

BYLAWS of the UNIVERSITY FILM AND VIDEO FOUNDATION

The University Film and Video Foundation (UFVF) is a not for profit corporation that engages in and promotes worldwide education, research, innovation, and charitable activities in the arts and sciences of moving images as well as media yet to be defined.

Activities of the UFVF improve and advance media education by supporting:

- The University Film and Video Association and other organizations that share Foundation goals
- Best practices in education and pedagogical innovation
- Conferences, lectures, exhibitions, festivals and projects
- The production, distribution and preservation of moving image media
- International and Intercultural understanding and good will across the humanities

ARTICLE I

Trustees and Members

SECTION 1. CORPORATE POWERS – The business, powers, property, and affairs of this corporation shall be managed, exercised, controlled and conducted by a Board of Trustees.

SECTION 2. MEMBERSHIP – The members of this corporation shall be the persons who, from time to time, comprise the membership of the Board of Trustees, and no person shall be a member who is not a Trustee.

SECTION 3. NUMBER AND QUALIFICATIONS OF TRUSTEES – The Board of Trustees shall consist of at least nine and not more than twenty-one persons, the number to be determined from time to time by a majority vote of the Board. The number shall be nine unless otherwise determined by the Board. The number shall not include the President of the University Film and Video Association, who shall serve ex-officio as a Trustee with voting privileges except during any period when serving as an elected Trustee. The number shall also not include the Past President of the University Film and Video Association, who shall serve ex-officio with voting privileges for a term of one year except during any period when serving as an elected Trustee.

SECTION 4. TERMS OF OFFICE AND ELECTION OF TRUSTEES – The Board of Trustees shall be elected for terms of three years, with approximately one third of the number to be elected each year. In increasing the number of Trustees, their respective terms shall be designated. Vacancies in the Board of Trustees shall be filled by the Board of Trustees for the remainder of the term which has become vacant. Each trustee shall hold office until a successor has been elected and qualified, provided that at any annual meeting all persons who were Trustees at the opening of the meeting shall continue to be Trustees until the adjournment thereof. Any Trustee may be elected to a succeeding term. When an officer's term exceeds the term for which the person was elected as a trustee, the Board of Trustees is not compelled to re-elect the officeholder as a trustee. If the officeholder is not a trustee, the office position that person held will be deemed vacant, and another trustee must be elected to fill the remaining term of office. If the officeholder is elected to a successive trustee term, that term as a Trustee may continue beyond the duties of the officer position.

SECTION 5. ACTION BY WRITTEN CONSENT – If and when two thirds (2/3) of the Trustees shall severally or collectively consent in writing to any action to be taken by the Corporation such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Trustees.

SECTION 6. EXECUTIVE COMMITTEE – The elected officers of the Foundation and the current Foundation Past President, who may serve in an ex-officio capacity for three years, shall constitute the Executive Committee. They shall have and exercise the authority of the Board of Trustees in the management of the business and affairs of the corporation between meetings of the Trustees. This authority may be limited from time to time by resolution of the Board. The President will serve as the Chairperson, and actions requiring voting will require a majority of the committee for approval. Actions taken by the Executive Committee shall be reported to the Board of Trustees at the next annual meeting.

SECTION 7. COMPENSATION OF TRUSTEES – The Trustees, as such, shall not receive compensation for their services, and no Trustee, as such, shall directly or indirectly receive any profit from his or her position, but may be reimbursed for actual expenses incurred in discharging the business of the Corporation, when approved by the Board of Trustees. Nothing herein contained shall be construed to preclude any Trustee from serving this Corporation in any other capacity and receiving compensation therefor.

SECTION 8. PROPERTY RIGHTS – No member of this corporation shall have any right or interest in or to the property or assets of the corporation. In the event this corporation shall be liquidated or dissolved or cease actively to carry on its business, the property and assets of this corporation shall be distributed, in accordance with the direction of a majority of such of the Trustees of the corporation as are then qualified and acting as Trustees, and who are present at any meeting duly called for such purpose, to another institution or institutions not operated for profit whose business and objects are consonant with those of this Corporation as set forth in the Certificate of Incorporation.

SECTION 9. REMOVAL – Any member may be removed from the Board of Trustees by the affirmative vote of a majority of the entire Board present in person at any meeting called for the purpose, for conduct deemed prejudicial to the best interests of the corporation, provided that such member shall have first been served with written notice of the accusations against him or her, and shall have been given an opportunity to be heard, including the opportunity to present witnesses and to be represented by counsel, at the meeting at which such vote is taken.

SECTION 10. ADVISORY COUNCIL – Selected individuals who are interested in the aims and purposes of the Foundation and the Association, in a number not formally limited, may be elected by a majority vote of the Board of Trustees to serve for two-year terms in an advisory capacity, without compensation. They will be expected to attend the annual meetings in so far as possible, take part in deliberations and serve on committees. They will receive copies of the minutes, reports, and other related documents. Terms of Advisory Council positions expire after two intervening annual meetings, in the case that an Advisor is elected outside of an annual meeting.

SECTION 11. EMERITUS TRUSTEE – This grade is established to honor those Trustees who have served long and actively on the Board to allow them to continue to share their experience, as long as they are able to serve. They have all the rights and privileges of a trustee except the right to vote and to hold office. The term of this grade is for life, there is no limit to the total number who may be so honored, they do not count toward the total numbers specified in Section 3 above, and election is by a majority vote of the Board.

