

We the members of the Filmmakers Society, in order to encourage and sustain the love for film production as an art form, do here at the University of Virginia ordain and establish this Constitution for the Filmmaker's Society.

ARTICLE I. General.

SECTION 1. Name.

This CIO shall be known as the Filmmakers Society (formerly the FilmMakers Studio, formerly the Film and Media Society) at the University of Virginia and will retain "FMS" as its abbreviation.

SECTION 2. Nonprofit Purposes.

FMS is organized and shall be operated exclusively as a volunteer, nonprofit, charitable, artistic, and educational organization dedicated to the purposes stated in the articles of incorporation.

SECTION 3. Nonprofit Activities.

No part of the net earnings of FMS shall inure to the benefit of any private shareholder or individual, though film grants may be awarded as outlined in Article V. No part of the activities of FMS shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and FMS shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these bylaws, FMS shall not carry on any activity not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or successor statute of similar import); or (2) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code of 1954 (or successor statute of similar import).

SECTION 4: Regulation of Internal Affairs.

FMS shall seek such sources of support, including the solicitation of grants from private units and direct or indirect contributions from the general public, as will enable it to qualify as a publicly supported organization as defined in Sections 170(b)(1)(A)(vi) and 509(a)(1) of the Internal Revenue Code of 1954 (or a successor statute of similar import). However, for any period during which FMS is a "private foundation" as defined by Section 509 of the Internal Revenue Code of 1954 (or a successor statute of similar import) FMS shall be subject to the following restrictions and prohibitions:

- (a) FMS shall make distributions for each taxable year at such time and in such manner as not to become subject to the tax imposed on undisturbed income by Section 4942 of the Internal Revenue Code of 1954, or any corresponding provisions of any subsequent Federal tax law.
- (b) FMS shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or any corresponding provisions of any subsequent Federal tax law.
- (c) FMS shall not retain any excess business holdings that will subject it to tax under Section 4943 of the Internal Revenue Code of 1954, or any corresponding provision of any subsequent Federal tax law.
- (d) FMS shall not make any investments in a manner such as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954; or any corresponding provisions of any subsequent Federal tax law.
- (e) FMS shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code of 1954, or any corresponding provisions of any subsequent Federal tax law.

SECTION 5: Dissolution or liquidation.

In the event of dissolution or final liquidation of the corporate structure of FMS, none of the property of FMS nor any proceeds thereof shall be distributed to, or divided among, any of the directors or officers of FMS in inure to the benefit of any individual.

After all liabilities and obligations of FMS have been paid, satisfied, and discharged, or adequate provisions made therefore, all remaining property and assets of FMS shall be distributed to one or more organizations organized and operated exclusively for charitable religious, educational, and scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or a successor statute of similar import), as the Board of Directors shall determine.

Article II. Offices.

SECTION 1: Registered Office and Agent.

FMS shall continuously maintain a registered office and registered agent within the State of Virginia as long as its officers deem it beneficial for FMS to remain a corporation.

SECTION 2: Principal Office.

The principal office of FMS shall be located at such place as shall be determined by the officers.

Article III. Officers.

SECTION 1. Number and Positions.

The officers of FMS shall be the President, Vice-President of Production, Director of the Screenwriter's Guild, Secretary, Director of the Student Film Festival, Director of Virginia Videographers, Social Chair, Equipment Manager, and Treasurer. One person instead of two may hold two non-presidential offices. The officers may appoint other officers and agents as deemed necessary. If, however, any members wish to challenge the appointment, the club must hold a separate club-wide election for the individual appointment and abide by the rules of elections outlined in SECTION 2. of Article III.

Executive Members are encouraged to consult all other executive members on significant decisions and shall not make any significant decisions alone beyond the duties of their elected role as laid out in the constitution.

SECTION 2. Term and office.

Elections will occur two weeks prior to the CIO reapplication deadline. Members must be registered for the following semester at the university in order to run. Members must be enrolled as a student at the University of Virginia and fulfill two of the following requirements in order to be eligible to vote *and* eligible to run:

- Paid Dues.
- Regularly attends meetings.
- Worked on an FMS production.
- Worked on the board of the Virginia Student Film Festival.
- Contributed to the Screenwriter's Guild, either through regular attendance, regularly helping to edit and/or critique other members' screenplays, submitting her/his own screenplays to the guild for collaboration, or collaborating with other Guild members and submitting a screenplay to the Virginia Student Film Festival.

