

Bylaws

The Production Farm Bylaws

Drafted June 2014

Last Amended- January 2015

Article I — Name and Purpose

Section 1

The name of the organization is **The Production Farm Inc.**

Section 2

This corporation is organized exclusively for charitable, literary, and educational purposes, including for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

The Purpose:

Through the art of Independent Film we can instill Creativity, Cooperation, Group Thinking, Teamwork, Leadership, Self Reliance, Independence, Strength, Responsibility and Accountability, as well as Relationship Building, Trust, Hope, Pride, Hard Work and Joy. With a program focused on High School Teens and a specific focus on teens in the Foster Care System.

Article II — Members

Section 1

This corporation has no members.

Article III — Board of Directors

Section 1

The board is responsible for setting policy and governing the organization and holds the power to conduct the nonprofit's business and to delegate that power as needed to an agent of the board, namely the Managing Director, Artistic Director, Chief Executive Officer (CEO), Chief Financial Officer (CFO) or any combination of listed titles.

In matters of Finance and governmental reporting namely taxes and outside accountant may serve as "Agent" of the organization. Outside accountants are to be appointed by the President and voted with a majority vote, and to be hired and overseen by the Treasurer.

The minimum number of Board Members shall be no less than 3, and the Maximum shall be no more than 10.

Section 2

The length of term for Board Members shall be at a maximum 3 terms at 3 years. A Board Member may apply for another 3 term set by executing a 1 year absence from the Board. The Founding Members may be exempt from this rule.

Section 3

Board Members shall be elected via a majority vote of Standing Board Members and Directors. Any standing Board Member may nominate any new board member to be put up for a vote. A board member must gain the written support of at least one additional board member for a formal nomination to be made. Once the formal nomination has been made the standing Board Members and Directors shall vote as in the above mentioned voting structure.

Section 4

The quorum requirements to transact business shall be at majority or higher (Quarterly, based off the organizations fiscal calendar year.)

Section 5

The Board shall meet at minimum four (4) times a year, once each quarter of the set fiscal year.

Special Board Meetings may be called if 25% of the Board and Directors agrees for a calling of meeting. A meeting may be initiated by any Board Member or Director if he/she is able to acquire a 25% vote for an additional meeting. Board members will be notified 2 weeks prior to the meeting via Phone and Email.

Section 6

A Board Member may be removed from the board if he/she is absent for 3 consecutive board meetings. If such a case has occurred, a 75% vote of all Board Members and Directors is necessary to remove said Board Member.

A board member may be removed by a vote of 75% of the Board Members and Directors for such conditions as breach of confidentiality, failure to disclose a conflict of interest, moral issues, or legal reasons.

Section 7

General voting shall occur via a show of hands. When voting for officers of the board, a call for a written ballot shall be the means for a vote, the ballots are then shown and read aloud congruently by the President and recorded by the Secretary simultaneously (This rule may be voided if the meeting is to be held via conference call or video chat. In such a case a voice tally may be used). And, such a vote shall be recorded for public record.

Meetings shall be governed by the latest edition of Robert's Rules of Order.

Section 8

Board Members shall not be compensated for their service except for reimbursement of reasonable expenses that have been pre-approved in writing by the Treasurer.

Article IV — Officers of the Board

President- The President's term is 3 terms of 3 years each with a 1 year hiatus before re-running for a new set of 3 in a board position.

Vice President- The Vice President's term is 3 terms of 3 years each with a 1 year hiatus before re-running for a new set of 3 in a board position.

Secretary- The Secretary's term is 3 terms of 3 years each with a 1 year hiatus before re-running for a new set of 3 in a board position.

Treasurer- The Treasurer's term is 3 terms of 3 years each with a 1 year hiatus before re-running for a new set of 3 in a board position.

Ex Officio Board Member- Shall always be the sitting CEO, who is a non-voting member.

Board Positions may be combined by a 2/3rd vote of sitting Board.

Board Positions may be created when such a case becomes necessary by a 2/3rd vote of the sitting Board Members. The term limits and reapplication rules of the above mentioned Board Positions (President, Vice President, Secretary and Treasurer or any additional Positions) shall all maintain the 2 terms of 3 years each with a 1 year hiatus before re-running for any board position. If such a case has occurred an additional section in Article IV shall be added to the organization's bylaws.

Once the creation of the additional Board Position is set, amendments to the Bylaws must be made with a majority vote on the particular wording of the duties and responsibilities of said Board Position.

All board members must sign a non-legally binding contract with the Organization stating that they understand the Duties and Responsibilities of the Board Position, also pledging their service for the length of term to which they have been elected.

If such a case as a Board Member resigning, a formal letter must be presented by the Board Member who is to resign, to the Board 30 days before the resignation is to occur.

If such a case as a Board Member Resignation or Removal, the vacated seat will be filled by a nomination by the President and a majority vote by the remaining seated members. If the vacated seat belongs to the President see Article IV Section 2 paragraph 2.

Section 1

Duties and responsibilities of the President Position may naturally flux to a reasonable extent. If the Job Duties and Responsibilities have fluxed to an unreasonable point a special meeting may be called (Following the above rules for calling additional meeting mentioned in Article III section 5 paragraph 2), to change the language in the organization's bylaws, and amending the Position's Contract.

