

**THIRD AMENDED AND RESTATED BYLAWS
OF
INTERNATIONAL CINEMA TECHNOLOGY ASSOCIATION, INC.**

A Nebraska Nonprofit Corporation

**ARTICLE I.
Name**

Section 1.1 *Corporate Name.* The name of this nonprofit corporation is "INTERNATIONAL CINEMA TECHNOLOGY ASSOCIATION, INC.," hereinafter referred to as the "Association."

Section 1.2 *Short Name.* The Association shall also be commonly referred to as "ICTA."

**ARTICLE II.
Offices**

Section 2.1 *Registered Office.* The Association shall have and continually maintain in the State of Nebraska a registered office and a registered agent whose office is identical with such registered office, as required by the Nebraska Nonprofit Corporation Act. The address of the registered office and the registered agent may be changed from time to time by the Board of Directors.

Section 2.2 *Principal Office.* The principal office of the Association shall be located at such place, either within or without the State of Nebraska, as may from time to time be determined by the Board of Directors.

Section 2.3 *Other Offices.* The Association may have such other offices either within or without the State of Nebraska as the Board of Directors may determine or as the affairs of the Association may from time to time require. It is contemplated that the Association may, from time to time, establish another office or offices outside of North America.

**ARTICLE III.
Members**

Section 3.1 *Classes of Members.* The Association shall have four (4) classes of members:

- A. Active Members;
- B. Associate Members;
- C. Honorary Members; and
- D. Sustaining Members.

Section 3.2 *Active Members.* Any reputable firm, whether corporation, partnership or other entity, or any individual engaged in the manufacture, distribution, sale, use, installation, or servicing of any article of equipment or supplies used in the motion picture industry, or in any other way connected with the development, manufacture, distribution, sale, use, installation, servicing, purchasing, and/or maintaining of any article of equipment or supplies used in the motion picture industry, including any member of the cinema exhibition or distribution industry and any cinema industry consultant, may become an Active Member upon approval by the Admissions Committee and payment of membership fees and dues as fixed by the Board of Directors.

Section 3.2.1 *Delegated Representatives.* Each Active Member of the Association shall designate the names of two (2) persons who will represent it at meetings of the Association and who shall have the right to vote on its behalf; provided however, that members of the Association who are individuals and have no employees shall serve as their own sole delegated representative. Persons designated by an Active Member pursuant to this provision shall be known as a "Delegated Representative." The Delegated Representative(s) for any member may be changed from time to time by written notice served upon the Secretary of the Association. In the absence of a Delegated Representative at any meeting, the member may, by written proxy, designate some other representative of its, his or her firm or the representative of another member to attend the meeting and vote on its, his or her behalf. Such proxy must be delivered to the Secretary of the Association prior to the opening hour of the meeting at which the holder of the proxy is to vote. The Association shall maintain a register of all Active Members and all Delegated Representatives of each Active Member.

Section 3.2.2 *Voting Rights.* Each Delegated Representative shall be entitled to one (1) vote at all meetings of the Association and in all elections for officers and directors.

Section 3.2.3 *Resignation.* An Active Member may resign by filing a written resignation with the Secretary not less than thirty (30) days prior to the effective date of the resignation, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid, including dues for the year in which the resignation shall become effective.

Section 3.2.4 *Termination of Membership.*

A. *Nonpayment of Dues.* Active Members who are more than thirty (30) days delinquent in the payment of dues or other obligations to the Association may be suspended by a two-thirds (2/3) vote of the members of the Board of Directors present at any regular or special meeting. If the Board of Directors shall vote to suspend such member,

written notice thereof shall be served upon such member. If such member shall pay such delinquent dues or other obligations within thirty (30) days after service of such notice, the suspension shall not become effective; otherwise, the member shall be automatically suspended thirty (30) days after such notice shall have been served upon him or her.

B. *Termination for Cause.* The Board of Directors, by affirmative vote of two-thirds (2/3) of all the members of the Board, may suspend or expel a member for cause after the member shall have been furnished a full statement of the charges against him and shall have been provided adequate opportunity for a hearing thereon. Among the grounds for suspension and expulsion shall be the violation of any of the Bylaws of the Association or of any rules lawfully made by or under the authority of the Board of Directors.

