

Maine Film Collaborative By-Laws

ARTICLE I ORGANIZATION

1. The name of the organization shall be the Maine Film Collaborative.
2. The organization may at its pleasure by a unanimous vote of the entire membership body change its name.

ARTICLE II PURPOSES

The following are the purposes for which this organization has been organized:

1. The corporation is organized and shall be operated on a non-profit basis to operate, foster and maintain a film collaborative and film industry in Maine.
2. The corporation is organized to develop and manage the Maine Film Fund.
3. The corporation is organized to develop educational and training opportunities in the film industry.
4. The corporation is organized to develop and manage the Maine Film Hour Exchange Network (or similarly named).
5. The corporation is organized to develop and manage a film appreciation society.
6. The corporation is organized to manage the daily operations of The Maine Studios.

These purposes may not be abandoned, or expanded without unanimous consent of the Board of Directors.

ARTICLE III MEMBERSHIP

Membership in this organization shall be open to individual person with an interest in the film industry. Corporate memberships may be made available, if so decided by a majority of the Board of Directors.

ARTICLE IV MEETINGS

The annual membership meeting of this organization shall be held on the second Thursday of November each and every year except if such day be a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws.

The Secretary shall cause to be mailed or emailed to every member in good standing, at their address as it appears in the membership roll book of this organization, a notice telling the time and place of such annual meeting.

Special meetings of this organization may be called by the Chairman of the Board of Directors when he/she deems it for the best interest of the Organization. Notices of such meeting shall be mailed, or emailed, to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of 50% percent of the members of the Board of Directors or 90% percent of the members of the organization, the Chairman of the Board of Directors shall cause a special meeting to be called but such request must be made in writing at least twenty (20) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

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ARTICLE V VOTING

At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers and directors, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors. At all votes by ballot the Chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE VI ORDER OF BUSINESS

The order of all meetings shall be as follows:

1. Roll Call.
2. Reading or Review of the Minutes of the preceding meeting.
3. Old and Unfinished Business.
4. Reports of Committees.
5. Reports of Officers.
6. New Business.
7. Adjournments.

ARTICLE VII BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors; consisting of a minimum of three (3) members. All of the directors elected shall be a resident of the State of Maine and a citizen of the United States.

The Directors to be chosen for the ensuing years shall be chosen at the annual meeting of this organization written ballot and they shall serve for a term of 2 years. Fifty Percent (50%) of the Directors will be chosen each year, so that the entire Board is not new in any given year. There will be no limitation on years served by a Board member. There will also be two permanent Board seats. These Board members will have full voting rights and the ability to run for officers of the Board. The members of the Board of Directors will expand by one member for every thirty members of the organization.

The Board of Directors shall be responsible for the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its Chairman after due notice to all the directors of such meeting.

A majority of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held as deemed necessary by the Board of Directors, but not less than every sixty-two days.

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Officers of the Board will be chosen, after the election of Directors, by all the Board of Directors. The Board will elect, at least, the following officers: Chairman and Treasurer.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term.

The Board of Directors shall select from one of their members a secretary.

A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director. A Director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

ARTICLE VIII OFFICERS

The initial officers of the organization shall be as follows:
Chairman, Secretary, and Treasurer

The Chairman shall preside at all meetings.

He/She shall present at each annual meeting of the organization an annual report of the work of the organization.

He/She shall appoint all committees, temporary or permanent.

He/She shall see all books, reports and certificates required by law are properly kept or filed.

He/She shall be one of the officers who may sign the checks or drafts of the organization.

He/She shall have such powers as may be reasonably construed as belonging to the Chairman of the Board of any organization.

The Secretary shall keep the minutes and records of the meetings in appropriate books.

It shall be his/her duty to file any certificate required by any statute, federal or state.

He/She shall give and serve all notices to members of this organization.

He/She shall be the official custodian of the records and seal of this organization.

He/She shall present to the membership at any meetings any communication addressed to him/her as Secretary of the organization.

He/She shall submit to the Board of Directors any communications which shall be addressed to him/her as Secretary of the organization.

He/She shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The Treasurer may have the oversight of all monies belonging to the organization.

He/She may be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unable for the Treasurer to sign the checks issued upon it.

He/She shall render at stated periods, as the Board of Directors shall determine, a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

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He/She shall exercise all duties incident to the office of Treasurer.

Officers shall for reason of his office be entitled to receive a salary, or compensation of not more than 100% of the average salary for a similar position in the same market, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE IX SALARIES

The Board of Directors may hire and define the roles of any employee it deems necessary for the conduct of business of the organization.

The Board of Directors shall approve by majority consent the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE X COMMITTEES

All committees of this organization shall be approved by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

The permanent committees shall be decided at a later date as necessary.

ARTICLE XII AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than a two-thirds majority of the Directors.