

# Collier, Shannon & Scott

Attorneys-at-Law

3050 K Street, N.W.  
Washington, D.C. 20007

Telephone: (202) 342-8400

Telecopier: (202) 388-5584

Writer's Direct Dial Number

(202) 342-8415

September 25, 1991

Robert A. Collier (1917-1984)  
Thomas F. Shannon  
William W. Scott  
David A. Hartquist  
R. Timothy Columbus  
Lauren R. Howard  
Paul D. Cullen  
Kathleen E. McDermott  
Michael D. Sherman  
Mark L. Austrian  
Jeffrey W. King  
John B. Williams  
Paul C. Rosenthal  
James R. Loftis, III  
John L. Wittenborn  
Jeffrey L. Leiter  
Michael R. Kershaw  
Jeffrey S. Beckington  
Judith L. Oldham  
Jeanne M. Forch  
Laurence J. Lasoff  
Christopher J. MacAvoy  
Patrick J. Coyne  
Karen M. Lockwood  
Dennis J. Whittlesey  
Douglas W. Charnas  
William C. MacLeod\*  
Sean F. X. Boland  
Patrick B. Fazzone\*  
K. Michael O'Connell  
Harold W. Furman II\*

\*RESIDENT IN AUSTRALIA

Kathleen Weaver Cannon  
Daniel J. Harrold  
Gary L. Melampy  
T. Michael Jankowski  
Mary T. Staley  
Robert M. Huber  
R. Randal Black  
Marcy M. Rehberger  
William A. Henry  
J. Keith Ausbrook  
Robin A. Fastenau  
Keith J. Harrison  
Mark K. Logan\*  
Robin H. Gilbert  
A. Abigail Payne  
Martin A. Wright  
William M. Guerry, Jr.  
Bernard A. Nigro, Jr.  
Dawn M. Sanok\*  
Carolyn O. Tillman  
Nicholas D. Giordano  
Kerrie L. Hook  
Alexander H. Pitofsky  
Joanna K. McIntosh\*  
Catherine A. Micklitsch  
Jeffrey L. Poston  
Sean L. Collin\*\*  
Joseph S. Gerbasi\*  
Jason M. Branciforte\*  
Stephen A. Jones  
Pamela L. Eddy  
Alan A. B. McDowell\*

\*\* NOT ADMITTED IN D.C.

Dr. George Gerbner  
234 Golf View Road  
Ardmore, PA 19003

Re: Cultural Environment Movement

Dear George:

Pursuant to my discussion with Paul Carton, I am sending you the final version of the By-Laws of the Cultural Environment Movement. Please insert this version in your corporate book.

Sincerely,

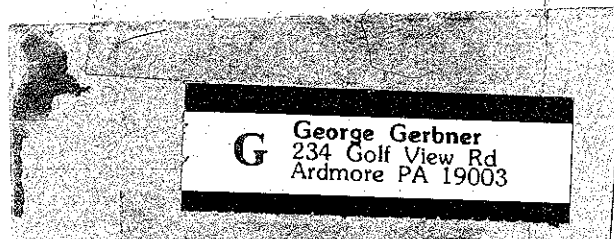


T. Michael Jankowski

TMJ/sf

Enclosure

cc: Dr. Paul Carton (w/encl.)



9/25/91

**BY-LAWS  
OF  
THE CULTURAL ENVIRONMENT MOVEMENT**

**ARTICLE 1 - OFFICES**

**Section 1.1 - Registered Office**

The registered office of the corporation shall be located at Suite 400, 3050 K Street, N.W., Washington, D.C. 20007, or at such other place as the Board of Directors may determine.

**Section 1.2 - Principal and Other Offices**

The principal office of the corporation shall be located at Suite 400, 3050 K Street, N.W., Washington, D.C. 20007, or at such other place as the Board of Directors may determine.

The corporation may also have offices at such other places both within and without the District of Columbia as the Board of Directors may from time to time determine or the business of the corporation may require.

**ARTICLE 2 - DIRECTORS**

**Section 2.1 - Number and Term**

The number of directors constituting the Board of Directors shall be not less than three (3) nor more than twenty-one (21). The initial Board of Directors shall consist of seven (7) directors, who shall hold office for a term of one (1) year. Directors other than the initial directors shall hold office for a term of three (3) years until their successors are elected and qualified. The number of directors may be increased or decreased from time to time by amendment of these By-Laws, but shall never be less than three (3).

## **Section 2.2 - Election**

The members of the Board of Directors of the Corporation shall be elected by the vote of a majority of the entire Board of Directors then in office at the annual meeting thereof or a special meeting called for that purpose. The Board of Directors shall endeavor to have a composition that is gender-balanced and racially and culturally diverse.