C. *Ineligibility.* The Board of Directors may terminate or refuse to renew the membership of any member who becomes ineligible after the member shall have been furnished written notice of the proposed termination or refusal to renew, and shall have been provided adequate opportunity for a hearing thereon. The Board of Directors may review, at reasonable intervals, the qualifications of each member to continue its membership. For this purpose, the Board of Directors may request each member to furnish such information as may be reasonably required to make such determination. No member shall be deemed ineligible for continued membership if the nature of the member's business has not changed since its admission to membership.

Section 3.3 *Associate Members.* Any reputable corporation, partnership, individual or other entity which does not qualify as an Active Member or which does not desire to be an Active Member of the Association may be admitted to associate membership, if, in the opinion of the Admissions Committee, such individual or organization renders substantial service to the motion picture theater industry and such membership would be beneficial to the Association. Associate Members shall have the privilege of the floor but shall not be entitled to vote or hold office.

Section 3.4 *Honorary Members.* Any individual, formerly an Active Member of the Association or formerly associated with a firm who was an Active Member, and who is no longer qualified for active membership, but who, during his or her connection with the Association, performed some particularly noteworthy act or was of special service to the Association or the industry, may be elected to honorary membership by unanimous vote of the Board of Directors. All past Chairpersons of the Association shall be Honorary Members. An Honorary Member shall have full attendance privileges at all conventions and meetings but shall pay no dues and shall not be eligible to vote or hold office unless he or she is a past Chairperson who continues to be the Delegated Representative of an Active Member.

Section 3.5 *Sustaining Members*. Any reputable firm or individual otherwise qualifying as an Active Member in accordance with Section 3.2 above may become a Sustaining Member of the Association upon approval by the Admissions Committee and upon payment of membership fees and dues for Sustaining Members as fixed by the Board of Directors. Except as otherwise provided in this Section 3.5 herein, for all purposes of these Bylaws of the Association, Sustaining Members of the Association shall have all the rights and privileges of, and shall be bound by all the provisions of these Bylaws pertaining to, Active Members of the Association. In addition to the rights, privileges and requirements accorded to Active Members pursuant to the Articles and Bylaws of the Association, Sustaining Members shall also be accorded such additional rights and privileges as the Board of Directors of the Association shall from time to time determine. For all purposes of these Bylaws and without further reference thereto, Sustaining Members shall be considered to be Active Members of the Association and shall be treated as such for all purposes of these Bylaws.

Section 3.6 *Admissions Committee*. The Admissions Committee shall consist of the four (4) officers plus four (4) or more other members of the Association to be appointed by the Chairperson. An affirmative vote of the majority of the members of the Committee shall be required for approval of an application. The Chairperson may also appoint two (2) alternates who shall serve as members of the Committee in the absence of any other member.

ARTICLE IV. Meetings of Members

Section 4.1 *Annual Meeting*. An annual meeting of the members shall be held each year at such time and place as the Board of Directors shall fix. Notice of the time and place of the annual meeting shall be mailed or e-mailed to all members of the Association at least ten (10) days but not more than sixty (60) days prior to the date fixed for such meeting.

Section 4.2 *Special Meetings*. Special meetings of the members of the Association may be called by the Chairperson or by order of the Board of Directors and shall be called upon written request by Delegated Representatives representing thirty percent (30%) of the Active Members of the Association. Notice of such meeting stating the time and place thereof, which time and place shall be fixed by the Chairperson unless fixed by the Board of Directors prior thereto, and the purpose or purposes for which the meeting is called, shall be mailed or e-mailed to each member at least ten (10) but not more than sixty (60) days before the date of such meeting. Notice of meetings shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the records of the Association, with postage thereon prepaid, or given by e-mail.

Section 4.3 *Quorum*. A quorum at all meetings of the members of the Association shall consist of twenty-five percent (25%) of the Active Members of which at least one (1) Delegated Representative is present in person or by proxy. If a quorum is

not present at any meeting, a majority of the Delegated Representatives present may adjourn the meeting from time to time without further notice.

