

BYLAWS
OF
INTER-SOCIETY FOR THE ENHANCEMENT
OF CINEMA PRESENTATION, INC.

ARTICLE I
Name

Section 1.1 Corporate Name. The name of this Corporation is Inter-Society for the Enhancement of Cinema Presentation, Inc. (“Inter-Society”).

Section 1.2 Short Name. Inter-Society for the Enhancement of Cinema Presentation, Inc., may be commonly referred to as “Inter-Society.”

ARTICLE II
Offices

Section 2.1 Principal Office. The principal office for the transaction of the business of Inter-Society may be established at any place or places within or without the State of California by resolution of the Board of Directors.

Section 2.2 Other Offices. Inter-Society may have such other offices either within or without the State of California as the Board of Directors may determine, or as the affairs of Inter-Society may from time to time require.

ARTICLE III
Members

Section 3.1 Classes of Members. Inter-Society shall have three (3) classes of members:

- A. Corporate Members
- B. Individual Members
- C. Honorary Members

Section 3.2 Corporate Members. Any reputable firm, whether corporation, partnership, or other entity, engaged in any business affecting or dealing in any manner with any aspect of cinema presentation, including production, post production and exhibition, may become an Corporate member of Inter-Society upon approval by the Board of Directors and payment of membership fees and dues, as fixed by the Board of Directors from time to time.

Section 3.2.1 Delegated Representatives. Each Corporate Member of Inter-Society shall designate the name of one (1) person who will represent it at meetings of

Inter-Society, and who shall have the right to vote on its behalf. The voting representative will be the primary contact point for agenda items and other corporate communications. The voting representative for any Corporate Member may be changed from time to time by written notice served upon the Secretary/Treasurer of Inter-Society. In the absence of a voting representative at any meeting, the Corporate Member may, by written proxy, designate some other representative of such Corporate Member, or the representative of another Corporate Member, to attend the meeting and vote on such Corporate Member's behalf. Such proxy must be delivered to the Secretary/Treasurer of Inter-Society prior to the opening hour of the meeting at which the holder of the proxy is to vote.

Section 3.2.2 Voting Rights. Each delegated representative shall be entitled to one vote at all meetings of Inter-Society, and in all elections for officers and directors.

Section 3.2.3 Resignation. A Corporate Member may resign by filing a written resignation with the Secretary/Treasurer not less than thirty (30) days prior to the effective date of the resignation, but such resignation shall not relieve the Corporate Member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid, including dues for the year in which the resignation shall become effective.

Section 3.2.4 Termination of Membership.

A. **Nonpayment of Dues.** Corporate Members who are more than thirty (30) days delinquent in the payment of dues or other obligations to Inter-Society may be suspended by two-thirds (2/3) of the vote of the members of the Board of Directors present at any regular or special meeting. If the Board of Directors shall vote to suspend such Corporate Member, written notice thereof shall be served upon such Corporate Member. If such Corporate Members shall pay such delinquent dues or other obligations within thirty (30) days after service of such notice, the suspension shall not become effective; otherwise, the Corporate Member shall be automatically suspended thirty (30) days after such notice shall have been served upon such Corporate Member.

B. **Termination for Cause.** The Board of Directors, by affirmative vote of two-thirds (2/3) of all of the members of the Board, may suspend or expel a Corporate Member for cause, after the Corporate Member shall have been furnished a full statement of the charges against such Corporate Member, and shall have been provided adequate opportunity for a hearing thereon. Among the grounds for suspension and expulsion shall be the violation of any of the Bylaws of Inter-Society, or of any rules lawfully made by or under the authority of the Board of Directors.

C. **Ineligibility.** The Board of Directors may terminate or refuse to renew the membership of any Corporate Member who becomes ineligible after the Corporate Member shall have been furnished written notice of the proposed termination or refusal to renew, and shall have been provided adequate opportunity for a hearing thereon. The Board of Directors may review, at reasonable intervals, the qualifications of each

Corporate Member to continue each Corporate Member's membership. For this purpose, the Board of Directors may request each Corporate Member to furnish such information as may be reasonably required to make such determination. No Corporate Member shall be deemed ineligible for continued membership if the nature of the Corporate Member's business has not changed since the Corporate Member's admission to membership.

Section 3.3 Individual Members. Any individual or sole proprietorship engaged in any business affecting or dealing in any manner with any aspect of cinema presentation, including production, post production, distribution and exhibition, may become an individual member of Inter-Society upon approval by the Board of Directors and payment of membership fees and dues, as fixed by the Board of Directors from time to time. Except as otherwise provided in this Section 3.3 herein, each Individual Member shall be treated as a Corporate Member of Inter-Society and shall be subject to the provisions of Article III herein-above set forth for Corporate Members except individual members shall not be eligible to vote in elections of officers and directors, pursuant to Section 5.4 below.

