

Olympia Film Society Bylaws

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Article I GOALS AND ACTIVITIES

Film is a vital part of our culture - sometimes window, sometimes mirror; sometimes clear, simple and stark; sometimes subtle, complex, and mysterious. As a medium of art and entertainment, film has roots in both the past and present, with vitality of contemporary films nurtured by films from other times and places and the insights of contemporary audiences.

We are cinephiles from the South Puget Sound area, interested in expanding our engagement with film, and in developing our insights into filmmaking and filmmakers. We have therefore joined together, forming the Olympia Film Society, to extend and share our understanding and enjoyment of the cinematic arts. Our mission is to enhance film appreciation within the community by promoting alternative films and by aiding and encouraging the development of allied arts. Furthermore, it is the purpose of the Society to foster, promote and present visual media and performing arts. Our goals are:

- To enrich the cultural resources of the South Puget Sound area by broadening access to film;
- To encourage a deeper understanding of the film medium among ourselves and in the broader community;
- To facilitate diverse avenues of engagement with filmmakers and filmmaking, reflecting the diverse interests of the membership;
- To maintain high standards of participatory decision-making and fiscal accountability in keeping with the cooperative nature of our association, and our status as a nonprofit cultural and educational corporation;
- To promote the spirit of an active volunteer society among the membership; and
- To enliven our community by presenting and fostering the development of independent film, music, and other arts.

These Bylaws provide for our orderly pursuit of these goals and seek to maintain the vitality and responsiveness of our association. The scope of the Society's activities is broadly framed to accommodate a growing interest in film by the membership and the larger community. These activities may include:

- The screening of films of interest to Society members;
- The preparation and maintenance of appropriate facilities for the screening of films;
- The provision and maintenance of such related services or facilities as meeting areas, concessions, or child care;
- The preparation and publication of film reviews, discussions, and other topics of interest;
- The development of a library of film catalogs, film history, film reviews and where appropriate, films for use by members of the Society and other educational and cultural organizations of service to the community;
- Encouraging the development of local filmmaking endeavors by screening locally produced films, providing support in securing grants in aid to the production of local films, and providing production assistance as appropriate; and
- Extending any additional resources of the Society to such other nonprofit cultural, educational, or service organizations as deemed appropriate.

Notwithstanding any other provision of these Bylaws, the Society shall not carry on any other activities not permitted to be carried on by a corporation: a) exempt from Federal income tax under Section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future US Internal Revenue Law), b) contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code of 1954 (or the corresponding provision of any future US Internal Revenue Law), or c) organized under the Washington Nonprofit Corporation Act (RCW 24.03).

Article II - MEMBERSHIP

Section 1- Dues

The membership shall consist of individual members and any additional categories as determined by the Board. The Board shall set annual dues payable to the Society by members of each category and shall give appropriate notice of such dues to members. Payment of annual dues shall confer membership rights and privileges from the date of payment through the next eleven months, inclusive.

Section 2 - Rights and Privileges

Members shall be entitled to admission to all Society events at member prices and the right to vote whenever a vote of the membership is scheduled. Only members shall have the privilege of participating on the Board and committees of the Society. Membership shall not be transferable.

Section 3 - Non-discrimination

The Society does not discriminate on social or political grounds, or on the basis of race, color, creed, religion, national origin, age, gender, presence of any disability, sexual orientation, or marital status.

Article III - MEETING OF THE MEMBERSHIP

Section 1 - Annual Meetings

Annual meetings shall be held each year.

Section 2 - Special Meetings

Special meetings may be called by the Board with a written request signed by ten members or ten percent of the general membership, whichever is greater. If such a written request is made, it shall be incumbent upon the Board to convene a meeting within thirty days. No business shall be transacted except that mentioned in the notice of the special meeting.

Section 3 - 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. Meetings of the membership shall be held within Thurston County at a place determined by the Board.

Section 4 - Conduct of Meetings

Meetings shall be conducted according to Robert's Rules of Order, Revised, or as otherwise determined by the Board. No quorum shall be required to transact business. The act of two-thirds of those voting shall be the act of the membership. All meetings shall be open to the public.

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 Membership Meeting Coordinator one month prior to the meeting. Proposals to be considered at the Annual Membership Meeting not submitted by the deadline will be added to the agenda as time permits. The deadline will be announced in the Series program with the announcement of the meeting. The agenda and proposals will be made available to the membership by two weeks prior to the Annual Membership Meeting.

Article IV - DIRECTORS

Section 1 - Number and General Powers

The business and property of the Society shall be managed by a board of no less than eight and no more than ten Directors. The exact number shall be determined by a resolution of the Board. If ever the number of Directors should drop below eight, the priority of the remaining Directors shall be to secure a Board of at least eight, and they shall have the responsibility and authority to do so. Directors shall serve without pay, though they may be reimbursed for out-of-pocket expenses incurred in the performance of their duties. The term of elected Directors shall be two years. Each Director shall have one vote and may vote by proxy. One voting position on the Board of Directors will be reserved for a representative member of the salaried staff. This position will differ from all other Board seats in that the staff Board member is required to stand aside for votes concerning their own employment at OFS.

Section 2 - Duties

In addition to those duties otherwise mentioned in these Bylaws, the responsibilities of the Board are as follows:

- Establish financial policy, including setting expenditure levels, ticket prices, and volunteer compensation, overseeing fundraising, and monitoring budgets; ensuring the fiscal health of the organization;
- Establish program direction, including authorizing new projects and setting the level, kind, and frequency of activities;
- Oversee management of personnel, including hiring and firing of staff, setting pay levels, and authorizing cooperative work agreements;
- Establish future plans, including setting goals, designing strategies, monitoring progress, and evaluating results;
- Solicit input from the membership and report to the membership on the state of the Society;
- Represent the Society to the community, including setting publicity standards and communicating with the media about policy and planning; and
- Recruit and orient new Board members as needed and assess Board performance.

