

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

**ARTICLE I.  
Offices**

Section 1.1. Registered Office. The registered office of the Organization shall be located within the State of Minnesota as set forth and designated in the Articles of Incorporation. The Board of Directors of the Organization shall have the authority to change the location of the registered office from time to time in accordance with the requirements of Minnesota Statutes Chapter 317A by filing the address of the new registered office with the Secretary of State of the State of Minnesota.

Section 1.2. Other Offices. The Organization may establish and maintain other offices, within the State of Minnesota, as are from time to time authorized by the Board of Directors.

**ARTICLE II.  
Members**

Section 2.1. Member Classes. The Organization shall have three classes of members: full members, associate members and student members.

Section 2.2. Member Voting and Nomination Rights. The full members are the only members who have the right to vote on matters requiring the vote of members and to nominate candidates for consideration for election to the Board of Directors. Full members are referred to as the "Assembly". The associate members and student members do not have the right to vote or nominate director candidates. The Assembly has the right to vote on the following matters:

- (a) The election of directors (except that four (4) of the directors shall be the four persons currently serving as the officers of the Organization).
- (b) Any fundamental policies of the Organization.
- (c) Any amendments to the Articles of Incorporation, Bylaws and fundamental policies of the Organization.

The Assembly also has the right to consider and act on the reports presented to the Assembly by the Board of Directors and any board committee at an Assembly meeting. Any full member shall have the right to make a director nomination by notifying the Secretary in writing during the month of January of her director nominee who meets the qualifications listed under Section 4.1 for consideration for election at the next annual business meeting.

Section 2.3. Qualifications for Full Members. To be a full member, a person must have a minimum of one (1) year of professional experience in film, television, video or new media. However, the Board of Directors may, in its sole discretion, waive this qualification requirement for any applicant whose professional achievement or contribution to the industry is of

exceptional merit. The Board of Directors shall review and approve, in its sole discretion, applications received by persons applying for full membership.

Section 2.4. Qualifications for Associate Members. To be an associate member, a person must have an interest in film, television, video or new media and supports the Organization's objectives as set forth in the Organization's Articles of Incorporation.

Section 2.5. Qualifications for Student Members. To be a student member, a person must be currently enrolled in an accredited film, television, video or new media program. A person will no longer qualify as a student member one (1) year after the person either completes the program or is no longer enrolled in such program.

Section 2.6. Annual Enrollment and Dues. To become a member, a person will be required to complete the current form of membership application and pay the annual dues applicable to the membership class for which the person is applying. The term of membership is for a period of one year from the date of acceptance and terminates automatically at the end of such year. To continue membership, a person will be required to complete the current form of annual renewal for membership and pay the annual dues applicable to that person's membership class. The amount of annual dues shall be determined by the Board of Directors, and may vary between the three classes of memberships. Resignation or termination of a member shall not relieve a member of unpaid dues or other charges previously accrued. Annual dues paid by a member who then subsequently resigns or is terminated pursuant to these Bylaws shall not be entitled to a reimbursement of such annual dues. The Board of Directors may, in its sole discretion, grant associate memberships without a requirement to pay annual dues to persons under hardship or other type of award grants.

Section 2.7. Transferring Members. A person who is a member of another chapter of Women in Film and Television International ("WIFT") and wishes to transfer their membership to the Organization must be a current member in good standing in their original chapter of WIFT and meet the qualifications as provided above for the applicable membership class before the Organization will grant such membership transfer to such person. The term of such transferred membership shall extend through the term of the original membership.

Section 2.8. Resignations. A member may resign at any time by giving written notice to the Secretary. The resignation will take effect on the date of receipt of the notice, or at any later time specified in the notice, and the acceptance of the resignation will not be necessary to make it effective.

Section 2.9. Termination. A member may be terminated, with cause, by the affirmative vote of a majority of all the directors (not just the directors present at a duly called meeting of the Board of Directors). The Board of Directors shall have the discretion to determine what constitutes "cause" for termination. Prior to any termination under this section, the President shall provide written notice to the applicable member, no later than fifteen (15) days prior to the date of termination, of such termination and the reason for termination, and provide the member the opportunity to challenge the termination orally or in writing no later than five (5) days before the effective date of such termination.

**ARTICLE III.**  
**Assembly Meetings**

Section 3.1. Assembly Meetings. Meetings of the voting members shall be referred to as Assembly meetings. Assembly meetings may be attended by any of the Organization's members, but the associate and student members will not have the right to vote at the Assembly meetings.

Section 3.2. Time and Place of Assembly Meetings. Each Assembly meeting shall be held at such time and place within the State of Minnesota as may be designated by the President and provided in the notice of such meeting.

