

# **Trans Stellar Film Festival Bylaws**

Ratified April 25, 2017

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## **Article I Nonprofit Purpose**

As stated in the Articles of Incorporation, the purpose or purposes for which the Corporation is organized are to:

1. Conduct an annual film festival, related activities, and events to provide minority filmmakers with opportunity to exhibit their films, particularly LGBT+ and Queer filmmakers.
2. To serve and further the development and promotion of media arts created by disenfranchised minorities, particularly of LGBT+ and Queer filmmakers.

## **Article II Membership**

Membership is composed of Board of Directors. There will be no dues.

## **Article III Board of Directors**

### Section 1. Composition

The Board must have up to ten (10), but not fewer than three (3) Directors, with the exact number to be determined solely by a resolution adopted by the affirmative vote of the sitting Directors.

### Section 2. Powers

The property and business of Corporation will be managed by its Board of Directors which may exercise all such powers of the Corporation with full power and authority to manage and conduct business. The Board of Directors may delegate such powers and duties as it may deem appropriate to committees, Officers, or other appointed persons. The Board of Directors will have the power to elect and remove Directors, Officers, or other appointed volunteers, employees, or persons.

### Section 3. Duties

A director will have responsibility for all duties normally associated with a Board of Directors to include but not to be limited to: responsibility for development and oversight of the Corporation and Festival, establish policies required to operate, financial oversight, responsibility for ensuring sufficient financial and human resources, and represent the Corporation to the public, and embodying the needs and interests of those communities the Corporation serves. Each member of the Board of Directors shall attend at least nine (9) Meetings of the Board per year, the annual Meeting, and the Festival.

## Section 4. Term

A Director will serve for a term of four (4) years from the year they were elected, ending the day after the Annual Meeting of the fourth year. Instead of term limits, the Corporation will have strong annual evaluation systems for all Directors. These terms will be staggered. The need for term limits will be evaluated at every Annual Meeting.

## Section 5. Conflict of Interest Policy

### 5.1. Recusement

A Director must recuse themselves if, because of a vote, decision, or policy, the Director may benefit financially, including but not limited to: indirect benefits to family members, romantic partners, firms, or businesses with which the person is closely associated.

### 5.2. Moratorium on Submissions

A Director will not submit to the Festival during their tenure as a Director.

### 5.3. Disclosing of Conflicts

Directors will annually disclose or update the President of the Corporation or designee their interests that could give rise to conflicts of interest, such as a list of family members, romantic partners, substantial business or investment holdings, and other transactions or affiliations with businesses, firms, and other organizations or those of family members.

## Section 6. Confidentiality

Directors will not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions. Being voted onto and accepting appointment to the Board of Directors constitutes an agreement to the this confidentiality.

## Section 7. Compensation

The Board may receive reasonable compensation. The compensation must reviewed and approved by the other Directors or by Committee, except for the Director in question. The Board or Committee must review and approve compensation by using

data to compare compensation for similarly qualified persons in functionally comparable positions at similarly situated organizations. The Corporation must keep contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding the compensation arrangement.

### Section 8. Resignation

A Director may resign by giving written notice to the President, the Secretary, or the Board with a time specified in the written notice that the resignation is to become effective.

### Section 9. Removal

A director may be removed by an affirmative vote of the Board of Directors, except the Director concerned, if:

1. The Director is absent and unexcused from two or more Meetings of the Board of Directors in a fiscal year; or
2. The Director does not show adequate effort or interest in promoting the goals of the Corporation; or
3. The Director does not comply with these bylaws set forth; or
4. For cause or no cause, if before any Meeting of the Board of Directors at which a vote on removal will be made, the Director is given electronic or written notification of the Board's intention to discuss the case and is given an opportunity to be heard at a Meeting of the Board.

### Section 10. Vacancies

On the event of an Director's death, resignation, or removal, the Board of Directors will fill such vacancy for its unexpired term at the first Meeting of the Board of Directors following the Director's death, resignation, or removal.

### Section 11. Officers of the Board

#### 11.1. Composition

There shall be three (3) Officers of the Board of Directors: President, Treasurer, and Secretary. A Vice President may additionally be elected after the President, Treasurer, and Secretary are appointed. Additional Offices or Assistant Offices may be created and elected by the Board of Directors in the same manner.

