

Bylaws of the Themed Entertainment Association 1/18/2022



I. Name

- A The name of this mutual benefit non-profit corporation is Themed Entertainment Association. In these Bylaws the corporation is called the Association. The governing body of this Association shall be the International Board of Directors (called the IBoard in these Bylaws).

II. Mission

- A. The TEA brings creators and collaborators of compelling places and experiences together to share knowledge, spark new ideas, celebrate innovation and cultivate a vibrant, diverse and growing community.

III. Principal Office

- A The principal office of the Association or its official address for the transaction of business shall be identified by the IBoard.

IV. Membership

- A. Membership in the Association shall be available in the following categories:
 - 1. **Standard members** shall be defined as those for-profit businesses of one or more persons involved in any aspect of the business of creating themed entertainment or education including the planning, design, development, construction, and the creation of content who have paid current annual dues.
 - a. Standard members are entitled to one vote each in all governing Association matters such as elections and resolutions. The vote shall be cast by the main contact as provided by the member, or their designee.
 - 2. **Individual members** shall be defined as individuals who are not employed by a standard member company who have paid current annual dues.
 - a. Individual members are entitled to all the rights and privileges of the general membership, excluding the right to vote on Association Issues.
 - 3. **Institutional Membership:** The IBoard may establish a dues category for institutions and organizations who support the mission of the association and do not fit into the Standard or Individual Dues categories.
- B. Dues amounts, sub-categories, and benefits, are set by the IBoard.

- C. The IBoard may provide, by resolution, for the transfer of memberships within any class or classes, with or without restriction or limitation, including transfer on the death, dissolution, merger or reorganization of a member.
- D. Following a hearing before the IBoard, any member of the Association may be expelled by a two-thirds (2/3) vote of the IBoard members present for any reason that the IBoard deems sufficient cause for expulsion. The member must have been provided with 30 days advance notice in writing of all issues concerning the proposed expulsion and afforded the right to appear before the IBoard and to present evidence under such procedures as are established by the IBoard.

V. Divisions

- A. Whenever the Association's Board of Directors deems it is in the best interests of the Association, the Association's Board may create a Division in any geographic area provided that a minimum of 30 Standard Members reside or maintain offices in that geographic area.
- B. The goals of the divisions are as follows:
 - 1. To improve communication among members and between those members and the Association.
 - 2. To provide a more accessible forum for the discussion of ideas.
 - 3. To open markets for all Association members.
 - 4. To provide ongoing visibility for TEA.
 - 5. To increase membership in the Association.
 - 6. Other duties as requested by the Association's IBoard.
- C. Each division shall have a board to oversee Division activities. Each board shall elect its own officers.
- D. Each Division member in good standing may cast one vote in any election for Division Board Members of their respective Division.
- E. All division members must be members of the Association in good standing. The Association will keep records for divisions, will collect all dues, and will provide benefits to individual division members as members of the Association and as members of divisions, when appropriate.
- F. The Association shall have the right to charge division dues if necessary. Dues rates would be set annually by the Association's IBoard upon the recommendation of the division's elected leadership. Division special events costs shall be borne by the participants in those events through appropriate registration fees.
- G. The IBoard shall have power of creation, subdivision, consolidation, and discontinuation of the Divisions at its discretion.
- H. Divisions shall operate in accordance with the Association's stated mission, Bylaws and the policies established by the IBoard; and assume full fiduciary responsibility for all of the Division's budgeted funds.

VI. Boards of Directors

- A. Qualification of Directors: Directors shall be full-time employees of a Standard Member.

1. Duties

- a. The governing body of the Association shall be the International Board of Directors (IBoard). The IBoard serves as a representative for the members of the organization; ensures that the organization operates in accordance with its stated mission and Bylaws; is exclusively responsible for the development, maintenance and review of Association policy; and supervises the collection and expenditure of all Association funds.

- B. The IBoard shall be comprised of International Directors, a representative from each Division, and Individual Member Representatives as determined by the IBoard.