Section 3 – Election

The Board shall be elected by the membership. Any current member of the Society shall be eligible to run for election. Terms of Directors shall be staggered and elections shall be held annually. In the case of vacancies between elections, the Board shall have the power to appoint Directors to serve until the next election. Appointed Directors shall be eligible to run for a two-year elected term at the next election. The Board shall oversee the procedure of annual elections.

Section 4 - Conditions of Office

Any Director may resign by filing a written notice thereof with the Secretary. Where the Director resigning holds the office of Secretary, such notice shall be filed with the President. Such resignation shall take effect at any time specified therein.

Any Director may be terminated by three-quarters vote of the Board if they have: a) been absent from a majority of Board meetings during the preceding year without adequate explanation or designation of proxy, b) knowingly violated the rules and policies of the Society, or c) carried out activities without Board authorization which have legal or financial consequences for the Society. Such termination may take place at any Board meeting provided that all Directors have been given notice of the just cause for the proposed termination.

Section 5 - Meetings

The Board shall meet quarterly, or at such intervals as determined by the Board. The Board shall designate a date, place and time for the holding of said meetings so that members may be in attendance. The agenda for each Board meeting will be posted in the theater lobby one week in advance of the meeting. Notice stating the place, date and time of the meetings shall be given to all members.

The most current Board of Directors meeting minutes shall be posted prominently in the lobby of the Capitol Theater. Minutes shall also be posted and archived on the official OFS website. Each series program will indicate where the minutes are available.

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

Action may be taken without a meeting if all available Directors give their written consent. A two-thirds majority of those voting shall be required for approval of motions. Board members shall be required to abstain from voting in regard to their own activities as a Board member. The Board will determine the method used to conduct Board meetings.

Except upon motion properly passed to conduct an executive session, all meetings of the Board shall be open to the public. Executive sessions may exclude anyone including members not designated in the motion for the executive session, but shall be only for the purposes of personnel matters, property acquisition, and to communicate with legal counsel.

Section 6 - Conflict of Interest

Directors shall disclose an actual or potential conflict of interest in any matter under consideration by the Board. Directors having such an interest may not participate in the discussion or decision of the matter unless otherwise determined by the Board.

Article V – STAFF

Major Responsibilities

The responsibility of the Staff is to oversee the day-to-day operations of the Olympia Film Society and perform duties as outlined in their individual job descriptions.

Article VI - COMMITTEES

All committees shall be composed solely of Society members and shall be chaired by a Board member. Committees shall serve in an advisory capacity to the Board and no committee, or its members, shall have the power to oblige the Society in any manner without the approval of the Board.

The following Standing Committees shall be established by the Board and chaired by Directors:

Finance: shall be responsible for the general fiscal affairs of the Society including keeping accounts, paying taxes, and reporting on the financial state of the Society.

Personnel: shall be responsible for monitoring Film Society personnel issues, including proposing and overseeing the evaluation process, proposing the labor budget, and overseeing the Film Society Grievance Process.

Festival Oversight Committee: Shall be responsible for overseeing the annual Olympia Film Festival, including overseeing the Festival Director and Festival Film Programmer; facilitating

communication between the Board, Festival Director, Festival Film Programmer, and OFS Staff; and developing, and monitoring the festival budget.

Additional committees may be designated and appointed by the Board as deemed necessary.

Article VII - MISCELLANEOUS

Section 1 - Fiscal Year

The fiscal year shall be the calendar year, or such other period as determined by the Board.

Section 2 - Form and Waiver of Notice

Any notice required to be given under the provisions of these Bylaws, or as otherwise required by law, shall be given in writing delivered in person or by mail at least fourteen days prior to the date of the meeting or event. If mailed, such notice shall be deemed delivered when deposited in the US Mail addressed to such Director or member at the address as it appears in the records of the Society, with postage thereon prepaid. A waiver of any notice in writing, signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 3 - Books and Records

All books and records concerning the activities of the Society, its financial status and planning documents, shall be available for the inspection by any member for any purpose at any reasonable time. Quarterly and annual financial reports shall be presented to the Board at regular meetings.

Section 4 - Limitation on Expenditure

Except for regular programming purposes, neither the Board nor any representative of the Society may budget or authorize expenditures which exceed moneys on hand and available for payment for operational expenditures unless two-thirds of the voting membership approves a special assessment. The Board may approve debt financing of building or equipment, or long term assets.

Section 5 - Indemnification

The Society shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Society) by reason of the fact that the person is or was a Director of the Society, or is or was serving at the request of the Society as a Director of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with the action, suit, or proceeding unless the person acted in bad faith and in a manner reasonably believed to be against or opposed to the best interests of the Society, and, with respect to any criminal action or proceeding, unless the person has reasonable cause to believe that the conduct was unlawful. Any determination of

indemnification shall be made by the Board by a vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding.

Article VIII - AMENDMENTS

These Bylaws may be amended by a vote of the membership provided that as amended the Bylaws shall not contain any provision that shall permit the Society to carry on any activities not permitted under Sections 501(c)3 or 170(c)2 of the Internal Revenue Code of 1954 (or corresponding provision of any future US Internal Revenue Law) and which are also not permitted under the Washington Nonprofit Corporation Act (RCW 24.03). Notice setting forth the proposed amendment or a summary of changes to be effected thereby shall be given to the membership.