

BYLAWS
of the
ASSOCIATION FOR DOWNLOADABLE MEDIA

as originally adopted TBD, 2008

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OF
ASSOCIATION FOR DOWNLOADABLE MEDIA**

1 Name

1.1 The name of this association is ASSOCIATION FOR DOWNLOADABLE MEDIA (the "Association").

2 Offices

2.1 Registered Office. The registered office of this Association shall be located at c/o 12 Geary Street, Suite 701, San Francisco CA 94108 .

3 Purpose

3.1 Purposes. The purposes for which the Association is organized are the following:

3.1.1 Provide education and standardization of and for downloadable media and podcasting, in all of its current and future forms and in furtherance thereof.

3.1.2 Develop, aggregate, and disseminate information related to downloadable media through newsletters, blogs, conferences, meetings (both real and virtual), and other physical and/or electronic media as are deemed appropriate.

3.1.3 Sponsor meetings, conferences, symposia, discussion groups, and workshops.

3.1.4 Organize sessions at conferences sponsored, created, or organized by the Association for Downloadable Media or those sponsored, created, or organized by other related industry organizations.

3.1.5 Serve as a source of information on downloadable media for its members and the general public.

3.1.6 Create and/or offer premium information available exclusively to Association for Downloadable Media members.

3.1.7 Include international representation for downloadable media, both in its membership base and its purview.

3.1.8 Do any and all other things necessary and proper in connection with, or incidental to, any of the foregoing, subjects, however, to such limitations as may be prescribed by law and by Section 501(c)(6) of the Internal Revenue Code of the United States (and any successor provision thereof).

3.2 Restrictions. All policies and activities of the Association for Downloadable Media shall be consistent with:

3.2.1 applicable federal, state and local antitrust, trade regulation and other applicable legal requirements (hereinafter "Laws"); and

3.2.2 applicable tax-exemption requirements including the requirements that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any member or individual.

4 Policy

4.1 It is the policy of the Association to comply strictly with the letter and spirit of all Laws. Any activities of the Association or Association-related actions of its staff, Executive Board members or members that violate any Laws are detrimental to the interests of the Association and are unequivocally contrary to Association policy. The Association shall not engage in any regular business of a kind carried on for profit, and no part of the net earnings of this Association shall inure to the benefit of any member, Executive Board member, individual or officer other than for compensation for services actually rendered.

5 Members

5.1 General. The Association shall be a membership association, and its revenue shall be derived from membership fees and such other sources as may be prescribed from time to time by the Executive Board.

5.2 General Members. A General Member is defined as any member of the Association for Downloadable Media who is in good standing and is up-to-date with payment of all required dues.

5.3 Classes and Qualifications. There shall be three (3) classes of members: "Individual Member", "Corporate Member", and "Nonprofit Member."

5.3.1 Individual Membership. Association for Downloadable Media Individual Members are defined as an individual podcaster, video blogger or similar persons involved in producing or distributing episodic content in downloadable form. Individual membership is assigned to a single person and not a company, corporation, or organization.

5.3.2 Corporate Membership. Association for Downloadable Media Corporate Members are corporate entities or standalone divisions of a corporate entity. They are defined as companies, corporations, or organizations that produce podcasts, video podcasts or other episodic content in downloadable form, or for companies that provide hardware, software, tools or solutions for podcasters or video podcasters, or for other companies, corporations, or organizations involved in the monetization, advertising, promotion, or sponsorship of downloadable media. Corporate Members will decide upon and designate one "Lead Corporate Person Member" to represent the Corporate Member company, corporation, or organization. Corporate Members may list up to five (5) "Corporate Person Members" from the named company, corporation, or organization as active members of the Association for Downloadable Media. A Lead Corporate Person Member will be one of the up to five (5) Corporate Person Members. A Corporate Member's list of up to five (5) Corporate Person Members must be conveyed by only the Lead Corporate Person Member to the Secretary of the Association for Downloadable Media within thirty (30) days of activated or renewed Corporate membership. Corporate Person Members of a Corporate Member may be changed by the Lead Corporate Person Member by notifying the Secretary of the Association for Downloadable Media. Upon renewal of annual Corporate Membership, the list of up to five (5) Corporate Person Members will remain unchanged, unless otherwise communicated to the Secretary of the Association for Downloadable Media by the Lead Corporate Person Member. Official change in Corporate Person Members will take effect five (5) days following communication of such request by only the Lead Corporate Person

Member to the Secretary of the Association for Downloadable Media. Only the Lead Corporate Person Member may request or enact a change in Corporate Person Members. Only employees of the Corporate Member company can be Corporate Person Members of said Corporate Member.

