

BYLAWS

OF

**Oklahoma Motion Picture
Alliance, Inc.**

Table of Contents

1. THE CORPORATION	4
1.1. NAME.....	4
1.2. PURPOSE	4
1.3. TAX-EXEMPT STATUS	4
1.4. CORPORATE AUTHORITY	4
1.5. TAX YEAR.....	4
1.6. LOCATION	4
2. DEFINITIONS.....	4
2.1. MEMBER	4
2.2. VOTE OF THE MEMBERSHIP/MEMBERSHIP VOTE	4
2.3. QUORUM OF THE MEMBERSHIP	4
2.4. BOARD	5
2.5. DIRECTOR	5
2.6. OFFICER	5
2.7. VOTE OF THE BOARD/BOARD VOTE.....	5
2.8. QUORUM OF THE BOARD.....	5
2.9. GOVERNANCE COMMITTEE	5
2.10. FINANCE COMMITTEE	5
3. MEMBERSHIP	5
3.1. VOTING MEMBERS	5
3.2. DUES	5
3.3. MEMBERSHIP DUTIES AND RIGHTS	6
3.4. MEMBERSHIP APPLICATION REQUIREMENTS	6
3.5. MEMBERSHIP TERM	6
3.6. ATTAINMENT, REMOVAL, CENSURE, OR SUSPENSION	6
3.7. MEMBERSHIP LIST	6
4. MEETINGS OF THE MEMBERSHIP.....	6
4.1. MEETINGS	6
4.2. VOTING	7
4.3. NOTICE OF MEETINGS	7
4.4. BALLOT VOTING	7
4.5. QUORUM.....	7
4.6. PROCEDURES.....	8
5. BOARD OF DIRECTORS	8
5.1. BOARD AUTHORITY	8
5.2. BOARD COMPOSITION	8
5.3. COMPENSATION	8
5.4. DUTIES	8
5.5. TERM OF OFFICE AND TERM LIMITS.....	8
5.6. ELECTIONS	9
5.7. ATTENDANCE, REMOVAL, OR RESIGNATION	9
5.8. VACANCIES	9
6. MEETINGS OF THE BOARD	9
6.1. MEETINGS AND NOTICE	9
6.2. QUORUM.....	11
6.3. PROCEDURES.....	11

6.4.	VOTING	11
7.	OFFICERS OF THE BOARD.....	11
7.1.	COMPOSITION.....	11
7.2.	OFFICER DUTIES	11
7.3.	TERM OF OFFICE AND TERM LIMITS.....	12
7.4.	ELECTION.....	13
7.5.	REMOVAL AND RESIGNATION	13
7.6.	VACANCIES	13
8.	COMMITTEES OF THE BOARD	13
8.1.	COMMITTEES IN GENERAL	13
8.2.	GOVERNANCE COMMITTEE	14
8.3.	FINANCE COMMITTEE	15
8.4.	ADVISORY COMMITTEES.....	16
9.	STAFF.....	17
9.1	EMPLOYMENT	17
9.2.	DUTIES	17
9.3.	SEPARATION OF DUTIES	17
10.	BYLAWS AMENDMENTS	17
11.	BYLAWS CONSTRUCTION AND TERMS.....	17
	CERTIFICATION	18

1. The Corporation

1.1. Name

The Name of the not-for-profit corporation is Oklahoma Motion Picture Alliance, Inc. (hereinafter referred to as the “Alliance”).

1.2. Purpose

The purpose of the Alliance is to further the expansion of the film industry in the state of Oklahoma through education and lobbying.

1.3. Tax-Exempt Status

The Alliance is a social welfare organization as described in Section 501(c)(4) of the Internal Revenue Code (“the Code”).

1.4. Corporate Authority

The Alliance may do all things and perform all acts permitted to a not-for-profit corporation under Oklahoma law, within the purpose set forth in Section 1.2.

1.5. Tax Year

The Tax Year of the Alliance shall be the Calendar Year.

1.6. Location

- a. Principal Office. The Alliance shall locate its Principal Office in Oklahoma. The Alliance may change the Principal Office from one location to another with notification to both the Internal Revenue Service and the Oklahoma Secretary of State.
- b. Registered Agent and Registered Office. The Registered Agent and Registered Office of the Alliance shall be located in Oklahoma and may be identical to, or differing from, the Principal Office. The Registered Agent and/or the Registered Office may be changed by filing a Change of Registered Agent with the Oklahoma Secretary of State.
- c. Other Offices. The Alliance may have other offices, as determined by a Vote of the Board.

2. Definitions

2.1. Member

“Member” means an individual Member or individual voting on behalf of an entity that is a Member who has completed the requirements set forth in Section 3.

2.2. Vote of the Membership/Membership Vote

“Vote of the Membership” and/or “Membership Vote” means those Members voting either in person or electronically. Membership business and elections shall be transacted by a Vote of the Membership unless otherwise provided by these *Bylaws*.

