

**BYLAWS FOR MINNESOTA WOMEN IN FILM AND TELEVISION,
A CHAPTER OF WOMEN IN FILM AND TELEVISION INTERNATIONAL**

ARTICLE I - IDENTIFICATION

- Section 1. Name. The name of this not-for-profit organization shall be the Minnesota Women In Film and Television, a Chapter of Women In Film and Television International (hereinafter referred to as the "Chapter").
- Section 2. Territory. The territory served by the Chapter shall be primarily the greater Twin Cities Metropolitan area and secondarily, greater Minnesota.
- Section 3. Incorporation. Chapter shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

ARTICLE II - OBJECTIVES

The objectives of the Chapter shall be specifically organized exclusively for educational purposes. The purpose of this Chapter is to empower women of all ages to reach their highest potential in the film, television, and media industries; to provide international access to a broad network of resources, education and support; to promote events that showcase work, engaging audiences in open-forum discussion; and to inspire the general public and the marketplace with diverse voices.

ARTICLE III - STRUCTURE

- Section 1. Governance of Chapter. The Chapter is operated by its members directly and through its elected representatives as follows:
- (a) Board of Directors. The Board of Directors is the policy-determining and administrative body of the Chapter and is composed of the officers and directors. The Board shall have up to 15, but not fewer than 7 members. The Board receives no compensation other than reimbursement for reasonable expenses incurred as part of their Board duties.
 - (b) Assembly. The Assembly is composed of all voting members attending an authorized business meeting. It considers and votes on business pertinent to the general welfare of the Chapter. It acts on reports from officers and committee chairs and votes on changes in the Bylaws. It elects officers and directors-at-large.

ARTICLE IV - MEMBERSHIP

- Section 1. Eligibility. The Chapter Board of Directors reviews, verifies and approves each applicant for Chapter full membership. Only professionals with a minimum of one (1) year of professional experience in film, television, or other moving image industry shall be eligible for full membership. Eligible occupations shall be listed on the membership application and may be defined by the Board of Directors on an on-going basis.

The Chapter Board of Directors may, at its sole discretion, waive part of the time requirement for any full membership applicant whose professional achievement or contribution to the industry is of exceptional merit. Such waiver requires approval by the majority of the Board of Directors.

The Chapter Board of Directors reviews, verifies and approves each applicant for Chapter associate membership. Associate members must have an interest and support the Chapter Objectives set forth in Article II of these Bylaws. Associate members will be non-voting members.

- Section 2. Annual Dues. The amount required for Annual Dues for the Chapter shall be determined by the Board of Directors as set forth on the then-current membership application, and may vary depending on the classification of each member (e.g., full member, associate member). To be a member of the Chapter, all applications or renewals must affirmatively join the Chapter on an annual basis and pay an annual fee for Chapter membership.
- Section 3. Resignation/Termination. Any member may resign by filing a written resignation with the Membership Committee. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the Board of Directors.
- Section 4. Non-voting Membership. The Board shall have the authority to establish and define non-voting categories of membership.
- Section 5. Transferring Members. Prospective members who wish to transfer from other WIFT chapters are not automatically considered members of the Chapter. The prospective member must be a member in good standing in their original chapter, and must meet Chapter membership qualifications. Once these qualifications are met, membership to the Chapter will be offered.

ARTICLE V –MEETINGS OF THE ASSEMBLY

- Section 1. Membership. The Assembly is composed of all voting members of the Chapter who attend an authorized and scheduled business meeting.
- Section 2. Duties. The Assembly has the following duties:
- (a) To consider and act upon the reports of the President, the Recording Secretary, and the Treasurer.
 - (b) To consider and act upon all matters referred to it by the Board of Directors.
 - (c) To consider and act upon reports presented by the Committees.
 - (d) To elect the officers and directors-at-large.
- Section 3. Quorum. The voting members present at any properly announced meeting shall constitute a quorum.
- Section 4. Regular Meetings. Business meetings limited to members of the Assembly are held no fewer than four (4) times a year and must include one Annual Business Meeting.
- Section 5. Annual Business Meeting. An Annual Business Meeting shall take place in the month of January, the specific date, time and location of which shall be designated by the President. At the Annual Business Meeting the voting members shall elect directors and officers, receive reports on the activities of the Chapter, and determine the direction of the Chapter for the coming year.

