

BY-LAWS

OF

TENNESSEE SCREENWRITING ASSOCIATION, INC.
7-17-1996

ARTICLE I

Name, Location, Purposes

Section 1. The name of this organization shall be the Tennessee Screenwriting Association, Inc. (referred to here as the “association”).

Section 2. The principal address for the transaction of business of this association is hereby fixed and located in the City of Nashville, P. O. Box 40194, Nashville, Tennessee 37204-0194.

Section 3. The purposes for which this association is formed are promotion, education, and support of the art and craft of screenwriting.

To raise the overall profile of screenwriting within the state of Tennessee and that which is done by Tennessee residents. To promote the development of improved scripts for television, film, documentaries, and related fields.

MEANS

The above purposes will be accomplished through the following means, among others:

- I. Promotion Committee
- II. Meetings, Seminars, Classes and Workshops
- III. Promotional Mailings
- IV. Contests
- V. Distribution of Educational and Promotion
Related Publications to Members and Others
- VI. Audio-Visual and Script Library
- VII Screenwriting Information Kit

Section 4. The association is not-for-profit. None of its earnings, if any, shall ever inure to the benefit of any members or other individual, firm, or corporation; provided, however, that this provision shall not prevent the payment of any persons of reasonable compensation for services actually rendered to this association.

ARTICLE II

Membership

Section 1. Active and voting membership shall be composed of individuals, partnerships, and corporations.

Section 2. Applications for membership in the association shall be made in writing to the Board of Directors upon a form approved by the Board. The applicant shall agree therein, if admitted to membership to accept and be governed by the By-Laws of the association and to pay such dues and expenses as are properly assessed by the Board of Directors.

Section 3. Any doubt or questions arising as to who may be eligible to membership in this association shall be determined by the Board of Directors and their decision shall be final.

Section 4. Any member whose dues are paid in full may withdraw from membership by giving notice to the Secretary-Treasurer in writing but memberships are not transferable except by vote of the Board of Directors.

Section 5. If any member shall refuse to pay the dues provided for in the rules of this association within six (6) months after the due notice, the Secretary-Treasurer may, with the approval of the Board of Directors, strike its name from the rolls. Membership may be renewed for each successive year by the prepayment of the annual dues for any such year, unless the Board of Directors shall for cause, determine that the party is ineligible to membership. Any person or firm dropped from membership for non-payment of dues must pay current dues and all past dues before they can be considered again for membership in the association.

ARTICLE III Budget and Membership Dues

Section 1. The annual dues for all memberships in the association for each fiscal year shall be prescribed by the Board of Directors on such basis as the Board may determine. The annual assessment for dues shall be paid annually in advance.

ARTICLE IV Meetings of Members

Section 1. The annual meeting of the members shall be held during the month of December unless otherwise designated by the Board of Directors. In addition, there shall be at least three other meetings of the members on such dates designated by the Board of Directors.

Section 2. Special meetings of the members may be called by the President of the association or by any three (3) Directors, or by twenty five percent (25%) of the active members whose prior consent has been obtained in writing. Each such call shall be in writing and shall state the time and place and specific purpose of such meeting.

Section 3. Notice of the annual meeting and all regular meetings of the members stating the time and place thereof shall be mailed to each member so as to give not less than five (5) days notice thereof.

Section 4. At any meeting of the members, at least 20 active members must be present in person by representative or by written proxy issued not earlier than thirty (30) days prior thereto, to constitute a quorum for the transaction of business.

Section 5. Each active member shall be entitled to one equal vote, as hereafter provided. The active members present at a duly called and convened meeting at which a quorum is found to be present may continue to do business until adjournment even though withdrawals reduce the meeting to less than a quorum. Except as otherwise provided herein, a majority vote, counting active members present and their proxies, shall determine the disposition of any matter brought before the meeting.

Section 6. Any meeting of the members at which a quorum of active members is not present shall be adjourned without the transaction of any business.

ARTICLE V Board of Directors

Section 1. Subject to the limitations of those By-Laws and controlling provisions of the law, all powers of the association shall be exercised by or under the authority of, and the administration, business, and property of the association shall be governed and controlled by the Board of Directors.

Section 2. There shall be a Board of Directors (Board) composed of eleven (11) active members. The makeup of the Board of Directors shall be composed of the four officers: the President, the Vice-President, the Secretary, and the Treasurer.

The term of each of the directors shall be for one year and each director shall serve the term for which he has been elected, either by the membership or by the Board, and until a duly qualified successor has been elected. No director shall be eligible to succeed himself in office for more than three (3) additional terms and must remain off the board for a period of at least one year prior to being eligible for election again as a director.

Election of directors shall be by active members at the annual meeting. The newly elected Board shall take office at the annual meeting. Prior to the annual meeting of the

members, the President shall appoint a nominating committee to submit a list of candidates for the Board. Additional nominations may be made from the floor at said annual meeting.

