pursuant to nomination and voting procedures approved from time to time by the Board of Trustees;
- (b) vote to amend the Certificate of Incorporation pursuant to **Section 12.2**; and
- (c) have the right to propose amendments to these Bylaws or the Certificate of Incorporation pursuant to **Section 12.3**.

4.3.2 Voting Members from Each Chapter. The Voting Members from each Chapter shall constitute a separate Membership Class (the "Chapter Voting Member Membership Class") at the time and, as such, shall elect the Voting Member Governors from such Chapter by a Plurality Vote of qualified returned ballots equal to not less than ten (10) percent of the total number of Members of such Membership Class.

4.3.3 Voting Members and Professional Members From Each Chapter. The Voting Members and Professional Members from each Chapter at the time shall constitute a separate Membership Class (the "Chapter Voting Member and Professional Member Membership Class") and, as such, shall elect the Professional Member Governors from such Chapter by a Plurality Vote of qualified return ballots equal to not less than ten (10) percent of the total number of Members of such Membership Class.

4.3.4 Trustee Elections. The Members from each Chapter who at the time are Voting Member Governors, Professional Member Governors, Chapter Officers and Trustees shall constitute a separate Membership Class (the "Chapter Board Membership Class"). The Chapter Board Membership Class shall elect, by a Plurality Vote of a Majority of the Chapter Board Membership Class eligible to vote: (a) the Trustees to be elected by such Chapter; and (b) the Chapter Officers of such Chapter. The Voting Member and Professional Member Membership Class shall elect, by a Plurality Vote of a Majority of the Voting Member and Professional Member Membership Class eligible to vote, the Trustees to be elected by the Voting Member and Professional Member Membership Class. All Trustees shall have the same roles and

responsibilities, regardless of whether they are elected by the Chapter Board Membership Class or the Voting and Professional Member Membership Classes.

4.3.5 Trustees. The Members who at the time are Trustees shall constitute a separate Membership Class (the "Trustee Membership Class"). During the period a person is in office as a Trustee Officer, such person will also be a Trustee. The Trustee Membership Class shall (a) elect the Trustee Officers by a Majority Vote of a Simple Quorum. If there is a tie, there shall be runoff elections until a single candidate receives a majority vote of a Simple Quorum; (b) have the power, by a Supermajority Vote of a Supermajority Quorum, (i) to remove any Trustee from office under **Section 6.9**, (ii) to remove any Trustee Officer from office under **Section 7.1.3**, and (iii) to remove any Governor from office under **Section 9.4.6**; (c) have the power to ratify the committee nominations under **Section 6.14**; and (d) have the power to approve, adopt, vote on, consent with respect to, or ratify such matters or actions that the Chair or the Executive Committee decides to submit to the Trustee Membership Class for such action.

5. MEMBERSHIP MEETINGS AND ACTIONS

- 5.1 Meetings.** Each Membership Class designated in **Sections 4.3.1** through **4.3.5** shall hold meetings, if any, on such dates and at such times as are designated by the Board of Trustees or pursuant to these Bylaws. Only the actions for such Membership Class set forth in **Section 4.3**, and procedural matters incidental thereto, can be taken at any such meeting.
- 5.2 Special Meetings.** A special meeting of any Membership Class may be called for any lawful purpose designated for such Membership Class in **Section 4.3** at any time by the Board of Trustees, the Chair or not less than twenty (20) percent of the Members of the applicable Membership Class.
- 5.3 Written Consent of Membership Class.** Any action that can or must be taken at any meeting of a Membership Class may be taken instead by written consent without a meeting and without prior notice, if the written consent (a) sets forth the action so taken, and (b) is signed by Members of that class representing at least the minimum number of votes that would be necessary to take such action at a meeting at which all eligible Members of that Membership Class voted. Prompt notice of any such action by less than unanimous written consent shall be given to non-consenting members of the Membership Class as required by Section 228(e) of the Delaware General Corporation Law.
- 5.4 Quorum.** Except as otherwise required by applicable law, the Certificate of Incorporation or these Bylaws, at each meeting of a Membership Class the presence of a Simple Quorum shall constitute a quorum for the transaction of business unless the matter to be voted on is a Major Matter, in which case a Supermajority Quorum will be required. Once it is determined that a quorum exists at a meeting, it shall be deemed to continue to exist until adjournment, unless any Member requests that the chair of the meeting confirm the continued existence of a quorum, in which case the chair shall do so. The chair of the meeting may declare a recess (of a duration in the chair's sole discretion) prior to conducting a count to determine that a quorum continues to exist. If it is determined that a quorum continues to exist, the meeting shall continue. If it is determined that a quorum no longer exists, the meeting shall be adjourned.
- 5.5 Vote Required.** Except as otherwise required by applicable law, the Certificate of Incorporation or these Bylaws, at each meeting of a Membership Class the affirmative vote of a majority of the total votes cast shall be required for approval of any matter voted on unless: (a) under these Bylaws a Plurality Vote is specified as the required vote; (b) the matter is a Major Matter, in which case a Supermajority Vote of the total votes cast shall be required; or (c) if approval of a specified percentage or level of all Members of the Membership Class is required by these Bylaws or applicable law, that percentage or level must be met.

5.6 Notice of Meetings of Membership Classes.

5.6.1 Minimum and Maximum Notice. Except as otherwise provided by applicable law, the Certificate of Incorporation, or these Bylaws, notice of each regular or special meeting of a Membership Class must be given to each member entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the day on which the meeting is held.

5.6.2 Notice of Meetings. Notwithstanding the definition of Notice in **Section 2**, delivery of ballots, proxies, notices of meetings, and other general communications by the Recording Academy to the following groups, classes or categories will be deemed sufficiently made if the materials are either (a) deposited in the United States mail, first class, with appropriate postage affixed and addressed to the intended recipient at such person's last address appearing on the records of the Recording Academy kept for that purpose or (b) sent by electronic transmission to the intended recipient at such person's last electronic transmission address appearing on the records of the Recording Academy kept for that purpose. The groups, classes or categories included are Members, Membership Classes, Trustees, Alternate Trustees, Voting Members, Professional Members, Governors, Chapter Boards, and members of committees or subcommittees of the Board of Trustees. Return ballots, proxies, and other communications required or contemplated by such mailed or transmitted documents can be delivered by mail or otherwise transmitted in accordance with these Bylaws, but will not be deemed delivered unless and until they are actually delivered, or delivery is refused or fails (whether such failure is intentional, due to action, by an agent, or due to electronic rejection if the notice was sent by facsimile, email or other electronic transmission) at the Recording Academy's national headquarters or other location called for by the original mailing or transmission.

5.6.3 Contents of Notice. Every notice of a meeting must state the place, if any, date, time and purpose or purposes for which the meeting is called.

5.6.4 Waiver of Notice. Notice of any meeting does not have to be given to any person entitled to notice who attends such meeting in person, and does not object at the beginning of the meeting to the transaction of business because the meeting was not properly called or convened, or who waives such notice in writing or by electronic transmission, either before or after such meeting.

