

# NON-PROFIT CORPORATE BYLAWS

## ARTICLE I

### NAME

#### **1.00 Name**

**1.01.1** The name of this corporation shall be *Indiana Filmmakers Network Inc.* The business of the corporation may be conducted as *Indiana Filmmaker Network Inc.* or *Indiana Filmmakers Network* or *IFN*.

## ARTICLE II

### PURPOSES AND POWERS

#### **2.01 Purpose**

**2.01.1** Indiana Filmmakers Network Inc. is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

**2.01.2** Indiana Filmmakers Network's purpose is to facilitate dialogue among film and video makers across the state of Indiana, as well as any and all aspects of film, theater, media, and the arts. We endeavor to foster a creative environment that provides support, camaraderie, knowledge, training, and resources to those working to see their visions become reality. We strive to bolster those fundamentals and aspects, all throughout Indiana. Our gatherings are open to those with Hoosier connections who wish to participate.

**2.01.3** We envision the Indiana Filmmakers Network as a resource for any individual or group who works in or around Indiana, as a launching platform for creativity, and as a true network where all are considered equal, regardless of their technical knowledge, commercial success, race, ethnicity, religion, sexual orientation, or gender. The IFN is a state wide organization, with multiple hubs and affiliates, and with connections across the world. We wish to encourage, motivate, inspire, teach, to give positive reinforcement and information to all those aspiring to achieve their goals and passions. We encourage creatives to share, workshop, and network with others; talk about their current projects, plans, goals, events, functions, festivals, and so forth.

**2.01.4** In accordance with our above stated purpose we shall develop and direct educational and job readiness programing to meet the needs of the Indiana filmmaking and creative community.

**2.01.5** To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

**2.01.6** At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

## **2.02 Powers**

**2.02.1** The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

## **2.03 Nonprofit Status and Exempt Activities Limitation.**

**2.03.1 Nonprofit Legal Status.** Indiana Filmmakers Network Inc. is a Indiana non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

**2.03.2 Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, 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 the Articles of Incorporation and these Bylaws.

**2.03.3 Distribution Upon Dissolution.** Upon termination or dissolution of the Indiana Filmmakers Network Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Indiana Filmmakers Network Inc. hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Indiana Filmmakers Network Inc., by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Indiana.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose

similar to the Indiana Filmmakers Network Inc., then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Indiana to be added to the general fund.

## ARTICLE III

### MEMBERSHIP

#### **3.01 Membership Classes**

**3.01.1** The corporation shall initially have one class of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

#### **3.02 Qualifications for Membership**

**3.02.1** In order to qualify for membership, an individual seeking to join the organization shall meet the requirements outlined in these Bylaws.

**3.02.2** To join the organization an individual shall be of legal age in accordance with Indiana State law or have written permission from a parent or legal guardian to join.

**3.02.3** To join the organization an individual shall have their membership dues paid. An individual shall agree to abide by the Indiana Filmmakers Network Code of Conduct/Ethics.

**3.02.4** Members may need to meet other such qualifications as the Board may prescribe by amendment to these Bylaws.

#### **3.03 Membership Dues and Terms**

**3.03.1** Any dues for members shall be determined by the board of directors.

**3.03.2** Membership dues shall cover a one year term (12 months) beginning the month dues are paid, or when the member's current term of membership is set to expire.

**3.03.3** A change to membership dues shall require an amendment to these Bylaws. A change to the length of the membership term shall require an amendment to these Bylaws.

#### **3.04 Member Standing**

**3.04.1** Each member is to be considered in good standing with the organization so long as that member is current on their membership dues and the member has not violated any of the organization's Code of Ethics as found in Article XIV of these Bylaws.

### **3.05 Non-Voting Affiliates**

**3.05.1** The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board.

**3.05.2** Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation.

**3.05.3** The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations.

**3.05.4** At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent.

**3.05.5** At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website.

**3.05.6** Affiliates have no voting rights, and are not members of the corporation.

### **3.06 Affiliate Dues**

**3.06.1** Any dues for affiliates shall be determined by the board of directors.

## **ARTICLE IV**

### **HUBS**

#### **4.01 Naming Hubs**

**4.01.1** Hubs of the organization shall be named as to show their affiliation with the Indiana Filmmakers Network Inc. Hub names shall comply with State and Local laws as well as these Bylaws.

**4.01.2** The name of a Hub shall not be the same as a preexisting chapter of the organization.

**4.01.3** The name of a Hub shall not contain any words or phrases or create an acronym that may reasonably be considered rude, offensive, or which is in violation of the organization's Code of Ethics.

