

# CARNEGIE SCREENWRITERS BYLAWS

## ARTICLE 1: NAME AND PURPOSE

1.01. Name. The name of the corporation ("Corporation") is "Carnegie Screenwriters." The Corporation's Board of Directors may also authorize the use of shortened forms of the Corporation's name.

1.02. Specific Purposes. The specific purpose of the Corporation shall be to support and encourage writers and filmmakers in the creation of stories, films, television, and other media.

1.03. IRC Section 501(c)(3) Purposes. The Corporation is organized exclusively for charitable and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax 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.

1.04. Authorization. To accomplish its purposes, the Board shall have the authority to exercise all the powers conferred upon a nonprofit corporation that qualifies as a corporation described in Section 501(c)(3) of the Internal Revenue Code as amended.

1.05. Limitation on Activities. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, political campaigns for or against any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or any activities which could cause it to lose nonprofit status.

1.06. Prohibition Against Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of its Directors, trustees, Officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes of the Corporation.

1.07. Distribution of Assets. Upon the dissolution of the Corporation, its assets remaining beyond debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or to a governmental body for a public purpose. Distributions shall be made in accordance with applicable laws.

## ARTICLE 2: OFFICES

2.01. Registered Office. The initial registered office of the Corporation shall be as set forth in the Articles of Incorporation.

2.02. Other Offices. The Corporation may have such other offices as the Board of Directors shall from time to time determine.

### ARTICLE 3: DIRECTORS

3.01. Members. The Corporation shall have no members. As provided in these Bylaws, the Board of Directors ("Board") shall approve all corporate actions. Any rights that would otherwise rest in the members shall rest in the Directors.

3.02. General Powers. The property, affairs, and business of the Corporation shall be managed by its Board.

3.03. Property. No Director shall have any right, title, or interest in or to the property of the Corporation, if any.

3.04. Compensation. No Director shall receive a salary for their services as a Director, but a majority of the Board may pass a resolution to reimburse a Director for expenses incurred on behalf of or in service to the Corporation. Nothing in this Section shall prevent any Director from serving the Corporation in another capacity and receiving compensation for that service, as long as a majority of disinterested Directors vote to approve such service and compensation.

3.05. Number, Qualification, and Term of Office. The number of Directors shall not be fewer than three (3) and not more than thirteen (13). Each Director shall hold office for a period of two (2) years. The initial Directors installed upon creation of the Corporation shall serve staggered terms as indicated next to their signatures effectuating these Bylaws.

3.06. Vacancies. Any vacancy occurring in the Board shall be filled as soon as possible under the circumstances. A Director elected to fill a vacancy shall be elected for the unexpired term to their predecessor in office.

3.07. Resignation. A Director who finds that they are no longer able or willing to serve on the Board may resign by documenting the resignation in writing and submitting it to the remaining Directors. A resigning Director must also resign from any offices (e.g. President, Secretary) held at the time of the resignation. If a Director resigns from their position verbally during a meeting, that resignation shall be recorded in the minutes and shall be effective immediately.

3.08. Directors' Duties.

(a) The Board assumes and discharges fiduciary responsibilities with respect to funds held or administered by the Corporation.

(b) In performing their duties, a Director may rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by (i) officers or employees of the Corporation whom the Director

reasonably believes to be reliable and competent in the matters presented, (ii) counsel, public accountants or other persons as to matters that the Director reasonably believes to be within their professional or expert competence, or (iii) a duly-designated Board committee, upon which the Director does not serve, in which the Director reasonably has confidence. A Director shall not be considered to be acting in good faith, however, if such Director has knowledge concerning a matter which would cause his reliance on any of the foregoing to be unwarranted.

(c) In discharging their duties, the Board, Board committees, and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon not only the Corporation and its mission, but also upon employees, suppliers, local communities, and any other pertinent parties. The consideration of those factors shall not constitute a violation of such person's duties. In addition, absent breach of duty, lack of good faith, or self-dealing, actions taken by a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

3.09. Interested Persons. The majority of the Board's membership must be made up of disinterested persons. For this application, an interested person is any family member of a Corporation employee, a major donor whose contributions are significant enough to impact the Corporation's operations, or the family member of any beneficiary of the Corporation.

#### ARTICLE 4: MEETINGS

4.01. Regular Meetings. A regular annual meeting of the Board shall be held. The Board may provide by resolution the time and place or technological means for the annual meeting and additional regular meetings. At least one meeting of the Board must be held each quarter.

4.02. Special Meetings. Special meetings of the Board may be called by or at the request of the President or any two Directors. Notice of any special or regular meeting of the Board shall be given by or at the direction of the President at least five (5) days ahead of the special meeting by written notice, which may be delivered electronically. Notice of any special meeting shall state the purpose or purposes for which the meeting is called.