5.3.3 Nonprofit Membership. Association for Downloadable Media Nonprofit Members are defined as organizations with a nonprofit status, as defined by the Nonprofit Member's home state or country of origin. Nonprofit Members must be involved in producing, distributing, or dealing with episodic content in downloadable form. Additional Nonprofit Memberships from the same nonprofit corporation can be purchased.

5.4 Acceptance of New Members. All applications for membership in the Association for Downloadable Media must be approved by the Executive Board or its designee before the applicant can become a member of the Association for Downloadable Media.

5.5 Rights and Privileges of Membership.

5.5.1 Individual Membership. An Individual Member in good standing, upon the payment of all required dues, shall have the following rights and privileges:

5.5.1.1 The right to vote for the members of the Executive Board.

5.5.1.2 The right to vote for the members of the Board of Advisors.

5.5.1.3 The right to attend and participate at all membership meetings and cast one vote on possible matters properly before the membership.

5.5.1.4 The right to attend and participate in all committees.

5.5.1.5 Except as otherwise provided in these bylaws, the right to be eligible for nomination and election by the membership to serve as a member of the Executive Board, Board of Advisors, or Committee Chair.

5.5.1.6 The right to exercise such other rights and privileges as may be prescribed for Individual Members by the Executive Board.

5.5.2 Corporate Membership. A Corporate Member in good standing, upon the payment of all required dues, shall have the following rights and privileges:

5.5.2.1 The right for each of the up to five (5) Corporate Person Members to vote for the members of the Executive Board.

5.5.2.2 The right for each of the up to five (5) Corporate Person Members to vote for the members of the Board of Advisors.

5.5.2.3 The right to attend and participate at all membership meetings and for each of the up to five (5) Corporate Person Members to cast a vote on possible matters properly before the membership.

5.5.2.4 The right to attend and participate in all committees.

5.5.2.5 Except as otherwise provided in these bylaws, the right to be eligible for nomination and election by the membership to serve as a member of the Executive Board, Board of Advisors, or Committee Chair.

5.5.2.6 The right to exercise such other rights and privileges as may be prescribed for Individual Members by the Executive Board.

5.5.2.7 Corporate Members shall be granted one vote per Corporate Person Member, which means Corporate Members shall be granted up to five (5) votes.

5.5.3 Nonprofit Membership. A Nonprofit Member in good standing, upon the payment of all required dues, shall have the following rights and privileges:

5.5.3.1 The right to vote for the members of the Executive Board.

5.5.3.2 The right to vote for the members of the Board of Advisors.

5.5.3.3 The right to attend and participate at all membership meetings and cast one vote on possible matters properly before the membership.

5.5.3.4 The right to attend and participate in all committees.

5.5.3.5 Except as otherwise provided in these bylaws, the right to be eligible for nomination and election by the membership to serve as a member of the Executive Board, Board of Advisors, or Committee Chair.

5.5.3.6 The right to exercise such other rights and privileges as may be prescribed for Nonprofit Members by the Executive Board.

5.6 Resignation of Membership. Any member may resign at any time by providing written notice of such resignation to the Chair of the Association for Downloadable Media.

5.7 Loss of Membership. A member may have his membership terminated or suspended under the following circumstances:

5.7.1 Any member who, has failed to pay required membership dues, registration and other fees, within ninety (90) days of the invoice date may, in the sole discretion of the Executive Board, be terminated as a member of the Association for Downloadable Media or have membership privileges and prerogatives suspended until such dues, registration and other fees, are paid.

5.7.2 Upon a majority vote of the Executive Board, any member may be suspended or, upon a unanimous vote of the Executive Board any member may be terminated, for conduct that constitutes a violation or breach of any of the provisions of the Articles of Incorporation or the bylaws of the

Association for Downloadable Media or that contravenes the aims and objectives of the Association for Downloadable Media provided that before any such vote shall be taken, such member shall have been notified in writing by registered mail of the charges proffered against the member at least ten (10) days before such meeting of the Executive Board and of the time and place of the meeting at which such matter will be considered and further provided that the member shall have the right to appear before the Executive Board and answer the charges before the final vote shall be taken, from which no appeal may be had. Such member shall be notified at least fifteen (15) days prior to the proposed date of termination of membership.

5.7.3 Any member who, for a period of thirty (30) days, no longer meets the qualifications for membership as stated in these bylaws may, in the sole discretion of the Executive Board, be terminated from membership or have membership rights, privileges and prerogatives suspended until such qualifications are met.

6 Meetings of the Membership

6.1 Annual Meeting. The annual meeting of the members shall be held pursuant to duly issued notice of date, time, and place, at such date, time, and place as shall be determined by the Executive Board and designated in the notice thereof. The annual meeting will be made available as an in-person meeting and supplemented by virtual participation (conference call or live audio cast). At each annual meeting, the members may transact such business as may properly come before the meeting. Members entitled to vote at the annual meeting of the members shall be those whose membership is in good standing.

