

# **INTERNATIONAL THRILLER WRITERS, INC.**

## **NINTH AMENDED AND RESTATED BY-LAWS**

### **ARTICLE I**

#### **NAME; PRINCIPAL OFFICE**

Section 1. Ninth Amended and Restated Bylaws. These “Ninth Amended and Restated Bylaws” (hereinafter referred to as “Bylaws”) are adopted as of this 30th day of November, 2015, and shall supersede any previously executed and adopted Bylaws for the Corporation (as defined herein).

Section 2. Name of Corporation. The name of this Corporation shall be International Thriller Writers, Inc., and shall be referred to herein as the "Corporation."

Section 3. Location of Principal Office. The principal office of the Corporation shall be at such place as the board of directors (hereinafter referred to as “Board”) may from time to time designate by resolution.

### **ARTICLE II**

#### **PURPOSES**

Section 1. Corporation Is Nonprofit. This Corporation has been formed pursuant to the General Corporation Law of the State of Delaware as a non-stock corporation. It is a mutual benefit non-profit trade association formed as a corporation.

Section 2. Specific Purpose. The specific and primary purpose of this Corporation shall be to: promote the thriller genre; provide opportunities for collegiality among thriller authors and industry professionals; bestow recognition for the genre; and sponsor and support events and conferences and all other related activities.

### **ARTICLE III**

#### **MEMBERSHIP**

Section 1. Members of the Corporation. The Members of this Corporation shall be limited to those as defined herein.

Section 2. Term of Membership. Each Member shall remain a Member until he or she no longer qualifies as such.

Section 3. Furnishing Evidence of Membership. A person shall not be entitled to exercise the rights of a Member until such person has advised that he or she is qualified to be a Member, and, if requested, has provided evidence of such qualification

in the form currently prescribed by the Board normally by filing an application containing verifiable information. Exercise of membership rights shall be further subject to the rules set forth by the Board and in these Bylaws including the rules regarding record dates for notice, voting and actions by written ballot and eligibility for voting.

**ARTICLE IV**  
**MEMBERSHIP CLASSES, SPONSORSHIP AND VOTING**

Section 1. There shall be four classes of participation:

(A) PATRONS: Patrons shall be Active Members or Associate Members. Patrons, formerly known as “Founding Sponsors,” shall be recognized in a manner as determined by the Board. There shall be no more than twenty-five Patrons and then this class of participation shall be closed except by vote of the Membership. Initial dues for Patrons shall be \$5,000.00 payable upon membership, and thereafter the dues shall be in the amount of the regular annual assessment appropriate to their respective class of Membership. Nothing herein shall take away any public relations rights conferred on “Founding Sponsors” by the Third Amended and Restated By-Laws for individuals who were members of this category prior to October 1, 2007. Included is that Patrons will be listed permanently in gold print on the official Corporation letterhead and on the website home page.

(B) SPONSORS: Sponsors shall be Active Members or Associate Members. Sponsors, formerly known as “Charter Sponsors,” shall be recognized in a manner as determined by the Board. Initial dues for Sponsors shall be \$1,000.00, payable upon membership, and thereafter the dues shall be in the amount of the regular annual assessment appropriate to their respective class of Membership. Nothing herein shall take away any public relations rights conferred on “Charter Sponsors” by the Third Amended and Restated By-Laws for individuals who were members of this category prior to October 1, 2007.

(C) SUPPORTERS: Supporters shall be Active Members or Associate Members. Supporters, formerly known as “Charter Members,” shall be recognized in a manner as determined by the Board. Initial dues for Supporters shall be \$500.00 payable upon membership, and thereafter the dues shall be in the amount of the regular annual assessment appropriate to their respective class of Membership. Nothing herein shall take away any public relations rights conferred on “Charter Members” by the Third Amended and Restated By-Laws for individuals who were members of this category prior to October 1, 2007.

