

CONSTITUTION AND BY LAWS OF THE AMERICAN DISC JOCKEY ASSOCIATION (ADJA)

ARTICLE 1 - NAME OF THE ASSOCIATION

- 1.1 This Association shall be known as the American Disc Jockey Association and may be abbreviated as the "A.D.J.A". The SM that appears next to the initials ADJA is a registered service mark.
- 1.2 The Official Logo of the Association as it appears shall be as follows:



- 1.3 **NATIONAL ADDRESS**
The National Address of the Association, Board of Directors and Official Mail Depository for the Association will be:

AMERICAN DISC JOCKEY ASSOCIATION
P.O. Box 392
Quakertown, PA 18951

ARTICLE 2 - OBJECTS AND PRINCIPLES

THE OBJECTS AND PRINCIPLES OF THE ASSOCIATION SHALL BE:

- 2.1 To unite professional Disc Jockeys, Karaoke Jockeys and Entertainment Companies into a National Non Profit Trade Association to provide a forum for Members to meet and deal with issues and matters, as an organization, of mutual importance to themselves and to the Disc Jockey Entertainment industry.
- 2.2. To provide a forum for consumers to deal directly with the Disc Jockey, Karaoke or Entertainment service industry.
- 2.3 To obtain and provide benefits for members that otherwise may not be readily available due to the small size of their individual operations.
- 2.4 To assist members in developing their operations with a view towards improved standards, efficiency, education and profitability, and to uphold standards of proper business practices within their local, state and national requirements.
- 2.5 To promote Disc Jockey and Karaoke Jockey services to the consumer, et al., as a viable entertainment concept for a wide range of applications.
- 2.5.1 To render such services as do not contemplate the distribution of gains, profits or dividends to the Members and for the purposes of which individuals and companies may associate themselves subject to the laws and regulations applicable to a Not For Profit Corporation of the State of Delaware.
- 2.5.2 To promote, encourage and maintain friendly relation between Disc Jockeys and Karaoke Companies and other organizations interested in the Entertainment industry similarly promoting and supporting compatible goals.
- 2.6 **CONTROL OF PROPERTY**
- 2.6.1 The Association shall not be liable for any debts other than its own, shall not enter into any form of guarantees for the debts of another, and no property, real or personal, belonging to the Association shall be subject to the debts of or control from any other organization or individual.

ARTICLE 3 - MEMBERSHIP

3.1 INDIVIDUAL MEMBER

- 3.1.1 Any Disc Jockey or Karaoke Jockey that provides pre-recorded musical entertainment to the public, using a professional sound system, and who complies with the requirements outlined in Articles 4 and 15, may become a member of the ADJA Individual Members Application are subject to the condition of membership in Article 4. Individual Members will be allowed to cast one (1) vote on Association matters.

3.2 HONORARY MEMBER

- 3.2.1 The ADJA shall, from time to time, have the power to appoint honorary membership, which will be “non-voting” and “non-participate” individuals or companies that have made significant and continuous contributions toward the improvement and growth of the Industry. These honorary memberships will be given as a direct result of a vote of the National Board of Directors.

3.3 COMPANY MEMBER

- 3.3.1 Any legitimate Disc Jockey, Karaoke or Entertainment Company that adheres to the prevailing laws governing the area in which the business is based, may join the Association as a “Company Member” and be awarded all the benefits and privileges associated with it. Only one (1) person using the Company Name will be listed as the Company Member and will be allowed to vote and receive benefits available from Association. Employees and subcontractors of the Company must join the Association as an Individual or Associate as defined in Article 3.1 or 3.5 of these Bylaws.

3.4 CORPORATE MEMBER

- 3.4.1 Any manufacturer, hotel, club, tavern or roller rink, or company who has associated products or services that could benefit the Association and its members, or serve to improve the Industry in general, may become an Corporate Member of the Association. Corporate Members are “non-voting” members. Such application is subject to the approval of the National Board of Directors.