Section 3.4 Honorary Members. Any individual who during their connection to Inter-Society, performed some particularly noteworthy act, or was of special service to Inter-Society, or the industry, may be elected to honorary membership by unanimous vote of the Board of Directors. All past presidents of Inter-Society shall be eligible to be Honorary Members. An Honorary Member shall have full attendance privileges at all Inter-Society conventions and meetings. Honorary Members that are otherwise eligible as Individual Members shall pay no dues and shall be subject to the voting rules of other Individual Members as described in Section 3.3 above. Corporate Members may designate an Honorary Member as their Delegated Representative, but in such case the Corporate Member is still subject to all dues requirements as defined by Inter-Society from time to time.

ARTICLE IV **Meetings of Members**

Section 4.1 Regular Meetings. Regular meetings of the members shall be held at least one (1) time each year at such time and place as the Board of Directors shall fix. Notice of the time and place of such regular meetings shall be communicated to all members of Inter-Society at least thirty (30) days, but not more than fifty (50) days, prior to the date fixed for each such meeting.

Section 4.2 Special Meetings. Special meetings of the members of Inter-Society may be called by the president or by order of the Board of Directors, and shall be called upon written request by delegated representatives representing thirty percent (30%) of the Corporate Members of Inter-Society. Notice of such meeting, stating the time and place thereof, which time and place shall be fixed by the president unless fixed by the Board of Directors prior thereto, and the purpose or purposes for which the meeting is called, shall be communicated to each member at least twenty (20) days, but

not more than fifty (50) days, before the date of such meeting. Notice shall be deemed to be delivered when sent via email to the last known email address on record. The sender must retain electronic records of sent notices, and such records shall be considered proof of notice.

Section 4.3 Quorum. A quorum at all meetings of the members of Inter-Society shall consist of a majority of the Corporate Members of Inter-Society, of which at least one delegated representative is present in person or by proxy. If a quorum is not present at any meeting, a majority of the delegated representatives present may adjourn the meeting from time to time without further notice.

Section 4.4 Proxies. At any meeting of the delegated representatives entitled to vote, a member may vote by proxy executed in writing by the delegated representative. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 4.5 Manner of Acting. Except as otherwise provided by law, or in the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of the votes entitled to be cast by the delegated representatives of members present or represented by proxy at a meeting at which a quorum is present, less abstentions, shall be necessary for the adoption of any matter voted upon by the members.

Section 4.6 Letter Ballot. The Board of Directors may, in their discretion, submit to the delegated representatives of members of Inter-Society by letter ballot any question relating to the affairs of Inter-Society not required to be put to the members at a meeting thereof. Not less than thirty (30) days shall elapse between the communicating of such letter ballot and the closing of the polls thereon. A majority of the votes cast shall be regarded as a binding instruction to the Board of Directors and officers of Inter-Society, provided that the total number of votes cast is not less than the number which would be required for a quorum at a meeting of the active membership. For all purposes of this provision, any letter ballot may be solicited, cast and taken by email transmission.

ARTICLE V **Board of Directors**

Section 5.1 General Powers. The affairs of Inter-Society shall be managed by a Board of Directors, all of whom must be active Members of Inter-Society. The Board of Directors shall be vested with full power and authority to govern Inter-Society, to exercise supervision over its receipts and disbursements, to appoint employees and agents and to define their duties and fix their compensation, and to do any and all other acts or things which it may deem in the best interests of Inter-Society.

Section 5.2 Diverse Representation. The Board of Directors shall actively seek to include individuals with diverse backgrounds, experiences, and perspectives, ensuring a representative and inclusive leadership team.

Section 5.3 Number. The Board of Directors shall consist of at least six (6) but no more than ten (10) Directors as follows:

A. At least four (4) and at most eight (8) Directors-at-Large to be elected by the Corporate Members who have been nominated pursuant to section 5.4.2 below.

B. The composition of the Board shall not permit the inclusion of two or more individuals affiliated with the same company, unless specifically approved by Corporate Members (such as the case of an immediate past president)

C. The immediate past president of Inter-Society (the "Past President"). The Past President shall be entitled to a vote unless the Past President is a secondary representative of a Corporate Member pursuant to 5.3(B).