5.6.5 Adjournment of Meetings. When a meeting is adjourned to another time or place, it is not necessary to give any notice of the adjourned meeting to any persons (other than those who were in attendance at some part of the meeting but not in attendance when the adjournment was announced) if the time and place to which the meeting is adjourned are announced at the meeting, unless the adjournment is for more than thirty (30) days. Notwithstanding any other provision of the Certificate of Incorporation, these Bylaws, the Recording Academy's rules or regulations or applicable law to the contrary, any notice required by the foregoing sentence to be given to those who were in attendance at some part of the meeting may be given by telephone, voice or electronic transmission to those entitled to such notice, not fewer than three (3) hours prior to the time of the adjourned meeting.

5.7 Remote Participation in Meetings of a Membership Class. If authorized by the Board of Trustees, Members entitled to attend any meeting of a Membership Class can participate in the meeting by means of conference telephone or other communications equipment to the extent permitted under applicable law.

5.8 Proxies by Members of Classes.

- (a) **Proxies Not Permitted.** Except to the limited extent set forth in clause (b) below, a Member of a Membership Class cannot appoint another person as the Member's proxy or agent to attend a meeting, sign a written consent or take other actions on behalf of, or in the place of, the Member, and the Recording Academy and any Inspector acting under

Section 3.7 shall not be required to permit any such person to act on behalf of, or in the place of, the Member.

- (b) **Limited Exception.** In connection with voting procedures at meetings of Members of Membership Classes, or in connection with obtaining written consents or ballots from Members of Membership Classes, from time to time the Recording Academy will prepare and distribute documents setting forth voting instructions, forms of ballots, written consents, and other related documents ("**Voting Documents**"). The Voting Documents may name a person or persons selected by the Board of Trustees, the Executive Committee or the Planning/Governance Committee to act as a Member's proxy and agent for the limited purpose of actually casting votes, signing written consents or ballots, or otherwise acting on behalf of the Member in connection with the specific matter. Accordingly, notwithstanding clause (a) above, by returning Voting Documents in the manner referred to below, a Member will be deemed to have appointed and authorized the person or persons specified in the Voting Documents to take such action on behalf of the Member as the Member's proxy and agent. The Voting Documents shall not give discretionary authority to such person or persons to act on the Member's behalf other than as set forth in the Voting Documents. Such appointment and authorization will be deemed given when the Member returns as instructed either (a) a duly executed document in the form prescribed in the Voting Documents (or an envelope that is duly executed on the outside by the person and includes the prescribed form inside), or (b) if authorized by the Voting Documents, a ballot by electronic transmission. Any ballot by electronic transmission must set forth or be submitted with information from which the Inspector(s) can readily determine that the electronic transmission was authorized by the person entitled to vote or consent.

6. BOARD OF TRUSTEES

- 6.1 **Board of Trustees' Powers.** Subject to the limitations of the Certificate of Incorporation, these Bylaws and applicable law, the powers of the Recording Academy shall be exercised, its property controlled and its affairs conducted by or under the direction of the Board of Trustees as its governing body. Without limiting such general powers, but subject to the same limitations, the Board of Trustees has the power (which, subject to the same limitations, can be delegated in whole or in part to any duly-constituted committee of Board of Trustees, management, staff or any other person or persons that the Board of Trustees deems appropriate) to:
- (a) take actions to advance the purposes of the Recording Academy and protect and enhance its assets, and, in connection therewith, conduct, manage and control the affairs and business of the Recording Academy and to make rules or regulations for the affairs and business of the Recording Academy that are not inconsistent with applicable law, the Certificate of Incorporation or these Bylaws, as they may deem best;
 - (b) select and remove officers, agents and employees of the Recording Academy, prescribe powers and duties for them that are not inconsistent with applicable law, the Certificate of Incorporation or these Bylaws, fix their compensation, and require from them security for faithful service;
 - (c) collect all revenues and make all disbursements for the Recording Academy;
 - (d) cause the Recording Academy to borrow money and incur indebtedness for the purposes of the Recording Academy, and cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of indebtedness and security;

- (e) define the Membership structure and organization of the Recording Academy, which shall include, but is not limited to, the power to establish, combine and eliminate, from time to time, Chapters and Branches, and designate the main service area of each Chapter and Branch; and
 - (f) amend the Bylaws and the Certificate of Incorporation, as provided in **Sections 12.1** and **12.2**, respectively.
- 6.2 Composition.** The Board of Trustees shall be comprised of the Trustees elected pursuant to **Section 4.3.4**, the Trustee Officers elected pursuant to **Section 4.3.5**, and, while serving as such under **Section 6.15**, Alternate Trustees, and their duly elected or appointed successors.
- 6.3 Number of Trustees from each Chapter.** The Board of Trustees shall determine (specifically or by approval of a formula) the number of Trustees to be elected by the Chapter Board Membership Class and the number of Trustees to be elected by the Voting Member and Professional Member Membership Class. There shall be no fewer than two (2) Trustees elected from each Chapter.
- 6.4 Trustee Eligibility and Criteria for Serving.** No person shall be eligible to serve as a Trustee unless he or she is a Voting Member who has served, in the aggregate, no fewer than two (2) years as a National Officer and/or member of a Chapter Board during the five (5)-year period before assuming office as a Trustee. For elections for the position of Trustee for a term commencing on or after June 1, 2007, service during the five (5) year period prior to March 1, 2006 as a Chair, Vice Chair, Chair Emeritus, Secretary/Treasurer, Trustee, Chapter Officer and/or Governor shall count toward the two (2) year requirement set forth in the immediately preceding sentence. No individual can serve as a Chapter Officer while serving as a Trustee, but any person duly qualified and elected may serve simultaneously as a Voting Member Governor and as a Trustee. To be qualified to be elected as a Trustee, a Member's primary professional activity must be, at the time of election and while serving, in the music or recording field.
- 6.5 Nomination.** Individuals shall be nominated to serve as Trustees pursuant to procedures established by rules or regulations approved by the Board of Trustees.
- 6.6 Volunteer Service; No Compensation.** A Trustee shall not receive any salary or compensation for services as a Trustee, but shall be provided reimbursement or advancement of reasonable expenses incurred in connection therewith, in accordance with rules or regulations approved by the Board of Trustees.
- 6.7 Trustee Terms and Election.**
- (a) **Term.** Subject to the other provisions of these Bylaws, Trustees shall serve for a term commencing on June 1 immediately following the regularly scheduled Trustee elections, and ending on the latter of (a) two (2) years from the beginning of the term or (b) until such Trustee's successor has been duly elected and qualified; provided, however, in any case where a Trustee does not remain in office for the full term, the successor of said Trustee shall serve for the remainder of such term. In the case of staggered terms established under **Section 6.7(g)**, the duration of the term shall be one (1) year commencing on June 1 immediately following the regularly scheduled Trustee elections, and ending on the latter of (a) one (1) year from the beginning of the term or (b) until such Trustees successor has been duly elected and qualified. Notwithstanding the foregoing, the term of office of a person becoming a Trustee by virtue of having been elected as a Trustee Officer shall be for the period such person is serving as a Trustee Officer.
 - (b) **End of Term of Office.** The term of office of a Trustee (and any Trustee elected to fill a vacancy) shall automatically end upon the earlier of (a) the end of the term for which such

person was elected; (b) such person's death, resignation, or removal; (c) the suspension, cancellation, loss or withdrawal of such person's Membership; or (d) such person otherwise failing to continue to be eligible to serve as a Trustee.

