

# **BYLAWS OF WORLD-VOICES ORGANIZATION**

## **MISSION STATEMENT**

World Voices Organization (World-Voices.org), a non-profit member-driven International Guild of Voice Actors, seeks to educate members in the essentials of operating a private studio, provide mentoring to voice talent across a spectrum of techniques and recording skills, engage membership in a meaningful community, and provide unique levels of certification to all entering members; ensuring proficient and uniform standards for the practicing Voice Acting professional.

It is a core value of World Voices Organization that our strength is in our diversity and inclusion. We are committed to the broadest involvement of our members, regardless of gender, race, age, religious beliefs, disability, nationality, sexual orientation and identification or Union status. World-Voices Organization strives to educate and engage members so that they may be full participants in the workings of their organization. We are proud to be a model of inclusion, democratic organization, transparency and governance.

World Voices Organization further intends to reach out to others involved in the voice over industry, such as producers, casting directors, agencies and studios to educate and inform them about the voiceover industry and our members, and to develop relationships with them on behalf of our membership.

### **Article I. Purpose**

The corporation has been organized to operate exclusively for non profit, charitable purposes, including but not limited to:

1. As a business organization for professional voice over artists;
2. To set industry standards for both performance and technical requirements;
3. To assist voice over artists in achieving those standards.
4. To establish ethical guidelines for the voice over industry.

### **Article II. Location**

The principal office of the corporation, at which the general business of the corporation will be transacted and where the records of the corporation will be kept, will be at such a place in the State of Nevada, as may be fixed from time to time by the Board of Directors. Unless otherwise fixed, it will be at 10520 Silver Cholla Court, Las Vegas, Nevada.

### **Article III. Members**

Section 1: Membership in World Voices Organization is available to any person who can substantiate that they are a working professional voice over artist. This might be demonstrated by use of criteria, including but not limited to: Membership in a professional performance Union (SAG-AFTRA), proficiency as demonstrated on their demos or other samples of their work, prior work, client lists, websites, reputation, or any other means as

deemed appropriate by the Membership Committee and approved by vote of the full Board of Directors.

Section 2: Persons will be selected for membership by filing a written application and paying the appropriate fee, which shall be set by the Board of Directors from time to time. The membership committee shall preliminarily determine whether such applicant meets the criteria constituting a professional as set forth in Section 1 above, and shall pass the application on to the Board along with supporting materials, if any, for final vote by the Board.

Section 3. Apprentice members. Persons not being able to satisfy that they are working professional voice talent as per Section 1 may be offered apprentice membership. Apprentice members shall not have the right to vote. Apprentice members may be offered Associate membership upon the satisfaction of the full Board of Directors that they have met the requirements for Associate membership as per above.

Section 4. The Board of Directors shall reserve the right to appoint "honorary members" at any time for any reason. Such honorary members shall not have to pay a membership fee, nor shall they have the right to vote.

Section 5: Both Professional (Certified and Associate) and Apprentice Members shall pay annual dues as set by the Board of Directors.

Section 6: An annual meeting of the members will be held in August of each year. Special meetings of the members may be called by the professional members by a petition signed by ten percent (10%) of the current members. The annual or special meetings of members may be conducted by electronic means, such as Skype, or by telephone conference call.

Section 7: The quorum of a membership meeting will be ten percent (10%) of the current professional membership who have satisfied the criteria of Section 1 above. Should a quorum of members not be present, the Board of Directors may act at any annual or other duly noticed meeting.

Section 8: Notice of meetings of the membership must be sent to each member and must be mailed or delivered electronically at least ten (10) days prior to the day such a meeting will be held. Notices may be sent by electronic means, including email or fax.

Section 9: Membership meetings will be chaired by the President of the Board of Directors.

Section 10: Members may not vote by proxy at any meeting of members.

Section 11: The Board of Directors reserves the right to establish categories of non-voting members at any time.

#### **Article IV. Board of Directors**

Section 1: The number of members of the Board of Directors of this corporation will be not less than five (5) or more than twenty (20).

Section 2: Directors will be representative of all classes of members and will share the mission and goals of the corporation. This corporation is committed to a policy of fair representation on the Board of Directors, which does not discriminate on the basis of gender, race, age, religious beliefs, disability, nationality, sexual orientation and identification or Union status.

Section 3: Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

Section 4: The initial term of each director of the corporation will be one (1) year. Thereafter, the term shall be three (3) years. No director will serve more than two (2) consecutive terms, unless it is shown that no one desires to run for the seat of that director.