(D) MEMBERS: There shall be two classes of Membership: Active Member and Associate Member:

(i) Active Members are authors in the thriller genre who were or are published by a qualified publisher, as such is defined by the Board, and further meet any other criteria set forth by the Board for this category of membership.

(ii) Associate Members shall be persons who are interested in and support the thriller genre.

Section 2. The Board shall have the right to classify, or reclassify, the classes of membership set forth in Section 1, above. In classifying or reclassifying Members the Board shall not implement rules that would materially alter the voting power of the Active Members. "Materially alter" means adopt a policy that would have the effect of disenfranchising more than 10% of the voting rights of the Active Members or make any rule the purpose of which is to protect the Board or a Member of the Board from a recall challenge by the Membership.

Section 3. An Active Member or Associate Member shall be in good standing unless dues are 90 days or more in arrears. An Active Member or Associate Member may be dropped for nonpayment of dues if his dues are 90 days or more in arrears. In dropping a member for cause, the Board shall set up proper procedures for action, with due regard for the right of the Member to defend himself or herself, and such action must be sustained by a two-thirds vote of the full Board.

Section 4. Only Active Members in good standing shall have the right to vote and be elected as officers or directors. Only Active Members may chair committees.

Section 5. The Board shall, by majority vote, set the amount of dues and/or other payments within each class of membership.

Section 6. Active Member Voting Rights. On each matter submitted to a vote of the Acting Members, whether at a meeting of the Membership called and held pursuant to the provisions of these Bylaws or otherwise, each Active Member shall be entitled to cast one vote. Other Members may not vote except on Committee matters when they sit as members of a Committee.

Section 7. Eligibility to Vote. The persons entitled to vote at any meeting of Members shall be those persons who are Active Members in good standing as of the date of such vote. In order to be in good standing, an Active Member must be current in the payment of all dues and assessments, not be subject to a suspension of voting rights as the result of any disciplinary proceeding conducted in accordance with these By-Laws and must have both a current and valid mailing address and e-mail address on file with the Corporation. An Active Member shall be deemed to have an invalid and non-current mailing address on file with the Corporation after all of the following have occurred: (i) one or more pieces of mail addressed to the Active Member's address of record and sent through United States postage-paid first-class mail shall have been returned to the Corporation as "undeliverable" by the United States Postal Service and (ii) the Corporation shall have attempted to contact the Active Member using such Active Member's e-mail address of record and shall not have received a verbal, e-mail, mail or facsimile response indicating a valid and current

mailing address within three (3) months after the date of such attempted e-mail contact and (iii) the Corporation shall have attempted to contact the Active Member using such Active Member's telephone number(s) of record and shall not have received a verbal, e-mail, mail or facsimile response indicating a valid and current mailing address within three (3) months after the date of such attempted e-mail contact. Notwithstanding the foregoing, in the event that any Active Member's voting eligibility has been suspended as a result of such Active Member's mailing address having been deemed to be invalid and non-current by the Corporation, such Active Member's voting eligibility shall be reinstated by the Corporation upon receipt from such Active Member of a valid and current mailing address, such voting eligibility being effective with the next voting event for which the deadline is not less than ten (10) days after the Corporation's receipt of such valid and current mailing address. An Active Member shall be deemed to have an invalid and non-current e-mail address on file with the Corporation after all of the following have occurred: (i) the Corporation shall have determined that one or more pieces of electronic mail addressed to the Active Member's e-mail address of record was "undeliverable" and (ii) the Corporation shall have attempted to contact the Active Member using such Active Member's mailing address of record and shall not have received a verbal, e-mail, mail or facsimile response indicating a valid and current e-mail address within three (3) months after the date of such attempted written contact by mail and (iii) the Corporation shall have attempted to contact the Active Member using such Active Member's telephone number(s) of record and shall not have received a verbal, e-mail, mail or facsimile response indicating a valid and current mailing address within three (3) months after the date of such attempted e-mail contact. Notwithstanding the foregoing, in the event that any Active Member's voting eligibility has been suspended as a result of such Active Member's e-mail address having been deemed to be invalid and non-current by the Corporation, such Active Member's voting eligibility shall be reinstated by the Corporation upon receipt from such Active Member of a valid and current e-mail address, such voting eligibility being effective with the next voting event for which the deadline is not less than ten (10) days after the Corporation's receipt of such valid and current e-mail address.