2.3. Quorum of the Membership

“Quorum” means those Members present or voting in accordance with Section 4.5. unless otherwise provided by these *Bylaws*.

2.4. Board

“Board” means the Board of Directors of the Alliance in their capacity as the governing body of the Alliance, which is comprised of those Directors elected in accordance with Section 5.6.

2.5. Director

“Director” means an individual who has been elected to the Alliance’s Board of Directors and who is currently serving on the Board of Directors.

2.6. Officer

“Officer” means an individual who has been elected to the Alliance’s Board of Directors in accordance with Section 5.6 and who has been subsequently elected to an Officer position listed in Section 7.1 pursuant to Section 7.4.

2.7. Vote of the Board/Board Vote

“Vote of the Board” and/or “Board Vote” means a majority vote of the Directors present and voting at any meeting of the Board where a Quorum is present and certified, whether such meeting is held in person or electronically. Routine business shall be transacted by a Vote of the Board unless otherwise provided by these *Bylaws*.

2.8. Quorum of the Board

“Quorum” means a majority of Directors serving on the Board of Directors, unless otherwise provided by these *Bylaws*.

2.9. Governance Committee

“Governance Committee” means the Governance Committee set forth in Section 8.2.

2.10. Finance Committee

“Finance Committee” means the Finance Committee set forth in Section 8.3.

3. Membership

3.1. Voting Members

Members shall be those individuals, corporations, limited liability companies, partnerships, firms, associations, companies, businesses, or other legal entities meeting all membership qualifications.

The Board may provide for various categories of Membership that allow for various dues structures and voting rights including an increased number of votes for entities that are Members. Such categories with their respective dues and voting rights will be found in the *Membership Manual*. It is the responsibility of the Member to provide the Alliance with the name and contact information of the individual who will vote on the Member’s behalf. Any such individual may only vote on behalf of one (1) Member. Any reference to Members or Membership when referencing voting rights in these *Bylaws* shall mean the voting Members only.

The Board may provide for various levels of non-voting membership categories which may or may not have a requirement to pay dues.

3.2. Dues

Membership categories and dues shall be established by a vote of the Board and the Board may provide for various levels of benefits for each Membership category including additional voting rights. Dues shall be paid on an annual basis.

All Members regardless of the Membership category whose dues are not paid by the date designation shall be deemed not in good standing and will lose all benefits of membership. Upon payment of delinquent dues, the Member may be reinstated to good standing.

3.3. Membership Duties and Rights

- a. Members must maintain current dues and provide the Alliance with current contact information to be entitled to notice of meetings and Membership benefits, including the naming of individuals who will be voting on behalf of the Members.
- b. Members must abide by the *Bylaws* and policies, and any Federal and State laws affecting the Alliance to be entitled to benefits and/or voting rights.
- c. Members have the right to remove a Director by a majority vote of the total number of Members in good standing with the Alliance which exceeds the quorum requirements for a Membership meeting. Should the entire Board be removed by the Membership, the Membership shall elect a minimum of seven (7) new Directors to populate the Board.

3.4. Membership Application Requirements

The following application requirements must be met for individuals to become Members of the Alliance:

- a. An Application for Membership online or in writing.
- b. All individuals who apply for Membership consent to notice for meetings and other events via email or other electronic communication.
- c. An Application for Membership can be reviewed by a Committee as determined by the Board.

3.5. Membership Term

The Membership Term shall be the Calendar Year. Membership belongs to the Member, not the individual voting on behalf of the Member, and is not transferable nor assignable. Membership dues may be prorated as determined by the Board.

3.6. Attainment, Removal, Censure, or Suspension

All Members are to maintain a level of professionalism in all matters affecting the Membership. Any Member may be removed by the Membership for failure to maintain such level of professionalism or failure to abide by the policies of the Alliance. In addition, any Member may be removed with or without cause by a majority vote of the Board of Directors. The decision of the Board of Directors shall be final.

Any Member who is delinquent on dues shall be provided a written or electronic notification concerning such delinquency, and such Member shall have thirty (30) days from the date of the notification to remedy the delinquency. A Member may not vote until the delinquent dues are paid.

Any Member may voluntarily terminate their Membership in the Alliance at any time by submitting a written notice of withdrawal to the Secretary of the Board. Any Member who voluntarily terminates their Membership or is removed as a Member shall not be refunded the annual dues.

3.7. Membership List

No Member or individual, with the exception of the Board, shall use the Membership List of the Alliance without prior approval of the Board. The Membership List may consist of multiple parts including, but not limited to, current dues-paying Members entitled to voting rights; all prior Members who have paid dues in the past but are not current; all organizations or individuals requesting to be placed on the Alliance's mailing list; and all individuals wishing to receive information from the Alliance.