#### 11.2. The President

The President's duties will be:

1. Presiding at all Meetings of the Board of Directors;
2. General superintendence and direction of all other Officers and seeing that their duties are properly performed;

3. Submitting a report of the operations of the program for the fiscal year to the State, public, or any other necessary parties;
4. To be an ex-officio member of all standing committees and have the power and duties usually vested in the Office of the President;
5. Review and propose any needed amendments to the bylaws at least once during the elected term and no more than three (3) years from the last review;
6. Ensuring there are no conflicts of interest with Directors and Officers; and
7. Reporting on progress of mission, and other long-term and short-term goals at the Annual Meeting.

#### 11.3. The Vice-President

The Vice-President will be vested with all the powers and will perform all the duties of the President during the absence of the latter. The Vice-President's duties will be:

1. To be an ex-officio member of all standing committees and shall have the power and duties usually vested in the Office of the Vice-President;
2. General superintendence and direction of all committees of this Corporation and seeing that their duties are properly performed;
3. Reporting on effectiveness of Festival, Festival planning, and committees at the Annual Meeting; and
4. Such other duties as may be prescribed by the President.

#### 11.4. The Treasurer

The Treasurer's duties will be:

1. Propose and prepare annual budget, cash flow planning, multi-year budget forecasting, taxes, and specifics of a periodic audit as needed;
2. Monitor and manage accounts and ensure adherence to budget;
3. Monitor and periodically review the Corporation's accounting procedures;
4. Inspection of the funds resting with the Corporation including budgets and subsequent audit reports;
5. If needed, appoint a qualified financial agent to assist in preparation of budget, taxes, and other fiduciary concerns;
6. Such other duties as may be prescribed by the President or Vice-President under whose supervision they shall be; and
7. Reporting on financial and budgetary concerns at the annual Meeting.

#### 11.5. The Secretary

The Secretary's duties will be:

1. Attend all Meetings of the Board of Directors and will act as a clerk thereof, including recording all votes and minutes;
2. In concert with the President, will make the arrangements for all Meetings of the Board, including the annual Meeting;
3. Send notices of all Meetings to the members of the Board of Directors;
4. Perform any official correspondence required or prescribed by the Board of Directors;
5. Maintain appropriate record keeping and record destruction;
6. Monitor and periodically review the Corporation's record keeping procedures;
7. Such other duties as may be prescribed by the President or Vice-President under whose supervision they shall be; and
8. Reporting on any record keeping concerns at the annual Meeting.

#### 11.6. Elections

At the end of each Officer's term, they will hold elections for their position. If any position has more than one (1) candidate running, each candidate will be given a reasonable amount of time to state before the Board of Directors why they are best suited for the position.

#### 11.7. Terms

The President, Vice President, and Treasurer will have terms of four (4) years. The Secretary will have a term of two (2) years. The elections will be staggered and repeated as such: Board Elections, Vice President and Secretary, Treasurer, President and Secretary. The election of an Officer will extend their time on the Board by the term of the Office. The need for term limits will be evaluated at every Annual Meeting.

#### 11.8. Removal

Officers may be removed by the Board by an affirmative vote by a unanimous of the Board, except for the Director in question, following the same procedures as outlined in Section 9 of this Article for the removal of Directors.

#### 11.9. Vacancies

On the event of an Officer's death, resignation, or removal, the Board of Directors will fill such vacancy for its unexpired term at the first Meeting of the Board of Directors following the Officer's death, resignation, or removal.



#### 11.10. Compensation

The Officers may receive reasonable compensation as decided upon by the Board of Directors and with the same requirements as laid out in Section 7 of this Article for compensation of the Board.

### Section 12. Meeting Procedures

#### 12.1. Annual Meeting

The Annual Meeting shall be held at least two (2) weeks after the Festival, but before the end of the fiscal year. Other Guests may be invited to attend or speak by the Board of Directors. At every annual Meeting, the agenda must include:

1. election of Directors or Officers as required;
2. a vote and reviewing of the need for term limits, if they are not already in place;
3. a vote and reviewing of the need for the creation of a Standards Committee, if one is not already in place;
4. Evaluation of progress in short-term and long-term goals; and
5. Any other procedures outlined elsewhere in the bylaws or in official policy.

#### 12.2. Regular Meetings

Regular Meetings of the Board shall be held approximately once a month, with a total of at least ten (10) Meetings per year.

#### 12.3. Special and Emergency Meetings

Special and Emergency Meetings may be called for any purpose in-between Regular Meetings of the Board by notifying all Directors.

