

DOMITOR BYLAWS

ARTICLE I

POLICY

SECTION 1. POLICY. Domitor, a Michigan nonprofit corporation, is dedicated to public charity and shall serve all persons without regard to race, creed, color, national origin, sex, age, handicap or economic status and shall carry out charitable and educational acts as shall be appropriate for a nonprofit corporation within the laws of the State of Michigan. The specific programs and services shall be determined by the Board of Directors of the Corporation, which is also known as the Executive Committee. The assets of Domitor shall be used to achieve maximum benefit in promoting the purposes of Domitor within or without the State of Michigan as shall be determined from time to time by the Board of Directors.

ARTICLE II

PURPOSE

SECTION 1. PURPOSE. The Corporation is organized and shall be operated only for charitable, educational and other purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended (the “Code”), and for the following purposes:

- (a) To promote and support the appreciation and understanding of early cinema through meetings, conferences, seminars, festivals, retrospectives of films, and educational publications that it develops and distributes. Domitor aims to contribute to the international exchange of information about early cinema and to the improvement of researchers’ access to films and written documents. It supports the systematic study of cinematic activity from the beginnings of the moving image to about 1915, utilizing, among others, multiple approaches such as filmographic analysis, archive science, history, narratology, semiotics, and when appropriate, other approaches. It also aims to assist in the training of researchers by promoting interchange between novices and experienced researchers.
- (b) To accept and receive by gift, devise, bequest, endowment, grant or otherwise real and personal property of any kind and to make grants and gifts of such property to organizations as designated by the Board of Directors and as consistent with the Articles of Incorporation and these Bylaws; and

- (c) To purchase, receive, acquire, own, use, lease, mortgage, sell, transfer, maintain and/or otherwise dispose of real and personal property of every nature and description and to direct the whole or any part of the appreciation or income therefrom and the principal thereof exclusively in furtherance of the purposes of the Corporation or to contribute same, directly or indirectly, to organizations qualifying as exempt organizations under Section 501(c)(3) of the Code.

ARTICLE III

OFFICE AND OFFICIAL LANGUAGES

SECTION 1. REGISTERED OFFICE. The registered office of the Corporation shall be in the City of East Lansing, County of Ingham State of Michigan, or at such other registered office as the Board of Directors of the Corporation may determine from time to time.

SECTION 2. OTHER OFFICES. The Corporation may also have offices at such other places both within and without the State of Michigan as the Board of Directors may from time to time determine or the purposes of the Corporation may require.

SECTION 3. OFFICIAL LANGUAGES. The official languages of the Corporation are English and French. The Board of Directors may occasionally, for financial or exceptional reasons, favor one over the other in official documents. In the event of dispute, the authoritative text is the one in English.

ARTICLE IV

MEMBERS

SECTION 1. MEMBERSHIP. The organization shall consist of the following classes of Members: Regular, Honorary, and Sustaining. The rights and privileges of each of these classes is outlined below. These Bylaws may be amended to provide for additional classes of Members. The rights and privileges of the classes of Members (or any future classes) may be amended at the sole discretion of the Board of Directors; provided, however, any amendment denying, limiting, or otherwise prescribing the voting rights of any Members may only be altered by the affected Members. All fees and biennial membership dues shall be established by the Board of Directors. Membership fees are valid for a two-year period, beginning in January and ending in December of the following year. The Board of Directors has the power to designate honorary members and members exempted from subscription. Application for Domitor membership by individuals or collectivities shall be made on forms established by the Corporation and are available on the official website or upon request from the Treasurer. Upon receipt of the Application and the

payment and acceptance of all fees and/or dues, the applicant shall be admitted as a Member under one of the classes established Domitor, with the rights and privileges accorded to that membership class. The biennial membership dues are payable in advance and the failure of a Member to pay the dues when required may be considered just cause for suspension.

Each member has the right to attend and participate in the Annual Meeting, aka the General Assembly, and has voting rights (as outlined in Article IV, Section 9). Each Member shall be given access to designated Members' areas of the Domitor's official website, as well as such other visual or printed materials determined by the organization to further its objectives, unless as otherwise provided in these Bylaws. Each Member has the permanent and unrestricted right to examine the organization's books.

In the event any Member fails to pay his or her biennial membership dues by the end of the third month from the due date, or for any other grave cause determined by the Board of Directors, the membership of such Member in Domitor shall be suspended. Only the Board of Directors can undertake the expulsion of a member. The latter may first be asked to provide explanations and has the right to present his or her case before the Board of Directors or at a General Assembly. Suspension of membership shall result in the forfeiture of all membership rights and privileges, including voting rights. Such suspension shall automatically be revoked, and all rights and privileges restored, upon payment by any such suspended Member of all biennial membership dues in arrears, provided that they are paid within one year from the due date. In the event that the biennial membership dues in arrears are not paid, the membership of such Member shall be terminated.

A Member may resign upon written notice to the Board of Directors. The Board of Directors shall have thirty (30) days from receipt of said resignation to take any and all appropriate actions in connection with said resignation.

Membership classes include:

- (a) **Regular Member.** A "Regular Member" (or "Individual Member") is defined as an individual independent scholar, archivist, or member of the faculty of a college or university who conducts research, preservation, or teaching or other activities of scholarly or professional concern relating to early cinema as an artistic, technological, or cultural form. All regular Domitor Members are entitled to one (1) vote on any matter presented to the membership at large.