## **4.02 Hub Duties and Responsibilities**

**4.02.1** Each Hub of the Indiana Filmmakers Network shall uphold the principals and values of the organization. Members shall be admitted regardless of their race, ethnicity, religion, sexual orientation, or gender.

**4.02.2** Each Hub shall adhere to the rules laid out in the Articles of Incorporation and these Bylaws.

**4.02.3** Each Hub is required to hold at least 10 public meetings per calendar year with the purpose to inform and engage the membership and community at large. These meeting are to be held once per month. The date and location of the meetings shall be consistent, such as the 2<sup>nd</sup> Tuesday of the Month or the 15<sup>th</sup> of each Month.

**4.02.4** Each Hub may hold any number of meetings in a calendar year, so long as they meet the minimum number of public meetings as outlined in these Bylaws. These meetings need not be open to the public, though it is highly encouraged.

**4.02.5** The Hub Leadership shall manage the logistics for meetings according to these Bylaws.

**4.02.6** Each Hub shall collect Membership Dues as outlined in these Bylaws. Each Hub shall allot three percent (3%) of membership dues to the organization.

**4.02.7** A change of the amount a Hub allots requires an amendment to these Bylaws.

**4.02.8** Each Hub shall maintain a record of Hub Members and the standing of those members.

**4.02.9** Each Hub shall hold an annual meeting and elections in accordance with these Bylaws.

## **4.03 Annual Meeting**

**4.03.1** Each Hub is to have an annual meeting of the Members of the Hub for the purpose of electing Hub Leadership and transacting such other business as may properly come before the meeting.

**4.03.2** In odd years, this annual meeting of the Members of the Hub shall also be for the purpose of electing a Hub Representative to the Directors. This annual meeting shall be held in January each year. The date of this annual meeting is to coincide with the Hub Meeting for January. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

**4.03.4** At least one Member shall be elected to serve as Leadership for a Hub.

**4.03.5** The same individual may also serve as the Hub Representative to the Directors

## **4.04 Hub Leadership Duties and responsibilities**

**4.04.1** Hub Leadership shall maintain membership records in accordance with these Bylaws and State Law and provide those records to the Board in a timely manner.

**4.04.2** Hub Leadership shall serve the members of the hub to the best of their ability. Hub Leadership shall be responsible for effectively managing the scope, schedule and budget of said IFN Hub.

**4.04.3** Hub Leadership shall ensure to the best of their ability that the Hub upholds the principals and values of the organization. They shall to the best of their ability uphold these Bylaws within accordance to State Law.

**4.04.4** Hub leadership shall see that moneys are properly handled on a local level and that funds are properly allocated to the Treasurer or other member of the board.

**4.04.5** It is the duty of Hub Leadership to take reasonable action to ensure the public and members of the Hub and members of the Board are informed of meetings, such as through email or direct mail, social media, etc. at least two weeks prior to the meeting. Any deviations or changes from this shall seek board approval.

**4.04.6** Hub Leadership shall see that their Hub meets its duties and obligations, including but not limited to: holding regular meetings, holding elections, and maintaining records of meetings.

**4.04.7** Hub Leadership that fails to comply with the rules set forth in the Articles of Incorporation and these Bylaws may be removed and replaced by the Directors through a special election.

#### **4.05 Representative to the Directors**

**4.05.1** The Hub's Representative to the Directors shall be a member of the board and must comply with the rules for the Directors as outlined in the Articles of Incorporation and these Bylaws.

#### **4.06 Home Hub**

**4.06.1** Each member shall have one Home Hub of the Indiana Filmmakers Network for purposes of voting rights. Each member may belong to more than one Chapter of the Indiana Filmmakers Network, however each member is only eligible to vote as a member of their Home Chapter of the Indiana Filmmakers Network.

**4.06.2** Each member may not change their Home Chapter in the same month they have cast a vote in regards to the operations or leadership of their current Home Chapter.

#### **4.07 Voting Eligibility**

**4.07.1** Members of the Hub in good standing with the Indiana Filmmakers Network in accordance to these Bylaws shall be eligible to vote. Public polls are not considered voting and members of any standing or Hub may participate in such public polls.

#### **4.08 Voting Rights**

**4.08.1** Each Member of the Hub entitled to vote with respect to the subject matter of an issue submitted to the members by the Board or by the Chapter Leadership shall be entitled to one vote upon each such issue.

