

**BY-LAWS OF THE
MANITOBA INTERACTIVE DIGITAL MEDIA ASSOCIATION, INC.**

Revised May 2005

TABLE OF CONTENTS

Article 1 - Name and Purpose

- 1.1 - Name
- 1.2 - Purpose

Article 2 - Membership

- 2.1 - Classes of Membership Individual, Institutional, Patron
- 2.2 - Membership Fees and Dues
- 2.3 - Registration Fees
- 2.4 - Additional Revenues
- 2.5 - Membership Meetings

Article 3 - Officers and Duties

- 3.1 - Officers
- 3.2 - Selection and Term of Officers
- 3.3 - Duties of Officers: President, First Vice President, Secretary, Treasurer,
- 3.4 - Filling of Vacated Positions
- 3.5 - Removal of Officers

Article 4 - Board of Directors

- 4.1 - Authority of the Board of Directors
- 4.2 - of the Board of Directors
- 4.3 - Terms of Office and Selection of Members of the Board of Directors
- 4.4 - Quorum and Voting of the Board of Directors
- 4.5 - Meetings of the Board of Directors
- 4.6 - Informal Structure Action
- 4.7 - Waiver of Notice

Article 5 - Committees

- 5.1 - Standing Committees of the Corporation: Workshops, Standards, Communications, Membership, Funding
- 5.2 - Membership On Committees
- 5.3 - Additional Committees

Article 6 - Operations of the Corporation

- 6.1 - Fiscal Year
- 6.2 - Execution of Checks and Drafts
- 6.3 - Books and Records
- 6.4 - Non-Profit Operations
- 6.5 - Robert's Rules of Order

Article 7 - Release From Liability and Indemnification of Directors

Article 8 - Amendments

- 8.1 - Adoption and Modification of By-Laws by Board of Directors
- 8.2 - Amendment by Members

Adoption of By-Laws

- Amendments
- Policies Adopted by Board of Directors

2.4 - ADDITIONAL REVENUES

2.4.1 - The Board of Directors may also raise additional revenues by various other means such as, but not limited to, special assessments of members, requests for contributions, the sale of proceedings and/or transactions, as well as by advertising.

2.5 - MEMBERSHIP MEETINGS

2.5.1 - Annual Members' Meeting

2.5.1.1 - The Corporation shall hold at least one (1) conference per year, together with such additional meetings, workshops, conferences, symposiums, or conventions as it shall elect, either alone or in cooperation with other organizations. At the time of its annual conference, a general meetings of the membership shall be held at such time and in such locations as shall be decided by the Board of Directors.

2.5.2 - Attendance

2.5.2.1 - Said meetings, conferences, workshops or conventions shall be open to all members of this corporation.

2.5.3 - Special Meetings

2.5.3.1 - Special meetings for the members of the Corporation for any purpose or purposes for which a vote of the membership must be taken maybe called at any time by resolution of the Board of Directors, or by at least ten (10%) percent of the entire membership entitled to cast votes. Upon receipt of any such request, it shall be the duty of the Secretary of the Corporation to fix the time and place of the meeting, which shall be held not less than ten (10) nor more than thirty (30) days thereafter.

2.5.4 - Notice of Meeting

2.5.4.1 - Written or printed notice, stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, must be communicated to each voting member of the Corporation not less than ten (10) nor more than one hundred (100) days before the date of the meeting, either personally, on line, or by ordinary mail.

2.5.5 - Voting Rights and Quorum at Meetings

2.5.5.1 - Each individual member as well as institutional members shall be entitled to one (1) vote cast on any business to come before the membership at any special meeting or any annual meeting for which the member is registered. Such vote may be cast in person or by written proxy delivered to another registered member who personally attends the meeting of which the vote is taken. Members not registered at any particular annual meeting may not vote in person or by proxy at the meeting. The attendance of at least fifty-one(51%) percent of all registered members of the Corporation, or registered at the annual workshop at which said meeting is held shall constitute a quorum to legally transact any business.

ARTICLE 3 - OFFICERS AND DUTIES

3.1 - OFFICERS

3.1.1 - The officers of this Corporation shall be the following: President, Vice President, Secretary, Treasurer .

3.2 - SELECTION AND TERM OF OFFICERS

3.2.1 - The terms of officers shall be the following: Two (2) years for the President, Secretary and Treasurer All officers shall be elected through an e-mail-in ballot by a simple plurality of those members of the Corporation casting ballots during the year of election in those years when a term expires or a vacancy occurs, with the exception of the First Vice Presidents, who shall be appointed by the Board of Directors.