Section 4.4 *Proxies*. At any meeting, the Delegated Representatives entitled to vote may vote by proxy executed in writing by the Delegated Representative. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

Section 4.5 *Manner of Acting*. Except as otherwise provided by law or in the Articles of Incorporation or these Bylaws, the vote of a majority of the votes entitled to be cast by the Delegated Representatives of members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

Section 4.6 *Written Ballot*. The Board of Directors may, in their discretion, submit to the Delegated Representatives of members of the Association by written ballot any question relating to the affairs of the Association not required to be put to the members at a meeting thereof. Not less than thirty (30) days shall elapse between the mailing of such written ballot and the closing of the polls thereon. Except as otherwise provided under Nebraska law or in accordance with Article XV herein, a majority of the votes cast shall be regarded as a binding instruction to the Board of Directors and officers of the Association. Approval of a written ballot by the members pursuant to this provision shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Further, all solicitations for votes by written ballot shall:

- A. Indicate the number of responses needed to meet the quorum requirements;
- B. State the percentage of approvals necessary to approve each matter other than election of directors; and
- C. Specify the time by which a ballot must be received by the Association in order to be counted.

Once cast, a written ballot may not be revoked.

4.7 *Virtual/Telephonic Meetings; Electronic Voting*. Any meetings of the members called pursuant to these Bylaws may be held by virtual means such as Zoom or Microsoft Teams, or may be held telephonically. Members who are unable to attend in person meetings may attend virtually or telephonically. Any vote required to be taken by the members pursuant to these Bylaws may be taken via e-mail or other electronic means.

ARTICLE V.
Board of Directors

Section 5.1 *General Powers.* The affairs of the Association shall be managed by a Board of Directors, all of whom shall be Delegated Representatives of Active Members of the Association (except for the Honorary Director(s) as hereinafter provided) but need not be residents of the State of Nebraska. The Board of Directors shall be vested with full power and authority to govern the Association, to exercise supervision over its receipts and disbursements, to appoint employees and agents, and to define their duties and fix their compensation, and to do any and all other acts or things which it may deem in the best interests of the Association.

Section 5.2 *Number.* The Board of Directors shall be comprised of the following number of directors:

- A. Up to seventeen (17) directors to be elected by the Active Members from among all the Delegated Representatives of Active Members of the Association, subject to Section 5.4 herein;
- B. The four (4) elected officers of the Association;
- C. The immediate past Chairperson of the Association; and
- D. One (1) or more Honorary Directors to be elected by the Board in accordance with Section 5.5 herein.

Section 5.3 *Tenure.* Each year, the members shall elect five (5) directors for a term of three (3) years. The term of office of each director shall commence at the time the new Board shall meet in conjunction with the annual meeting of the Association next following his or her election as set forth in Article VI, Section 6.1. The old Board shall continue to serve until the new Board shall have been elected and qualified.

Section 5.4 *International Directors.* In the year 2017, the members shall elect three (3) directors among the Delegated Representatives of Active Members whose business is located outside of North America. Such directors and their successors shall be herein referred to as "International Directors." The International Directors elected in 2017 shall be elected to serve staggered terms of one (1), two (2) and three (3) years, respectively, as determined by the Board. Commencing in the year 2018 and every year thereafter, of the directors elected pursuant to Section 5.3 herein, one (1) director shall be an International Director and shall serve for a term of three (3) years. All other terms, provisions and conditions of these Bylaws pertaining to directors and the nomination and election thereof shall be applicable to the International Directors. In enacting this provision, it is the intention of the Board of Directors that, of the number of directors described in Section 5.2A herein, at least three (3) of such directors shall always be International Directors in accordance with the foregoing provisions of this Section 5.4.

Section 5.5 *Honorary Director.* The Board of Directors may from time to time elect one (1) or more Honorary Directors to serve as members of the Board of Directors. Any Honorary Director elected by the Board of Directors shall serve at the pleasure of the Board of Directors and for such term as the Board of Directors shall determine. The Honorary Director shall not be required to be the Delegated Representative of an Active Member of the Association. He or she shall be elected on such criteria as the Board shall determine, which criteria shall include contributions made by said individual to the welfare of the Association. Each year at the meeting of the Board of Directors which is held in conjunction with the annual meeting of the members, the Board of Directors shall affirm by majority vote the Honorary Director(s) then serving as member(s) of the Board of Directors.

