

Women in Film and Television – Florida

By-laws 2017

BY-LAWS CHANGES

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ARTICLE I: STATEMENT OF PURPOSE

Women in Film and Television – FL (WIFT-FL), Inc. is a nonprofit organization of professionals founded to:

1. Create a support network and educational forum linking women in the film and television industry.
2. Actively pursue equitable treatment and opportunities for women in film.
3. Promote and enhance the recognition and increase the influence of women in film.

ARTICLE II: OFFICES

SECTION 1: OFFICES

The offices of the organization shall be located in the city of Orlando, County of Orange, state of Florida.

SECTION 2: ADDITIONAL OFFICES

The organization may also have offices at such other places as the Board of Directors may appoint or the business of the organization may require.

SECTION 3: ADDITIONAL OFFICES

The organization may also have offices/Branches at such other places as the Board of Directors may appoint or the business of the organization may require.

SECTION 4: Branches

To form a new WIFT-FL Branch, the Branch Organizer must gather 12 or more signatures from WIFT-FL Members from that region on a Branch petition. Signers must be members. Approval is required from the Chapter Headquarters Orlando. In many cases, a Branch may already exist which can be expanded to include members of another Sub-Branch or in an adjoining region.

SECTION 5: Approved Branch Locations

Orlando Central FL (Headquarter)

Jacksonville

Tampa Bay

Daytona Beach

Miami South/FL

Melbourne

SECTION 6: Branch Locations Operational Manual

An Operational Manual was created to assist in the creation of additional branch sites. This manual will be used when establishing a branch. See attachment for standard operational procedures.

SECTION 7: Financial Support:

WIFT-FL Organization is responsible for the formation of local Branch and Branch support. Your WIFT-FL Branch receives \$200 per year. In addition, receives up to \$500. Per quarter for technical, educational, or professional training. These funds are intended to support the work of the Branch. Branches may conduct fund raising activities approved in advance by the board of directors. Funds raised must be for training/educational events as per our mission statement. All funds raised must be deposited to WIFT-FL general account.

ARTICLE III: MEMBERSHIP

SECTION 1: QUALIFICATIONS OF FULL MEMBERS - \$75.

Members shall be individuals with professional experience in the film and television industries. Requirement for full membership is a minimum of two years professional experience in the industry.

SECTION 2: SPONSORSHIP OF NEW MEMBERS

An applicant for full membership to the organization shall be sponsored by one member in good standing who are familiar with the applicant's work. A member of the organization is eligible to be a sponsor when she/he has been a member in good standing for six months.

SECTION 3: APPROVAL OF NEW MEMBERS

Membership reviews shall be held during Board meetings on an as-needed basis. The approval of new members shall be given by the Board.

SECTION 4: ANNUAL DUES

The annual dues for membership shall be in the amounts determined by the Board of Directors from time to time. Failure to pay required dues within three months of the due date will result in suspension from the rights of membership. If dues are paid within the year that they are due, such suspension shall be lifted upon payment of dues. Otherwise, such suspension shall automatically be a termination of such membership.

SECTION 5: REINSTATEMENT

Any member may voluntarily withdraw from the organization, and may be reinstated to full membership upon approval by the Board, and, if dues have not been paid, upon payment of the appropriate dues.

SECTION 6: EXPULSION AND DISCIPLINE

Upon recommendation from a member, if the conduct of any member shall appear to the Board of Directors to be prejudicial to the interests and character of the organization, the Board of Directors may after giving the member written notice of the charges against her/him and proper opportunity to be heard by the Board, expel such member from membership.

SECTION 7: VOTING PROCEDURE

Every member in good standing shall be entitled to one vote on each matter submitted to a vote of members.

SECTION 8: APPEAL

Any person who is refused membership, disciplined or expelled can appeal the decision to the membership at the annual General Meeting and a majority of member's present can reverse the decision.

