Bylaws

of the

Olympia Film Society

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PREAMBLE

The Olympia Film Society (OFS) is a 501(c)(3) nonprofit corporation formed in 1980. With the exception of a small paid staff, OFS is volunteer-run by a team of more than one hundred volunteers. In 2010, OFS purchased the historic Capitol Theater, which has become an inextricable part of our identity.

Mission. To enliven and enrich our community by presenting and fostering the development of independent and under represented film, music and allied arts.

Nondiscrimination Policy. OFS does not discriminate on social or political grounds, or on the basis of race, color, creed, ethnicity, religion, national origin, age, sex, sexual orientation, gender identity, presence of any disability, military status, military obligations, or marital status.

ARTICLE 1. MEMBERSHIP

Section 1. Definition of Membership. Membership categories and the appointment of members, the duties, qualifications, and rights of each class of members, and dues for members shall be established by the Board.

Section 2. Duties, Rights, and Privileges. Members shall be entitled to member ticket prices and the right to vote whenever a vote of the membership is scheduled. Members may vote by proxy through a written and signed form timely provided by the Board. Only members shall have the privilege of serving on the Board of Directors. Membership shall not be transferable. The rights and privileges of each member is predicated upon his or her adherence to the articles, bylaws, policies, and procedures of OFS; violation of any of these may result in termination of membership by the Board.

The corporate records shall be open at any reasonable time to inspection by any member of more than three months standing or a representative of more than five percent of the membership, consistent with RCW 24.03.135.

Section 3. Annual Membership Meetings. The annual meeting of the Membership shall be held on a date chosen by the President or the Board for the purposes of electing Directors, if necessary, and transacting such business as may properly come before the meeting. No quorum shall be required to transact business.

Section 4. Special Membership Meetings. Members may call for a special membership

meeting, with a written request signed by ten percent of the membership, to propose amendments to the bylaws, to sell real estate, or to remove a Director. A special meeting may be called by the Board on its own motion for any purpose.

If such a written request is made by members, or if the Board has called the meeting, the Board shall convene a meeting within thirty days. No business shall be transacted except that mentioned in the notice. In the case of such meeting, a quorum constitutes five percent of the membership inclusive of votes by proxy.

Section 5. Notice and Location of Meetings. Notice stating the place, date, and time of the annual meeting, and in the case of a special meeting the purposes for which the meeting is called, shall be given to all members fourteen days prior to the meeting date. Meetings of the membership shall be held within Thurston County at a place determined by the Board.

Section 6. Conduct of Meetings. Meetings shall be conducted according to Robert's Rules of Order Newly Revised, 11th edition (2011), or as otherwise determined by the Board. The act of a simple majority of those voting shall be the act of the membership.

In the case of elections or any other vote held through mail, electronically, or otherwise, to allow for full participation of the membership, it shall be incumbent upon the Board to oversee a fair and secure balloting process. It shall also be the Board's responsibility to provide information regarding voting proposals to the membership, in a reasonable time prior to voting, to permit informed voting.

Agenda items for the Annual Membership meeting must be submitted to the Board President one month prior to the meeting. The deadline will be announced in the printed program, website, or other electronic means, with the announcement of the meeting. The agenda and proposals will be made available to the membership ten days prior to the Annual Membership Meeting.

ARTICLE 2. BOARD OF DIRECTORS

Section 1. General Powers. The business and property of OFS shall be managed by the Board of Directors (Board), who may exercise all the powers of the corporation not expressly reserved to the members by law, the Articles of Incorporation, or these Bylaws. Directors shall serve without pay, though they may be reimbursed for out-of-pocket expenses incurred in the performance of their duties. No compensated staff may serve as a Director. Each Director shall have one vote.

Section 2. Number of Directors. The Board shall consist of no less than eight and not more than fifteen Directors. Within these parameters, the number of Directors may be changed from time to time by the Board, provided that no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Directors.

Section 3. Qualifications of Directors. Each Director must be a member in good standing of OFS, and provide current contact information to the other Directors so as to be readily available by telephone and e-mail.