Section 5.6 *Removal for Non-Attendance.* Upon the non-attendance by a director at three (3) consecutive meetings of the Board of Directors of the Association, such director shall automatically come up for consideration for removal by the Board at its next meeting following the third consecutive absence. In considering whether such director shall be removed, the Board may consider any facts and circumstances which it deems relevant in making such determination. The Board shall determine, at its sole and absolute discretion, whether a vote of the Board for removal of such director shall be taken. If such a vote is taken by the Board, the Board may remove such director from the Board by a two-thirds (2/3) majority vote. Such director shall not participate in any such removal vote. Any decision made by the Board with respect to removal of a director pursuant to this provision shall be non-reviewable and shall be the final and binding decision of the Association.

Section 5.7 *Vacancies.* Any vacancy occurring in the Board of Directors shall be filled by the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

ARTICLE VI. Meetings of Directors

Section 6.1 *Regular Meetings.* The Board of Directors shall hold four (4) regular meetings in each calendar year as follows:

- A. One (1) meeting shall be held in conjunction with the annual meeting of members (in conjunction with CinemaCon);
- B. One (1) meeting shall be held in conjunction with ShowEast;
- C. One (1) meeting shall be held in conjunction with the annual convention of the Association; and
- D. One (1) meeting shall be held in conjunction with the ICTA Los Angeles Seminar Series.

The annual meeting of the Board of Directors for purposes of convening each new Board of Directors and installing new officers shall be the meeting held in conjunction with the annual convention (Section 6.1C above). At such annual meeting, the old Board of Directors shall first meet and consider any business raised at any previous Board meeting and shall thereupon adjourn. Immediately following said adjournment, the new Board shall meet to conduct its business. The term "old Board" shall mean those directors who served during the preceding year and shall not include those directors newly elected at the election immediately preceding said annual meeting. The term "new Board" shall mean those members of the old Board whose terms do not expire at said meeting and those directors newly elected at the election preceding said annual meeting.

Section 6.2 *Special Meetings.* Special meetings of the Board of Directors may be called by the Chairperson and shall be called at the request of a majority of the Board of Directors.

Section 6.3 *Notice of Meetings.* Notice of any regular or special meeting of the Board of Directors stating the time and place thereof shall be given at least ten (10) days prior thereto by written notice, delivered personally, or sent by mail, facsimile or e-mail transmission to each director at his or her address as shown on the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope, so addressed, with postage thereon prepaid. If notice be given by facsimile, such notice shall be deemed to be delivered when the transaction report indicates the facsimile was delivered. If notice be given by e-mail transmission, such notice shall be deemed to be delivered when sent. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these Bylaws.

Section 6.4 *Quorum.* A quorum for the transaction of business at any meeting of the Board shall consist of that number of directors which shall be equal to one (1) more than one-half (1/2) of the number of directors then serving immediately prior to the meeting, including at least one (1) officer, but if less than a quorum is present at said meeting, a majority of directors present may adjourn the meeting from time to time without further notice.

Section 6.5 *Manner of Acting.* The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws. Unless otherwise provided in Article V herein, all members of the Board of Directors shall have voting rights.

Section 6.6 *Informal Action by Directors.* Any action required by law to be taken at a meeting of directors or any action which may be taken at a meeting of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors.

Section 6.7 *Virtual/Telephonic Meetings; Electronic Voting.* Any meetings of the Board of Directors called pursuant to these Bylaws may be held by virtual means such as Zoom or Microsoft Teams, or may be held telephonically. Directors who are unable to attend in person meetings may attend virtually or telephonically. Any vote required to be taken by the Directors pursuant to these Bylaws may be taken via e-mail or other electronic means.

ARTICLE VII. Officers

Section 7.1 *Number.* The officers of the Association shall consist of a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer, each of whom shall be elected from among the Delegated Representatives. No two (2) offices shall be held by the same person.

