

BYLAWS  
FOR THE  
NORTHWEST SCREENWRITERS GUILD

**Article 1. NAME**

The name of this organization shall be the Northwest Screenwriters Guild.

**Article 2. PURPOSE**

The Guild is devoted to the improvement of industry business conditions in our geographic area for the benefit of members and non-members alike. It does so by seeking to improve the skills of screenwriters in our area; by educating screenwriters about the workings of the industry in other geographic areas; and by encouraging the use of the services of the Northwest screenwriting industry.

**Article 3. GENERAL MEMBERSHIP & DUES**

SECTION 1: Obligations of Membership

Members shall pay annual dues and shall be in such amounts, and shall be paid in such manner and at such times as shall be determined by the Board of Directors and administered by the Membership Committee.

The failure of a member to pay the required dues within sixty days after the date due shall result in suspension from rights of membership in the Guild and if such dues are not paid within ninety days after the due date, membership in the Guild shall cease and terminate.

Nothing in this section shall limit, however, the discretion of the Membership Committee to revoke such suspension or to reinstate a nonpaying member for any reason satisfactory to it, pursuant to such criteria and policies as the Board of Directors may determine.

Section 2: Membership Categories and Rights

*Compendium members.* Guild members in good standing with at least one script accepted for inclusion in the compendium.

*Associate members.* Writers preparing script(s) for first submission to the compendium.

*Affiliate members.* Industry-related professionals with an interest in Guild activities, but forwarding no compendium submissions. Affiliate members do not pay dues but do receive discounted entrance fees to Guild events. Affiliate members do not enjoy voting rights and may not serve on the Board of Directors or as officers. Affiliate members are eligible to become Associate or Compendium members by meeting the requirements of those membership levels.

The Guild reserves the right to deny guild membership to any individual for any reason or for no reason to the full extent allowed by law. The Board shall set policy application procedures and an appeals process for any applicant denied membership.

All Guild Compendium and Associate members shall have voting rights and may serve on committees, Board of Directors and as officers.

#### **Article 4. BOARD OF DIRECTORS**

##### Section 1: Composition

The Board of Directors shall be composed of not less than ten and not more than twenty members. A majority of the Board must be made up of Compendium members. The general membership shall elect the Board of Directors at a regular meeting to be held prior to the expiration of the terms of the current Board of Directors.

##### Section 2: Terms

The term of office shall be three years and shall run for successive calendar years. Members may not serve on the Board of Directors for more than six consecutive years.

##### Section 3: Nominations

The Membership Committee shall submit to the Board of Directors a list of nominees at a regular meeting generally no later than October 31 each year. The Board of Directors shall submit a slate of prospective Board members generally no later than November 30 each year for election at the next annual meeting of the Guild.

##### Section 4: Vacancies

**Resignations:** A Director may resign by submitting written notice to the President of the Board of Directors. The Board shall take action at its next scheduled meeting.

**Removal:** A Director may be removed from the Board by two-thirds vote of the Board upon missing three consecutive meetings without good cause as determined by the President, or for failure to carry out the duties of Director. A Director with two consecutive unexcused absences shall be contacted by the President and informed of the removal policy. Thirty days' written notice of proposed removal shall be provided to the Director.

**Leave of Absence:** The Executive Committee may grant one leave of absence per term per Board member for a maximum of three months. Requests for longer leaves shall require Board approval.

**Unexpired terms:** Any vacancy occurring during a term may be filled by the Board of Directors for the balance of the unexpired term.

##### Section 5: Compensation

Directors shall serve without compensation but may receive reimbursement for necessary expenses incurred in connection with official Guild business. Prior approval to incur such expenses exceeding \$200.00 must be obtained from the President.

##### Section 6: Conflict of Interest

No Director may authorize, or attempt to influence the authorization of, any expenditure in which the Director or its immediate family has a financial interest. Immediate family means spouse, parent, grandparent, child, sibling or significant other.