- (c) **Limit on Successive Terms.** No Trustee shall be elected to hold office for more than two (2) successive full two (2) year terms. If any Trustee has been elected to two (2) successive full two (2) year terms, such Trustee shall not serve as a Trustee for at least one (1) year following the scheduled end of the second successive two (2) year term regardless whether the Trustee serves out the full term. If a person becomes a Trustee by filling a vacancy under **Section 6.10**, such person will, for the purposes of this **Section 6.7(c)**, not be deemed to have held office as a Trustee for a full term unless the person serves more than one-half of the original term. For purposes of this Section, service as a Trustee Officer shall not be deemed to be service as a Trustee.
 - (d) **Timing of Election.** Each Chapter shall elect its quota of Trustees in accordance with a schedule and procedures adopted by the Board of Trustees.
 - (e) **Standard Procedures.** The Board of Trustees shall establish standard procedures, applicable to all Chapters, for nomination and election of Trustees.
 - (f) **Staggered Terms.** In accordance with rules or regulations approved by the Board of Trustees, the Trustees elected from each Chapter under **Section 4.3.4** shall be divided into two (2) classes, as nearly equal in number as practicable, for the purpose of staggering such Trustees' terms of office.
- 6.8 Resignation.** Any Trustee may resign effective upon giving Notice to the Chair (and, if such Trustee was elected by a Chapter, the President of the Chapter) or such later date specified in the Notice.
- 6.9 Trustee Removal.** Any Trustee may, pursuant to the procedures set forth in the definition of Member-Initiated Removal Process as set forth in **Section 11**, be removed with Cause by (a) a Supermajority Vote of the Trustee Membership Class (excluding the person whose removal is at issue) or (b) by a Supermajority Vote of the Chapter Board Membership Class for the Chapter that elected such Trustee, or of which such Trustee was a member at the time of said Trustee's election by the Voting Member and Professional Member Membership Class (excluding the person whose removal is at issue.)
- 6.10 Vacancies.** A vacancy or vacancies shall be deemed to exist if (a) a Trustee's term of office ends; or (b) the authorized number of Trustees is increased. A Trustee vacancy, other than in the case of a Trustee Officer, shall be filled pursuant to an election in accordance with **Section 4.3.4**. Subject to **Section 6.7(b)**, each Trustee, other than in the case of a Trustee Officer, so elected to fill a vacancy shall hold office until the expiration of the term of the Trustee creating the vacancy. No reduction of the authorized number of Trustees shall have the effect of removing any Trustee before the expiration of the Trustee's term of office.
- 6.11 Board of Trustees Meetings.**
- 6.11.1 Regular Meetings.** The Board of Trustees shall hold scheduled meetings at least twice a year on such dates and at such times as may be fixed by the Board of Trustees from time to time.
 - 6.11.2 Other Scheduled Meetings.** Other scheduled meetings of the Board of Trustees shall be held on such dates and at such times as may be fixed by the Board of Trustees from time to time.

6.11.3 Special Meetings. Special meetings of the Board of Trustees may be called for any purpose or purposes (including to amend the Bylaws or the Certificate of Incorporation pursuant to **Section 12.3**) at any time by (a) the Chair (or if he or she is absent or unable or refuses to act for any reason, the Vice Chair); or (b) not less than twenty (25) percent of the Board of Trustees.

6.11.4 Minimum Notice. Notice of any meeting of the Board of Trustees shall be given to each member of the Board of Trustees at least ten (10) days before the date of the meeting, unless the Board of Trustees, by rule or resolution, otherwise provides.

6.11.5 Place of Meetings. Meetings of the Board of Trustees shall be held at any place determined by the Board of Trustees. In the absence of such designation, meetings shall be held at a place determined by the Executive Committee.

6.11.6 Adjournment of Meetings. When a meeting is adjourned to another time or place, it is not necessary to give any notice of the adjourned meeting to any persons (other than those who were in attendance at some part of the meeting) if the time and place to which the meeting is adjourned are announced at the meeting, unless the adjournment is for more than thirty (30) days. Notwithstanding any other provision of the Certificate of Incorporation, these Bylaws or applicable law to the contrary, any notice required by the parentheses in the foregoing sentence may be given by telephone, voice or electronic transmission to those entitled to such notice, not fewer than three (3) hours prior to the time of the adjourned meeting.

6.11.7 Remote Participation in Special Meetings of the Board of Trustees. Upon approval by the Board of Trustees, any member of the Board of Trustees may attend special meetings of the Board of Trustees called under **Section 6.11.3** by means of conference telephone or other communications equipment or technology to the extent permitted under applicable law. Attendance in such a way will be considered attendance in person at the meeting. No such participation will be permitted for meetings scheduled under **Sections 6.11.1** or **6.11.2**.

6.11.8 Waiver of Notice. Notice of a meeting need not be given to any member of the Board of Trustees who (a) signs a waiver of notice, a written consent to holding the meeting and a waiver of notice, or an approval of the minutes thereof with a waiver of notice; (b) waives notice by electronic transmission, whether before or after the meeting; or (c) attends the meeting without objecting, at its commencement, to the transaction of any lawful business because the meeting is not lawfully called or convened. All such waivers, consents, approvals, and electronic transmissions shall be filed with the corporate records or made a part of the minutes of the meeting.

6.11.9 Executive Sessions of Board of Trustees and Trustee-only Committees. The Board of Trustees and each of its committees composed solely of Trustees shall hold executive sessions, attended solely by voting members thereof and other invited participants, at each meeting.

6.12 Action by the Board of Trustees.

6.12.1 Quorum. Except as otherwise required by applicable law, the Certificate of Incorporation, or these Bylaws, at each meeting of the Board of Trustees, the presence of a Simple Quorum shall constitute a quorum for the transaction of business unless the matter to be voted on is a Major Matter, in which case a Supermajority Quorum will be required. Once it is determined that a quorum exists at a meeting, it shall be deemed to continue to exist until adjournment, unless any Member requests that the chair of the meeting confirm the continued existence of a quorum, in which case the chair shall do so. The chair of the meeting may declare a recess (of a duration in the chair's sole discretion) prior to conducting a count to determine whether a quorum continues to exist. If it is determined that a quorum continues to exist, the meeting shall continue. If it is determined that a quorum no longer exists, the meeting shall be adjourned.

6.12.2 Vote Required. Except as otherwise required by applicable law, the Certificate of Incorporation or these Bylaws, at each meeting of the Board of Trustees the affirmative vote of a majority of the total votes cast shall be required for approval of any matter voted on unless: (a) under these Bylaws a Plurality Vote is specified as the required vote; (b) the matter is a Major Matter, in which case a Supermajority Vote of the total votes cast shall be required; or (c) if approval of a specified percentage or level of all Members of the Board of Trustees is required by these Bylaws or applicable law, that percentage or level must be met.

6.12.3 Voting by Proxies Not Permitted. Members of the Board of Trustees are not permitted to vote or consent by proxy or to appoint an agent to do so.

6.12.4 Action Permitted by Written Consent. Unless otherwise provided by these Bylaws, including but not limited to clause (b) below, (i) any action required or permitted to be taken at any meeting of the Board of Trustees by a majority of the Board of Trustees may be taken without a meeting if a Super Majority of the Board of Trustees consents thereto in writing or by electronic means, and (ii) any action required or permitted to be taken at a meeting of the Board of Trustees by a Super Majority Vote may be taken by written consent without a meeting if all members of the Board of Trustees consent thereto in writing or by electronic transmission.

