

**Bylaws
of the
Manhattan Association of Cabarets, Inc.**

Organized Pursuant to Section 402 of the Not-For-Profit Corporation Law

ARTICLE I

Members

Section 1. Membership Classifications & Qualifications

Membership in the Association shall be open to all persons actively engaged in the live entertainment industry as cabaret and jazz performers, comedians, cabaret proprietors, booking agents, press agents, journalists, performers' agents/personal managers, etc., as well as members of the general public who wish to support cabaret through participation in MAC, subject to the approval of the Board of Directors or its designated Membership Committee and the payment of dues as hereinafter set forth.

Section 2. Annual Dues

The dues for members of the Association shall be as set by the Board of Directors. At its sole discretion, the Board may, from time to time, increase, decrease, or otherwise adjust the dues, and may offer various dues options.

No member shall be entitled to vote on any matter that comes before the membership unless his or her annual dues have been paid. Dues shall be payable upon application for membership in the Association and annually thereafter.

The term of membership is twelve months, within which term a member may vote at all meetings of the membership of the Association. The Board may, at its discretion, waive dues for honorary members, members of the Advisory Board of Directors, members of the press or others it deems appropriate.

ARTICLE II

Association Management

Section 1. Officers and Directors

A. Officers

The Officers of the Association shall be a President, one or two Vice-Presidents, a Secretary, and a Treasurer. At the Board's discretion, the President and Secretary positions can be filled by two people sharing the responsibilities of the office.

Officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Association.

The President shall preside at all meetings of the members and of the Board of Directors, or shall designate another member of the Board to preside on his or her behalf. The President shall be responsible for general supervision of the affairs of the Association and shall keep the Board of Directors fully informed and shall freely consult with them and with other relevant members of the Association or cabaret community, concerning the activities of the Association. The President shall have the power to appoint such committees and committee chairpersons as may be required to conduct the business of the Association as outlined in Article V herein.

The President shall have the power to sign in the name of the Association all contracts authorized with the approval of two other Directors, at least one of whom must be an Officer. The President shall perform such other duties as shall from time to time be assigned him by the Board of Directors. No one may serve as President for four consecutive one-year terms.

Either of the Vice-Presidents, in the absence of the President, shall in general perform the duties of the President and such duties as shall from time to time be assigned them by the Board of Directors.

The Secretary will act as Secretary of all meetings of the members and of the Board of Directors, and shall keep the minutes of all such meetings. In addition, the Secretary shall perform all the duties customarily incident to the office of the Secretary, including correspondence, subject to the control of the Board of Directors, and shall attend to the giving and serving of all notices of the Association and such other duties

as shall from time to time be assigned by the Board. The Secretary shall also be responsible for maintaining the records of the Association with respect to rules, regulations and amendments to these Bylaws, and shall keep an up-to-date list of such matters separate from the minutes of the meetings in which such rules, regulations or amendments were adopted. Individual duties of the Secretary may be delegated to another person with the consent of the Board.

The Treasurer shall have the custody of all funds and securities of the Association which may come into his or her hands. The Treasurer shall keep or cause to be kept full and accurate accounts and shall, in conjunction with the Membership Committee, maintain an accurate membership roll for the purposes of voting and payment of dues. He or she shall deposit all monies and other valuable effects of the Association in the name and to the credit of the Association in such banks or depositories as authorized by the Board of Directors. Whenever required by the Board of Directors, the Treasurer shall at all reasonable times exhibit the books and accounts to any officer or director of the Association. He or she shall perform all duties incident to the position of Treasurer subject to the control of the Board of Directors, and shall, when required, give such security for the faithful performance of his or her duties as the Board of Directors may determine.

The Board of Directors may from time to time designate honorary officers, such as an officer Emeritus, who shall not be members of the Board of Directors unless the Board in its sole discretion deems otherwise.

B. Directors

The Board of Directors of the Manhattan Association of Cabarets, Inc. shall consist of a minimum of ten (10) persons. The terms "Director," "Board member," "member of the Board," may be used interchangeably throughout these Bylaws and the powers and duties enumerated in Article IV Section 2 shall apply to all Directors.

Section 2. Nominations

Any member may be a nominee for Board membership upon submission in writing to the Board, on or before the deadline set by the Board, of the following:

- an expression of the desire to run for Board membership;
- such material as the Board may specify, such as biographical information and a statement of what the member can offer by serving on the Board.