1. The voting membership of the IBoard shall consist of not less than 15 International Directors, plus one representative from each Division. At no time shall the total number of International Directors account for less than 2/3rds of the voting membership of the IBoard.
 - a. International Directors shall be elected by the Standard members of the Association for a three-year term. International Directors may not serve more than two (2) three-year terms consecutively.
 - b. International Directors are eligible to serve as members of the Executive Committee.
 - c. The terms shall be staggered so that approximately one third of the International Directors are elected each year.
2. Division Representatives to the IBoard: the number of Divisions shall determine the total number of Division Representatives to the IBoard. The President of each Division Board must be a representative from a Standard member company and will serve as the Division Representative to the IBoard. If unable to attend an IBoard meeting, a Division President may proxy their voting rights to one of their respective Division Vice Presidents for that meeting.
3. Individual Representatives: the IBoard shall determine the total number and categories of Individual Representatives to the IBoard.
 - a. The period of office shall be two years.
 - b. Individual members serving on the IBoard shall have full voting and participation privileges.
4. The Directors shall take office on January 1.
5. The Immediate Past President shall be considered a full voting member of the IBoard.

6. Each International Director and Division Representative is entitled to have one (1) vote on the IBoard.
- C. The IBoard shall hold at least FOUR regular meetings each year. One meeting shall be the Association's annual meeting. The IBoard shall determine the other meeting dates.
- D. Written or printed notice stating the place, day and hour of the meeting shall be delivered not less than ten nor more than 60 days before the date of the meeting either personally, by mail, email or fax, by or at the direction of the President, to each member of the IBoard.
- E. Special meetings of the IBoard may be convened by the President, by action of the Executive Committee or upon the request of 5 or more members of the IBoard, providing at least 10 days notice, has been given.
- F. The presiding officer or a majority of Board members present at Board meetings may, at any time, direct the IBoard to hold an Executive Session.
- G. The IBoard shall employ an Executive Director to carry out its policies.
- H. For any Audit, a Committee shall be appointed by the IBoard and shall be composed of five members. Such Committee to be composed of the current Treasurer and one other member of the Executive Committee, two other Board members or other Association Standard members, and a past Treasurer who shall serve as chair. This committee shall work with Association staff and the auditors to plan, monitor and report on any audit.
- I. At any regular or special meeting of the IBoard, a quorum shall constitute at minimum of 51% of the voting membership of the IBoard.
- J. Only one person from a given Standard Member can be elected or appointed as an International Director to the IBoard. If International Directors change their member affiliation during their elected term and this results in more than two individuals of the Standard Member serving as International Directors on the IBoard they may do so until their terms expire. When two or more Directors with voting privileges (International Directors or Division Presidents) from the same Standard Member serve on the IBoard only one may vote on issues before the IBoard.
- K. Following a hearing before the IBoard, any member of the IBoard may be expelled from the IBoard by a two-thirds (2/3) vote of the IBoard members present for any reason which the IBoard deems sufficient cause for expulsion. The IBoard member must have been provided with 30 days advance notice in writing of all issues concerning the proposed expulsion and afforded the right to appear before the IBoard and present evidence under such procedures as are established by the IBoard.
- L. Compensation: All Directors shall serve without compensation except that they may be allowed and paid their actual and necessary expenses as pre-approved by the IBoard as incurred in the furtherance of Association business.

VII. Executive Committee

- A. The Executive Committee shall oversee the Association's affairs between regular meetings of the IBoard. The Executive Committee has the full authority of the IBoard in any actions it takes between Board meetings.
- B. The Executive Committee shall consist of the Officers of the IBoard and the Immediate Past President. All members shall each cast one vote unless two members are from the same company, in which case only one will have the right to vote.
- C. Executive Committee meetings may be called by any member of the Executive Committee and are presided over by the President.
- D. A majority of the Executive Committee shall constitute a quorum.
- E. The Executive Committee may meet prior to the IBoard meetings and at other times by teleconference or in person, provided three days' notice has been provided. Any committee may meet by teleconference so long as all members can hear all other members.
- F. The Executive Committee shall keep regular minutes of its proceedings and shall report its activities at regular meetings of the IBoard.
- G. The Executive Committee shall annually review the performance of the Executive Director.
- H. Action by the Executive Committee between regular meetings of the IBoard may be ratified by the full IBoard at the option of the Executive Committee. The matter may be addressed by mail, facsimile or email ballot and, if approved, shall be entered in the minutes of the Association as an official action of the IBoard.