SECTION 9: CORPORATE MEMBERSHIP

A corporate member shall be defined as a legal business entity in the State of Florida or nationally who has some association with the film and television industry as a direct participant, support organization, or employer within the film and video related industries. The corporate member shall be entitled to three representatives to the organization, one of which must be permanent for the annual membership. The remaining two may be transferable to other members of the corporation and thus considered floating. The corporate member must have sponsorship of two full members in good standing or have been solicited by the membership Chairperson with the support of the Board of Directors.

CORPORATE SPONSOR CATEGORIES

VISIONARY – annual contribution \$5,000

One (1) individual Advisory Board membership to qualifying company executive

Up to Seven (7) individual memberships to qualifying company executives (4)

Sponsor logo/link on WIFT-FL home page and Corporate Sponsors page

Corporate logo displayed prominently at WIFT-FL meetings and events

Personal letter from the WIFT-FL President introducing new WIFT-FL sponsor and encouraging all WIFT-FL members to make them a preferred vendor

Six (6) complimentary admissions to all WIFT-FL programs

Six (6) complimentary admissions to WIFT-FL's Annual Jingle Mingle

Logo inclusion/link in WIFT-FL online newsletter

Listing as VISIONARY sponsor in all WIFT-FL publications and on annual brochure

Feature one of their employees as Our Spotlight Member at some point during the year.

Like their Facebook page & Follow their Twitter & Instagram accounts & encourage our members to do the same.

CELEBRITY – annual contribution \$2,500

Up to Six (6) individual memberships to qualifying company executives (3)

Sponsor logo/link on WIFT-FL home page and Corporate Sponsors page

Corporate logo displayed at WIFT-FL meetings and events

WIFT-FL Board introducing new WIFT-FL sponsor and encouraging all WIFT-FL members to make them a preferred vendor via online newsletter

Five (5) complimentary admissions to all WIFT-FL programs

Five (5) complimentary admissions to WIFT-FL's Annual Jingle Mingle

Logo inclusion/link in WIFT-FL online newsletter

Listing as CELEBRITY sponsor in all WIFT-FL publications and on annual brochure

Feature one of their employees as Our Spotlight Member at some point during the year.

Like their Facebook page & Follow their Twitter & Instagram accounts & encourage our members to do the same.

STAR – annual contribution \$1,000

Up to Five (5) individual memberships to qualifying company executives (2)

Sponsor logo/link on WIFT-FL Corporate Sponsors page

Corporate logo displayed at WIFT-FL meetings and events

Four (4) complimentary admissions to WIFT-FL programs

Four (4) complimentary admissions to WIFT-FL's Annual Jingle Mingle

Logo inclusion/link in WIFT-FL online newsletter

Listing as STAR sponsor in all WIFT-FL publications and on annual brochure

Like their Facebook page & Follow their Twitter & Instagram accounts & encourage our members to do the same.

FAN – annual contribution \$500

Up to Four (4) individual memberships to qualifying company executives (1)

Sponsor logo/link on WIFT-FL Corporate Sponsors page

Three (3) complimentary admissions to WIFT-FL programs

Listing/link in WIFT-FL online newsletter

Listing as FAN sponsor in all WIFT-FL publications and on annual brochure LIKE their Facebook page & Follow their Twitter & Instagram accounts & encourage our members to do the same.

CORPORATE MEMBER - \$250 Companies wishing to provide membership for four of its employees. Employees may be switched by request. All Corporate members have voting privileges and are eligible to sit on the board of directors.

SECTION 10: LIFETIME MEMBERSHIP

A lifetime full membership is extended to all the founding Board members and past Presidents to reflect the organization's appreciation of each individual's contribution.

SECTION 11: HONORARY MEMBERSHIPS

Honorary membership will be granted for outstanding contributions to the organization as determined by the Board of Directors. The membership may be granted by a two-thirds vote or more of all the current Board members. The membership shall be valid for one year and is non-renewable as an honorary membership for the following year only. The individual will have the rights of a full member for the duration of the honorary membership.

SECTION 12: FRIEND of WIFT-FL - \$40

For men and women working at all levels in the industry and/or students with less than two years of professional experience.