6.2 Special Meetings. Special meetings of the members shall be called at any time by the Chair or upon the written request of a majority of the Executive Board or upon the written request signed by at least five percent (5%) of the members then entitled to vote. Such requests shall state the purpose or purposes of the proposed meeting. The Chair shall issue notice of the date, time and place of such special meeting, as shall be determined by the Executive Board and designated in the notice thereof. Business transacted at any special meeting shall be limited to the purpose stated in the notice to the members of the special meeting. Special Meetings shall be open to all active Association for Downloadable Media members whose membership is in good standing and shall be held only in places (real or virtual) that are open and accessible to members of the Association for Downloadable Media.

6.3 Notice. Notice of annual and special meetings of the members of the Association for Downloadable Media shall be in writing, signed by the Chair or Secretary and sent to each member entitled to vote, by electronic mail or such other means by which the Association for Downloadable Media and the member may elect (any and/or all of which shall be deemed to be 'written' notice for purposes of these bylaws), sent to the address, e-mail or other means appearing in the records of the Association for Downloadable Media or as agreed between the member and the Association for Downloadable Media, not less than ten (10) nor more than forty-five (45) days before the time designated for such meeting. The record date for notice shall be specified one business day prior to the notice of annual and special meetings.

6.4 Quorum. Thirty-three percent (33%) of all members of the Association for Downloadable Media entitled to vote, whether present at the meeting,

participating by teleconference, videoconference, audiocast, or represented by proxy, shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by statute, by the Articles of Incorporation or unless prohibited by statute or the Articles of Incorporation, by these bylaws. If a quorum is not present, the members present in person, participating by teleconference, videoconference, audiocast, or represented by proxy shall have the power to adjourn the meeting, without notice other than announcement at the meeting, until a quorum is obtained, at which time any business may be transacted that might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each member at least ten (10) days in advance thereof.

6.5 Majority Vote. When a quorum is present at any meeting, the vote of a majority of the members participating in such meeting shall decide any question brought before the meeting, unless the question is one upon which by express provision of the statute, the Articles of Incorporation or these bylaws, a different vote is required, in which case such express provision shall govern and control. Each member eligible to vote is entitled to one vote.

6.6 Proxy. Unless otherwise provided in the Articles of Incorporation, each member entitled to vote shall at every meeting of the membership be entitled to vote in person, by teleconference, videoconference, audiocast, or represented by proxy executed in writing by the member. A Lead Corporate Person Member may only designate a member of the Association for Downloadable Media (including any member of the Executive Board) or any other Corporate Person Member of said Corporate Member. Such proxy shall be filed with the Secretary of the Association for Downloadable Media before or at the time of the meeting. No proxy shall be valid after ninety (90) days from its date of execution, unless otherwise specifically provided in the proxy. A proxy may be revoked at any time by the member executing same by written notice to the Secretary of the Association for Downloadable Media and shall be effective upon actual receipt.

6.7 Written Consent. Unless otherwise provided in the Articles of Incorporation, any action required to be taken at any annual or special meeting of the membership may be taken without a meeting and without prior written notice, if consent in writing, which shall be deemed a vote in favor by such member, setting forth the action so taken, is signed by a majority of all the members entitled to vote thereon and filed with the Secretary of the Association for Downloadable Media. Consent to any such action may be executed in counterparts by the members' consent and thereby voting, which shall together be construed as one and the same instrument for these purposes.

7 Dues

7.1 The Executive Board, in its discretion, shall from time to time establish and/or change a dues structure for membership dues, assessments, and fees for all members of the Association for Downloadable Media. Membership dues, assessments and fees must be paid when due in order for a member to be considered in good standing, eligible to vote and be entitled to the rights and privileges of membership; provided, that payment of such dues, assessments and fees shall not relieve any member of compliance with any other obligations or requirements for membership or be construed as an admission

that the member is otherwise in good standing.

8 Board Positions

8.1 Executive Board. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these bylaws, the Executive Board shall manage the business and affairs of the Association for Downloadable Media and shall exercise all corporate powers. The Executive Board may, unless otherwise prohibited or restricted by law, by the Articles of Incorporation or by these bylaws, by written resolution, delegate to committees and/or selected Board of Advisors Members the authority to act or carry out certain responsibilities and actions as the Executive Board may direct by such written resolution. The Executive Board shall also have the authority to authorize or ratify the reimbursement of any officer, agent, or Executive Board member of the Association for Downloadable Media for expenses actually incurred on behalf of the Association for Downloadable Media. The Chairman shall report at each board meeting all actions of the Executive Board taken since the previous board meeting, including approval of the annual operating budget and any appointments to or resignations from any boards or Committee Chair positions.