Section 8. Manner of Casting Votes.

(a) Voting by the Membership may be by voice ballot, written ballot, or secret ballot, provided that the written ballot voting procedure shall be conducted in accordance with the General Corporation Law of the State of Delaware and these By-Laws. The vote on any issue shall be conducted by secret ballot when determined by the Board, in its discretion, to be a more fair and impartial method; or when requested by ten percent of Active Members.

(b) Proxies Not Permitted. Members otherwise eligible to vote shall not vote by proxy.

(c) Ballots in Director Elections. Any written ballot used in the election of any director shall set forth the names of the candidates whose names are

known to be in nomination at the time the ballot is issued. The ballot shall also provide a space where the Active Member can designate a write-in vote for another candidate.

(d) Cumulative Voting Prohibited. Cumulative voting shall not be permitted.

(e) Written Ballots, Generally. Any matter or issue requiring the vote of the Active Members, including the election of directors, may be submitted for vote by written ballot without the necessity of calling a meeting of the Active Members, so long as the requirements for action by written ballot set forth in Article IV are met. The determination to seek Active Member approval for Corporation action in this fashion shall be made by a majority vote of the Board or by Active Members possessing ten percent of the total voting power of the membership signing a written request that a proposal be presented to the Active Members for a vote by written ballot and delivering this request to the President or Executive Director. If the request for a vote by written ballot, rather than a vote at a meeting, is received from the Active Members or if majority of the Board determines a written ballot, rather than a meeting, is appropriate, the Corporation's obligations to initiate the balloting process shall be governed by Articles IV and V hereof.

(f) Content of Written Ballots. Any written ballot distributed to the Active Members to vote on an issue other than the election of a director shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.

(g) Prohibition of Revocation. Once exercised, a written ballot may not be revoked.

(h) Conduct of Informational Meetings. Use of the written ballot procedures provided herein shall not preclude the Corporation from also conducting informational meetings of the Members or from scheduling a meeting to coincide with the culmination of the balloting period.

(i) Balloting Time Requirements.

(i) Director Elections. In the case of absentee ballots used in the election of directors, the ballots shall be mailed to all Active Members who are eligible to vote not more than 35 days prior to the date set for the election, but no less than 20 days prior to such date. Subject to Subsection (i)(ii) of this Section 8, the balloting period shall conclude on the date established for the annual meeting (Article V, Section 2) in the case of any regular election of directors or on the date established for any special meeting convened to elect a director(s) to fill a vacancy (Article VII, Section 5(c)(ii)) or on such other date without a meeting as the Board may designate provided however that the balloting period shall be at least 40 days duration if the election is conducted without a meeting.

(ii) Other Matters. In the case of any other matter or issue submitted to the Active Members for approval by written ballot, the Board shall establish a record date (see Article V, Section 8 hereof) and distribute the written ballot to every Active Member entitled to vote on the matter at least 30 days prior to the final date the written ballots are to be received to be counted.

(iii) Extension of the Balloting Period. The time fixed for the return of written ballots may only be extended if the Board so notifies the Active Members in the balloting materials originally sent to Active Members and then for no more than two successive periods of thirty days each. Notwithstanding the foregoing, the time fixed for return of absentee ballots in director elections shall at all times coincide with the date of the meeting called for the election of directors, unless the meeting is duly adjourned without the conclusion of the election process, in which case the absentee balloting period may be extended to the date the adjourned meeting is reconvened.

(j) Solicitation Rules.