SECTION 13: STUDENT of WIFT-FL - \$25

Open to all high school and post-secondary students involved in the study of the entertainment industry. Current enrollment ID is required.

ARTICLE IV: MEETINGS

SECTION 1: PLACE OF MEETINGS

Meetings shall be held at any place designated by the Board of Directors.

SECTION 2: ANNUAL MEETINGS

The annual meeting of members shall be held once each year in the 4th quarter at a place to be determined by the Board. The purpose of this meeting is to introduce the new Officers and the Board of Directors to the membership, and to review the upcoming agenda for the calendar year.

SECTION 3: NOTICE OF MEETING

Written notice of membership meetings stating the date, time, and place shall be given to members by electronic dissemination.

SECTION 4: VOTING

Each Full Member in good standing is entitled to one vote, but cumulative voting will not be permitted. Voting will be held each year in November, at a date to be determined by the existing Board.

SECTION 5: ELECTRONIC VOTING

There are two types of work we do online: general discussions of issues and official business motions. "For official business motions:

- Discussion can precede or follow a motion.
- A director can move a motion and should include a suggestion for discussion time.
- The Secretary (or relevant board member) will post the motion on the board's online space.
- All discussion must follow the same email thread; other emails should not follow this thread.
- A motion needs to be seconded before discussion or voting.
- Discussion: Minimum 2 days unless all agree in writing to a shorter timeframe. Since we are not all online every day, we need to allow reasonable time for people to discuss. Discussion time can be extended by simple majority of all board members.
- Chair (or mover) sends a reminder that the motion is on the table after 3 days and again after 6 days if the discussion period is longer.
- Amendments: If amendments are deemed friendly by the mover, discussion then moves to the amended motion. If amendments are not friendly, then the proposed amendment will be discussed and voted on.
- In the case of a vote, the chair or mover circulates email with a new subject with a vote name and number. Directors vote by sending an email with "MOTION on xxxx." YES/NO/ABSTAIN.

E-Mail Voting Policy

1. Board actions may be taken by unanimous written consent.
2. If an item for board action is best addressed before a board meeting, the following factors will be considered by the Board President before determining whether to ask for an action by written consent:
 - (a) How soon a decision is required.
 - (b) Whether the decision would be better made after further discussion and/or whether alternatives should be considered.
 - (c) Whether the action is a routine action that the Board can take in lieu of the board at a meeting.
 - (e) Whether all directors have indicated they are unanimously in favor of the action and will be available to sign and return a written consent.
3. The action shall allow a director to check that he or she is in favor of or opposed to the particular action.
4. Each director shall return the written consent to the Secretary by email within 24 hours unless another deadline is provided in the email. The original signed consents will be sent to the Secretary by mail or delivered in person at the next board meeting.
5. Upon the Secretary's receipt and verification of all written consents approving the action, the action is duly approved. Regardless of whether the action is approved or not, the Secretary will confirm whether the action has passed or failed by email to all directors upon receipt of all the individual written consents.
6. The Secretary will file all individual written consents with the corporation's minute book.

ARTICLE V: BOARD OF DIRECTORS

SECTION 1: BUSINESS OF ORGANIZATION

The business of this organization shall be conducted by the Board of Directors.

SECTION 2: QUALIFICATIONS OF DIRECTORS

Each Director shall be at least 21 years of age and a full member in good standing of the organization. A representative from a corporate membership can serve on the Board of Directors if that individual can satisfy the requirements as a full member on their own.

SECTION 3: NUMBER OF DIRECTORS

The number of Directors constituting the entire board shall be twenty (20). The number of Directors may be increased or decreased by the Board providing that a decrease will not shorten the term of any incumbent Director. The immediate past-President shall be an additional, non-elected, voting member of the Board for a one-year term, if the past-President so desires. This term would begin upon the completion of a full term as President.