Section 7.2 *Election and Term of Office.* All officers shall be elected by the total active membership of the Association for a term of three (3) years. The term of office of each officer shall commence at the time the new Board of Directors shall meet at the annual meeting next following his or her election as set forth in Article VI, Section 6.1. Each officer shall serve until his or her successor shall be duly elected and qualified.

Section 7.3 *Interim Officers.* Until the first election of officers, interim officers shall be elected by the Board of Directors at its first meeting following the adoption of these Bylaws.

Section 7.4 *Removal.* Any elected officer may be removed from office by a two-thirds vote of the active membership at any regular meeting or at any special meeting called for such purpose, provided that such officer shall have received at least thirty (30) days' notice of the proposed removal and an opportunity to be heard. The removal of an officer shall be without prejudice to his or her contract rights, if any.

Section 7.5 *Vacancies.* A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 7.6 *Duties of Officers.* The duties of the Chairperson, Vice Chairperson, Secretary, and Treasurer shall be such as are normally performed by such officers or as may be specified from time to time by the Board of Directors, including the following:

A. **Chairperson** - The Chairperson shall serve as the chair of all meetings of the members and of the Board of Directors and shall be the chief executive officer of the Association. Subject to the supervision of the Board, the Chairperson shall have general charge of the affairs of the Association, shall enforce its rules and regulations, and shall see that all orders and resolutions of the Board are carried into effect. The Chairperson shall appoint all committees not otherwise provided for, shall sign all contracts on behalf of the Association after approval thereof by the Board of Directors, and shall be authorized to sign checks with such limits as may be determined by the Board of Directors.

B. **Vice Chairperson** - In the absence or disability of the Chairperson, the Vice Chairperson shall be vested with all the powers and perform all the duties of the Chairperson and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

C. **Secretary** - The Secretary shall record the minutes at all meetings of the members and of the Board of Directors. He or she shall give or cause to be given all required notices of meetings of directors and members, be the custodian of the corporate records and of the seal of the Association, and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with these Bylaws. The Secretary shall keep a register of the names and post office addresses of all members.

D. **Treasurer** - The Treasurer shall receive and have custody of all monies and securities belonging to the Association, and shall deposit same in such bank or banks as the Board of Directors may, by resolution, designate. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board of Directors shall determine, the expense thereof to be borne by the Association. The Treasurer shall, whenever requested, report to the Chairperson and to the Board of Directors relating to the affairs of his or her office in such manner as they may require. Upon termination of his or her office, he or she shall surrender to his or her successor in office, when qualified, or to such other persons as may be designated by the Board of Directors, all monies, books, papers and other property of the Association under his or her control.

Section 7.7 *International Representative*. The Board of Directors may authorize the President to enter into an independent contractor agreement with an individual outside of North America to serve as International Representative of the Association. The International Representative shall not be an officer of the Association but shall serve in accordance with the terms and conditions set forth in said independent contractor agreement, which terms and conditions shall be approved by the Board of Directors. Notwithstanding the foregoing, the International Representative may be a member of the Association and/or a member of the Board of Directors of the Association.

ARTICLE VIII. Elections

Section 8.1 *Nominating Committee.* At least six (6) months prior to the annual meeting of the members, the Chairperson shall appoint a nominating committee consisting of three (3) representatives, two (2) of whom shall not be currently serving as directors or officers of the Association and one (1) of whom shall be a director. In addition, all past Chairpersons of the Association shall be members of the nominating committee. The nominating committee shall elect its own chairman from the three (3) members appointed as herein provided.

Section 8.2 *Nominations.* The nominating committee shall prepare a slate of candidates for the election of officers and directors in the manner hereinafter provided. The nominating committee is encouraged to nominate at least two (2) nominees for each office, and two times the number of nominees for the Board of Directors as the number to be elected, but this provision shall not be mandatory. In addition, any Delegated Representative may be nominated for any office or for the Board of Directors by written petition signed by five (5) other Delegated Representatives and submitted to the President within the time hereinafter provided. No person shall be nominated either by the nominating committee or by petition unless he or she shall be first contacted and shall have indicated in writing his or her willingness to accept the position and serve if elected.

