

THE CAROLINA FILM ALLIANCE
AMENDED AND RESTATED BYLAWS

***MISSION STATEMENT:** The Carolina Film Alliance is a non-profit membership organization dedicated to building the motion picture, television and creative digital media industries in South Carolina. The CFA is focused both on, A) the expansion of effective South Carolina Film incentives to attract film, television, and commercials to our state, and B) providing its membership networking and professional development opportunities with which to build their skills and careers.*

WHEREAS, The Carolina Film Alliance previously adopted and amended the bylaws (the "Existing Bylaws"); and

WHEREAS, the Board of Directors of The Carolina Film Alliance wish to amend and restate the Existing Bylaws.

NOW, THEREFORE, the Existing Bylaws are hereby amended and restated in their entirety with the following:

ARTICLE I. Name

Section 1. The name of the nonprofit organization shall be The Carolina Film Alliance ("CFA" or "Organization").

Section 2. The office of the Organization shall be located in the County of Charleston, State of South Carolina.

Section 3. The Organization shall also have offices at such other places within the State of South Carolina, as the Board of Directors may from time to time determine, or as the business of the Organization shall require.

ARTICLE II. Purpose

Section 1. This corporation is organized under the Nonprofit Public Benefit Corporation Law. The purposes for which this corporation is formed is to act as a nonprofit **501 (c) (6)** organization in furtherance of the education, support, development and promotion of the film, television and creative digital media industry (the "Industry") in the State of South Carolina.

Section 2. The Organization achieves its purpose by educating the general public, those that work within the Industry and the state and local governmental authorities, and by taking other actions, necessary to support the Industry and those that work within the Industry within the State of South Carolina.

ARTICLE III. Membership

Section 1. Application for voting membership shall be open to any person or entity that supports the Organization's Purpose as stated herein. Membership is granted after completion and receipt of a membership application and annual dues.

Section 2. The amount required for annual dues shall be set by the Board of Directors and amended, as needed, from time to time. Continued membership is contingent upon being up-to-date on membership dues.

Section 3. Each member shall be eligible to appoint one voting representative to cast the member's vote in Organization elections.

Section 4. Any member may resign by submitting a resignation to the Secretary. A member can have their membership terminated by a majority vote of the Board of Directors.

Section 5. The Board shall have the authority to establish and define non-voting categories of membership.

Section 6. Regular meetings of the general membership shall be held quarterly, or as needed, at a time and place designated by the Board of Directors.

Section 7. An annual meeting of the members shall take place in the month of January or as soon thereafter as feasible, the specific date, time and location of which will be designated by the Board. At the annual meeting, the members shall elect directors and receive reports on the activities of the Organization.

Section 8. Special meetings of the membership may be called by the President or a simple majority of the Board of Directors. A petition signed by five percent of voting members may also call a special meeting.

Section 9. Notice of each meeting of the general membership shall be given to each voting member not less than seven (7) days prior to the meeting.

Section 10. The members present at any properly announced meeting shall constitute a quorum.

Section 11. All issues to be voted on shall be decided by a simple majority of those present at the general membership meeting in which the vote takes place.

ARTICLE IV. Organization and Officers

Section 1. The affairs and business of the Organization shall be vested in the Board of Directors. It shall be the duty of the active elected Board Officers (President, Vice-President, Secretary, and Treasurer) to make emergency decisions on behalf of the Organization between regularly scheduled meetings of the Board of Directors.

Section 2. The General Membership of the Organization shall elect a total of eleven (11) members to serve as at large representatives of the membership on the Board of Directors. **Only those members who have paid dues and have been in good standing with the Organization for election are eligible to be elected as at large representatives of the Board of Directors.**

Section 3. The Board of Directors shall recommend policies and develop plans for the Organization. Each member of the Board shall, upon his or her appointment, immediately enter

upon the performance of his or her duties and shall continue in office until his or her term has ended, and a successor shall be duly appointed and qualified.

Section 4. The Board of Directors shall have a President, Vice President, Secretary, and Treasurer, and such assistants as may be deemed necessary. **Only members who have been in good standing for 1 year (including Board Members) are eligible to serve as an officer, be it President, Vice President, Secretary and Treasurer.**

Section 5. Any member of the Board of Directors may resign at any time by giving notice to an Officer of the Board of Directors. Resignation shall take effect immediately upon notice.