- Section 6. Special Meetings. Special meetings may be called by the President or by a majority vote of the Board of Directors when necessary.
- Section 7. Voting. Only members of the Assembly may vote at a business meeting of the Chapter. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.
- Section 8. Notice of Meetings. Printed notice of each regular or special meeting shall be given to each voting member by mail, facsimile or e-mail not less than four (4) days prior to the meeting except that for the Annual Business Meeting, printed notice shall be given to each voting member by mail not less than two (2) weeks prior to the Annual Business Meeting.

ARTICLE VI – BOARD OF DIRECTORS

- Section 1. Officers. The officers are President, Vice-President, Secretary, and Treasurer.
- Section 2. Term. The officers are elected to a one-year term beginning March 1st and ending the last day of February of each year. An officer may be re-elected to the same office only once consecutively.
- Section 3. President. The President is the chief executive officer. The chief duties are:
- (a) To serve as chief administrative officer of the Chapter.
 - (b) To exercise supervision over the Chapter and all of its activities and its Boards of Directors.
 - (c) To represent and to speak for the Chapter to other organizations and to the public.
 - (d) To preside at all meetings of the Board of Directors and meetings of the Assembly.
 - (e) To appoint all standing and special committees with the advice and approval of the Board of Directors and to serve as an ex-officio member of all committees.
 - (f) To supervise the functioning of all committees.
 - (g) To sign letters and documents necessary to carry out the will of the Chapter.
 - (h) To recommend to the Board of Directors such measures as are deemed necessary for the best interests of the Chapter and to see that all decisions of the Board of Directors are faithfully executed.
 - (k) To execute such agreements on behalf of the Chapter as are authorized by a vote of the membership and/or the Board of Directors.
- Section 4. Vice-President. The Vice-President shall serve as the deputy administrator for all committees. The chief duties are:
- (a) To attend Board of Directors meetings and meetings of the Assembly.
 - (b) To preside in the absence of the President.

- (c) To perform such other duties as may be requested or designated by the President.

Section 5. Secretary. The Secretary is the Chapter's primary recording officer. The chief duties are:

- (a) To keep a record of all business proceedings and prepare, read, and authenticate by signature, the official minutes of the Board of Directors and the minutes of the Assembly.
- (b) To provide the chair of each standing committee with a copy of all material that may be useful, such as proposals and instructions.
- (c) To assist the President before each meeting in preparing a detailed agenda.
- (d) To bring to each meeting the book of minutes, a copy of the Bylaws rules, procedures and policies, a current list of the members, (including names, addresses, and business affiliations), a list of standing and special committees, and a copy of the Roberts Rules of Order.
- (e) To distribute to the Board of Directors and members copies of the minutes of all business of the Board of Directors and the Assembly, respectively.
- (f) To declare vacancies in the Board of Directors in accordance with the provisions herein.
- (g) To prepare all records, reports, the official copy of the Bylaws, and other documents of the Chapter except those specifically assigned to the custody of others.
- (h) To prepare and send required notices of meetings and proposals, including notification that the purposes of the Annual Business Meeting shall include the election of officers and directors-at-large.
- (i) To be thoroughly familiar with these Bylaws and to call attention to deadlines and dates for taking certain actions.

Section 6. Treasurer. The Treasurer is the financial officer. The chief duties are:

- (a) To act as an advisor and overseer of the finances of the Chapter.
- (b) To monitor and audit all of the P&L and balance sheet activities of the Chapter.
- (c) To ensure all accounting-related functions are carried out utilizing Generally Accepted Accounting Principles (GAAP).
- (d) To work with the Chapter's accountant to help guide the Chapter's tax reporting.
- (e) To present the budget and revised budget to the Board of Directors for approval.
- (f) To receive all funds and to deposit such funds in the bank and investment accounts of the Chapter.
- (g) To recommend investment options for the Chapter's funds.
- (h) To issue and pay all bills upon proper authorization.