Section 8.3 *Election of Officers.* The nominating committee shall first prepare a slate of officers to be elected. Such slate shall be delivered by the Chairman of the nominating committee to the President not less than five (5) months prior to the annual meeting. Within five (5) days after receipt of such slate, the President shall send a notice to the entire active membership setting forth the names of the nominees and specifying a date not less than fifteen (15) days following the date of mailing of such notice as the deadline for submission of nominations by petition by the membership. Within five (5) days after the expiration of time for submission of nominations by the membership, the President shall have printed official ballots containing the names of all persons nominated for each office, and shall mail the ballots to the entire active membership with instructions that these ballots must be voted and returned to the President by a date specified, not less than fifteen (15) days following the date such ballots are mailed to the membership.

Section 8.4 *Election of Directors.* After the officers have been elected and notice thereof given to the membership, the nominating committee shall prepare a slate for the Board of Directors to be elected. No nominee shall be disqualified for the Board of Directors by reason of the fact that his or her name may have been nominated previously for an office; provided however, that no nominee elected to an office in the preceding election of officers shall be nominated for the Board of Directors. Such slate shall be delivered by the Chairman of the nominating committee to the President not less than three (3) months prior to the annual meeting. Within five (5) days after receipt

of such slate, the President shall send a notice to the entire active membership setting forth the names of such nominees and specifying a date not less than fifteen (15) days following the date of mailing of such notice as the deadline for submission of nominations by petition. Within five (5) days after the expiration of the time for submission of nominations by the membership, the President shall have printed official ballots containing the names of all persons nominated for the Board, and shall mail the ballots for the election of the Board of Directors to the active membership with instructions that these ballots must be voted and returned to the President by a date specified, not less than fifteen (15) days following the date of mailing of such ballots.

Section 8.5 *Ballots*. All ballots shall contain additional blank spaces for names to be written in by the members if they so desire, provided that no name shall be written in unless the person named shall first be contacted and agrees to serve if elected. The names of all nominees for each office and for the Board shall appear in alphabetical order.

Section 8.6 *Election*. The candidates receiving the highest number of votes for each office and for the Board shall be considered elected. Within five (5) days after each election, the President shall tally the votes and shall announce to the membership the names of those elected to office or to the Board of Directors, as the case may be.

Section 8.7 *Disqualification in Certain Instances*. Not more than one (1) Delegated Representative of any firm may serve as a director at the same time, except that two (2) Delegated Representatives of the same firm may serve as directors at the same time if one (1) of such representatives is an officer or the immediate past Chairperson of the Association. If two (2) Delegated Representatives of the same firm are elected as directors at the same time, and only one (1) is eligible to serve, only the one (1) receiving the highest number of votes shall be elected. The other candidate shall be disqualified, and the candidate from the same section receiving the next highest number of votes shall be considered elected to the Board. If two (2) Delegated Representatives of the same firm are elected officers at the same time, only the one (1) elected to the highest office shall be considered elected. The other shall be disqualified, and the other candidate for the same office shall be considered elected. If a Board member or officer changes employment or business association during his or her term, he or she shall become ineligible to continue in office or on the Board unless (1) he or she is designated as a Delegated Representative of his or her new firm, and (2) no other Delegated Representative of the new firm is already serving as an officer or director, as the case may be, except as above provided.

ARTICLE IX.

President

The Board of Directors shall be authorized to contract with a President for such term and with such compensation as the Board shall determine. The President shall perform all special duties assigned to him or her from time to time by the Board of Directors or by the Chairperson. He or she shall be responsible for arrangements for all

conferences, trade shows and meetings, Association publications, and public relations and similar activities. If required by the Board of Directors, the President shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board of Directors shall determine. The President may be authorized to sign operating account checks in such amounts as may be authorized by the Board of Directors.