Regular Members are eligible (i) to participate in the General Assemblies or Annual Meetings of the membership; (ii) to vote on and be elected as representatives to the Board of Directors; (iii) to be elected to any Domitor office; (iv) to be appointed to committees by the Board of Directors; and (v) to submit materials to the members area of the official Domitor website.

- (b) **Honorary Member.** A “Honorary Member” is defined as an individual who has been recognized by the Board of Directors as having made an outstanding contribution to the field of early cinema studies over a substantial period of time. To become an honorary member of Domitor, the individual must be nominated by a Regular Member, and approved by a two-thirds (2/3) vote of the members of the Board of Directors. Honorary Members are not required to pay membership dues.

Honorary Members are eligible (i) to participate in the Annual Meeting of the membership; (ii) to elect members of the Board of Directors, (iii) to vote on motions submitted at meetings; (iv) to be appointed to committees by the Board of Directors; and (v) to submit materials for publication on the official organization website, as well as such other publications by the organization. Certain of these members, whose contribution to the organization is deemed exceptional by the Board of Directors, may be granted life membership.

- (c) **Sustaining Member.** A “Sustaining Member” (or “Benefactor Member”) is defined as an individual, group (association, firm, corporation or foundation), or institution (library, archive, college, university, or other recognized institution of higher learning) ascribing to the goals of Domitor (through active engagement in the preservation, teaching, and/or promotion of early cinema), and making a substantial gift for the financial support of the organization in the form of money, material goods, or services.

A group or institution must designate one (1) representative who is eligible (i) to attend or participate in the general meetings of the membership; (ii) to be appointed to committees by the Board of Directors. A group or institutional member, if it so wishes, may change its representative in the course of the membership period. If so, it must inform the Treasurer. Certain of these members, whose contribution to the organization is deemed exceptional by the Board of Directors, may be granted life membership.

SECTION 2. PLACE OF MEETING. All General Assemblies of the Members of Domitor shall be held at any place or time, either within or without the State of Michigan, as may be determined by the President or the Board of Directors.

SECTION 3. ANNUAL MEETING OF MEMBERS (THE GENERAL ASSEMBLY). The Annual Meeting of Members shall be held at such time and place as may be fixed by the Board of Directors, such as at the Giornate del Cinema Muto in Pordenone and at Domitor’s biennial conference. At the Annual Meeting, the Board of Directors will present reports on the organization’s activities and finances, unless such

action is taken by written consent as provided in Article IV, Section 13 [“Consent of Members in Lieu of Meeting”], of these Bylaws. In addition, the President or members of the Board of Directors may, if they so wish, convene an informative meeting at any place or time.

At the meeting, the Members may (i) elect the Members of the Board of Directors if there are vacancies; (ii) elect the Treasurer and Secretaries of Domitor if there are vacancies, as more fully set forth in Article VII of these Bylaws; and (iv) transact such other business as may properly be brought before the meeting. If the Annual Meeting is not held on the date designated therefor, the Board of Directors shall cause the meeting to be held as soon thereafter as convenient.

SECTION 4. ORDER OF BUSINESS AT ANNUAL MEETING. The order of business at the annual General Assembly of members may include but is not limited to the following:

- (a) Reports of the Board of Directors on the association’s activities and finances.
- (b) Discussion of any measures that affect members, including, but not limited to, upcoming publications and conferences, website updates, essay competitions.
- (c) Decision on matters referred to the General Assembly by the Board of Directors for a decision, such as the adoption and changes of the Statutes or Bylaws.
- (d) When scheduled, in lieu of an electronic ballot, the election of (i) the members to the Board of Directors, and (ii) the officers (Secretaries, Treasurer) designated in Article VII.
- (e) Transaction of other business arising.

In the absence of any objection, the presiding officer may vary the order of business at the Annual Meeting at his/her discretion.

SECTION 5. NOTICE OF MEETING OF MEMBERS. Except as otherwise provided in the Michigan Nonprofit Corporation Act (herein called the “Act”), written notice of the time, place and purposes of a meeting of Members shall be given not less than seven (7) nor more than sixty (60) days before the date of the meeting, either personally or via mail or e-mail, to each Member of record entitled to vote at the meeting. The notice of such meeting may also be posted on the organization’s website for reference purposes only. When a meeting is adjourned to another time or place, it is not necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting only such business is transacted as might have been transacted at the original meeting. However, if after the adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of adjourned meeting shall be given to each Member of record on the new record date entitled to vote at the meeting. Attendance of a person at a meeting of Members constitutes waiver of objection to (a) lack of notice or defective notice

of the meeting, unless the Member at the beginning of the meeting objects to the holding of the meeting or transacting business at the meeting; and (b) consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when presented.

SECTION 6. LIST OF MEMBERS ENTITLED TO VOTE. The officer(s) having charge of the books and records of Domitor shall make and certify a complete list of the Members entitled to vote at the General Assembly or any adjournment thereof. The list shall:

- (a) Be arranged alphabetically with the mailing or email address of each Member.
- (b) Be prima facie evidence as to who are the Members entitled to examine the list or to vote at the meeting.

SECTION 7. SPECIAL MEETING OF MEMBERS. A special meeting of Members may be called at any time by the President of Domitor or by at least three (3) members of the Board of Directors then in office or by ten (10%) percent of the Members of a voting class. The method by which such meeting may be called is as follows: Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the President, or by at least three (3) members of the Board of Directors then in office, or by the Members as above provided, the Secretary of Domitor shall prepare, sign and mail or email the notice requisite to such meeting.