(i) Solicitation Rules, Generally. Written ballots shall be solicited in a manner consistent with the requirements of Article V, Section 4, pertaining to the issuance of notice of Active Members' meetings. All solicitations of written ballots shall: (A) indicate the number of responses needed to meet the quorum requirement for said action; (B) the time by which the written ballot must be received by the Corporation in order to be counted; and (C) in the case of any written ballot distributed to vote on matters other than the election of directors, the percentage of affirmative votes necessary to approve the measure submitted for membership approval.

(ii) Director Elections. Any solicitation materials accompanying written ballots distributed in director elections shall advise the Active Members that their ballots may either be returned by mail to the Treasurer of the Corporation or, if the Active Member attends the membership meeting in person, inserted in the ballot box at any time prior to the election. If there is no membership meeting and ballots are to be submitted by mail the solicitation material shall so state.

(k) Additional Balloting Procedures.

(i) Generally. If deemed necessary by the Board by a majority vote of all the directors, the balloting shall be conducted in accordance with such additional procedures, not inconsistent with the provisions of this section or the laws of the State of Delaware, as may be prescribed by a firm of public accountants of good repute who may also be retained to supervise the secrecy and conduct of the balloting process.

(iii) Director of Elections. In order to insure the secrecy of written ballots utilized in director elections and fairness in the conduct of the election, the Board may elect to utilize the services of a certified public accountant to receive and tabulate all written ballots (whether returned by mail or cast in person by Active

Members attending the meeting at which the election takes place). Otherwise ballots shall be counted and tabulated by the Treasurer and any two directors. If no director elects to participate in the counting, then the Treasurer shall count the ballots. If an accountant is retained to perform such services he shall have the full power of an inspector of elections appointed by the Board pursuant to the General Corporation Law of the State of Delaware.

(1) Notification of Results of Balloting Process. Upon tabulation of the written ballots for any vote other than the election of a director, the Board shall notify the Active Members of the outcome of the vote within 30 days following the close of the balloting process and tabulation of the ballots. In the case of an election of directors conducted by written ballot, with a meeting, the Board shall also notify those Active Members present at the meeting of the results of the election immediately upon conclusion of the balloting process and for those not present within 15 days. In either case, if the number of written ballots cast with respect to any matter is insufficient to constitute a quorum, the Board shall so notify the Active Members.

Section 9. Majority Vote of Active Members Represented at Any Meeting Required. If a quorum (as defined in Section 5 of Article V) of Active Members is present, the affirmative vote of the majority of the quorum present, entitled to vote and voting on any matter (other than the election of directors) shall be the act of the Active Members, unless the vote of a greater number is required by the General Corporation Law of the State of Delaware or by the Articles of Incorporation or Bylaws of the Corporation. In the case of director elections, the candidates receiving the highest number of votes, up to the number of directors to be elected, shall be elected to the vacant director seats.

Section 10. Action by Written Consent. Any action required or permitted to be taken by the Active Members at a meeting, may be taken without a meeting (and without complying with the formalities of a written ballot) if two thirds of all Active Members shall individually or collectively consent in writing to the action. If action is taken by written consent, the consent(s) shall be filed with the corporate minutes.

Section 11. Elder Members. Any Active Member who has held continuous Active Member status for ten years prior to the age of 60 may apply to the office to have his or her dues reduced fifty percent.

Section 12. Original Members. All those Active and Associate Members who joined prior to June 4, 2005, will be listed on all rolls or lists with an asterisk by their name and a notation on the page indicating their status as an Original member.

**ARTICLE V**  
**MEMBERSHIP MEETINGS**

Section 1.     Place of Meeting. The meetings of the Members shall be at such reasonable time and place as designated by the Board in the notice of the meeting.