Elections shall proceed as followed:

- 1) The President must inform members of the election date and procedures two weeks in advance.
- 2) Eligible members must declare their candidacy for position(s) three days before elections.
- 3) Upon request of an eligible voter, the FMS executive board must send out the list of candidates two days before elections.
- 4) The executive board shall appoint an unbiased moderator, with consent of the moderator, who will moderate the elections and count votes. If the executive board is unable to agree on a moderator, it shall appeal to the student council to volunteer an unbiased personnel for elections.
- 5) At the beginning of the meeting, the moderator will announce all of the positions and who is running for each position. The positions will be elected in the following order:

President, Vice-President of Production, Director of the Screenwriter's Guild, Secretary, Social Chair, Director of the Student Film Festival, Director of Virginia Videographers Chair, Equipment Manager, and Treasurer. Members may not apply to run the day of, but candidates may drop out at any point before voting takes place.

- 6) Each candidate will have two to four minutes for a speech followed by a five minute question and answer period afterwards.
- 7) After all candidates for the individual position have given speeches, members will then vote for whether or not they would like to have a deliberation period. If a majority votes "yay," the candidates will leave the room and a five minute deliberation period will proceed.
- 8) After deliberations, the moderator will call for votes and count votes in whichever method the executive board previously agrees upon. Whoever receives the majority of votes will be elected to serve in that position.
- 9) In the event of a tie, the present and serving current executive team will have a five minute private discussion and then a private vote held by the moderator. If some candidates running are part of the serving executive team, those executive members will not be a part of the discussion or vote. This vote will be determined by whoever receives the majority vote from the executive board.

SECTION 3. Impeachment.

An officer's term may be terminated at any time by the members of the Filmmaker's Society. To propose impeachment, two or more members must propose the impeachment to an executive member. If at least one executive member supports the impeachment, they must bring this up at the next meeting, stating the person in question and the cause for impeachment. If a majority of members present at the meeting votes to hold an impeachment trial, the impeachment trial will happen at the following meeting. Any member may propose an impeachment trial, and all members must be notified three days in advance of the trial. The executive member(s) being impeached must be given at least two weeks notice prior to the impeachment trial, and there must be at least three varied attempts to contact the member over a period of 72 hours or more. The trial shall proceed as followed:

- 1) The moderator of the trial, who should be appointed by the Executive Board (excluding the member(s) being put on trial) and who does not receive a vote in the trial, will announce the trial, the executive member(s) being put on trial, the rules and formal proceedings of the trial, and the reason the member(s) are being put on trial.
- 2) The member(s) who petitioned for the trial will give a three to five minute speech discussing their reasoning for impeachment.
- 3) The executive member(s) on trial will have three to five minutes to give their defensive speech.
- 4) Members will then be allowed to give one to two minute speeches for or against the impeachment.

- 5) When the moderator feels the time is appropriate, (s)he may propose a motion to proceed to voting. There must be a three-fourths vote on the motion for it to pass.
- 6) Once the motion has passed, voting will take place. The moderator will collect paper ballots from each member with the options of “yay,” which supports the impeachment of the executive member(s) on trial, “nay,” which defers the impeachment of the executive member(s), or “abstain,” which indicates a lack of opinion on the matter.
- 7) The votes must result in a two-thirds “yay” vote from *both* the general members *and* the executive members in order to formally impeach the executive member(s) on trial.
- 8) If impeached, elections will be held in the next week for the open position(s).

SECTION 4. The President.

The President shall be the chief executive officer of FMS and shall preside at all meetings. (S)he shall make the final steering decisions for FMS and determine its priorities. (S)he shall serve as an organizer for both external and internal affairs. The President’s external responsibilities include, but are not limited to, forging and maintaining relationships with other UVA-affiliated organizations unrelated to Virginia Videography jobs and actively searching for outside-UVA opportunities, such as career and other opportunities, to communicate to FMS members. (S)he shall not only be an active participant in the student filmmaking community, but must also catalyze the sharing knowledge between FMS filmmakers and foster a supportive, positive, and professional community for filmmaking.

SECTION 5. The Vice-President of Production.