(a) Actions Not Permitted by Written Consent. Notwithstanding clause (a), no action by written consent without a meeting can be taken with respect to the election or removal of Trustees or Trustee Officers or to approve the annual budget of the Recording Academy.

(b) Filing. The written consents or printed copies of the applicable electronic transmissions shall be filed with the minutes of the Board of Trustees.

(c) Notice of Actions Taken. All members of the Board of Trustees shall be notified promptly of the approval of any action taken by written consent without a meeting under this **Section 6.12.4.**

6.13 Minutes and Reports. The Board of Trustees shall keep written minutes reflecting all business conducted by the Board of Trustees, which shall include, at a minimum, meeting attendance, a fair and accurate brief summary of all actions taken, and the results of all votes or written consents.

6.14 National Committees.

6.14.1 In General. The Board of Trustees shall have the authority to elect or appoint such committees and subcommittees as may be necessary or desirable to effectuate the purposes of the Recording Academy. Subject to the following provisions, the members of all such committees and subcommittees shall serve at the pleasure of the Board of Trustees. The Committees are identified in **Section 6.14.7.**

6.14.2 Charter; Limits on Committees with Members who are not Trustees. The powers and duties of each committee will be set forth in a charter approved by a majority of all members of the Board of Trustees. A committee composed of some or all members who are not Trustees cannot be delegated the authority to act on behalf of, or with the power of, the Board of Trustees.

6.14.3 Committees Comprised Solely of Trustees. Among the types of committees that may be designated by the Board of Trustees shall be committees comprised solely of Trustees. Subject to applicable law, the Certificate of Incorporation, the Bylaws, rules or regulations approved by the Board of Trustees and its charter, any such committee can have and exercise all the powers and authority of the Board of Trustees.

6.14.4 Chair Member of Committees. The Chair shall be a member of each Standing Committee specified in this **Section 6.14** and shall be an Ex Officio Non-Voting member of each other committee appointed by the Board of Trustees.

6.14.5 Prohibited Activities. No committee or subcommittee shall have the power or authority to approve or adopt any matter or take any action (a) as to which a specific vote is required by another body under applicable law, the Certificate of Incorporation, or these Bylaws, or such committee's charter; (b) as to which authority has been delegated to another committee or subcommittee; or (c) that is a Major Matter or a matter requiring a vote under the Certificate of Incorporation or these Bylaws greater than a majority of a Simple Quorum.

6.14.6 Term of Committee Membership; Removal of Committee Members. Unless the charter of, or a resolution of the Board of Trustees relating to, a particular committee otherwise provides, committee or subcommittee members will serve terms commencing on the date of their election or appointment and ending on the earlier of (a) the election of such person's successor or ratification of the members of the successive Committee; (b) loss of his or her eligibility to serve in such position under rules or regulations approved by the Board of Trustees or otherwise; (c) such person's death, resignation, or removal from office; or (d) the suspension, cancellation, loss or withdrawal of such person's Membership; provided, however, that Trustee Officers who are members of committees by virtue of their elections as Trustee Officers shall serve a term coincident with their term as Trustee Officer.

Notwithstanding the foregoing (other than those Trustee Officers or Chapter Presidents whose committee membership derives from having been elected as a Trustee Officer or Chapter President), any committee member can be removed as such by the Executive Committee for Cause, or if it is determined that continued service by this member is not in the best interests of the Recording Academy. In the case of a member of the Planning & Governance Committee, the Executive Committee shall make its decision with respect to removal after consultation with the Chapter Trustees of the Chapter that nominated the member in question. For purposes of this section, "Cause" as defined in Section 2 of these Bylaws shall be read to apply to committee members regardless whether they are Elected Leaders, and without reference to Section 11.

6.14.7 National Standing Committees.

- (a) Advocacy Committee
- (b) Audit/Finance Committee
- (c) Awards and Nominations Committee

- (d) Executive Committee
- (e) Membership Committee
- (f) Planning/Governance Committee
- (g) GRAMMY Awards Television Committee
- (h) Recording Academy Specials Television Committee

The composition and governance of the National Committees shall be determined in accordance with their respective committee charters approved by the Board of Trustees. Any change to the charter(s) of the National Committee(s) requires a Supermajority Vote of the Board of Trustees.

6.14.8 Minutes and Reports. All committees and subcommittees composed solely of Trustees shall keep written minutes reflecting the business conducted, which shall include, at a minimum, meeting attendance, a fair and accurate brief summary of all actions taken, and the results of all votes or written consents. The keeping of these minutes shall be overseen by the Secretary/Treasurer. The chair of each committee shall regularly furnish a signed copy of such minutes to the Secretary/Treasurer. Reports on each committee's activities shall be provided regularly or on request by the applicable committee chair or such person's designee to the Board of Trustees.

6.15 Alternate Trustees. The Chapter President from each Chapter shall, while in office, serve as such Chapter's Alternate Trustee. The function of an Alternate Trustee is to serve in the capacity of an elected Trustee only under the following circumstances:

- (a) In the case of a temporary absence of an elected Trustee rendering such Trustee unable to attend a meeting of the Board of Trustees or to give or withhold consent under **Section 6.12.3(a)**, the Chapter President shall serve as the Trustee, with full power to act, in the place and stead of such elected Trustee solely for the limited period of such temporary absence. The Chapter Secretary shall give prompt written notice to the Chair of the Recording Academy of the commencement and conclusion of the temporary absence.
- (b) In the case of a Permanent Vacancy of a Trustee position, the Chapter President shall serve as the Trustee, with full power to act, until the election by the Chapter Board Membership Class to fill such vacancy. A Permanent Vacancy shall be deemed to occur upon the following: the death of a Trustee; the ineligibility of a Trustee to continue to serve in that capacity; the removal of a Trustee pursuant to these Bylaws; or, the resignation of a Trustee. A vacancy under **Section 6.10** shall not be deemed to be a Permanent Vacancy hereunder.
- (c) A special election to fill a Permanent Vacancy shall be conducted by the Chapter Board Membership Class pursuant to **Section 4.3.4** hereof no later than forty-five (45) days after the commencement of such vacancy.

7. TRUSTEE OFFICERS AND CORPORATE OFFICERS

The officers of the Recording Academy shall include the Trustee Officers and the Corporate Officers. The Board of Trustees may also designate other officers of the Recording Academy, with such powers and duties as established by the Board of Trustees consistent with the Certificate of Incorporation, these Bylaws and rules or regulations approved by the Board of Trustees.

7.1 Trustee Officers; Election as Trustees. Each Trustee Officer shall have such powers and perform such duties as set forth in these Bylaws, rules or regulations approved by the Board of Trustees and as otherwise determined by the Board of Trustees from time to time. The Trustee Officers shall be deemed elected as Trustees, and shall serve as members of the Board of

Trustees during their terms in such offices. Any person who is a Trustee elected by the Governors from his or her Chapter, upon becoming a member of the Board of Trustees by virtue of being elected as a Trustee Officer, will no longer be a Trustee elected by a Chapter and that vacancy can be filled in accordance with these Bylaws and rules or regulations approved by the Board of Trustees.