Section 6. Any member of the Board of Directors may be removed at any time, with or without cause, by a simple majority vote of the members of the Board of Directors.

Section 7. Should a member of the Board of Directors miss four (4) or more consecutive meetings, that member shall be retired from the Board of Directors.

Section 8. Should a Board of Directors seat become vacant, the Board may elect, by means of a simple majority vote, a Board member pro tempore to serve until the next general election. If possible, this member shall come from the original pool of candidates nominated by the membership at large.

Section 9. Should a member of the Board of Directors become delinquent with his or her dues, that Board member shall be ineligible to vote and shall be retired from the Board of Directors. A Board member shall be considered delinquent when his or her dues have not been paid by the first of March each year.

Section 10. Officers of the Organization shall be elected by the Board of Directors from eligible Board members. Officers and the duties of the officers are as follows

(i) The President shall serve as Chief Executive Officer of the Organization and shall chair all meetings and events. The President, with the counsel of the Board of Directors, shall develop a program of work for the Organization and shall establish committees and appoint committee chairpersons to carry out the program of work.

(ii) The Vice President shall serve as chairman in the event of resignation or removal of the President.

(iii) The Secretary shall keep a record of all meetings of the Organization and those who were in attendance. The Secretary shall keep an accurate record of members and the contact information for each member.

(iv) The Treasurer shall keep an accurate accounting of the finances of the Organization and shall be responsible for reporting the conditions of the finances of the Organization to the Board of Directors. The Treasurer may at any time make recommendations on matters of finance and fund raising.

Section 11. The Board of Directors may from time to time designate persons to serve at the pleasure of the Board as members of a Board of Advisors. Designees shall be persons recognized

for their knowledge of, or experience or interest in film or other such areas as the Board considers necessary and shall assist, advise and consult with the Board and make recommendations regarding the Organization. Board of Advisor members shall have no vote at any meeting of the Executive Committee or the Board of Directors.

Section 12. No one shall be appointed to the Board of Advisors without being approved by the Board of Directors in a majority vote.

Section 13. The affairs of the Organization shall be conducted according to Robert's Rules of Order.

Section 14. Board Members, Officers and Board of Advisor members shall receive no compensation for carrying out their duties as members of the Board, members of the Board of Advisors and/or as Officers. 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 for Organization business.

Section 15. Directors are not restricted from being remunerated for professional services provided to the Organization. Such remuneration shall be reasonable and fair to the Organization and must be reviewed and approved by a majority vote of the Board.

ARTICLE V. Board Meetings

Section 1. The Annual Meeting of the Board shall be held on such date and at such place as the Board shall determine.

Section 2. The regular meetings of the Board shall be held at least quarterly and on such dates and at such places as the Board shall determine from time to time.

Section 3. Special meetings of the Board may be called by the President or at the request of any three voting Directors then serving in office.

Section 4. Notice of the time and place of any annual or regular meeting of the Board shall be sent to each Director at least seven (7) calendar days prior to the date of such meeting. Written notice of the time and place of any special meeting of the Board shall be sent to each Director no less than three (3) calendar days prior to the date of such meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 5. Notwithstanding the provisions of the foregoing Section, any Director may waive notice of any meeting; and the attendance of any Director at a meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. If notice of a meeting is waived in writing by every Director having the right to vote at the meeting, the meeting shall be deemed lawfully called or convened.

Section 6. Unless otherwise provided in these Bylaws, a simple majority (50% plus one) of the active voting Directors then serving in office shall by their presence, or by written or electronic transmission proxy, delivered to an officer prior to or during the meeting, constitutes a quorum for all meetings of the Board of Directors. Notwithstanding the foregoing, at least one-third of the voting Directors then serving in office must be physically present at the meeting. In the absence of a quorum, a majority of the voting Directors present may, without giving notice other than announcement at the meeting, postpone the meeting until a quorum is obtained. Those present must make a good faith effort to notify the absent Directors of the rescheduled meeting. At any such postponed meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 7. At any meeting of the Directors, every active, voting Director present in person at such meeting shall be entitled to one vote; and, except as otherwise provided by law or these Bylaws, the act of a majority of the Directors present at the meeting shall be the act of the Board of Directors. Proxies may be solicited from voting Directors and may be exercised by an Officer who is present at the meeting. Issues may be brought before the board by electronic communication (email and similar) for a vote, and Directors may cast a vote electronically by submitting the vote via email or similar, with their name attached to the communication and their preference clearly stated.

