

BYLAWS

of

ANTIQUÉ PHONOGRAPH SOCIETY

Effective as of

_____, **2014**

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**BYLAWS
OF
ANTIQUÉ PHONOGRAPH SOCIETY**

ARTICLE I - PRINCIPAL PLACE OF BUSINESS

The principal office of the Antique Phonograph Society, a Washington nonprofit corporation, (the “**Corporation**”) shall be located at its principal place of business or such other place as the Board of Directors may designate. The Corporation may have such other offices, either within or without the State of Washington, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II - MEMBERSHIP

The Corporation shall have members. Membership shall be available to any person or organization which shares the mission of the Corporation as set forth in Article III and has paid annual membership dues. The Board of Directors may designate certain classifications of donors or supporters as “General Members”, “Associate Members”, “Junior Members” or “Honorary Members” or similar designations, including membership levels such as for example but not limitation, “Sponsors” and “Patrons”. Members shall have no voting rights, or any other rights as members under the Washington Nonprofit Corporation Act (the “**Act**”), provided, however, the Board of Directors may, in its discretion, submit any issue to the membership for a non-binding advisory vote, in which case each member shall have one vote. The membership dues for each type of member, and level of membership, shall be determined annually by the Board of Directors.

ARTICLE III - MISSION

The Corporation’s mission is to conduct research with respect to the preservation of phonographs and related machines, devices and apparatus that create and reproduce recorded sound (“Antique Phonographs”), and the recorded sounds themselves, including records, cylinders, discs and other media (“Records”), and methods and practices concerning all of the foregoing, and to provide scholarly information, services and entertainment to persons interested in collecting and preserving Antique Phonographs and Records; to encourage the public to become interested in and participate in museum-quality preservation and authentic restoration standards when restoring Antique Phonographs and Records; to educate the public regarding the value and care of Antique Phonographs and Records so that future generations may learn and enjoy this early form of recorded sound and to disseminate knowledge and information concerning the same.

ARTICLE IV - BOARD OF DIRECTORS

4.1 Composition. The management of the affairs of the Corporation shall be vested in a Board of Directors (“Board of Directors” or “BOD”), and each person thereon (“Director”),

subject to the governing oversight by the Advisory Board of Directors as provided in Section 12 hereunder. The initial Board of Directors shall be comprised of seven (7) Directors. Thereafter, the BOD shall determine the number of Directors by resolution, which shall not be less than five (5) or more than twenty-one (21). The members of the BOD shall be elected by the Advisory Board of Directors, as hereinafter provided (“Advisory Board”). The BOD shall elect from amongst their own a President who shall be the presiding officer of the BOD and shall hold the office of President of the Corporation. The Board of Directors, by amendment of these Bylaws, may increase or decrease the number of Directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent.

4.2 Tenure. Upon the first annual election of Directors, the Directors shall be divided into three (3) classes, the first class to serve a term of one (1) year, the second to serve a term of two (2) years and the third to serve a term of three (3) years thereafter. Each such Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified. The term of office of a class of Director after those elected at the first annual meeting shall be three (3) years. The Directors shall have such qualifications as the BOD may prescribe by resolution or by amendment to these Bylaws.

4.3 Election. The members of the BOD shall be elected by the Advisory Board at the annual meeting of the Advisory Board. The Directors so elected shall assume the duties of the term for which they are so elected at the conclusion of such annual meeting of the Advisory Board and shall remain in office until their successors assume their duties. The then serving members of the BOD shall be eligible for re-election.

4.4 Voting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Washington Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws.

4.5 Removal. During his/her term of appointment, a Director may be removed by a two-thirds vote of the entire Board of Directors.

4.6 Vacancies. Any vacancy occurring on the Board of Directors by reason of the death, resignation, or removal of a Director may, but need not, be filled by majority vote of the remaining Directors. Such successor shall serve during the unexpired term of the Director whose position had become vacant.