3.3 - DUTIES OF OFFICERS

3.3.1 - President

3.3.1.1 - The President is the chief executive officer of the Corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office and other duties that may be required by these By-Laws or prescribed by the Board of Directors.

3.3.3 - Vice President

3.3.3.1 - The Vice President shall, in the absence or incapacity of the President, perform all of the duties of the President. The Vice President shall have been the host of the annual conference held the preceding year. In the event that the President is absent or unable to serve, the Vice President shall next assume those responsibilities. The Vice President shall also perform those duties as prescribed by the Board of Directors. In cases where the position of host is shared by more than one person, the Board of Directors shall appoint one of the co-hosts to serve as Vice President. The primary duty shall be to host the current annual conference. The Vice President shall also perform

those duties prescribed by the Board of Directors. In cases where the position of host is shared by more than one person.

3.3.5 - Secretary

3.3.5.1 The Secretary shall keep minutes of all meetings of members of the Board of Directors, as well as the annual meeting, be the custodian of all corporate records, give all notices as required by law or by the By-Laws, conduct the annual mail-in ballot for election of the Board of Directors, and generally perform all duties incident to the office of Secretary of the Corporation, as well as perform any other duties as may be required by law, by the Articles of Incorporation, by these By-Laws, or which may be assigned by the Board of Directors.

3.3.6 - Treasurer

3.3.6.1 - The Treasurer will have charge and custody of all funds of this Corporation, will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, render reports and accountings to the Directors and to the members as required by the Board of Directors or by the members or by law. The Treasurer will perform in general all duties incident to the office of Treasurer and any other duties as may be required by law, by the Articles of Incorporation, by these By-Laws, or which may be assigned by the Board of Directors.

3.3.7 - Past President

3.3.7.1 - The Past President shall perform those duties prescribed by the Board of Directors.

3.4 - FILLING OF VACATED POSITIONS

3.4.1 - In the event that an officer becomes incapacitated, or a position becomes vacant, the Board of Directors shall promptly select a replacement from among the members of the Corporation. The said replacement shall assume the duties of his or her office until such time as the officer is able to resume his or her position, or until the next election shall take place to fill the said position.

3.5 - REMOVAL OF OFFICERS

3.5.1 - Any officer may be removed from office for malfeasance or for failure to fulfill the duties and responsibilities to the Corporation, by a two-thirds (2/3) vote of the Board of Directors, or by a two-thirds (2/3) vote of the members present at a general meeting.

ARTICLE 4 - BOARD OF DIRECTORS

4.1 - AUTHORITY OF THE BOARD OF DIRECTORS

4.1.1 The Board of Directors of the Corporation shall be charged with the management of the business and the affairs of the Corporation.

4.2 - STRUCTURE OF THE BOARD OF DIRECTORS

4.2.1 - The Board of Directors shall be composed of seven (7) officers together with four (4) elected members-at-large. In addition, the Board of Directors may appoint ex-officio members.

4.3 - TERMS OF OFFICE AND SELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

4.3.1 - All members of the Board of Directors who are officers shall remain members of the Board during their elected term of office. Elected Members-At-Large of the Board of Directors shall serve for a two (2) year term. Officers shall be elected by ballot at the Annual General Meeting by a simple plurality of those members of the Corporation casting ballots¹. Non-elected Board Members shall serve a term of one year.

4 - QUORUM AND VOTING OF THE BOARD OF DIRECTORS

4.4.1 - A quorum of the Board of Directors for purposes of voting shall be fifty (50%) percent of the Board of Directors plus one (1). No member of the Board of Directors shall have more than one (1) vote. A simple majority of the legal votes cast by members of the Board of Directors present at a meeting shall be necessary for the conduct of its business unless otherwise specially provided for in these By-Laws.

4.5 - MEETINGS OF THE BOARD OF DIRECTORS

4.5.1 - The Board of Directors shall meet from time to time as required in order to conduct the business of the Corporation, but at least annually. Written notice shall be received by each member of the Board of Directors for each meeting at least ten (10) days in advance, the said notice to be sent on line, by electronic mail, or by regular mail. In addition to the annual meeting of the Board of Directors, special meetings may be called at any time either by the President or by at least three (3) members of the Board of Directors.