3.5 ASSOCIATE MEMBERS

- 3.5.1 Any Disc Jockey or Karaoke Jockey legitimately employed by a Company that has a current Company Membership and complies with the qualification of Article 3.1.1, will be eligible for Membership in the Association with the title of “Associate Member”. All Associate Members will not have voting rights, the capability to hold office or serve on a Committee, but will receive all benefits afforded an Individual Member.
- 3.5.2 Employees must meet the definition of Employee as determined by the laws governing the state in which the Company does business. Subcontractor will not be considered employees unless the prevailing laws allows it.
- 3.5.3 In the event a Company Membership is not renewed by the Company, any Associate Member(s) who have a current membership under that Companies name will be allowed to continue an Associate Membership until the current membership expires and is eligible for renewal. At this time the Associate Membership will be converted to appropriate Membership category.

ARTICLE 4 - APPLICATION PROCEDURES

- 4.1 The National Membership Secretary will provide an application form and guidelines for membership to any person or company requesting such information.
- 4.2 The applicant will return a completed application, as well as the dues for remainder of the year for the membership category applying for.
- 4.2.1 The National Membership Secretary will review all applications for accuracy and completeness. It will then be forwarded to the National Board for review and approval. Following approval, the application will be processed and certificate of membership, card and all necessary forms will be forwarded to the new member.
- 4.2.2 Should any applicant complete and intentionally file a false statement on an application or re-application for membership, their application will be denied or revoked by the National Board of Directors.

ARTICLE 5 - MEMBERSHIP DUES

- 5.1 Each member shall pay dues to the Association for membership with the exception of **HONORARY** members.
- 5.2 Annual dues for each category will be determined by the National Board of Directors. Membership Renewals will come due on January 1 (one) of each year.
- 5.3 New members will pay their first years dues upon application. New Applicant who are denied membership in the Association will have their dues returned.
- 5.4 Any member who fails to pay their dues by the required renewal date will be terminated as a member and must re-apply for membership.

ARTICLE 6 - LOCAL CHAPTERS

6.1 PETITION FOR A LOCAL CHAPTER

- 6.1.1 Any ten (10) or more Individual members may file a petition with the National Board of Directors for the issuance of a Charter constituting such group as a Local Chapter. The petition shall specify the jurisdiction sought for the new Chapter. Such petition shall have attached to it an application for membership from each of the qualified persons unless membership has already been established.

6.2 CHAPTER ORGANIZATION

- 6.2.1 After acknowledgment of the receipt of a petition to form a Chapter is received from the National Board of Directors, the petitioners have 120 days to organize. Organization in the form of election of local officers, establishment of a Local Chapter bank account, Bylaws, formulation and presentation of an operating budget, and the establishment of a local Chapter meetings schedule.

6.3 FAILURE TO ORGANIZE WITHIN 120 DAYS

- 6.3.1 If a Chapter fails to organize within 120 days of the receipt of the petition and application, the National Membership Secretary will approach each new applicant, and either assign him or her to another Chapter or maintain him or her as an Individual Member.

6.4 RE-PETITION FOR CHAPTER ORGANIZATION

- 6.4.1 Any Chapter applicant may re-petition as a petitioner, to organize a Chapter again. Re-petition must also be in accordance with Article 6.1.

6.5 ELECTION OF CHAPTER OFFICERS

- 6.5.1 Each new Chapter shall elect by secret ballot, from among its membership, a slate of officers that will formulate the Chapter Executive Board. No member may hold more than one (1) office. No Company will be represented with more than one (1) officer per each administration. These officers will include:

- Chapter President
- Chapter Vice President
- Chapter Secretary
- Chapter Treasurer
- Chapter Membership Secretary

6.6 OPERATING FUNDS

- 6.6.1 Following the election of Local Chapter Officers, each Local Chapter should assume responsibility for locating local funding as a source of revenue.

6.7 CHAPTER ADDRESS

- 6.7.1 All Local Chapters shall maintain an independent mailing address from the National Office. This address should appear on all Local Chapter publications, advertisements and documents.

6.8 USE OF THE OFFICIAL LOGO

- 6.8.1 The ADJA logo and name are Registered Service Marks and current members in good standing may use this logo on their forms, publications and advertising to signify Association Membership only.
- 6.8.2 Upon expiration of membership, or suspension of membership, the American Disc Jockey Association logo must be removed from all published and distributed materials. The former or suspended member must immediately refrain from distribution of any existing published materials indicating membership in the Association.
- 6.9 No Chapter shall enact rules, policies or Bylaws contrary to the law of the land or the Bylaws of the National Association.
- 6.10 The National Association will not be responsible or liable for any agreements, debts or accounts arranged by Local Chapters. Each Chapter maintain independent accounts.

