BYLAWS OF THE FORUM ON
THE ENTERTAINMENT AND SPORTS INDUSTRIES

ARTICLE 1: NAME AND PURPOSE

Section 1.1 NAME. This Forum shall be known as the Forum on the Entertainment and Sports Industries, and shall be referred to in these Bylaws as the Forum.

Section 1.2 PURPOSE.

(a) The purposes of the Forum shall be the purposes of the American Bar Association ("Association"), as stated in its Constitution, within the particular fields of law related to the entertainment, arts, and sports industries. Specifically, the principal purpose of the Forum is to educate its members in those fields. The Forum may also investigate and study matters within its jurisdiction.

(b) The Forum shall coordinate its activities with those of the Sections, Divisions, and other Association entities with an interest in the same or related fields of law.

ARTICLE 2: MEMBERSHIP

Section 2.1 MEMBERS.

(a) Any member of the Association is eligible for membership in the Forum. The membership of the Forum shall consist of those members whose dues have been paid, as provided in this Article.

(b) Any member of the Law Student Division of the Association shall be enrolled as a Law Student member of the Forum upon payment of the applicable dues, as provided in this Article.

(c) Any Associate of the Association shall be enrolled as an Associate of the Forum upon payment of the applicable dues, as provided in this Article. The privileges of Associates of the Forum shall be prescribed by the Bylaws of the Association and by guidelines adopted by the Board of Governors of the Association.

Section 2.2 DUES. Forum members shall pay annual dues in such amounts, and under such terms and conditions, as may be determined by the Governing Committee from time to time, subject to the approval of the Board of Governors of the Association.

Section 2.3 TERMINATION OF MEMBERSHIP. A person whose dues are delinquent by a period set by the Board of Governors shall cease to be a member of the Forum. Any person who ceases to be a member of the Association shall also cease to be a member of the Forum.
ARTICLE 3: FORUM MEETINGS

Section 3.1 ANNUAL MEETING.

(a) The membership of the Forum shall hold an annual meeting during each Association year. The Chairperson of the Forum shall give to the membership at least ninety (90) days prior notice of the date, time, place and agenda of such meeting.

(b) The agenda of the annual meeting shall consist of the election of officers and Governing Committee Members-at-Large and such other matters as the Chairperson shall deem appropriate.

(c) The members of the Forum present at the annual meeting shall constitute a quorum for the transaction of business at the annual meeting. Binding action shall be by a majority vote of those members present and voting.

Section 3.2 SPECIAL MEETINGS. The membership of the Forum may meet at other times during the year. The Chairperson of the Forum shall give to the membership at least fifteen (15) days prior notice of the date, time, place, and agenda of such meeting.

Section 3.3 EDUCATIONAL MEETINGS. During each Association year, the Forum shall hold one or more educational meetings, open to any member of the Association, as well as to non-members, which may be held concurrently with the annual meeting.

ARTICLE 4: GOVERNING COMMITTEE

Section 4.1 POWERS AND FUNCTIONS.

(a) The Governing Committee shall be vested with the powers and duties necessary for the administration of the activities of the Forum.

(b) The Governing Committee shall adopt an annual budget. The expenditures of any money not authorized in such budget shall require express Governing Committee approval. The Governing Committee shall not authorize commitments, contracts or expenditures which entail the payment during a fiscal year of more money than the funds available from the revenues of the Forum reasonably projected for such fiscal year, unless advance provision has been made to cover such excess.

Section 4.2 COMPOSITION. The Governing Committee shall be composed of the Officers of the Forum and six (6) Members-at-Large. As used in these Bylaws, "Governing Committee Members" shall refer to the Officers and the Members-at-Large.
Section 4.3 TERMS.

(a) The term of each Member-at-Large of the Governing Committee is three Association years beginning with the adjournment of the Association Annual Meeting during which he or she is elected. If the Forum annual meeting is held prior to rather than during the Association Annual Meeting, then such term shall commence with the adjournment of the next Annual Meeting of the Association.

(b) The terms of the Members-at-Large of the Governing Committee shall be staggered so that, as near as possible, the terms of one-third of such Members-at-Large shall expire each year.

(c) No Member-at-Large may serve more than two successive full terms in such capacity.

Section 4.4 MEETINGS.

