

**BYLAWS OF
ASSOCIATION OF INDEPENDENT MUSIC PUBLISHERS**

ARTICLE I – TITLE OF ORGANIZATION

The title of this organization shall be Association of Independent Music Publishers (the “Association”) also referred to as “AIMP”.

ARTICLE II – AIMS AND PURPOSES

This Association is formed to strive toward the goals:

- (a) To further the interests of the independent music publisher, in all fields of the publishing industry, including, without limitation, public performances for profit, recording, print and copyright matters;
- (b) To provide a forum to discuss the issues and challenges facing the independent music publisher;
- (c) To educate and disseminate information regarding the areas of interest to the independent music publisher; and
- (d) To promote the independent music publishing community.

This Association does not contemplate pecuniary gain or profit to the members thereof and it is organized for non-profit purposes.

ARTICLE III – MEMBERSHIP

A. Membership in a Chapter of the Association shall be open to all individuals of good character who are interested in the aims and purposes of the Association and who are actively engaged in music publishing or a related business.

B. All prospective members shall submit a membership application, online or otherwise as the applicable Chapter Board of Directors (the “Chapter Board”) shall determine in its discretion, along with membership dues as provided by the Association, and each such membership application may be approved or disapproved by the applicable Chapter Board within thirty (30) days after its submission. Any application not affirmatively disapproved within thirty (30) days of submission shall be deemed approved.

C. Chapter membership may be revoked because of the commission of any act which is considered by the applicable Chapter Board or the Executive Committee (as defined in Article V) to be detrimental to the best interests of the Association or its aims and purposes. However, no revocation shall be effective until (i) the applicable Chapter Board shall have investigated any charges relating to the commission of such act and (ii)

the member concerned shall have been afforded the opportunity to answer such charges personally before a regular meeting of the applicable Chapter Board and (iii) such revocation shall have been approved by a vote of two-thirds (2/3) of the membership of the applicable Chapter Board, constituting a quorum at a regular meeting of such Chapter Board. In the event of any such revocation of membership, all or a portion of any membership dues for the remaining balance of the term of the revoked membership may be refunded to the member at the sole discretion of the applicable Chapter Board.

D. Any member may resign from the Association upon Notice to the applicable Chapter Secretary to such effect. At such time that said resignation becomes effective, all or a portion of any membership dues for the remaining balance of the term of the terminated membership may be refunded to resigning member at the sole discretion of the applicable Chapter Board. For purposes of these Bylaws, "Notice" shall be defined as written communication via mail or email.

E. The Executive Committee shall establish the membership categories which shall include membership in and to, and access to the benefits of, all the Chapters of the Association.

ARTICLE IV – DUES

A. The Executive Committee will set the amount of membership dues for each membership category; provided however that each Chapter from time to time shall have the ability to discount membership by no more than twenty-five percent (25%). The manner and time of payment of annual membership dues shall be determined for each member in accordance with the date of enrollment of such member or otherwise as set by each Chapter Board from time to time. The fiscal year of the Association shall be determined by the Executive Committee from time to time.

B. The membership of a member who has not paid his or her membership dues before the membership expiration date will automatically lapse and be deemed terminated, provided that the applicable Chapter Board has provided such member thirty (30) days Notice of such expiration date.

C. The Executive Committee, from time to time, shall designate a fixed amount to be withheld from the membership's paid dues and deposited in a separate bank account. The funds in this account may, at the discretion of the Executive Committee, be used for any project or be donated to a cause that would further the interests of independent music publishers. The signatories of this special account will be those provided for in Article V(G) of these Bylaws.

ARTICLE V – MANAGEMENT

A. **Executive Committee.**

1. The Executive Committee shall be comprised of the Presidents and Vice Presidents of the Chapter Boards of Directors (each an “Executive Committee Member”). One President from a Chapter shall serve as the Association Chair. The position of the Association Chair shall be determined by majority vote among the Executive Committee provided that a Chapter President shall not be eligible to serve as Association Chair for a given term if he or she, or another President of his or her Chapter, held the position of Association Chair for the immediately prior term. Each Executive Committee Member, including the Association Chair, shall serve for a period coterminous with his or her service as a Chapter Board President. The Executive Committee shall appoint a Treasurer, either from the Executive Committee or from outside of the Executive Committee, who shall serve for a period coterminous with his or her service as a Chapter Director, if applicable, or for such other period as the Executive Committee shall determine in its discretion. No more than one (1) individual employed by any one (1) corporate or other business entity (including such entity’s parent or affiliated companies or entities) may serve on the Executive Committee. In the event that Executive Committee member shall, during his or her term, become employed by the same corporate or business entity that is the employer of another Executive Committee member, the members sharing such common employment entity shall determine between them who shall serve on the Executive Committee, and the remaining Executive Committee members in consultation with the relevant Chapter Board shall determine who will serve in place of the individual who is chosen to not serve on the Executive Committee.