The Responsibilities of the President

- Preside at meetings of the board
- Act as the chief volunteer representative along with the Artistic Director of the organization
- Appoint committee chairpersons and members
- Work closely with the Artistic Director to ensure good communication between board and staff, the board President will also be responsible for overseeing the Artistic Director who oversees all volunteer activities
- Nominate midterm replacement Board Members as well as have final say in Board Member Nominations
- Oversee all board committees
- Ensure the full participation of board members and move to fill board vacancies

Section 2

Duties and responsibilities of the Vice President Position may naturally flux to a reasonable extent. If the Job Duties and Responsibilities have fluxed to an unreasonable point a special meeting may be called (Following the above rules for calling additional meeting mentioned in Article III section 5 paragraph 2), to change the language in The Bylaws, and amending the Position's Contract.

It is the understanding of this organization that the Vice President is next in turn to assume the President's position and responsibilities, should something happen mid term. A board vote is not necessary for the position change if the loss of the President were to happen mid term, a new Position contract would be created and a new nomination and vote would be held for the vacated position.

The Responsibilities of the Vice President

- Preside at board meetings and serve as the chief volunteer officer in the absence of the president
- Assist the president in carrying out special projects when necessary
- Assist the Artistic Director and Managing Director with Volunteer scheduling and management
- Responsible for Fundraising including but not limited to grant writing, donors, sponsorships
- Responsible for marketing

Section 3

Duties and responsibilities of the Treasurer Position may naturally flux to a reasonable extent. If the Job Duties and Responsibilities have fluxed to an unreasonable point a special meeting may be called (Following the above rules for calling additional meeting mentioned in Article III section 5 paragraph 2), to change the language in The Bylaws, and amending the Position's Contract.

The Responsibilities of the Treasurer

- Serve as chairperson on the finance committee and make reports to the board about organizational finances
- Assist in setting organizational budgets along with the Managing Director
- Provide volunteer oversight to organization's financial accounting systems
- Ensure that the board reviews the 990 report each year
- Oversees the financial matters of the organization and ensures that monies are deposited promptly in the appropriate accounts.
- Working with the Managing Director in coordination of keeping books, preparing checks and handling invoices

Section 4

Duties and responsibilities of the Secretary Position may naturally flux to a reasonable extent. If the Job Duties and Responsibilities have fluxed to an unreasonable point a special meeting may be called (Following the above rules for calling additional meeting mentioned in Article III section 5 Paragraph 2), to change the language in The Bylaws, and amending the Position's Contract.

Responsibilities of the Secretary

- Record minutes of board meetings or oversee this function if done by a staff person
- Serve as the official keeper of organizational records
- Provide public notice of board meetings when necessary
- Ensures that necessary reports and filings to state and federal authorities are made in a timely matter
- Keeper of the organization's official records

Article V — Board Committees

There shall be standing committees of the board. The standing committees shall be Fundraising, Finance and Budget, and Grounds.

If the case of an additional committee becomes necessary, a motion must be made, once a 51% vote is achieved the motioning Board Member must supply the board with a proposal of the needs and goals of the additional committee. The creation of a committee requires a 2/3rds vote by the sitting board. Once the creation of the additional committee is set, amendments to the Bylaws must be made with a 51% vote on the particular wording of the goals and responsibilities of said committee.

If the duties and requirements of a particular committee require amending a special meeting, if needed, may be called or the changes may be handled during normally scheduled board meeting times. The required changes must be presented by the Officer directing said Committee in a formal proposal, it must gain a 51% vote to pass. Once passed the bylaws shall be amended by the standard above mentioned in paragraph 2 of Article V.

Committee members shall be appointed by the President based on the Nominations of the Board.

Section 1

Duties and responsibilities of the Fundraising Committee may naturally flux to a reasonable extent. If the Job Duties and Responsibilities have fluxed to an unreasonable point a special meeting may be called (See Article V Paragraph 3).

The Responsibilities of The Fundraising Committee

- Ensuring that adequate funds are available for the organization to carry out its purpose
- Working with organizational staff and other members of the board to solicit charitable gifts
- Provide volunteer oversight to organization's fundraising campaigns
- Carry out fundraising events
- Secure foundation and corporate grants
- Working with the Artistic Director, Managing Director and Vice President in organizing and scheduling fundraising campaigns

Section 2

Duties and responsibilities of the Finance and Budget Committee may naturally flux to a reasonable extent. If the Job Duties and Responsibilities have fluxed to an unreasonable point a special meeting may be called (See Paragraph 3 of Article V).

The Responsibilities of The Financial and Budget Committee

- Preparing and/or approving an annual organizational budget to be presented to the board for final approval
- Provide volunteer oversight to organization's accounting needs
- Arranging for a certified audit of the organization's accounts
- Overseeing with the treasurer the accounting and banking functions of the organization
- Working with the Managing Director, Treasurer and Secretary to create budgets and fill out necessary paperwork and forms required by state and federal governments, and present said forms to secretary for proper filing

Section 3

Duties and responsibilities of the Grounds Committee may naturally flux to a reasonable extent. If the Job Duties and Responsibilities have fluxed to an unreasonable point a special meeting may be called (See Article V Paragraph 3).

The Responsibilities of Grounds Committee

- Organizing grounds work and maintenance to be performed
- Ensuring supply needs for grounds maintenance
- Provide volunteer oversight to organization's grounds maintenance needs
- Keep board posted on grounds needs and status'
- Working with the Artistic Director to schedule grounds work and staff and volunteer labor

Section 4

The board may establish special committees to undertake designated responsibilities on an as-needed basis (See Article V paragraph 2). Examples include but are not limited to committees to organize a planning effort or act on behalf of the full board for the purchase or sale of property.

Article VI — Amendments to the Bylaws

Section 1

These bylaws may be amended subject to approval of a majority vote (as specifically noted in above bylaws) of the sitting Board Members.