4. Meetings of the Membership

4.1. Meetings

The Board shall designate the time and place of the annual membership meeting of the Alliance. At this meeting, reports on the affairs of the Alliance for the preceding year will be given by the Officers of the

Alliance. The Executive Director or the Chair of the Alliance shall preside over meetings of the Membership unless determined otherwise by a vote of the Membership.

A special meeting may be called by the Board or by the written request of one-third (1/3) of the Members. Such written requests must contain the type of business to be addressed in order for such business to be placed in the notice of the special meeting. Only business contained in the notice of a special meeting may be acted upon by the Membership.

Meetings may be held virtually as determined by the Executive Director, the Executive Committee, or the Board.

4.2. Voting

Any reference to a vote of the Membership shall be in reference to those Members present and voting at the meeting. A majority of vote of the Members present and voting shall constitute an action of the Membership. A Member must be current on dues, in compliance with the Code of Ethics and Membership Policies and, designated as a Member to be entitled to voting rights. Voting may occur at the annual meeting of the membership or pursuant to Section 4.4. Proxies may not be used. Should a vote of the Membership result in a tie vote, a vote of the Board as set forth in Section 5.4 may break such tie vote of the Membership.

4.3. Notice of Meetings

All notices may be provided in writing via electronic transmission, including via the Alliance's website. All Members consent to notice via email or other electronic communication. Notice of the annual meeting shall be provided to the Members not less than thirty (30) days prior to the holding of the annual meeting. Notice of special meetings shall be provided to the Members not less than ten (10) days prior to the holding of the special meeting. If a Member does not receive notice of a meeting but attends the meeting, they shall be deemed to have waived notice of the meeting. Notice of electronic ballot voting shall take place in accordance with Section 4.4.

4.4. Ballot Voting

Members may vote via ballot by submitting a ballot electronically. For Ballot Voting to represent an action of the Membership, all of the following conditions must be met:

- a. All Members must have access to a ballot and the ballot shall serve as written notice;
- b. The ballot shall set forth each proposed action and provide for a vote for or against each proposed action;
- c. The votes cast will constitute a quorum;
- d. The ballot must be received within the voting period established on the ballot which shall not be less than three (3) days and not more than thirty (30) days;
- e. A conference call or online group meeting may be scheduled to allow for discussion of each proposed action during the voting period;
- f. The ballot shall be received by a Committee, Officer, or designee as determined by the Board.
- g. The ballot must be submitted by a Member;
- h. The results of the vote shall be made public; and,
- i. All ballots will be maintained for a period of one year, and all ballot results shall be memorialized in the minutes and maintained with the corporate records.

The Alliance shall implement reasonable measures to verify that each ballot cast was by a Member. The form of the ballot shall be determined by the Chair.

4.5. Quorum

At Membership Meetings, the number of Members present shall constitute a quorum. If voting occurs by electronic ballot voting, quorum will be the number of ballots cast. All business brought before the Membership will be conducted by a quorum unless determined otherwise in these *Bylaws*.

4.6. Procedures

Meetings shall be conducted in an orderly fashion. Conflicts in procedures shall be resolved in accordance with the current edition of Roberts Rules of Order as a procedural guide unless determined otherwise in these Bylaws, written policy, or state law.

5. Board of Directors

5.1. Board Authority

The Board shall have all powers and authority which may be granted to a Board of a not-for-profit corporation under the laws of Oklahoma, within the purpose set forth in Section 1.2.

5.2. Board Composition

The Board shall consist of not less than seven (7) and not more than fifteen (15) Directors. The Board may increase or decrease the number of Directors, in accordance with the range specified above, by a Vote of the Board at any meeting of the Board.

A Director must be at least eighteen (18) years of age. Only one (1) member of any one (1) family related by blood or marriage, only one (1) member residing within a household, or only one (1) owner or investor of any one (1) company may be a Director at any given point in time.

5.3. Compensation

Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

5.4. Duties

The duties of the Directors include the following:

- a. Exercise a duty of obedience to the Alliance's central purpose in guiding all decisions;
- b. Exercise due care and act in good faith in all dealings and interests with the Alliance;
- c. Exercise a duty of loyalty to the Alliance by avoiding and/or managing conflicts of interest;
- d. Ensure each Director executes and completes an annual *Conflicts Questionnaire*;
- e. Approve and periodically review manuals or policies, or authorize an appropriate committee to do so;
- f. Maintain a record of all approved policies and contemporaneous minutes and records of all meetings of the Board or committees with Board delegated duties or authority;
- g. Approve the annual budget and oversee the financial administration of the Alliance;
- h. Review Form 990 tax return prior to submission to the IRS or authorize an appropriate committee to perform such duty;
- i. Review and approve all contractual agreements or authorize an Officer or Executive Director to approve and execute such agreements;
- j. Ensure adequate separation of duties are following in all areas of financial management and disbursement of funds;
- k. Should there be a tie vote of the Membership, the Board shall meet and vote to break such tie;
- l. Fill the position of the Executive Director as needed, perform annual evaluations and establish the qualifications, description of duties, and general scope of authority related to such position or utilize a committee to perform such duties;
- m. Ensure the date and terms of compensation arrangements of the Executive Director, if any, are recorded in writing and maintained with the information on which the board based its decision; and,
- n. Perform such other duties as prescribed by the Board.