#### 12.4. Voting procedures

##### 12.4.1. Quorum

A quorum of three-fourths ( $\frac{3}{4}$ ) of Directors must be present for a decision to be ratified, unless otherwise specified under another section of these bylaws. Those attending digitally must have an auditory presence and access to all documentation referenced in the Meeting.

##### 12.4.2. Prior Excused Absence

Prior to the Meeting, a Director may forego their right to vote by notifying the Secretary in writing with ample warning. The President may excuse Directors from attendance for any reason the President deems adequate.

The President will not have the power to excuse themselves from a Meeting, and in that case the Vice-President may excuse the President.

#### 12.4.3. Electronic Votes

Any action required or permitted to be taken by the Board of directors at a Meeting may be taken without a Meeting if a consent in writing, setting forth the action so taken, shall be agreed upon by all directors. These actions must be documented.

#### 12.5. Location

The location of each Meeting is to be determined by Board at the previous Meeting, or by electronic consensus.

#### 12.6. Minutes

Minutes at every Regular, Special, and Emergency Meeting will be taken by the secretary as specified in Section 11.5 of this Article.

### Section 13. Limitation of Liability

The Corporation assumes liability for parties as provided for in Article VI of the Articles of Incorporation for this Corporation.

## **Article IV Committees**

### Section 1. Creation

A committee may be proposed by any sitting Director. The Director must present a formal proposal that contains the following information and submit it to the Board of Directors for review:

1. The name of the committee;
2. The Chair, Co-Chairs, or Vice Chair;
3. The purpose, scope, and powers of the committee;
4. Any Officers, sub-committees, or other organizational structures, and their functions, powers, and requirements;
5. All members, at least three (3), at the time of formation;
6. Any rules to govern and maintain the committee;
7. Frequency of Regular and Special Meetings; and
8. A representative list of typical tasks assigned to the committee.

The creation of any committee must be approved by an affirmative vote by the Board of Directors. Its structure, duties, powers, and Officer positions will be decided upon creation. These decisions may be amended at a later Meeting of the Board. A committee may be given the power to establish its own rules to govern the conduct of its activities.

## Section 2. Structure

A committee must have one (1) Chair or multiple Co-chairs. A Director must serve as the Chair or Co-Chair of the committee. A committee may have other Officers, and may be required upon creation to maintain certain Offices.

## Section 3. Committee members

The Board of Directors reserves the right to recommend and remove any committee member.

## Section 4. Oversight

The Board of Directors may adopt rules regarding the conduct of committees and their Meetings and activities, including but not limited to: rules for the calling of Meetings, quorum requirements, Officer positions, and voting.

A Chair or Co-Chair of every committee must report the activities of the committee at every regular Board Meeting and at the Annual Meeting.

# **Article V Amending the Bylaws**

Amending the bylaws requires a unanimous vote by the Board of Directors at a Regular Meeting.

# **Article VI Recordkeeping**

The Corporation will create and maintain a policy for appropriate and legal record keeping, retention, and destruction.

# **Article VII Ethics**

## Section 1. Guiding Values

The Corporation will form a code of ethics or list of guiding values that all Directors, volunteers, and other official designees must abide by.

## Section 2. Non-Discrimination Policy

The corporation ensures the right of all Directors, Officers, volunteers and other persons to appropriate and effective services and leadership opportunities without discrimination on the basis of gender, sexual orientation, national origin, race, religion, age, political affiliation, or disability, in accordance with all applicable legal and regulatory requirements.

## **Article VIII Fiscal Year**

The fiscal year for the Corporation will start on the first of December.

## **Article IV Grievances and Appeals**

### Section 1. Grievances

Until such time at which a Standards Committee is formed, any grievances may be brought up to the President or Vice-President of the Board, or the Chair or Co-Chair of the applicable Committee. These grievances must be taken seriously and discussed with as much anonymity as possible at a Meeting of the Board of Directors or applicable Committee.

### Section 2. Appeals

Until such time at which a Standards Committee is formed, appeals for decisions made about grievances must go through the Board of Directors. If a grievance pertains a Director, that Director must excuse themselves, but may be given a chance to speak on their own behalf.

### Section 3. Standards Committee

A Standards Committee will handle matters of grievances and will set up procedures for grievances, appeals and such matters. Unless the committee is already formed, at every Annual Meeting, there will be review of the need for a Standards Committee. If the number of Directors exceeds five (5) but is less than ten (10), the Board must then vote on if a Standards Committee is needed. If there is an affirmative vote by any majority, a Standards Committee must be formed promptly. If the number of Directors exceeds ten (10), a Standards Committee must be formed promptly.