4.7 Regular Meetings; Annual Meeting. The date, times and places of regular meetings of the BOD shall be as designated from time to time by the BOD upon giving of at least three (3) days advance written notice to each Director; provided, that no notice of a regular meeting shall be required if each Director has been furnished with a schedule of the dates, times and locations of two or more regular meetings at least three (3) days in advance of the first meeting on the schedule. The annual meeting of the BOD shall be a regular meeting, and shall be held at a date, time and place as determined by the BOD. Any member of the BOD may waive notice of any regular meeting. Attendance at a meeting shall constitute waiver of notice of

such meeting except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

4.8 Special Meetings. Special meetings of the BOD may be called by the President, or by any Director. Notice of any special meeting of the BOD shall be given at least three (3) days prior to the meeting to each member of the BOD except that a special meeting of the BOD for the express purpose of amending either the Articles of Incorporation or amending the Bylaws of the Corporation shall require notice to be given at least ten (10) days prior to said meeting; the foregoing does not grant the Board of Directors the unilateral power to amend the Articles of Incorporation or Bylaws (see Articles XI and XII hereof). The business to be transacted at, and the purpose of, any such special meeting of the Board of Directors shall be specified in the notice of the meeting. Any member of the BOD may waive notice of any special meeting. Attendance at a meeting shall constitute waiver of notice of such meeting except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

4.9 Notice. Notice of the date, time and place of any meeting of the Board of Directors or any committee designated by the BOD may be delivered by mail, private carrier, personal delivery, telephone, electronic transmission or personal communication. If mailed, such notice shall be deemed to be delivered when five (5) days after deposit in the United States mail addressed to the Director at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. Other written forms of notice are effective when received. Notice to Directors by electronic transmission is effective when transmitted to Directors who have consented in writing or by electronic transmission to receive electronically transmitted notices. A Director who provides consent to receipt of electronically transmitted notices shall designate in the consent the message format accessible to the recipient, the address, location or system to which the notice may be transmitted. Notices posted on an electronic network are effective upon posting, provided a separate record of the posting has been delivered to the Director together with comprehensible instructions regarding how to obtain access to the posting on the electronic network. Oral notice is effective when received.

4.10 Telephonic Meetings. Members of the Board of Directors (or any committee designated by the BOD) may participate in a meeting of such BOD (or committee) by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

4.11 Quorum. One more than fifty percent (50%) of the number of Directors then in office shall constitute a quorum for the transaction of business at any regular or special meeting.

4.12 Unanimous Consent. Any action required to be taken at a meeting of the Board of Directors, or which may be taken at such a meeting, may be taken without a meeting if a consent in writing or by means of electronic transmission setting forth the action so taken shall be signed by all of the Directors. Such consent shall have the same force and effect as a unanimous vote.

4.13 Committees. The Board of Directors by resolution adopted by a majority of the Directors in office may designate and appoint one or more committees, each of which shall consist of one (1) or more Directors, which committees to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation *provided, however*, that no such committee shall have the authority, if any, of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee, and in no event shall have any authority to act on behalf of the Advisory Board or have any of the powers of the Advisory Board. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed upon the Director by law.

ARTICLE V - OFFICERS

5.1 Officers. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and an Editor. The BOD may elect or appoint such other officers as it shall deem desirable, who shall have such authority and perform such duties as may be prescribed from time to time by the BOD. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. Not less than three of the above named officers shall be required to (and all of the above named officers may) be members of the Board of Directors.

5.2 Election. At each annual meeting of the Directors, immediately following the election of Directors, where applicable, the members of the BOD shall elect officers for the forthcoming year. Officers shall be elected upon receiving the majority vote of the entire Board of Directors.

5.3 Term of Office. The officers of the Corporation shall each serve for a term of one (1) year, which term shall start at the conclusion of the annual meeting at which they are elected and continue until their successors are elected and qualified. Officers may be elected by the Board of Directors to succeed themselves. Any officer may be removed by the affirmative vote of two-thirds (or more) of the entire Board of Directors (provided, however, if such officer is a Director, by the affirmative vote of two-thirds (or more) of all other members of the Board of Directors).