B. Chapter Boards.

1. Each Chapter Board shall be comprised of no fewer than eight (8) and no more than fourteen (14) Directors elected by and from the membership of the applicable Chapter (each a “Chapter Director”).

2. The Officers of each Chapter Board shall be President, Vice President, Secretary and Treasurer (collectively, the “Chapter Officers”). One candidate per position will be nominated by each Chapter’s respective Nominating Committee and will then appear on each Chapter’s ballot for an up or down vote by each Chapter’s membership, along with the remaining Directors.

3. The President and Vice President of each Chapter Board must be selected from those Chapter Directors that are Independent Music Publishers, or principals or employees thereof. An Independent Music Publisher shall be a music publisher which supports composer and songwriters in the protection and exploitation of their works through a variety of means in the United States and is neither (a) a publicly traded corporation, nor (b) operating with the direct investor funding of a publicly traded corporation (i.e. non-investor public financing such as a bank is permitted); nor (c) affiliated with any firm, company or other entity which is a substantial licensee of rights in musical compositions (a “Major Licensee”). A company shall be deemed to be so affiliated with a Major Licensee if the Chapter Board shall determine that such director is an officer, director, proprietor, partner or employee of any Major Licensee, or of a firm, company or other entity which controls, is controlled by or is under common control with

any Major Licensee. Any ambiguity or dispute with respect to a Director's failure to qualify as an Independent Music Publisher shall be resolved by the Executive Committee in its discretion prior to the elections set forth in Article B(2) hereinabove. In the event that an Officer (excluding a President, Vice President or Treasurer) shall, during his or her term, cease to qualify as an Independent Music Publisher, such Officer shall serve the remainder of his or her term, but the foregoing restriction on nomination shall again apply as of the following election of Officers of the relevant Chapter Board. In the event that a President or Vice President shall cease to qualify as an Independent Music Publisher, the relevant Chapter Board shall appoint a new President or Vice President, as applicable, who shall be an Independent Music Publisher.

4. Except as otherwise set forth herein, all Officers and Directors shall take office on the first day of January following their election to office. Except as otherwise set forth herein, all Officers and Directors shall hold office for two (2) years and until their successors take office. No individual shall serve more than a maximum term of four (4) consecutive years in one (1) Officer position, excluding the position of Treasurer, which shall not be subject to the foregoing limitation.

5. (a) Any Director may resign from office. (b) Any Director may be required to resign from office by a two-thirds (2/3) vote of the applicable Chapter Board constituting a quorum at a properly Noticed meeting. The Director shall be given no less than ten (10) days Notice of such meeting as to provide the Director with an opportunity to respond to the resignation request. A Director may refuse to resign and elect to be heard before a meeting of the applicable Chapter membership. Any such membership meeting shall be closed to non-members. A majority vote shall decide the issue of whether the Director will be required to resign. All Notices of meetings shall clearly indicate the subject matter of the meeting Noticed. If a Director resigns from office, a successor may be appointed by the applicable Chapter President and approved by a majority vote of the applicable Chapter Board and serve for the balance of the resigning Director's term.

C. From time to time, a Chapter President may establish such committees as deemed necessary to fulfill the purpose and aims of the Association. The applicable Chapter President shall appoint the chairperson of each such committee from the Directors of the applicable Chapter Board and each chairperson may appoint any member in good standing to serve on the committee. Such appointments of chairpersons and committees shall be subject to the approval of the applicable Chapter Board. Chairpersons shall report regularly to the applicable Chapter Board and shall submit any recommendations and budget requirements to such Chapter Board for approval.

D. All of the business affairs of the Association shall be managed and controlled and approved by the Executive Committee. All policy decisions of any nature shall also be made by the Executive Committee. Subject to the limitations of these Bylaws, and of the laws of the State of California, the Executive Committee shall make such rules and regulations as it shall deem necessary and proper in the exercise of its powers hereunder. All business conducted by the Executive Committee shall be by a majority vote at any duly constituted meeting of the Executive Committee. All of the business affairs of

each of the Chapters shall be managed and controlled and approved by the Chapter Board for such Chapter.