5.5. Term of Office and Term Limits

A Director shall serve a term for a period of three (3) years. Terms shall be rotated to allow for approximately one-third (1/3) of the Directors to be up for election each year. Any Director may serve three (3) consecutive terms. Any Director who has served the consecutive terms allowed or has resigned may be eligible for re-

election as a Director after a period of one (1) year. However, no Director may serve more than six (6) terms. Upon resignation, removal, or vacancy of a Director, the respective successor shall serve the remainder of the term. Any partial term shall not be considered as a full term when determining term limits.

5.6. Elections

- a. Nomination of Directors. The Governance Committee shall prepare a slate of candidates in accordance with Section 8.2. Nominations may be made to the Governance Committee a minimum of ten (10) days prior to an election. Nominations must be made with the prior consent of the nominee. Nominations from the floor at a meeting where an election is to take place shall not be accepted.
- b. Election of Directors. Elections shall be determined by a Vote of the Membership. Elections shall be conducted annually in the Fourth Quarter of the Calendar Year to allow the newly elected Directors to begin on the first day of the First Quarter of the following Calendar Year.

If the slate is not approved, the Members shall vote on each slated candidate. Each slated candidate receiving a majority of the votes cast shall become a Director.

The Board may request the Governance Committee to provide an additional slate of candidates should a Director position(s) remain open. Additional elections may take place at any meeting of the Membership.

5.7. Attendance, Removal, or Resignation

Due to Quorum requirements, any Director who misses four (4) consecutive regular meetings shall be deemed to have resigned as a member of the Board and cease to be a member thereof on the date of the third absence. The Director may request in writing to be reinstated by a Vote of the Board at the meeting following the resignation.

A Director may be removed at any time, with or without cause, by a Vote of the Board at any regular or specially called meeting of the Board.

Any Director may resign at any time by giving written or verifiable electronic notice to the Chair or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No Director may resign if the Alliance would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Oklahoma Secretary of State and to the Internal Revenue Service.

5.8. Vacancies

The Governance Committee shall present to the Board candidates for vacancies resulting from term limits, resignation, removal, or newly created Directorships. Directors may be elected for such vacancies or newly created Directorships by a Vote of the Membership at any regularly or specially called meeting of the Membership.

If due to such vacancies, the number of Directors is fewer than seven (7) as stated in Section 5.2, the Board may elect Directors to fill such vacancies by a Vote of the Board. Those elected by the Board shall assume their positions until the next meeting of the Membership.

6. Meetings of the Board

6.1. Meetings and Notice

- a. Regular Meetings. There shall be a minimum of four (4) regular meetings of the Board and, the Board will strive to have at least one (1) regular meeting in each quarter of the Calendar Year. Board meetings

may be held at such time and place as shall be determined by the Chair, or as determined by a Board Vote.

Any regular meeting of the Board will require no notice if the date, time, and location of such meeting were previously determined by the Board and distributed to the Directors. Directors not in attendance at the meeting setting forth the dates shall be given the dates, time, and location of such meetings no later than ten (10) business days following the meeting. For any regular meeting where the date, time, and location was not previously determined, notice shall be sent to the Directors at least ten (10) days, but not more than sixty (60) days, prior to the holding of the meeting.

- b. Special Meetings. Special meetings of the Board for any purpose(s) may be called at any time by the Chair or by any three (3) Directors. No business shall be considered at any special meeting other than the purpose(s) mentioned in the notice of the meeting given to each Director. Special meetings of the Board may be held at such time and place as shall be determined by the Chair or as determined by a Board Vote.

For any special meeting, notice shall be sent to the Directors not less than twenty-four (24) hours, but not more than thirty (30) days, prior to the holding of the meeting.

- c. Electronic Meetings. Meetings may take place via any form of electronic medium, including video conferencing or teleconferencing. The Board may vote by voice, email, or other electronic medium during electronic meetings. The Chair or any two (2) Directors may call for an electronic vote rather than a vote by voice. For electronic voting to represent an action of the Board, all of the following conditions must be met:

- i. All Directors must have access to the motion or resolution and the ability to vote electronically;
- ii. The motion or resolution(s) shall set forth the proposed action(s) and provide for a vote for or against each proposed action;
- iii. A majority of the total number of Directors must vote;
- iv. Notice shall be given with the motion or resolution at a minimum of twenty-four (24) hours prior to the closing of any voting;
- v. The written votes must be received within the voting period established with the motion or resolution which shall not be less than twenty-four (24) hours;
- vi. Receipt of a written vote shall be acknowledged by an Officer or designee;
- vii. A vote(s) must be submitted by a Director and signed, electronically or otherwise, by such Director;
- viii. Reasonable measures must be taken to verify that each vote cast was from a Director;
- ix. All votes shall be made public to the Board following the vote; and,
- x. All results shall be memorialized in the minutes of the following meeting and maintained with the corporate records.