SECTION 8. QUORUM OF MEMBERS. Unless a greater or lesser quorum is provided in the Articles of Incorporation or these Bylaws, the Members present at a General Assembly entitled to vote on matters presented to the membership shall constitute a quorum at the meeting. The Members present in person at such meeting may continue to do business until adjournment. Proxy votes are not accepted. Whether or not a quorum is present, the meeting may be adjourned by a vote of the Members present.

SECTION 9. VOTE OF MEMBERS. Each voting Member is entitled to one (1) vote on each matter submitted to a vote, unless otherwise provided in the Articles of Incorporation or these Bylaws. A vote is normally cast electronically, but voting may also be called for at a General Assembly when circumstances permit or require it.

At the Annual Meeting, voting is normally by a show of hands. If one third (1/3) of the members present request it, a secret ballot will be held. When an action is to be taken by a vote of the Members, other than the election of the officers and the members of the Board of Directors, it shall be authorized by a majority of the votes cast by the Members present and entitled to vote thereon, unless a greater vote is required by the Articles of Incorporation. In the event of a tied vote, the President casts the deciding vote. The Secretaries, Treasurer, and the Board of Directors shall be elected by a plurality of the votes cast in an election.

SECTION 10. ELECTRONIC DELIBERATIONS AND VOTING. When issues are submitted to the Members of the organization for an electronic vote, the Members shall have seven (7) business days to respond, unless a different response date is provided in these Bylaws. A Member who objects to an electronic vote on any issue may raise his or her objection prior to the vote and may request a full discussion of the issue, including a request that the discussion and vote be brought before a General Assembly of the Members. The same quorum and voting requirements contained in Section 8 and Section 9 of this Article IV shall apply to an email vote by the Members.

SECTION 11. RECORD DATE FOR DETERMINATION OF MEMBERS. For the purpose of determining Members entitled to notice of and to vote at a meeting of Members or an adjournment thereof, or to express consent or to dissent from a proposal without a meeting, or for the purpose of any other action, the Board of Directors may fix, in advance, a date as the record date for any such determination of Members. The date shall not be more than sixty (60) nor less than ten (10) days before the date of the meeting, nor more than sixty (60) days before any other action. If a record date is not fixed (i) the record date for determination of Members entitled to notice of or to vote at a meeting of Members shall be the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day next preceding the day on which the meeting is held, and (ii) the record date for determining Members for any purpose other than that specified in clause (i) shall be the close of business on the day on which the resolution of the Board of Directors relating thereto is adopted. When a determination of Members of record entitled to notice of or to vote at a meeting of Members has been made as provided in this Section, the determination applies to any adjournment of the meeting, unless the Board of Directors fixes a new record date under this Section for the adjourned meeting.

SECTION 12. INSPECTORS OF ELECTION. The Board of Directors, in advance of a Members' Annual Meeting, may appoint one (1) or more inspectors of election to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a Members' meeting may, and on request of a Member entitled to vote thereat shall, appoint one (1) or more inspectors. In the event the person so appointed fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting or at the meeting by the person presiding thereat. The inspectors shall determine the existence of a quorum, and shall receive votes, ballots or consents, hear and determine challenges and questions arising in connection with the right to vote, count and tabulate votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all Members.

SECTION 13. CONSENT OF MEMBERS IN LIEU OF MEETING. Any action required or permitted to be taken at an annual or special meeting of Members may be taken without a meeting, without prior notice and without a vote, if all of the Members entitled to vote thereon consent thereto in writing. If the organization's Articles of Incorporation so provide, any action required or permitted by the Act to be taken at an annual or special meeting of Members may be taken without a meeting, without prior notice and without a vote, if consents in writing, setting forth the action so taken, are signed by the Members having not less than the minimum number of votes that would be necessary to

authorize or take the action at a meeting at which all Members entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to Members who have not consented in writing.

SECTION 14. PARTICIPATION IN MEETING BY AUDIO-VISUAL CONFERENCING TECHNOLOGY. A Member may participate in a meeting by means of audio-visual conferencing technology or similar communications equipment if available by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

ARTICLE V

DIRECTORS

SECTION 1. NUMBER AND TERM OF DIRECTORS. The Board of Directors, also known as the Executive Committee, shall consist of (i) the current President, Vice-Presidents, Secretaries, and Treasurer; and (ii) additional elected Directors up to a total of twelve including officers. Each Director shall serve on the Board of Directors for the term to which each is elected to his or her specific office or position with Domitor in accordance with the provisions of these Bylaws. All terms shall commence on January 1 of the fiscal year immediately following the election related to such term and shall expire on December 31 of the last fiscal year of the term or until his or her resignation or removal. Directors must be Members of Domitor and be natural persons over the age of eighteen years. The Past-President shall be considered an ex officio member of the Board of Directors and is eligible to attend all meetings of the Board of Directors. The President-Elect shall be required to attend all meetings of the Board of Directors. Ex officio members of the Board of Directors, including the Past-President and the President-Elect shall have no voting rights until the term officially begins.