(a) The Governing Committee shall meet one or more times each Association year. The Chairperson shall give advance written notice to the Members of the Governing Committee of the date, time, place, and agenda of such meetings. No absentee or proxy voting shall be permitted during such meetings. The Governing Committee Members present shall constitute a quorum for the transaction of business at Governing Committee meetings. Binding action shall be by a majority vote of those Governing Committee Members in attendance and voting.

(b) Governing Committee meetings may be held by telephone conference call.

(c) If a meeting or a telephone conference call is not feasible, the Chairperson of the Forum may, in lieu of a meeting, cause a matter to be circulated in writing to Members of the Governing Committee.

(d) The Chairperson of the Forum may invite a representative of any Section or Division of the Association with an interest in matters within the jurisdiction of the Forum to attend Governing Committee meetings either on a regular basis or on specific occasions.

Section 4.5 VACANCIES. If any Member-at-Large of the Governing Committee shall fail to attend two successive meetings of the Governing Committee, then the seat of such Member-at-Large on the Governing Committee shall be automatically vacated unless the Governing Committee shall excuse such absence. Between annual meetings of the Forum, the Governing Committee may fill vacancies in the seats of Members-at-Large until the next election.
ARTICLE 5: OFFICERS

Section 5.1 OFFICERS. The officers of the Forum shall be the Chairperson, the Chairperson-Elect, and the Immediate Past Chairperson of the Forum.

Section 5.2 CHAIRPERSON. The Chairperson shall preside at all meetings of the members of the Forum and of the Governing Committee of the Forum. The Chairperson shall appoint the chairpersons and the members of all the Forum's committees, divisions, or boards, including the Editorial Board, who shall serve during the same term as the Chairperson. The Chairperson shall also appoint a Forum Budget Officer, a Forum Membership Chair, and such other assistants as the Chairperson shall deem necessary for the administration of the Forum.

Section 5.3 CHAIRPERSON-ELECT. The Chairperson-Elect shall aid the Chairperson in the performance of his or her responsibilities in such manner and to such extent as the Chairperson may request. The Chairperson-Elect shall preside at meetings of the Forum and the Governing Committee in the absence of the Chairperson. The Chairperson-Elect shall perform such duties and have such powers as usually pertain to his or her office or as may be designated by the Governing Committee or the Chairperson. In case of the death, resignation, or disability of the Chairperson, the Chairperson-Elect shall perform the duties of the Chairperson for the remainder of the Chairperson's term or disability.

Section 5.4 IMMEDIATE PAST CHAIRPERSON. The Immediate Past Chairperson shall aid the Chairperson in the performance of his or her responsibilities in the manner and to the extent the Chairperson may request. The Immediate Past Chairperson shall preside at meetings of the Forum and the Governing Committee in the absence of both the Chairperson and the Chairperson-Elect.

Section 5.5 TERMS.

(a) The term of the Chairperson is two (2) Association years, beginning with the adjournment of the Association Annual Meeting during which (or after which, if the Forum annual meeting is held prior to the Association Annual Meeting) he or she is elected. The Chairperson is not again eligible for the office of Chairperson-Elect or Chairperson.

(b) The term of the Chairperson-Elect is one Association year, concurrent with the second year of the Chairperson's term, beginning with the adjournment of the Forum annual meeting during which he or she is elected. The Chairperson is not again eligible for either the office of Chairperson-Elect or Chairperson.

(c) The Immediate Past Chair shall serve until his or her successor as Chairperson has completed his or her term as Chairperson.
Section 5.6 VACANCIES. If any Officer shall fail to attend two consecutive meetings of the Governing Committee, his or her office shall be automatically vacated unless the Governing Committee shall excuse such absence. Between annual meetings of the Forum, the Governing Committee may fill a vacancy in the office of Chairperson-Elect. Officers so elected by the Governing Committee may serve until the next annual meeting of the Association.

ARTICLE 6: NOMINATION AND ELECTION OF OFFICERS AND GOVERNING COMMITTEE MEMBERS-AT-LARGE

Section 6.1 NOMINATING COMMITTEE.

(a) At any time, but not later than one hundred twenty (120) days prior to the annual meeting of the Forum, the Chairperson shall appoint a Nominating Committee of at least three members of the Forum, who are not candidates for any Forum office, at least one of whom shall not be either a past or present Officer or Member-at-Large of the Governing Committee of the Forum. In appointing members of the Nominating Committee, the Chairperson shall consider appropriate representation of types of organizations, practice areas, geographical areas, minorities and women so that the Nominating Committee may reflect the diversity of the members of the Forum. The Chairperson may appoint a member to fill any vacancy in the Nominating Committee.