Section 3. Election

A. Directors

Except as provided in II.3.B, below, or as otherwise expressly provided herein, the Directors of the Association shall be elected by the general membership. Except as otherwise expressly provided herein, elections shall occur no earlier than sixty (60) days prior to the annual meeting of the membership. Any member in good standing at the time of election shall be eligible for election to the Board of Directors.

The vote by the general membership to elect Directors shall be a secret ballot conducted by mail. The Secretary shall prepare or cause to be prepared a numbered list of persons entitled to vote, certified as corrected to the date as of which the ballots are issued. Ballot materials shall be prepared and a procedure for secret ballot by mail shall be observed. An independent agent shall be contracted for the purpose of receiving and tallying ballots.

Each voting member shall be entitled to one vote for each vacant board seat. A candidate must receive votes totaling at least 5% of the number of members in order to be elected. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected to serve on the Board, provided that the votes cast total at least 25% of the number of members. If the number of votes cast total less than 25% of the number of members, the Board shall elect Directors to fill the vacant seats. If any candidate receiving the highest number of votes up to the number of directors to be elected shall not have received votes totaling 5% of the number of members, the Board shall elect a Director to fill that seat.

The Board may employ such additional or alternative procedure for balloting as it may from time to time determine.

B. Additional Directors

Additional Directors may be elected from among the membership or the public-at-large by majority vote of the entire Board of Directors at any time.

C. Officers

The Officers of the Association shall be elected by the Board of Directors as soon as possible following the annual election of Directors.

Section 4. Terms

Each Director elected prior to 2010 shall hold office for a period of two years and until his or her successor is elected. Each Director elected in 2010 or later shall hold office for a period of three years and until his or her successor is elected. Each year, approximately one-third of the authorized number of Directors shall be elected to serve on the Board of Directors.

Each year one half of the authorized number of Directors shall be elected to serve on the Board of Directors.

Section 5. Exclusions, Removals and Vacancies

A. Exclusions

No person may hold more than one Office or Board seat at the same time.

B. Removals

Any Director may be removed for cause by a majority vote of all Directors then in office at a regular Board meeting or a special meeting of the Board of Directors called for that purpose. The Director being challenged shall not be permitted to vote on such action. Any Director so removed shall also be removed from any office and/or committee on which he or she may serve.

Any Director or Officer may be removed, with or without cause, at the annual meeting or at a special meeting of the members called for that purpose, by a vote of the majority of all members present and voting, in person or by proxy, provided that a quorum exists.

C. Vacancies

Except as otherwise expressly provided herein, in the case of any vacancy on the Board of Directors, a successor to fill the unexpired portion of the term may be elected by a majority of the remaining Directors then in office.

ARTICLE III

Meetings

Section 1. Meetings of the Board of Directors

A. Place of meeting

The Board of Directors may hold their meetings at such place or places within or without the State of New York as the Board may from time to time determine. Meetings may be held by telephone conference, provided all Directors have been given notice and a quorum is present in person or by proxy. The Board may vote via electronic mail in the event that between regular meetings action on a matter is desired.

B. Regular meetings

Regular meetings of the Board of Directors shall be held at such time and place as may be determined by the Board and no written notice of such regular meeting need be given provided that such meeting time and place are decided upon and announced at a prior meeting. To retain a seat on the Board, a Director may not miss two regular meetings in a calendar quarter, unless extraordinary circumstances prevent his or her attendance.

C. Special meetings

Special meetings of the Board may be held at any time and place upon call of the President or any two Directors. Notice of the time, place and purpose of every special meeting shall be given to each Director at least two days before the meeting by electronic mail, surface mail or telephone call. The Secretary of the Association shall have the responsibility of notifying Directors and Officers of special meetings, unless such responsibility is delegated to another Board member or assumed by the President in specific instances.

D. Quorum

A majority of the Directors in office shall constitute a quorum for the transaction of business. If at any meeting of the Board there shall be less than a quorum present in person or by proxy, the Directors may adjourn the meeting from time to time until a quorum is present, and at such adjourned meeting any business may be transacted that might have been transacted at the meeting as originally called.

Section 2. General Membership Meetings.

A. Annual Meeting

The annual meeting of the members of the Association shall be held during the fall of each year commencing in 1985 at such date, time and place as the Board of Directors shall designate.

B. Notice of Annual Meeting

Notice of the time, date and place of the annual meeting shall be given to every member by surface mail or electronic mail, and posting on the organization's web site, or other means deemed appropriate by the Board of Directors, not fewer than ten (10) nor more than fifty (50) days before such meeting.