The VP of Production will perform all duties of the President in the President’s absence. (S)he will assist the President in running FMS meetings and all its functions. The VP of Production will help organize all FMS productions in order to provide resources for members of the society. The VP of Production is also responsible for leading the advertising effort(s) for screening and other events for the club, including working with the Director of the Virginia Student Film Festival on advertising the Spring Student Film Festival. The VP may appoint a member to aid in the task of advertising with the approval of the executive board. It is recommended, however not required, that the VP not be in their graduating year at the University when in office.

SECTION 6. The Director of the Screenwriter’s Guild.

The Director of the Screenwriter’s Guild is in charge of all affairs concerning the Screenwriter’s Guild. (S)he must lead the affairs and carry out the functions of the Screenwriter’s Guild. (S)he will encourage and assist active Guild members to finish a full-length screenplay by the end of the Spring semester, organize students’ efforts to share screenplays among each other, provide primary and secondary sources to Guild members for learning more about the art of screenwriting, and make the activities of the Guild known to the main body of FMS.

SECTION 7. The Secretary.

The job of the Secretary is to compose weekly emails relaying important information regarding productions, meeting dates and times, meeting agendas, and the various opportunities and events of the club to the members of the FMS. (S)he will be responsible for taking attendance at FMS meetings and adding new members to the email list. (S)he will also be responsible for overseeing the FMS Alumni Network by updating alumni information, sending a semesterly newsletter informing alumni of the club's accomplishments, and contacting alumni regarding occasions and events when deemed necessary.

SECTION 8. Director of the Virginia Student Film Festival.

The Director of the Virginia Student Film Festival will plan, coordinate, manage, and run the Virginia Student Film Festival (formerly the Salmagundi Student Film Festival) in the Spring Semester. The name of the festival may be modified or replaced by a majority vote of the executive board. Festival planning is primarily the Chair's responsibility, though (s)he may appoint a Co-Chair or establish a festival subcommittee should (s)he deem it necessary.

SECTION 9. Director of Virginia Videographers.

The Director of Virginia Videographers is in charge of all affairs concerning the Virginia Videography subsection of FMS. (S)he must regulate the Virginia Videographers website, or page of the FMS website, receive and respond to all job requests, and correspond with clients throughout the production process. The Director must also actively engage interested members in videography jobs in whichever way (s)he sees fit, whether through training, employment, or other measures. The Director may adjust pricing rates as necessary, so long as (s)he does not violate regulations set in Article V.

SECTION 10: The Social Chair.

The job of the Social Chair is to promote active participation, cooperation, and companionship among FMS members. (S)he shall do this by planning and executing social events both directly and indirectly related to film production and ensure that all FMS members are invited and encouraged to attend. (S)he will both organize and encourage club members' participation in the Bigs and Littles program, Xtreme Filmmaker's Challenge (XFC), and FMS sponsored trips and events. (S)he will aid the Vice President of Production in advertising efforts as described under SECTION 5 whenever it is deemed necessary.

SECTION 11. Equipment Manager.

The Equipment Manager is in charge of all FMS activities concerning equipment. The responsibilities of the equipment manager include, but are not limited to, formally recording and

organizing all usable and damaged FMS equipment, maintaining sign out sheets and schedules for members to sign out and use equipment, drafting lists with recommendations for purchasing new equipment, training members on equipment, and leading any effort to repair or replace damaged or broken equipment. (S)he must work as an employee in the Digital Media Lab during her/his term as Equipment Manager.

SECTION 12. The Treasurer.

The Treasurer will manage all funds of FMS and will keep full and accurate receipts and reimbursements in books, written or electronic, belonging to FMS. The Treasurer will also head the appropriations committee effort each year, including budget submission and reimbursement attainment. In addition, the Treasurer is responsible for raising new funds for FMS through fundraising events, grant proposals, partnerships within the University of Virginia, and other methods.

Article IV. Fiscal Matters.

SECTION 1. Deposits and Disbursements.

FMS shall select banks, trust companies, or other depositories in which all funds of FMS not otherwise employed shall, from time to time, be deposited to the credit of FMS. All checks or demands for money and notes of FMS shall be signed by the Treasurer, President, or in certain cases, the Vice President.

SECTION 2. Fiscal Year.

FMS will be able to fix and change the fiscal year of FMS. Unless otherwise fixed by FMS, the fiscal year shall commence on April 1 and end on March 31.

Article V. The Screenwriter's Guild.

SECTION 1. Purpose.