D. One (1) Executive Director to be appointed by the Board of Directors. The Executive Director may not be an officer of Inter-Society and is not a voting member of the Board of Directors

Section 5.4 Election and Terms. The election and tenure of each Director of Inter-Society shall be as follows:

Section 5.4.1 At the first regular meeting of the calendar year, Designated Representatives of Corporate Members shall elect four (4) to eight (8) Directors-at-Large to serve on the Board under Section 5.3(A) above. To be elected a candidate must receive over 50% of the voting Corporate Members. The sitting board may call for a run off election in the case that not all positions are filled.

Section 5.4.2 Before each election, the Board shall create a call for candidates. Any Member of Inter-Society may submit a name for consideration, including their own, though only Corporate Members are eligible to vote on the candidates, pursuant to Section 5.4.1 above.

Section 5.4.3 Each Director shall serve for a term of three (3) years. The term of office of each Director shall commence at the time the new Board shall meet. The old Board of Directors shall continue to serve until the new Board of Directors shall have been elected and qualified. Terms of the board shall be staggered by a year. The Board members will be split into 3 groups of not more than 3 each. Vacancies will be filled within these groups.

Section 5.4.4 The term of the immediate past president of Inter-Society, as a Director of Inter-Society, shall begin at the regular meeting of the Board of Directors following the expiration of their term as president of Inter-Society.

Section 5.5 Executive Director The Executive Director shall serve at the pleasure of the Board of Directors, and shall have no specific term.

Section 5.6 Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the remaining Directors if there are less than the minimum number of directors (six (6)) and shall serve until the first regular meeting of the calendar year.

Section 5.7 Elections. All elections of Directors of Inter-Society shall be conducted at the time and in the manner set forth in this Article V.

Section 5.8 Removal. Any member of the Board of Directors may be removed from the Board by a two-thirds vote of the Corporate Members at any regular meeting or at any special meeting called for such purpose, provided that such member shall have received at least thirty (30) days notice of the proposed removal and an opportunity to be heard. The removal of any member of the Board of Directors shall be without prejudice to their contract rights, if any.

ARTICLE VI **Meetings of Directors**

Section 6.1 Annual Meeting. The Board of Directors shall hold one annual meeting during each calendar year, at such time and place as shall be determined by the Board of Directors.

Section 6.2 Special Meetings. Special meetings of the Board of Directors may be called by the president, and shall also be called at the request of a majority of the Board of Directors.

Section 6.3 Notice of Meetings. Notice of any annual or special meeting of the Board of Directors, stating the time and place thereof, shall be given at least twenty (20) days prior thereto by written notice, delivered personally, or communicated electronically to each Director. Notice shall be deemed to be delivered when sent via email to the last known email address on record. The sender must retain electronic records of sent notices, and such records shall be considered proof of notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting 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 need to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6.4 Quorum. A quorum for the transaction of business at any meeting of the Board shall consist of at least half the current number of Directors, including at least one officer, but if less than a quorum is present at said meeting, a majority of Directors present may adjourn the meeting from time to time without further notice.

Section 6.5 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 6.6 Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors.

ARTICLE VII **Officers and Elections**

Section 7.1 Number. The Board shall elect officers annually as described herein. The officers of Inter-Society shall consist of a president, a vice president and a secretary/treasurer, each of whom shall be elected from among the Board of Directors. No two offices shall be held by the same person.

Section 7.2 Election and Term of Office. All officers shall be elected by the Board of Directors for a term of one (1) year. Election of Officers shall be held at the time and in the manner set forth in Article VIII herein. The term of office of each officer shall commence at the time the new Board of Directors is seated as set forth in Article VI. Each officer shall serve until their successor shall be duly elected and qualified.

Section 7.3 Interim Officers. Until the first election of officers, interim officers shall be elected by the Board of Directors at its first meeting following the adoption of these Bylaws.

Section 7.4 Removal. Any officer may be removed from office by a two-thirds vote of the Corporate membership at any regular meeting or at any special meeting called for such purpose, provided that such officer shall have received at least thirty (30) days notice of the proposed removal and an opportunity to be heard. The removal of an officer shall be without prejudice to their contract rights, if any.

Section 7.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 7.6 Duties of Officers. The duties of the president, vice president and secretary/treasurer shall be such as are normally performed by such officers, or as may be specified from time to time by the Board of Directors, including the following:

- A. President. The president shall serve as chair person of all meetings of the members and of the Board of Directors, and shall be the chief executive officer of Inter-Society. Subject to the supervision of the Board, the president shall have general charge of the affairs of Inter-Society, shall enforce its rules and

regulations, and shall see that all orders and resolutions of the Board are carried into effect. The president shall appoint all committees not otherwise provided for, shall sign all contracts on behalf of Inter-Society after approval thereof by the Board of Directors, and shall be authorized to issue payments with such limits as may be determined by the Board of Directors.