## **Section 2.3 - Vacancies**

Any vacancy occurring on the Board of Directors may be filled by action of a majority of the entire Board of Directors then serving.

## **Section 2.4 - Resignation**

Any director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

## **Section 2.5 - Removal**

Any director may be removed, with due cause, and due process, by the affirmative vote of a majority of the entire Board of Directors at any meeting thereof.

## **Section 2.6 - Compensation**

No stated salary shall be paid to directors, as such, for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for any director for attendance at each meeting of the Board of Directors; provided, however, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity.

## **Section 2.7 - Contracts**

The directors and officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the corporation, notwithstanding that they may also be acting as individuals, or as Trustees of trusts, as agents for other persons or corporations, or may be interested in the same manner as shareholders, directors, or otherwise; provided, however, that any contract, transaction or act on behalf of the corporation in a matter in which the directors or officers are personally interested as director or otherwise, shall be at arms length and shall not be violative of the proscriptions of the Articles of Incorporation against the corporation's use or application of its funds for private benefit; provided further that no contract, transaction or act shall be undertaken on behalf of the corporation if such contract, transaction or act is a prohibited transaction or would result in the denial of the tax exemption under Section 501 of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any subsequent Federal tax laws, and regulations issued thereunder, or in the imposition of tax under Section 4941(d), 4942, 4943(d), or 4945(d) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any subsequent Federal tax laws. In no event, however, shall any person or other entity dealing with the directors or officers of the corporation be obligated to inquire into the authority of such directors or others to enter into and to consummate any contract, transaction, or other action.

### **Section 2.8 - Duties and Powers**

The business affairs of the corporation shall be managed by its Board of Directors, which may exercise all such powers of the corporation and do all such lawful acts as are not, by statute or by the Articles of Incorporation or by these By-Laws, proscribed.

The Board of Directors may create and appoint committees to assist the directors in the conduct of the corporation's affairs.

### **Section 2.9 - Records of Corporation**

The Directors may keep the books of the corporation, except such as are required by law to be kept within the District of Columbia or outside of the District of Columbia, at such place or places as they may from time to time determine.

## **ARTICLE 3 - MEETINGS OF THE BOARD OF DIRECTORS**

### **Section 3.1 - Place of Board of Directors' Meetings**

Meetings of the Board of Directors, regular or special, may be held either within or without the District of Columbia.

### **Section 3.2 - First Meeting of Board of Directors**

The first meeting of each newly elected Board of Directors shall be held at such place and time as shall be fixed by consent in writing of all the directors.

### **Section 3.3 - Regular Meetings of Board of Directors**

Regular meetings of the Board of Directors may be held upon such notice, or without notice, and at such time and at such place as shall from time to time be determined by the Board of Directors.

### **Section 3.4 - Special Meetings of Board of Directors**

Special meetings of the Board of Directors may be called by the President on five (5) days' notice to each director, either personally or by mail or by electronic means, duly recorded or documented; special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two directors.

### **Section 3.5 - Attendance, Waiver of Notice**

Attendance of a director at any meeting shall constitute a 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 or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

### **Section 3.6 - Quorum and Action**

A majority of the Board of Directors shall constitute a quorum for the transaction of business. At any duly held meeting at which a quorum is present, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors on any question, except where the vote of a greater number is required by these By-Laws, by the Articles of Incorporation, or by statute.

### **Section 3.7 - Action Without a Meeting**

Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent, in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

### **Section 3.8 - Presumption of Assent**

A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting prior to the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right of dissent shall not apply to a director voting in favor of such action being taken.

## **ARTICLE 4 - EXECUTIVE COMMITTEE**

### **Section 4.1 - Appointment**

The Board of Directors, by resolution adopted by a majority of the full board, may designate three (3) or more of its members to constitute an Executive Committee. Such resolution may further provide that any member of the Board of Directors attending any regular or special meeting of the Executive Committee, whether with or without prior notice, shall be considered a member of the Executive Committee for any and all purposes of that meeting only, and shall have a full and equal voice and vote in all matters then considered and resolved by the Executive Committee at such meeting. The designation of such committee and delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

#### **Section 4.2 - Authority**

The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee and except also that the Executive Committee shall not have the authority of the Board of Directors in reference to amending the Articles of Incorporation or Bylaws, adopting a plan of merger or consolidation, arranging for the sale, lease, exchange, mortgage, pledge, or other disposition of all or substantially all of the property and assets of the corporation, or effecting the voluntary dissolution of the corporation or the revocation of voluntary dissolution proceedings.