SECTION 4: NOMINATION OF DIRECTORS

The President shall appoint, with the approval of the Board of Directors, a nominating committee of not less than four (4) members from the Board of Directors. Any full member of the organization interested in becoming a member of the Board of Directors may submit a request for consideration to the nominating committee. The nominating committee shall decide upon the names of candidates for election and shall make recommendations to the Board of Director's not later than November 1.

SECTION 5: TERM OF DIRECTORS

During the November election, Directors will be elected for a two-year term.

SECTION 6: ELECTION PROCEDURE

Ballots and electoral information will be electronically disseminated to each full member. By the Election deadline, the scrutinizers appointed by the Board of Directors will tabulate the results. Results of the election will be available immediately, but will be publicly announced to the membership at the first quarter General Meeting.

SECTION 7: ATTENDANCE OF DIRECTORS

If a Director fails to attend three consecutive regular meetings without an assigned Proxy, the Board may remove and/or replace said Director.

SECTION 8: RESIGNATION OF DIRECTORS

A Director may resign at any time. Such resignation shall be made to the President and Secretary in writing, and shall take effect at the time specified therein and if no time is specified, at the time of its receipt by the President and Secretary. The acceptance of a resignation is not necessary to make it effective.

SECTION 9: VACANCIES

If the office of any Director becomes vacant, the Directors shall appoint a member to fill the vacancy for the unexpired term of her/his predecessor.

SECTION 10: QUORUM AND VOTING OF DIRECTORS

A majority of the entire Board shall constitute a quorum for the purpose of Board meetings. A majority of those present, at a duly constituted Board meeting, shall be empowered to act on behalf of the Board at such meeting.

SECTION 11: MEETINGS AND NOTICE OF MEETINGS

Regular meetings of the Board of Directors may be held without notice at such time and place as fixed by the Board. Special meetings of the Board of Directors shall be held upon two (2) days notice to the Directors.

SECTION 12: COMPENSATION OF DIRECTORS

Directors shall not receive any salary for their services as Directors, except in payment of reasonable expenses as approved by the Board. This should not preclude any Director from serving the organization in any capacity other than staff and receiving the compensation, which shall be reasonable and commensurate with services performed.

SECTION 13: STANDING COMMITTEES

Any and all standing committees shall include at least one member of the Board of Directors. Each committee chair is responsible for preparing a statement of goals for their committee for the coming year, appointing subcommittees as needed and overseeing the budget for the committee. Standing committees include:

- **Program/Events** – charged with organizing and executing at least one monthly event.
- **Membership** – charged with soliciting and maintaining the membership to include processing new members, invoicing existing members for renewal, and maintaining the membership roster. Standing subcommittees reporting to the Membership Chair are: Benefits, Corporate, and After Hours.
- **Educational and scholarships** – charged with overseeing the administration of any grants and scholarships of the organization.
- **Nominating** – charged with soliciting, collecting, and reviewing nominations for the Board of Directors and Officers of the Board of Directors in time for the election. Candidates for election to the Board of Directors shall be nominated by the Nominating Committee and approved by the Board of Directors. The slate of Board-approved nominees shall be made available through an electronic format no later than thirty (30) days prior to voting.
- **Marcomm Committee** - Marketing/Communications Committee oversees the public face of WIFT-FL managing social media and promotional materials. It also assists the other WIFT-FL committees with their outreach needs.

- **Branch Committee** - Charged with overseeing the administration of local WIFT-Branches

- **Budgeting** – charged with organizing and developing a budget for the upcoming year

SECTION 14: ADVISORY BOARD

The Advisory Board shall be comprised of members of the community whose association with the organization is seen as an asset by the Board of Directors. The individuals will be asked to serve on the Advisory Board for a period of two years. Further, these individuals agree to advise the Board of Directors in matters reflecting their expertise and to support the organization as appropriate. If the conduct of any Advisory Board member appears to the Board of Directors to be prejudicial to the interests and character of the organization, the Board of Directors may, after giving written notice of the charges against the member and proper opportunity to be heard by the Board, remove the Advisory Board member.