E. Each Chapter Board shall hold meetings at regular times and locations as it shall designate. Notice shall be sent to the applicable Directors at least seven (7) days prior to any such meeting. Other special meetings may be called by the President of the applicable Chapter Board by Notice or telephonic communication to each Director, except that no meeting may take place unless a quorum is present. If a President is unable to attend a meeting of the applicable Chapter Board, the Vice President shall preside over such meeting.

F. A majority of the Directors of each Chapter shall constitute a quorum for Chapter Board meetings. For the purposes of calculating a quorum and for records of attendance, any Director shall be considered to be in attendance and present if attending a meeting in person, via teleconference or via web conference.

G. The Association and each Chapter shall establish a bank account(s) that shall be necessary and proper for the ordinary course of business. All withdrawals from such bank account(s) shall necessitate the signature or electronic authorization of the relevant Treasurer, plus the signature of an Executive Committee Member or Officer, as applicable.

ARTICLE VI – MEMBERSHIP MEETINGS

A. Each Chapter shall hold an annual meeting of its members during the month of December on such date and at such time and location as the applicable Chapter Board may designate. Such annual meetings shall be open to members and non-members at the discretion of the applicable Chapter Board. Each meeting shall be announced by at least ten (10) days prior Notice.

B. A special meeting may be called by the Executive Committee at any time on ten (10) days prior Notice to the membership. Special Meetings may be open to members or to members and non-members at the discretion of the Executive Committee. Special Meetings of any Chapter may be called by the President of such Chapter or by a vote of two-thirds (2/3) of such Chapter's Board at any time on ten (10) days prior Notice to the membership. Such Special Meetings may be open to members only or to members and non-members at the discretion of the applicable Chapter Board.

C. Any matters to be voted upon by the general membership shall be by mail, email, or electronic ballot, at the discretion of the applicable Chapter Board. In the case of national matters, which shall include but are not limited to amendments to the Bylaws, the total membership of all Chapters shall be included in any said vote. In the case of Chapter matters, which shall include but are not limited to Chapter elections and other Chapter Board-related matters, only the respective membership of each Chapter shall be included in any said vote. Any action taken shall be by a majority vote of the members eligible for any said vote. The Executive Committee shall, from time to time, and at its sole

discretion, determine which matters are of a local or national nature to the extent that the same shall be consistent with the Bylaws.

ARTICLE VII – ELECTIONS

A. On or before October 1 of the second year of the term of office of the Chapter Directors, each Chapter President shall appoint a Nominating Committee consisting of seven (7) Chapter members and an Election Committee consisting of three (3) Chapter members.

B. The Nominating Committee shall meet for the purpose of nominating a sufficient number of nominees for the positions of Directors of the applicable Chapter, so that there shall be four (4) more nominees than the positions to be filled to comprise the required Directors. Chapter Officer candidates (one per position) will also be selected by the Nominating Committee.

C. The Election Committees shall oversee the preparation of the ballot and supervise its distribution, by mail, by email, or by electronic ballot, to all members of the applicable Chapter no later than thirty (30) days before the annual meeting. All nominees shall be members in good standing at the time the ballots are distributed. Ballots may be returned to the Election Committee by mail, by email or electronic ballot. Each Election Committee shall count and tabulate all ballots received and shall report its findings to the Chapter Board, the Chapter members and the Executive Committee on or before the annual meeting of the election year.

D. No more than one (1) individual employed by any one (1) corporate or other business entity (including such entity's parent or affiliated companies or entities) may be nominated in respect of any election of Directors. In the event that a Director shall, during his or her term, become employed by the same corporate or business entity that is the employer of another Director, the Directors sharing such common employment entity may serve the remainder of their terms, but the foregoing restriction on nomination shall again apply as of the following election to the Chapter Board.

E. Only members in good standing at the time the ballots are distributed shall be entitled to vote. Voting shall be done by secret ballot, whether such voting is via mail, email, or other electronic means.

F. The nominees receiving the most votes in each Chapter shall be elected as Directors of that Chapter Board; for example, in respect of a Chapter Board established as fourteen (14) Directors, the fourteen (14) nominees receiving the most votes shall be elected as Directors of such Chapter Board.

G. Upon taking office, each Chapter President shall appoint a Chapter Director to properly archive the complete election results for the balance of the term to which the election results apply.

