

***BY-LAWS
OF
FILM AND MEDIA ASSOCIATION OF SPRINGFIELD***

ARTICLE I

CORPORATE NAME & OFFICE

Section 1. NAME: The name of this organization is the The Film and Media Association of Springfield

Section 2. OFFICES: The Association may have offices at such places as the Board of Directors may from time to time appoint.

ARTICLE II

MISSION

The Association is a membership-driven non-profit organization with a mission to stimulate, support and celebrate film, television, and all other moving media in the state of Missouri. The goals are to provide education and to raise awareness of the economic advantages to producing media in Missouri and to provide a forum for the exchange of creative ideas and information. As a membership organization of artists, arts supporters, writers, scholars and businesses, the Association cultivates community through collaboration.

ARTICLE III

MEMBERSHIP

Section 1. Regular Membership:

- (a) Regular membership in the Association shall be available to anyone.
- (b) Application for regular membership shall be made on a form prescribed by the Board of Directors.
- (c) Categories for regular membership: Professional, Student and Enthusiast

Section 2. Business Membership: The title of Business member shall be conferred by the Board of Directors on a local business that properly applies for membership and remits appropriate fee.

Section 3. Lifetime Membership: The title of lifetime member shall be conferred by the Board of Directors on a regular member who, in lieu of annual payments of the established regular membership dues, pays to the Association the lifetime dues as fixed by the Board.

Section 4. Honorary Membership:

- (a) Any person who shall have made an outstanding contribution to Film and Media Arts in Missouri.
- (b) The proposal for honorary membership shall be made in writing, subscribed by the five (5) regular and/or sustaining members of the Association.
- (c) An affirmative vote of a majority of the Board of Directors shall be required to elect an honorary member.
- (d) In any given year, nor more than two (2) honorary members may be elected.
- (e) Honorary memberships other than in subsection (e) shall extend for an indefinite period of time.

Section 5. Voting: Each regular member and each student member shall be entitled to one (1) vote at the Association's proceedings. Honorary members shall not be entitled to vote at the Association's proceedings.

Section 6. Membership in the Association is a privilege that may be suspended or revoked by a majority vote of the Board of Directors if the member fails to comply with the membership requirements, engages in conduct that is contrary to the Mission of the Association as determined in the Board of Directors in their exclusive discretion, or for any other good cause as determined by the Board of Directors in their exclusive discretion. Suspension of membership automatically results in suspension of voting rights for such member. The Board of Directors shall provide written notice of the membership suspension or revocation to the affected member with a short and summary statement of the reason therefore.

Upon written notice to the President of the Board of Directors from one whose membership has been suspended or revoked, which must be received by the President within thirty (30) days following the date of the written notice, the President shall convene an appeal hearing of the Board of Directors. Any Director should abstain from voting on a suspension or revocation issue if he or she has a possible conflict of interest with the member involved. In any appeal proceeding, a "super-majority vote" of the Directors, which shall constitute two-thirds (2/3) of a quorum, shall determine the outcome, and their decision shall be binding and final, with no further right to appeal. No action by the Board shall preclude any person, corporation or

organization from applying for renewal of membership with the Association after a minimum period of six (6) months following the denial of an appeal from the Board of Directors.

Section 7. Dues:

- (a) The amount of annual dues for each category of membership shall be determined by a majority vote of the Board of Directors, and may be changed from time to time at the discretion of the Board.
- (b) Dues are paid annually and may be prorated the first year of membership.
- (c) Non-payment of dues for more than sixty (60) days after the annual renewal date shall result in suspension of all rights and privileges of membership in the Association.

ARTICLE IV

OFFICERS

Section 1. Designation: The elected officers of the Association shall consist of a President, a Vice-President, Secretary and Treasurer. In addition, the Board of Directors may appoint, at the regular annual meeting, an Executive Director of the Association.

Section 2. Qualification: Only Professional members and Enthusiast members of the Association shall be eligible to become elected officers of the Association.

Section 3. Election and Terms of Office:

- (a) Elected officers: The elected officers of the Association shall be elected at the annual meeting of the Association and shall hold office until the next annual meeting and until their successors are elected and qualified. At no particular time during an election year may more than one member of a company or organization serve as an officer.

Section 4. Vacancy: A vacancy in any elective office caused by death, resignation or removal of the person elected thereto shall be filled by the Board of Directors. Each person so appointed shall hold office until the next annual meeting of the Association and until his successor is elected and qualified.

Section 5. Removal: Except for the provisions of Section 6 of this Article, and officer may be removed for cause by a vote calling for such removal by three-quarters (3/4) vote of the Board of Directors.

Section 6. Absence: An officer shall not accept office unless that person intends to attend all meetings constitutionally called, absent illness, or personal problems. In any event, that person

shall be officially excused by the President or his designee within forty-eight (48) hours of his required attendance. Failure to be officially excused twice during that person's term shall constitute grounds for forfeiture of the office, and the unexpired term shall be filled by majority vote of the Board of Directors at the next lawfully called meeting.

