

# Klamath Film

## BYLAWS

Last Revised November 21, 2019

### Mission Statement

"To build, promote, and support an industry of filmmaking in and around Klamath Falls, Oregon while connecting our community to film."

### ARTICLE I.....GENERAL

#### SECTION 1. NAME AND LEGAL STATUS

The name assumed by this organization and by which it shall be known is "Klamath Film". Klamath Film is organized as a non-profit, public benefit, membership corporation under the laws of the State of Oregon, and is tax exempt under Section 501(c)(3) of the United States Internal Revenue Code. The organization's duration shall be perpetual.

#### SECTION 2. PURPOSE

The purpose or purposes for which Klamath Film is organized are:

1. To provide resources and education for individuals to produce film/video media from conception to finish production.
2. To further film/video production in the Klamath Basin and the region it serves by raising awareness through industry contacts, infrastructure building, and promotion of local industry.
3. To increase local/regional exposure to independent film art and culture by curating independent film content through regular programming.

#### SECTION 3. GUIDING LAW

Klamath Film is subservient to local, state, and federal laws, rules, and regulations, in whole, and particularly with regard to the provisions required to maintain its status as an Oregon non-profit, public benefit, membership corporation, and as required in order to maintain its 501(c)(3) status according to the United States Internal Revenue Code.

## **ARTICLE II.....MEMBERSHIP**

### **SECTION 1. ELIGIBILITY**

1. Klamath Film is open to any and all interested persons, parties, organizations, groups etc., who have a desire to build, learn, promote, sustain, and engage in the art of film/video production in the Klamath Basin and the region it serves.
2. "Members" are distinct from donors, volunteers, ticket or pass holders, or any other supporters, partners, or shareholders, etc.
3. The Board of Directors shall establish criteria for membership, including a schedule of benefits, dues, and any waivers thereof, as well as procedural requirements for prospective members, as part of its Policies & Procedures handbook, unless otherwise proscribed by law, the Certificate of Incorporation, and/or these Bylaws.

### **SECTION 2. RIGHTS AND INTERESTS**

1. Members are entitled to vote for two (2) Directors annually, as representatives of the membership to the Board of Directors, and any amendment or other change to the Bylaws and/or policies and procedures which may affect member rights. All other amendments or changes to the Bylaws, or any other matters pertaining to the government and policy-making of the organization, its rights and interests, shall be exercised solely by the Board of Directors.
2. All rights and interests of Klamath Film as a member, shareholder or otherwise in other corporations, partnerships, ventures, organizations and entities shall be exercised solely by the Board of Directors of Klamath Film except to the extent such authority is delegated by the Board of Directors to one or more of its Officers, either generally or with respect to specific matters.

### **SECTION 3. MEMBER MEETINGS**

1. Members shall have an opportunity to meet once a month. Meeting location, date, and time shall be posted on Klamath Film's main web site. Additionally, reasonable effort shall be made to notify members by e-mail, social media, or any other commonly accepted medium of communication.
2. The October member meeting of each year will serve as the Annual Member Meeting at which members will vote on matters in accordance with the limited rights afforded to them in Article II, Section 2.
  - a. A notice of the Annual Member Meeting must be given not less than seven (7) and not more than thirty (30) days before the date of the meeting. Notification may be made in writing, e-mail, or any reasonable manner.
  - b. Ballots must be mailed, or e-mailed, to all members in good standing. Printed ballots must also be available at the meeting.
  - c. Each Klamath Film member has only one (1) vote. Members absent from the October meeting may submit a signed ballot as an absentee. Voting by proxy will not be accepted.

## **ARTICLE III.....BOARD OF DIRECTORS**

### **SECTION 1. THE BOARD**

The government and policy-making responsibilities of Klamath Film shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs in accordance with the Bylaws. Final authority in all matters rests with the Board of Directors, except as regards the limited rights afforded members per Article II, Section 2.

1. The Board shall consist of not less than seven (7) and no more than thirteen (13) Directors. Directors "Members" or "Supporters" of Klamath Film in good standing.
2. The minimum number of Directors shall consist of its Officers (the Chair, Vice Chair, Secretary, and Treasurer), an Executive Director hired by the Board, and two (2) Directors elected by Klamath Film's membership.
3. The Board may fill any number of additional seats, as needed, up to the maximum allowed. Additional Board seats must be filled in accordance with Article V.
4. In the event any Board seat is vacated through removal or other special circumstance causing the number of Directors to fall under the minimum required, the Board shall temporarily appoint a Klamath Film member of their choosing until an election is held.

### **SECTION 2. DIRECTOR TERM OF SERVICE**

1. The term of service for Directors elected by the Board shall be three (3) years.
2. The term of service for Directors elected by the membership as afforded by Article II, Section 2 shall be one (1) year.
3. Both classes of Directors shall serve no more than two (2) consecutive terms, with the exception any Director elected by the membership to serve 1-year terms may also serve one (1) regular 3-year term by invitation of the Board. One full year must lapse before a termed-out Director may be re-elected to the Board.
4. In the event the Executive Director leaves his/her position, he/she may serve on the Board as a Director with his/her term count reset if so invited by the Board.
5. Terms will commence at the beginning of the calendar year immediately following election. In the event a Board seat is assumed by a Director mid-term, whether as a result of vacation or other circumstance, the current calendar year will be considered the first year of the term.

