

THE BYLAWS OF THE OLYMPIA FILM COLLECTIVE (OFC)

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THE BYLAWS OF THE OLYMPIA FILM COLLECTIVE (OFC)

ARTICLE I GENERAL

1.1 Office of Record.

The office of the Olympia Film Collective (OFC, or otherwise herein the Corporation) shall be located at such location as from time to time determined by the Board of Directors. The initial office of record shall be: 120 State Avenue NE, #303, Olympia, WA 98501.

1.2 Mission Statement.

The mission of the Olympia Film Collective is to encourage the creation and production of independent film in Southwestern Washington by providing material, personal, educational and financial resources to filmmakers.

ARTICLE II BOARD OF DIRECTORS

2.1 General Powers.

The affairs of the Corporation shall be managed by a Board of Directors.

2.2 Number and Type.

2.2.1 The Board shall consist of not less than five (5) nor more than fifteen (15) Directors, the specific number to be set by resolution of the Board. Ex Officio Directors shall not be included in the total count of seated Directors. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

2.2.2 Ex Officio. The Board of Directors may also include not more than five (5) Ex Officio, non-voting Directors, who may be appointed by a majority of the voting Directors. Ex Officio Directors may not serve as Officers of the Corporation and are non-voting positions.

2.2.3 A majority of the appointed voting positions on the Board shall be designated for current residents of the greater Olympia, WA area (within 20 miles of the city boundary). In the event the number of Directors that are current residents of the greater Olympia, WA area should fall below a majority, the Board shall endeavor to appoint qualified Directors as soon as practicable; however, the temporary lack of Directors that are current residents of the greater Olympia, WA area shall not constitute a breach of these bylaws.

2.3 Term of Directors.

Unless a Director or Ex Officio Director dies, resigns or is removed, he or she shall hold office for a term of two (2) years or until his or her successor is seated, whichever is later. For purposes of position designation and election cycles, all terms shall begin January 1, and end two years later. Even numbered positions shall be elected in even numbered years, and odd numbered positions shall be elected in odd numbered years.

2.4 Qualifications.

To qualify for election Directors must:

- (a) be a Washington State resident; and
- (b) have served as a Committee Chair for at least one year prior to the date of the election and have such additional qualifications as the Board may prescribe by resolution or amendment to these Bylaws.

2.5 Election of Directors.

2.5.1 Initial Directors. The Initial Directors named in the Articles of Incorporation shall serve until seating of new directors elected at the annual meeting of the Board the year following establishment of the Corporation.

2.5.2 Successor Directors. Successor Directors shall be elected to staggered terms each year at the annual meeting of the Board by the affirmative vote of a majority of the Directors then in office.

2.5.3 Seating. All newly-elected Directors shall be seated at the regular meeting of the Board of Directors in January, or the first regular meeting of the Board of Directors following the election, whichever is earlier, and shall be participating members thereafter.

2.5.4 Ex Officio. Ex Officio Directors may be elected at any time. Ex Officio Directors are elected by resolution of the Board of Directors. Ex Officio directors are not subject to term limits and may be removed from office, with or without cause, by a majority of the vote cast by Directors then in office.

2.6 Regular Meetings.

By resolution, the Board may specify the date, time and place for holding regular meetings without other notice than such resolution. Regular Meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, the Vice President, or any two (2) directors. The Board of Directors shall meet at least four times per calendar year.

2.7 Annual Meeting.

The annual meeting of the Board shall be held during the month of November on a date chosen by the President or the Board for the purposes of electing Directors and officers and transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

2.8 Special Meetings.

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, the Vice President, or any two (2) directors.

2.9 Meetings by Electronic Means.

Members of the Board or any Committee designated by the Board may participate in a Meeting of such Board or Committee by means of a conference telephone or similar electronic communications equipment by means of which all people participating in the Meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a Meeting.