Section 5: When a director dies, resigns, or is removed, the board may elect a director to serve for the duration of the unexpired term.

Section 6: Any director may be removed from the Board of Directors by an affirmative vote of the majority of directors present at an official meeting of the board. Notice of the proposed removal will be given to members with the notice of the meeting. The director involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

Section 7: No compensation will be paid to any member of the Board of Directors for services as a member of the board. By resolution of the board, reasonable expenses may be allowed for attendance at regular and special meetings of the board.

#### **Article V. Meeting of the Board of Directors**

Section 1: An annual meeting of the Board of Directors will be held in July of each year for the purpose of electing officers and directors. In addition to its annual meeting, the Board of Directors will hold regular meetings at least twelve (12) times each calendar year at such place as may be designated in the notice of the meeting.

Section 2: Special meetings of the Board of Directors may be called at any time by the president of the corporation or in his or her absence by the executive vice-president or upon receipt of a request therefore signed by three (3) or more directors of the corporation.

Section 3: Notice of regular, special, and annual meetings will be mailed, either hard copy or via email, at least five (5) days prior to the day such meeting is to be held. Any director of the corporation may make written waiver of notice before, at, or after a meeting. The waiver will be filed with the person who has been designed to act as the secretary of the meeting; this person will enter it in the record of the meeting. Appearance at a meeting is deemed a waiver unless the director attends for the express purpose of asserting the illegality of the meeting.

Section 4: At all meetings of the Board of Directors, each director present will be entitled to cast one vote on any motion coming before the meeting. The presence of a majority of the membership will constitute a quorum at any meeting.

Section 5: At a meeting at which there is a quorum present, a simple majority affirmative vote of the directors present is required to pass a motion before the board.

Section 6: Proxy voting will not be permitted.

Section 7: Robert's Rules of Order will be the authority for all questions or procedure at any meetings of the corporation.

Section 8: Meetings may be held via telephone conference whereby all directors may be heard simultaneously. Meetings may also be held via email where the actions agreed to are unanimous by the Board of Directors.

## **Article VI. Officers**

Section 1: The officers of this corporation will be president, executive vice-president, secretary, treasurer and such officers with duties as the board prescribes.

Section 2: The officers of the corporation will be elected annually by the members of the Board of Directors at its annual meeting. The initial term for each officer shall be one (1) year, then thereafter, each officer will serve a two (2)-year term.

Section 3: Any officer may be removed with or without cause by the Board of Directors by a vote of a majority of all of the board members. The matter of removal may be acted upon at any meeting of the board, provided that the notice of intention to consider said removal has been given to each board member and to the officer affected at least ten (10) days previously. Notice may be provided via email.

Section 4: A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

Section 5: The president will be the chief executive officer of the corporation. It will be the duty of the president to preside at all meetings of the Board of Directors and to have

general supervision of the affairs of the corporation. He or she will execute on behalf of the corporation all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the corporation.

Section 6: It will be the duty of the executive vice-president to act in the absence or disability of the president and to perform such other duties as may be assigned to him or her by the president of the board. In the absence of the president, the execution by the executive vice-president on behalf of the corporation of any instrument will have the same force and effect as if it were executed on behalf of the corporation by the president.

Section 7: The secretary will be responsible for keeping the corporate records. He or she will give or cause to be given all notices of meetings of the Board of Directors and all other notices required by law or by these bylaws. The secretary will be the custodian of all books, correspondence, and paper relating to the business of the corporation, except those of the treasurer. The secretary will present at each annual meeting of the Board of Directors a full report of the transactions and affairs of the corporation for the preceding year and will also prepare and present to the Board of Directors such other reports as it may desire and request at such time or times as it may designate. The Board of Directors at its discretion may elect an assistant secretary, not necessarily a member of the Board of Directors, who will perform the duties and assume the responsibilities of the secretary as above set forth under the general direction of the secretary or president.

Section 8: The treasurer will have general charge of finances of the corporation. When necessary and proper, he or she will endorse on behalf of the corporation all checks, drafts, notes, and other obligations and evidences of the payment of money to the corporation or coming into his or her possession, in such bank or banks as may be selected by the Board of Directors. He or she will deposit the same, together with all other funds of the corporation coming into his or her possession, and will keep full and accurate account of all receipts and disbursements of the corporation in books belonging to the corporation, which will be open at all times to the inspection of the Board of Directors. He or she will present to the Board of Directors at its annual meeting his or her report as treasurer of the corporation and will from time to time make such other reports to the Board of Directors as it may require.