8.1.1 Composition. The number of board members that shall constitute the Executive Board shall be four (4), which number the Executive Board members eligible to vote shall be entitled to modify at any time and from time to time unless otherwise prohibited by law or the Articles of Incorporation.

8.1.2 Executive Board Members. Executive Board members shall made comprised of the following positions:

8.1.2.1 Chair. The Chair is the principal officer and is responsible for leading the Association for Downloadable Media and managing its activities. Duties of the Chair are: Conducting the activities of the Association for Downloadable Media in accordance with the policies of the Association for Downloadable Media; monitoring the financial status of the Association for Downloadable Media; calling and presiding at meetings of the Association for Downloadable Media's advisors, Committee Chairs, and business meetings of the Association for Downloadable Media; making all appointments to non-elective positions; appointing Committee Chairs; along with the other officers of the Association for Downloadable Media, making decisions (ratifiable and not) on behalf of the Association for Downloadable Media, performing other duties as required for the administration of the Association for Downloadable Media.

8.1.2.2 Vice-Chair. The duties of the Vice Chair are: in the absence of the Secretary, keeping the minutes of the meetings of the officers and the business meetings of the Association for Downloadable Media; in the absence of the Secretary, keeping a log of all major decisions of the Association for Downloadable Media and managing the records of the Association for Downloadable Media, along with the other officers of the Association for Downloadable Media, making decisions (ratifiable and not) on behalf of the Association for Downloadable Media; performing such other duties as may be assigned by the Chair.

8.1.2.3 Secretary. The Secretary is the record-keeper and

communications manager of the Association for Downloadable Media. Duties of the Secretary include: maintaining the records of the Association for Downloadable Media, creating and keeping minutes and/or notes of Association for Downloadable Media meetings, communicating information to and among Association for Downloadable Media members, performing such other duties as may be assigned by the Chair, along with the other officers of the Association for Downloadable Media, making decisions (ratifiable and not) on behalf of the Association for Downloadable Media.

8.1.2.4 Treasurer. The Treasurer is the chief financial director of the Association for Downloadable Media. Duties of the Treasurer are:, managing the finances of the Association for Downloadable Media., keeping full and accurate accounts of receipts and expenditures of the Association for Downloadable Media, along with the other officers of the Association for Downloadable Media, making decisions (ratifiable and not) on behalf of the Association for Downloadable Media, performing such other duties as may be assigned by the Chair.

8.1.3 Election of Executive Board. Executive Board members shall be elected every two (2) years during the quarter prior to the election calendar year. Each Executive Board member shall hold office until his or her successor is elected and qualified.

8.1.4 Terms of Executive Board members. The Executive Board, upon election, shall serve for a term of two (2) years or until a successor is duly elected and qualified, except in the case of the first year following the initial acceptance and enactment of these bylaws, whereas the Executive Board shall serve for a term of one (1) year.

8.1.5 Voting Rights of Members. Voting to elect Executive Board members shall be limited to the General Members and only members qualified and in good standing shall be entitled to vote.

8.1.6 Removal of Executive Board members. Any Executive Board member may be removed at any time, with or without cause, by a two-thirds (2/3) majority of all members entitled to vote at a duly convened meeting of the members.

8.1.7 Qualification of Executive Board members. Each Executive Board member must be a designated employee of a duly qualified General Member. If, during a term of office as a Executive Board member, the member no longer qualifies for membership and such member cannot or is reasonably unlikely to re-qualify for membership within thirty (30) days, the Executive Board member shall resign immediately or, failing to resign may be removed by the Executive Board, and a successor shall be selected by the Executive Board to fill the vacancy in accordance with these bylaws. The Executive Board, by a majority vote of the officers who meet all of the required qualifications to be an officer, may declare vacant the office of any officer who fails or ceases to meet any required qualification that was in effect at the beginning of that officer's current term of office.

8.1.8 Resignation. Any member may resign as Executive Board member at any time by giving written notice to the Chair and the Secretary of the Association for Downloadable Media.

8.1.9 Vacancies. A vacancy occurring for any reason may be filled by a majority vote of the remaining members of the Executive Board. Any new

Executive Board member shall assume and complete the remaining term of the prior Executive Board member. The vacancy may be filled with any General Member of the Association for Downloadable Media in good standing.

8.1.10 Voting Rights of Executive Board members. Each Executive Board member in good standing shall be entitled to cast one vote on any motion or resolution properly put before the board; provided, however, that where the result is a tie, then the Chair of the Executive Board shall be entitled to a tie-breaking vote.

8.1.11 Attendance. Within each two (2) year term of an Executive Board member, such Executive Board member must be present (in person or by teleconference) at a minimum of fifty percent (50%) of the meetings of the board that are held during each two (2) year period. If any Executive Board member fails to meet the foregoing attendance requirement, such Executive Board member shall resign immediately or may be removed by the Executive Board.