2.10 Place of Meetings.

All Meetings shall be held at the principal office of the Corporation or at such other place within or without the state of Washington designated by the Board, by any persons entitled to call a Meeting or by a waiver of notice signed by all Directors.

2.11 Notice of Special Meetings.

Notice of Special Board or Committee Meetings shall be given to a Director either personally or by mail or via electronic transmission not less than seven (7) days before the Meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the Corporation. Neither the business to be transacted at, nor the purpose of any Special Meeting need be specified in the notice of such Meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official governmental mail properly addressed with postage thereon prepaid.

2.12 Waiver of Notice.

2.12.1 In Writing. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to receive such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any Regular or Special Meeting of the Board need be specified in the waiver of Notice of such Meeting.

2.12.2 By Attendance. The attendance of a Director at a Meeting shall constitute a waiver of notice of such Meeting, except where a Director attends a Meeting for the express purpose of objecting to the transaction of any business because the Meeting is not lawfully called or convened.

2.13 Quorum.

A majority of the number of voting Directors in office shall constitute a quorum for the transaction of business at any Board Meeting. Ex Officio Directors do not count toward the establishment of a quorum for the transaction of business at any Board Meeting.

2.14 Proxy.

Directors may not vote by proxy.

2.15 Manner of Acting.

The act of a majority of the Directors present at a Meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

2.16 Presumption of Assent.

A Director of the Corporation present at a Board Meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the Meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the Meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Corporation immediately after the adjournment of the Meeting. Any such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

2.17 Action of Board Without a Meeting.

Any action which could be taken at a Meeting of the Board may be taken without a Meeting if the corporate action is approved by all members of the Board. The approval of the corporate action must be evidenced by one or more consents describing the corporate action being approved, executed by each director either before or after the corporate action becomes effective, and delivered to the corporation for inclusion in the minutes or filing with the corporate records, each of which consents shall be set forth either (a) in an executed record or (b) by electronic transmission to the designated address, location, or system of the Corporation, provided that the transmission provides sufficient information to determine the sender's identity. All such consents, taken together, shall constitute one and the same document, and such consent shall be inserted in the records.

2.18 Resignation.

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Corporation, or by giving oral or written notice at any Meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

2.19 Absences.

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board, unless confined by illness or other absence approved by a majority vote of those voting at any meeting of the Board. A member of the Board of Directors who shall be absent from more than six (6) meetings of the Board during one year shall be automatically dropped from membership on the Board.

2.20 Removal.

At a Meeting of the Board called expressly for that purpose, one or more Directors may be removed from office, with or without cause, by two-thirds (2/3) of the vote cast by Directors then in office.

2.21 Vacancies.

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

2.22 Compensation.

Directors shall not receive any stated salary for their services; however, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor. No loans shall be made by the corporation to any Director.

2.23 Business Relationships Between Corporation and Directors.

The Corporation may enter into contracts or otherwise transact business as a vendor, purchaser, or otherwise, with directors and officers or with organizations or businesses they are involved with; provided, that the fact that such director, firm or entity so interested shall be disclosed to or shall have been known by the Board of Directors or a majority thereof prior to the Corporation's entering into the contract, as long as full disclosure is given of such a transaction or relationship. The affected directors shall abstain from voting on any matter relating to their own business or any organization/business they are involved in and may be asked to absent themselves from the discussion of such a transaction.

2.24 Conflict of Interest.

At all times, prudent behavior shall dictate actions taken or board appointments made where a potential conflict of interest is evident. Board members must make any potential conflicts of interest known to the other members of the board. In the event of a situation where a conflict of interest could influence decision making, board members must excuse themselves from the situation. A board member's absence from a meeting due to conflict of interest issues should be noted in the minutes.

2.24.1 Conflict of Interest Policy. The Board shall adopt by resolution and may update from time to time a Conflict of Interest Policy.

2.24.2 Annual Conflict of Interest Statements. Any Director, officer, or member of a committee with governing board-delegated power shall annually sign a Conflict of Interest Statement.