- (i) To prepare, at the end of the fiscal year, a financial statement of income and expenses for that fiscal year and render the report to the Board of Directors and to the Assembly.
- (j) To work with the Program Committee through all phases of Chapter activities and events to ensure that all programs are run on a fiscally responsible basis.
- (k) To assist the Chapter with day-to-day bookkeeping functions, including maintaining the accounting and reporting controls.

ARTICLE VII - DIRECTORS

Section 1. Eligibility. The Board will consist of a minimum of five (5) Directors who shall each serve to chair or co-chair a Board Committee.

Section 2. Duties of Directors. The duties of the Directors are:

- (a) To perform the duties of Committee chair, as applicable and defined herein.
- (b) To review twice a year, in August and at the end of the fiscal year, and at such other times as may be necessary, the records maintained by officers and committees to assure that they conform to Chapter bylaws and procedures.
- (c) To perform such duties as the President may direct.

Section 3. Term of Office. The officers are elected to a one-year term beginning March 1st and ending the last day of February of each year.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. Membership. The members of the Board of Directors are the Officers and Directors.

Section 2. Duties. The chief duties are:

- (a) To act as the policy-determining and administrative body of the Chapter, and to have general charge and control of the affairs, funds and property of the Chapter.
- (b) To act for the Chapter on all matters between business meetings.
- (c) To carry out the decisions of the Assembly.
- (d) To advise and approve the appointment of committees.
- (e) To consider and recommend to the Chapter proposals involving changes in fundamental policies of the Chapter.
- (f) To interpret any portion of the Bylaws or policies of the Chapter when there is confusion as to their meaning. The interpretation of the Board is final.
- (g) To approve a budget.
- (h) To deliver to the President at the end of the fiscal year all files, records, and other property that belong to the Chapter.

- (i) To support and participate in as many Chapter events and activities as possible.
- (j) To fill vacancies in accordance with the provisions of these Bylaws.

Section 3. Meetings. The Board meets as follows:

- (a) Regular Meeting. The Board of Directors meets upon the call of the President not fewer than ten (10) times during the fiscal year and as often as is necessary for the welfare of the Chapter. All regular meetings may be attended by members, but such members shall not have the right to vote at regular Board meetings.
- (b) Special Meetings. Special meetings may be called at any time by the President or by notice signed by five members of the Board and circulated to all Board members.

Section 4. Surrender of Chapter Property. Upon retiring from office, each member of the Board of Directors shall deliver to the President or to the Board member's successor all money, accounts, record books, papers, or other properties of the Chapter.

Section 5. Absence of Remuneration. All members of the Board of Directors shall serve without remuneration but may receive reimbursement of authorized expenses and coverage under a policy of liability insurance covering the Board of Directors and the Chapter and paid for by the Chapter.

Section 6. Quorum. A quorum must be attended by at least one-third of the Board of Directors for business transactions to take place and motions pass.

Section 7. Proxies. Each Board of Directors is entitled to authorize another person to act for them by proxy either at a meeting, or to express consent or dissent without a meeting. Each proxy must be in writing and signed by the Board member. No proxy shall be valid after the expiration of 11 months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Board member signing it. Every Board member shall also be able to vote by proxy via email sent to the President.

ARTICLE IX - COMMITTEES

Section 1. Types. The Chapter has the following committees: two standing committees, and special committees as may be determined on an as-needed basis by the Board of Directors.