SECTION 12. CONFLICT OF INTEREST - Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

SECTION 13. INDEMNIFICATION - The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE II Meetings

SECTION 1. ANNUAL MEETING – There shall be an annual meeting of the Board of Trustees, one of the purposes of which shall be the election of Trustees to fill any vacancies which occur as of the time of such meeting.

SECTION 2. SPECIAL MEETINGS – A special meeting of the Board of Trustees may be called at any time by the President, or by any three members of the Board of Trustees and shall be held at such time and place as the person or persons calling such meeting may direct, including internet conference, telepresence, conference call, or other synchronous electronic meeting method; provided that if the Board of Trustees by resolution shall have specified a place or places for the holding of special meetings such resolution shall be controlling in the selection of the place for holding such a meeting; and provided that the business transacted at a special meeting shall be limited to the purposes set forth in the notice of the meeting unless a majority of the members of the Board are present in person and unanimously consent to take up and act upon other business.

SECTION 3. PLACE AND TIME OF MEETING – Any or all meetings of the Board of Trustees, including the annual meeting, may be held within or without the District of Columbia, and at such time as the Board of Trustees may from time to time determine.

SECTION 4. NOTICE OF MEETINGS – At least fifteen (15) days prior to the date fixed for the holding of any meeting of the Board of Trustees, whether annual or special, written notice of the time, place, and purposes of such meeting shall be mailed or delivered by any electronic means to each Trustee at his or her last address appearing upon the records of the Corporation. Such notices shall be given by the Secretary, or Assistant Secretary, if any, or by the person or persons calling the meeting, and shall state the authority pursuant to which they are issued.

SECTION 5. QUORUM – Presence in person or by proxy of Trustees representing a majority of the members of the Board of Trustees shall constitute a quorum at any meeting of the Board of Trustees. When a quorum is present, the Board of Trustees may act by or through a majority of those in attendance, unless, with respect to any particular matter, it is specifically provided otherwise in these Bylaws.

SECTION 6. WAIVER OF NOTICE – If a special meeting is called and a majority of the Board of Trustees is present or represented by proxy, notice of the time, place and purposes of such meeting of the Board of Trustees may be waived by written notice either before or after such meeting has been held.

SECTION 7. PROXIES – Any member of the Board of Trustees may by any writing signed by such member appoint any other Trustee to act as a proxy at any meeting.

ARTICLE III Officers

SECTION 1. ELECTION AND APPOINTMENT – The Board of Trustees shall elect from among its members a President and two (2) Vice Presidents, each to serve for a term of three (3) years or until their successors are elected and qualified. One of these will be elected each year. A Secretary and a Treasurer will be elected, each for a term of two (2) years or until their successors are elected and qualified, and one of these officers will be elected each year. The Board of Trustees shall have power to appoint such other officers from among its members and such agents and advisory groups as the Board may deem necessary for transaction of the business and affairs of the corporation.

SECTION 2. POWERS AND DUTIES

(a) President. The President shall be the chief executive officer of the Corporation, shall preside at all the meetings of the Board of Trustees, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The President shall be an ex-officio member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. In the absence or disability of the Treasurer, the President shall temporarily have and exercise the powers and responsibilities of the Treasurer with respect to the disbursement of the funds of the Corporation and, as may be required by the Board, shall deliver to the Secretary and keep in force a bond in form, amount, and with surety satisfactory to the Board, conditioned for faithful performances of the duties of this office.

(b) Vice President – Academic Affairs. This Vice President shall be responsible for projects and activities related to the concerns of members in and to their academic institutions and will temporarily perform the duties and exercise the powers of the President during the absence or disability of the President.

(c) Vice President – Industry Affairs. This Vice President shall be, or have been, associated with a company or organization which relates to motion imaging technology and shall be responsible for seeing that related areas of mutual interest are properly considered and will perform the duties and exercise the powers of the President during the absence or disability of both the President and the Vice President for Academic Affairs.

(d) Secretary. The Secretary shall attend all meetings of the Board of Trustees, shall preserve in books of the corporation true minutes of the proceedings of all such meetings, shall safely keep the seal of the Corporation and shall have authority to affix the same to all instruments, where its use is required and shall give all notices required by statute, bylaw, or resolution. The Secretary shall record the meetings of the Executive Committee and circulate them as appropriate and perform such other duties as may be delegated by the Board of Trustees or by the Executive Committee.

(e) Acting Secretary. In the absence or disability of the Secretary, the President shall appoint an acting secretary who shall perform the duties and exercise the powers of the Secretary.

(f) Treasurer. The Treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and

disbursements, shall deposit all moneys, securities, and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the Board of Trustees, shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Trustees at the regular meetings of the Board, and whenever requested by them, an account of all transactions as Treasurer and of the financial condition of the corporation. During the final quarter of each elected term, the Treasurer will cause an independent auditor or accountant to provide the Board with an audit of the financial records and as required by the Board, shall deliver to the Secretary and keep in force, a bond in form, amount, and with a surety or sureties satisfactory to the Board, conditioned for faithful performance of the duties of the office.

SECTION 3. REMOVAL – Any officer or agent may be removed by the Board of Trustees whenever, in the judgment of a majority of the entire Board, the business interests of the Corporation will be served thereby.

ARTICLE IV Amendment

SECTION 1. These Bylaws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the entire Board at any meeting, provided that notice of the proposed amendment, alteration, change, addition, or repeal be contained in the notice of the meeting.