

THIRD AMENDED AND RESTATED
BYLAWS OF
WOMEN IN FILM + MEDIA KANSAS CITY
A NON-PROFIT CORPORATION

March 8, 2021

MISSION STATEMENT

Women in Film + Media Kansas City is a 501c3 non-profit volunteer-run organizations that encourages and fosters equality in the media industry through focusing on the following:

*Connect * Support * Empower*

WIFM KC connects, supports, and empowers women and creative media-makers in the Kansas City production community and advance equality for all in our industry.

INDEX

OFFICES	2
MEETINGS OF MEMBERS	2
ELECTIONS	3
MEMBERSHIP	4
BOARD OF DIRECTORS	5
OFFICERS	7
COMMITTEES	9
INDEMNIFICATION.	9
CONTRACTS, CHECKS, DEPOSITS AND FUNDS	10
CERTIFICATE OF MEMBERSHIP	10
MISCELLANEOUS	11
CONSTRUCTION AND DEFINITIONS	12
AMENDMENTS TO BYLAWS	12

ARTICLE I

OFFICES

Section 1. Principal Office. The principal office of the Corporation in the State of Missouri shall be located in the City of Kansas City, Missouri at such place as the Board of Directors shall from time to time in its discretion determine. When an actual physical location is not designated by the Board of Directors, the principal office shall be located at the then current President's home, regardless of whether her home is in Kansas City or another town or city in Missouri. The Corporation may have such other offices, either within or without the State of Missouri, as the Board of Directors may determine, or as the affairs of the Corporation may require from time to time.

Section 2. Registered Office and Registered Agent. The Corporation shall have, and continuously maintain, in the State of Missouri a registered office, and a registered agent whose office is identical with such registered office, pursuant to Section 355.096 of the Missouri Not-for-Profit Corporation Law (the "Act"). The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

MEETINGS OF MEMBERS

Section 1. Place of Meetings. All meetings of the members shall be held at the principal office of the Corporation or at such other place within the State of Missouri as may be determined by the Board of Directors and set forth in the respective notice or waivers of notice of such meeting.

Section 2. Regular Meetings. A meeting of the general membership of the Corporation shall be held each month on such date and at such time as shall be designated by the Board of Directors and stated in the notice of the meeting or a duly executed waiver of notice of such meeting.

Section 3. Notice of Meetings. Written or printed notice stating the place, day and hour of the meeting and, in the case of special meetings, the purpose for which the meeting is called, shall be delivered, either personally, by mail, email, or social media notice, not less than ten (10) or more than thirty (30) days before the date of the meeting by or at the direction of the Board of Directors, the President, the Secretary or the officer or person calling the meeting, to each member of record entitled to vote at such meeting (pursuant to Section 355.251 of the Missouri Nonprofit Corporation Law). If mailed, the notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage prepaid. When a member meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than thirty (30) days, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the

business to be transacted thereat other than by adjournment at the meeting at which the adjournment is taken.

ARTICLE III

ELECTIONS

Section 1. Voting. Except as otherwise provided by law and as otherwise required under the Missouri Non-Profit Corporation Law, members shall vote annually for candidates nominated for the Board of Directors and all other voting rights vest in the Directors. Every Corporate and General member shall be entitled to one vote. Ballots must be returned by a specific date and time as announced. The candidates receiving the highest number of votes for each position on the Board of Directors shall be elected to such position.

Section 2. Election and Terms of Office. The Board of Directors, at its sole discretion, may determine in any given year the method of voting. Elections may be conducted by mail or through secure electronic voting options, with candidates' names listed alphabetically on the ballot. The term of office for each Director shall be two (2) years. Each such elected Director shall hold office until her successor has taken office or until her earlier resignation or removal.

Section 3. Election Procedure. The Directors to be elected shall be elected by the members by written ballot in accordance with the following procedure:

- I. By May 1st of each year, the Board of Directors shall select a Nominating Committee consistent of at least one (1) Director and at least four (4) other persons who may either be Directors or members of the corporation. The Nominating Committee shall nominate candidates for Directors and shall present such nominees to the Board for its approval by the June board meeting. Each nominee must be a member in good standing of the corporation.
- II. After June 15th and on or before July 1st, the Board of Directors shall mail to the membership of record a ballot listing the Board's slate of candidates for the Board of Directors and any Independents who qualify for inclusion. The members shall vote for as many Directors as the number of positions subject to election that year, the ballot shall instruct that all ballots must be post-marked not later than July 14th to be counted.
- III. The Nominating Committee shall count the votes and the Board shall notify the membership of the results thereof by written notice before the August Board Meeting.