The number of Directors, which shall constitute the whole Board of Directors, shall normally be nine (9) Directors, but may expand to twelve (12) temporarily until current Directors fulfill their term if vacant officer positions cannot be filled from within the current Board of Directors. A Director is appointed to the Board of Directors for a term of four years, renewable by majority approval of the Board of Directors for one further term of four years, barring resignation, death, or removal. After two terms, a Director must run for reelection through the general membership for each subsequent term. A Director must be a natural person over the age of eighteen (18) years.

SECTION 2. VACANCIES. A vacancy occurring in the Board of Directors remains empty until the next election to the Board of Directors by voting members. However, the Board of Directors may hold a special election for a replacement before this date if it deems it necessary. In such cases, elected Directors will serve a full term of four years, renewable by approval of the Board of Directors for one further period of four years. After two terms, a Director must run for reelection through the general membership. If

because of death, resignation or other cause, the Corporation has no Directors in office, an officer, a member, an executor, administrator, trustee or guardian of a member, or other fiduciary entrusted with like responsibility for the person or estate of a member, may call a special meeting of members in accordance with the Articles of Incorporation or these Bylaws. A vacancy that will occur at a specific date by reason of resignation or otherwise, may be filled before the vacancy occurs but the newly elected or appointed Director may not take office until the vacancy occurs.

SECTION 3. REMOVAL. A Director may be asked to self-assess their role and commitment annually. A Director may be removed at any time, with or without cause, by a vote of the majority of Directors, not including the Director who is the subject of the vote for removal.

SECTION 4. RESIGNATION. A Director may resign by written notice to the Corporation. The resignation is effective upon its receipt by the Corporation or a subsequent time as set forth in the notice of resignation.

SECTION 5. POWERS. The Board of Directors shall have the following powers:

- (a) To determine the philosophy, direction, policies, and administrative procedures of the Corporation;
- (b) To elect and remove, with or without cause, the officers of the Corporation;
- (c) To pronounce the expulsion of a member;
- (d) To decide the membership fees;
- (e) To recommend amendments, alterations, modifications or repeals to the Membership for approval of the Articles of Incorporation and Bylaws of the Corporation;
- (f) To receive proposals, in particular those to change or repeal the Articles of Incorporation and Bylaws of the Corporation;
- (g) To acquire, purchase, sell, lease, transfer or encumber, construct or undertake the destruction of land and/or buildings owned by the Corporation or in which the Corporation has or will have equitable or legal title;
- (h) With approval of the Membership, to terminate, merge, consolidate, affiliate, divide, or separate programs from this Corporation and/or to merge, consolidate, or affiliate the Corporation or any of its programs with any other corporation, organization or program having similar purposes and goals to those of the Corporation and which are exempt organizations under Section 501(c)(3) of the Code;
- (i) With approval of the Membership, to dissolve the Corporation and to determine the distribution of the Corporation's assets upon dissolution in conformity with the Articles of Incorporation, these Bylaws, the Internal Revenue Code of 1986, as now or hereafter amended, and the applicable laws of the State of Michigan;

- (j) To approve any borrowing or other financial obligation not contained in the capital or operating budgets of the Corporation;
- (k) To grant prior approval to any increment or addition to the capital debt and/or to renegotiate, modify or otherwise change the existing capital debt obligation of the Corporation;
- (l) To require a certified audit of the corporate funds at any time and to appoint the fiscal auditor of the Corporation annually; and
- (m) To take such other actions as may be taken by a nonprofit corporation in accordance with the Corporation's Articles of Incorporation and the laws of the State of Michigan.
- (n) To favor one of the two official languages if circumstances require;
- (o) To designate someone other than the President or Treasurer to sign checks, bills and banking instruments of the Association;
- (p) To nominate honorary members and exempt from membership fee individuals who have made an exceptional contribution to the Association;
- (q) To set the agenda, date, time and place of a General Assembly;
- (r) To carry out the decisions of a General Assembly;
- (s) To accept the resignation of an Board of Directors member;
- (t) To elect officers of the Board of Directors as enumerated below;
- (u) To approve any activity, event or appearance undertaken by the Corporation.

SECTION 6. COMMITTEES OF DIRECTORS. The Board of Directors may designate one or more committees, each committee to consist of one or more Directors of the Corporation. The Board of Directors may designate one or more Directors as alternate members of any committee, who may replace an absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the members thereof present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors creating such committee may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation. Provided, however, no such committee shall have the power or authority to (i) amend the Articles of Incorporation of the Corporation, (ii) adopt an agreement of merger or consolidation, (iii) sell, lease or exchange all or substantially all of the Corporation's property and assets, (iv) dissolve the Corporation, (v) revoke a dissolution, or a cessation of the business of the Corporation, (vi) amend the Bylaws of the Corporation, or (vii) fill vacancies in the Board of Directors. Any such committee, and each member thereof, shall serve at the pleasure of the Board of Directors.

SECTION 7. PLACE OF MEETING. All meetings of the Board of Directors of the Corporation shall be held at the registered office or such other place, within or without the State of Michigan, as may be determined from time to time by the Board of

Directors of the Corporation. Meetings may also be held through video and/or audio conferencing.