Section 9: Any officer of the corporation, in addition to the powers conferred upon him or her by these bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by said board.

## **Article VII. Committees**

Section 1: The Board of Directors may designate one or more ad hoc committees, each of which will consist of at least one committee chair and two or more committee members. Committee members may be members of the Board of Directors, members of the corporation,

or other interested individuals. The chair of the committee will be appointed by the president of the organization who will act with the board's approval. After consultation with the committee chair, the president of the organization will appoint committee members. The studies, findings, and recommendations of all committees will be reported to the Board of Directors for consideration and action, except as otherwise ordered by the Board of Directors. Committees may adopt such rules for the conduct of business as are appropriate and as are not inconsistent with these bylaws, the articles of incorporation, or state law.

Section 2: The Board of Directors will have the following standing committees.

**Executive Committee:** This committee will be chaired by the president of the corporation and will consist of all other officers of the corporation and the chairs of all other committees. This committee will serve as the central planning group for the organization and as an advisory group to the executive director. It also will have full authority to act for the board in managing the affairs of the corporation during the intervals between meetings of the board.

**Budget and Finance:** This committee will be chaired by the treasurer and will consist of two (2) to five (5) members appointed by the president to one (1) year terms. This committee will oversee and monitor the fiscal operations of the organization, develop an annual budget for recommendation by the board, and develop and assist in the implementation of a funding strategy for the corporation.

**Membership:** This committee will be chaired by the Vice President of Membership and will consist of two (2) to five (5) members appointed by the VP of Membership and shall be responsible for investigation of new member applications and presenting same to the full Board for vote on accepting them as professional members or as apprentice members.

**Technical Standards Committee:** This committee will be chaired by the Vice President of Technical Standards and will consist of two (2) to five (5) members appointed by the VP of Membership and shall be responsible for establishing "good practice" technical standards for home recording studios that professional voice over artists working from their homes shall follow. The Technical Standards Committee will also grant certifications to those members that apply for certification in Technical Standards as per Certifications below.

## **Article VIII. Miscellaneous**

Section 1: The corporation will have the power to indemnify and hold harmless any director, officer, or employee from any suite, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a director, officer, or employee (except in cases involving willful misconduct). The corporation will have the power to purchase or procure insurance for such purposes.

Section 2: The Board of Directors may authorize any officer or officers, agent or agents of the

corporation, in addition to the officers so authorized by these laws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the corporation. Such authority may be general or confined to specific instances

Section 3: All checks, drafts, and other orders for payment of funds will be signed by such officers or such other persons as the Board of Directors may from time to time designate. All documents will require two such signatures, at least one of which must be that of a member of the Board of Directors and the other may be of the executive director.

Section 4: The corporation will keep correct and complete books and records of accounts and will also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors; and it will keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time.

Section 5: The fiscal year of the corporation will be January through December.

#### **Article IX. Amendments**

The Board of Directors may suggest amendments to these bylaws to include or omit any provision that it could lawfully include or omit at the time the amendment is made. Upon written notice of at least ten (10) days, any number of amendments or an entire revision of the bylaws may be submitted to the membership for vote by the entire voting membership. Changes will be adopted at such meeting upon receiving a two thirds vote in favor of such changes by the members present at such meeting at which time the changes will take immediate effect.

#### **Article X. Dissolution**

Upon the dissolution of the corporation and after the payment or the provision for the payment of all the liabilities of the corporation, the Board of Directors will dispose of all of the assets of the corporation exclusively for the purposes of the corporation or to the organizations that are then qualified as tax-exempt organizations under section 501(c)(3) of the Internal Revenue code. Any assets not so disposed of will be disposed of by a court of jurisdiction in the county in which the principal office of the corporation is located.

#### **Article XI. Certification Program/Code of Ethics**

The Board of Directors, at its discretion, may establish certification programs for its members in technical proficiency, or performance standards in voice over technique in whatever areas deemed fit. The Board will use its best efforts to determine these standards and to decide

what areas to grant certification based on the input of the membership whenever possible. The Board of Directors may also determine a Code of Ethics for other Suggested Practices for their members to follow, and for other areas of the voice over industry as well like coaches, teachers, producers, etc. This code or best practices shall also be based on the input of the membership whenever possible.

**Certificate**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth above.

Dated: \_\_\_\_\_

Signed: \_\_\_\_\_

Incorporator/Secretary