ARTICLE 7 - COMMITTEES

- 7.1 The Association shall maintain a list of Standing National Committees and will create other National Committees as deemed necessary by the National President.
- 7.2 Standing National Committees:
 - (a) Bylaws
 - (b) Elections (nominations)
 - (c) Professional Standard's
 - (d) Chapter Development
 - (e) Convention (Annual Association Meeting)
 - (f) Complaint (Consumer Affairs)
 - (g) Credential Committee
 - (h) Awards
- 7.3 The President shall appoint or replace all National Committee Chairpersons. Committee Chairpersons will report directly to the National President and must maintain a current Membership status.
- 7.4 The Chairperson of each National Committee shall have the authority to select members of their Committee. The number of Committee Members to be determined by the Committee Chairperson.
- 7.5 No National Committee can enter into an agreement on behalf of the Association. Any funding for a National Committee will be allocated by the National Board of Directors.
- 7.6 The Chairperson of each Committee shall report to and take direction for the Director within whose area of responsibility such Committee operates. If there is no Director of the Association whose area of responsibility covers the function of the Committee, the Committee Chairperson shall report to the Chairperson/President of the Association.

ARTICLE 8 - ASSOCIATION ANNUAL MEETING

- 8.1 The Board of Directors will select a date and location in January of each year for the Association's Annual Meeting. This meeting may be held in conjunction with an Industry Trade Show or other function.
- 8.1.1 The Chairperson/President of the Board (Article 12.1.3) may call a Special Meeting of the Association .
- 8.2 The purpose of the Annual Meeting will be to communicate Association business to the member at large. Any Bylaws amendments will be voted on and new National Directors and Chapter Presidents will be presented.

8.3 The Chairperson of the National Board of Directors and the Association's CEO (Article 10.1) will present an Association Status Report to the membership. Special or Standing Committees will also present reports.

8.4 **QUORUM FOR ASSOCIATION MEETINGS**

8.4.1 The quorum at any Annual or Special Meeting of the Association shall be determined on the basis of the Members who present themselves in person or by proxy and are certified by the Credentials Committee. The existence of a quorum shall be determined by the Credentials Committee as of the time of the commencement of the Meeting and Members who have presented themselves at that time.

8.4.2 The quorum shall consist of Ten (10%) percent of the total number of current Individual Association Members present in person or by proxy.

8.4.3 Any properly accredited Members arriving at a Meeting after the determination of the existence of a quorum may nevertheless be entitled to participate and vote on matters before the Meeting.

8.4.4 Once a quorum is established, the withdrawal of any one or more Members shall not destroy the quorum or prevent the transaction of business.

8.5 **NOTICE OF MEETINGS**

8.5.1 Notice of any Association Annual or Special Meeting will be made to the membership at large no later than six (6) months prior to the meeting in the next regular Association's Publication before that date.

8.6 **VOTING AT THE ANNUAL OR SPECIAL MEETING**

8.6.1 Except as otherwise specified for the election of the National Board of Directors, and unless otherwise expressly stated in these Bylaws, adoption of any resolution or other action shall require a majority affirmative vote of all votes actually cast on the matter under consideration at such Meeting, irrespective of the number required for a quorum at the particular Meeting.

8.6.2 Votes shall be cast either in person or by written proxy properly lodged with the Credentials Committee at the Meeting.

8.6.3 Unless otherwise specified in the proxy lodged with the Credentials Committee, any such proxy may be revoked at any time by the person giving it.

8.6.4 Voting will be by a show of hands of all those members allowed to vote. Any contested vote shall be resolved by a roll call or ballot vote at the discretion of the presiding Office. But, nothing herein shall prevent any Association Members present from calling for a division of the house on any matter and such request shall be honored by the presiding Officer.

ARTICLE 9 - CHAPTER MEETINGS AND BUSINESS

9.1 Each Chapter Executive Board will hold at least one Local Executive Board meeting every 6 to 8 weeks to discuss business of the Chapter.