7.1.1 Eligibility. Each Trustee Officer must at all times in office be a Voting Member, and (except in the case of Chair Emeritus) before assuming office must have served no fewer than two years as a Trustee during the five (5)-year period before assuming office as a Trustee Officer. Prospected Trustee Officer must also have attended a majority of the Board of Trustee meetings held during their Trustee tenure. In addition:

- (a) **Only one (1) office can be held at a time.** No individual may simultaneously hold two (2) or more of the offices of Chair, Vice Chair, Chair Emeritus or Secretary/Treasurer.
- (b) **Prior Service by Chair Emeritus.** The immediate past Chair is the sole candidate eligible to serve as Chair Emeritus to the extent willing to serve and elected by the Trustees. To the extent that the immediate past Chair declines to serve as Chair Emeritus, or is not elected to serve as Chair Emeritus by the Trustees, the penultimate past Chair shall be eligible to serve as Chair Emeritus. To the extent that the penultimate past Chair fails to run for the office of Chair Emeritus or is not elected to serve by the Trustees, the then-current Chair Emeritus shall be eligible for election to continue to serve as Chair Emeritus. To the extent that the then-current Chair Emeritus fails to run for the office of Chair Emeritus or is not elected to serve by the Trustees, there will be no Chair Emeritus for the following two- year period. If an eligible candidate runs for the office of Chair Emeritus, but is not elected to serve by the Trustees, said candidate is ineligible to run for Chair Emeritus in future elections unless said candidate subsequently runs for the office of Chair and is elected.
- (c) **Term of Office.** The term of office of a previously elected or newly elected Trustee Officer will be two (2) years, from the June 1 immediately after the person's election through the second May 31 after that date (or until such person's successor is duly elected). The term of office of a Trustee Officer filling a vacancy will be for the remainder of the term of the vacant office. Any person holding office as a Trustee Officer is eligible to serve one additional two (2) year term of service, after which he or she shall be ineligible to serve in the same office for a period of two (2) years; provided, however, that if a Trustee Officer has become such by filling a vacancy, such person will, for purposes of this **Section 7.1.2**, not be deemed to have held office for a full term unless the person serves more than one-half of the original term, and provided further that there is no term limit applicable to the position of Chair Emeritus. The term of office of each Trustee Officer shall terminate upon the earlier of (a) the end of the term for which such person was elected; (b) such person's death, resignation, or removal as a Trustee Officer; (c) the suspension, cancellation, loss or withdrawal of such person's Membership; or (d) such person otherwise failing to continue to be eligible to serve as a Trustee Officer.

7.1.2 Removal. Trustee Officers may, pursuant to the procedures set forth in the definition of Member-Initiated Removal Process, be removed with Cause by a Supermajority Vote of the Trustee Membership Class (excluding the person whose removal is at issue) pursuant to **Section 4.3.5**.

7.1.3 Resignation; Vacancies.

(a) **Resignation.** Any Trustee Officer may resign at any time by giving notice to the Chair (or in the case of the resignation of the Chair, to the Vice Chair). The acceptance of the resignation, unless required by its terms, shall not be necessary to make the

resignation effective. If the resignation is effective at a future time, a successor may be elected by the Board of Trustees before such time to take effect when the resignation becomes effective. A notice which fails to specify an effective date shall be effective immediately upon receipt.

(b) Vacancies. (i) A permanent vacancy in the office of a Trustee Officer shall exist upon (A) the effective date of a resignation; (B) the death or permanent disability of a Trustee Officer (i.e., the Trustee Officer is under a physical or mental disability which renders the full performance of the Trustee Officer's duties for the balance of his or her term impractical or impossible. Any dispute as to whether a Trustee Officer is permanently disabled shall be resolved by a majority of the Executive Committee); (C) the removal of a Trustee Officer; or (D) such person otherwise fails to continue to be eligible to serve as a Trustee Officer. A permanent vacancy in the office of Vice Chair shall also exist upon the Vice Chair's permanent succession to the position of Chair as provided in **Section 7.1.6**. Except in the case of the office of Chair, when a permanent vacancy exists in the office of a Trustee Officer, the Board of Trustees shall promptly elect a successor. (ii) A temporary vacancy in the office of a Trustee Officer shall exist when a Trustee Officer is temporarily unable to perform substantially all of his or her duties due to illness, injury or temporary absence. Except in the case of the Chair, upon such a temporary vacancy occurring or about to occur, if in the opinion of the Executive Committee said Trustee Officer's Absence would likely inhibit the ongoing work of the Recording Academy, the Executive Committee shall promptly elect, by majority vote, a temporary replacement to serve for the period of such temporary vacancy. The replacement Trustee Officer so elected shall perform and be vested with all the duties and powers of the office which has been temporarily vacated.

(c) Terms. Subject to **Section 7.1.2**, an individual filling a Permanent Trustee Officer vacancy shall hold such office for the remainder of the term of the Trustee Officer who has vacated said office. If the remaining term is less than one (1) year, such service shall not be counted for term limitation purposes under **Section 7.1.2**.

Resignation; Vacancies. Any Trustee Officer may resign at any time by giving notice to the Chair (or, in the case of the resignation of the Chair, to the Vice Chair). The acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective. If the resignation is effective at a future time, a successor may be elected by the Board of Trustees before such time to assume office when the resignation becomes effective. Trustee Officer vacancies may be filled pursuant to an election in accordance with these Bylaws and rules or regulations approved by the Board of Trustees; provided, however, that in the event of a vacancy in the office of Chair, the Vice Chair shall assume such office without the need for any such election. Subject to **Section 7.1.2**, an individual filling a Trustee Officer vacancy shall hold such office for the remainder of the term of the Trustee Officer who has vacated said office. If the remaining term is less than one (1) year, such service shall not be counted for term limitation purposes under **Section 7.1.2**.

7.1.4 Chair. The Chair shall (a) serve as the presiding officer of the Recording Academy; (b) preside at all meetings of the Board of Trustees; (c) serve as a member of and as chair of the Executive Committee; (d) serve as a member of each Standing Committee specified in **Section 6.14** and as an Ex Officio Non-Voting member of each other committee appointed by the Board of Trustees; (e) furnish annual and other reports to the Board of Trustees as necessary or appropriate to assure that the Board of Trustees is timely informed of Recording Academy operations; and (f) exercise such powers and perform such other duties as determined by rules or regulations approved by the Board of Trustees.

7.1.5 Vice Chair. The Vice Chair shall (a) serve as a member of the Audit/Finance Committee, Executive Committee, Membership Committee, and Planning/Governance Committee; and (b) provide assistance as requested by the Chair; and (c) exercise such powers and perform such

other duties as provided in these Bylaws or as determined by resolution of or rules and regulations approved by the Board of Trustees. The Vice Chair shall perform and be vested temporarily with the duties and powers of the Chair (i) during a temporary vacancy in the office of the Chair; or (ii) (A) where the Chair fails or refuses to act, or (B) where the Executive Committee determines that a conflict-of-interest exists and declines to waive such conflict, but only with regard to the matter as to which there is a failure or refusal to act, or as to which there is a conflict-of-interest which is not waived by the Executive Committee. In the case of a permanent vacancy in the office of Chair, the Vice Chair shall immediately succeed to the office of Chair, and shall assume such office without the need for any election. If the Vice Chair so succeeds the Chair, a permanent vacancy in the office of Vice Chair shall exist, and the Chair shall promptly convene a Special Meeting of the Board in accordance with these Bylaws to elect a successor Vice Chair.

