



## **Eno River Media Production By-Laws**

### **Article I – Name**

#### **Section 1**

The name of this corporation is Eno River Media Production hereinafter called ERMP.

### **Article II – Status and Authorization**

#### **Section 1**

This shall be a nonprofit corporation, by virtue of which status it shall operate tax-exempt under the laws of North Carolina, the regulations of the North Carolina Department of Revenue and the Internal Revenue Service.

#### **Section 2**

ERMP shall operate under the authority granted it through Articles of Incorporation filed with the North Carolina Secretary of State.

### **Article III – Purpose**

#### **Section 1**

Eno River Media Production, established in March 1999, is dedicated to educate, facilitate and advocate the growth of the movie and television industry in North Carolina. ERMP will accomplish this mission by educating, facilitating, nurturing and uniting independent North Carolina film and video makers, allied industries, civic and governmental organizations by propagating a network of industry professionals.

### **Article IV – Members**

#### **Section 1**

The corporation shall have one (1) class of members, which shall consist of the directors who shall have such rights and responsibilities as prescribed herein, all of whom shall be voting members. All other participants who have signed an Ethics Agreement are volunteers.

- A.** General Membership - All members who have demonstrated by attendance and participation and who have met the requirements for membership as determined by the Bylaws shall be deemed Volunteers.
- B.** Board of Directors – Responsibilities for members of the Board of Directors shall be: organizational leadership and advisement, formulation and oversight of policies and procedures, financial management, including adoption and oversight of the annual budget, oversight of program planning and evaluation, personnel evaluation and staff development, review of organizational and programmatic reports, promotion of the organization, and fundraising and outreach.
- C.** Board of Advisors -The President, the Executive Director or the Head of Studio may appoint Advisory Members to a Board of Advisors. These members must be approved with the advice and consent of the Board of Directors. Advisory Members shall serve during the year in which they were appointed with no limit on the number of terms they may serve. The purpose of the Board of Advisors is to advise, and provide resources to ERMP.

- D.** Board of Trustees - The Board of Trustees shall act as the guardians of ERMP, whose duty it shall be to interpret the Constitution, and seeing that any Bylaw passed by this Organization fits in the framework of the Constitution. The Board of Trustees may be used in settling any disputes that may arise among Members and/or the Board of Directors. The Board of Trustees will be comprised by the last five living Past-Presidents of ERMP with the Immediate Past-President acting as the Chairperson.

## **Section 2**

### **Board of Directors**

#### **Authority, Responsibility and Term of Office**

- A.** The governing authority of this corporation shall be a Board of Directors composed of no fewer than five (5) and no more than nine (9) persons. All members shall be elected by majority vote of Board members then seated without regard to sex, race, color or creed.
- i. The term of office shall be six (6) years. A Board member may not serve more than two (2) terms. However, a retiring member shall again be eligible after one year. If a President's term of office ends concurrently with Board membership, a one year extension may be granted by majority vote of the other directors.

The Board so constituted shall:

1. Determine general policy designed to accomplish the purposes of the organization as set forth herein, in the Articles of Incorporation and the Eno River Media Production Statement of Purpose.
  2. Review, evaluate, and approve projects, budgets and contracts for Eno River Media Production.
  3. Report annually, in written form, the progress of Eno River Media Production.
  4. Censure members for gross conduct unbecoming a member or volunteer with Eno River Media Production.
  5. Expel a censured member or volunteer of Eno River Media Production by majority vote.
  6. Hire and fire titled staff.
- B.** The Senior Staff Committee (See Article VI) is authorized to act on behalf of the Board in emergency situations when time does not permit consideration by the full Board. Such actions shall be binding on ERMP.
- C.** If an office or directorship is vacated before the normal expiration date, the unexpired term shall be filled by majority vote of the Board from among names recommended by the Senior Staff Committee.

### **Section 3**

#### **Board Meetings**

- A.** Eno River Media Production Board meetings shall be open to the public. Time and day will be determined one week or more prior to each meeting. Closed door executive sessions may be called by the President or Senior Staff Committee.
- B.** Meetings will be held at a place designated by the President.
- C.** The presence of four (4) members shall constitute a quorum for any regular or special meeting.
- D.** Any member who shall have been absent for three (3) consecutive meetings or five (5) meetings within a twelve (12) month period without reason satisfactory to the Board, shall be given written notice of the violation of this provision. If the member does not respond within fifteen (15) days with an explanation satisfactory to the Board, the director shall be deemed to have resigned.

### **Section 4**

#### **Notice of Meetings**

- A.** Regular meetings are set according to Article IV, Section 3(a). No further notice will be given.
- B.** Notice of a special meeting citing its purpose shall be given in writing not less than five (5) work days prior to the meeting. This notice must be given in written form and can be mailed or emailed to the directors.