8.1.12 Meetings of the Executive Board.

8.1.12.1 Regular Meetings. A regular meeting of the Executive Board shall be held at least twice a year pursuant to duly issued notice of the date, time and place.

8.1.12.2 Special Meetings. Special meetings of the board may be called by either the Chair or by written request of a majority of the Executive Board submitted to the Chair. Special meetings shall be held pursuant to a duly issued notice of the date, time and place. Business transacted at any special meeting shall be limited to the purpose stated in the notice to the Executive Board members of the special meeting.

8.1.12.3 Notice of Meeting. Notice of the date, time and place of regular and special meetings of the Executive Board shall be in writing signed by the Chair or the Secretary of the Association for Downloadable Media and shall be sent to each Executive Board member by electronic mail or such other means by which the Association for Downloadable Media and the member may elect (any and/or all which shall be deemed to be 'written' notice for purposes of these bylaws), sent to the address, e-mail or other means appearing in the records of the Association for Downloadable Media or as agreed between the Executive Board member and the Association for Downloadable Media, not less than five (5) days before the time designated for such meeting.

8.1.12.4 Quorum. The presence, whether by teleconference or videoconference or represented by proxy, of at least fifty one percent (51%) of the Executive Board members in office entitled to vote shall be necessary and sufficient to constitute a quorum for the transaction of any business at any meeting of the Executive Board, except as otherwise provided by statute or by the Articles of Incorporation or by these bylaws. A smaller number may adjourn such meeting from time to time, without notice other than the announcement at the meeting, until a quorum is obtained at which time any business may be transacted that might have been transacted at the meeting as originally notified. If the adjournment is for more than twenty-four (24) hours, a notice of the adjourned meeting shall be given to each member and notice of time and place must be given to officers who were absent when the meeting was adjourned at least ten

(10) days in advance thereof.

8.1.13 Majority Vote. When a quorum is present at any meeting, the vote of a majority of the Executive Board members participating in such meeting shall decide any question brought before the meeting, unless the question is one upon which by express provision of the statute, the Articles of Incorporation or by these bylaws, a different vote is required, in which case such express provision shall govern and control, provided, however, that where the result is a tie, then the Chair of the Executive Board shall be entitled to a tie-breaking vote. Each Executive Board member eligible to vote is entitled to one vote.

8.1.14 Proxy. Unless otherwise provided in the Articles of Incorporation, each Executive Board member entitled to vote in person, or by teleconference or videoconference. Executive Board members may not designate another member as a proxy vote on matters set before the Executive Board.

8.1.15 Written Consent. Unless otherwise provided by law, by the Articles of Incorporation or by these bylaws, any action required or permitted to be taken at any meeting of the Executive Board, or any committee thereof, may be taken without a meeting if at least a majority of all members of the board, or a committee of the board, as the case may be, consent thereto in writing, which shall be deemed a vote in favor by such Executive Board member, and the writings are filed with the Secretary of the Association for Downloadable Media. Consent to any such action may be executed in counterparts by the Executive Board members' consent and thereby voting, which shall together be construed as one and the same instrument for these purposes.

8.1.16 Minutes. Minutes of all meetings of the board shall be maintained and approved by the Secretary and filed with the Association for Downloadable Media.

8.2 Board of Advisors. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these bylaws, the Board of Advisors shall be an advisory board responsible for advising the Executive Board of the Association for Downloadable Media, Association for Downloadable Media members, and Association for Downloadable Media committees on issues or decisions brought before them. They will provide their advice, insights, expertise, and counsel on Association for Downloadable Media matters brought before them. The Board of Advisors will serve as the researchers and nominators of potential nominees for the Executive Board and the Board of Advisors and potential appointees for Committee Chairs.

8.2.1 Composition. The number of members that shall constitute the Board of Advisors shall be eleven (11), which number the Executive Board members eligible to vote shall be entitled to modify at any time and from time to time unless otherwise prohibited by law or the Articles of Incorporation.

8.2.2 Election of Board of Advisors. Board of Advisors members shall be elected every two (2) years during the quarter prior to the election calendar year. Each Board of Advisors member shall hold office until his or her successor is elected and qualified.

8.2.3 Terms of Board of Advisors members. The Board of Advisors, upon election, shall serve for a term of two (2) years or until a successor is

duly elected and qualified, except in the case of the first year following the initial acceptance and enactment of these bylaws, whereas the Executive Board shall serve for a term of one (1) year.

8.2.4 Voting Rights of Members. Voting to elect Board of Advisors members shall be limited to the General Membership and only members qualified and in good standing shall be entitled to vote.

8.2.5 Removal of Board of Advisors members. Any Board of Advisors member may be removed at any time, with or without cause, by a two-thirds (2/3) majority of all members entitled to vote at a duly convened meeting of the members.