### Section 7: Duties

Directors shall uphold and further the purposes of the Guild. All Directors are expected to attend meetings of the Board and serve on at least one committee of the Board. Directors shall perform their duties in good faith; with such care, including reasonable inquiry as an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner the Director believes to be in the best interest of the corporation.

## **Article 5. OFFICERS**

### Section 1: Officers

The officers of the Guild shall be the President, Vice President, Secretary and Treasurer. The Board of Directors may establish additional offices, including the offices of Co-President. Presidents should have at least one year's prior experience on the Board.

### Section 2: Duties and Powers

**President:** The President or his/her designee shall preside at all meetings of the Board of Directors and its Executive Committee. The President, with approval of the Executive Committee, shall appoint Directors to serve as chairs of all standing and ad hoc committees, and shall see that all chairs report to the Board. The President shall act as spokesperson for the Guild. The President shall prepare the Board's meeting agenda and shall sign all documents and assign preparation of required reports on behalf of the organization in conjunction with the Secretary. Co-Presidents shall have equal powers and shall act by consensus whenever practicable.

**Vice President:** The Vice President shall perform the duties of the President in his/her absence or if a vacancy in the office occurs, and shall undertake such other responsibilities as the Board of Directors may assign.

**Secretary:** The Secretary shall be the custodian of all records and documents of the Guild except those of a financial nature. The Secretary shall maintain a record of the proceedings of all meetings of the Board of Directors and the Executive Committee, and shall send copies of the minutes of such meetings to all Board members preferably within two weeks after each meeting. The Secretary and President shall oversee the preparation of required reports to state and federal entities and sign all legal documents of the organization.

**Treasurer:** The Treasurer shall monitor all revenues and expenditures of the organization and shall be responsible for complete and accurate records of all financial accounts. The Treasurer shall oversee the preparation of regular financial reports to the Board of Directors.

### Section 3: Election of Officers

Elections shall be held at the Board meeting prior to the expiration of terms. The Board of Directors shall select a three-person Nominating Committee to prepare a slate of officers. The officers shall be elected by a majority vote of the Board members. Additional nominations may be accepted from the floor.

#### Section 4: Term of Office

Each officer shall be elected for a term of one year. Officers may be elected for consecutive terms.

#### Section 5: Vacancies

The Board of Directors shall have the power to fill vacancies of offices.

#### Section 6: Removal

An officer may be removed from office for good cause by two-thirds vote of the Board members, provided that notice of contemplated action has been sent to the officer at least thirty days prior to a decision and that the Board members have received at least fourteen days' notification of pending action.

### **Article 6: COMMITTEES**

#### Section 1: Standing Committees

The Standing Committees of the Guild shall include, but not be limited to, the Executive Committee, Nominating Committee, Membership Committee and Program Committee. Members of the Standing Committees shall be members of the Guild.

**Executive Committee:** The Executive Committee shall consist of the elected officers, the immediate past President, and Committee Chairs. The President shall preside over the Executive Committee. The Executive Committee may act on behalf of the Board of Directors in emergency situations. Any such actions shall be reviewed and approved by the Board of Directors at its next regular meeting. The Executive Committee must have a majority of members present to take official action.

**Nominating Committee:** The Nominating Committee shall be responsible for annually proposing a slate of Directors and Officers. The committee shall consist of no fewer than three members of the Board of Directors.

**Membership Committee.** The Membership Committee shall, in conjunction with the Executive Committee, devise a policy and monitor the process for accepting members into the Guild. The committee shall keep a record of member names and addresses, and their current membership status.

**Program Committee:** The Program Committee shall be responsible for planning a slate of annual activities for the benefit of the membership. The Committee shall seek ideas from the general membership about issues of importance to address including, but not limited to, professional training, promotion, networking and communications. The committee shall annually present a draft schedule and budget to the Board of Directors for its approval.

**Script Submission Review Committee:** The Script Submission Review Committee shall be composed of not less than three members who shall screen scripts forwarded in consideration for inclusion to the compendium. The Committee shall develop a set of criteria by which scripts shall be reviewed. The Committee shall also design a timely process for reviewing scripts and

notification of writers. The Board of Directors shall have final approval of the criteria and policies.