SECTION 8. ANNUAL MEETING OF BOARD. The Annual Meeting of the Board of Directors shall be held within thirty (30) days prior to or one hundred twenty (120) days following the year end of the Corporation, on a day not a legal holiday, at such time as may be determined by the Board of Directors, unless such action is taken by written consent as provided in these Bylaws. At said meeting, the Board of Directors shall elect the officers of the Corporation if there are vacancies and shall transact such other business as may properly be brought before the meeting. If the Annual Meeting is not held on the date designated therefor, the Board of Directors shall cause the meeting to be held as soon thereafter as convenient. The Annual Meeting in any year may be held at a different time and place than that herein provided by a consent of a majority of the Directors of such new Board of Directors. No notice of such meeting shall be necessary to the newly elected Directors in order legally to constitute the meeting, provided a quorum shall be present.

SECTION 9. ORDER OF BUSINESS AT ANNUAL MEETING. The order of business at the Annual Meeting of the Board of Directors may include but is not limited to:

- (a) Reports of officers.
- (b) Election of officers if scheduled.
- (c) Transaction of other business arising.

Provided, however, in the absence of any objection, the presiding officer may vary the order of business at his or her discretion.

SECTION 10. NOTICE OF MEETING OF DIRECTORS. Except as otherwise provided in the Nonprofit Corporation Act (the “Act”), written notice of the time, place and purposes of a meeting of Directors shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by email or land/air express courier service, to each Director of record entitled to vote at the meeting. When a meeting is adjourned to another time or place, it is not necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting only such business is transacted as might have been transacted at the original meeting. However, if after the adjournment the Directors fix a new record date for the adjourned meeting, a notice of adjourned meeting shall be given to each Director of record on the new record date entitled to vote at the meeting. Attendance of a person at a meeting of the Board of Directors, in person or by proxy, constitutes waiver of objection to (a) lack of notice of defective notice of the meeting, unless the Director at the beginning of the meeting objects to the holding of the meeting or transacting business at the meeting; and (b) consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Director objects to considering the matter when presented.

SECTION 11. REGULAR MEETING OF THE BOARD OF DIRECTORS. Regular meetings of the Board of Directors, or of the members of a committee, may be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors or the members of the committee, and may be held concurrently with the Annual Meeting of the Board of Directors or otherwise.

SECTION 12. SPECIAL MEETING OF THE BOARD OF DIRECTORS. Special meetings of the Board of Directors may be called by the President, or by a majority of the persons then comprising the Board of Directors, at any time by means of notice of the time and place thereof to each Director, given not less than twenty-four (24) hours before the time such special meeting is to be held.

SECTION 13. QUORUM AND REQUIRED VOTE OF BOARD AND COMMITTEES. At all meetings of the Board of Directors, or of a committee thereof, a majority of the members of the Board of Directors then in office, or of the members of a committee thereof, shall constitute a quorum for transaction of business. The vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the Board of Directors or of the committee unless the vote of a larger number is required by the Act, the Articles of Incorporation, the Bylaws, or, in the case of a committee, the Board of Directors resolution establishing the committee. Amendment of these Bylaws by the Board of Directors requires the vote of not less than a majority of the members of the Board of Directors then in office. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present there at may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

SECTION 14. CONSENT OF DIRECTORS IN LIEU OF MEETING. Action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors then in office or a committee thereof, may be taken without a meeting if, before or after the action, all members of the Board of Directors then in office or of the committee consent thereto in writing. The written consents shall be filed with the minutes of the proceedings of the Board of Directors or committee. The consent has the same effect as a vote of the Board of Directors or committee for all purposes.

SECTION 15. COMPENSATION OF DIRECTORS. The Board of Directors serve without compensation.

SECTION 16. PARTICIPATION IN MEETING BY AUDIO-VIDEO CONFERENCING TECHNOLOGY. A member of the Board of Directors or of a committee designated by the Board of Directors may participate in a meeting by means of audio-video conferencing technology or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

SECTION 17. WAIVER OF NOTICE. Attendance at or participation of a Director at a meeting constitutes a waiver of notice of the meeting, unless the Director at the beginning of the meeting, or upon his or her arrival, objects to the meeting or the transaction of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

ARTICLE VI

OFFICERS

SECTION 1. SELECTION. The Board of Directors, at the Corporation's organizational meeting and pending vacancies at each Annual Meeting of Board of Directors thereafter, shall elect or appoint a President, and may elect or appoint one or more Vice Presidents as the Board deems necessary. The Board of Directors may also elect or appoint such other officers, employees and/or agents as they shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

SECTION 2. COMPENSATION. Officers serve without compensation, but may be reimbursed for expenses for the organization with pre-approval from the President and Treasurer. Compensation for employees and agents of the Corporation shall be fixed by the Board of Directors; provided, however, that the Board of Directors may delegate to the officers the fixing of compensation of employees and agents.

SECTION 3. TERM, REMOVAL AND VACANCIES. Each officer of the Corporation shall hold office for the term for which he or she is elected or appointed and until his or her successor is elected or appointed and qualified, or until his or her resignation or removal. Terms of office are four years, renewable by majority approval of the Board of Directors for one further period of four years. After two terms, officers must run for reelection through the general membership. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause at any time. Any officer may resign by written notice to the Corporation. The resignation is effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors. If a substitute is not available from within the Board of Directors, a general election from the Membership must be held.