B. Vice President. In the absence or disability of the president, the Vice President shall be vested with all the powers and perform all of the duties of the president, and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

C. Secretary/Treasurer. The secretary/treasurer shall record the minutes at all meetings of the members and of the Board of Directors. He/she shall give or cause to be given all required notices of meetings of Directors and members; be the custodian of the corporate records and of the seal of Inter-Society; and see that the seal of Inter-Society is affixed to all documents, the execution of which on behalf of Inter-Society under its seal is duly authorized in accordance with these Bylaws. The secretary/treasurer shall keep a register of the names and preferred contact information for all members. The secretary/treasurer shall receive and have custody of all monies and securities belonging to Inter-Society, and shall deposit same in such bank or banks as the Board of Directors may, by resolution, designate. The secretary/treasurer may assign any of their duties and responsibilities to an "executive director," which executive director shall be designated by the Board of Directors. If required by the Board of Directors, the secretary/treasurer shall give bond for the faithful discharge of their duties in such amount and with such surety or sureties as the Board of Directors shall determine, the expense thereof to be borne by Inter-Society. The secretary/treasurer shall, whenever requested, report to the executive director and to the Board of Directors relating to the affairs of their office, in such manner as they may require. Upon termination of the Secretary/Treasurer's term, he/she shall surrender all monies, books, papers, and other property of Inter-Society under their control to an individual designated for such purpose by the Board of Directors. Payment Method: The organization shall make payments for its financial obligations, including bills, expenses, and other financial transactions, using electronic means, online banking, wire transfers, or any other digital payment methods, as deemed appropriate by the Board of Directors. Payment authorization, approval processes, and security measures for electronic payments shall be established and maintained as per the policies and procedures adopted by the Board of Directors.

ARTICLE VIII

Committees

Section 8.1 Creation and Appointment. The Board of Directors may create one or more committees with such powers as it deems appropriate, including the creation of *ad hoc* committees. Except as otherwise provided in any such resolution, the Executive

Committee of Inter-Society shall appoint the members thereof. Any member of a committee may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interests of Inter-Society shall be served by such removal.

Section 8.2 Executive Committee. The Executive Committee shall consist of the president, vice president, secretary/treasurer, and immediate past president of Inter-Society.

ARTICLE IX

Contracts, Checks, Deposits and Funds

Section 9.1 Contracts. All contracts of Inter-Society shall be subject to the approval of the Board of Directors, unless delegated by the Board to the Executive Director. No such contracts shall be signed by the president or secretary/treasurer or Executive Director until after their approval by the Board or the Executive Director as the case may be. The Board of Directors may authorize any officer or officers, agent or agents, other than the officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of Inter-Society.

Section 9.2 Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of Inter-Society shall be signed by such officer or officers, agent or agents of Inter-Society, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the board of Directors, such instruments shall be signed by the secretary/treasurer or Executive Director. No expenditure in excess of \$1,000 shall be made without the specific approval of the Executive Committee or Board of Directors. The foregoing limitation shall not be applicable to expenses incident to conferences, trade shows and meetings.

ARTICLE X

Dues

Section 10.1 Annual Dues. The annual dues of Corporate Members and Individual Members, and the initial membership fees, shall, in the first instance, be as fixed by action of the Board of Directors, and may be changed by action of the Board of Directors with subsequent approval by the members of Inter-Society in accordance with Article VI.

Section 10.2 Proration. There shall be no proration of dues for a fractional year; provided, however, that members admitted after July 1 of any year shall be required to pay one-half of the normal dues for that year.

Section 10.3 Payment of Dues. Dues shall be payable in advance on the first day of the second month of each fiscal year.

ARTICLE XI
Seal

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of Inter-Society and the words "Corporate Seal-Nebraska"

ARTICLE XII
Certificates of Membership

The Board of Directors may provide for the issuance of certificates evidencing membership in Inter-Society, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the president and secretary/treasurer, and shall be sealed with the seal of Inter-Society.