Section 3.3. Annual Business Meetings. The annual business meeting of the Assembly will be held each year during the month of February. At every other annual business meeting, the Assembly shall elect qualified successors for directors and may transact any other business properly brought before the meeting.

Section 3.4. Other Assembly Meetings. In addition to the annual business meeting, the Assembly shall meet at least one (1) other time during the calendar year. Special Assembly meetings may be called for any purpose or purposes at any time by either (a) the President or (b) the majority of the directors or (c) either 50 full members or full members who constitute 10% of the full members, whichever is less, who shall demand such special meeting by written notice given to the President specifying the purpose(s) of such special meeting.

Section 3.5. Notice. Notice of each Assembly meeting shall be forwarded to each full member, by mail, facsimile, email or in any other manner permissible under the Minnesota Statutes Chapter 317A, not more than sixty (60) days nor less than four (4) days prior to the day on which the meeting is to be held, except for annual business meetings in which case notice shall not be given less than two (2) weeks prior to the annual business meeting. Each notice shall state the date, time and place of the meeting, but need not state the purpose of the meeting unless it is a special Assembly meeting.

Section 3.6. Waiver of Notice. A full member may waive notice of any Assembly meeting either before, at, or after such meeting orally, in a writing signed by the full member or by attendance at the meeting. A full member, by her attendance at any Assembly meeting, will be deemed to have waived notice of the meeting, except where the full member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and otherwise does not participate in the meeting.

Section 3.7. Adjournments. If any Assembly meeting is adjourned to another time or place, no notice as to such adjourned meeting need be given other than by announcement at the meeting at which such adjournment is taken. At an adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally noticed.

Section 3.8. Record Date. The Board of Directors may fix a date not more than sixty (60) days nor less than four (4) days before the date of an Assembly meeting as the date for the

determination of full members entitled to notice of and to vote at the Assembly meeting. When a date is so fixed, only full members on that date are entitled to notice of and permitted to vote at that Assembly meeting. If no record date is fixed for the determination of full members entitled to notice of or to vote at an Assembly meeting, the date on which notice of the meeting is mailed shall be the record date for such determination of full members. When a determination of full members entitled to vote at any Assembly meeting has been made as provided in this Section, such determination shall apply to any adjournment thereof.

Section 3.9. Voting Rights. Each full member entitled to vote at an Assembly meeting has the right to one (1) vote on each matter requiring the vote of the Assembly.

Section 3.10. Proxies. A full member may cast or authorize the casting of a vote by filing a written appointment of a proxy with the Secretary at or before the Assembly meeting at which the appointment is to be effective. The appointment of a proxy shall be valid for eleven months unless a shorter or longer period is expressly provided in the appointment.

Section 3.11. Quorum. Full members representing at least ten percent (10%) of the number of full members entitled to vote at the Assembly meeting will constitute a quorum for the transaction of business at the Assembly meeting. If a quorum is present when a duly called or held Assembly meeting is convened, the full members present may continue to transact business until adjournment, even though the withdrawal of a number of full members originally present leaves less than a quorum.

Section 3.12. Acts by the Assembly. Except as otherwise required by law or specified otherwise in these Bylaws, the Assembly shall take action by the affirmative vote of the majority of the full members present and entitled to vote at the Assembly meeting.

Section 3.13. Parliamentary Authority. Robert's Rules of Order will govern Assembly meetings in all respects not otherwise covered by these Bylaws.

#### **ARTICLE IV.** **Board of Directors**

Section 4.1. Qualification. To be nominated and elected as a director, a person must have been a full member of the Organization in good standing for a minimum of one (1) year prior to such nomination and election. During a person's term as a director, the person must continue to be a full member in good standing, and should support the Organization and participate in Organization events and activities. A director must be a natural person, but does not need to be an officer of the Organization.

Section 4.2. Number, Election, and Term of Office. The Board of Directors may consist of up to fifteen (15), but not less than seven (7), qualified persons, and the Board of Directors may increase or decrease the number of directors from time to time by resolution. Four (4) of the directors shall be the four persons currently serving as the officers of the Organization. The term of a director will be two years, beginning on March 1<sup>st</sup> of the first year and ending on the last day of February of the second year. A director will hold office until the director's successor is elected

and qualified or until the earlier death, resignation, removal, or disqualification of the director under Section 4.1.