C. Special Meeting

In addition to the annual meeting, special meetings of the members of the Association may be held upon call of the Board of Directors. Directors also will call a special meeting if requested to do so by a petition of 25% of the current membership.

D. Notice of Special Meeting

Notice of the time, date and place of the special meeting shall be given to every member by surface mail or electronic mail, and posting on the Association's web site, or other means deemed appropriate by the Board of Directors, not fewer than ten (10) nor more than forty (40) days before such meeting.

E. Organization

The President of the Association, or any member of the Board of Directors designated by the President or Board to do so, shall preside at all meetings of the members. In the absence of the President or his designee, one of the Vice-Presidents shall preside. In the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

F. General Membership Voting

At any meeting of the members, each individual member or club or cabaret in good standing in person or by proxy shall be entitled to one vote. With the exception of voting to remove an Officer or Board member or amend these Bylaws as specified herein, all votes by the membership on any issue brought before them by the Board or brought up during a scheduled meeting shall be advisory and not binding upon the Board of Directors or the Association.

At the time that notice of any general, annual or special meeting of the membership is given, or such other time as the Board at its discretion may from time to time determine, proxy forms shall be mailed to the membership. The Secretary shall prepare or cause to be prepared a numbered list of persons entitled to vote, certified as corrected to the date as of which the proxy forms are issued. Each proxy form shall carry identifying information, such as a member number, corresponding to the list of voters. The Membership Committee or other persons as designated by the President of the Board shall validate any proxy forms presented at a membership meeting, and shall maintain a record of members present in person, to ensure integrity of the voting process.

The Board may employ such additional or alternative procedure for handling proxies as it may from time to time determine, provided that such procedure ensures the integrity of the voting process.

G. Order of Business

At all meetings of the members, the following order of business shall be observed so far as consistent with the purposes of the meeting:

1. Reading of the Minutes of the Last Meeting;
2. Report of the Treasurer;
3. Report of the President;
4. Committee Reports, if any;
5. Old Business;
6. Transaction of such other new business as may properly come before the meeting.

H. Quorum, Adjournment of Meetings

At all general membership meetings and special meetings, 25% of the members, present in person or by valid proxy, shall constitute a quorum for the transaction of business. In the absence of the quorum, the presiding officer may adjourn the meeting for the purpose of securing the quorum. At any adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at

the meeting as originally called.

ARTICLE IV

Board of Directors

Section 1. Composition

The Board of Directors shall be constituted per II.1.B above.

Section 2. Powers and Duties

A. General

The Board of Directors shall have general power to manage and control the affairs and property of the Association, and shall have full power, by majority vote, provided a quorum is present at any given meeting, to adopt rules and regulations governing the actions of the Board and the Association and shall have full and complete authority with respect to the distribution and payment of the monies received by the Association from time to time; except that the fundamental and basic purposes of the Association, as expressed in the Certificate of Incorporation, shall not thereby be amended or changed, and except further that the Board of Directors shall not permit any part of the net earnings or capital to inure to the benefit of any member or other private individual.

B. Finances

1. Fiscal Year.

The fiscal year is September 1 to August 31. The fiscal year of the Association may be changed at any time by the Board of Directors.

2. Contracts, Checks, Bank Accounts and Investment

The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, checks, notes, receipts, acceptances, endorsements, releases, contracts and documents. Anything in these Bylaws to the contrary notwithstanding, expenditures exceeding \$500, or commitments for such expenditures, shall require the approval of three Directors, at least two of whom must be Officers.

The funds of this Association may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board of Directors in its discretion may deem desirable, subject to the applicable guidelines and requirements of the Internal Revenue Service governing a tax-exempt, not-for-profit Association.

C. Offices and Books

1. Office

The office of the Association shall be located at such place as the Board of Directors may from time to time determine.

2. Books

There shall be kept at the office of the Association, or other locations(s) as determined by the Board of Directors, correct books of account of the activities and transactions of the Association including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the members and of the Board of Directors.

3. Corporate Seal

The seal of the Association shall be circular in form and shall bear the name of the Association and words and figures showing that it was incorporated in the State of New York and the year of its incorporation.

D. Indemnification and Insurance

The Association may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a director, officer, employee or agent of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees.

Section 4. Executive Committee

The Officers of the Association shall constitute the Executive Committee. The Executive Committee may act on behalf of the Board between meetings. The Executive Committee may not modify any action of the Board.