For any electronic meeting, notice shall be sent to the Directors with the motion or resolution and shall not be less than twenty-four (24) hours prior to the voting deadline.

- d. Emergency Meetings. An emergency meeting may be called by the Chair, or by any two (2) Directors if there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the Board, and which of necessity make it impracticable to provide notice.

In the event of an emergency meeting, the Board will exercise its best efforts to provide notice to the Directors of the time and nature of the meeting, whether in person, via teleconference, or via an electronic medium as soon as reasonably possible under the circumstances. In the event of an electronic emergency meeting, the Board shall follow the requirements of Section 6.1.c.

- e. Form of Notice. Directors shall provide an electronic address to receive notice via electronic transmission and any notice of meetings sent to them at such address shall be valid notices thereof.

If a Director does not receive notice of a meeting but attends the meeting, they shall be deemed to have waived notice of the meeting, unless the Director objects at the beginning of the meeting that notice of the meeting was not valid.

- f. Action Taken without Notice of a Meeting. Any action required or permitted to be taken at any meeting of the Board, or of any committee thereof may be taken without a meeting if a two thirds (2/3rds) majority of the total number of Directors of the Board or Committee, as the case may be, consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Board or committee; and the filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

6.2. Quorum

At all meetings of the Board, a Quorum shall consist of a minimum of one-third (1/3rd) of the total number of Directors. A Director must be present to be counted for purposes of a Quorum and to meet the attendance requirements. Directors will be deemed present if such Director can communicate with all Directors participating in the meeting. Any Director with a conflict of interest shall be counted for purposes of determining a Quorum but must follow the *Conflict of Interest Policy*, as adopted by the Board.

In the absence of a Quorum, a majority of the Directors in attendance may vote to adjourn the meeting to another place, date, or time. Notice of any meeting adjourned and rescheduled in this manner shall be given as set forth in Section 6.1.

6.3. Procedures

Meetings of the Board shall be conducted in an orderly manner under the direction of the Chair. Conflicts in procedures shall be resolved in accordance with the current edition of *Robert's Rules of Order* as a procedural guide unless determined otherwise in these *Bylaws*, written policy, or state law.

6.4. Voting

Each Director shall have one (1) vote. In the case of a tie, the motion will fail. A majority of the votes cast by Directors present at a meeting where a Quorum is established shall be deemed an action of the Board, except when the law or these *Bylaws* require otherwise. Proxies may not be used.

The *Conflict of Interest Policy*, as adopted by the Board, will apply to Directors when voting on issues in which a Director may have a financial interest, even if such interest is only a perceived interest.

7. Officers of the Board

7.1. Composition

Officers of the Board must be previously elected to the Board of Directors in accordance with Section 5.6. Officers shall be elected by the newly elected Directors. Officer positions shall be a Chair, a Vice-Chair, a Secretary, a Treasurer, and a Governance Chair.

An Officer is also a Director, and therefore shall be subject to all the duties and rights of Directors.

7.2. Officer Duties

- a. Chair. The Chair, or designee, shall have the following duties:
 - i. Act as the Principal Officer of the Alliance, subject to the control of the Board;
 - ii. Have general supervision and direction of the duties of the Board;
 - iii. Set the meeting agendas or aid the Executive Director, if any, in setting meeting agendas and with correspondence and ballots with the Board;

- iv. Preside at all meetings of the Board and Membership unless determined otherwise by the Board;
 - v. Report or cause to be reported the operations of the Alliance's affairs at Board and Membership meetings;
 - vi. Report or cause to be reported to the Board all such matters coming to their attention and relating to the interest of the Board; and,
 - vii. Have such other powers and duties as may be prescribed by the Board or these *Bylaws*.
- b. Vice-Chair. The Vice-Chair shall have the following duties:
- i. In the absence or disability of the Chair, perform all the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the Chair; and,
 - ii. Have such other powers and duties as may be prescribed by the Board or these *Bylaws*.
- c. Secretary. The Secretary, or designee, shall have the following duties:
- i. Give notice of all meetings of the Board and Membership as required by these *Bylaws* or by law;
 - ii. Keep a book of minutes of all meetings with the time and place of holding, whether annual, regular or special, and, if special, how authorized, the notice given, the names of those present at the meetings, the number present or represented at meetings, the proceedings thereof and, verification of those present via electronic transmission;
 - iii. Sign the minutes of the meetings and ensure such minutes are available for approval at the following meeting of the Board or Membership;
 - iv. Make available at all reasonable times, upon the request of a Director, these *Bylaws*, and the minutes of the meetings of the Board;
 - v. Keep at the Principal Office all documents required for public inspection by the Internal Revenue Service;
 - vi. Keep a record of the names of Directors and Officers with the addresses at which such individuals/entities are to receive notice; and,
 - vii. Have such other powers and duties as may be prescribed by the Board or these *Bylaws*.
- d. Treasurer. The Treasurer, or designee, shall have the following duties:
- i. Keep and maintain adequate and correct accounts of the properties and business transactions of the Alliance;
 - ii. Provide financial information upon request by any Director during normal business hours;
 - iii. Provide a report of the Alliance's financial affairs at meetings of the Board and/or when requested by any Director and to the Membership at meetings of the Membership;
 - iv. Ensure appropriate oversight and implementation of the financial policies and procedures; and,
 - v. Have such other powers and duties as may be prescribed by the Board or these *Bylaws*.
- e. Governance Chair. The Governance Chair, or designee, shall have the following duties:
- i. Act as the Chair of the Governance Committee;
 - ii. Ensure the Board Governance Committee fulfills the duties set forth in the Section 8.2; and,
 - iii. Have such other powers and duties as may be prescribed by the Board or these *Bylaws*.
- f. Delegation of Duties. In case of the absence or disability of any Officer of the Alliance or for any other reason that the Board may deem sufficient, the Board may, by a vote, delegate the powers or duties of such Officer to any other Officer or Director with such power of delegation valid for the remainder of the term or until the next election.