Section 4.3. Duties. The administration and policy determination of the Organization, as well as the general affairs, funds and property of the Organization, will be managed by or under the Board of Directors, which may exercise all such powers of the Organization and do all lawful acts and things not otherwise reserved by the Assembly or prohibited by the Articles of Incorporation, sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any subsequent law), or Minnesota Statutes Chapter 317A (or the corresponding provisions of any subsequent law). Such duties include, but are not limited to:

- (a) To act on behalf of the Assembly on all matters (other than amendments to the Articles of Incorporation, Bylaws and fundamental policies of the Organization) between Assembly meetings.
- (b) To carry out the decisions and actions appropriately approved by the Assembly.
- (c) To create board committees and to appoint the members of such board committees.
- (d) To consider and recommend proposals to the Assembly regarding changes in the Organization's Articles of Incorporation, Bylaws and fundamental policies.
- (e) To consider and approve changes to non-fundamental policies of the Organization.
- (e) To interpret the Articles of Incorporation, Bylaws and/or policies of the Organization when there is confusion as to their meaning. The interpretation of the Board will be final.
- (f) To approve an annual budget.
- (g) To elect officers of the Organization.
- (h) To fill any vacancies on the Board and board committees in accordance with the provisions of these Bylaws.
- (i) To review, at such other times when deemed necessary, the records maintained by officers and any board committees to assure that they conform to the Articles of Incorporation, Bylaws, policies and other procedures of the Organization.

Section 4.4. Removal. A director may be removed from the Board at any time, with or without cause, by the affirmative vote of a majority of all the remaining directors (not just the directors present at a duly called meeting of the Board of Directors). A director may also be removed by the Board of Directors if she is absent from four (4) consecutive Board meetings.

Section 4.5. Resignations. A director may resign at any time by giving written notice to the Secretary. The resignation will take effect on the date of the receipt of the notice, or at any later time specified in the notice, and, unless otherwise specified in the notice, the acceptance of the resignation will not be necessary to make it effective. If the resignation is effective at a later date, the Board of Directors may fill the vacancy before the effective date of the resignation provided that the successor director does not take office until the effective date.

Section 4.6. Vacancies. Any vacancy occurring on the Board of Directors by reason of death, resignation, removal, an increase in the number of directors or otherwise may be filled for the unexpired term by the Board of Directors.

Section 4.7. Compensation of Directors. Directors shall not be compensated for services rendered to the Organization in their capacity as director, other than reimbursement for authorized expenses incurred in their capacity as a director. No payment pursuant to the preceding sentence will preclude a director from serving the Organization in any other capacity and receiving compensation therefor.

Section 4.8. Return of Organization Property. Upon resignation, removal or expiration of the term of a director, the director shall deliver to the President all money, accounts, record books, documents and all other property of the Organization. Upon the death of a director, the director's estate shall deliver all of the Organization's property to the President.

## **ARTICLE V.**

### **Meetings of the Board of Directors**

Section 5.1. Board Meetings. The Board of Directors must hold not less than ten (10) regular meetings each fiscal year, as called by the President. Special meetings of the Board of Directors may be called at any time by either the President or any five directors provided that such directors comply with notice requirements provided under Section 5.2. Meetings of the Board of Directors may be held at such time and place within the State of Minnesota as may be designated by the President and provided in the notice of such meeting. Board meetings may be attended by any of the Organization's members, but such members will not have the right to vote at the Board meetings.

Section 5.2. Notice. Notice of each Board of Director meeting shall be forwarded to each director, in any manner permissible under the Minnesota Statutes Chapter 317A, Section 317A.231, Subd. 4 (or the corresponding provision of any subsequent law), not more than sixty (60) days nor less than five (5) days prior to the day on which the meeting is to be held. Each notice shall state the date, time and place of the meeting, but need not state the purpose of the meeting unless it is a special meeting called by directors under Section 5.1.

Section 5.3. Waiver of Notice. A director may waive notice of any meeting of the Board of Directors either before, at, or after such meeting orally, in a writing signed by the director or by attendance at the meeting. A director, by her attendance at any meeting of the Board of Directors, will be deemed to have waived notice of the meeting, except where the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and otherwise does not participate in the meeting.

Section 5.4. Adjournments. If any meeting of the Board of Directors is adjourned to another time or place, no notice as to such adjourned meeting need be given other than by announcement at the meeting at which such adjournment is taken. At an adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally noticed.

Section 5.5. Quorum. One-third of the directors holding office immediately prior to a meeting of the Board of Directors will constitute a quorum for the transaction of business at the meeting. In the absence of a quorum, the majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than a quorum.

Section 5.6. Absent Directors. A director may give advance written consent or opposition to a proposal to be acted on at a meeting of the Board of Directors. If such director is not present at the meeting, consent or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum, but consent or opposition will be counted as a vote in favor of or against the proposal and will be entered in the minutes or other record of action at the meeting if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the director has consented or objected.