9.2 Local Chapters will hold Chapter Membership meetings at a time and place to be determined by the Chapter President. There must be at least one (1) Chapter Membership meeting every eight (8) weeks.

- 9.3 General Membership meetings shall be open to all members in good standing and invited guests. Guests from within the Disc Jockey and Karaoke industry may be permitted to attend General Membership meetings. Such guests must be sponsored by a member who will be responsible for introducing the guest, and for the decorum of the guest while at the meeting. Guests must sign in with the Membership Secretary, and may be asked to leave the meeting if confidential or sensitive items are under discussion. A guest may attend a maximum of two (2) meetings in a calendar year before membership is required.
- 9.4 Typewritten minutes and an agenda, will be kept for each Chapter membership meeting, by the Secretary of the Chapter, and the minutes and agenda should be filed after each Chapter Meeting with the National office.
- 9.5 If the quorum for any General Membership meeting is not obtained, or the quorum is lost before the order of business has been completed, all business related to the General Membership meeting in questions shall be referred to the next General Meeting. Each Chapter will establish its own quorum.
- 9.6 All meetings of the Chapter shall be conducted in accordance with the Rules Of Order as set down by the agenda, and under the direction of a chairperson.
- 9.7 The Chairperson of the meeting will be the Chapter President or Vice President, or any officer appointed by the President to act as chairperson.
- 9.8 Unless the Chapter President otherwise allows, all reports of committees shall be made in writing at a meeting.
- 9.9 All rules of order not provided for herein shall be governed by Roberts', Rules Of Order.

ARTICLE 10 - ASSOCIATION OFFICERS & RESPONSIBILITIES

10.1 CHIEF EXECUTIVE OFFICER

Will be hired by the National Board of Directors to administer and execute the decisions of the National Board of Directors and the affirmative votes of the Association's Membership. Plans, organizes and controls the day to day planning, operation and direction of the Association and any special positions required by the Association. Serves as one of the signing officer of the Association. Assists National Board of Directors in the function of their duties. Serves as a liaison between the Members, National Board of Directors and the Chapters.

- 10.1.1 The Chief Executive Officer will be paid a salary commensurate to their performance and responsibilities.
- 10.1.2 A Performance Review of the Chief Executive Officer will be conducted each year by the National Board of Directors and the results will be relayed to the Chief Executive Officer by the Chairperson/President of the Board.
- 10.1.3 In the event the Chief Executive Officer is given a sub-standard Performance Review or violates any terms of their employment contract with the Association, they will be subject to termination by the Board Of Directors. The Chief Executives employment is an "at will" position and may be terminated at any time.

10.2 NATIONAL PRESIDENT

The National President of the Association will also be the Chairperson of the National Board of Directors and shall be determined as stated in Article 12.1.3. The President, or their appointee, shall be the Official Spokesperson for the Association and will represent the Association at all Official Functions. Shall have the power to creates and dissolves committees as deemed necessary. The President will be an ex-officio member of all committees. Shall be the presiding officer at all meetings of the Association.

10.3 NATIONAL TREASURER

At the start of each Calendar Year, the National Board of Directors shall select a National Treasurer from among the National Board, to supervise the financial records of the corporation, be prepared to report the Associations current financial status at each meeting of the National Board. Keeps accurate and comprehensive financial records of Accounts Payable and Receivable for the National office. Administers the collection of all dues, special assessments - Endorses all expenses as approved by the Board of Directors Chairperson - A signing officer of the Association - Assists Chapter Treasurer.

10.4 **NATIONAL SECRETARY**

At the start of each Calendar Year, the National Board of Directors shall select a National Secretary from among the National Board, to keep or cause to be kept, minutes of the National Board of Directors, present them at subsequent National Board meeting, and deposit them in permanent form in the National Office. The Secretary shall publish a summary of each National Board of Directors meeting in the Associations regular publications. - Keeps an official copy of the Bylaws and Constitution for reference at meetings - Assists Chapter Secretaries.