ARTICLE VIII – AMENDMENTS TO BYLAWS

These Bylaws may be altered or amended by a vote of two-thirds (2/3) of the members of the Association as provided for in Article VI(C), provided, however, that no amendment(s) to the Bylaws shall be voted upon until the following procedure shall have been followed: (i) any member or members wishing to amend these Bylaws shall present such proposed amendment, in writing, by petition to the Executive Committee signed by at least fifteen (15) members in good standing; (ii) any such amendment to be submitted to the membership for consideration shall be enclosed with or electronically attached to the Notice sent to members no later than sixty (60) days after the Executive Committee's receipt of such amendment; (iii) such amendment may either be voted upon at a duly constituted meeting of the membership or via mailed or electronic ballot, no fewer than thirty (30) days and no later than ninety (90) days after such amendment has been submitted to the membership for consideration.

ARTICLE IX – CHAPTERS

The Executive Committee may authorize and direct the organization of Chapters of this Association throughout the world. The following procedure will apply to the organization of each Chapter:

A. On application to establish a Chapter by at least ten (10) individuals applying together, the Association Chair shall act as the chairperson of a committee of at least three (3) members appointed by the Association Chair to determine the qualifications of the individuals who have applied and the feasibility of the proposed chapter.

B. The Association Chair shall report his or her findings to the Executive Committee within sixty (60) days after the application is received, which shall then by majority vote deny or approve the application.

C. **Chapter Formation and Maintenance.** If the application is approved, the Executive Committee shall formulate the conditions upon which the proposed Chapter will be formed, provided that the following conditions shall apply to the formation and maintenance of each Chapter:

1. On formation, each Chapter will agree to conduct itself and shall conduct itself according to these Bylaws at all times.

2. The combined Directors of all Chapters may by two-thirds (2/3) majority vote disaffiliate any Chapter and withdraw all authorization to the disaffiliated Chapter to use the name of the Association, or to represent itself as affiliated with the Association.

3. On formation, each Chapter will be governed by a steering committee appointed and approved by the Chapter Board of no less than seven (7) members for a period of no less than one (1) year. After that period, each Chapter may elect a Chapter Board utilizing the election procedures provided for in these Bylaws, except that the

Chapter steering committee shall serve as the first nominating committee and first election committee.

4. Only members of each local Chapter shall be entitled to vote in their respective Chapter elections.

D. The following Chapters shall be deemed formed as of the date hereof, and the above organizing procedure shall be deemed completed with respect to such Chapters: Los Angeles, Nashville and New York.

E. No Chapter or Chapter member shall make, authorize, release or cause the release of any statement to the media that could be perceived as a statement criticizing or constituting the aims, principles, policies, or opinions of the Association or any of its membership without the express prior consent of the Executive Committee. No chapter shall bestow awards or other official acknowledgements in the name of the Association without the express prior consent of the Executive Committee, provided that each Chapter shall be entitled to bestow awards or official acknowledgments in the name of such Chapter, provided notice of such award or acknowledgment is given to the Executive Committee.

F. Starting with the second year after formation, each Chapter shall remit to the Association Treasurer the amount designated by the Executive Committee of the Association as payable out of each members' dues in accordance with Article IV(C).

G. Each Chapter will regularly exchange minutes among the remaining Chapters and the Executive Committee of each meeting of its Chapter Board (or, as applicable, steering committee), as well as information as to the dates, topics and agendas of upcoming membership meetings and programs. Each Chapter will use its best efforts to insert information as to the dates, topics and programs of other Chapters in their respective monthly meeting Notices to their general membership.

ARTICLE X – INDEMNIFICATION

A. The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer, Chapter Director, or employee of the Association against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Association; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Executive Committee Members who are not at that time parties to the proceeding.

B. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The

right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

C. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

D. This Article constitutes a contract between the Association and the indemnified Officers, Chapter Directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Officer, Chapter Director, or employee under this Article shall apply to such Officer, Chapter Director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE XI – ROBERT’S RULES OF ORDER

The conduct of business of the Association, each Chapter Board and all Chapter steering committees shall be governed by the Bylaws, but in the event of any dispute concerning parliamentary procedure, to the extent that the same shall be consistent with the Bylaws, Robert’s Rules of Order shall govern.

ARTICLE XII – DISSOLUTION

In the event of dissolution of the Association, all assets remaining after payment of all debts and expenses shall be donated to organization(s) or cause(s) consistent with the aims and principles of the Association. The Executive Committee will designate and approve any such donation.

These Bylaws are hereby adopted and ratified by the Officers listed below:

Dated: _____
