

BYLAWS of NORTHWEST FILM FORUM

ARTICLE 1

General Provisions

Section 1. Name - The name of the corporation shall be NORTHWEST FILM FORUM.

Section 2. Location - The principal office shall be located at 1515 12th Ave., Seattle, WA 98122, but from time to time the corporation may also conduct business at other locations within or without its state of incorporation as its business may require and as the Board of Directors may designate.

Section 3. Seal - The corporate seal, if any, shall bear the name of the corporation and be impressed or affixed to any paper or document necessary and proper to the conduct of business by the corporation.

Section 4. Fiscal Year - The fiscal year of the corporation shall begin on October 1 and end on September 30.

ARTICLE 2

Nonprofit Purposes

Section 1. IRC Section 501(c)(3) Purposes - This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Purposes - The corporation is formed to encourage the creation, production, and exhibition of independent film and other creative endeavors. The specific purposes of this corporation shall be to provide material, personal, and financial resources to filmmakers and other creative artists, and to provide meaningful cinema-driven and artistic experiences for all.

ARTICLE 3

Directors

Section 1. Powers - The business and property of the corporation shall be managed by a Board of Directors who may exercise all the powers of the corporation not expressly reserved to the Members by law, the Articles of Incorporation, or these Bylaws, and subject to the laws of this state.

Section 2. Number - The Board of Directors shall have no fewer than five Directors, and no more than twenty-five.

Section 3. Election - To qualify for election to the Board of Directors, candidates must be Members of the corporation. New Directors shall be elected by a 2/3 vote of Directors for a term lasting until September 30 of the year two years after election. Thereafter, each Director's term shall be renewed for successive two-year terms until such Director dies, resigns, is removed, becomes disqualified, or provides notice of his or her intent not to continue on the board. The Board may elect new Directors at any meeting, and such new Directors shall join the Board immediately after being elected.

Section 4. Nominating Process - The Board of Directors may form a nominating committee that will prepare a list of candidates for new Directors. A petition of at least five Members may also nominate a candidate for Director. Upon receiving such a petition, the nominating committee will schedule an interview with the candidate, and vote on such candidate within three months of the interview. Any candidates selected by the nominating committee shall be voted on by the Board.

Section 5. Duties - It shall be the duties of the Directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of the corporation's Executive Director;

(c) Supervise the Executive Director of the corporation to ensure that the Executive Director's duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their contact information (including email) with the corporation, and accept as valid notices of meetings sent to them using such contact information;

- (f) Make and change regulations not inconsistent with these Bylaws for the management of the corporation's business and affairs;
- (g) Delegate any of the powers of the Board to any standing or special committee, or to any officer, employee, or agent of the corporation, with such powers as the Board may see fit to grant;
- (h) Purchase or otherwise acquire for the corporation, any property, rights, or privileges that the corporation is authorized by law to purchase or otherwise acquire at such prices as the Board may consider advisable, and, in its discretion, may pay therefor, in whole or in part;
- (i) Sell or otherwise dispose of, transfer, or convey any property of the corporation, at such prices and consideration and upon such terms and conditions as the Board may consider advisable, and in its discretion accept in payment or exchange therefor, in whole or part, money or property of any corporation or corporations, except as otherwise provided by law, the Articles of Incorporation, or these Bylaws;
- (j) Cooperate or liaison with other public and private organizations having artistic and/or literary purposes advancing the corporation's purposes, consistent with law, the Articles of Incorporation, or these Bylaws, or the requirement of the Internal Revenue Code necessary to maintain the corporation's tax-exempt status.

Section 6. Removal - A Director may be removed with or without cause by affirmative vote of two-thirds (2/3) of all other Directors. A Director may be removed with or without cause by affirmative vote of two-thirds (2/3) of all Members of the corporation, at a special meeting of Members called by the Board for that purpose. A Director may be removed only after reasonable notice and opportunity to be heard.

Section 7. Resignation - A Director may resign by delivering a written resignation to an officer, to a meeting of the Directors, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 8. Regular Meetings - Regular meetings of the Board shall be held at such places and times as the Directors may determine, but at least four times during each fiscal year. Meetings are open to the Members, though Members may not participate without due process.

Section 9. Special Meetings - Special meetings of the Board shall be held at any time and any place when called by the President, or in his or her absence by the Vice President. Should a quorum of the Board be unavailable, an extension shall be granted until a quorum is available.

Section 10. Notice of Meetings - Except as herein above provided, notice of all Board meetings shall be given to each Director by the Secretary, or in the case of the unavailability of such person, by the President. Such notice may be oral or written, may be given personally, by mail, by telephone, electronic mail or by facsimile machine, and shall state the place, date and time of the meeting but need not state the matters proposed to be acted upon at the meeting, unless if an amendment to these Bylaws, election of a Director, or hearing of a Director to be removed shall be a purpose of the meeting, the same so shall be stated in the notice.

Section 11. Quorum for Meetings - A quorum shall consist of five Directors, or one-third of the Directors (rounded up), whichever is greater. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. Directors may participate in a meeting in person, or by telephone, videoconference, the Internet, or similar means. A Director participating in a meeting by such means shall be deemed to be present at the meeting.

Section 12. Majority Action as Board Action - Every act or decision done or made by a majority vote of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules. Votes may be cast by electronic mail, so long as the voter attended a portion of the meeting during which the matter at issue was discussed.

Section 13. Conduct of Meetings - The President of the Board shall preside over meetings of the Board of Directors, or, in his or her absence, by the Vice-President of the Board, or, in his or her absence, a Chairperson chosen by a majority of Directors present at the meeting. The Secretary of the Board, or another person appointed by the presiding officer, shall act as secretary of all meetings of the Board of Directors.