**Additional Standing Committees:** Additional Standing Committees may be created by the Board of Directors with the chairs appointed by the President upon Executive Committee approval.

#### Section 2: Additional committees and workgroups

The Board of Directors may create additional committees of Guild Members as the need arises. They shall be responsible for accomplishing a specific task or gathering information and making a recommendation to the Board on a specific issue or area of concern with a limited duration of time. The chairs of such committees or workgroups shall be Directors and shall be appointed by the President with the approval of the Executive Committee.

As approved by the President, such committees or workgroups may have advisory participant who are not members of the Guild but who shall not have voting privileges.

### **Article 7. MEETINGS**

#### Section 1: Annual Meeting

The annual meeting of the Guild shall be held each year generally in December upon no less than ten days notice, for the purpose of electing Directors and presenting financial and program reports. This meeting may be held in conjunction with a regularly scheduled meeting of the Board.

#### Section 2: Meetings of the Board of Directors

Meetings of the Board of Directors shall be held no less frequently than every other month, with Executive Committee meetings held in intervening months if necessary.

#### Section 3: Special meetings of the Board of Directors.

Special meetings of the Board of Directors may be called by the President, or on the petition of a majority of the current Directors with a minimum of three business days' notice.

#### Section 4: Notice of Meetings

Not less than three business days' notice of meetings shall be given to Directors.

#### Section 5: Minutes

Minutes of all meetings of the Board of Directors shall be promptly recorded and a copy provided to each Director preferably at least three business days prior to the next Board meeting. Minutes will be approved by the Board and a permanent file of minutes will be maintained by the Secretary or his/her designee.

#### Section 6: Voting

Unless otherwise specified in these Bylaws, all votes at meetings of the Guild and its Board of Directors shall be determined by simple majority. Voting shall be by voice or hand, or shall be by written ballot at the discretion of the President. The President may not vote on any questions, but shall vote to break a tie. If a tie vote occurs, the Board has taken no action. Members must be present in order to vote.

#### Section 7: Quorum

A quorum shall consist of a majority of the current Directors as determined at the opening of the meeting.

#### Section 8: Conflict of Interest

A member may not participate in the vote on a matter in which he or she has direct or indirect financial interest.

### **Article 8. CONTRACT, CHECKS, DEPOSITS AND FUNDS**

#### Section 1: Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the corporation in addition to the officers so authorized by these bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

#### Section 2: Check and Bank Drafts

In the absence of other determination by the Board of Directors, checks and bank draft shall be signed by the Treasurer. Amounts in excess of \$500.00 shall be signed by the Treasurer and one other officer (or, in the absence of the Treasurer, the President and one other officer).

#### Section 3: Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

#### Section 4: Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

### **Article 9. BASIC POLICIES**

#### Section 1: Endorsement

The name of the organization or the names of any of its members representing the Board or Directors and/or Guild shall not be used to promote or endorse a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to the promotion of the goals of the organization.

#### Section 2: Additional policies

The Board shall develop polices appropriate to its operations as needed.

**Article 10. AMENDMENTS**

These bylaws may be amended by a two-thirds vote at any regular or special meeting of the Board of Directors at which a quorum is present. Proposed amendments to the bylaws shall be provided in writing to the members of the Board no less than three business day prior to the voting meeting.

**Article 11. DISSOLUION**

In accordance with the articles of incorporation as required by the State of Washington, these bylaws are perpetual in conjunction with the corporation.

Adopted by resolution of the Corporation's Board of Directors on \_\_\_\_\_,  
2008.

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Peggy Goldman, Secretary

By Written Consent

BYLAWS  
FOR THE  
NORTHWEST SCREENWRITERS GUILD

**Amendment A**

The Northwest Screenwriters Guild reserves the right to deny guild membership to any individual for any reason or for no reason to the full extent allowed by law.