Section 4. List of Members Entitled to Vote. A list of eligible voting members shall be made available for inspection by any member entitled to vote upon request. This list shall remain available to Board Members on a regular basis, and is kept current by the residing Membership Chair, as it is a list of up-to-date, paying members of the Kansas City Chapter of Women in Film and Television.

Section 5. Elected Officers and Term of Office. The elected officers shall be President, Vice President, Secretary and Treasurer. No individual may run for more than one (1) office in the same election year. In any given year, there may be up to two (2) Vice Presidents and two (2) Secretaries, who shall serve as Co-Vice Presidents and Co-Secretaries. Officers shall be elected for one (1) year beginning September 1st.

Section 6. Eligibility for Office. To be eligible to be elected as an officer, a person must be a member of any level in good standing at the time of nomination and installation.

ARTICLE IV

MEMBERSHIP

Section 1. Qualifications of Members. The Board of Directors shall in its sole discretion have the authority to determine the qualifications required for membership in the Corporation.

Section 2. Levels of Membership. The Corporation may have up to five (5) levels of membership; provided, however, that the levels of membership, designation and benefits may be changed by the Board at any time in its sole discretion. The designation of such levels and rights of the members of such levels shall be as set forth below. The benefits accruing at each level of membership shall be established by the Board of Directors. Members qualifying for the Corporate or Professional levels must be actively engaged in activities directly related to the entertainment industry.

Membership Levels

General	Individual membership with voting privileges and full benefits of Membership for persons who are actively engaged in the entertainment and media industry – as hobbyist or professional – in the Greater Kansas City Area. General members are encouraged to volunteer to remain members in good standing
Student	Current student ID required with application. Students do not have voting privileges.
Honorary	Honorary Members shall consist of those persons who have received a KCWIFT Spirit, Legacy or Ally Award, or have been voted in as Honorary Members by the Board of Directors.
Friend	Friends of Women in Film and TV shall consist of those persons who support the work of KCWIFT who may or may not meet the requirements for membership in any other existing category. It will also include those organizations, schools, and businesses that support the work of KCWIFT and partner with the Corporation. Friends will have no voting privileges.

Section 3. Approval of New Members. Membership fees are submitted to the Corporation through the Membership Committee Chair and Treasurer. Upon receipt of said membership fee, applicants are considered to be full-fledged members for one (1) year, unless a payment for multiple membership years has been submitted and reviewed.

Section 4. Members Who Transfer from Other Chapters. Prospective members who wish to transfer from other Women In Film chapters are not automatically considered members of the Corporation. The prospective member must meet the Corporation's membership qualifications. Corporation membership dues will be assessed.

Section 5. Payment of Annual Dues. Annual dues shall be paid by all new and renewing members. Dues shall be payable in advance on or before the last day of the member's membership year, or in such other manner as shall be determined by the Board of Directors. The Board of Directors shall determine from time to time the amount of the annual dues payable to the Corporation by members of each class.

Section 7. Expulsion and Discipline. If the conduct of any member shall appear to the Board of Directors to be prejudicial to the interests and character of the Corporation, the Board of Directors may, after giving the member a written notice of the charges against him or her and a proper opportunity to be heard by the Board of Directors; by a majority vote of the persons serving on the Board of Directors, either suspend or expel such member from membership. When any member of any class shall be in default in the payment of dues for a period of two (2) months from the beginning of membership, membership may thereupon be terminated by a majority vote of the Directors present at the meeting where such a vote is taken.

ARTICLE V

BOARD OF DIRECTORS

Section 1. General Powers. Subject to any limitations in the Articles of Incorporation and the Missouri Not-for-Profit Corporation Law, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operations of the business of the corporation to other persons who are members in good standing with the corporation, provided that the business and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- I. To select and remove all the officers, agents, and employees of the corporation: prescribe the powers and duties for them as may not be inconsistent with law, or with the Articles or these Bylaws.
- II. To conduct, manage, and control the affairs and business of the corporation and to make such rules and regulations therefore not inconsistent with the bodies listed in I.