4.6 - INFORMAL ACTION

4.6.1 - Any action which may be taken at a full meeting of the Board of Directors may be taken without the said meeting, if a consent or consents in writing setting forth the action are signed by a quorum of the Board and are filed with the Secretary of the Corporation.

4.7 - WAIVER OF NOTICE

4.7.1 - Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of that meeting, except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 5 - COMMITTEES

5.1 - STANDING COMMITTEES OF THE CORPORATION

5.1.1 - This Corporation shall have certain standing committees, the said committees and their respective functions to be as follows:

5.1.2 – Education and Training Committee

5.1.2.1 - The Education and Training Committee shall organize and supervise the running of workshops and all related education and training initiatives.

5.1.3 - Standards Committee

5.1.3.1 - The Standards Committee shall supervise the publication or publications of proceedings of the Corporation.

5.1.4 - Communications Committee

5.1.4.1 - The Communications Committee shall supervise all elements of marketing and promotion related to the corporation and all related information thereof.

5.1.5 - Membership Committee

5.1.5.1 - The Membership Chair shall chair the Membership Committee as well as to perform other duties as prescribed by the Board of Directors.

5.1.6 - Funding Committee

5.1.6.1 - The Funding Committee will be a standing committee appointed by the Board of Directors to pursue funding support for the Association.

5.2 - MEMBERSHIP ON COMMITTEES

5.2.1 - Members of standing committees shall be appointed by the Board of Directors.

5.2.2 - President and Vice-President of the Corporation shall be ex-officio members of all committees of the Corporation.

5.3 - ADDITIONAL COMMITTEES

5.3.1 - Additional committees of the Corporation may be designated from time to time by the Board of Directors of the Corporation, which shall delegate to the said committees such responsibilities as it shall decide.

ARTICLE 6 - OPERATIONS OF THE CORPORATION

6.1 - FISCAL YEAR

6.1.1 The fiscal year of this Corporation shall run from April 1st to March 31st.

6.2 - EXECUTION OF CHECKS AND DRAFTS

6.2.1 - All checks, drafts or other orders for the payment of money or as evidences of the indebtedness of the Corporation shall be signed by the Treasurer, and President, or by such other person as the Board of Directors may designate.

6.3 - BOOKS AND RECORDS

6.3.1 - Accurate and complete books and records of accounts shall be kept by the Treasurer. Minutes of all proceedings of the Board of Directors as well as the general membership annual meeting shall be retained by the Secretary of the Corporation. Such records shall be available upon request for inspection by any member of the Corporation at any reasonable time.

6.4 - NON-PROFIT OPERATIONS

6.4.1 - This Corporation shall not have or issue shares of stock. No dividends will be paid and no part of the income of this Corporation will be distributed to any members of the Board of Directors or Officers. The Corporation may, however, pay compensation in any reasonable amounts to any members, Officers, or members of the Board of Directors for services rendered or costs incurred.

6.5 - ROBERT'S RULES OF ORDER

6.5.1 - Robert's Rules of Order (Revised) shall govern all meetings of the Corporation.

ARTICLE 7

RELEASE FROM LIABILITY AND INDEMNIFICATION OF DIRECTORS

7.1 - Pursuant to the authority granted under the Manitoba Corporations Act, by majority vote of the members of this Corporation, the Directors are hereby specifically released from personal liability for monetary damages as a result of any action taken by them, or by their failure to take such action in their capacity as Directors of this corporation, unless any such claim made against the said Directors involve self-dealing, willful misconduct or recklessness, or unless the Directors have breached or failed to perform the duties of his or her office under Section In addition, this Corporation hereby agrees to indemnify all Directors to the fullest extent allowed under this said Act.

ARTICLE 8 - AMENDMENTS

8.1 - ADOPTION AND MODIFICATION OF BY-LAWS BY BOARD OF DIRECTORS

8.1.1 - To the extent allowed by law, the Board of Directors shall be authorized, by a two-thirds (2/3) majority of the entire Board of Directors, to alter, amend or repeal the within By-Laws.

8.2 - AMENDMENT BY MEMBERS

8.3 - In all other cases amendments to the By-Laws shall be adopted by a two-thirds (2/3) vote of the entire Board of Directors. Thereafter, and in said case, the said amendments shall be passed by a two-thirds (2/3) majority of members present at an annual meeting.

ADOPTION OF BY-LAWS

These By-Laws are hereby adopted by the Board of Directors

BOARD OF DIRECTORS

John Jameson

President

ATTEST:

Ron Lamoureux

Secretary