5.4 President. The President shall be the chief executive officer of the Corporation and, subject to the direction and control of the BOD, shall supervise and control all of the assets,

business, and affairs of the Corporation. The President may be assigned other duties from time to time by the Board of Directors.

5.5 Vice President. In the absence of the President, or in the event of the President's death, disability, or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all restrictions upon the President. The Vice President shall have such powers and discharge such duties as may be assigned from time to time by the President or by the BOD.

5.6 Secretary. The Secretary shall keep the minutes of the meetings of the Directors, maintain correspondence relating to the Corporation's business, and give notice of meetings of the Corporation where required by these Bylaws or the Articles of the Corporation.

5.7 Treasurer. The Treasurer shall supervise the financial affairs of the Corporation and render periodic financial reports when requested by the Board of Directors.

5.8 Editor. The Editor shall supervise the preparation of the Corporation's publications, as such publications are authorized from time to time by the Board of Directors.

5.9 Vacancies. Any vacancy occurring by reason of the death, resignation, or removal of an officer may, but need not, be filled from time to time upon election of a successor by a majority vote of the entire Board of Directors. Such successor shall serve during the unexpired term of the officer whose position became vacant.

ARTICLE VI – EXECUTIVE DIRECTOR

6.1 Position. If they so determine in their best judgment, the Board of Directors may, but is not required to, establish from time to time the position of Executive Director. If the position of Executive Director is so established, the Executive Director(s) shall be the principle administrative officer(s) of the Corporation, subject to the direction and control of the BOD, shall supervise and control all of the assets, business, and affairs of the Corporation. The Executive Director(s) shall be an *ex officio* nonvoting member of the Board of Directors and all Committees.

6.2 Appointment. If the position of Executive Director is so established, the Executive Director(s) shall be appointed by the Board of Directors.

6.3 Duties. If the position of Executive Director is so established, the Executive Director(s) shall bear overall responsibility for the administrative functions of the Corporation and shall perform other duties as the Board of Directors may direct.

ARTICLE VII - TRANSACTIONS WITH OFFICERS AND DIRECTORS

7.1 Conflicts. No transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated merely by the fact that any Director or officer of this Corporation is interested in, or is a director or officer of such other corporation.

7.2 Disclosure. With regard to any transaction with a Director or officer or with a corporation, firm, entity or association wherein they may be or become interested, the existence and nature of the interest of the officer or Director must be disclosed or known to the Board of Directors at or prior to the meeting at which such transaction is authorized or confirmed. The Corporation may pay compensation in a reasonable amount to its officers and Directors for services rendered; provided, however, any transaction with an officer or Director or with a corporation, firm entity or association wherein they may be or become interested must be approved by a majority of the disinterested members of the BOD.

7.3 Loans to Officers or Directors Prohibited. No loans shall be made by the Corporation to its Directors or officers. The Directors of the Corporation who vote for or assent to the making of a loan to a Director or officer of the Corporation, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.

ARTICLE VIII - INDEMNIFICATION

8.1 Right to Indemnification. Each individual (hereinafter an "indemnitee") who was or is made a party or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (hereinafter a "proceeding"), by reason of the fact that he or she is or was a Director or officer of the Corporation or that, while serving as a Director or officer of the Corporation, he or she is or was also serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation or of a foreign or domestic partnership, joint venture, trust, employee benefit plan or other enterprise, whether the basis of the proceeding is alleged action in an official capacity as such a director, officer, employee, partner, trustee, or agent or in any other capacity while serving as such director, officer, employee, partner, trustee, or agent, shall be indemnified and held harmless by the Corporation to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) incurred or suffered by such indemnitee in connection therewith, and such indemnification shall continue as to an indemnitee who has ceased to be a Director, officer, employee, partner, trustee, or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that no indemnification shall be provided to any such indemnitee if the Corporation is prohibited by the Washington Nonprofit Corporation Act or other applicable law as then in effect from paying such indemnification; and provided, further, that except as provided in this Article with respect to proceedings seeking to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized or ratified by the Board of Directors. The right to indemnification conferred in this section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any proceeding in advance of its final disposition (hereinafter an "advancement of expenses"). Any advancement of expenses shall be made only upon delivery to the Corporation of a written undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be

determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under this section and upon delivery to the Corporation of a written affirmation (hereinafter an "affirmation") by the indemnitee of his or her good faith belief that such indemnitee has met the standard of conduct necessary for indemnification by the Corporation pursuant to this article.