Section 4. Election of Directors. The election to select members to serve on the Board of Directors shall be held annually.

Section 5. Vacancies. A vacancy on the Board occurring between elections may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills such a vacancy serves until the next election, and, if otherwise eligible, may run for another two-year term. A partial term due to an appointment shall not be considered a term in calculating limits.

Section 6. Term and Term Limits. The term of a Director's seat on the Board is two years. No Director shall serve for more than three consecutive terms. The terms of Directors are to be staggered so that the expiring terms constitute half, half plus one, or half minus one, of the total number of seats on the Board.

Section 7. Meetings. By resolution, the Board will specify and post in a reasonably accessible place, the date, time, and place for holding its regular and special meetings. The frequency of regular Board meetings shall be determined by the Board, but not less than quarterly. Special meetings of the Board may be called by the President. Notice of special meetings must be given to directors in a manner reasonably calculated to give actual notice. Approved minutes will be posted in the Capitol Theater and on the website.

Section 8. Quorum. Fifty-one percent or five Directors of the Board, whichever is greater, shall constitute a quorum to transact business.

Section 9. Manner of Acting. The act of the majority of the Directors voting at a meeting at which a quorum is present shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

Section 10. Presumption of Assent. A Director present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Directors file a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof.

Section 11. Action by Board Without a Meeting. Any action which could be taken at a meeting of the Board, may be taken without a meeting, if a consent in the form of a record which clearly sets forth the action to be taken is executed by all the Directors. Any such record shall be inserted in the minute book as if it were the minutes of a Board meeting.

For purposes of this section, "record" means information inscribed on a tangible medium or contained in an electronic communication.

Section 12. Resignation. A Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of OFS, via email, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery.

Section 13. Removal. A Director may be removed from office, with or without cause, by a two-thirds vote of the Board.

Section 14. Committees. Committees of the Board are advisory in nature and have no inherent authority to take action on behalf of OFS, unless such authority has been delegated by vote of the Board. The standing committees of OFS are the Executive Committee, the Finance Committee, and the Board Development Committee. The Board may designate and appoint one or more temporary or ad hoc committees. Such committees are advisory in nature and will bring proposals or resolutions for the Board's consideration. The Board may grant additional authority to any such committee by a majority vote. The presumptive chair of each committee shall be appointed by the President; in the absence of that chair, another member may be selected by the committee to chair the meeting.

Section 15. Non-liability of Directors. The Directors and Officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 16. Indemnification. The Directors and Officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the law

ARTICLE 3. OFFICERS

Section 1. Officers, Qualifications, and Duties. The officers of OFS shall be a President, Vice President, Secretary, and Treasurer. The officers shall be elected by the Board of Directors. Only Board Directors are eligible to serve as officers. The officers of OFS shall constitute the membership of the Executive Committee. In addition to their duties as Directors, each officer shall perform all duties incident to their respective office, and such other duties as are assigned by the Board.

Section 2. Election and Term of Office. The officers of OFS shall be elected by the Board of Directors for a one-year term with a limit of three consecutive terms. The officers shall be elected at the first Board meeting following the annual meeting of the membership.

Section 3. Resignation. Any officer may resign his or her office by delivering written notice to another officer, if that other officer is the President, the Vice President, or the Secretary, or by giving oral or written notice at a meeting of the Board or of the Executive Committee.

Any such resignation shall take effect at the time specified therein, or, if the time is not specified, upon delivery.

Section 4. Removal. Any officer may be removed by a vote of the Board.

Section 5. Vacancies. A vacancy in any office may be filled by action of the Board appointing a Director to the unexpired portion of the term. The Board may also designate one of its Directors as an acting Officer or Chair on a temporary basis. A Director may not hold both the office of President and Vice-President.

Section 6. President. The President shall preside over meetings of the Board and the Executive Committee, and in general perform all duties incident to that office.

Section 7. Vice President. The Vice President shall in general perform all duties incident to that office. If the President cannot act or resigns, the Vice President shall perform the duties of the President. If the Vice President and President are not present, a Chair chosen by a majority of directors present shall preside over the meeting.