7.3. Term of Office and Term Limits

Officers shall serve for a one (1) year term or until the next succeeding election of Officers. An Office may not be held by the same Director for more than three (3) consecutive terms.

Upon resignation, removal, or vacancy of an Officer, the respective successor, as determined by the Board, shall serve the remainder of the term. Any partial term shall not be considered as a full term when determining term limits.

7.4. Election

- a. Nomination of Officers. The Governance Committee shall prepare a slate of candidates from the Directors elected by the Membership in accordance with Section 8.2. Nominations may be made to the Governance Committee a minimum of five (5) days prior to an Officer election. Nominations must be made with the prior consent of the nominee. Should an Officer position remain open, nominations from the floor at a meeting where an election is taking place shall may be accepted.
- b. Election of Officers. Elections shall be determined by a Vote of the Board. Elections shall be conducted annually in the Fourth Quarter of the Calendar Year to allow the newly elected Officers to begin on the first day of the First Quarter of the following Calendar Year.

If the slate is not approved, the Board, by a Vote of the Board, may call for a vote on each slated Officer candidate. Each slated candidate receiving a majority of the votes cast shall become an Officer for the relevant office.

The Board may request the Governance Committee to provide an additional slate of candidates should an Officer position(s) remain open. Additional elections may take place at any regularly or specially called meeting of the Board.

7.5. Removal and Resignation

Any Officer may be removed from their respective office at any time, with or without cause, by a Vote of the Board at any regular or specially called meeting of the Board.

Any Officer may resign at any time by giving written or verifiable electronic notice to the Chair or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.6. Vacancies

A vacancy in the office of the Chair shall be filled by the Vice-Chair unless determined otherwise by the Board.

A vacancy in any office other than that of the Chair shall be filled by an election whereby the Governance Committee shall nominate candidates and the Board shall vote to fill such vacancies.

Vacancies occurring in Officers appointed at the discretion of the Board may or may not be filled as determined by the Board. Should Officer positions not be filled, the Chair shall determine which Officer positions will be combined until all Officer positions may be filled.

8. Committees of the Board

8.1. Committees in General

- a. Creation. The Board shall have the power to create, revoke, or modify any committee or task force deemed necessary.
- b. Composition. A Director or Member as determined by the Board shall serve as the Chair of each Committee and members of each Committee will be selected by the Board. Each Standing Committee

shall include a minimum of three (3) members with a minimum of one (1) member being a Director but no more than four (4) Directors sitting on the same committee. Therefore, non-Board members may serve as Committee Members at the approval of the Board. Furthermore, the Chair may sit on each Committee as a non-voting, ex-officio member unless determined otherwise by the Board. In addition, the Board may select co-Chairs for any committee.

- c. Reporting of Committee Actions and Authority. All Committees shall report to the Board as the Board may require. The Board may also adopt rules and regulations pertaining to the conduct of meetings of Committees to the extent that such rules and regulations are not inconsistent with the provisions of these *Bylaws*.

Should the Board vote to delegate any of its powers to a committee:

- i. Only the Directors who sit on such committee may vote;
 - ii. A Quorum of the Committee shall be a majority of the Directors sitting on the Committee;
 - iii. The Committee shall keep contemporaneous minutes of such committee meetings and file such minutes with the corporate records;
 - iv. Report all actions to the Board; and,
 - v. Report such authority on the tax return Form 990.
- d. Notice of Committee Meetings. Committees with Board-delegated powers shall provide notice of committee meetings in accordance with Section 6.1. Committees without Board-delegated powers shall provide a minimum of twenty-four (24) hours' notice to the committee members.