### **SECTION 3. POLICIES & PROCEDURES**

The Board of Directors is responsible for establishing policies and procedures of the organization. These policies shall be maintained in a policy manual, to be reviewed and revised as necessary.

## **SECTION 4. QUORUM**

At any meeting of the Board, a presence of five (5) Directors or a majority of the Directors, whichever is greater, will constitute a quorum.

## **SECTION 5. BOARD MEETINGS**

1. The Board shall meet monthly. Reasonable effort shall be made to notify Board members of the meeting location, date, and time by e-mail, social media, or any other commonly accepted medium of communication.
2. The November Board meeting of each year will serve as the Annual Board Meeting, at which the Board of Directors will hold election of Officers for the next calendar year, and any number of Board seats necessary to fulfill the minimum requirements, or up to the maximum allowed, in accordance with the Bylaws. Notice of the Annual Board Meeting must be given not less than seven (7) and not more than thirty (30) days before the date of the meeting. Notification may be made in writing, e-mail, or any reasonable manner.

## **ARTICLE IV.....OFFICERS OF THE BOARD**

### **SECTION 1. OFFICERS**

The Officers of Klamath Film shall be the Chair, Vice Chair, Secretary, and Treasurer.

1. Only newly elected and continuing Directors are eligible to be Officers for the next calendar year, and must be elected by a majority vote of the Board of Directors at the Board's annual meeting.
2. Directors serving as Officers will retain their right to vote as Directors. The Executive Director will serve as a non-voting Director for the duration he/she holds the title of Executive Director.
3. Officers shall be elected for a one year term of service.
4. Officers shall serve no more than two (2) consecutive terms of the same office. One full year must lapse before a former two-term Officer may be re-elected to the office in question.
5. In the event an Office is vacated through removal or other special circumstance, the Board shall temporarily appoint a Director of their choosing to fill the office until an election is held.

### **SECTION 2. CHAIR**

The Chair shall:

1. Preside at all meetings of the Board of Directors and conduct business in conformance with the Bylaws and standing rules.
2. Appoint a Chair of each Board designated committee.

3. Supervise the work and activities of the Board of Directors.
4. Supervise the Executive Director.
5. Have other powers and perform such other duties as the Board of Directors or these Bylaws may prescribe.

### **SECTION 3. VICE CHAIR**

The Vice Chair shall:

1. Serve on all Board designated committees.
2. Assume the Chair's duties in the temporary absence of the Chair.
3. In the event of the Chair's vacation of post the Vice Chair shall assume all the duties of the Chair for the remaining term of office.
4. Have other powers and perform such other duties as the Board of Directors or these Bylaws may prescribe.

### **SECTION 4. SECRETARY**

The Secretary shall:

1. Record and provide minutes of all meetings of the Board, the Annual Member Meeting, and any other meetings of official Klamath Film business.
2. In the temporary absence of the Chair and Vice Chair, the Secretary shall assume the duties of the Chair insofar as necessary to conduct meetings.
3. Perform the customary duties pertaining to the office of Secretary.
4. Have other powers and perform such other duties as the Board of Directors or these Bylaws may prescribe.

### **SECTION 5. TREASURER**

The Treasurer shall:

1. Be responsible for overseeing the financial affairs of Klamath Film.
2. The Treasurer and one other Officer's signature is necessary to draw funds from Klamath Film's accounts. The four elected Officers shall sign the bank signature card so that any two Officers can co-sign in the absence of the Treasurer.
3. Perform the customary duties pertaining to the office of Treasurer.
4. Have other powers and perform such other duties as the Board of Directors or these Bylaws may prescribe.

## **ARTICLE V.....ELECTIONS**

### **SECTION 1. ELECTION OF DIRECTORS BY MEMBERS**

1. In September of each year, the Board of Directors must seek nominees from the membership of Klamath Film, to be voted upon at the Annual Member Meeting, for election as Directors to represent the membership as afforded in Article II, Section 2. All members in good standing are eligible for nomination.
2. Candidates will be voted upon during the October Annual Member Meeting by those members present at the meeting, by a signed absentee ballot, or by a hand-written statement with their signature upon the statement. Voting must be conducted as a secret ballot for the purpose of protecting the security and integrity of each member's right to vote.
3. Election to the Board of Directors will require a plurality vote from those members in attendance during the meeting at which the vote is cast and by online poll or email response, by a signed absentee ballot, or by a hand-written statement with their signature upon the statement. Each member will be given a ballot listing all nominees, and will vote for no more than the number of available seats. While members may vote for fewer than the number of available seats, any ballot with more selections than seats available will be discarded. The available seats will be filled by the nominees with the highest vote totals in descending order.