#### **Section 4.3 - Tenure and Qualifications**

Each member of the Executive Committee shall hold office until his/her successor is designated as a member of the Executive Committee and is elected and qualified, or until he/she has resigned, or has been removed in the manner hereinafter provided.

#### **Section 4.4 - Meetings**

The Executive Committee may designate by resolution the times and places of regular meetings and such meetings may be held without further notice. Special meetings of the Executive Committee may be called by any member thereof upon not less than three (3) days' notice, in writing, or by electronic means, duly recorded or documented, stating the place, date and hour of the meeting, which notice shall be given to each member of the Executive Committee. Any member of the Executive Committee may waive notice of any meeting of the Committee which he/she attends in person. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting.

#### **Section 4.5 - Quorum**

A majority of the members of the Executive Committee designated in the resolution creating the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof and action of the Executive Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

#### **Section 4.6 - Action Without a Meeting**

Any action that may be taken by the Executive Committee at a meeting may be taken without a meeting if a consent, in writing, or by electronic means, setting forth the action so to be taken shall be signed before such action by all of the members of the Executive Committee.

#### **Section 4.7 - Vacancies**

Any vacancy in the Executive Committee may be filled by a resolution adopted by a majority of the full Board of Directors.

#### **Section 4.8 - Resignations and Removal**

Any member of the Executive Committee may be removed at any time with or without cause by resolution adopted by a majority of the full Board of Directors. Any member of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the President or Secretary of the corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **Section 4.9 - Procedure**

The Executive Committee shall elect a presiding officer from its members and may fix its own rules of procedure which shall not be inconsistent with these By-Laws.

## **ARTICLE 5 - NOTICES**

### **Section 5.1 - Notice**

Whenever, under the provisions of statute or of the Articles of Incorporation or of these By-Laws, notice is required to be given to any director or committee member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director or committee member, at his/her address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors or committee members may also be given by electronic means, duly recorded or documented.

### **Section 5.2 - Waiver of Notice**

Whenever any notice is required to be given under the provisions of statute or under the provisions of the Articles of Incorporation or these By-Laws, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE 6 - OFFICERS**

### **Section 6.1 - Executive Officers**

The executive officers of the corporation shall be chosen by the Board of Directors and shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer.

### **Section 6.2 - Term of Office**

Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his/her election and until his/her successor shall have been elected and qualified or until his/her death, resignation or removal.

### **Section 6.3 - Removal**

Any officer elected or appointed by the Board of Directors may be removed at any time with or without cause by the affirmative vote of a majority of the Board of Directors.

### **Section 6.4 - Resignation**

Any officer may resign at any time by giving written notice of such resignation to the Board of Directors or to the President or the Secretary of the corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

### **Section 6.5 - Vacancy**

A vacancy in any office may be filled by a majority vote of the Board of Directors or by the President.

### **Section 6.6 - The President**

The President shall have general and active management of the business, subject to the direction of the Board of Directors, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, as directed by the Board of Directors, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall

be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

**Section 6.7 - Vice-President**

The Vice-President (or, if more than one Vice-President is elected, the Senior Vice-President) shall, in the absence or disability of the President perform the duties and exercise the powers of the President. Any Vice-President shall perform such duties and have such powers as the Board of Directors may from time to time prescribe.

**Section 6.8 - Secretary**

The Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the Board of Directors in a book to be kept for this purpose. The Secretary shall give, or cause to be given, notice of all special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall have custody of the corporate seal of the corporation and shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his/her signature. The Board of Directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his/her signature.

**Section 6.9 - Treasurer**

The Treasurer shall have custody of all funds, property, and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors. He/she may be required to give bond for faithful performance of his/her duties, in such amount and with such sureties as the Board of Directors may require. When necessary and proper, he/she may endorse on behalf of the corporation, for collection, checks, notes and other obligations, and shall deposit the same to the credit of the corporation

at such bank or banks, or depository as the Board of Directors may designate. He/she shall sign all receipts and vouchers and, together with such other officer or officers, if any, that shall be designated by the Board of Directors, he/she shall sign all checks, and all bills of exchange and promissory notes issued by the corporation; except in cases where the signing and execution thereof shall be expressed by the Board of Directors or by these By-Laws to some other office or agent of the corporation; provided, however, that for any check, bill of exchange or promissory note exceeding the value of \$200.00, the signature of either the President or a Vice-President shall also be required. He/she shall make such payments as may be necessary or proper to be made on behalf of the corporation. He/she shall enter regularly on the books of the corporation to be kept by him/her full and accurate accounts of all monies and obligations received and paid or incurred by him/her for or on account of the corporation, and he/she shall exhibit such books at all reasonable times to any director upon request at the principal offices of the corporation.