If a committee member does not receive notice of a committee meeting but attends the committee meeting, they shall be deemed to have received notice of the committee meeting unless the purpose of attending the meeting is to dispute having the meeting due to inadequate notice. Notice of such committee meetings may be given verbally or via electronic transmission.

8.2. Governance Committee

- a. Creation. The Governance Committee shall be a standing committee of the Alliance. The purpose of the Governance Committee is to aid the Board in the continual development of the Board.
- b. Composition. A Director as determined by the Board shall serve as the Chair of the Governance Committee and members of the Governance Committee will be selected by the Board. The Committee shall include a minimum of three (3) members with a minimum of one (1) member being a member of the Board but no more than four (4) Directors sitting on the same committee. Directors who are seeking election or re-election shall not serve on the Board Governance Committee unless requested to do so by the Board.
- c. Duties. The duties of the Governance Committee are as follows:
- i. Research candidates for Officers and Directors prior to placement on a slate for submission to the Board;
 - ii. Provide a slate of candidates for Directors to the Members at least ten (10) days prior to the election;
 - iii. Provide a slate of candidates for Officers to the Board at any time prior to the election;
 - iv. Each slate may include multiple names for each position;
 - v. Rotate the Board terms to allow for approximately one-third (1/3) of the board to be slated for election each year with flexibility to allow for rotating terms;
 - vi. Annually review and recommend changes, where needed, to the Board concerning amendments to the Certificate of Incorporation and *Bylaws*;

- vii. Develop and provide orientation and training for all Directors that addresses a Director's responsibilities; the Alliance's purpose, history, methods of operation, and Alliance activities; and, information concerning day-to-day operations;
 - viii. Propose, as appropriate, changes in Board structure and operation;
 - ix. Provide ongoing counsel to the Chair and other Officers on enhancing Board effectiveness;
 - x. Ensure the *Conflict of Interest Policy* set forth in the Alliance's policies is enforced;
 - xi. Manage conflicts between Directors;
 - xii. Recommend removal of Officers and Directors; and,
 - xiii. Have such other duties as determined by the Board.
- d. Authority and Voting Rights. The Governance Committee does not have the authority to act on behalf of the Board in any capacity without the express written consent of the Board. Should the Board delegate any of its powers to a committee, only the Director(s) who sit on such committee may vote. In addition, such committee shall keep contemporaneous minutes of such committee meetings, file such minutes with the corporate records, report all actions to the Board, and report such authority on Form 990. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these *Bylaws*.
- e. Service, Resignation, and Removal. Committee members who agree to serve shall be subject to the following terms:
- i. Serve for one term which consists of twelve (12) months unless determined otherwise by the Board. Consecutive terms are permitted with no term limitation, except as provided by the *Bylaws* on service as a Director, and partial terms may be acceptable in unusual circumstances;
 - ii. Provide written notification of resignation to the Governance Committee Chair for a resignation prior to the expiration of their term. Replacements shall be determined by the Board; and,
 - iii. Removal shall be initiated and determined by a Board Vote.
- f. Quorum. A Quorum of the Governance Committee shall consist of a majority of the Members sitting on the Governance Committee.

8.3. Finance Committee

- a. Creation. The Finance Committee shall be a standing committee of the Alliance. The purpose of the Finance Committee is to provide financial oversight for the Alliance and to report the fiscal position to the Board.
- b. Composition. The Treasurer, or other Director as determined by the Board, shall serve as the Chairperson of the Finance Committee. The Finance Committee shall include a minimum of three (3) members with a minimum of one (1) member being a member of the Board but no more than four (4) Directors sitting on the same committee.

Committee members should have one or more of the following skills:

- i. Understanding of the Alliance's mission and financial goals;
 - ii. Understanding of the Alliance's various programs;
 - iii. Ability to read and understand financial statements;
 - iv. Ability to compare and contrast financial data over multiple time periods;
 - v. Ability to project financial needs of the Alliance; and/or,
 - vi. Ability to interpret the financial implications of contracts.
- c. Duties. The Duties of the Finance Committee are as follows:
- i. Oversee the financial condition, accountability, and viability of the Alliance;