Section 2.     Annual Meeting. There shall be an annual meeting of the Active Members unless for good cause the Board determines that no meeting should be held. The date, time and location of the meeting shall be set forth in the notice of meeting sent to the Active Members in accordance with Section 4 of this Article V. If there is no annual meeting, the Board must notify the membership.

Section 3.     Special Meetings.

(a)     Persons Entitled to Call Special Meetings. A majority of the Board, the President, or ten percent or more of the Active Members may call special meetings of the Active Members at any time to consider any lawful business of the Corporation.

(b)     Procedures for Calling Special Meetings Requested by Active Members. If a special meeting is called by ten percent or more of the Active Members, the request for such meeting shall be submitted by such Active Members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally, sent by registered U.S. mail or sent by electronic mail or facsimile transmission to the President, any Vice President or the Executive Director of the Corporation. [The Executive Director is defined in Article XI, Section 1.] Provided, however, if the notice is delivered by electronic mail each member comprising the 10% of the Active Members must transmit his own e-mail. The Officer receiving the request shall present the matter to the Board who may elect, by a majority of the Board, to handle the matter by written ballot as an alternative to a special meeting. If the Board does not elect to handle the matter by written ballot, then the Executive Director (and if no Executive Director then the President) shall cause notice of a special meeting to be promptly given to all Active Members entitled to vote, in accordance with the provisions of Section 4 of this Article V. If notice of a special meeting is not given within the 20 days after receipt of the request, the Active Members requesting the meeting may give the notice but such meeting may not be held unless at least one director is in attendance. A meeting specially noticed by the Active Membership on their own behalf shall be run by the director in attendance. If the Board determines by majority vote of all members that no vote should be taken or meeting held because of a good faith belief that a quorum of members cannot be gathered, or because they feel the general nature of the business proposed to be transacted lacks merit, then they shall notify the Active Members who requested the meeting or all Members entitled to vote; however, notwithstanding such notice the Active Members who requested the meeting may nevertheless attempt to hold the meeting and if a quorum of Active Members and at least one director is present at such meeting, the Active Members may hold a vote on the business proposed in the notice.

Section 4. Notice of Active Members' Meetings.

(a) Generally. All notices of meetings of Active Members (whether regular or special) shall be sent or otherwise given in writing to each Active Member who, on the record date (as defined in Section 8 of this Article V) for notice of the meeting is entitled to vote thereat, in accordance with Subsection (c) of this Section 4. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting or pursuant to Section 4(b) below, the general nature of the business to be transacted, and no other business may in that case be transacted, or (ii) in the case of a regular meeting, those matters which the Board, at the time of giving the notice, intends to present for action by the Active Members; but any proper matter may be presented at the meeting for such action so long as a quorum of Active Members is present. If directors are to be elected at the annual membership meeting, then the notice of any meeting at which directors are to be elected shall include the names of all those individuals who are nominees at the time the notice is given to the Active Members.

(b) Special Notice Rules for Certain Material Transactions. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Active Member action on such items is invalid unless the notice, or written waiver of notice, states the general nature of the proposal(s):

(i) Removing a director without cause;

(ii) Filling vacancies on the Board under those circumstances where a vote of the Active Members is required pursuant to Article VII, Section 6 of these Bylaws;

(iii) Amending the Articles of Incorporation of the Corporation or these Bylaws in any manner requiring approval of the Active Members;

(iv) Approving a contract or transaction between the Corporation and one or more of its directors, or between the Corporation and any corporation, firm or association in which one or more of the Corporation's directors has a material financial interest; or

(v) Voting upon any election to voluntarily terminate and dissolve the Corporation.

(c) Mailing of Notice. Notice of any meeting of Active Members shall be given (i) by U.S. Postal mail, electronic mail or facsimile transmission, (ii) to each Active Member either at the address of that Member appearing on the books of the Corporation on the record date or the address given by the Member to the Corporation as of the record date for the purpose of notice and (iii) not less than 10 days (nor more than 90 days) before the meeting. If no address appears on the Corporation's books and no other has been given by the record date, notice shall be deemed to have been given if

such notice is sent to that Member via the Corporation's principal office. Notice shall be deemed to have been given at that time when deposited in the mail or sent by electronic mail or facsimile transmission.