ARTICLE XIII
Amendments

Section 13.1 Procedure. These Bylaws may be altered, amended, or repealed on approval by the Board of Directors, at any regular meeting, or at any special meeting called for that purpose, in the following manner:

- A. Written notice of the meeting of the Board and the meeting of the Board at which any proposed alteration, amendment, or repeal will be considered shall be given to the Board at least twenty (20) days, but not more than fifty (50) days, prior to the date of such meetings. Such notice shall set forth in full the proposed alteration or amendment, or state that a proposal for a repeal of the Bylaws shall be considered..
- B. The proposed alteration, amendment, or repeal shall be adopted if ratified by a two-thirds affirmative vote of the Board members present at such meeting, less abstentions.

Section 13.2 Emergencies. Notwithstanding Section 13.1 of this Article XIII, or Article V, the Corporate membership, at any regular meeting or any special meeting of the members which has been validly called as provided for in Article IV, shall have plenary power to suspend, alter, amend, or repeal any portion of these Bylaws, or any action of the Board of Directors, except an action to which Inter-Society shall have become contractually bound, provided that all of the following conditions shall have been met:

- A. An emergency shall be declared, and the nature of the emergency set forth in the minutes of the meeting.
- B. A valid quorum shall be present as provided in Section 4.3 of Article IV.

C. Advance written notice of the meeting shall have been given as provided for in Article IV.

D. Two-thirds of the members present at said meeting shall vote in favor of the declaration of said emergency and of the action to be taken.

E. No such action shall in any manner whatsoever deprive any member of their membership in Inter-Society, or any right or privilege that said member shall share with all other members of Inter-Society, nor shall any such action be contrary to anything contained in the Articles of Incorporation of Inter-Society or be contrary to the laws of the State of Nebraska.

Written notice of such emergency action shall be given to the entire membership forthwith.

ARTICLE XIV **Fiscal Year**

The fiscal year of Inter-Society shall commence on January 1 of each year and end on December 31.

ARTICLE XV **Prohibition Against Sharing in Corporate Earnings**

No member, Director, officer, or employee of, or member of a committee of, or person connected with Inter-Society, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of Inter-Society; provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for Inter-Society in effecting 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 Inter-Society. All members of Inter-Society shall be deemed expressly to have consented and agreed that upon such dissolution or winding up of the affairs of Inter-Society, after all debts have been satisfied, any assets then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts 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 Section 501(c)(3) or the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XVI **Telephonic and Video Conferencing Meetings**

Members of the Board of Directors, Executive Committee or of any of the committees appointed by the Board may participate in any meeting of such Board or committee through the use of conference telephone, video conferencing, or other similar communications equipment provided that all persons participating in the meeting can hear each other simultaneously. Participation by telephonic or video means shall be subject to the provisions of these Bylaws for notification of members of the Board or committee of such a meeting and shall constitute presence in person at the meeting. Written minutes of all actions taken at such meeting shall be circulated to all members of the Board or committee, as applicable.

ARTICLE XVII **Investments**

Inter-Society shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class 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 Inter-Society if such action is a prohibited transaction or would result in the denial of the tax exemption under Sections 501, 503, 504, or 170 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XVIII **Exempt Activities**

Notwithstanding any other provision of these Bylaws, no member, Director, officer, employee or representative of Inter-Society shall take any action or carry on any activity by or on behalf of Inter-Society not permitted to be taken or carried on by an organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended from time to time.

ARTICLE XIX **Transactions Between Inter-Society And Directors Or Officers**

Section 19.1 Interested Party Transactions. Except as described in Section 19.2, Inter-Society shall not be a party to any transaction:

- A. In which one or more of its Directors or Officers has a material financial interest, or;
- B. With any corporation, firm, association, or other entity in which one or more Directors or Officers has a material financial interest.

Section 19.2 Requirements to Authorize Interested Party Transactions. Inter-Society shall not be a party to any transaction described in 19.1 unless:

- A. Inter-Society enters into the transaction for its own benefit;
- B. The transaction is fair and reasonable to Inter-Society at the time the transaction is entered into;
- C. Prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office (without counting the vote of the interested Directors), and with knowledge of the material facts concerning the transaction and the interested Director's or Officer's financial interest in the transaction;
- D. Prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that Inter-Society could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- E. The minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in paragraphs (A) through (D) of this Section 19.2.

Section 19.3 Material Financial Interest. A Director or Officer shall not be deemed to have a "material financial interest" in a transaction:

- A. That fixes the compensation of a Director as a Director or Officer;
- B. If the contract or transaction is part of a public or charitable program of Inter-Society and it (1) is approved or authorized by Inter-Society in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Directors or their families only because they are in the class of persons intended to be benefited by the program; or
- C. Where the interested Director has no actual knowledge of the transaction and it does not exceed the lesser of one percent of the gross receipts of Inter-Society for the preceding year or \$100,000.