10.5 **NATIONAL MEMBERSHIP SECRETARY**

At the start of each Calendar Year, the National Board of Directors shall select a National Membership Secretary from among the National Board, to keeps an up to date list of all members in good standing - Prepares and distributes information for new member inquiries - Prepares and distributes all information including membership certificates, membership cards, renewal forms and other related membership information to all new and renewal members of the Association - Reports when required to the CEO and Board Chairperson. - Assists the Chapter Membership Secretaries.

10.6 **NATIONAL VICE-CHAIRPERSON/PRESIDENT**

At the start of each Calendar Year, the National Board of Directors shall select a Vice-Chairperson/President of the National Board from among the National Board. He or she will assume all duties and authority of the National Board of Directors Chairperson/President in his or her absence or disability. To conduct meetings of the board and fulfill any other necessary legal duties in the absence of the Chairperson.

ARTICLE 11 - DISCIPLINARY ACTION

11.1 All members, as a condition of membership, must operate their business according to all prevailing federal, state and local laws governing the operation of a business in the area where the member or business is located. Members must also adhere to the policies, rules and By-laws of the Association.

11.2 **DISCIPLINARY PROCEDURE - EXTERNAL**

11.2.1 Upon receipt of a written complaint from a client against any member of the Association, the Complaint Committee, with assistance from the Local Chapter President, shall investigate the complaint and present the facts to the National Board of Directors. All complaints shall be treated in a confidential manner.

11.2.2 Should the National Board of Directors investigation find the client's complaint to be justified, the member will then be given sixty (60) days to resolve the problem complaint with the client. The National Board of Directors will then review the outcome of the solution and determine if the member in question has satisfied their responsibilities to the client.

11.2.3 Any member who accumulates one (1) unresolved complaints on file in a membership year, will be suspended for not less than one (1) year, with all membership fees paid to date retained by the Association as penalty, and all privileges and benefits of membership suspended to that member.

11.2.4 Any member who has been suspended two (2) times shall not be re-accepted by the ADJA for membership.

11.2.5 Group Insurance coverage offered through the Association will remain in effect at the time of suspension until membership is reestablished or to the end of the current policy term has expired.

11.3 **DISCIPLINARY PROCEDURE - INTERNAL**

11.3.1 Any member who, in the opinion of the National Board of Directors violates any of these By-laws of the Association, shall have his or her membership privileges temporarily suspended until an formal investigation is carried out by the National. Board of Directors Chairperson, the Chapter President from the members area and one (1) neutral member is good standing. The member shall be notified in writing of his or her suspension and investigation with Ten (10) days of that determination. Upon completion of the investigation, a report will be made to the National Board of Directors on the status of their findings, and the National Board of Directors shall vote to either clear or terminate the member in question.

- 11.3.2 Upon receipt of the report of the investigating body, to the National Board of Directors and it is determined that the member has violated the By-laws as set down by the Association, the member will be given not more than thirty (30) days to comply with such By-laws. The Association will provide any information and assistance to the member in order to help clarify and possibility resolve the issue.
- 11.3.3 If the member fails to comply with the By-laws within the thirty (30) day time period, they will be terminated by the National Board of Directors in accordance with **ARTICLE 11.3.1** until such compliance is obtained and the ex-member reapplies for a new membership.

ARTICLE 12 - NATIONAL BOARDS OF DIRECTORS

- 12.1.1 A National Board of Directors shall act as the official governing body of the Association. The National Board of Directors shall consist of six (6) elected members and the Presidents of each Chapter. At least one (1) of the National Directors will represent members not belonging to a Chapter.
- 12.1.2 The term of office for each National Director shall be three (3) years with no maximum number of consecutive terms.
- 12.1.3 The National Board of Directors shall elect a Chairperson/President each year at the first Board meeting after the General Election to act as the official representative of the Association in all legal matters. The Chairperson/President will be a co-signed of all the Associations official documentation, checks and agreements (Article 10.2).
- 12.1.4 Only the six (6) National Directors will be allowed to receive compensation for their approved expenses while conducting Official Association business if funds are available for such duties.