VIII. Officers

- A. The officers of this Association shall be a President, President-Elect, at least two (2) Vice-Presidents, a Secretary, a Treasurer. This Association may also have, at the discretion of the IBoard, Assistant Secretaries, Financial Officers, and such other officers as may be held by the same person except that neither the Secretary nor the Treasurer/Chief Financial Officer may serve concurrently as President. All of the officers are subordinate and responsible to the IBoard.
- B. The IBoard elects all officers of the IBoard from amongst the sitting International Directors.
- C. The President is the chief elected officer of this Association. The President has the general powers and duties usually vested in the office of the president of an Association and such other powers as may be prescribed by the IBoard.
 - 1. The position of President shall be filled by the President-Elect upon completion of their term.
 - 2. The President is the key spokesperson for the Association.
 - 3. The President shall preside at all meetings of the IBoard, Executive Committee and Association.
 - 4. The President of the IBoard shall appoint all special Committees of the IBoard.
 - 5. The President shall appoint the chairpersons of all standing Committees of the IBoard.

6. The President shall serve as an *ex-officio* member of all Committees of the IBoard.
 7. Upon completion of their term, the President shall succeed to the position of Immediate Past President.
- D. The position of President-Elect shall be elected by the IBoard prior to the annual meeting.
1. The President-Elect shall be selected from the current International Directors serving on the IBoard.
 2. When an International Director is elected President-Elect in the last year of their term, their term is extended by a maximum of one year for the sole purpose of serving as President of the Association.
 3. If the President-Elect cannot fill this position, the current President may continue to serve until the progression can be reestablished.
 4. In the absence or disability of the President, the President-Elect shall assume the duties of the President. The President-Elect shall assume the position of President upon completion of the President's term in office.
 5. In the event of a vacancy in the office of President, the President-Elect shall automatically succeed to the office of President for the duration of the President's term and then serve their elected term.
 6. The President-Elect shall have other such powers and perform other such duties as may be prescribed by the Board of Directors or the President from time to time.
 7. The President-Elect shall serve as an *ex-officio* member of all Committees of the IBoard.
 8. Upon completion of the President's term, the President-Elect shall succeed to the office of President for a one-year term
- E. Vice-Presidents: In the absence or disability of the President and the President-Elect, and subject to any limitations imposed by the IBoard, a Vice- President designated by the IBoard may perform all the duties of the President, and, when so acting, have all the powers of and be subject to all the restrictions upon the President.
1. When so acting, such Vice President shall have all the powers of, and be subject to all the restrictions upon, the President.
 2. Vice-Presidents shall oversee their assigned Committees and have such powers and perform other such duties as may be prescribed for them respectively by the President or the IBoard from time to time.
- F. Secretary: In the absence or disability of the President, President-Elect and Vice-Presidents, and subject to any limitations imposed by the IBoard, the Secretary shall perform all the duties of the President and, when so acting, have all the powers of and be subject to all the restrictions upon the President.

1. The Secretary shall attend all meetings of the IBoard and shall keep or cause to be kept, at the Principal office or such other place as the IBoard may order, a book of minutes of all meetings of the IBoard, and its Committees, which contains the time and place of holding, either regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings and the procedures of the Association, a copy of the Associations' Articles and Bylaws, as amended to date.
 2. The Secretary shall give, or cause to be given, notice of all meetings of the IBoard and any IBoard Committees thereof required by the Bylaws or by law to be given, shall keep the seal of this Association in safe custody and shall also have such other powers and duties as may from time to time be assigned to him or her by the IBoard or President.
- G. Treasurer: The Treasurer shall keep and maintain, or cause to be kept and maintained, full and accurate accounts of the properties and business transactions of this Association and shall send or cause to be sent to the IBoard, such financial statements and reports as are required to be sent to them by these Bylaws or by law.
- H. The term of office for all IBoard officers shall be one (1) year. The President-Elect shall assume the office of President at the adjournment of the Annual Business Meeting, unless the President accepts a second term. All other officers shall assume office within 90 days of the Annual Business Meeting and shall hold their respective offices until their resignation, removal or other disqualification from service, or until their respective successors shall be elected.
- I. Subordinate Officers: The IBoard may elect, and may empower the International President and such other officers as the business of this Association may require, each of whom shall hold office for such period, to have such authority and perform such duties as are provided in these Bylaws or as the IBoard may from time to time determine.
- J. Duties May be Delegated: In case of the absence of any officer of this Association, or for any other reason that the Association's Board may deem sufficient, the IBoard may delegate, for the time being, all or part of the powers or duties of any such officer to any other officer or to any Director.
- K. Executive Director: The IBoard may hire an Executive Director (ED) who shall serve at the will of IBoard. The ED shall have immediate and overall supervision of the operations of the Association, shall direct the day-to-day business of the Association, maintain the assets of the Association, manage the funds and assets of the association, sign contracts on behalf of the association, hire, discharge, and determine the salaries and other compensation of all staff members under the ED's supervision, and perform such additional duties as may be directed by IBoard. The ED shall make such reports at IBoard meetings or other meetings of Association entities as shall be required by the President or IBoard.