8.2 Right of Indemnitee to Bring Suit. If a written claim for indemnification under this Article is not paid in full by the Corporation within sixty (60) days after the Corporation's receipt thereof, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful, in whole or in part, in any such suit or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expenses of prosecuting or defending such suit. The indemnitee shall be presumed to be entitled to indemnification under this article upon submission of a written claim (and, in an action brought to enforce a claim for an advancement of expenses, where the required undertaking and affirmation have been tendered to the Corporation) and thereafter the Corporation shall have the burden of proof to overcome the presumption that the indemnitee is so entitled. Neither the failure of the Corporation (including the Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances nor an actual determination by the Corporation (including the Board of Directors or independent legal counsel) that the indemnitee is not entitled to indemnification shall be a defense to the suit or create a presumption that the indemnitee is not so entitled.

8.3 Nonexclusivity of Rights. The right to indemnification and the advancement of expenses conferred in this article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws of the Corporation, general or specific action of the Board of Directors, contract or otherwise.

8.4 Insurance, Contracts and Funding. The Corporation may maintain insurance, at its expense, to protect itself and any individual who is or was a Director, officer, employee or agent of the Corporation or who, while a Director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss asserted against or incurred by the individual in that capacity or arising from the individual's status as a Director, officer, employee or agent, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Nonprofit Corporation Act. The Corporation may enter into contracts with any Director, officer, employee or agent of the Corporation in furtherance of the provisions of this article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this article.

8.5 Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of the Board of Directors, grant rights to indemnification and advancement of expenses to employees and agents of the Corporation with the same scope and effect as the

provisions of this article with respect to the indemnification and advancement of expenses of Directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Nonprofit Corporation Act or otherwise.

8.6 Persons Serving Other Entities. Any individual who is or was a Director, officer or employee of the Corporation who, while a Director, officer or employee of the Corporation, is or was serving (a) as a director or officer of another foreign or domestic corporation of which a majority of the shares entitled to vote in the election of its directors is held by the Corporation, (b) as a trustee of an employee benefit plan and the duties of the Director or officer to the Corporation also impose duties on, or otherwise involve services by, the Director or officer to the plan or to participants in or beneficiaries of the plan, or (c) in an executive or management capacity in a foreign or domestic partnership, joint venture, trust or other enterprise of which the Corporation is an equity interest holder or in which a wholly owned subsidiary of the Corporation is a general partner or has a majority ownership or interest shall be deemed to be so serving at the request of the Corporation and entitled to indemnification and advancement of expenses under this article.

ARTICLE IX – DISSOLUTION

Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of or provision for payment of all debts and liabilities of the Corporation shall be distributed to an organization or organizations, as determined by the Advisory Board, that are recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or any successor provision, and used exclusively to accomplish the purposes for which this Corporation is organized.

ARTICLE X - RECORDS

The Corporation shall keep at its principal office or its registered office in this state:

1. Current Articles of Incorporation and Bylaws;
2. Correct and adequate records of accounts and finances;
3. A record of the names and addresses of the officers and Directors; and
4. Minutes of proceedings of the BOD and minutes, if any, that may be maintained by any BOD Committee.
5. Minutes of proceedings of the Advisory Board and minutes, if any, that may be maintained by any Advisory Board Committee.

ARTICLE XI - AMENDMENTS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a vote of not less two-thirds of the entire BOD, provided, however, unless the Advisory Board so consents in writing, no such action shall be valid or enforceable if the same reduces or affects the rights, powers and duties of the Advisory Board.

ARTICLE XII – ADVISORY BOARD OF DIRECTORS

12.1 Establishment. Pursuant to the Articles of Incorporation, there shall be established an Advisory Board of Directors (“Advisory Board” and each member thereof “Advisory Board Member”).