Section 2. Standing Committees. The Standing Committees are:

- (a) Membership Committee. The purpose of the Membership Committee shall be to encourage women interested in local and international access to a broad-scaled network of resources, education and support within the media industry, to join and become active members of the Chapter. The Committee shall be responsible for locating and contacting potential new members, welcoming newcomers and helping to integrate new members into the organization. The committee shall bring information about membership matters to the Board of Directors and will work with the other Committee Heads (i.e. Education, Programming and Planning to promote and retain membership). More specifically, the committee shall:
 - for each committee member to be well versed in the nature of the Chapter, its programs and benefits, and to be able to formulate reasons for people to join;

- to welcome newcomers and help them get acquainted;
- to survey the community to discover areas in which potential new members might be found;
- to search out potential new members;
- to develop means of approaching non-affiliated persons i.e. events, mailings, etc. who might be interested in membership;
- to plan with the Board of Directors for suitable recognition of new members, i.e. a membership card, announcements in newsletter or web site, etc.
- to examine the membership roll, assisting in keeping it current and to maintain contact with those whose participation may be waning.
- to discover newcomers, greet them, and introduce them to members who can be counted on to help them get acquainted and answer their questions with friendly intelligence.
- to create an attractive and functional application form and shall select a way to follow up with applicants, (i.e. a letter in the mail, an e-mail, a telephone call, or a special invitation to a Chapter event,) and see that their names are added to the mailing list if they wish to receive the organization's newsletter or e-mails.
- to receive and process the completed application forms and annual dues.
- to maintain a file which includes all Chapter-related membership documents (i.e. completed application forms, copies of checks / payments submitted, welcome letters sent, etc.) for each member.
- to, at least once a year, sponsor (or be actively involved in the planning of) an event which promotes membership.

(b) Communications/Public Relations Committee. This committee shall safeguard the public image and identity of the Chapter via communication with all constituencies. This committee shall work to ensure any and all communications consistently reflect the Chapter Objectives. Further, this committee shall ensure the language, grammar, and consistency of graphical standards of material for the Chapter are adequate. The Communications committee shall also develop story ideas, write press releases, create press distribution lists, and interface with media representatives.

(c) Education Committee. This committee shall work to identify the educational needs of women of all ages to reach their highest potential in the film, television, and media industries, and put together seminars and/or other teaching methods to ensure those needs are met. This committee shall work to ensure that the Chapter educates the general public and marketplace by providing diverse voices in all aspects of the film, television and media industries.

Section 3. Special Committees. Special committees may be established by the President, with the approval of the Board of Directors, including special committees for finance and strategic management issues.

Section 4. Selection. Unless otherwise specified herein, the President, with the advice and approval of the Board of Directors, appoints the chairs or co-chairs of the standing and special committees. The members of the committees shall be appointed by their respective chairs. All members of each committee shall serve a one-year term, but may succeed themselves.

Section 5. Duties of Committee Chairs and Co-Chairs. Each committee chair is under the supervision of the President. Committee chairs are responsible for submitting regular reports to the President, attending meetings of the Board of Directors as requested by the President or the Board, presenting written reports to the President as requested, updating the reports at the end of their term, submitting proposed annual budgets to the Treasurer

prior to February 1st in each year, and turning over all records of committee activities to their successors by the last day of February in each year.

ARTICLE X - FINANCES

- Section 1. Source. Funds are derived from dues and such other sources as the Board of Directors may approve.
- Section 2. Dues. Chapter dues shall be collected from dues payments made to the Chapter, as set forth in the membership application.
- Section 3. Responsibility. The President and the Treasurer are the Chapter's chief executive and financial officers respectively and shall be responsible for sound financial planning and fiscal integrity.
- Section 4. Authorized Signatures. All bank accounts shall be in the name of the Chapter and require the signatures of both the President and the Treasurer, or the Vice-President and the Treasurer. No other persons shall be authorized to withdraw, obligate, or commit Chapter funds, and no other person shall open, establish, or utilize any checking, savings, or other account for funds raised by or on behalf of the Chapter, or any project or program of the Chapter.
- Section 5. Fiscal Year. The fiscal year shall begin on January 1st and end on December 31st of each year.
- Section 6. Budget. The annual Chapter budget shall be prepared by the Treasurer and submitted to the Board for approval at or before its February Board meeting and shall thereafter be submitted to the Assembly for its approval at its Annual Business meeting.