8.2.6 Qualification of Board of Advisors members. Each Board of Advisors member must be a designated employee of a duly qualified General Member. If, during a term of office as a Board of Advisors member, the member no longer qualifies for membership and such member cannot or is reasonably unlikely to re-qualify for membership within thirty (30) days, the Board of Advisors member shall resign immediately or, failing to resign may be removed by the Executive Board, and a successor shall be selected by the Executive Board to fill the vacancy in accordance with these bylaws.

8.2.7 Resignation. Any member may resign as Board of Advisors member at any time by giving written notice to the Chair and the Secretary of the Association for Downloadable Media.

8.2.8 Vacancies. A vacancy occurring for any reason may be filled by a majority vote of the Executive Board. Any new Board of Advisors member shall assume and complete the remaining term of the prior Board of Advisors member. The vacancy may be filled with any General Member of the Association for Downloadable Media in good standing.

8.2.9 Voting Rights of Board of Advisors members. Each Board of Advisors member in good standing shall be entitled to cast one vote on any motion or resolution properly put before the Board of Advisors; provided, however, that where the result is a tie, then the Chair of the Executive Board shall be entitled to a tie-breaking vote.

8.2.10 Attendance. Within each two (2) year term of an Board of Advisors member, such Board of Advisors member must be present (in person or by teleconference) at a minimum of fifty percent (50%) of the meetings of the board that are held during each two (2) year period. If any Board of Advisors member fails to meet the foregoing attendance requirement, such Board of Advisors member shall resign immediately or may be removed by the Executive Board.

9 Committees

9.1 Committees. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these bylaws, Committees will be advisory committees and will take on issues and tasks brought before the committee. The scope of a committee will be limited to a focused task (e.g. Membership, Advertising Standards, etc.). One (1) Committee Chair will be appointed by the Executive Board Chair to lead and organize a given committee.

9.1.1 Composition. The number of members that shall constitute a committee will be at the discretion of the Executive Board, which number the Executive Board members eligible to vote shall be entitled to modify at any

time and from time to time unless otherwise prohibited by law or the Articles of Incorporation.

9.1.2 Appointment of Committee Chair. Committee Chairs shall be nominated by the Board of Advisors and shall be appointed by the Executive Board Chair. The appointments of Committee Chairs shall take place every two (2) years during the quarter prior to the election calendar year. Each Committee Chair shall hold the appointed office until his or her successor is appointed and qualified.

9.1.3 Establishment of Committees. The Executive Board, with the counsel of the Board of Advisors, shall appoint committees, including but not limited to: Advertising Standards, Education & Outreach, Measurement, Membership, Terminology Standardization, and such other committees as the Executive Board, with counsel of the Board of Advisors, shall deem necessary or appropriate in connection with the affairs of the Association for Downloadable Media. The committees shall have such powers and duties as conferred upon them herein and which are not otherwise inconsistent with these bylaws. Only committee members in good standing may vote on any matter properly before the committees.

9.1.4 Terms of Committee Chairs. The Committee Chair, upon appointment, shall serve for a term of two (2) years or until a successor is duly appointed and qualified.

9.1.5 Removal of Committee Chairs. Any Committee Chair may be removed at any time, with or without cause, by a majority of the Executive Board entitled to vote at a duly convened meeting of the Executive Board. In the event of a tie, then the Chair of the Executive Board shall be entitled to a tie-breaking vote.

9.1.6 Qualification of Committee Chairs. Each Committee Chair must be a designated employee of a duly qualified General Member. If, during a term of office as a Committee Chair, the member no longer qualifies for membership and such member cannot or is reasonably unlikely to re-qualify for membership within thirty (30) days, the Committee Chair shall resign immediately or, failing to resign may be removed by the Executive Board, and a successor shall be selected by the Executive Board Chair to fill the vacancy in accordance with these bylaws.

9.1.7 Resignation. Any member may resign as Committee Chair at any time by giving written notice to the Chair and the Secretary of the Association for Downloadable Media.

9.1.8 Vacancies. A vacancy occurring for any reason may be filled by the Executive Board Chair. Any new Committee Chair shall assume and complete the remaining term of the prior Committee Chair. The vacancy may be filled with any General Member of the Association for Downloadable Media in good standing.

9.1.9 Voting Rights of Committee members. Each Committee member in good standing shall be entitled to cast one vote on any motion or resolution properly put before a given committee; provided, however, that where the result is a tie, then the Committee Chair shall be entitled to a tie-breaking vote. Any multiple Committee members from the same Corporate Membership who are on the same Committee shall be granted one vote.

9.1.10 Attendance. Within each two (2) year term of a Committee Chair, such Committee Chair must be present (in person or by teleconference) at a minimum of fifty percent (50%) of the meetings of the committee that are held during each two (2) year period. If any Committee Chair fails to meet the foregoing attendance requirement, such Committee Chair shall resign immediately or may be removed by the Executive Board.