- ii. Review contracts with third parties that have a meaningful impact on the financial position of the Alliance;
 - iii. Present financial reports to the Board at each meeting of the Board;
 - iv. Oversee, review, and recommend amendments to the Alliance's financial policies to the board;
 - v. Review the audit draft, if any;
 - vi. Review Form 990 with the preparer requesting any known discrepancies or known errors be amended prior to its submission to the Board;
 - vii. Ensure Form 990 is presented to the Board by the preparer or in the absence of the preparer by a member of the Finance Committee;
 - viii. Review the annual budget prior to submission to the Board for approval;
 - ix. Aid with creation of the annual budget and financial planning;
 - x. Supply, or aid staff in supplying, information to the CPA to complete Form 990;
 - xi. Determine whether partnerships, joint ventures, and arrangements with management organizations conform to the Alliance's written policies; are properly recorded; reflect reasonable investment or payments for goods and services; further charitable purposes; and, do not result in inurement, impermissible private benefit, or any excess benefit transaction;
 - xii. Review the risk management plan developed by the staff, or designee to determine whether insurance coverage plans are deemed to be adequate and based on current information and/or asset lists; and,
 - xiii. Fulfill other duties as determined by the Board.
- d. Authority and Voting Rights. The Finance Committee does not have the authority to act on behalf of the Board in any capacity without the express written consent of the Board. Should the Board delegate any of its powers to a committee, only the Director(s) who sit on such committee may vote. In addition, such committee shall keep contemporaneous minutes of such committee meetings, file such minutes with the corporate records, report all actions to the Board, and report such authority on Form 990. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these *Bylaws*.
- e. Service, Resignation, and Removal. Members who agree to serve shall be subject to the following terms:
- i. Serve for one term which consists of twelve (12) months unless determined otherwise by the Board. Consecutive terms are permitted with no term limitation, except as provided by the *Bylaws* on service as a Director, and partial terms may be acceptable in unusual circumstances;
 - ii. Provide written notification of resignation to the Finance Committee Chair for a resignation prior to the expiration of their term. Replacements shall be determined by the Board; and,
 - iii. Removal shall be initiated and determined by a Board Vote.
- f. Quorum. A Quorum of the Finance Committee shall consist of a majority of the Members sitting on the Finance Committee.

8.4. Advisory Committees

The Board may provide for one or more Advisory Committees consisting of individuals with extended service, contacts, and/or expertise to aid the Alliance or who work within areas or fields deemed appropriate to further the mission of the Alliance.

Advisory Committee Members shall be selected, and/or removed with or without cause, by a Vote of the Board. Such Advisory Committee Members shall not have voting rights, be considered as members of the Alliance, be entitled to any other benefit provided to Directors, or be subject to term limitations or meeting requirements of Directors as set forth in these *Bylaws*.

The Board may provide additional policies to establish duties and/or benefits of one or more levels of Advisory Committees.

9. Staff

9.1 Employment

The Board is responsible for recruiting, hiring, and firing the Executive Director or other staff support. The Board will fill such position, or leave such position vacant, in a manner as determined by a Vote of the Board.

The Board may utilize a committee to perform annual evaluations and establish the qualifications, description of duties, and general scope of authority related to said position. In addition, the Board will ensure the date and terms of compensation arrangements of the Executive Director are recorded in writing and maintained with the information on which the Board based its decision.

Should the Executive Director position be vacant, the Chair or Vice-Chair of the Board shall perform such duties as determined by the Board.

9.2. Duties

The Executive Director, if any, shall manage the day-to-day operations and business of the Alliance. The Executive Director shall perform management duties pursuant to a job description, including but not limited to the hiring/firing of staff and performance evaluations of staff. The Board may change the job description to increase or decrease the responsibilities of the Executive Director. However, the functions of the Executive Director shall not supersede the duties of the Board as set forth in Section 5.4.

9.3. Separation of Duties

The Officers of the Board are set forth in Section 7.1. The Executive Director or other employees may be Officers of the Alliance but shall not hold any Officer or Director position on the Board of the Alliance.

10. Bylaws Amendments

These *Bylaws* may be amended, altered, changed, or repealed by the affirmative vote of two-thirds (2/3) of the Directors at any meeting of the Board where a Quorum is present if notice of the proposed amendment, alteration, change, or repeal was given at least five (5) days prior to the meeting at which the amendment is acted upon.

In addition, such proposed amendment, alteration, change, or repeal may be further amended as determined by the Board without prior notice.

However, any amendment, alteration, change, or repeal impacting the rights of the Membership shall not become effective until approved by the Membership.

11. Bylaws Construction and Terms

These *Bylaws* replace all prior bylaws. 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 Code shall be to such sections of the Code as be amended from time to time, or to corresponding provisions of any future federal tax code.

Should there be any conflict between the provisions of these *Bylaws* and any internal policies and procedures, the provisions of these *Bylaws* shall govern. However, internal policies and procedures approved by the Board may allow for additional or more stringent requirements to be placed on the Directors, Officers, Members, and/or committee members.

Should there be any conflict between the provisions of these *Bylaws* and the Certificate of Incorporation of the Alliance, the provision of the Certificate of Incorporation shall govern. Furthermore, any amendment, alteration, change, or repeal impacting the rights of the Membership found in the Certificate of Incorporation shall not become effective until approved by the Membership.

Certification

These *Bylaws* are adopted by the Oklahoma Motion Picture Alliance, Inc. Board of Directors on the 17th day of November, 2023.

DocuSigned by:

D61C39E5ACD24B7...
Jennifer Loren, Chair

DocuSigned by:

B73F033695D4427...
Ben Richardson, Secretary