Section 5.7 Electronic Communications. A director, or all directors, may participate in a meeting of the Board of Directors by any means of communication through which the director, the other directors so participating, and, if applicable, all directors physically present at the meeting simultaneously may hear each other during the meeting. For the purposes of establishing a quorum and taking any action at the meeting, a director participating pursuant to this Section 5.7 will be deemed present in person at the meeting, and the place of the meeting will be the place of origination of the electronic communication.

Section 5.8. Voting. Each director in any matter before the Board of Directors shall be entitled to one (1) vote.

Section 5.9. Written Action. An action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors that would be required to take the action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective time is provided in the written action. When written action is taken, all directors will be notified immediately of its text and effective date. Failure to provide the notice does not invalidate the written action. A director who does not sign or consent to the written action has no liability for the action or actions taken by it.

Section 5.10. Parliamentary Authority. Robert's Rules of Order will govern meetings of the Board of Governors in all respects not otherwise covered by these Bylaws.

## **ARTICLE VI.**

### **Committees**

Section 6.1. Committees. The Board of Directors may, from time to time, create one or more committees, delegate such responsibility as it may determine to such committees and adopt such regulations as it deems advisable with respect to the membership, authority, and procedures

of such committees. Committees shall be subject at all times to the direction and control of the Board of Directors.

Section 6.2. Membership Qualification. A committee will consist of at least two or more natural persons, who can either be directors, officers or members of the Organization.

Section 6.3. Committee Meetings. The provisions of Sections 5.2 to 5.10 of Article V shall also apply to committee meetings.

Section 6.4. Minutes. Committees shall keep full and complete records of all meetings and actions. Minutes of committee meetings must be made available upon request to members of the committee and to all directors.

## **ARTICLE VII.**

### **Officers**

Section 7.1. Number. The number of officers shall be four, and will consist of a President, Vice President, Secretary and Treasurer. A person may not concurrently hold more than one officer's position. The four persons currently serving as the officers of the Organization shall also serve as directors of the Organization.

Section 7.2. Election and Term of Office. The Board of Directors will elect each of the four officers, and such other officers as the Board of Directors may determine, each of whom will have the powers, rights, duties, responsibilities, and terms in office provided for in these Bylaws or a resolution of the Board of Directors not inconsistent therewith. The term of an officer will be two years, beginning on March 1 of the first year and ending on February 28 (or 29 if leap year) of the second year. A person may not be elected to serve as an officer for more than two consecutive terms.

Section 7.3. Staggered Terms. If possible, the terms for the officer positions shall be staggered so at no time will all of the officer positions be filled by newly elected officers who have not previously served as officers of the Organization. The Board of Directors shall have the authority to take measures consistent with these Bylaws to ensure the staggering of officer positions occurs.

Section 7.4. Removal and Vacancies. The Board of Directors may remove an officer from her office at any time, with or without cause. If there is a vacancy among the officers of the Organization by reason of death, resignation, removal, disqualification, or otherwise, the Board of Directors will fill the vacancy for the unexpired term.

Section 7.5. President. The President will be the chief executive officer of the Organization and will have general active management of the business of the Organization. A person must have served on the Board of Directors of the Organization for at least one (1) year prior to being elected as the President. The President will:

- (a) preside at all meetings of the Board of Directors and of the Assembly;

- (b) see that all actions and resolutions of the Board of Directors and the Assembly are carried into effect;
- (c) execute and deliver, in the name of the Organization, any contracts, documents, letters or other instruments pertaining to the business of the Organization as authorized by an action or resolution of the Board of Directors or the Assembly, unless the authority to execute and deliver such document is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation, by the Bylaws, or by the Board of Directors to some other officer of the Organization;
- (d) supervise the functioning of any board committees;
- (e) represent and speak for the Organization, and sign letters on behalf of the Organization, to other organizations and the public; and
- (f) perform all other duties as the Board of Directors may prescribe.

Section 7.6. Vice President. The Vice President will have the powers and will perform the duties as may be specified in these Bylaws or prescribed by the Board of Directors or by the President. In the event of the absence or disability of the President, the Vice President will succeed to the President's powers and duties during such absence or disability. The Vice President will also attend meetings of the Board of Directors and the Assembly.