9.1.11 Meetings of the Committees.

9.1.11.1 Regular Meetings. A regular meeting of the Committee shall be held at least twice a year pursuant to duly issued notice of the date, time and place.

9.1.11.2 Special Meetings. Special meetings of the committee may be called by either the Committee Chair or by written request of a majority of the committee submitted to the Committee Chair. Special meetings shall be held pursuant to a duly issued notice of the date, time and place. Business transacted at any special meeting shall be limited to the purpose stated in the notice to the committee members of the special meeting.

9.1.11.3 Notice of Meeting. Notice of the date, time and place of regular and special meetings of the committee shall be in writing signed by the Committee Chair or designee and shall be sent to each committee member and to the Secretary of the Association for Downloadable Media by electronic mail or such other means by which the Association for Downloadable Media and the member may elect (any and/or all which shall be deemed to be 'written' notice for purposes of these bylaws), sent to the address, e-mail or other means appearing in the records of the Association for Downloadable Media or as agreed between the committee member and the Association for Downloadable Media, not less than five (5) days before the time designated for such meeting.

9.1.11.4 Quorum. The presence, whether by teleconference or videoconference or represented by proxy, of at least one-third (1/3) of the committee members in entitled to vote shall be necessary and sufficient to constitute a quorum for the transaction of any business at any meeting of the committee, except as otherwise provided by statute or by the Articles of Incorporation by these bylaws. A smaller number may adjourn such meeting from time to time, without notice other than the announcement at the meeting, until a quorum is obtained at which time any business may be transacted that might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each member at least ten (10) days in advance thereof.

9.1.12 Majority Vote. When a quorum is present at any meeting, the vote of a majority of the committee members participating in such meeting shall decide any question brought before the meeting, unless the question is one upon which by express provision of the statute, the Articles of Incorporation or by these bylaws, a different vote is required, in which case such express provision shall govern and control, provided, however, that where the result is a tie, then the Committee Chair shall be entitled to a tie-breaking vote. Each committee member eligible to vote is entitled to one vote. Multiple committee members who are from the same Corporate Member

are entitled to one vote.

9.1.13 Proxy. Unless otherwise provided in the Articles of Incorporation, each committee member entitled to vote in person, by teleconference or videoconference or by proxy executed in writing by the committee member. Committee members may only designate a member of the same committee or Board of Advisors. Such proxy shall be filed with the Secretary of the Association for Downloadable Media before or at the time of the meeting. No proxy shall be valid after ninety (90) days from its date of execution, unless otherwise specifically provided in the proxy. A proxy may be revoked at any time by the member executing same by written notice to the Secretary of the Association for Downloadable Media and shall be effective upon actual receipt.

9.1.14 Written Consent. Unless otherwise provided by law, by the Articles of Incorporation or by these bylaws, any action required or permitted to be taken at any meeting of the committee may be taken without a meeting if at least a majority of all members of the committee consent thereto in writing, which shall be deemed a vote in favor by such committee member, and the writings are filed with the Secretary of the Association for Downloadable Media. Consent to any such action may be executed in counterparts by the committee members' consent and thereby voting, which shall together be construed as one and the same instrument for these purposes.

9.1.15 Minutes. Minutes of all committee meetings shall be maintained by a designated committee member present at such meeting, submitted and approved by the Secretary, and filed with the Association for Downloadable Media.

9.2 New Member Committee. The Executive Board may, in its discretion, create a new member advisory committee made up of members of the executive and/or Board of Advisors. Such committee will advise the Executive Board on making, adding, deleting and/or amending rules governing applications and requirements for membership and will determine whether members meet the membership qualifications established in these bylaws. The Executive Board shall have the authority from time to time to change, alter, or amend such rules by majority vote.

10 Notices and Participation in Meetings

10.1 Form. Whenever, under the provisions of the statutes, the Articles of Incorporation or these bylaws, notice is required to be given to any member, it shall not be construed to require personal notice, but such notice may be given personally or in writing, by first class mail, postage prepaid, addressed to such member, at his or her address as it appears on the records of the Association for Downloadable Media, and any such notice shall be deemed to be given at the time when the same shall be personally delivered or when deposited in the United States mail. Notwithstanding anything herein to the contrary, notice may also be given by any means of electronic or remote communications which, under applicable law, is deemed to be equivalent to written notice or an effective means of giving notice such notice.

10.2 Waiver. Whenever any notice is required to be given under the provisions of the statutes, the Articles of Incorporation or these bylaws, a waiver thereof, in writing, signed by the person or persons entitled to said

notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

10.3 Remote Participation in Meetings. Any action taken or notice given pursuant to the Articles of Incorporation, these bylaws or any resolution adopted by the Association for Downloadable Media, including, without limitation, any participation or attendance in or at meetings of the Executive Board and/or any committees thereof, may be taken or given or satisfied by means of teleconference or videoconference, unless prohibited by law.