12.2 Duties. The Advisory Board shall have the following duties:

- (a) To identify prospective candidates for and elect the members of the Board of Directors.
- (b) To approve or disapprove, any of the following actions as may be proposed by the Board of Directors:
 - (i) Purchase, sale, transfer, leasing or hypothecation of any assets of the Corporation having a fair market value of \$25,000.00 or more.
 - (ii) Borrowing of funds greater than \$10,000.00.
 - (iii) Creation or termination of the position of Executive Director.
 - (iv) Amendment to the Articles of Incorporation.
 - (v) Amendment to these Bylaws.
 - (vi) Any change in mission or purpose of the Corporation.
 - (vii) Any merger or dissolution of the Corporation.
 - (viii) Any act that would affect or jeopardize the tax exempt status of the Corporation (once granted).

12.3 Composition. The initial Advisory Board members serving on the Advisory Board have been appointed pursuant to the Articles of Incorporation. Each Advisory Board member shall serve until that person elects to resign or is removed. Removal shall be upon a vote of not less than two-thirds of the other then serving Advisory Board members. Upon resignation or removal of an Advisory Board member, the then serving Advisory Board members shall elect, by majority vote, a person to become an Advisory Board member. The Advisory Board may, by resolution, change the number of Advisory Board members, which shall not be less than five (5) or more than eleven (11), provided that no decrease in number shall have the effect of removing an Advisory Board members from such position. Not less than three Advisory Board members shall also concurrently serve as Directors.

12.4 Voting. The act of a majority of the Advisory Board members present at a meeting at which a quorum is present shall be the act of the Advisory Board, unless the act of a

greater number is required by the Washington Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws.

12.5 Annual Meeting; Special Meetings. The Advisory Board shall meet not less than annually. Additional or special meetings may be called by any Advisory Board member. The date, times and places of Advisory Board meetings shall be as designated from time to time by giving of at least ten (10) days advance written notice to each Advisory Board member. Any Advisory Board member may waive notice of any meeting. Attendance at a meeting shall constitute waiver of notice of such meeting except where an Advisory Board member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called. The Advisory Board members shall select from among themselves someone to serve as the presiding officiate at meetings, and another to record the results of actions taken at meetings.

12.6 Notice, Telephonic Meetings, Quorum, Unanimous Consent.. The provisions found in Sections 4.9, 4.10, 4.11, and 4.12 shall apply to the Advisory Board, the Advisory members and their meetings.

12.7 Transactions with Advisory Board Members; Indemnification of Advisory Board Members. The provisions of Articles VII and VIII hereof shall apply to and be for the benefit of each Advisory Board member and former Advisory Board member as if they were a Director or former Director of the Corporation.

ARTICLE XIII – LOCAL OR REGIONAL CHAPTERS, COUNCILS

The Board of Directors may approve the formation of Local or Regional Chapters and Councils as they see fit. Such Local or Regional Chapters and Councils shall be self-governing but subject to the oversight of the Board of Directors when the Board of Directors wishes to act.

CERTIFICATE OF ADOPTION

The foregoing Bylaws were read, approved, and duly adopted by the Board of Directors of Antique Phonograph Society on the 13th day of June, 2014, and the President and Secretary of the Corporation were empowered to authenticate such Bylaws by their signatures below.

_____/s/
George Paul, President

_____/s/
Michael Sherman, Secretary

The Advisory Board of the Antique Phonograph Society hereby approves the adoption of the foregoing Bylaws.

_____/s/
Robert Baumbach, Member of the Advisory Board

_____/s/
Gregg Cline, Member of the Advisory Board

_____/s/
Charles Hummel, Member of the Advisory Board

_____/s/
Anil Menon, Member of the Advisory Board

_____/s/
Jeffrey Oliphant, Member of the Advisory Board

_____/s/
Michael Shawn O'Rourke, Member of the Advisory Board

_____/s/
George Paul, Member of the Advisory Board

_____/s/
Rodney Pickett, Member of the Advisory Board

_____/s/
René Rondeau, Member of the Advisory Board