**4.08.2** Each Member of the Chapter entitled to vote at an election may cast one vote for as many persons as there are positions to be elected and for whose election such member has a right to vote.

#### **4.09 Special Meetings**

**4.09.1** The President, the Board, or not less than 75% of the Members of the Hub entitled to vote at such meeting, may call special meetings of the members of the Hub for any purpose.

**4.09.2** Committee chairs may call a special meeting for a purpose are relates to the business of the committee involving the Hub.

#### **4.10 Place of Meetings**

**4.10.1** All Chapter Meetings shall be held at the local office of the corporation or at such other place within or without the State of Indiana designated by the Hub Leadership, the President, the Board, by the members of the Hub entitled to call a meeting of members, or by a waiver of notice signed by all members of the Hub entitled to vote at the meeting.

#### **4.11 Notice of Meetings**

**4.11.1** Hub Leaders must make a reasonable attempt to notify the members of the chapter that a vote will be occurring and the nature of the vote.

**4.11.2** This notice must occur 2 weeks prior to the vote unless special permission is granted by the Board or the Steering Committee.

#### **4.12 Waiver of Notice**

**4.12.1** Whenever any notice is required to be given to any Members of the Chapter under the provisions of these Bylaws, the Articles of Incorporation or applicable Indiana law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **4.13 Quorum**

**4.13.1** 35% of the Members of the Hub entitled to vote, represented in person [or by proxy], shall constitute a quorum at a meeting of the members of the Hub. If less than a quorum of the members of the Hub entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

#### **4.14 Manner of Acting**

**4.14.1** The vote of a majority of the votes entitled to be cast by the Members of the Hub represented in person [or by proxy] at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Indiana law, the Articles of Incorporation or these Bylaws.

#### **4.15 Proxies**

**4.15.1** A Member of the Hub may vote by proxy executed in writing by the member or by his or her attorney-in-fact. Such proxy shall be filed with the Hub Leadership before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

#### **4.16 Action by Members Without a Meeting**

**4.16.1** Any action which could be taken at a meeting of the Members of the Hub may be taken without a meeting if a written consent setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document.

**4.16.2** Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the members.

#### **4.17 Meetings by Telephone or other Electronic Means**

**4.17.1** Members of the Hub may participate in a meeting of members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.



# ARTICLE V

## CHAPTERS

### **5.01 Chapter Incorporation**

**5.01.1** At their discretion, and with the approval of the Directors, an Individual Hub of the organization may incorporate as a Non-Profit; adopting bylaws in accordance with those of the Indiana Filmmakers Network and State Law. Such bylaws shall meet the approval of the Directors. A chapter of the organization that has incorporated as a non-profit shall be known as a Chapter of the IFN.

**5.01.2** A Hub that incorporates to become a Chapter shall do so under a name which indicates the chapter's affiliation with the Indiana Filmmakers Network Inc.

**5.01.2** A Chapter shall operate as a Hub except as noted in these Bylaws and in accordance with State and Federal Law.

### **5.02 Chapter Benefits**

**5.02.1** A Chapter shall be awarded full autonomy over their finances if they have received a Federal Tax ID number and are in compliance with State and Federal Law.

**5.02.2** A Chapter shall allot two percent (2%) of the moneys from membership dues accrued within the year to the Indiana Filmmakers Network. These moneys shall be received by the Treasurer of the Indiana Filmmakers Network on or before December 31<sup>st</sup> of each year.

**5.02.3** It shall be the responsibility of an incorporated chapter to comply with all State and Federal Tax Laws. An incorporated chapter shall assume all liability and be afforded no protection by the organization as a whole, except as required by law.

### **5.03 Chapter Leadership**

**5.03.1** The Directors of a Chapter shall serve as the Leadership of that Chapter.

**5.03.2** Directors of a Chapter shall follow the rules and guidelines of the Indiana Filmmakers Network.

### **5.04 Chapter Duties**

**5.04.1** A Chapter shall maintain the duties of a Hub except where noted in these Bylaws and/or required by State and Federal Law.

**5.04.2** Directors of a Chapter may also serve as Directors for the Indiana Filmmakers Network Inc.

**5.04.3** Those representing a Chapter on the IFN's board of directors need not be Directors of that Chapter.

## **5.05 Affiliation**

**5.05.1** A Chapter which is no longer affiliated with the organization shall remove all references to the organization from their name.