ARTICLE VI: OFFICERS

SECTION 1: OFFICERS

The officers of this organization shall be members of the Board of Directors and shall be President, Vice Presidents, Recording/Correspondence Secretary, and Treasurer.

SUBSECTION A: DUTIES OF THE PRESIDENT

The office of President is charged with:

1. Representing the Organization at all WIFT-FL events and other industry-related events or designating an appropriate representative.
2. Conducting the scheduled Board of Directors meeting.
3. Appointing appropriate individuals to the standing committees with the approval of the Board of Directors.

SUBSECTION B: DUTIES OF THE FIRST VICE PRESIDENT

The office of First Vice President is charged with:

1. Acting in all the capacities of the President in the absence of the President.
2. In the event of the removal of the current President by choice or expulsion, the Vice President would automatically become the President for the remainder of the term. A new Vice President would be appointed and approved by the Board of Directors.
3. Act as the liaison between the Advisory Board and the current Board of Directors.

SUBSECTION B.1: DUTIES OF THE SECOND VICE PRESIDENT

The office of Second Vice President is charged with:

1. Acting in all the capacities of the First Vice President in the absence of the First Vice President.
2. In the event of the removal of the First Vice President by choice or expulsion, the Second Vice President would automatically become the First Vice President for the remainder of the term. A new Second Vice President would be appointed and approved by the Board of Directors.
3. Act as the liaison between the Advisory Board and the current Board of Directors when the First Vice President is unable to attend.

SUBSECTION C: DUTIES OF THE RECORDING/CORRESPONDENCE SECRETARY

The office of Recording Secretary shall be charged with:

1. Taking and distributing, in a timely manner, the minutes of the scheduled Board of Director's meetings and any other events where organization business is conducted.
2. Maintaining the organization Bylaws and distributing them to the Board and the Membership Chair.
3. Maintaining a depository of the organization's minutes and standing letters for standing committees.

SUBSECTION D: DUTIES OF THE TREASURER

The office of Treasurer shall be charged with:

1. Maintaining the financial books of the organization.
2. Preparing and signing all checks or other financial instruments to fulfill financial obligations of the organization.
3. Representing the organization at any audits or other financial investigations.
4. Preparing and reporting a Profit and Loss statement for the scheduled Board of Directors meetings.
5. Preparing an annual budget for the organization, which shall be presented at the first quarter General Meeting of the members.

SECTION 2: ELECTION AND TERM OF OFFICE

New officers will be elected prior to the last meeting of the Board of Directors. Each officer will be appointed to hold office for the term of two years until her/his successor has been appointed and approved by the Board of Directors.

SECTION 3: REMOVAL OF OFFICERS

Any officer appointed by the Board may be removed with cause by the Board.

SECTION 4: VACANCIES

If the office of any officer becomes vacant, the Directors shall appoint a qualified Director to fill such a vacancy, who shall hold office for the unexpired term of her/his predecessor and until her/his successor is elected or appointed and qualified.

ARTICLE VII: MISCELLANEOUS PROVISIONS

SECTION 1: AMENDMENT AND REPEAL OF BYLAWS

Proposed amendments or bylaws must be presented in writing to the membership. The membership will be given a minimum of 30 days for written comments. After that time, if the Board of Directors passes an amendment or bylaw, an approval ballot will be electronically disseminated to the membership. If a majority of those responding approve of the change, it is considered ratified.

SECTION 2: ANNUAL STATEMENT

The Board of Directors shall annually submit to full members in good standing a statement of the physical and financial condition of the organization. This will include a Profit and Loss statement covering the preceding fiscal year.

SECTION 3: SIGNING OF OBLIGATIONS

All checks, drafts, notes or other obligations of the organization shall be signed by the Treasurer and one other Officer, or in the absence of the Treasurer, the President and one other Officer. Payment of \$250.00 or less may be made by the Treasurer under single signature with written permission from the President or one other Officer.

SECTION 4: AD HOC COMMITTEES

Ad Hoc committees may be formed time to time established by a vote of the Board of Directors and shall have such powers assigned by the Board of Directors.