SECTION 4. PRESIDENT. The President shall be elected or appointed by, from and among, the members of the Board of Directors. He or she shall preside at all meetings of the Board of Directors, and is a voting member of the Board of Directors. The President shall be responsible to the Board of Directors for the general supervision and management of the business and affairs of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall perform such other duties and functions as shall be assigned to him or her from time to time by the Board of Directors. He or she shall be, ex officio, a member of all standing committees. He or she shall possess the authority to sign all certificates, contracts, instruments, papers and

documents of every conceivable kind and character whatsoever in the name of and on behalf of the Corporation which may be authorized by the Board of Directors. The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. In collaboration with the Corporation's Secretaries, he or she organizes and presides over General Assemblies of members. In collaboration with the Treasurer, he or she analyzes the state of the income and expenditures of the Association and reports on this to the Board of Directors. The term of office of the President of the Association is four years, renewable by majority approval of the Board of Directors for one further period of four years. After leaving his or her office, the President remains on the Board of Directors as Past President for two further years as a nonvoting, advisory member so as to ease the transition to a new team. If the President resigns or leaves office, he or she is immediately replaced by the Vice President (in order of precedent, First then Second Vice President).

SECTION 5. VICE PRESIDENTS. The Board of Directors may elect or appoint one or more Vice Presidents at its discretion. The Board of Directors may designate one or more Vice Presidents as First or Second Vice President. Unless the Board of Directors shall otherwise provide by resolution duly adopted by it, such of the Vice Presidents as shall have been designated First or Second Vice Presidents and are members of the Board of Directors in the order specified by the Board of Directors (or if no Vice President who is a member of the Board of Directors shall have been designated as First or Second Vice President, then such Vice Presidents as are members of the Board of Directors in the order specified by the Board of Directors) shall perform the duties and exercise the powers of the President during the absence or disability of the President in order of precedent. The Vice President(s) shall perform such other duties related to the mission of Domitor as may be delegated by the Board of Directors or President. If two Vice Presidents are elected or appointed, they must reside must live on a different continents to ensure international representation. The term of office of Vice Presidents are four years, renewable by majority approval of the Board of Directors for one further period of four years. After two terms, a Vice President must run for reelection to the Board of Directors through the general Membership for each subsequent term. If a Vice President resigns or leaves office, the Board of Directors may choose a substitute from within the Board of Directors if available by a majority vote in the three months following the resignation. If a current Board of Director cannot serve, a general election from the Membership must be held if the Board of Directors chooses to replace him or her.

SECTION 6. SECRETARIES. Secretaries shall attend all meetings of the Board of Directors and shall preserve in the books of the Corporation true minutes of the proceedings of all such meetings. He or she shall give all notice required by the Act, these Bylaws or resolution. Secretaries shall perform such other duties as may be delegated to them by the Board of Directors, any committee or the President. One secretary will be fluent at least in spoken and written English; one secretary will be fluent at least in spoken and written French. Secretaries are responsible for receiving correspondence from members and forwarding requests to the Board of Directors. Secretaries send out communications, translate and send out notices of meetings, keep the minutes of Board of Directors meetings, and keep and translate the minutes of General Assembly meetings. Board of Directors

minutes shall be filed within two weeks of meeting; General Assembly minutes shall be translated and filed within three months of meeting. At the end of their respective terms of office, the Secretaries transfer to his or her successor all the documents and effects entrusted to him or her in conformity with the present bylaws. Secretaries are elected by the membership. The term of office for Secretaries is four years, renewable by majority approval of the Board of Directors for one further period of four years. After two terms, a secretary must run for reelection through the general Membership for each subsequent term. If a Secretary resigns or leaves office, the Board of Directors must choose a substitute from within the Board of Directors if available by a vote in the three months following the resignation. If a current Board of Director cannot serve, a general election from the Membership must be held.

SECTION 7. TREASURER. The Treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements. The Treasurer shall deposit all monies, securities and other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors whenever requested an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. If required by the Board of Directors, he or she shall keep in force a bond in form, amount and with a surety or sureties satisfactory to the Board of Directors, conditioned for faithful performance of the duties of his or her office, and for restoration to the Corporation in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind in his or her possession or under his or her control belonging to the Corporation. The Treasurer shall perform such other duties as may be delegated to him or her by the Board of Directors, any committee or the President. He or she receives applications for membership and keeps up-to-date the membership list. Treasurers are elected by the membership. The term of office for Treasurers is four years, renewable by majority approval of the Board of Directors for one further period of four years. After two terms, a Treasurer must run for reelection through the general membership for each subsequent term. At the end of his or her term of office, the Treasurer transfers to his or her successor all the documents or effects entrusted to him or her in conformity with the present bylaws. If the Treasurer resigns or leaves office, the Board of Directors must choose a substitute from within the Board of Directors if available by a vote in the three months following the resignation. If a current Board of Director cannot serve, a general election from the Membership must be held.

SECTION 8. DELEGATION OF AUTHORITY AND DUTIES BY DIRECTORS. All officers, employees and agents shall, in addition to the authority conferred, or duties imposed, on them by these Bylaws, have such authority and perform such duties in management of the property and affairs of the Corporation as may be delegated to them by the Board of Directors, unless the same is contrary to the Articles of Incorporation or these Bylaws.

ARTICLE VII

NOMINATIONS

SECTION 1. NOMINATIONS. Not later than one month before elections are to be held, the Board of Directors shall call for nominations via an official mailing for election to each office of the organization in which a vacancy shall occur in that year. Only self-nomination is accepted from Members who are in good standing. No one can propose any other candidate but him- or herself. Candidates must inform the Board of Directors of their candidature before the date set by the Board of Directors.