Section 5. Quorum Requirements.

(a) Ten percent of the voting power of all the existing Active Members who are represented in person shall constitute a quorum for the transaction of business at a meeting of the Active Members; provided, however, that at any regular meeting actually attended in person by less than one-third of the voting power of all the existing Active Members (but at which a quorum is present) the only matters upon which action can be validly taken are those matters the general nature of which was described in the notice of the meeting issued pursuant to Section 4 of this Article V. So long as the general nature of an issue was described each various aspect of the issue or question for consideration regarding such issue need not have been described.

(b) The Active Members present at a duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Active Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Active Members required to constitute a quorum.

(c) The quorum rules of Subsection (a) of this Section 5 shall also apply to conducting written or secret ballot voting.

Section 6. Adjourned Meeting. Any Active Members' meeting, whether or not a quorum is present, may be adjourned to another time and/or place (but not for more than 45 days) by the vote of the majority of Active Members present at the meeting. Unless there is an absence of a quorum (in which case no other business may be transacted at that meeting except as provided in Section 5(b) of this Article 5), the reconvened meeting may take any action that might have been transacted at the original meeting. When an Active Members' meeting is adjourned to another time or place, notice need not be given of the new meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. Notwithstanding the foregoing, if after adjournment for more than 30 days a new record date is fixed for notice or voting, a notice of the rescheduled meeting must be given, as soon as possible after the new record date is fixed unless such record date is fixed within 5 days of the rescheduled meeting and in that case no notice of the rescheduled meeting must be given, to each Active Member who on the record date for notice of the rescheduled meeting is entitled to vote thereat.

Section 7. Waiver of Notice or Consent by Absent Active Members.

(a) Waiver and Consents, Generally. If decisions are made by the Active Members at a meeting where a quorum is present, but for which proper notice was not given to all Active Members for whatever reason, the decisions made at that meeting

will be valid if, either before or after the meeting, each Member entitled to vote who was not present at the meeting consents to the meeting by signing (i) a written waiver of notice, (ii) a consent to holding the meeting or (iii) an approval of the minutes of the meeting. The waiver of notice need not specify the purpose or general nature of business to be transacted at such meeting unless action is taken or proposed to be taken on matters specified in Section 4(b) of this Article V, in which case, the waiver of notice must state the general nature of the business to be transacted. All such waivers, consents or approvals shall be filed with the Corporation records or be made part of the minutes of the meeting.

(b) Effect of Attendance at Meeting. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person attends the meeting for the sole purpose of objecting at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice for the meeting. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting which are required to be described therein pursuant to Section 4(b) of this Article V, if that objection is expressly made at the meeting.

Section 8. Record Dates for Active Member Notice, Voting and Giving Consents.

(a) Record Dates Generally. For the purpose of determining which Active Members are entitled to receive notice of any meeting, vote in any manner, vote by written ballot without a meeting or exercise any rights with respect to any other lawful action, the Board may fix, in advance, a "record date" and only Active Members of record on that date are entitled to notice, to vote or to take action by written ballot or otherwise, as the case may be. The record dates established by the Board pursuant to this section shall:

(i) In the case of determining those Active Members entitled to notice of a meeting, not be more than 90 nor less than 10 days before the date of the meeting;

(ii) In the case of determining those Active Members entitled to vote at a meeting, not be more than 60 days before the date of the meeting;

(iii) In the case of determining Active Members entitled to cast written ballots, not be more than 60 days before the day on which the first written ballot is mailed or solicited; and

(iv) In the case of determining Active Members entitled to exercise any rights in respect to other lawful action, not be more than 60 days prior to the date of such other action.

(b) Failure of Board to Fix a Record Date.