Section 7.7. Secretary. The Secretary will be the Organization's primary recording officer. The Secretary will:

- (a) be the secretary of and will attend all meetings of the Board of Directors and the Assembly;
- (b) record all proceedings of the meetings of the Board of Directors and the Assembly and prepare and authenticate written minutes of such meetings;
- (c) give proper notice of meetings of the Board of Directors and the Assembly;
- (d) assist the President before each meeting in preparing a detailed agenda;
- (e) distribute to the Board of Directors copies of the minutes for Board meetings;
- (f) distribute to the full members copies of the minutes for Assembly meetings;
- (g) provide to members, upon a proper request, copies of the Organization's Articles of Incorporation, Bylaws, minute book, procedures and policies, a current list of the members (including names, addresses and business affiliations), and a current list of board committees as well as a copy of the Roberts Rules of Order;
- (h) prepare records, reports, official copy of the Bylaws and other documents of the Organization, except those specifically assigned to the custody of others;
- (i) provide the chair of each board committee with a copy of all materials that may be useful for the board committee to conduct their duties, such as proposals and instructions; and
- (j) perform all other duties as the Board of Directors may prescribe.

Section 7.8. Treasurer. The Treasurer will be the chief financial officer of the Organization. The Treasurer will:

- (a) keep accurate financial records for the Organization;

- (b) deposit all moneys, drafts, and checks in the name of, and to the credit of, the Organization in the banks and depositories as the Board of Directors designate from time to time;
- (c) endorse for deposit all notes, checks, and drafts received by the Organization and make proper vouchers therefor;
- (d) disburse the funds of the Organization, including the issuing of checks and drafts, as ordered by the Board of Directors, making proper vouchers therefor;
- (e) render to the President and the Board of Directors, whenever requested, an account of all transactions by the Treasurer and of the financial condition of the Organization;
- (f) work with the Organization's accountant in the preparation and filing of appropriate tax returns and reports,
- (g) prepare an annual budget for approval by the Board of Directors;
- (h) work with the Organization's accountant in the preparation of annual financial statements and present to the Board of Directors and the Assembly;
- (i) recommend investment options for the Organization's funds;
- (j) collect annual membership dues as directed by the Board of Directors;
- (k) work with board committee chairs regarding budget issues; and
- (l) perform all other duties as the Board of Directors may prescribe.

Section 7.9. Compensation. The officers of the Organization will not receive compensation for services rendered to the Organization in their capacity as an officer, other than reimbursement for authorized expenses incurred in their capacity as an officer.

## **ARTICLE VIII.**

### **Limitation of Liability and Indemnification of Certain Persons**

The personal liability of directors, officers, board committee members and other agents of the Organization is eliminated to the fullest extent permitted by Minnesota Statutes, Chapter 317A (or the corresponding provisions of any subsequent law). The Organization will indemnify directors, officers and board committee members of the Organization to the fullest extent permitted by Minnesota Statutes, Section 317A.521 (or the corresponding provision of any subsequent law).

## **ARTICLE IX.**

### **Books and Records**

As required by Minnesota Statutes, Section 317A.461, the Board of Directors will cause to be kept at the principal executive office originals or copies of:

- (a) The Articles of Incorporation and all amendments currently in effect;
- (b) These Bylaws and all amendments currently in effect;
- (c) The determination letter of the Internal Revenue Service regarding the tax-exempt status of the Organization and all comparable letters from state or local tax authorities

and all letters from state attorney general's offices regarding the nonprofit status of the Organization;

- (d) The records for the last six years of all proceedings of the Board of Directors;
- (e) The records for the last six years of all proceedings of the Assembly;
- (f) The records for the last six years of all proceedings, if any, of board committees appointed by the Board of Directors;
- (g) The accounting records, the financial statements, the tax returns, and the Minnesota attorney general filings for the last six years; and
- (h) A statement of the names and the business addresses of the current directors, officers and members.

**ARTICLE X.**  
**Financial Provisions**

Section 10.1. Bank Accounts. All funds of the Organization not otherwise employed will be deposited from time to time to the credit of the Organization in banks, trust companies, or other depositories as the Board of Directors may select.

Section 10.2. Checks and Deposits. All checks, drafts, other orders for the payment of money, notes, and other indebtedness of the Organization are required to be signed by either the President or the Treasurer.

Section 10.3. Advances. The Board of Directors may approve an advance of money to its directors or officers to cover expenses that can reasonably be anticipated to be incurred by them in the performance of their duties and for which they would be entitled to reimbursement in the absence of an advance.

Section 10.4. Fiscal Year. The fiscal year of the Organization shall begin on January 1 and end on December 31 of each year.

**ARTICLE XI.**  
**Amendments**

These Bylaws may be amended, altered, or repealed by the Assembly; provided, however, that notice of the proposed amendment or repeal will have been given in the notice of the Assembly meeting given to the Assembly.