The ED may be hired at any meeting of IBoard by a majority vote and shall serve until removed by IBoard upon an affirmative vote of a majority vote of the

members present at any meeting of IBoard. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any ED, who shall remain an employee terminable at will, as provided in this Section.

IX. Annual and Special Meetings

- A. An annual meeting of the Association membership shall be held at a time and place determined by the IBoard.
- B. Written or printed notice stating the place, day and hour of the meeting, and the purpose or purposes for which the meeting is called shall be delivered not less than ten nor more than 60 days before the date of the meeting either personally, or by mail, email or fax, by or at the direction of the President, to all Members.
- C. The purposes of the Annual Meeting are to receive reports on the finances and membership of the Association, to receive other reports from officers and Committees, to receive election results for board positions, and to conduct any other Association business which may arise.
- D. A special meeting of the Association may be called by either:
 - 1. The President, providing at least 10 days notice, as outlined in Bylaws has been provided, or
 - 2. At least 5 percent of all Standard members, providing that the notice of the meetings has been mailed, emailed, or faxed to all Standard members of the Association at least 30 days in advance of the meeting
- E. Each Standard member shall be entitled to one vote at meetings. The member's main contact, or their designee, shall cast the vote.
- F. At any regular or special meeting of the Association membership, the Standard members present shall constitute a quorum if notice of the meeting has been provided as specified in these *Bylaws*.

X. Electronic Meetings

- A. Actions taken by the IBoard, Executive Committee, Committees at telephonic meetings or utilizing other media such as email, facsimile, tele conference, video conferencing, computer bulletin boards and other means of electronic communication are authorized and shall have the same effect as actions taken at other lawfully called meetings so long as all members can see or hear all other members at all times.

XI. Committees

- A. The function of each Committee of the IBoard (other than the Executive Committee and the Nominating Committee) shall be to assist the IBoard by studying and reviewing matters within its jurisdiction or specifically assigned to it

by the IBoard, and making recommendations thereon to the IBoard. The IBoard may provide, by resolution or through establishing policies, for such Committees, as it deems necessary or convenient for the proper governance and operation of the Association. Except as otherwise expressly provided by these Bylaws, the IBoard shall determine, for each Committee, by resolution or through establishing policies:

1. How the Committee shall be designated or named;
Any restrictions or conditions on who shall preside over the Committee, including whether such an individual shall be a member of the IBoard;
2. The composition of the Committee, including whether a majority of its members shall be members of the IBoard;
3. The term in office and process for selecting the chairperson and the members of the Committee and their successors, if any; and
4. The duration of existence of any Committee, whether fixed or indefinite.

B. The Standing Committees of the IBoard shall be:

1. The Executive Committee (chaired by the President);
2. The Leadership Development and Nominating Committee (chaired by the President Elect);
3. The Thea Awards Nominating Committee, whose rules and structure shall be determined by the Thea Nominating Committee with IBoard approval;
4. Such other Committees as the IBoard from time to time may establish.

C. Any Committee member other than the International President, International President-Elect, International Vice-Presidents may be removed at any time by the IBoard. All files and records of all Committees shall be the property of the Association.

D. Only the Executive Committee may act with the authority of the IBoard as limited by the Bylaws. All other Committees are advisory and may determine their own meeting rules. Minutes shall be kept, unless otherwise indicated in policies established by the IBoard, or the IBoard may, from time to time, prescribe rules for the governance of Committees.