ARTICLE III OFFICERS

3.1 Number and Qualifications.

The Officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary/Treasurer or a Secretary and Treasurer, each of whom shall be elected by the Board. Other Officers may be elected or appointed by the Board, such Officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws, or as may be provided by resolution of the Board. Any Officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

3.2 Election and Term of Office.

The Officers of the Corporation shall be elected each year by the Board immediately following the election of new directors, or at the first meeting of the Board following the election of new directors. All newly-elected Directors shall take office at the regular meeting of the Board of Directors in January, or the first regular meeting of the Board of Directors following the election, whichever is earlier. Unless an Officer dies, resigns or is removed from office, he or she shall hold office until the next election of Officers or until his or her successor is seated.

3.3 Resignation.

Any Officers may resign at any time by delivering written notice to the President, a Vice President, the Secretary, or the Board, or by giving oral or written notice at any Meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the

time is not specified therein, upon delivery thereof, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.4 Removal.

Any Officer or agent elected or appointed by the Board may be removed from office, with or without cause, by a majority of the vote cast by Directors then in office, whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract right, if any, of the person so removed.

3.5 Vacancies.

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

3.6 Duties.

The Officers of the Corporation shall be responsible for the day-to-day management of the Corporation. The Executive Committee may acquire the services of an Association Administrator, Executive Director, or other professionals as needed to manage the day-to-day activities of the Corporation. Such services may be provided by at-will employees or contractors. The Officers retain the responsibilities for setting policy, overseeing the general activities of the Corporation, and providing fiscal and operational review.

3.7 President.

The President shall be the Chief Executive Officer of the Corporation and, subject to the Board's control, shall supervise, and control all of the assets, business, and affairs of the Corporation. The President shall preside over Meetings of the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other Officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other Officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

3.8 Vice Presidents.

In the event of the death of the President or his or her inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing Officers) shall perform the duties of the President, except as may be limited by resolution of the Board, with all powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to

sign deeds, mortgages, bonds, contracts, or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board.

3.9 Secretary.

The Secretary shall:

- (a) keep the minutes of Meetings of the Board and minutes which may be maintained by Committees of the Board;
- (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) be custodian of the corporate records of the Corporation;
- (d) keep records of the post office address of each Director and each Officer;
- (e) sign with the President or other Officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and
- (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

3.10 Treasurer.

The Treasurer shall:

- (a) have charge and custody of and be responsible for all funds and securities of the Corporation;
- (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and
- (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President of the Board.

3.11 Executive Committee.

The Officers and the immediate Past President shall constitute the Executive Committee. Additional voting Directors may be appointed to the Executive Committee by resolution of the board.

ARTICLE IV COMMITTEES

4.1 Standing or Temporary Committees.

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary Committees, each of which shall consist of two (2) or more persons, one of which shall be a Director. Such Committees shall have

and exercise the authority of the Directors in management of the Corporation, subject to such limitations as may be prescribed by the Board; except that no Committee shall have the authority to:

- (a) amend, alter or repeal these Bylaws;
- (b) elect, appoint or remove any member of any other Committee or any Director or Officer of the Corporation;
- (c) amend the Articles of Incorporation;
- (d) adopt a plan of merger or consolidate with another corporation;
- (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business;
- (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor;
- (g) adopt a plan for the distribution of the assets of the Corporation; or
- (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a Committee.

The designation and appointment of any such Committee and the delegation thereof of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him, or her by law.

4.2 Quorum and Manner of Acting.

A majority of the number of Committee Members composing any Committee shall constitute a quorum, and the act of a majority of the members of a Committee present at a Meeting at which a quorum is present shall be the act of the Committee.

4.3 Resignation.

Any member of any Committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such Committee, or by giving oral or written notice at any Meeting of such Committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal of Committee Member.

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any Committee elected or appointed by it.