4.03. Notice. A Director may waive notice of any meeting. A Director's attendance at a meeting shall constitute a waiver of notice, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.04. Telephonic Conferences. A Director may participate in a meeting of the Directors by telephone or by use of similar communications technology by which all persons participating in the meeting may hear each other and be heard if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting according to this Section constitutes presence in person at the meeting.

4.05. Quorum. A majority of the Directors then serving on the Board shall constitute a quorum (sufficient number to hold the meeting) for the transaction of business at any meeting, and the act of a majority of all Directors present shall be required to constitute an act of the Board. In the absence of such quorum, the Directors present shall adjourn any meeting until a quorum is had.

## ARTICLE 5: OFFICERS

5.01. Number. The Officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and any other Officers as may be elected by the Board. Two offices may not be held by the same person. Insofar as is consistent with applicable law, the position of Treasurer may be held by an external accountant or auditing firm.

5.02. Election, Term of Office, and Qualifications. All Officers shall be elected annually by the Directors of the Corporation at its regular annual meeting. Each shall hold office for one (1) year or until the next annual meeting and until their successor shall have been duly elected and qualified, or until their death, or until they shall resign, or until they shall have been removed in the manner hereinafter provided. All Officers must be Directors.

5.03. Removal. Any Officer elected or appointed by the Board may be removed by the Board whenever, in the Board's judgment, the best interests of the Corporation would be served thereby. Removal shall be at a special meeting of the Board called for such purpose, by a vote of a majority of the of Directors of the Corporation then serving.

5.04. Resignation. An Officer who finds that they are no longer able or willing to fulfill their commitments under the description of that office may resign by documenting the resignation in writing and submitting it to the remaining Officers. A resignation made verbally during a meeting shall be recorded in the minutes and treated as an immediate resignation in writing.

5.05. Vacancies. A vacancy in an office due to death, resignation, disqualification, removal, or any other cause, shall be filled by a majority vote for the unexpired portion of the term or until their successor shall be duly elected and qualified by the remaining Directors.

5.06. President. The President shall assume all duties normally associated with that office. The President shall conduct the meetings of the Corporation. They shall, when present, preside at all meetings of the Board. The President shall see that all orders and resolutions of the Board are carried into effect, and shall have such other duties as may from time to time be assigned by the Board. The President is empowered to sign checks and open bank accounts for the Corporation.

5.07. Vice President. The Vice President shall assist the President in the discharge of the President's duties and shall have such powers and shall perform such duties as specified in the bylaws or assigned by the Board or by the President. In the event of absence or disability of the President, the Vice President shall succeed to the office of the President.

5.08. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Corporation. The Treasurer shall cause to be kept accurate accounts of all moneys of the Corporation received or disbursed. They shall deposit all moneys, drafts and checks in the name of, and to the credit of, the Corporation in such banks and depositories as a majority of the whole Board, by resolution, shall designate. The Treasurer shall submit to the Board, whenever required, but at least annually, a report of all transactions and the financial condition of the Corporation, and shall perform such other duties as may be assigned by the Board or by the President, and, in general, shall perform all duties incident to the office of the Treasurer.

5.09. Secretary. The Secretary shall keep the minutes of the meetings of the Board in one or more books provided for that purpose. The Secretary shall, when directed, notify the Directors of all meetings, and perform such other duties as may be assigned by the Board or by the President and in general shall perform all duties incident to the office of the Secretary.

5.10. Other Officers. The Corporation may have such other Officers and agents as may be deemed necessary by the Board of Directors, and they shall be elected in such a manner, and have such duties and terms as may be determined by resolution of the Board.

## ARTICLE 6: COMMITTEES

6.01. Committees. The Board may act through such committees, to the extent allowed by law, as may be specified in resolutions adopted by a majority of the Board. Each committee shall have such duties and responsibilities granted to it by the Board and shall at all times be subject to the direction of the President. Committee members will be appointed by the Chair of the committee. Committee members need not be Directors.

6.02. Chair. Each committee must have a Chair to lead its operations, and the Chair shall be designated by the President. The Chair must be a Director.

6.03. Quorum. Provisions applicable to Board quorum also apply to Committee quorum.

6.04. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

6.05. Executive Committee. The President, Vice President, Treasurer, and Secretary shall comprise the Executive Committee, which is empowered to act on behalf of the Board in emergency situations when urgent actions must be taken or decisions must be made and time is of the utmost concern. Such actions or decisions must be provided to the rest of the Board and recorded.

## ARTICLE 7: AGENTS, EXECUTIVE DIRECTOR, AND EMPLOYEES

7.01. Fiscal Agents. The Corporation may designate or discontinue the use of services of such fiscal agents, investment advisors, and custodians as the Board may select by resolution.