Section 7. Duties of the elected officers: The duties and powers of the elected officers of the Association shall be as follows:

- (a) President: The president shall be chief executive officer of the Association, and it shall be his responsibility to supervise and coordinate the activities of the Association, and to preside at its meetings. He shall be the spokesman for the Association, and wherever practicable shall publicly appear for the Association and espouse its policies.
- (b) Vice President: The Vice President of the Association shall assist the President in the performance of his duties, and shall also perform such other duties as may be prescribed for him by the Board of Directors.
 - (1) In case of the absence of the President, he shall act as chief executive officer of the Association.
 - (2) In case of the death of the President, or in the event of his resignation or removal from office, the powers and duties of the President shall devolve upon the Vice President, who shall conclude the term of office of the President, in accordance with provisions of these By-Laws.
- (c) Secretary: The Secretary shall keep the minutes of all meetings of the Board and of the members in appropriate books and shall give and serve all notices of the Association. He/she shall have other duties as prescribed by the Board.
- (d) Treasurer: The Treasurer shall maintain the funds and pay the obligations of the Association as directed by the Board of Directors.

Section 8. Duties of appointed officers:

- (a) Executive Director: The Executive Director shall act as custodian of the records of the Association, and shall perform such other duties as may be prescribed by the Board of Directors or the President. In addition, the Executive Director shall collect the funds of the Association, collect all dues, and deposit same in a depository designated by the Board of Directors. The Executive Director shall serve at the pleasure of the Board of Directors, and shall be compensated as the Board deems appropriate.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Qualifications: Only a Regular or Sustaining Member of the Association, or a natural Associate member, i.e., any person who is an Associate member of the Association, or the chief executive officer or his or her designee of any firm or company that is an Associate member of the Association, whose dues are paid at the time of election shall be qualified to be nominated and elected as Member of the Board of Directors.

Section 2. Number of members: The Board of Directors shall consist of fifteen (15) members who shall include the four (4) officers, the immediate past president, the Chairman of the Springfield Regional Arts Council (or his or her designee), if qualified pursuant to Article XIII, Section 2, and nine (9) directors.

Section 3. Powers: The Board of Directors shall manage the business and affairs of the Association.

Section 4. Members of the Board of Directors shall be elected at the annual meeting of the Association to three (3) year terms.

Section 5. Absence: A director shall not accept office unless he intends to attend all meetings constitutionally called, absent illness, personal problems or official court business. In any event, that person shall be officially excused by the President or his designee forty-eight (48) hours before his required attendance. Failure to be officially excused twice during a term of office may constitute grounds for forfeiture of office, in which case the unexpired term shall be filled by majority vote of the Board of Directors at the next lawfully called meeting.

Section 6. Quorum: In order to transact the business of the Association, a quorum must be present at each meeting of the Board of Directors. A quorum shall be defined as a majority of the officers and Board members.

Section 7. Organization: The President of the Association shall serve as chairman of the meetings of the Board of Directors. In the absence of the President, the Vice President shall chair such meetings.

Section 8. Procedure: The Board of Directors may act at meetings or by mail addressed to the Executive Secretary of the Association.

Section 9. Meetings: The Board of Directors shall meet annually, and at such other times and places designated by the President.

Section 10. Vacancies: A vacancy on the Board of Directors, caused by death, resignation or removal of the person elected thereto, may be filled by majority vote of the Board of Directors. Each person so elected shall hold office until the next annual meeting of the Association, at which meeting said vacancy shall be filled by majority vote of the members of the Association. A director elected at such annual meeting to fill a vacancy shall be elected for the unexpired term of the director whose death, disability, resignation or removal caused such vacancy.

Section 11. Removal: Except for Section 5 of this Article, a director or officer may be removed only for cause by a vote calling for such removal by a three-quarters (3/4) majority of the Board of Directors.

ARTICLE VI

EXECUTIVE COMMITTEE

Section 1. There shall be an Executive Committee of the Board of Directors, which shall be composed of elected officers; the immediate past president; and two (2) additional members of the Board of Directors, to be appointed by, and serve at the pleasure of, the President, and to be approved by the Board of Directors.

Section 2. Between meetings of the Board of Directors, the Executive Committee may exercise such functions as may be delegated to it by the Board of Directors, and may take such actions by a telephone or mail vote.

Section 3. Three (3) members, including one (1) officer, shall constitute a quorum of the Executive Committee.

Section 4. The Executive Committee shall, if requested by any member of the Board of Directors, make a report of all its acts in writing to the Board of Directors.

ARTICLE VII

NOMINATIONS

Section 1. Nominating Committee: At least ninety (90) days before the annual meeting of the Association, the President shall appoint a nominating committee, consisting of at least four Regular Members of the Association, and shall designate from among them a chairman. The nominating committee shall nominate candidates for officers and directors to be elected at the next annual meeting of the Association.

Section 2. Notice: At least forty (40) days before the next annual meeting of the Association, the nominating committee shall notify the Board of Directors and the Executive Secretary, in writing, of the names of the candidates it nominates. The Executive Secretary shall forward a list of these candidates to the last recorded address of each member of the Association at least twenty-five (25) days prior to the annual meeting of the Association. The committee shall consider responses to this slate from individual members, and may alter or amend its slate in response to any such responses, giving notice of any such alteration or amendment to the Board of Directors not less than ten (10) days before the annual meeting of the Association.