E. Authority: The IBoard may delegate to such Committees any of the authority of the IBoard, except with respect to:

1. The approval of any action for which the Delaware Nonprofit Mutual Benefit Association Law also requires the approval of the members or a majority of all members;
2. The filling of vacancies on the IBoard;
3. The fixing of compensation for the Directors for serving on the IBoard or any committee;
4. The amendment or repeal of Bylaws or the adoption of new Bylaws;
5. The amendment or repeal of any resolution of the IBoard, that by its express terms, is not so amenable or repeatable; or
6. The appointment of other Committees of the IBoard or members thereof.

XII. Leadership Development, Nominations and Elections

- A. The President shall appoint a Leadership Development and Nominating Committee no later than January of each year
- B. The Committee shall consist of:
 - 1. President-Elect (chair)
 - 2. At least One Past President
 - 3. Two current IBoard members not standing for election that year
 - 1. One may be carried over from the previous year
 - 4. Up to Three TEA members not on the IBoard and not standing for election in that year.
 - 1. Up to Two may be carried over from the previous year
- C. If the Association's President-Elect cannot serve as chairperson, it shall reside with one of the Association's Immediate Past-Presidents.
- D. The Committee will oversee a leadership development program to bring diversity into the governance of the association.
- E. The Committee shall submit a list of certain candidates for the various elective positions to be filled for the following year to the IBoard for approval by the August IBoard Meeting.
- F. Election results will be announced to the membership at the Annual Meeting or within 15 days of the voting deadline.
- G. Each Standard member in good standing may cast one vote in the election of International Directors for the IBoard. The ballot shall be delivered to the contact listed in the Association's membership records. The vote may be cast by the primary Association contact or their designee.
- H. The IBoard will establish the annual election process. Any changes to the election process must occur at least 6 months prior to the next held election

XIV. Vacancies

- A. In the event of a vacancy in any office of the Association, or the IBoard, either caused by failure to elect, resignation, death or otherwise, such vacancy may be filled by appointment by the President with approval of the IBoard, or by the IBoard at any regular or special meeting or by mail, email, or faxed ballot. Such election will require a majority vote of a quorum at such meeting. Members so elected shall serve until the expiration of the original term of office.

XV. Parliamentary Procedure

- A. The IBoard may, at any time, establish rules and procedures governing meetings and actions of the Association, Division, or any of its Committees, and it shall interpret the Bylaws of the Association. In the absence of such action by the IBoard, Robert's Rules of Order shall be accepted as the parliamentary rules therefore, provided that the President may vary the order of business at his/her discretion, and a majority of the Directors present at any meeting of Members may determine any rules for such meeting.

XVI. Non-Liability of Members

- A. A member of the Association shall not be personally liable for the debts, obligations or liabilities of the Association, solely because of such membership. Nothing herein shall constitute members of the Association as partners for any purpose. No member, officer, agent or employee shall be liable for the acts or failure to act of any other member, officer, agent or employee of the Association. Nor shall any member, officer, agent or employee be liable for his or her acts or failure to act under these Bylaws, excepting only acts or omissions arising out of his or her willful misfeasance.

XVII. Indemnification by Association

- A. The Association may indemnify any Director, officer, employee, or other agent of the Association against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in the proceeding (including a derivative action on behalf of the Association) to which that person was or is threatened to be made a party by reason of the fact that he/she was or is an agent of the Association, to the maximum extent possible under the law.

XVIII. Insurance

- A. The Association may at the discretion of the IBoard maintain insurance to the extent reasonably available, at its expense, to protect itself and any such Director, officer, employee or agent of this Association or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Association would have the power to indemnify such person against such expense, liability or loss under the law.

XIX. Amendments to the Bylaws

- A. These Bylaws may be amended by repeal and new and additional Bylaws may be made from time to time at any time by a 2/3 majority vote of the members of the IBoard.
- B. Recommended changes to the Bylaws will be made available to the membership for comment no less than 30 days prior to a vote of the IBoard on the proposed changes.
- C. If 30% of standard members request a vote of the full membership on specific changes to the bylaws, a vote of the membership shall take place before the identified changes to the bylaws shall be enacted.
- D. The Secretary shall keep a record of all changes to the TEA bylaws.

XXIV. Headings

- A. The headings used herein are solely for the purpose of identifying the general subject of the section and are not intended as a limitation on the subject matter of such sections.