#### **Section 6.10 - Compensation**

The Board of Directors has the authority, by majority vote, to reimburse expenses.

### **ARTICLE 7 - AGENTS AND REPRESENTATIVES**

#### **Section 7.1 - Executive Director**

The Board of Directors may appoint an Executive Director, who may be a full or part-time employee of the corporation and who may manage and arrange the programs and activities of the corporation under the direction of the President and subject to oversight and control by the Board of Directors. If the Board of Directors so determines, the Executive Director may have signature authority with respect to the

accounts and funds of the corporation, and may have authority to enter into agreements on behalf of the corporation to the extent provided by the Board of Directors.

#### **Section 7.2 - Other Representatives**

The Board of Directors may appoint such other agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these By-Laws, to the extent authorized or permitted by law.

### **ARTICLE 8 - CONTRACTS**

#### **Section 8.1 - Authorization**

The Board of Directors, except as otherwise provided in these By-Laws, may authorize any officer or agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to a specific instance, and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

#### **Section 8.2 - Loans**

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

### **Section 8.3 - Deposits**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE 9 - ADVISORY COMMITTEES**

### **Section 9.1 - Appointment, Terms, and Duties**

The Board of Directors may appoint from its members or from among such persons as the Board may see fit, one or more advisory committees, and, at any time, may appoint additional members thereto. The members of any such committee shall serve at the pleasure of the Board of Directors. Such advisory committee shall advise with and aid the officers of the corporation in all matters designated by the Board of Directors. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings, and other matters relating to its procedure. Members of any advisory committee shall not receive any stated salary for their services as such, but by resolution of the Board of Directors a fixed reasonable sum for expenses or attendance, if any, or both, may be allowed for attendance at each regular or special meeting of such committee. The Board of Directors shall have the power in its discretion to contract for and to pay any member of an advisory committee who renders unusual or exceptional services to the corporation, provided that such special compensation is appropriate to the value of those services.

## **ARTICLE 10 - FISCAL ACCOUNTABILITY**

### **Section 10.1 - Dates**

The fiscal year of the corporation shall commence on January 1 of each year (except its first year of operation, for which the fiscal year shall begin on the date of incorporation) and shall end on December 31 of each year.

### **Section 10.2 - Conflict of Interest**

Members of the Board of Directors are obliged to disclose any substantial financial interest in any entity with which the Corporation contemplates a contract. No contract shall be entered into with any entity in which a member of the Board of Directors has a substantial financial interest.

### **Section 10.3 - Annual Audit**

An audit of the Corporation by an independent, certified public accountant shall be completed annually.

## **ARTICLE 11**

### **PROHIBITION AGAINST SHARING CORPORATION REVENUES**

#### **Section 11.1 - Prohibition**

No director, officer, or employee of or member of a committee of, or any person connected with the corporation or any other private individual shall receive at any time any of the net revenues from the operations of the corporation; provided, however, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation and affecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the

corporation. All directors of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, then remaining in the hands of the Board of Directors after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered, and paid over, in such amount as the Board of Directors may determine or as may be determined by a Court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Sections 501(c)(1) or 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any subsequent Federal tax laws.

## **ARTICLE 12 - INVESTMENTS**

### **Section 12.1 - Discretion**

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, to invest and reinvest, subject to socially responsible criteria, any funds held by it according to the judgment of the Board of Directors without otherwise being restricted to the classes of investments which a director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the corporation if such action would result in the denial of its tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any subsequent Federal tax laws, or in the imposition of any tax under Section 4941, 4942, 4943, or 4945 of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any subsequent Federal tax laws.

### **Section 12.2 - Voting Rights**

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the corporation to vote either in person or by proxy, at any meeting of the shareholders of any corporation in which this corporation may hold shares, and at any such meeting may possess and exercise all the rights and powers incident to ownership of such shares which, as owner thereof, the corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and they may revoke any such power as granted at their pleasure.

## **ARTICLE 13 - AMENDMENTS**

### **Section 13.1 - By Directors**

The Board of Directors shall have power to make, alter, amend and repeal the By-Laws of the corporation by affirmative vote of a majority of the Board, provided, however, that such action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting, except as otherwise provided by law.

## **ARTICLE 14 - EXEMPT ACTIVITIES**

### **Section 14.1 - Limitations**

Notwithstanding any other provision in these By-Laws, no director, officer or employee or representative of this corporation shall take any action or carry on any activities by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any subsequent Federal tax laws or by an organization, contributions to which are deductible under Section 170(c)(2) of the

Internal Revenue Code of 1986, as amended, or any corresponding provisions of any subsequent Federal tax laws.