

BY-LAWS OF THE ARIZONA FILM AND MEDIA COALITION, INC. A NOT-FOR-PROFIT CORPORATION

Article I – Organization

Section 1: The name of the corporation shall be the Arizona Film and Media Coalition, Inc. (the “Corporation”). The Corporation may at its pleasure by a vote of the Board of Directors change its name.

Article II - Purpose

Section 1: Mission Statement. The Arizona Film and Media Coalition, Inc. has been established to organize industry professionals and enhance the economic vitality of the Arizona film and media communities through education, legislation and public relations.

Article III - Members

Section 1: Membership. The Corporation shall consist of voting members who shall comprise the Board of Directors of the Corporation (the “Board”) and be referred to herein as “Members” and non-voting sponsors (“Sponsor” or “Sponsors”). No Member shall hold more than one seat on the Board of the Corporation. All members shall have the same rights and privileges and be subject to the same restrictions and conditions. Participation in Membership is subject to the terms of paragraph 2 below.

Section 2: Application for Membership in the Board. Application for membership (“Membership”) in the Board shall be open to any partnership, corporation, organization or other legal entity that supports the Mission Statement as set forth herein (collectively referred to herein as “Organization”). The Application process will commence upon receipt by the Board of a written application for Membership. Application forms will be made available on the Corporation’s website. The Board will notify the Organization of the date, time and place where the Board will meet to interview the applicant. Membership in the Board shall be granted to a qualifying Organization upon a majority vote of the Board. The Board shall notify the Organization in writing of the result of the vote. Upon notification of the granting of Membership, the Organization shall notify the Board in writing on Organization letterhead, of the name of the individual who will represent the Organization as a voting Member, and the name of one alternate (“Alternate”). Alternates shall be eligible to attend meetings of the Board, but shall not have any voting rights except when the Member of the Board is absent from the meeting. No Organization shall have any voting rights until written notification of the identity of the Member of the Board and Alternate is provided to the Board. Should the Member of the Board or Alternate be changed by the Organization, the Board must be notified in writing before such change will become effective.

The Board shall have the authority to establish and define non-voting categories of membership.

Section 3: Sponsorship. Sponsorship in the Corporation shall be open to any organization, business entity, or individual desiring to support the work of the Corporation by making a monetary contribution. Sponsors may attend Board meetings as observers but shall not have any voting privilege, nor shall they participate in any discussions unless invited to do so by the Board. Nothing in this section shall be construed to prohibit a Member of the Board or Alternate from also becoming a Sponsor. The Board may establish varying levels of Sponsorships.

Section 4: Membership Book. The Corporation shall maintain a membership book listing the name, phone number and email address of each voting Member. The book shall also contain the date the membership of any Member in the Corporation ceases. The membership book will be kept in the principal place of business of the Corporation.

Section 5: Non-liability of Members. No member, officer, Member or Alternate by virtue of just being a Member of this Corporation, shall be personally liable for the debts, liabilities or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the members, officers, Members or Alternates be subject to the payment of the debts of obligations of this Corporation.

Article IV - Meetings

Section 1: Order of Business:

1. Roll call.
2. Acceptance of the minutes of the preceding meeting.
3. Reports of officers.
4. Reports of committees.
5. Old and unfinished business.
6. New business.
7. Adjournments.

Section 2: Quorum. The presence, in person or telephonic, of fifty-one (51%) percent of the Board of Directors shall constitute a quorum and shall be necessary to conduct the business of this Corporation; but a lesser percentage may adjourn the meeting.

Section 3: Conduct of a Meeting. The president shall preside over the meeting as the chairman if present and if not, then the vice president shall preside. If the president or the vice president is not present, the Board shall appoint a person to serve as the chairman. The secretary of the Corporation, if present and if not a person chosen by the Board, shall serve as the secretary of the meeting of the Board.

Section 4: Rules of Order. The latest edition of Robert's Rules of Order shall govern the rules of order.

Article V - Board of Directors

Section 1. Board Role, Size and Composition. A Board of Directors shall manage the business of this Corporation. The Board of Directors shall have the control and management of the affairs and business of this Corporation. Such Board of Directors shall only act in the name of the Corporation when it shall be regularly convened by its chairman after due notice to all the directors of such meeting. The Board shall have no fewer than twelve members, together with the officers of this Corporation.

Section 2. Meetings. The Board shall meet at least quarterly, at an agreed upon time and place. The Annual Board Meeting shall take place sometime during the first seven (7) days of September.

Section 3: Notice. An official board meeting requires that each Member and Alternate have written notice (email or otherwise) forty-eight (48) hours in advance.

Section 4: Special Meetings. Special meetings of the Board of Directors may be called by the president or secretary upon receipt of a written request to do so from a Member or Alternate. Written notice of special meetings shall be given to each Member and Alternate at least forty-eight (48) hours prior to the meeting. Such notice shall be given either personally or by email to each Member and Alternate.

Section 5: Quorum. The presence of fifty-one (51%) percent of the Board of Directors shall constitute a quorum and shall be necessary to conduct the business of this Corporation; but a lesser percentage may adjourn the meeting.

Section 6. Voting. At all meetings, except for the election of officers and directors, votes shall be by voice or hand. Nominations for officers shall be by voice vote or by hand. For election of officers, ballots shall be provided and there shall not appear any place on such ballot identification that might tend to indicate the person who cast such ballot. Each Member, or Alternate in absence of Member, shall have one vote and such voting may not be done by proxy or email. The Board of Directors may make such rules and regulations covering its meetings as it may at its discretion determine necessary. The Member making a motion may require an email vote of those Members or Alternates not in attendance. In order for an email vote to count, the email vote response is required to be received by the secretary no later than forty-eight (48) hours following such request.