If there are fewer candidates than positions to be filled, the Board of Directors makes a new call for candidates, following the same procedure. The Board of Directors may also induce particular members to volunteer their candidature.

SECTION 2. ELECTION. A list of candidates is sent to all Members electronically with a ballot form. If the number of candidates equals the number of open positions, then no election need be held and the candidates are named to the Board of Directors. Voting is usually by email or electronic ballot. It may, however, take place at a General Assembly when circumstances permit or require it. Candidates having received an identical number of votes will be chosen by lot, unless one of them withdraws. Details of vote counts for Board of Directors elections remain confidential, unless a General Assembly decides otherwise. The terms of the newly elected individuals shall commence on January 1 of the fiscal year immediately following the election and shall expire on December 31 of the last fiscal year of his or her term.

ARTICLE VIII

NOTICES

SECTION 1. NOTICE. Whenever any notice or communication is required to be given to any Director under any provision of the Articles of Incorporation or these Bylaws, it may be given in email, addressed to such Director, at the address designated by him or her for that purpose or, if none is designated, at his or her last known address. Notice may also be given orally in person or by telephone, or other electronic means, and such notice shall be deemed to be given when the recipient receives the notice personally, by telephone, or when the notice, addressed as provided above, has been delivered. Neither the business to be transacted at, nor the purpose of, a regular or special meeting of the Board of Directors need be specified in the notice of the meeting.

SECTION 2. WAIVER OF NOTICE. When, under the Act or the Articles of Incorporation or these Bylaws, or by the terms of an agreement or instrument, the Corporation may take action after notice to any person or after lapse of a prescribed period of time, the action may be taken without notice and without lapse of the period of time, if at any time before or after the action is completed the person entitled to notice or to participate in the action to be taken or, in case of a Director, by his or her attorney-in-fact, submits a signed waiver of such requirements. Neither the business to be transacted at, nor the purpose

of, a regular or special meeting of the Board of Directors need be specified in the waiver of notice of the meeting, except as provided by the Act. Attendance of a person at a meeting constitutes a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objection, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE IX

INDEMNIFICATION

SECTION 1. NON-DERIVATIVE ACTIONS. Subject to all of the other provisions of this Article IX, the Corporation shall indemnify any person who was or is a party defendant (including counter defendants, third party defendants and cross defendants) or is threatened to be made a party defendant (including counter defendants, third party defendants and cross defendants) to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (other than an action by or in the right of the Corporation), by reason of the fact that the person is or was a Director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, business corporation partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. DERIVATIVE ACTIONS. Subject to all of the other provisions of this Article IX, the Corporation shall indemnify any person who was or is a party defendant (including counter defendants, third party defendants and cross defendants) to or is threatened to be made a party defendant (including counter defendants, third party defendants and cross defendants) to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a Director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorney fees) and amounts paid in settlement actually and reasonably incurred by the person in connection with defending the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the

Corporation. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnification for the reasonable expenses incurred.

SECTION 3. EXPENSES OF SUCCESSFUL DEFENSE. Without limiting the foregoing indemnities in any way, to the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article IX, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against actual and reasonable expenses (including attorney fees) incurred by the person in connection with the action, suit, or proceeding and an action, suit, or proceeding brought to enforce the mandatory indemnification provided in this Section 3.

SECTION 4. DEFINITION. For the purposes of Sections 1 and 2, “other enterprises” shall include, without limitation, employee benefit plans; “fines” shall include, without limitation, any excise taxes assessed on a person with respect to an employee benefit plan; and “serving at the request of the Corporation” shall include, without limitation, any service as a Director, officer, employee, or agent of the Corporation that imposes duties on, or involves services by, the Director or officer with respect to an employee benefit plan, its participants, or its beneficiaries; and a person who acted in good faith and in a manner the person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be considered to have acted in a manner “not opposed to the best interests of the Corporation” as referred to in Sections 1 and 2.

SECTION 5. CONTRACT RIGHT; LIMITATION ON INDEMNITY. The right to indemnification conferred in this Article IX shall be a contract right, and shall apply to services of a Director or officer as an employee or agent of the Corporation as well as in the person’s capacity as a Director or officer. Except as provided in Section 3 of this Article IX, the Corporation shall have no obligations under this Article IX to indemnify any person in connection with any proceeding, or part thereof, initiated by the person without authorization by the Board of Directors.

SECTION 6. DETERMINATION THAT INDEMNIFICATION IS PROPER. An indemnification under Sections 1 or 2 of this Article IX (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case (a) when it is determined that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Sections 1 or 2, whichever is applicable, and (b) upon an evaluation of the reasonableness of expenses and amounts paid in settlement. The determination and evaluation shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the Board of Directors consisting of Directors who are not parties or threatened to be made parties to the action, suit, or proceeding.

- (b) If the quorum described in (a) above is not obtainable, then by majority vote of a committee consisting solely of two or more Directors, duly designated by the Board of Directors, who are not at the time parties or threatened to be made parties to the action, suit, or proceeding.
- (c) By independent legal counsel in a written opinion, which counsel shall be selected in one of the following ways: (1) by the Board of Directors or its committee in the manner prescribed in (a) or (b) above; or (2) if a quorum of the Board of Directors cannot be obtained under (a) above and a committee cannot be designated under (b) above, by the Board of Directors.