12.2 ELECTION OF THE NATIONAL BOARD OF DIRECTORS

- 12.2.1 Two (2) new National Directors of the National Board of Directors will be elected by the membership each year as described in Article 12.3.
- 12.2.2 The Chairperson/President of the Board of Directors will appoint an Election Committee Chairperson who will then select two (2) neutral members of the Association to serve on the Election Committee. The Election Committee will open Nominations and prepare a slate of candidates for the positions to be elected. The Election Committee will solicit candidates from the membership at large through the Associations periodical and letters to the Local Chapters no later than three (3) months before the Associations Annual Meeting.
- 12.2.3 Candidate for National Office must have been an Individual Member of the Association for at least two (2) years.
- 12.2.4 Two (2) months before the Associations Annual Meeting, the Election Committee will close nominations and publish a list of all approved candidates in the next Association publication before the Annual Meeting. Each official candidate will submit a brief biography and platform to be included in that publication. A Biography length and publication deadline will be determined by the Editor and relayed to each official candidate by which time all candidates must have submitted their platform.
- 12.2.5 Each candidate will be required to disclose, in writing, to the Association any and all activities they are involved in which may jeopardize or their influence actions or policies of the Association.

12.3 VOTING

- 12.3.1 In the same publication referred to in Article 12.2.4, there will be an Official Association Ballot for the elections of three (3) Directors from the list of candidates presented.
- 12.3.2 Each member in good standing at the time of the election will be allowed to cast one (1) vote for each of three (3) candidates of their choice. Ballots will be returned to the National Office for counting no later than the Official published deadline or no later than one (1) month before the Associations Annual Meeting. Postmarks will be used to determine ballot date and all those ballots postmarked after the deadline will not be counted. Each voting member shall affix their Association Membership Number and signature to each returned ballot. Any ballot returned without said Membership Identification and signature, will not be tabulated.

- 12.3.3 The Chairperson of the Election Committee shall then tabulate the ballots returned on or before the deadline. Ballot tabulation shall be witnessed by at least two (2) other member of the Election Committee. No other person(s) will be allowed to view the ballots.
- 12.3.4 The Election Committee will then prepare a written report to the Board of Directors showing the number of ballots issued, number returned and the results of the tabulation. The three (3) candidates receiving the most votes from the membership will be declared the winners and the election will be declared final. Returned ballots and paperwork for each Elections shall remain in the Associations archives for two (2) years following the Election.
- 12.3.5 New Members of the Board of Directors will take office ten (10) days before the Association Annual Meeting. At the Annual Meeting, the Board of Directors Chairperson/President will present the new National Board Members to the Association Members in attendance.
- 12.4 **VACANCY ON THE NATIONAL BOARD OF DIRECTORS**
- 12.4.1 Upon a vacancy on the Board of Directors, notification to membership will take place within one (1) month of the vacancy. At this time, the National Board Chairperson/President can temporarily fill the vacancy with a member in Good Standing. At the next Association Annual Election, the temporary Director or a new candidate can be voted into office.
- 12.4.2 If the vacancy on the National Board is not one of the three (3) positions up for elections at the Next Annual Elections period of the Association, then an additional position for the vacant National Board Member will be added to the ballot to complete the Vacant term.
- 12.5 **NATIONAL BOARD OF DIRECTORS MEETINGS**
- 12.5.1 The National Board of Directors shall publish a schedule of regular planned meeting to include date, time and location of all planned meeting.
- 12.5.2 The Chairperson/President of the National Board may call Special Meetings of the National Board to consider action that requires the immediate attention and response of the National Directors. In the event it is not practical or timely or hold a meeting of the National Board, a phone conference may be used to conduct business.
- 12.5.3 All meetings of the National Board will be open to the Membership at Large. Association Members will only be allowed to observe the meeting and can only participate if called upon by the National Board Chairperson. Subjects of a confidential nature will be considered in Closed Meeting.
- 12.6 **QUORUM OF THE NATIONAL BOARD**
- 12.6.1 A Quorum of the National Board of Directors shall be necessary for the Board to take action at a meeting. A majority of the total number National Board Members will constitute a Quorum. Once a quorum has be established, withdrawal of any members shall not prevent the transaction of business approved by a majority of the required quorum.