## **Article V – Officers**

### **Section 1**

The officers of Eno River Media Production shall consist of President, Vice President, Secretary/Treasurer elected by a majority vote of the Board at the organization's year end meeting and will assume office at the organization's first meeting of the new year.

### **Section 2**

The officers shall perform the duties as follows:

#### **A. President**

1. Shall be the chief corporate officer for Eno River Media Production.
2. Shall preside at all meetings of the Eno River Media Production Board of Directors and shall be an ex-officio (non-voting) member of all standing committees.
3. Shall be responsible for executing the decisions of the Board.
4. Shall report to the Board on the conduct and management of Eno River Media Production.
5. Shall be the principle liaison with the Executive Director providing such guidance and counsel as may be needed.
6. Shall have such other powers and duties necessary to carry out the provisions of these by-laws.

**B. Vice President**

1. Shall in the temporary absence of the President, assume the President's duties and fill the President's unexpired term in the event of a vacancy.
2. Shall be in the temporary absence of the President an ex-officio (non-voting) member of all standing committees and perform such duties as may be assigned by the President.

**C. Secretary / Treasurer**

1. Shall keep an accurate record of all meetings of the Board of Directors and the Senior Staff Committee and see that minutes of these meetings are written, recording and filed properly.
2. Shall establish and monitor such systems and procedures as required for management of all monies and securities of the corporation and establish bank accounts as directed by the Board of Directors.
3. Shall, with the assistance of the Executive Director, submit records for audits annually or upon order of the Board of Directors.
4. Shall serve as Chair and primary liaison between the Eno River Media Production Board of Directors and the Eno River Media Production Finance Committee.
5. Shall perform such other duties as may be assigned by the Board of Directors or the Senior Staff Committee.

**Article VI – Committees**

**Section 1**

**Senior Staff Committee**

The Senior Staff Committee shall consist of the appointed officers. The Senior Staff Committee shall serve as a Senior Leadership Team to the Board of Directors. Decisions of the Senior Staff Committee will be subject to review and amendment by the full Board except when those decisions are made under Article IV Section 2(b) above. The presence of three (3) members of the Senior Staff Committee shall constitute a quorum.

**Section 2**

**Other Committees**

The Board may establish other committees from time to time for limited and special purposes as it shall determine are necessary and proper to achieve the goals and purposes of Eno River Media Production.

**Article VII – Executive Director**

**Section 1**

Management of the day-to-day affairs of Eno River Media Production shall be the responsibility of the Executive Director.

**Article VIII – Board of Advisors**

**Section 1**

The President, the Executive Director may appoint Advisory Members to a Board of Advisors. These members must be approved with the advice and consent of the Board of Directors. Advisory Members shall serve during the year in which they were appointed with no limit on the number of terms they may serve. The purpose of the Board of Advisors is to advise, and provide resources to ERMP.

## **ARTICLE IX – Board of Trustees**

### **Section 1**

#### **Constitutional Interpretation**

The Board of Trustees shall act as the guardians of ERMP, whose duty it shall be to interpret the Constitution, and seeing that any Bylaw passed by this Organization fits in the framework of the Constitution. The Board of Trustees may be used in settling any disputes that may arise among Members and/or the Board of Directors.

### **Section 2**

#### **Members**

The Board of Trustees will be comprised by the last five living Past-Presidents of ERMP with the Immediate Past-President acting as the Chairperson.

## **Article X – Miscellaneous**

### **Section 1**

All disbursements over fifteen hundred dollars (\$1,500.00) shall be made by check signed by the Executive Director and any corporate officer and then only if each check is supported by voucher and other proof. Checks written to the bank for payroll taxes or written to the State for taxes may be released on a single signature. These by-laws may be amended by affirmative vote of two-thirds (2/3) of the members of the Board of Directors. Written notice of changes in the by-laws shall be given to the members at least five (5) days prior to the date of the meeting at which time such changes are to be considered.

## **Article XI – Statement of Purpose**

### **Section 1**

The official Eno River Media Production Statement of Purpose can only be changed by a simple majority (50% plus 1) of the active members of the organization. Any proposed changes must first be approved by the Board of Directors and then presented to the general membership at least five (5) business days prior to the vote. Changes to the Eno River Media Production Statement of Purpose will take effect immediately.

## **Article XII – Dissolution**

### **Section 1**

Eno River Media Production shall be a perpetual corporation until discontinued by action of the Board of Directors.

### **Section 2**

In the event of dissolution, residual assets of Eno River Media Production shall be given to one or more organizations which are themselves exempt, an organization described in Sections 501(c)(3) and 170(c) of the Internal Revenue Code of 1954, or comparable prior or future Internal Revenue Code, or to the Federal, State or Local government exclusively for public purposes.