III. Make donations for charitable, educational, scientific, civic, religious or similar purposes that are congruent with the corporation's ideals and not inconsistent with the bodies listed in I.

Section 2. Number, Tenure and Qualifications. The Board of Directors shall consist of currently elected officers and additional directors appointed by the current President. The President may appoint up to two (2) additional directors to include Committee Chairs. Appointed directors will serve a term concurrent with the President's. The Board of Directors must have a minimum of seven (7) and no more than fifteen (15) active and voting Board members at any given time. The number of directors may be increased or decreased from time to time by an amendment of these Bylaws. Directors are elected by the membership for two (2) year terms, shall govern the chapter through vote by quorum, and need not be residents of the State of Missouri.

Section 3. Regular and Special Meetings. The Board of Directors shall hold regular meetings approximately once a month for the purpose of organizing and transacting other business. Special meetings of the Board of Directors may be called by or at the request of the President, to be enacted if a majority vote is reached by the Board.

Section 4. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days prior thereto by written notice delivered personally, sent by mail, email, or other form of electronic communication to each director at his or her address as shown by the records of the Corporation. Any director may waive notice of any meeting. The business to be transacted at any special meeting of the Board of Directors must be specified in the notice or waiver of notice of such meeting.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6. Participation by Conference Telephone. Members of the Board of Directors may participate in a meeting through use of the conference telephone or similar communications equipment, so long as all members participating in such a meeting can hear and speak to one another. Participation by a Director in a meeting in the manner provided in this Section shall constitute presence in person by such Director at such meeting.

Section 7. Manner of Acting. The act of a majority of the members of the Board of Directors present at a meeting in which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws. A Board Member may vote by Proxy in any Board of Directors meeting so long as that proxy is in documented form and presented by the authorized proxy holder at said meeting. The proxy shall constitute authority to act on behalf of the authorizing Board Member for any or all business before the Board within a given meeting, but shall terminate upon the closing of that meeting. Robert's Rules of Order shall govern the conduct of all board meetings.

Section 8. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors by law, according to the Articles of Incorporation or according to these

Bylaws may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same fore and effect as an unanimous vote of such Directors.

Section 9. Removal and Resignation. The Board of Directors may declare vacant the office of a Director who has been (i) declared of unsound mind by an order of court, (ii) convicted of a felony, (iii) found by a final order of judgment of any court to have breached her duties as a Director, (iv) absent from four (4) or more regularly scheduled meetings of the Board of Directors within any one (1) calendar year, or (v) does not respond to communications or attend a KCWIFT-related gathering for 60 days. Any director or agent may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Any such resignation shall take effect as of the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective

Section 10. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the President. A director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office. The members may elect an Officer or Officers at any time to fill any vacancy or vacancies not filled by the remaining director or directors within six (60) days of the vacancy.

Section 11. No Liability of Directors. No Director shall be personally liable for the debts, liabilities or obligations of this corporation. The Directors of this corporation shall have no liability for dues or assessments, except as may be assessed against them as a member of the corporation.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of the Corporation shall be a Chair of the Board or President or both, a Vice President, a Secretary, and a Treasurer. These offices may not be held by the same person. Such officers shall be elected annually for a one (1) year term by the membership of the Corporation that is in good standing. Each officer shall hold office until she or he shall resign or shall be removed or otherwise disqualified to serve and until her or his successor shall be elected.

Section 2. Additional Officers. The Corporation may also have, in the discretion of the Board of Directors, one Assistant Secretary, one Assistant Financial Advisor, one Assistant Vice President, and such other officers and agents shall hold office for such terms and have such authority and perform such duties as the Board of Directors may from time to time specify, and shall hold office until they shall resign or shall be removed or otherwise disqualified to serve.

Section 3. Chair of the Board. The Chair of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board of Directors, and exercise and

perform such other powers and duties as may be from time to time assigned to her by the Board of Directors or prescribed by the Bylaws.