At any regular or special meeting, if a majority so requires, any questions may be voted upon in the manner and style provided for election of officers and directors.

At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the chairman the results and the certified copy shall be physically affixed to the minutes of that meeting in the minutes book. No inspector of election shall be a candidate for office or shall be the Member or Alternate originating or seconding the motion of the question voted upon.

Section 7: Procedures.

A. Members. The Members of the Board and Alternates shall be appointed individually by each organization accepted into Membership in the Corporation. Terms of Membership begin upon receipt of written notification as to the identity of the Member of the Board and Alternate, on Organization letterhead, by the Corporation. Terms of Membership shall continue until resigned in writing by the Organization or terminated by action of the Board. No officer shall for reason of his office be entitled to receive any salary or compensation.

B. Officers. At the Annual Meeting, immediately following the announcement of the Members and Alternates, the officers shall be appointed by secret ballot. Terms of office will begin on the first day of October and shall be for a period of one (1) year.

1. Duties. The Board of Directors shall appoint the officers of the Corporation. The initial officers of the Corporation shall be the president, vice president, secretary, treasurer and ex-officio, if any. These officers shall also comprise the Executive Committee. The Board may appoint assistants to the above officers as it deems appropriate. The officers shall be elected, except for the filling of vacancies, by the Board at the Annual Board Meeting after the at-large members are seated. Their duties are as follows:

2. President. The president shall convene regularly scheduled Board meetings and shall preside over the meetings as the chairman. The president shall present at each annual meeting of the Corporation an annual report of the work of the Corporation. The president shall see that all books, reports and certificates required by law are properly kept or filed. The president shall be one of the officers who may sign the checks or drafts of the Corporation.

3. Vice President. The vice president shall, in the event of the absence or inability of the president to exercise his office, become acting president of the Corporation with all the rights, privileges and powers as if he had been duly elected president. The vice president shall be one of the officers who may sign the checks or drafts of the Corporation. The vice president shall chair committees on special subjects as designated by the Board.

4. Secretary. The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. The secretary shall be one of the officers who may sign the checks or drafts of the Corporation. The secretary shall present to the Board at any meetings any communication addressed to him as secretary of the Corporation. The secretary shall attend to all correspondence of the Corporation and shall exercise all duties incident to the office of secretary. In assistance to the president, secretary shall see all books, reports and certificates required by law are properly kept or filed.

5. Treasurer. The treasurer shall have the care and custody of all monies belonging to the Corporation and shall be solely responsible for such monies or securities of the Corporation. The treasurer must be one of the officers who shall sign checks and drafts of the Corporation. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans and make financial information available to Board members and the public. The treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the Corporation and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. The treasurer shall exercise all duties incident to the office of Treasurer. The treasurer shall pay no bills unless they are properly certified as directed by the Board of Directors. Any check written from any Arizona Film and Media Coalition, Inc. bank account shall require the signature of treasurer and one other officer of the Corporation.

6. Ex-Officio. The retiring President shall serve as a member of the Executive Committee without voting privileges for the term of one year following his retirement, or until replaced by retiring president. He shall be allowed a vote only in the event of a tie, at which time he may cast a vote.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from the member organization of the vacated seat by the secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. All vacancies will be filled only to the end of the particular Board member's term. Vacancies in the Board of Directors shall be filled by a majority vote of the remaining members of the Board of Directors for the balance of the year.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the secretary. If a member organization notifies the Board that their representative who serves on the Board no longer represents the member organization, the person is no longer eligible to be one of the representative Board members. A board member shall be dropped for excess absences from the Board if he or she has three unexcused absences from regularly scheduled Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors. A Member or Alternate may be removed for cause, by a majority vote of the Board. The Board may review charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing, as it may in its discretion consider necessary for the best interests of the Corporation.

Article VI - Committees

Section 1: All committees of this Corporation shall be appointed by the Board of Directors and their terms of office shall be for a period of one year, or less if sooner terminated by the action of the Board of Directors. Committee chairs must be members of the Board. All committees created by the Board shall keep detailed records of their activities and make regular reports to the full Board of Directors.

Article VII – Contracts and Agreements

Section 1: No agreement, contract, or obligation involving the payment of money or the credit or liability of the Arizona Film and Media Coalition, Inc. shall be made unless the same be authorized, after review by the Corporation counsel, and directed by resolution of the Board of Directors, and duly entered in the minutes thereof.

Section 2: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code of Arizona (or the corresponding provision of any future United States Internal Revenue Law) or: (b) by a corporation, contributions to which are deductible under Section _____ of the Internal Revenue Code of Arizona (or the corresponding provisions of any future United States Internal Revenue Laws).

Article VIII - Amendments

Section 1: These by-laws may be altered, amended, repealed or added to when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

Article IX - Dissolution

Section 1: The Corporation shall be dissolved upon the president having presented a resolution recommending dissolution to the Board of Directors and that resolution having been passed by the Board of

Directors. A proposal for dissolution may be considered at a regular or special meeting of the Board only after thirty (30) days notice in writing is given to each Member and Alternate. Such notice shall be given either personally or by email. The resolution to dissolve will be deemed passed upon a two-thirds (2/3) majority of the Board of Directors present and voting at such meeting.

Section 2: Upon adoption of the resolution for dissolution, this Corporation shall cease to conduct its affairs, except insofar as may be necessary for the proper completion thereof, and shall immediately cause a notice for the proposed dissolution to be mailed to each known creditor and shall proceed to collect its assets and apply and distribute them. The Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all its assets exclusively for the purposes of the Corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of Arizona (or the corresponding provision of any future United States internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

Revised & Approved June 26, 2007