Section 8. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting (a) if a consent in writing, setting forth the action so taken, shall be signed by all of the active Directors or (b) such action is in compliance with applicable law.

ARTICLE VI. Term of Office

Section 1. The Term of Office for all officers shall be two (2) years.

Section 2. The Terms of Office for members elected at-large to the Board of Directors shall be for a period of two (2) years

ARTICLE VII. Membership and Sponsorship Categories and Qualifications

Section 1. Membership and Sponsorship levels and dues shall be suggested by the Membership committee and voted on by the Board of Directors. A simple majority vote shall carry the motion.

Section 2. No complimentary CFA membership shall be awarded without simple majority approval by the Board.

ARTICLE VIII. Authorized Signatories and Expenses

Section 1. The Board of Directors shall select such banks or depositories as it shall deem proper for the funds of the Organization. No loan contract shall be made on behalf of the Organization, nor evidence of indebtedness issued in the name of the Organization, without approval of a majority of the Board of Directors.

Section 2. No Officer, Board Member, or General Member of the CFA may individually incur or give approval to expenses on behalf of the CFA, without prior approval from the Board.

Expenses may be approved as part of a budget, or individually, by a simple majority vote, once submitted in writing to the Board. Once approved by the Board, the budget or item must be signed and dated by one (1) Officer and one (1) Member of the Board.

Section 3. A small budget for incidentals, not to exceed \$150.00, may be approved by the Board and replenished at intervals throughout the year. This money is to be used for unanticipated expenses, and not regular, foreseeable expenses. All debits against this account must be approved by two signatories on the CFA Account, and are subject to review,

Section 4. Any Member of the CFA not adhering to the financial policies of the CF A may be subject to expulsion by a simple majority vote of the Board.

ARTICLE IX. Committees

Section 1. Standing Committees. Each Standing Committee shall include a member of the Board of Directors. Standing Committees of the Board and their duties shall be as follows:

(i) Nominating Committee. The Nominating Committee shall have general responsibility to ensure that the Organization has appropriate leadership and staff to carry out the Mission and Vision of the Organization as determined by the Board and shall have such additional responsibilities as the Board may determine from time to time. The Nominating Committee shall be composed of a minimum of three Directors.

(ii) Marketing Committee. The Marketing Committee shall have general responsibility to provide expertise and support to the Organization's marketing and public relations efforts and shall have such additional responsibilities as the Board may determine from time to time. The number and qualifications of members of the Marketing Committee shall be determined by the Board.

(iii) Development Committee. The Development Committee shall have general responsibility to develop and lead the implementation of plans for raising the contributed income needed to meet the Organization's financial goals. and to cultivate potential donors and fundraising volunteers. The Development Committee shall have such additional responsibilities as the Board may determine from time to time. The Development Committee shall be composed of the chairpersons of major fundraising campaigns and the chairpersons of major benefit events.

(iv) Volunteer Committee. The Volunteer Committee shall have general responsibility to develop and lead the implementation of plans to coordinate the work of volunteers on behalf of the Organization. The Volunteer Committee shall have such additional responsibilities as the Board may determine from time to time. The number and qualifications of members of the Volunteer Committee shall be determined by the Board.

Section 2. Other Committees. The Board shall establish such other committees of the Board as it may deem appropriate front time to time and fix their duties and responsibilities. The Board may appoint as members of the various Committees individuals who are not currently members of the Board.

ARTICLE X. Dissolution

Section I. In the event of the dissolution of the Organization, or upon its abandonment, the assets of the Organization remaining after payment or provision for all debts and liabilities of the Organization, shall be donated to such corporation or corporations, fund or funds, or foundation or foundations within the State of South Carolina having objects and purposes most similar to those of the Organization, as the Board of Directors may designate provided, however, that none of such assets shall be donated to any Organization other than one organized exclusively for charitable purposes and possessing a **501 (c) (6)** IRS classification.

ARTICLE XI. Amendments

Section I. These Bylaws may be amended or repealed, or new Bylaws be adopted by the affirmative vote of a three-fourths vote of the Board of Directors at any meeting thereof.

Bylaws Adopted November 22, 1998, Amended May 6, 1999, May 1, 2004, April 2, 2008,

Amended and Restated March 4, 2014, Amended March 6, 2018, Amended September 25, 2023.