7.02. Executive Director. The Board may select an Executive Director, which shall be done through majority vote, and they shall have a writing that specifies the terms and salary of that position. The Executive Director may sit in on Board meetings unless the matter being discussed relates to them, but does not have a vote. The Executive Director shall manage the day-to-day operations of the Corporation and shall report on the same to the Board.

7.03. Employees. The Executive Director may hire and terminate employees without Board approval, but salaries must be approved by the Board. A majority Board vote may remove employees.

## ARTICLE 8: CONFLICTS OF INTEREST

8.01. General Policy. It is natural for conflicts of interest to sometimes occur because those associated with the Corporation generally have multiple affiliations and various positions of responsibility in their communities. A conflict refers here to personal or proprietary interests of the persons covered by this policy and their immediate families, and not to philosophical or professional differences of opinion. A person may owe identical duties to organizations having similar activities, which may not necessarily constitute a conflict of interest.

It is not in the long-term best interest of the Corporation to cease all association with those who may have conflicts of interest if there is an effective method of rendering conflicts harmless. It is the Corporation's policy not to preclude all dealings with those having actual or apparent conflicts, but to require that they be disclosed promptly and fully to all necessary parties whenever they occur.

8.02. Application. This policy shall apply to all Directors, compensated employees, independent contractors, and others as designated by Board resolution. It shall be the obligation of the Corporation's President to provide this policy to all such parties and to request appropriate disclosures thereunder at least annually.

8.03. Disclosure. All those described in Section 8.02 must disclose all actual and apparent conflicts with the Corporation's interests. Disclosure shall mean providing promptly to the President a description of the facts comprising the conflict. An annual disclosure statement shall be circulated, but disclosure should also be made whenever conflicts arise. In the case of the President, disclosure shall be made to the Vice President and the Board as a whole.

8.04. Conflicted Individuals. When a Director believes that they or a member of their immediate family might or does have a conflict of interest, the Director should, in addition to disclosing the conflict, abstain from making motions, voting, and engaging in other similar actions where the conflict may be relevant. Directors should restate their disclosure for the minutes.

## ARTICLE 9: BOOKS OF RECORD, AUDIT, FISCAL YEAR

9.01. Books of Record. The Board of Directors shall keep correct and complete books and records of account for the Corporation including, without limitation, the following:

- (a) records of all proceedings of the Board of Directors,
- (b) all financial statements of the Corporation,
- (c) Articles of Incorporation and Bylaws of the Corporation and all amendments thereto and restatements thereof, and
- (d) such other records and books of account as shall be necessary and appropriate to the conduct of the Corporation's business.

9.02. Audit, Review, Inspection. The Board or its agent shall have the Corporation's books audited or reviewed as necessary, at least annually, and shall make inquiries according to applicable laws and circumstances. Directors or their agents may inspect records at any reasonable time.

9.03. Fiscal Year. The Corporation's fiscal year runs January 1 to December 31.

## ARTICLE 10: INDEMNIFICATION AND LIABILITY

10.01. Mandatory Indemnification. The Corporation shall indemnify, to extent permitted by law, each person made a party to or a witness in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an authorized representative of the Corporation, against all expenses (including attorneys' fees and disbursements), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding.

10.02. Scope of Indemnification. Indemnification under this article shall not be made by the Corporation in any case where the alleged act or failure to act which gave rise to the claim constituted negligence, recklessness, self-dealing, or intentional misconduct.

10.03. Insurance. The Corporation shall maintain Directors' and Officers' insurance.

10.04. Directors' Personal Liability. A Director shall not be personally liable for the monetary damages for any action taken, or any failure to take any action, though this provision does not limit a Director's liability for negligence, recklessness, self-dealing, or intentional misconduct.

10.05. Preservation of Rights. Repeal or modification of this Article shall not adversely affect any right or protection in effect prior to the time of such repeal or modification.

## ARTICLE 11: AMENDMENTS

These Bylaws and the Articles of Incorporation may be amended or restated at any Board meeting at which a quorum is present, upon receiving the affirmative vote of not less than half of all Directors in office. Any proposed amendment shall be presented to the Directors in writing not less than twenty (20) days prior to the meeting when Board action is proposed to be taken.

## ARTICLE 12: CONSTRUCTION AND TERMS

12.01. Procedure. If the Bylaws are silent as to any matter, the procedures used shall be determined by a quorum of the Board or by the Executive Committee if the matter is exigent.

12.02. Invalidity. Should any of the provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions shall be unaffected.

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## ADOPTION OF BYLAWS

We, the undersigned, are the Directors of the Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws as the Bylaws of the Corporation.

Dated: \_\_\_\_\_

Signatures of Directors

Term Expiration Date

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