SECTION 7. PROPORTIONATE INDEMNITY. If a person is entitled to indemnification under Sections 1 or 2 of this Article IX for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement; but not for the total amount, the Corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

SECTION 8. EXPENSE ADVANCE. The Corporation may pay or reimburse the reasonable expenses incurred by a person referred to in Sections 1 and 2 of this Article IX who is a party or threatened to be made a party to an action, suit, or proceeding in advance of final disposition of the proceeding if the person furnishes the Corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he did not meet the standard of conduct. The authorization of payment must be made in the manner specified in Section 6. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but it need not be secured.

SECTION 9. NON-EXCLUSIVITY OF RIGHTS. The indemnification or advancement of expenses provided under this Article IX is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement, under the Corporation's Articles of Incorporation, or elsewhere under these Bylaws. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

SECTION 10. INDEMNIFICATION OF EMPLOYEES AND AGENTS OF THE CORPORATION. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article IX with respect to the indemnification and advancement of expenses of Directors and officers of the Corporation.

SECTION 11. FORMER DIRECTORS AND OFFICERS. The indemnification provided in this Article IX continues for a person who has ceased to be a

Director or officer with respect to acts or omissions taken by them during their tenure as a Director or officer and after the date this Article IX was adopted by the Corporation and shall inure to the benefit of the heirs, executors, and administrators of the person.

SECTION 12. INSURANCE. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another corporation, business corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by him in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify the person against the liability under these Bylaws or the laws of the State of Michigan.

SECTION 13. CHANGES IN MICHIGAN LAW. If there is any change in Michigan law applicable to the Corporation relating to the subject matter of this Article IX, then the indemnification to which any person shall be entitled under this Article IX shall be determined by the changed provisions, but only to the extent that the change permits the Corporation to provide broader indemnification rights than the provisions permitted the Corporation to provide before the change. Subject to Section 14, the Board of Directors is authorized to amend these Bylaws to conform to any such changed statutory provisions.

SECTION 14. AMENDMENT OR REPEAL OF THIS ARTICLE IX.

No amendment or repeal of this Article IX shall apply to or have any effect on any Director or officer of the Corporation for or with respect to any acts or omissions of the Director or officer occurring before the amendment or repeal.

ARTICLE X

REIMBURSEMENT

SECTION 1. REIMBURSEMENT TO THE CORPORATION. Should any payment made by the Corporation to an officer of the Corporation, or on his or her behalf, including, without limitation, salary, commission, bonus, interest, rent or expense reimbursement, be disallowed in whole or in part as a deductible expense for purposes of determining the income tax liability of the Corporation, then such officer shall reimburse the Corporation to the full extent of such disallowance. It shall be the duty of the Board of Directors to enforce payment of any amount to be reimbursed to the Corporation hereunder immediately following such disallowance. In lieu of payment to the Corporation by the officer, the Board of Directors, in its discretion, may permit proportionate amounts to be withheld from future compensation to be paid to such officer until the total amount owed to the Corporation has been recovered.

ARTICLE XI

GENERAL PROVISIONS

SECTION 1. BANK ACCOUNTS. The funds of the Corporation shall be deposited in such bank or banks as may be designated by the Board of Directors. All checks, drafts and orders of the payment of money shall be signed in the name of the Corporation in such manner and by such person or persons as the Board of Directors shall from time to time designate for that purpose. The Corporation shall keep detailed books of accounts pertaining to the administration of the Corporation in accordance with generally accepted accounting principles. Such account shall be open for inspection by the Board of Directors at each meeting of the Directors.

SECTION 2. CONTRACTS, CONVEYANCES, ETC. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the President or any Vice President, and any Secretary may execute the same in the name and on behalf of this Corporation and may affix the corporate seal thereto. The Board of Directors shall have the power to designate the agents who shall have authority to execute any instrument in behalf of the Corporation.

SECTION 3. BOOKS AND RECORDS. The Corporation shall keep books and records of account and minutes of the proceedings of its Board of Directors and General Assembly. The Corporation shall keep at its registered office records containing the names and addresses of all its Directors. Any of such books, records or minutes may be in written form or in any other form capable of being converted into written form. The Corporation shall convert into written form without charge any such record not in such form, upon written request of a person entitled to inspect them.

SECTION 4. YEAR END. The year end of the Corporation shall be the 31st day of December in each year.

SECTION 5. SEAL. If the Corporation has a corporate seal, it shall have inscribed thereon the name of the Corporation and the words "Corporate Seal" and "Michigan". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE XII

AMENDMENTS

SECTION 1. AMENDMENTS. Proposals for changes in the bylaws may be made by the Board of Directors or by a recommendation submitted to the Board of Directors by any group of five members of Domitor. Proposed changes are considered by the Board of Directors for approval. In the sole discretion of the Board of Directors, the proposed changes may be submitted to the voting members of Domitor (i) at a regular or special meeting of the General Assembly together with the notice of the meeting at which the vote will be taken; or (ii) by email notification together with an email or online ballot, after which the ballot shall be responded to within seven business days. The proposed changes shall be adopted upon the approval of (i) the majority of the votes cast by the voting members of Domitor at any regular or special meeting of the General Assembly at which a quorum is present or

represented; or (ii) the majority of the ballots received from the voting Members by the close of the seven-business-day voting period. Changes to the bylaws come into force as soon as they are accepted by a majority of Members.

Dated: September 5, 2016