7.1.6 Chair Emeritus. The Chair Emeritus serves as a member of the Audit/Finance Committee, Executive Committee, Membership Committee, and Planning/Governance Committee; and shall exercise such powers and perform such duties as are determined by rules or regulations approved by the Board of Trustees.

7.1.7 Secretary/Treasurer. The Secretary/Treasurer shall, in addition to the other functions set forth below, serve as the chair of the Audit/Finance Committee. The Secretary /Treasurer shall also: (a) oversee the keeping and custody of all books, records and papers of the Recording Academy, including, but not limited to, the minutes of the actions and proceedings of the Board of Trustees (and its committees and subcommittees) and the Membership; (b) certify these Bylaws and the resolutions and other documents of the Recording Academy as true and correct copies thereof; (c) oversee the giving or arranging for the giving of all notices as required by these Bylaws; and (d) exercise such powers and perform such other duties as determined by rules or regulations approved by the Board of Trustees; (e) serves as a member of the Executive Committee, Membership Committee and Planning/Governance Committee.

7.1.8 Volunteer Service. The Trustee Officers shall not be compensated for their service as such officers hereunder, but shall be provided with coverage for reasonable expenses incurred in connection therewith, in accordance with rules or regulations approved by the Board of Trustees.

7.2 Corporate Officers. Each Corporate Officer shall have such powers and perform such duties as are customarily performed by officers holding the offices set forth below, consistent with these Bylaws, rules or regulations approved by the Board of Trustees and as otherwise determined by the Board of Trustees from time to time.

7.2.1 President/CEO. The President/CEO shall be appointed by the Board of Trustees. The President/CEO is the senior executive officer of the Recording Academy and has, subject to the control of the Board of Trustees, general supervision, direction, and control of the business and Corporate Officers of the Recording Academy. The President/CEO has the general powers and duties of management usually vested in the office of president and most senior executive officer of a corporation and such other powers and duties as may be prescribed by the Board of Trustees. Unless otherwise provided in these Bylaws, the Governance Manual or the Charter of any Committee, the President/CEO shall serve as an Ex Officio Non-Voting member of every National Committee.

7.2.2 Chief Financial Officer. The Chief Financial Officer is the chief financial officer of the Recording Academy and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Recording Academy. The Chief Financial Officer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Recording Academy with such depositories as may be ratified by the Board of Trustees or a duly authorized Trustee-only committee. The Chief Financial Officer shall disburse the funds of the Recording Academy as required by the Recording Academy's operations, render to the President, the Trustees and the Audit/Finance Committee, whenever they request it, an account of all transactions as the Chief Financial Officer and of the financial

condition of the Recording Academy, and have such other powers and perform such other duties as may be prescribed by the President, the Board of Trustees or the Audit/Finance Committee.

7.2.3 Vice Presidents. Vice Presidents, if any are appointed by the President, shall have such powers and perform such duties as the President from time to time prescribes for them.

7.2.4 Corporate Secretary. The Corporate Secretary shall be appointed by the President. The Corporate Secretary shall assist the Secretary/Treasurer in the performance of such person's non-financial duties and perform such other duties as may be prescribed by the President, the Chair or, the Board of Trustees.

8. AWARDS

- 8.1 Awards.** Among the activities of the Recording Academy is bestowing GRAMMY Awards and, at the discretion of the Board of Trustees, other awards recognizing outstanding artistic, cultural, historical, educational and technological achievements and significance in the recording industry. The Board of Trustees shall approve from time to time the criteria required to qualify a recording for consideration for a GRAMMY Award or other award.
- 8.2 GRAMMY categories.** GRAMMY Award categories and voting procedures shall be determined by the Board of Trustees.
- 8.3 GRAMMY Voting.** The first-round ballots and the final ballots of the GRAMMY Awards shall be cast (in secret, as required by **Section 3.7.1**) by Voting Members, subject to classification and qualifications under rules or regulations approved by the Board of Trustees.
- 8.4 Acceptance of Awards.** Acceptance of any award bestowed by the Recording Academy shall be deemed to constitute acceptance by the recipient and his or her successors and assigns, of all terms and conditions of the Recording Academy under which such award was given, including rules or regulations approved by the Board of Trustees. Such terms and conditions shall accord with policies adopted by the Board of Trustees, and shall include a policy regarding recipients furnishing the Recording Academy with written acceptance of such terms and conditions. Such rules, regulations or policies may provide that particular awards or categories of awards bestowed by the Recording Academy (a) shall be the property of, and all rights therein (except the right of possession as may be set forth in such rules, regulations or policies) are reserved by the Recording Academy, and (b) shall not be sold, transferred or assigned by the recipient or the recipient's authorized successors without the express written consent of the Recording Academy.
- 8.5 Entitlement of Awards.** Any challenge to a final GRAMMY Award entitlement decision by the Awards Department of the Recording Academy shall be made in writing and addressed to the Executive Committee of the Recording Academy. The Executive Committee is empowered to investigate, consider and decide the challenge, and shall have the authority to act with the power of the Board of Trustees for that purpose. The Executive Committee's decision shall be communicated to the challenger in writing and shall be final.

9. CHAPTER AND BRANCH GOVERNANCE

- 9.1 Chapters and Branches.** The Recording Academy's Membership shall be organized by Chapters and Branches as determined from time to time by the Board of Trustees, which shall also set forth each Chapter and Branch's service area. The determination as to whether any Chapter or Branch shall be formed, as well as the number of Trustees that it may elect, shall be

determined by the Board of Trustees. The Board of Trustees has the power to establish, combine or eliminate Chapters and Branches and their respective Standing Committees.

9.2 Uniformity of Rules or Regulations approved by the Board of Trustees Applicable to Chapters and Branches; Uniformity Among Chapters and Branches. Except to the extent inconsistent with these Bylaws, rules or regulations approved by the Board of Trustees applicable to Chapters and Branches shall govern all of their respective activities. Except in extraordinary circumstances specifically approved by the Board of Trustees or the Planning/Governance Committee, such rules or regulations shall be uniformly applicable, and be applied uniformly by and with respect to, all Chapters and Branches.

9.3 Chapter Boards

9.3.1 Generally. Each Chapter shall have an advisory board that assists the Board of Trustees, the Chair and the President regarding Chapter policy and operations (the "**Chapter Board**").

9.3.2 Composition. Each Chapter Board shall be composed of the Chapter's Voting Member Governors, Professional Member Governors, elected Chapter Officers, elected Trustees, and Chapter Advisors, if any.

9.4 Governors.

9.4.1 Generally. The Board of Trustees shall establish rules or regulations as to: (a) the conditions of eligibility to be a Governor, in addition to those set forth below; (b) the terms of office for Governors, including whether the terms should be staggered; and (c) the procedures for electing and removing Governors, as well as their duties and responsibilities.

9.4.2 Number. The rules or regulations approved by the Board of Trustees shall set forth a formula to determine the number of Governors for each Chapter based on the number of Voting Members and Professional Members affiliated with a Chapter. The number of Professional Member Governors from a Chapter shall not exceed twenty (20) percent of the total number of members of such Chapter Board.