11 Miscellaneous Provisions

11.1 Elections. The officers of the Association for Downloadable Media shall set the election schedule, including: the call for nominations, the announcement of the slate of candidates and election date, the election, and the announcement of the election results. The announcement of the election must precede the actual election by at least two months.

11.1.1 Election Calendar Year. The Election Calendar Year will commence every two years on January 1.

11.2 Contracts. The Executive Board may authorize any officers, agent or agents, in the name of or on behalf of the Association for Downloadable Media to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances.

11.3 Checks, Drafts and Payments. All checks, drafts and other orders for payment of money out of funds of the Association for Downloadable Media and all notes and other evidences of indebtedness of the Association for Downloadable Media shall be signed on behalf of the Association for Downloadable Media in such manner as from time to time shall be determined by resolution of the Executive Board.

11.4 Deposits. The funds of the Association for Downloadable Media not otherwise employed shall be deposited from time to time to the order of the Association for Downloadable Media in such banks, trust companies or other licensed depositories as the Executive Board may select or as may be selected by an officer or officers, agent or agents, of the Association for Downloadable Media to whom such power may from time to time be delegated by the Executive Board.

11.5 Interested Transactions. The Executive Board shall have the authority to authorize and ratify the contract with any officer, member, agent or Executive Board member of the Association for Downloadable Media that the Executive Board shall deem necessary or advisable and in the best interests of the Association for Downloadable Media. In addition, it is specifically recognized that counsel and other consultants to the Association for Downloadable Media may also represent or have contracts with members. The Executive Board shall have the power to enter into any contract which it deems necessary and in the best interests of the Association for Downloadable Media and in doing so, to waive any potential, perceived, or actual conflict of interest.

11.6 Books and Records. There shall be kept at the principal office of the Association for Downloadable Media or the offices of the Treasurer, Association for Downloadable Media's designated counsel, accountants or other professional advisors, such records, data, information and/or books of

account of the Association for Downloadable Media, its activities, operations, transactions and agreements. The Executive Board shall from time to time determine whether and, if allowed, when and under what conditions and regulation the accounts and books of the Association for Downloadable Media (except as may, by statute, be specifically open to inspection) shall be open to the inspection of the members, and the member's rights in this respect shall be restricted and limited accordingly or as otherwise set forth in applicable law.

11.7 Indemnification. Any person made a party to any action, suit or proceeding by reason of the fact that he or she is or was an Executive Board member (or of any other corporation which he or she served as such at the request of the Association for Downloadable Media) shall be indemnified by the Association for Downloadable Media against all losses, liabilities, damages, costs and expenses, including but not limited to attorneys' fees, actually and necessarily incurred in connection with the defense or settlement of such claim, action, suit or proceeding or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such office or Executive Board member is liable for fraud, gross negligence or willful misconduct in the performance of his or her duties. Without limitation of the generality of the foregoing, the costs and expenses to which indemnification by the Association for Downloadable Media shall apply, shall include (1) any and all costs and expenses imposed upon such person by reason of any award or judgment rendered by a court of competent jurisdiction and/or (2) in the event of any settlement, all reasonable costs and expenses of such settlement (other than any payments made to the Association for Downloadable Media), subject to the condition that the costs and expenses of such settlement shall not substantially exceed the expenses that might reasonably be incurred in conducting such litigation to a final conclusion. The Executive Board may authorize and direct the purchase of reasonable insurance coverage for this indemnification obligation. The foregoing rights of indemnification shall not be exclusive of any other rights to which any such Executive Board member may be entitled under any law, regulation, statute, these bylaws, any vote of members or of the Executive Board or otherwise as permitted by law.

11.8 Amendment of bylaws. These bylaws may be amended at any duly constituted annual or special meeting of the Executive Board, in whole or in part, by the affirmative vote of not less than a majority of the entire board at any duly constituted meeting of the Executive Board, provided that any such changes shall be set forth in full in the minutes of such meeting. The members must approve any bylaws amendment that would materially and adversely affect the rights of the members as to voting, dissolution, redemption, or transfer; change the number of authorized memberships in total or for any class of members; effect an exchange, reclassification, or cancellation of all or part of the memberships; or authorize a new class of memberships.

11.9 Dissolution. In the event the Executive Board determines the Association for Downloadable Media shall be dissolved, the Executive Board shall develop a plan of dissolution. Upon dissolution of the Association for Downloadable Media, the assets of the Association for Downloadable Media shall be distributed pursuant to such plan of dissolution adopted by the members, provided that no part of the net earnings of the Association for

Downloadable Media shall inure to the benefit of any member.