(b) The Chairperson shall promptly announce the names and addresses of the members of the Nominating Committee in a publication or notice sent to all Forum members.

(c) The Nominating Committee shall nominate one or more candidates for each position to be filled by election as provided in these Bylaws. In making nominations, the Nominating Committee shall consider each candidate's activities in the Forum, in the Association and its Sections and Divisions, and in the legal profession. The Nominating Committee shall also consider appropriate representation of types of organizations, practice areas, geographical areas, minorities and women so that the candidates nominated may reflect the diversity of members of the Forum. The Nominating Committee shall determine that each nominee agrees to be nominated and to serve if elected. No later than sixty (60) days prior to the annual meeting of the Forum, the Nominating Committee shall report to the Chairperson the identity of each nominee and shall include a brief statement of each nominee's qualifications. The Chairperson shall promptly announce the names of the nominees in a publication or notice sent to all Forum members.
Section 6.2 PETITION. One or more additional nominations may be made for any office, including Member-at-Large of the Forum Governing Committee, by petition signed by not less than fifty (50) members of the Forum representative of at least five (5) states. The petition must state that the individual nominated has agreed to the nomination. The petition shall be sent to the Chairperson of the Forum and must be received not less than sixty (60) days prior to the annual meeting of the Forum.

Section 6.3 ELECTION. All elections shall be held at a business session of the Forum during the annual meeting of the Forum. The date, time and place of the meeting shall be published in the notice of the meeting sent by the Chairperson under Section 3.1(a) of these Bylaws. Elections for contested positions shall be by written ballot. Each contested position, other than that of Governing Committee Member-at-Large, shall be voted upon separately. Election shall be by a majority of the votes cast, and a run-off election to choose between the two leading candidates shall be held if a majority vote is not initially obtained. Governing Committee nominees shall be voted on as a group. Those nominees receiving the highest number of votes shall be elected, to the extent required to fill all vacancies on the Governing Committee.

ARTICLE 7: AMENDMENTS

These Bylaws may be amended at any annual meeting of the Forum by a majority vote of the members of the Forum present and voting, providing such proposed amendment shall first have been approved by the Governing Committee. Notice of an intention to amend these Bylaws must be given to the membership no later than thirty (30) days prior to the opening of the annual meeting of the Forum. Amendments shall become effective upon approval by the Board of Governors of the Association.

ARTICLE 8: ADMINISTRATIVE MATTERS

Section 8.1 FISCAL YEAR. The fiscal year of the Forum shall be the same as the fiscal year of the Association.

Section 8.2 COMPENSATION. No salary or compensation for services shall be paid to any officer, Governing Committee Member or member of any Forum Committee.

Section 8.3 PARLIAMENTARY AUTHORITY. The current edition of Robert's Rules of Order shall be the parliamentary authority of the Forum.
ARTICLE 9: TRANSITIONAL PROVISIONS

Section 9.1 EFFECTIVE DATE. These Bylaws, upon approval by the Association's Board of Governors, shall take effect upon the adjournment of the 1993 Association Annual Meeting.

Section 9.2 ANNUAL MEETING.

The first annual meeting of the Forum shall be during the 1994-95 Association year.

Section 9.3 OFFICERS.


(b) The first election of the Forum's Chairperson-Elect shall be at the Forum annual meeting during the 1994-1995 Association year. Thereafter, a Chairperson-Elect shall be elected every other year to serve during the second year of each Chairperson's term.

(c) The Governing Committee shall elect a person to succeed to any office vacated prior to the Forum's 1994-1995 annual meeting.

Section 9.4 GOVERNING COMMITTEE.

(a) Those Members-at-Large of the Governing Committee previously appointed by the President of the Association to terms expiring in 1994 or 1995 shall serve the balance of their terms.

(b) Those Members-at-Large of the Governing Committee previously appointed by the President of the Association to terms expiring in 1993 shall serve one additional year.

(c) The Governing Committee shall elect those Governing Committee Members-at-Large to succeed those whose terms expire in 1994.

(d) Members-at-Large of the Governing Committee who shall succeed those Members-at-Large whose terms expire in 1995 and thereafter shall be elected as provided in Article 6 of these Bylaws.