**5.05.2** The Chapter shall be responsible for any and all costs incurred from severing the affiliation.

# ARTICLE VI

## **BOARD OF DIRECTORS**

### **6.01 Number of Directors**

**6.01.1** Indiana Filmmakers Network Inc. shall have a board of directors consisting of at least 3 and no more than 5 plus one per Hub. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

### **6.02 Powers**

**6.02.1** All corporate powers shall be exercised by or under the authority of the board and the affairs of the Indiana Filmmakers Network Inc. Shall be managed under the direction of the board, except as otherwise provided by law.

### **6.03 Terms**

**6.03.1** All elected directors shall serve a two-year term, however the term may be extended until a successor has been elected.

**6.03.2** Directors may serve terms in succession.

**6.03.3** The term of office shall be considered to begin January 1 or upon the first meeting of the Board after which the board member was either elected or appointed and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

### **6.04 Qualifications of Directors**

In order to be eligible to be elected as a director on the board of directors, the individual must meet the following requirements:

- (a) The individual must be 18 years of age.
- (b) The individual must be a member of the Indiana Filmmakers Network in good standing or be a member of an affiliate to the IFN within affiliate classifications created by the board of directors.

## **6.05 Election of Directors**

After the first year of incorporation, there shall be at least three Directors plus one per Hub and one per Chapter. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year. To change the number of Directors requires an amendment to these Bylaws.

- (a) Directors may be elected at any board meeting by the majority vote of the existing board of directors.
- (b) Directors may be elected by their Home Hub at the Annual Meeting or at a special meeting.

## **6.06 Appointments to the Board**

**6.06.1** The Steering Committee may appoint Directors to the board.

**6.06.2** Those appointed as Directors need not be members of the organization or of an affiliate organization.

**6.06.3** Those appointed as Directors shall provide a skill or expertise that is of a benefit to the organization.

## **6.07 Vacancies**

**6.07.1** The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

**6.07.2** Unexpected Vacancies. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

## **6.08 Removal of Directors**

**6.08.1** A director may be removed by two-thirds vote of the board of directors then in office, if:

- (a) the director is absent and unexcused from two or more meetings of the board of directors in a twelve month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse

him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or:

- (b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

## **6.09 Board of Directors Meetings.**

**6.09.1 Regular Meetings.** The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

**6.09.2 Special Meetings.** Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days notice to each director of the date, time, and place, but not the purpose, of the meeting.

**6.09.3 Waiver of Notice.** Any director may waive notice of any meeting, in accordance with Indiana law.

## **6.10 Manner of Acting.**

**6.10.1 Quorum.** 35% of directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

**6.10.2 Majority Vote.** Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

**6.10.3 Hung Board Decisions.** On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

**6.10.4 Participation.** Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously see or hear each other during the meeting, including but not limited to in person, internet video meeting or by telephonic conference call.

## **6.11 Compensation for Board Service**

**6.11.1** Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

## **6.12 Compensation for Professional Services by Directors**

**6.12.1** Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

# ARTICLE VII

## COMMITTEES

### **7.01 Committees**

**7.01.1** The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) take any final action on matters which also requires board members' approval or approval of a majority of all members;
- (b) fill vacancies on the board of directors of in any committee which has the authority of the board;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the board of directors or the members of these committees;
- (f) expend corporate funds to support a nominee for director; or
- (g) approve any transaction;
- (h) to which the corporation is a party and one or more directors have a material financial interest; or
- (i) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

## **7.02 Required Committees**

**7.02.1** The organization shall to the best of their ability maintain a Steering Committee and a Membership Committee.

**7.02.2** The Steering Committee is granted the following powers:

- (a) The committee may appoint those from outside the Indiana Filmmakers Network to serve on the Board of Directors.
- (b) The committee may remove those they have appointed from the Board of Directors

**7.02.1** The Membership Committee shall be tasked with overseeing the daily needs of the various Hubs and Chapters. The President may delegate powers and authorities to this committee as needed in the course of their duties. These powers may include but are not limited to:

- (a) Removing members from the organization.
- (b) Imposing penalties or reprimands on members or affiliates of the organization.
- (c) Contacting individuals or businesses on behalf of the organization for purpose of scheduling or canceling events or retaining guest speakers.

## **7.03 Meetings and Action of Committees**

**7.03.1** Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

## **7.04 Informal Action by the Board of Directors**

**7.04.1** Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

# ARTICLE VIII

## OFFICERS

### **8.01 Board Officers**

**8.01.1** The officers of the corporation shall be a board president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors.