9.4.3 Eligibility to be a Governor. Only Voting Members may be elected as Voting Member Governors. Only Professional Members may be elected as Professional Member Governors.

9.4.4 Nomination. The Board of Trustees shall adopt rules or regulations relating to the nomination and election of Governors and the structure, policies and procedures of Chapter Boards.

9.4.5 End of Term of Office. The term of office of a Governor shall automatically end upon the earlier of (a) the end of the term for which such person was elected; (b) such person's death, resignation, or removal; (c) the suspension, cancellation, loss or withdrawal of such person's Membership; or (d) such person otherwise failing to continue to be eligible to serve as a Governor.

9.4.6 Removal of Governors. Governors may, subject to the procedures set forth in the definition of Member-Initiated Removal Process as set forth in **Section 11**, be removed with Cause by (a) a Supermajority Vote of the Trustee Membership Class or (b) a Supermajority Vote of the Chapter Board Membership Class (excluding any Governor whose removal is at issue). The Board of Trustees may, by Supermajority Vote, approve additional rules or regulations as to the procedures for removing a Governor.

9.4.7 Resignation. Any Governor may resign effective upon giving Notice to the Chapter President and the Secretary/Treasurer, or at such later date specified in the Notice.

9.4.8 Vacancies; Removal for Unexcused Excessive Absences.

(a) Vacancies. A vacancy or vacancies shall be deemed to exist if (i) a Governor's term of office ends; or (ii) the authorized number of Governors is increased; or (iii) the Governor resigns; or (iv) a Governor is removed from office due to excessive absences pursuant to **Section 9.4.8(b)** hereof; or (v) upon the death of a Governor. Governor vacancies shall be filled by the Governors from the applicable Chapter according to rules or regulations established by the Board of Trustees. Subject to the other provisions of these Bylaws or rules or regulations approved by the Board of Trustees, each Governor so selected shall hold office until the expiration of the term of the replaced Governor and until a successor has been elected.

(b) Removal for Excessive Absences. If a Governor does not attend 25% of the regularly scheduled Chapter Board meetings within a consecutive twelve month period ("Twelve Month Period"), the Chapter President shall communicate with that Governor regarding such non-attendance, and inquire whether that Governor wishes to remain in office. The Chapter President or the Chapter's ED shall schedule a meeting of the Chapter Executive Committee (which may be held in person or on the phone) to discuss that Governor's attendance record. If such a meeting is called, the Chapter's ED shall, prior to that meeting, provide that Governor with written notice and a ten (10)-day opportunity to submit to the Chapter's ED in writing any information which the Governor believes may be pertinent to the Chapter Executive Committee's deliberations. At the meeting (if any), the Chapter Executive Committee shall thereafter determine whether it is in the best interest of the Chapter:

- i. To excuse that Governor's past and future absences without subjecting him/her to removal from office, or
- ii. To automatically remove that Governor from office if s/he is absent from another Chapter Board meeting within said Twelve Month Period.

Upon removal under **subsection 9.4.8(b)(ii)**, above, said Governor's seat shall immediately be deemed to be permanently vacant; and a replacement shall be promptly made in accordance with the Academy's procedures regarding electing a replacement Governor.

No Governor who is removed from office shall have any legal or equitable claim, right or remedy against the Academy, any of its Elected Leaders or any of its officers, employees or advisors.

9.5 Chapter Officers; Chapter President as Alternate Trustee. Each Chapter Board Membership Class shall elect a Chapter President, a Chapter Vice President and Chapter Secretary for such Chapter pursuant to **Section 4.3.4** (the "**Chapter Officers**") to assist the Chapter Board in fulfilling its duties and responsibilities. The Board of Trustees shall adopt rules or regulations as to: (a) the conditions of eligibility to be a Chapter Officer; (b) the terms of office for each Chapter Officer; (c) the procedures for electing and removing the Chapter Officers, as well as their respective duties and responsibilities; (d) the procedures for filling vacancies; (e) the formation, composition, type and policies and procedures of Chapter committees; and (f) such other Chapter-related matters as the Board of Trustees deems necessary or appropriate. Pursuant to **Section 4.3.4**, the person holding the office of Chapter President shall be the Chapter's Alternate Trustee as contemplated by **Section 6.15**.

9.6 Volunteer Service; No Compensation. Governors, Chapter Officers and members of Chapter committees shall not be compensated for their service, but shall be provided reimbursement or reasonable expenses incurred in connection therewith, in accordance with rules or regulations approved by the Board of Trustees.

9.7 Branches. If the Board of Trustees decides to authorize or create Branches, it shall approve rules or regulations that set forth the qualifications, election and appointment procedures, terms, duties and responsibilities of persons selected for management roles with such Branch, and such other matters as the Board of Trustees determines appropriate or necessary. The

determination as to whether any Branch shall be formed, as well as the number of Trustees, if any, that it may elect, shall be determined by the Board of Trustees.

10. INDEMNIFICATION

- 10.1 Actions by Certain Third Parties.** To the full extent permitted by applicable law, the Recording Academy has the power to indemnify any Agent who was or is a party or is threatened to be made a party to any Proceeding (other than an action described in **Section 10.2**) by reason of the fact that such Agent is or was an Agent of the Recording Academy, against expenses (including, but not limited to, attorneys' fees), judgments, fines, and amounts paid in settlements actually and reasonably incurred in connection with such Proceeding, if such Agent acted in good faith and in a manner such Agent reasonably believed to be in the best interests of the Recording Academy and, in the case of a criminal action or proceeding, had no reasonable cause to believe the conduct of such Agent was unlawful. A "**Proceeding**" is any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative.
- 10.2 Indemnification in Actions by or in the Right of the Recording Academy.** To the full extent permitted by applicable law, the Recording Academy has the power to indemnify any Agent who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Recording Academy, or brought pursuant to applicable law (or brought by (or pursuant to authority granted by) any governmental authority, officer or agency for breach of duty relating to assets held in charitable trust), to procure a judgment in its favor by reason of the fact that such Agent is or was an Agent of the Recording Academy, against expenses (including, but not limited to, attorneys' fees) actually and reasonably incurred by such Agent in connection with the defense or settlement of such action or suit if such Agent acted in good faith, in a manner such person reasonably believed to be in or not opposed to the best interests of the Recording Academy and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.
- 10.3 Advancing or Reimbursing Expenses.** Expenses (including, but not limited to, reasonable attorneys' fees) incurred by an Agent in connection with a Proceeding may be advanced or reimbursed by the Recording Academy in advance of the final disposition of a Proceeding upon receipt of an undertaking by or on behalf of such Agent to repay such amount if it shall ultimately be determined that such Agent is not entitled to be indemnified by the Recording Academy as permitted by applicable law.
- 10.4 Indemnification Discretionary.** Granting indemnification and advancement or reimbursement of expenses pursuant to the power set forth in this **Section 10** is in the sole and absolute discretion of the Board of Trustees. If it decides to grant indemnification or to advance or reimburse expenses it may do so to any specific Agent or groups or categories of Agents, and may do so by rule, regulation or agreement approved by the Board of Trustees or a duly appointed and authorized committee.
- 10.5 Non-Exclusivity.** Any indemnity, payment or other right or benefit authorized under, or paid or granted under or pursuant to, the provisions of this **Section 10** shall not be deemed exclusive of any other right that any Agent may have or hereafter acquire or be given under any statute, provision of the Certificate of Incorporation, the Governance Manual, agreement, vote of Members or Board of Trustees, or otherwise.
- 10.6 Insurance.** The Recording Academy has the power to purchase and maintain insurance on behalf of any Agent against any liability asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such whether or not the Recording Academy would have the power to indemnify the Agent against such liability pursuant to applicable law, the Certificate of Incorporation, or these Bylaws.