ARTICLE V ADMINISTRATIVE PROVISIONS

5.1 Books and Records.

The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any Minutes which may be maintained by committees of the Board; records of the Corporation and address of each Director, and each Officer, and such other records as may be necessary or advisable. The minutes and the books and records of accounts shall be kept either in written form or in any other form capable of being converted to written form. The minutes and books and records of account shall be open to inspection upon approval by the Board of written demand of any member for a purpose reasonably related to the member's interest as a member.

5.2 Registered Office and Agent.

The Corporation shall maintain a registered office and a registered agent within the State of Washington in accordance with the requirements of the Washington Nonprofit Corporation Act. The location of the registered office and the designation of the registered agent shall be set by resolution of the Board of Directors.

5.3 Finances.

The Corporation shall keep at its principal or registered office correct and adequate records of accounts and finances.

5.3.1 **Funds.** All money paid to the Corporation shall be placed in a general operating fund except that money subscribed or contributed for a special purpose shall be placed in a separate account for such purpose.

5.3.2 **Accounting Year.** The accounting year of the Corporation shall be set by resolution of the Board of Directors. The initial accounting year of the Corporation shall be the twelve months ending December 31.

5.3.3 **Disbursements.** Upon approval of the budget, the President and Treasurer are authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Recommendations for expenditures outside the budget shall be submitted to the Board of Directors for approval.

5.3.4 **Budget.** The Executive Committee shall submit a budget for the coming accounting year to the Board of Directors for approval at a regular meeting during the last quarter of the accounting year.

5.4 Rules of Procedure.

The rules of procedure at Meetings of the Board and Committees of the Board shall be rules contained in Roberts Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE VI AMENDMENTS

6.1 Amendments.

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments or alterations and they shall be submitted to the Board in writing at least ten (10) days in advance of the meeting at which they are to be acted upon.

6.2 Notice.

Notice and copies of the proposed Bylaw amendments shall be written or transmitted electronically, and shall be delivered no less than ten (10) days before the meeting at which the same shall be considered.

ARTICLE VII NOTICE BY ELECTRONIC TRANSMISSION

7.1 Consent to Notice by Electronic Transmission.

In order to reduce costs and benefit from the other efficiencies of the internet and e-mail, each Director and Member shall be requested to consent to receive Notices by Electronic Transmission, and to provide the Secretary with an e-mail address at which the Director or Member consents to accept Notices by Electronic Transmission. Said consent shall be included on application for membership forms or on such forms as may be provided by the Secretary for this purpose.

7.2 When Effective.

Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient.

7.3 Revocation of Consent.

A Director or Member who has consented to receipt of electronically transmitted notices may revoke the consent by notice in writing to the Secretary. The consent is revoked if the Corporation is unable to electronically transmit two (2) consecutive notices given by the corporation in accordance with the consent and this inability becomes known to the Secretary of the Corporation or other persons responsible for giving the notice. The inadvertent failure by the Corporation to treat this inability as a revocation does not invalidate a meeting or any other action.

7.4 Responsibility for Keeping Information Current.

The provisions of Section 7.3 notwithstanding, it shall be the responsibility of the Directors who consent to Notice by Electronic Transmission to keep current with the Secretary of the Corporation, the information they have provided regarding the address, location, or system at which he or she will receive electronically transmitted notices under this section.

**ARTICLE VIII
MISCELLANEOUS**

8.1 Severability.

Any Article, Section or provision of these Bylaws, which if construed in the manner expressed herein, should be contrary to or inconsistent with any applicable provision of the law, shall be severed from the remainder of these Bylaws, and shall not be in force so long as such revision of the law shall remain in effect without affecting the validity of the remainder of these Bylaws.

The foregoing Bylaws were adopted and approved by the Board of Directors on this 5th day of May, 2017.

APPROVED BY:

NAME (Printed)

SIGNATURE

Brandon A. Cartwright



RUSSELL BROOKS



MARTIN O. WALDROW



Riley Gibson



Jeffrey Barehand