### **SECTION 2. ELECTION OF DIRECTORS BY SELF-SELECTION**

1. The Board of Directors shall determine its own nomination and eligibility requirements, so long as they are consistent with the organization's Bylaws, its Policies & Procedures, all applicable local, state, and federal laws and compliance required by it's legal and tax-exempt status.
2. The Board of Directors may elect new Directors to unfilled Board seats at any meeting throughout the year, so long as notice is given not less than seven (7) and not more than thirty (30) days before the date of the meeting. Notification may be made in writing, e-mail, or any reasonable manner.
3. Candidates must be voted upon by those Directors present at the meeting, by a signed absentee ballot, or by a hand-written statement with their signature upon the statement.
4. Election to Office and/or the Board of Directors shall require a minimum 2/3 vote in favor.

## **ARTICLE VI....FINANCES**

1. All money collected from dues or any other source must be held at an established financial institution, in an account not subject to any risk involving loss of funds aside from nominal account fees. Said account will be set up with a dual signature withdrawal system. The names listed on the account shall be those of the Chair, Vice Chair, Secretary, and Treasurer.
2. No obligation or expense shall be incurred, and no money shall be appropriated or paid, except as adopted and approved by the Board of Directors.

3. Klamath Film shall follow a standard calendar tax year closing on December 31.
4. The Board of Directors shall prepare and approve a budget from the estimated income and expenses for the ensuing fiscal year no later than February of that year.

### **ARTICLE VII....AMENDMENT OF THE BYLAWS**

1. Amendments to the Bylaws may be proposed by any Director or member of Klamath Film and must be submitted to the Board of Directors in writing.
2. Klamath Film members must be given notice of any approved amendment to the Bylaws, or any policy change, which may affect member rights.
3. A thirty (30) day waiting period must be observed before voting on any change and/or amendment to the Bylaws or policies and procedures. This thirty (30) day waiting period can never be changed/amended or revoked.
4. Any new amendment or change to the Bylaws and/or policies and procedures, which may affect member rights must be voted upon at the Annual Member Meeting following the introduction of said change or amendment and the required 30-day waiting period, by those members present at the meeting and by online poll or email response, by a signed absentee ballot, or by a hand-written statement with their signature upon the statement. A simple majority (50%+) vote in favor by those members in attendance during the meeting at which the vote is cast, and by online poll or email response, by a signed absentee ballot, or by a hand-written statement with their signature upon the statement will be required for ratification.
5. Any new amendment or change to the Bylaws and/or policies and procedures, which does not affect member rights shall be voted upon solely by the Board of Directors at a meeting following the introduction of said change or amendment and the required 30-day waiting period, by those Directors present at the meeting, by a signed absentee ballot, or by a hand-written statement with their signature upon the statement. A two-thirds (2/3) vote in favor will be required for ratification.
6. Any amendment or change required to be passed by the membership, or any amendment or change requiring passage by the Board only (in accordance with the current Bylaws) will go into effect immediately, and must be written into the Bylaws as voted upon. For the sake of clarity an effective date of revision (ex. "Last Revised January 23, 2012") shall be listed solely beneath the title of this document, with a chronological list of previous revisions appearing at the end of this document. Any previous version(s) of this document shall be archived and available for viewing at any member's request.

### **ARTICLE VIII.....DISSOLUTION**

Upon the dissolution of the organization, assets shall be distributed to Klamath Community College, or an educational organization which is recognized by the federal government of the United States as tax-exempt under section 501(c)(3) of the Internal Revenue Code if Klamath Community College's status is not recognized or is otherwise ineligible.

## **ARTICLE IX....GOVERNING PROCEDURES**

1. The latest edition of Parliamentary Procedure, (i.e. Robert's Rules) shall govern this organization.
2. Standing rules may be changed at any regular meeting by a majority of the members present.
3. The Bylaws may be changed only by Amendment. (See Article VII)
4. A copy of the Bylaws, Policies & Procedures, and standing rules shall be made available to members upon request.

**Adopted November 11, 2011**

**Revised and Approved: February 27, 2012** – clarify vote requirements, detail board duties/makeup

**Revised and Approved: November 26, 2012** – minor clarifications, Officers/Directors must be members

**Revised and Approved: October 21, 2013** – changed required vote minimums due to growth

**Revised and Approved: November 18, 2013** – big clean, tightened language, separated policies & proc.

**Revised and Approved: November 17, 2014** – removed specific membership meeting location/time

**Revised and Approved: August 21, 2017** – org. name change, major clean/revise for growth/evolution

**Revised and Approved: March 14, 2018** – clarified Exec Director is a non-voting Director

**Revised and Approved: February 12, 2019** – adjust mission statement

**Revised and Approved: October 24, 2019** – revise member vote required minimums and process

**Revised and Approved: November 21, 2019** – adjust mission statement and Director terms/makeup