**8.01.2** Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers.

**8.01.3** The board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine.

**8.01.4** One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

### **8.02 Term of Office**

**8.02.1** Each officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the board at the end of his/her three (3) year terms or to fill a vacancy in an officer position, each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

### **8.03 Removal and Resignation**

**8.03.1** The board of directors may remove an officer at any time, with or without cause.

**8.03.2** Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

**8.03.3** Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice.

**8.03.4** The acceptance of the resignation shall not be necessary to make it effective.

### **8.04 Board President**

**8.04.1** The board president shall be the chief volunteer officer of the corporation.

**8.04.2** The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

### **8.05 Vice President**

**8.05.1** In the absence or disability of the board president, the ranking vice-president or vice-president designated by the board of directors shall perform the duties of the board president.

**8.05.2** When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president.

**8.05.3** The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president.

**8.05.4** The vice-president shall normally accede to the office of board president upon the completion of the board president's term of office.

### **8.06 Secretary**

**8.06.1** The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors.

**8.06.2** The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws.

**8.06.3** The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws.

**8.06.4** The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president.

**8.06.5** The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

### **8.07 Treasurer**

**8.07.1** The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation.

**8.07.2** The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results.

**8.07.3** In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the



financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors.

**8.07.4** The treasurer shall perform all duties properly required by the board of directors or the board president.

**8.07.5** The treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

### **8.08 Non-Director Officers**

**8.08.1** The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

## **ARTICLE IX**

### **CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS**

#### **9.01 Contracts and other Writings**

**9.01.1** Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

#### **7.02 Checks, Drafts**

**7.02.1** All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

#### **7.03 Deposits**

**7.03.1** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

#### **9.04 Loans**

**9.04.1** No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

## **9.05 Indemnification**

**9.05.1 Mandatory Indemnification.** The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

**9.05.2 Permissible Indemnification.** The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

**9.05.3 Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

**9.05.4 Indemnification of Officers, Agents and Employees.** An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Indiana Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

# ARTICLE X

## **MISCELLANEOUS**

### **10.01 Books and Records**

**10.01.1** The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board.

**10.01.2** In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

## **10.02 Fiscal Year**

**10.02.1** The fiscal year of the corporation shall be from January 1 to December 31 of each year.

## **10.03 Conflict of Interest**

**10.03.1** The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

## **10.04 Nondiscrimination Policy**

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Indiana Filmmakers Network Inc. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

## **10.05 Bylaw Amendment**

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the Board, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- (b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds vote of a quorum of directors at a Board meeting.
- (c) that all amendments be consistent with the Articles of Incorporation.

# **ARTICLE XI**

## **COUNTERTERRORISM AND DUE DILIGENCE POLICY**

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Indiana Filmmakers Network Inc. shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Indiana Filmmakers Network Inc. willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Indiana Filmmakers Network Inc. shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

## ARTICLE XII

### **DOCUMENT RETENTION POLICY**

#### **12.01 Purpose**

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Indiana Filmmakers Network Inc. records.

#### **12.02 Policy**

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, Indiana Filmmakers Network Inc. may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents. Indiana Filmmakers Network Inc. expects all officers, directors, and employees to comply fully with any published records retention or destruction

policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Indiana Filmmakers Network Inc. informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

### **Section 3. Minimum Retention Periods for Specific Categories**

(a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.

(e) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

(i) derives independent economic value from the secrecy of the information; and

(ii) has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

**Section 4. Electronic Mail. E-mail that needs to be saved should be either:**

(i) printed in hard copy and kept in the appropriate file; or

(ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

## ARTICLE XIII

### **Transparency and Accountability**

#### **Disclosure of Financial Information With The General Public**

### **13.01 Purpose**

By making full and accurate information about its mission, activities, finances, and governance publicly available, Indiana Filmmakers Network Inc. practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- (b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

### **13.02 Financial and IRS documents (The form 1023 and the form 990)**

Indiana Filmmakers Network Inc. shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

### **13.03 Means and Conditions of Disclosure**

Indiana Filmmakers Network Inc. shall make “Widely Available” the aforementioned documents on its internet website: [www.indianafilmmakersnetwork.com](http://www.indianafilmmakersnetwork.com) to be viewed and inspected by the general public.

- (a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- (c) Indiana Filmmakers Network Inc. shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- (d) Indiana Filmmakers Network Inc. shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

### **13.04 IRS Annual Information Returns (Form 990)**

Indiana Filmmakers Network Inc. shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under

Federal law, the corporation's Form 990 shall be submitted to each member of the board of director's via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

### **13.05 Board**

- (a) All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.
- (b) All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

### **13.06 Staff Records**

- (a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- (b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
- (d) Staff records shall be made available to the board when requested.