ARTICLE 13 - DISCLOSURE

- 13.1 **CONFLICT OF INTEREST.**
- 13.1.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles of Incorporation. Actual expenses incurred by the National Board of Directors while conducting the affairs of the Association may be paid by the Treasurer, provide that such expenses are authorized by the Chairperson/President or the National Board under Article 12.1.4. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by Corporation exempt form Federal income tax under Section 501[c](3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code) or (b) by a Corporation, contributions to which are deductible under Section 170[c][2] of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

13.2 **INDEMNIFICATION.**

13.2.1 The members of the National Board of Directors shall not be held personally liable for the obligations of the Corporation, and shall not be liable in damages to the Corporation for injury which may result from the fulfillment of their directional duties when they discharge the duties of their position in good faith and with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions.

13.3 **INCONSISTENCIES.**

13.3.1 Any revisions of the By-laws or any amendments shall be inconsistent with the Articles of Incorporation, the Articles of Incorporation shall govern.

ARTICLE 14 - AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

14.1 An amendment to the National Constitution and By-laws of the Association can be proposed by any Individual Member in good standing of the Association, by written presentation to the By-laws Committee at any of their meetings.

14.2 The proposed amendment, if approved by the By-laws Committee, will then be reviewed by the Associations General Council who will advise of any legal uncertainties which may be contrary to law.

14.3 The final version of the Amendments will then be presented to the General Membership through the National Publication, for voting at the Association Annual Meeting. If the vote tallies positive, the Constitution and By-laws will be amended immediately, and the members notified through the National newsletter, which shall deem to be proper and sufficient notice.

14.4 Re-printed copies of the Constitution will then be available through the National Secretary at the National Office upon written request. Such a request will be attended to within fifteen (15) days of receive.

14.5 In the event the By-laws Committee rejects or does not accept a proposed amendment presented by an Association Member, the amendment under consideration will be placed on the ballot by a Partition to the By-laws Committee affixed with the signatures and Membership Numbers of at least five (5) percent of the current Associations Voting Membership.

ARTICLE 15 - QUALIFICATIONS FOR FULL AND ASSOCIATE MEMBERSHIP

15.1 Applicants for membership in the American Disc Jockey Association are subject to the following pre-requisites in order to be considered for membership

15.1.1 Applicants are urged, as a matter of professional business practices, to carry a liability, property and casualty insurance policy. Group insurance plans are available to all ADJA members.

15.1.2 Applicants must provide to have access to back up equipment and personnel for booking emergencies.

15.1.3 Applicants must provide a professional series sound system to include an amp, mixer, speakers, and a minimum of two (2) units for each function, in any combination of turntables, tape decks and/or compact disc players or other type of playback unit.

15.1.4 No member shall endeavor to supply music for any function that his or her music library is not extensive enough to satisfy.

15.1.5 A member must use a written Contract or Confirmation for all bookings. In the event that time does not permit written confirmation, a verbal confirmation is acceptable (i.e., emergency bookings)

15.1.6 Applicants must agree to keep all ADJA accounts current.

15.1.7 Applicants must agree to promote themselves as a member of the ADJA to the consumer and to exercise their best efforts to refer all overflow bookings to other ADJA members.

- 15.1.8 Applicants must be presently working as a active Disc Jockey, Karaoke Jockey or Entertainment Service and is willing to provide a copy of their contract, a business card and Business License.
- 15.1.9 Applicants must agree to adhere to the Constitution and By-laws of the ADJA
- 15.1.10 Applicants must be accepted by majority vote of the National Board of Directors.

ARTICLE 16 - SPECIAL DIRECTORS ELECTION AMENDMENT

- 16.1 As of the approval date of these Bylaws, all National Directors positions will be vacant and open to election at the next Association National Election. Six (6) National Directors (Article 12.1.1) will be determined from the candidates receiving the six (6) largest votes count from all candidates on the slate.
- 16.2 The candidates receiving the first and second largest vote count will have a three (3) year term. The two (2) candidates receiving the third and fourth largest vote count will have a two (2) year term. The two (2) candidates receiving the fifth and sixth largest vote count will have a one (1) year term.
- 16.3 All of Article 16 will be WITHDRAWN after the Election of all six (6) National Directors for this Election only.

THESE BYLAWS & CONSTITUTION STAND APPROVED ON _____ BY THE UNDERSIGNED.

Director	Date	Director	Date
Director	Date	Director	Date
Director	Date	Director	Date
Director	Date	Director	Date

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11/24/96