Section 8. Secretary. The Secretary shall keep and maintain the minutes, or supervise the minutes clerk, if any, of meetings of the Board; any minutes which may be created by committees of the Board; and the roster of directors and members. The Secretary shall see that all Board notices are duly given in accordance with the provisions of these Bylaws or as required by law; and in general perform all duties incident to the office of Secretary.

Section 9. Treasurer. The Treasurer shall chair the Finance Committee and in general perform all duties incident to the office of Treasurer. The Treasurer shall not serve on any ad hoc audit committee, but shall cooperate in any audit of the finances of OFS.

Section 10. Compensation. The officers shall receive no monetary compensation for their service as officers, but may receive reimbursement for reasonable expenditures incurred on behalf of OFS. A director or officer shall not be precluded from serving the corporation in any other capacity in compliance with the conflict of interest policy or from receiving reasonable compensation for any such services.

ARTICLE 4. EXECUTIVE DIRECTOR

The Board may hire an Executive Director to manage the affairs of OFS according to the policies, principles, practices, and budget authorized by the Board. The Executive Director shall be responsible for staff and volunteer management including hiring, training, disciplinary action, and discharge. The Executive Director is not a member of the Board. The Executive Director is subject to the authority of and management by the Board, and is appointed, employed, and discharged by the Board.

ARTICLE 5. ADVISORY BOARD

The Board of Directors may appoint an Advisory Board of two or more persons to provide advice and assistance to the Board. Members of the Advisory Board may be invited to meetings of the Board, but shall not be entitled to vote or exercise other powers of a Director of the OFS; provided, however, to the extent permitted by law, members of the Advisory Board shall be entitled to the same limitations on liability and rights to indemnification as Directors of the OFS. The Board of Directors may determine by separate resolution the operational rules which shall govern the Advisory Board; OFS membership is not a prerequisite for appointment to or service thereon. Advisory Board members may be removed at any time, with or without cause, by the Board.

ARTICLE 6. DISCLOSURE OF INTERESTS

Section 1. Conflict of Interest. FS will maintain a conflict of interest policy consistent with state and federal law to be reviewed annually.

Section 2. Review of Certain Transactions. Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise *significant influence* over the affairs of the OFS, the Board shall determine to its satisfaction whether the proposed transaction is reasonable when compared with similarly situated organizations.

ARTICLE 7. ADMINISTRATIVE AND FINANCIAL PROVISIONS

Section 1. Offices. The business office of OFS is located at 416 Washington Street SE #208, Olympia, WA, 98501, but may be changed to such other place as the Board may designate.

Section 2. Loans. No loans shall be contracted on behalf of OFS and no evidences of indebtedness shall be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances. No loans shall be made and no credit shall be extended by OFS to its Officers or Directors.

Section 3. Books and Records. The Secretary of OFS shall keep copies of its Articles of Incorporation and current Bylaws; correct and adequate records of accounts and finances, minutes of the proceedings of its Boards, minutes which may be maintained by committees of the Board, the Board, staff, and membership rosters, and membership and such other records as may be necessary or advisable.

Members may request to inspect corporate records of OFS not otherwise protected by federal or state statutes, common law, or contract. OFS shall keep at its principal business office documents subject to public inspection under IRC Sec. 6104(d)(1)(A)(ii).

Section 4. Fiscal Year. The fiscal year of OFS is a twelve-month period ending each June 30.

Section 5. Rules of Procedure. The rules of procedure for membership, board, and committee meetings of OFS shall be Roberts' Rules of Order Newly Revised, 11th edition (2011), so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or any resolution of the Board.

Section 6. Policies. The Board may approve additional policies and procedures for OFS, including policies on: Non-Discrimination, Personnel, Whistleblower, Document Retention, and Conflicts of Interest. The Board shall periodically review, and update if necessary, each policy of OFS.

ARTICLE 8. AMENDMENTS

Amendments to the Bylaws of OFS may be promulgated and adopted by a two-thirds vote of the Board. Amendments to the Bylaws may be proposed by the membership to the Board.