Section 14. Non-liability of Directors - The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 15. Indemnification by Corporation of Directors and Officers - The Directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 16. Insurance for Corporate Agents - Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

Section 17. Director Compensation - A Director shall not be entitled to receive compensation for his or her services, but the Board may from time to time establish a policy of reimbursing for the expenses of business conducted by a Director for the purposes of the corporation. A Director shall not be precluded from serving the corporation in any other capacity and receiving reasonable compensation for any such services.

ARTICLE 4

Officers

Section 1. Designation of Officers - The Board shall have a President, Vice President, Secretary, and Treasurer and other such officers with such titles as may be determined from time to time by the Board. The offices of President and Treasurer are the only offices which may not be combined.

Section 2. Election/Term of Office - Officers shall be elected by the Board at any time. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected, whichever comes first.

Section 3. Duties of Officers - The officers' duties are as follows:

- (a) The President shall convene and preside at Board meetings.
- (b) The Vice-President shall take the place of the President when the President is unavailable.
- (c) The Secretary shall record and maintain records of all proceedings of the Members and Directors, take minutes at all board meetings, send out meeting announcements, distribute copies of minutes and the agenda to each Director, assure that corporate records are maintained, and perform other related duties as relevant.
- (d) The Treasurer shall make a report at each Board meeting, chair the finance committee (if any), assist in the preparation of the budget, make financial information available to the Board and the public, and perform other related duties as relevant.

Section 4. Removal of Officer - An officer may be removed with or without cause by vote of a majority of all of the Directors then in office at any meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

Section 5. Resignation of Officer - An officer may resign by delivering a written resignation to another officer, to a meeting of the Directors, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

ARTICLE 5

Committees

Section 1. Committees - The Board may designate and create committees and give duties and responsibilities as the Board deems appropriate and as may be consistent with the purposes of the corporation. Such committees may consist of persons who are not also Directors and shall act in an advisory capacity to the Board. The President will appoint all committee chairs.

Section 2. Meetings of Committees - Meetings and action of committees shall be noticed by the committee's self-appointed secretary in accordance with the provisions of meetings for the Board of Directors in these Bylaws. The secretary of the committee must report all meetings to the Secretary of the corporation. Minutes shall be recorded at all committee meetings and reported to the Board by a committee secretary or a Member present and appointed to do so.

ARTICLE 6

Membership

Section 1. Eligibility - Any person actively interested in the purposes of the corporation, and complying with the requirements and paying the dues as from time to time determined by the Board of Directors, shall be eligible for Membership, regardless of age, race, creed, color, national origin, sex, or sexual orientation.

Section 2. Classifications - The Board shall designate Membership classifications and dues as it deems appropriate.

Section 3. Non liability of Members - A Member of this corporation is not personally liable for the debts, liabilities, or obligations of the corporation.

Section 4. Termination of Members - A Membership shall terminate upon a Member's failure to renew his or her Membership, or at the discretion of the Board. The Board may not terminate a Membership without due process.

Section 5. Meetings - A meeting of Members shall be held as follows:

- (a) The Annual Meeting shall be held at a time and place determined by the Board. The purpose shall be to report on the status of the corporation, to introduce the Directors, and to answer questions from the Members. All Members shall be given notice of any such meeting.
- (b) Special Meetings shall be called by the Board upon receiving a petition from at least five Members who contact the Secretary from time to time in accordance to the laws of this state, the Articles of Incorporation, and these Bylaws regarding special meetings. The purposes of a special meeting shall be to discuss business urgent to the corporation; vote on the removal of a Director; or vote to amend bylaws as proposed by the Members. A Director may be removed, or bylaws amended, by affirmative vote of two-thirds (2/3) of all Members of the corporation.

Section 6. Voting Privileges Except as otherwise stated in the Bylaws or required by law, Members shall have no voting privileges.

Section 7. Conduct of Meetings - Meetings of Members shall be presided over by the President and recorded by the Secretary. Such rules may be revised from time to time insofar as such rules are not inconsistent with these Bylaws, the Articles of Incorporation, or with provisions of law.

ARTICLE 7

Executive Director and Staff

Section 1. Executive Director - The Board shall hire an Executive Director. The Executive Director has day-to-day responsibilities for the corporation, including carrying out the corporation's mission, goals and policies and supervising the corporation's employees. The Executive Director shall attend all Board meetings, report on the status of the corporation, answer questions from Directors, and carry out the duties in the job description. The Board may designate other duties as necessary.

ARTICLE 8

IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities - No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement - No part of the net earnings of this 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, to make reimbursements of costs incurred for the purposes of the corporation, and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets - Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to another nonprofit entity with a similar purpose, and if that is not possible, to the federal, state or local government for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Private Foundation Requirements and Restrictions - In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Code, the corporation shall:

- (a) distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code;
- (b) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
- (c) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
- (d) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code;
- (e) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 9

Amendments

Except as may otherwise be specified under provisions of law, these Bylaws may be altered, amended, or repealed and new Bylaws adopted by approval of at least two-thirds of the Board, or by the Membership process described in Article 6, Section 5b. The substance of any change to the Bylaws to be made by the Board shall be stated in the notice of the meeting of Directors at which the same is to be considered, and any changes shall be announced at the subsequent Member meeting.

ARTICLE 10

Provisions of Law

These Bylaws shall be subject to such provisions of the statutory and common law of the State of Washington as may be applicable to corporations organized under the laws of the State of Washington. References herein to provisions of law shall be deemed to be references to the aforesaid provisions of law. All references in these Bylaws to such provisions of law shall be construed to refer to such provisions as from time to time amended.

ARTICLE 11

Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern. All references in these Bylaws to the Articles of Incorporation shall be construed to mean the Articles of Incorporation of the corporation as from time to time are amended or restated.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.