ARTICLE X. Committees

Section 10.1 *Creation and Appointment.* The Board of Directors may create one or more committees with such powers as it deems appropriate. Except as otherwise provided in any such resolution, the Chairperson of the Association shall appoint the members thereof. Any member of a committee may be removed by the person or persons authorized to appoint such member whenever, in his, her or their judgment, the best interests of the Association shall be served by such removal.

Section 10.2 *Executive Committee.* The executive committee shall consist of the Chairperson, Vice Chairperson, Secretary, Treasurer, and immediate past Chairperson of the Association.

Section 10.3 *Virtual/Telephonic Meetings; Electronic Voting.* Any meetings of any committee of the Association may be held by virtual means such as Zoom or Microsoft Teams, or may be held telephonically. Committee members who are unable to attend in person meetings may attend virtually or telephonically. Any vote required to be taken by any committee may be taken via e-mail or other electronic means.

ARTICLE XI. Contracts, Checks, Deposits, and Funds

Section 11.1 *Contracts.* All contracts of the Association shall be subject to the approval of the Board of Directors, and no such contracts shall be signed by the Chairperson or Secretary until after their approval by the Board. The Board of Directors may authorize any officer or officers, agent or agents, other than the officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Association.

Section 11.2 *Checks, Drafts, Etc.* All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the Chairperson. No expenditure in excess of \$500.00 shall be made without the specific approval of the executive committee or Board of Directors. The executive committee may authorize

expenditures for any one item not to exceed \$2,500.00. The foregoing limitation shall not be applicable to expenses incident to conferences, trade shows and meetings.

ARTICLE XII. Dues

Section 12.1 *Annual Dues.* The annual dues of Active Members and Associate Members and the initial membership fees shall, in the first instance, be as fixed by action of the Board of Directors, and may be changed by action of the Board of Directors with subsequent approval by the members in accordance with Article VI.

Section 12.2 *Proration.* There shall be no proration of dues for a fractional year; provided however, that members admitted after July 1st of any year shall be required to pay one-half (1/2) of the normal dues for that year.

Section 12.3 *Payment of Dues.* Dues shall be payable in advance on the first day of each fiscal year.

ARTICLE XIII. Seal

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Association and the words "Corporate Seal--Nebraska."

ARTICLE XIV. Certificates of Membership

The Board of Directors may provide for the issuance of certificates evidencing membership in the Association which shall be in such form as may be determined by the Board. Such certificates shall be signed by the Chairperson or a Vice Chairperson and by the Secretary and shall be sealed with the seal of the Association.

ARTICLE XV. Amendments

Section 15.1 *Procedure.* These Bylaws may be altered, amended or repealed on approval by the Board of Directors, and ratified by the membership at any annual meeting or at any special meeting called for that purpose, or ratified by the membership by written consent or written ballot in the following manner:

A. Written notice of the meeting of the Board and the meeting of the members at which any proposed alteration, amendment or repeal will be considered shall be given to the Board and to the members, respectively, at least ten (10) days but not more than sixty (60) days prior to the date of such meeting.

Such notice shall set forth in full the proposed alteration or amendment or state that a proposal for a repeal of the Bylaws shall be considered;

B. The proposed alteration, amendment or repeal shall first be considered by the Board, which shall have the right to alter or amend the proposal;

C. If approved by the Board, the proposed alteration, amendment or repeal, in the form approved by the Board, shall next be considered by the membership, which shall likewise have the right to alter or amend the proposal;

D. The proposed alteration, amendment or repeal shall be adopted if ratified by a two-thirds (2/3) affirmative vote of the Delegated Representatives present at such meeting; and

E. Any vote of the members on the proposed alteration, amendment or repeal of the Bylaws which is taken by written ballot shall, except for the requirement set forth in Section 15.1D herein, comply with the provisions of Section 4.6 herein.