Section 5. Advisory and Honorary Board

A. Advisory Board

The Board of Directors of the Association may appoint from time to time such persons as it deems appropriate to serve as advisory members of the Board of Directors. The Advisory Board shall consist of persons whose skills or backgrounds make their membership on the Advisory Board beneficial to the organization and/or the cabaret community. Such persons as may be appointed and accept appointment, however, shall not be granted full membership or voting privileges on the Board of Directors, and may not be counted towards a quorum at any meeting, nor be required to attend or participate in any Association activity.

B. Honorary Board

The Board of Directors of the Association may appoint from time to time such persons as it deems appropriate to serve as honorary members of the Board of Directors. The Honorary Board shall consist of persons whose stature within the cabaret and entertainment community is recognized by the general public, making their membership on the Honorary Board beneficial to the organization and/or the cabaret community through the use of their name and counsel. Such persons as may be appointed and accept appointment, however, shall not be granted full membership or voting privileges on the Board of Directors, and may not be counted towards a quorum at any meeting, nor be required to attend or participate in any Association activity.

Section 6. Other Agents, etc.

The Board of Directors may appoint from time to time such agents as it shall deem necessary, each of whom shall hold office at the Board's discretion, and shall have such authority and perform such duties and shall receive such reasonable compensation as the Board of Directors may from time to time determine.

ARTICLE V Committees

Section 1. Types of Committees

The President and the Board of Directors of the Association shall create, appoint and supervise such committees as they may deem necessary to the proper execution of the business and purposes of the Association. The roster of committees might include the following:

A. Membership Committee

The Membership Committee shall consist at all times of a Membership Director, appointed by the Board, and such additional members as the Membership Director may determine. The Membership Director shall act as Membership Committee Chairperson and shall be empowered to accept payment for dues and membership applications. The Committee, with the guidance of the Chairperson, shall be charged with responsibility for actively recruiting new members and retaining existing members of the Association, and such other duties as prescribed by these Bylaws. Any member of the Association may serve on the Membership Committee.

B. Communications Committee

The Communications Committee shall be responsible for materials representing the organization in all media, including but not limited to newsletters, bulletins, Internet communications and press releases.

C. Special Events Committee

The Special Events Committee shall be responsible for organizing such special events, seminars or

programs as may be authorized by the Board of Directors and shall have such powers and duties as may be assigned by the Board of Directors.

D. Eligibility Committee

The Eligibility Committee shall be appointed by the President with the advice and consent of the Board of Directors annually prior to the balloting for the annual Awards presented on behalf of the Manhattan Association of Cabarets, Inc. This committee shall recommend lists of performers, directors, songwriters, etc., eligible to compete in accordance with such rules and within such Awards categories as may be recommended by the committee.

No Board member, officer, or any other person who serves on this committee may vote or otherwise influence its decisions in areas in which he or she has a direct interest as a performer, director, partner, spouse, club owner, booking manager or personal manager.

Recommendations of the Eligibility Committee are advisory and subject to the approval of the Board of Directors before being submitted to the membership for the purpose of soliciting applications for the vote to determine nominees for MAC Awards.

E. Awards Committee

The Awards Committee, with the advice and consent of the Board of Directors, shall be responsible for scheduling, locating a venue, program preparation, advertising sales, and other preparation for and presentation of the MAC Awards program.

Section 2. Committee Membership

Membership on any committee of the Association shall be open to all members upon appointment by the President of the Association or the Board of Directors. In addition, the Board or President may appoint to such committees any non-member whose expertise or experience may assist the fulfillment of the committee's function.

Section 3. Committee Chairpersons

For each committee appointed by the President or the Board of Directors, a Committee Chairperson shall be designated. It shall be the responsibility of the Chairperson to call such meetings as may be necessary to carry out the committee's work, to prepare and submit the results of such work, to represent the results before the Board and to advise the President and the Board of the progress of his or her committee's activities.

ARTICLE VI

Parliamentary Authority

At all meetings of the membership and of the Board of Directors, parliamentary procedure shall be observed as outlined in Robert's Rules of Order Newly Revised. The Board of Directors shall designate a member of the Association to act as parliamentarian at any and all meetings of the Board and membership. Rules may be suspended by a majority vote of those present at a meeting, providing that a quorum is present.

ARTICLE VII

Amendments

These Bylaws may be amended by the affirmative vote of a majority of the Directors in office at any meeting of the Board of Directors, or by a majority of the members of the Association present at the annual meeting or at a special meeting duly called for the purpose of amending these Bylaws, providing notice of such purpose of amendment has been included in the notice for such special meeting.