### **13.07 Donor Records**

- (a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that ;
- (d) donor records shall be made available to the board when requested.



# ARTICLE XIV

## CODES OF ETHICS AND WHISTLEBLOWER POLICY

### **14.01 Purpose**

Indiana Filmmakers Network Inc. requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Indiana Filmmakers Network Inc. to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

### **14.02 Reporting Violations**

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Indiana Filmmakers Network Inc. is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

### **14.03 Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

### **14.04 Retaliation**

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Indiana Filmmakers Network Inc. and provides the Indiana Filmmakers Network Inc. with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Indiana Filmmakers Network Inc. shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Indiana Filmmakers Network Inc. or of another individual or entity with whom Indiana Filmmakers Network Inc. has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Indiana Filmmakers Network Inc. shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Indiana Filmmakers Network Inc. that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

#### **14.05 Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

#### **14.06 Handling of Reported Violations**

The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

#### **14.07 Expectations of Ethicacy**

The IFN, its Board, volunteers, and its employees will take every due and proper measure to ensure that there is not and that there shall not appear to be any conflicts of interest or violations of these Code of Ethics. Violation of the Code of Ethics will be seen as a matter of serious consequence and will result in disciplinary action, up to and including dismissal from the Indiana Filmmakers Network. To that end:

- (a) The IFN will take all due action to ensure that the integrity of the organization and its role in stewardship of the public trust is perceived.
- (b) Actions that may serve to compromise the integrity of the IFN and its stewardship obligation will not be condoned or allowed.
- (c) No behaviors that are abusive in any manner to the member(s) or general public will be allowed. This includes verbal abuse, physical abuse, and emotional abuse.
- (d) All IFN personnel which occupy a position of trust with members or affiliates shall act at all times to preserve that trust.
- (e) Members and their families are prohibited from having direct or indirect financial interests in the assets, leases, business transactions or professional services the organization and may not conduct

activities in which the IFN or its members or affiliates are purchasing a product or service in which the member or their family has an interest, without first receiving the written consent of the Executive Director, who will ensure that this activity is a fair and equitable arrangement in the benefit of the IFN. This written consent must be kept on record by the Secretary.

- (f)** The IFN will not show favoritism to the Board of Directors, active volunteers, advisory bodies, staff or consultants in applying for or in receiving the services of the IFN.
- (g)** The IFN prohibits the receipt of payment or other consideration from another provider of services for the referral of any applicant or client to their services.
- (h)** The IFN prohibits the payment or any other consideration to any service provider or other organization for the referral of any applicant for the IFN's service.
- (i)** The IFN will show no favoritism or undue influence to applicants related to the Board of Directors, members, active volunteers, advisory bodies, staff or consultants or anyone acting in a governing, administrative or supervisory capacity.
- (j)** Bringing of dangerous items such as explosives to meetings or events held by or in association with the organization without prior written approval.
- (k)** Members, employees, and volunteers are expected to act honestly, truthfully and with integrity in all transactions and dealings.
- (l)** Members, employees, and volunteers shall appropriately handle actual or apparent conflicts of interest in their relationships in accordance with the Law, these Bylaws, and this Code of Ethics.
- (m)** Members, employees, and volunteers shall treat all people fairly; treating every individual with dignity and respect.
- (n)** Members, employees, and volunteers shall treat our members, volunteers, and employees with respect, fairness and good faith and providing conditions that safeguard their rights and welfare.
- (o)** The IFN shall be a good corporate citizen and complying with both the spirit and the letter of the law.
- (p)** The IFN, its members, employees, and volunteers shall act responsibly toward the communities in which they work and for the benefit of the communities that they serve.
- (q)** Members, employees, and volunteers shall be responsible, transparent and accountable for all of their actions while representing the organization.
- (r)** Members, employees, and volunteers shall endeavor to improve the accountability, transparency, ethical conduct and effectiveness of the Indiana Filmmakers Network.

# ARTICLE XV

## AMENDMENT OF Articles of Incorporation

### **15.01 Amendment**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

-

## CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Indiana Filmmakers Network Inc. were approved by the Transcontinental Humanitarian Corp's board of directors on Saturday, December 21, 2009 and constitute a complete copy of the Bylaws of the corporation.

Secretary \_\_\_\_\_

Date: \_\_\_\_\_