The purpose of The Screenwriter's Guild is to provide a community for members of FMS to focus on screenwriting. Specifically, the Guild serves many functions:

- (a) Use the preceding summer, fall semester, and spring semester to encourage active guild members to complete a full-length screenplay for the Virginia Screenwriting Competition, among others, and to foster a community where members are encouraged to critique each other's works.
- (b) Allow students the opportunity to discuss and critique screenplays written for FMS productions.

- (c) Provide learning resources for students, both primary and secondary, and allow for discussion of said resources.
- (d) Provide students in the Guild the opportunity to share knowledge about Screenwriting.

SECTION 2. Operation.

The Screenwriter's Guild is an extension of FMS which shall be operated as a separate entity which is governed by the Director of the Screenwriter's Guild.

SECTION 3. Meeting.

Meeting times and locations for the Screenwriter's Guild shall be determined by the Director of the Screenwriter's Guild or, in her/his absence, by the FMS executive board.

Article VI. Virginia Videographers

The purpose of Virginia Videographers is to professionally record events for the University of Virginia and the local Charlottesville community. Virginia Videographers is first and foremost a service to the community, and should never be operated solely as a profit generating entity. Events may include, but are not limited to, the following:

- (a) Public events of other student organizations
- (b) Faculty lectures
- (c) Local community events
- (d) Public Service Announcements
- (e) Promotional or instructional videos for other CIOs or UVA Departments

SECTION 2. Operation.

Virginia Videographers is an extension of FMS which shall be operated as a separate entity which is governed by the Director of Virginia Videographers.

SECTION 3. Pricing.

Pricing for services shall be determined by the Director of Virginia Videographers, or by the FMS executive board in her/his absence. All prices shall be clearly displayed on the Virginia Videographers web-page.

SECTION 4. Earnings.

FMS members in charge of administrating, corresponding, filming, or editing during a Virginia Videographers job are eligible for a grant to produce their own films. The grant money is

determined by the Virginia Videographers Chair but may never be more than half of the gross earnings for a job. Grant money shall never exceed an amount that renders FMS a wage paying organization as defined by Section 501(c)(3) of the Internal Revenue Code of 1954 (or successor statute of similar import). After related costs and compensations have been subtracted, all net profits shall be reinvested into FMS's budget. No net profits shall ever be distributed to, or divided among, any shareholders or individuals.

Article VII. Membership.

SECTION 1. Membership.

The membership of FMS shall consist of one class of members. Any person interested in furthering the purposes of FMS may become a member upon paying the agreed-upon dues amount. Any such member of FMS should inform the Secretary, or other officer, of all pertinent personal addresses and phone numbers.

SECTION 2. Dues.

Dues shall be charged for all members of FMS on an annual or semi-annual basis. The dues amount will be determined at the beginning of the academic year by the executive board.

SECTION 3. Non-Discriminatory Clause.

Our organization does not restrict its membership, programs, or activities on the basis of age, color, disability, marital status, national or ethnic origin, political affiliation, race, religion, sex (including pregnancy), sexual orientation, veteran status or family medical or genetic information. Notwithstanding these requirements, a CIO may petition to restrict its membership based on an ability to perform the activities related to the organization's purpose by filing a written request with the Office of the Dean of Students. In evaluating any such requests, the University will look not merely to the constitution of an organization but to its actual practices and operations.

Article VIII. Equipment Usage.

SECTION 1. Equipment Usage.

All dues must be paid for and a minimum number of meetings attended (number to be determined by FMS officers) before FMS owned equipment may be checked out. At the time of checking out, the member must sign the appropriate forms stating they will hold responsibility for any damages to the equipment.

Article IX. Amendments.


These bylaws may be amended, altered, or repealed by the affirmative vote of two thirds of the members of FMS at any meeting. All members must be duly informed at least three days in advance that the meeting will deal with possible adjustment of the bylaws.

Done in convention by the unanimous consent of the officers present the 19 day of April in the year 2016.

In witness whereof we have hereunto subscribed our names,

Officers

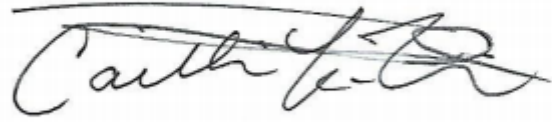
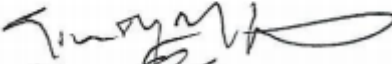


Peter Hazel

Tasma

Nicole Jones

Paul Lee

Kelly Moya

Members


Cathie

Tony

Ann