- 10.7 Fiduciaries of Employee Benefit Plans.** The Recording Academy shall have the power to indemnify, and to advance or reimburse expenses to, any trustee, investment manager, or other fiduciary of any employee benefit plan in such person's capacity as such to the full extent permitted by applicable law.

11. REMOVAL AND SANCTIONING OF ELECTED LEADERS

- 11.1 Removal or Sanctioning Process.** Any Member who believes in good faith that there is Cause to remove from office or to impose sanctions upon any Trustee Officer, Trustee, Governor or Chapter Officer (collectively "Elected Leader") may seek the removal or sanctioning of such Elected Leader pursuant to the procedures set forth in this Section, which shall constitute the exclusive method for the removal or sanctioning of an Elected Leader. The process of removal or sanctioning shall be initiated by a written submission by a Member to the Chair (or to the Vice Chair if the subject of the matter is the Chair) setting forth the basis for the Member's good faith belief that Cause exists for removal or the imposition of sanctions. The Chair (or Vice Chair, as the case may be) shall promptly refer the matter to the Executive Committee for evaluation, investigation and action, if warranted. If the Chair is the subject of the matter, the Vice Chair shall serve as the Chair of the Executive Committee with respect thereto, and the Chair shall not participate. The Executive Committee and any other body which may participate in the matter as described below shall at all times treat all proceedings and communications pertaining thereto as confidential, subject at all times to the right of the Executive Committee or other body to make disclosure to the Academy's counsel and other independent advisors. The Executive Committee shall have the authority to retain outside counsel to conduct any evaluation or investigation regarding the matter, and to advise the Executive Committee with respect thereto.
- 11.2 Evaluation.** Investigation and Determination Whether There is Cause for Removal or Sanctions. (a) The Executive Committee shall have the sole authority and discretion to evaluate and investigate the matter and to determine whether Cause exists for the removal or sanctioning of an Elected Leader. If the Executive Committee determines that the matter does not require evaluation or investigation, or that no Cause exists for the removal or sanctioning of the Elected Leader, then (i) such determination shall be the final, binding decision of the Recording Academy with regard to the matter, and (ii) any Member who initiated the process shall be so notified in writing. The Executive Committee shall have discretion, but not the obligation, to communicate to any Member or any other person or body the basis for such determination. The determination by the Executive Committee that Cause exists to remove or sanction an Elected Leader, and the recommendation as to whether removal or the imposition of sanctions is warranted, shall be by secret ballot and by majority vote. (b) If the Executive Committee determines that Cause exists to remove or sanction an Elected Leader, the Executive Committee shall communicate its determination and recommendation for further action to the appropriate body as set forth below, which body shall have the authority to remove or sanction the Elected Leader. The Executive Committee shall have sole discretion as to whether to communicate the basis for its determination of Cause and/or for its recommendation. A vote to remove an Elected Leader from office shall be by secret ballot and by a Supermajority Vote of the authorized body. A vote to impose sanctions upon an Elected Leader shall be by secret ballot and shall be by majority vote of the authorized body. Sanctions shall be limited to the following: removal or suspension of the Elected Leader from membership on any National or Chapter committee, and/or reprimand, and shall be communicated in writing to the Elected Leader by the Chair (or, if the Chair is the subject of the matter, by the Vice Chair). The vote of the body authorized by this Section to remove an Elected Leader or to impose sanctions shall be the final, binding decision of the Recording Academy, and there shall be no further proceedings regarding such matter. (i) If the subject of the matter is a Trustee Officer, the Executive Committee shall communicate its determination of Cause and its recommendation to the Board of Trustees for action by the Board. A Trustee Officer who is the subject of the matter shall not participate in the Board of Trustees' deliberation or determination. (ii) If the subject of the matter is a Trustee, the Executive Committee shall communicate its determination of Cause and its recommendation to the Board of Trustees for action by the Board. If the Board of Trustees does not approve the removal or sanctioning of the Trustee, then the matter shall be submitted to the Chapter Board Membership Class for the

Chapter that elected such Trustee, or of which such Trustee was a member at the time of said Trustee's election by the Voting Member and Professional Membership Class, and such body may vote to remove or impose sanctions upon the Trustee. (iii) If the subject of the matter is a Governor or Chapter Officer, the Executive Committee shall communicate its determination of Cause and its recommendation to the Board of Trustees for action by the Board. If the Board of Trustees does not approve the removal or sanctioning of the Governor or Chapter Officer, then the matter shall be submitted to the Chapter Board Membership Class of the Chapter from which the Governor or Chapter Officer was elected, and such Chapter Board Membership Class may vote to remove or impose sanctions upon the Governor or Chapter Officer. A Governor who is the subject of the matter shall not participate in the deliberation or determination by the Chapter Board Membership Class. (iv) Any person who is subject to proceedings under this Section shall have an opportunity to present arguments on the subject at hand before the Executive Committee and any other body to which the matter is submitted under this Section. All procedures regarding any proceedings under this Section shall be within the sole discretion of the Executive Committee under the circumstances.

- 11.3 No Claim by An Elected Leader For Removal or Sanctions.** Service as an Elected Leader is a privilege, not a right, and no Elected Leader may assert any claim or cause of action against the Recording Academy, any of its Elected Leaders, Members, employees, representatives, independent contractors, legal counsel, other professional advisers or any other person arising out of or relating to the initiation or the conduct of any process or proceedings under this Section, or arising out of or relating to any action taken by the Recording Academy as a result thereof. No court shall have jurisdiction over the Recording Academy regarding any claim or cause of action against any person or entity pertaining to any matter arising under or relating to this Section, including but not limited to an action for damages and/or equitable relief.

12. AMENDMENT OF BYLAWS AND CERTIFICATE OF INCORPORATION

- 12.1 Bylaws.** These Bylaws may be amended by a Supermajority Vote of all members of the Board of Trustees.
- 12.2 Certificate of Incorporation.** The Certificate of Incorporation may be amended by (a) a Supermajority Vote of all members of the Board of Trustees or (b) a Majority vote of the Board of Trustees, and, if such vote is in favor of an amendment, then by a Supermajority Vote of a Supermajority Quorum of the Voting Members.
- 12.3 Proposals to the Board of Trustees for Consideration of Amendments to the Bylaws and the Certificate of Incorporation.** A proposal to these Bylaws or the Certificate of Incorporation may be put to a vote by: (a) not less than twenty-five (25) percent of the members of the Board of Trustees; (b) not less than twenty-five (25) percent of the then-serving Voting Member Governors that, together, are affiliated with at least two-thirds of the Chapters; or (c) not less than twenty-five (25) percent of the Voting Members.

[E N D]