Section 15.2 *Emergencies*. Notwithstanding Section 15.1 of this Article XV, or Article V, the membership, at any annual meeting or any special meeting of the members which has been validly called as provided for in Article IV, shall have plenary power to suspend, alter, amend, or repeal any portion of these Bylaws or any action of the Board of Directors, except an action to which the Association shall have become contractually bound, provided that all the following conditions shall have been met:

A. An emergency shall be declared and the nature of the emergency set forth in the minutes of the meeting;

B. A valid quorum shall be present as provided in Section 4.3 of Article IV;

C. Advance written notice of the meeting shall have been given as provided for in Article IV;

D. Two-thirds (2/3) of the members present at said meeting shall vote in favor of the declaration of said emergency and of the action to be taken;

E. No such action shall in any manner whatsoever deprive any member of his or her membership in the Association, or any right or privilege that said member shall share with all other members of the Association, nor shall any such action be contrary to anything contained in the Articles of Incorporation of the Association or be contrary to the laws of the State of Nebraska; and

F. A vote on any matter taken pursuant to this Section 15.2 herein may be taken by written ballot which, except for the requirement set forth in Section 15.2D herein, complies with the provisions of Section 4.6 herein.

Written notice of such action shall be given to the entire membership forthwith.

**ARTICLE XVI.
Indemnification of Officers and Directors**

The Association shall indemnify any person whom it has the power or authority to indemnify pursuant to the provisions of Sections 21-1996 through 21-19104, inclusive, of the Nebraska Nonprofit Corporation Act as now existing or as may be hereafter from time to time amended, in the manner and to the extent therein set forth.

Dated: _____, 2024.

Mark Mayfield, President

ATTEST:

Theresa English, Secretary

INTERNATIONAL CINEMA TECHNOLOGY ASSOCIATION, INC.

PURPOSES

(From ARTICLE III, Articles of Incorporation)

The purposes for which the Association is organized are:

1. To advance the interests of the theatrical and motion picture industry through voluntary action of its members; to formulate and develop solutions to the problems affecting the industry; and to promote the technological advancement of the industry.
2. To assemble and disseminate information pertaining to all activities affecting the industry; to promote sound public relations; to develop and foster ethical trade practices.
3. To cooperate with other responsible groups for the general welfare of the industry, and of the exhibitors whom the industry serves.
4. To encourage the development and distribution of new ideas and products to keep pace with technological advances.
5. In general, to promote, foster and advance the interests of its members as manufacturers, distributors, dealers and other persons interested in theatrical equipment and supplies by legal and lawful means.

The Association shall not engage in any conduct or activity which would constitute a violation of the Anti-Trust laws of the United States, and the Association shall in no way restrict the right of each member to conduct its business in any manner as it may desire.

The Association is not organized for pecuniary profit and no part of its income shall be distributable to its members, directors or officers. In the event of dissolution of the Association, or the winding up of its affairs, the Association's assets shall not be conveyed or distributed to any individual, or organization created or operated for profit, but shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes in the theatrical and motion picture industry.

INTERNATIONAL CINEMA TECHNOLOGY ASSOCIATION, INC.

STATEMENT OF OBJECTIVES

International Cinema Technology Association, Inc. is a trade association, incorporated as a nonprofit corporation, whose membership consists of manufacturers and dealers of theatre equipment and supplies, and other persons interested in the motion picture theatre equipment industry. "ICTA," as the Association is commonly known, was formed in 1971 when the members of Theatre Equipment and Supply Manufacturers Association and Theatre Equipment Dealers Association decided to unite into a single organization.

The objectives of ICTA include the following: To unite theatre equipment dealers and manufacturers and other persons interested in the industry into a single permanent organization for the purpose of fostering and maintaining social, fraternal, professional and business relationships among them, and all segments of the motion picture industry; to abate unfair trade abuses, and injurious and unbusinesslike trade practices; to maintain open lines of communication and harmonious relationships with N.A.T.O., N.A.C., S.M.P.T.E., M.R.A.A., and other related organizations; to disseminate technical information and foster good business practices so as to constantly improve the industry; to aid in securing state and national legislation just and equitable to the interests of its members, as well as the industry as a whole; to protect the public which supports the motion picture industry, by providing quality products and compliance with all applicable regulations and codes; to assist the industry, in every way possible, in evaluating and improving its standards as a major force in our society; to exchange ideas and seek constructive suggestions concerning improvement of manufacturing and merchandising standards; to supply current data to its members on subjects related to the industry, including new techniques, marketing practices and legislation, as well as social news.