Section 4. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. She shall preside at all meetings of the members and at all meetings of the Board of Directors. She may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4. Vice President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President (or, in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

Section 5. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IX of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 6. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation, and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the mailing address and email of each member, which shall be furnished to the Secretary, by each member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

ARTICLE VII

COMMITTEES

Section 1. Committees (hereto known as “Crews”). Crews shall be determined by the President with the approval of the Board of Directors. Each crew shall consist of two or more members (general, Board, or Officers) which shall have and exercise their authority of the Board of Directors in the management of the Corporation. Crew Chairs shall be appointed by the President. The designation and appointment of any such crew and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed on her by law. The Board of Directors, by a majority vote, shall have the power at any time to change the powers and members of any crew to fill vacancies and to dispose of any crew.

CREWS AND THEIR RESPONSIBILITIES: *May be found in the “Roles and Expectations” document*

Section 2. Term of Office. Each member of a crew shall serve a term concurrent with the President’s, unless the crew shall be sooner terminated, or unless such member be removed from such crew, or unless such member shall cease to qualify as a member in good standing thereof.

Section 3. Vacancies. Vacancies in the membership of any crew may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a crew, a majority of the whole crew shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the crew.

Section 5. Rules. Each crew may adopt rules for its own government not inconsistent with these Bylaws or with the rules adopted by the Board of Directors.

ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify any person who was, is or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (a) is or was a director or officer of the Corporation or (b) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar function of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, to the fullest extent that a corporation may grant indemnification to a person serving in such capacity under the Act.

ARTICLE IX

CONTRACTS, 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. Checks and Drafts. All checks, drafts or orders or the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be ignored by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the Corporation.

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, award or devise or raise funds for the general purposes or for any special purpose of the Corporation.

Section 5. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article as provided under Section 355.496 of the Missouri Not-for-Profit Corporation Law.

ARTICLE X

CERTIFICATE OF MEMBERSHIP

The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, as may be determined by the Board of Directors. Such certificates shall have the name of the Corporation affixed upon their face. All certificates evidencing membership of any class shall be numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued thereof on such terms and conditions as the Board of Directors may determine.

ARTICLE XI

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of September and end on the last day of August in each calendar year, or otherwise as established by the Board of Directors. The annual meeting ("retreat") shall be held in August.

Section 2. Compliance with Internal Revenue Service. Where and whenever the Internal Revenue Service or new laws or regulations governing non-profit organizations require any change in the Bylaws of this organization in order to retain its non-profit status, and notice of the necessity of such changes is given to the Corporation by the Internal Revenue Service, or when such law or regulation requiring such change is brought to the attention of the Board of Directors, the President is hereby authorized to make any such changes in the Bylaws and to sign such Bylaws without the requirement of a full vote of the membership or the Board of Directors, where such change is necessary in the reasonable opinion of the Board of Directors to the retention of the non-profit status of the organization. An affidavit by the Secretary of the Corporation shall be entered into the minutes of the next meeting of the Board of Directors that such change was made under the authority of this Article XII, Section 4 and that such change was necessary for the retention of the non-profit status of this organization.

Section 3. Annual Financial Statement and Other Reports. The Board of Directors shall cause to be delivered or make available to all Directors of the corporation a report to be furnished annually. Such report shall contain (i.) the assets and liabilities of the corporation as of the end of the fiscal year; (ii.) the principal changes in assets and liabilities including trust funds during the fiscal year; (iii.) the revenue or receipts of the corporation for the fiscal year; and (iv.) the expenses or disbursements of the corporation during the fiscal year.

No later than one (1) month after the close of each fiscal year, the Treasurer shall prepare: A balance sheet showing the financial condition of the Program at the close of the fiscal year. A statement of the source and application of funds showing the results of the operation of the Program during the fiscal year.

Section 4. Advisory Members. The President may appoint Advisory Members who were previous Directors of the Board and/or Crew Leads to advise and transition people into new roles. These members must be in good standing as general members of Kansas City Women in Film and Television whose suggestions will be considered as such. The Board of Directors has final say in the decision-making of corporation.

ARTICLE XII

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Missouri Not-for-Profit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

ARTICLE XIII

AMENDMENTS TO BYLAWS

These Bylaws may be adopted, amended, or repealed by the Board of Directors in a majority vote.

The above Second Amended and Restated Bylaws being duly adopted by action of the Board of Directors at a meeting duly called and held on February 17th, 2018.

DATED: February 17th, 2018

Secretary