ARTICLE XI - NOMINATIONS AND ELECTIONS

- Section 1. Board Elections. New directors or current directors will be elected or re-elected by the voting representatives of members at the Annual Business Meeting. Directors will be elected by a simple majority of members present at the Annual Business Meeting.
- Section 2. Election and Installation.
- (a) Method of Voting. The Assembly elects Chapter officers and directors by secret ballot unless the candidates are unopposed. If there is only one candidate for an office, the Assembly may direct, by majority vote, the Secretary to cast a unanimous vote for the candidate.
- (b) Vote Required. A majority vote of the Assembly is required.
- (c) Installation. Officers are installed at the April meeting.

ARTICLE XII - VACANCIES

- Section 1. Vacancies. Except as provided hereinafter, vacancies in any office are filled by majority vote of the Board of Directors. If a member of the Board of Directors is absent from four consecutive Board meetings, the Board may declare a vacancy.

- Section 2. Incapacity of the President. Within 30 days after the Secretary has determined that the President is incapacitated or unable to serve, the Secretary will call a meeting of the Board of Directors, which shall officially determine the existence and extent of the President's incapacity or inability to serve a full term.
- (a) Temporary Incapacity of the President. If the Board determines that the incapacity is temporary (a period not to exceed 60 days), the Vice-President will perform the duties of the temporarily incapacitated President as acting President until the President is able to resume the duties of the presidency.
- (b) Permanent Incapacity of the President. If the Board determines that the President is unable to complete the term of office, either (1) the Vice-President will automatically become President, filling out the President's unexpired term followed by the Vice-President's own term as President; or (2) the Board will fill the position by majority vote of the Board upon a nomination being made by the Board.
- Section 3. Incapacity of Other Officers and Directors. In the event the other officers or directors become incapacitated, the vacancies are filled for the unexpired terms by a majority vote of the Board of Directors not later than one month after the Secretary has declared a position vacant.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

Parliamentary Authority. Robert's Rules of Order governs all meetings of the Chapter in all situations not otherwise covered by these Bylaws, special rules, or procedures of the Chapter.

ARTICLE XIV- AMENDMENTS

- Section 1. Required Vote. The Chapter Bylaws may be amended by the Assembly by a majority vote of the voting members present.
- Section 2. Procedure. After approval, notice of a proposed amendment shall be mailed to each member not less than five (5) days before the business meeting at which the amendment is to be considered.

ARTICLE XV – BOOKS AND RECORDS

- Section 1. Maintenance of Books and Records. The Chapter shall keep adequate and correct books and records of account, minutes of the proceedings of the voting members and the Board of Directors, and a record of the members, giving their names and addresses and the class of membership held by each.
- Section 2. Minutes. Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form.

ARTICLE XVI – INSURANCE AND INDEMNIFICATION

- Section 1. Scope. The Chapter will indemnify, as determined by the Board of Directors, in the manner and to the full extent permitted by law, any person (or the estate of any person) who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, by reason of the fact that such person is or was a Director, Officer, committee member, employee or agent of the Chapter, or is or was serving at the request of the Chapter as a Director, Officer, committee member,

employee or agent of another corporation, partnership, joint venture, or other enterprise provided that the act or omission to be indemnified is not the result of any gross negligence or willful misconduct by the party seeking indemnification. When required by law, the indemnification provided for herein shall be made only as authorized in the specific case upon a determination, in the manner provided by law, that indemnification of the Director, Officer, member, employee or agent is proper in the circumstances.

ARTICLE XVII – DISSOLUTION

The Chapter shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure or be distributed to members of the Chapter. Upon dissolution of the Chapter, any funds remaining shall be distributed to Women In Film and Television at its national headquarters.

These Bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on December 8, 2005.

Secretary

Date