Section 3. Other nominations: Any member of the Association qualified to vote may nominate any other Professional or Enthusiast Member of the Association by notifying the Executive Secretary of the nomination, in writing, no later than ten (10) days prior to the annual meeting of the Association. The President shall read to the membership at the annual meeting

the names of the persons nominated by both by the nominating committee after compliance with the preceding sections of this Article and by individual members after compliance with this section 3.

Section 4. Voting: At the annual meeting of the Association and after compliance with preceding sections of this Article, officers and directors shall be elected by a majority vote of Regular, Associate, Lifetime, and Sustaining Members present and voting.

ARTICLE VIII

STANDING AND SPECIAL COMMITTEES

Section 1. Standing Committees: The President, by and with the advice and consent of the Board of Directors, shall constitute and appoint the following Standing Committees, in addition to the Executive Committee, to assist in the supervision, management and control of the affairs of the corporation, with responsibilities and powers appropriate to the nature of the several committees, and as provided by the Board of Directors in the resolution of appointment or in subsequent resolutions or directives. Each Standing committee so constituted and appointed shall serve at the pleasure of the Board of Directors, and the members thereof shall include at least one (1) member of the Board of Directors and such other persons as the President may designate. Each Standing committee shall be headed by a Chairperson who shall be selected by the President. In the event that a Chairperson shall resign during their appointment, the President shall promptly designate a successor.

In addition to such obligations and functions as may be expressly provided for by the Board of Directors, each Standing Committee so constituted and appointed by the Board of Directors shall from time to time report to and advise the Board of Directors on corporate affairs within its particular area of responsibility and interest. The Standing Committee of the corporation and a general declaration of their areas of responsibility and interest are as follows:

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|---------------------|----------------------|--------------------|
| Executive Committee | Nominating Committee | Finance and Budget |
| Development | Membership Committee | Hospitality |
| Education Committee | | |

Section 2. Special Committees: The Board of Directors, at its discretion, may constitute and appoint Special Committees, in addition to the Executive Committee, to assist in the supervision, management, and control of the affairs of the corporation, with responsibilities and powers appropriate to the nature of the several committees and as provided by the Board of Directors in the resolution of appointment or in subsequent resolutions and directives. Each committee so constituted and appointed by the Board of Directors shall serve at the pleasure of the Board of Directors and the members thereof shall include at least one (1) member of the Board of Directors and such additional persons as the Board of Directors may designate.

In addition to such obligations and functions as may be expressly provided for by the Board of Directors, each Committee so constituted and appointed by the Board of Directors shall

from time to time report to and advise the Board of Directors on corporate affairs within its particular area of responsibility and interest.

ARTICLE IX

ANNUAL MEETING

Section 1. Time and Place: The annual meetings of the Association shall be held at such time and place as may be fixed by the Board of Directors. At such meetings of the Association, Roberts' Rules of Order shall apply.

Section 2. Quorum: At the annual meeting of the Association, a quorum shall consist of not less than fifteen (15) Professional, Enthusiast, and Lifetime Members.

Section 3. Program: The program of the annual meeting shall be devoted primarily to the furtherance of the mission of the Association.

Section 4. Notice: All members of this Association shall be notified in writing, at their last recorded addresses, of the annual meeting of the Association at least thirty (30) days prior to said meeting.

Section 5. Special Meetings: The Board of Directors is authorized to call special meetings of the general membership or Association if deemed necessary.

ARTICLE X

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of July and end on the last day of June of each year.

ARTICLE XI

FINANCES

Section 1. Association accounts: The Treasurer shall maintain bank accounts as directed by the Board of Directors.

ARTICLE XII

AMENDMENTS

Section 1. Notice: These By-Laws may be amended at any time by a vote of the majority of the Board of Directors present at any meeting at which such amendment is proposed. However, no such amendment shall be voted upon unless all members of the Board of Directors shall have at least fourteen (14) business days' notice of such proposed amendment (including a complete

text of any proposed amendment); provided further, that in the announcement of the annual meeting of the members all amendments to these By-Laws made in the preceding year shall be presented in summary form to the membership, and shall be subject to ratification by a majority vote of the members at such annual meeting . In the event any such amendment shall be rejected, any action taken pursuant to that amendment shall nonetheless be valid and binding on the corporation.

Section 2. Waiver: The notice required by Section 1 of this Article can be waived by unanimous vote of those members present and voting at said annual meeting.

Section 3. Proxies: No Proxies shall be allowed.

ARTICLE XIII

EX OFFICIO MEMBERS OF BOARD OF DIRECTORS

Section 1. Past presidents: All past presidents of the Association, after completion of their terms, shall be ex officio members of the Board of Directors so long as they remain members of the Association, provided, that the absence of a past president other than the immediate past president shall not count against the quorum of a meeting of the Board.

Section 2. Ex officio members of the Board of Directors shall be entitled to make motions, discuss business, and vote at meetings of the Board of Directors so long as they are Members of the Association in good standing.