Section 3. Any Vacancies in the Board caused by death, resignation, or any other cause, may be filled for the unexpired term by a majority vote of the remaining directors at any meeting of the Board.

Section 4. The Board shall meet at such times and places as the directors shall from time to time determine.

Section 5. Special Board meetings may be called by the President or upon the written request of any three (3) directors.

Section 6. A majority of the Board when present at each regular or special meeting of the Board shall constitute a quorum. A majority vote of the directors present shall determine the disposition of any matter brought before the meeting. Each member shall have one vote only and no voting by proxy shall be permitted.

Section 7. Written consent. Any action required or permitted to be taken by the Board or by a committee established by the Board may be taken without a meeting if a consent in writing for the action to be taken shall be signed by all of the directors or all of the members of the committee as the case may be.

Section 8. Committees. The board may appoint or provide for the appointment of such other committees as it sees fit and shall determine or provide for the determination of their duties and functions.

ARTICLE VI Officers

Section 1. The officers of the association shall consist of a President, Vice-President/President Elect, Secretary, and Treasurer, each of whom shall be a member of the Board. All such officers shall serve without pay.

Section 2. At the annual Board meeting held in December of each year, said officers shall be elected and take office at that time. A majority vote of the Board members present at said meeting shall be sufficient for election.

Section 3. Officers shall serve for one (1) year terms unless sooner removed at the pleasure of the Board or until their respective successors are elected and take office. Any vacancy occurring in said offices shall be filled by the Board at its next regular meeting or at a special meeting called for that purpose, and a person so elected shall hold office until the next annual meeting, unless sooner removed by the Board.

Section 4. The Board may also appoint such assistant secretaries and assistant treasurers and other agents, employees, representatives and attorneys as it in its sole discretion may

determine.

Section 5. All officers, agents, employees and other representations except as provided in Section 1, may be compensated and shall have such powers and duties as the Board shall from time to time prescribe.

Section 6. The President shall be the chief executive officer of the association and chairman of the Board. He shall have a vote as a director, and as a member. He shall, whenever he deems it necessary, call special meetings of the members and of the Board. He shall sign all documents requiring his signature. Subject to the approval of the Board, he shall appoint committees and may act as Chairman thereof and shall perform and discharge such other powers as the Board may from time to time prescribe.

Section 7. The Vice President/President-Elect shall have such powers and perform such duties as the Board shall from time to time prescribe. In the absence of the president, the Vice President, the Secretary, and the Treasurer, in that order, shall act as presiding officer at any Board or membership meeting. The Vice President shall stand as nominated for the election to the office of president for the following year.

Section 8. The Secretary or his designate shall serve as recording secretary of all meetings of the members, of the Board and of the committees, taking and keeping correct and accurate minutes of the proceedings. He shall also have such additional powers and perform such additional duties as the Board may from time to time prescribe.

Section 9. The Treasurer or his designate shall cause to be kept full and correct accounts of the receipts and disbursements of the association. He shall keep a correct roll of the members of the association with current post office addresses. He shall maintain all monies and valuable effects in the name of the association, in such depositories as may be designated by the Board, and shall make disbursements therefrom as directed by the Board, and as required by the Board shall render full and complete accounts of the finances of the association.

ARTICLE VII Resignation and Expulsion

Section 1. Any members accepted for membership in the association shall be required to continue his membership for a minimum period of one (1) year and shall be obligated to pay dues for the full period of membership. Any member may withdraw or resign from this association after one year with sixty (60) days written notice to the Secretary or Treasurer and the payment in full of all dues, assessments, and other expenses properly allocated thereto and by so doing shall forfeit all right and interest in the assets of the association.

Section 2. Any member may be expelled from the association for good cause upon three-fourths (3/4) majority vote of the full active membership and upon expulsion shall forfeit

all right and interest in the disposition of the assets of the association.

ARTICLE VIII

Amendments

Section 1. These By-Laws may be altered, amended or repealed at any regular annual meeting or at any special meeting of the members called for such purposes provided that not less than fifteen (15) days prior to any such meeting at least eighty (80) percent of active members shall have been notified in writing of the meeting.

Section 2. These By-Laws may be altered, amended or repealed without the necessity of a meeting by written consent of all active members, provided that each active member shall have been furnished in advance of such consent with a written copy of the proposal to so alter, amend, or repeal.

ARTICLE IX

Fiscal Year

Section 1. Fiscal Year. The fiscal year of the corporation shall be the calendar year.

ARTICLE X

Indemnification

Section 1. Any person who at any time shall serve, or shall have served, as director or officer of the association or of any other enterprise at the request of the association, including any individual or corporation (and the officers, directors, shareholders and employees of that corporation) , and the heirs, executors, and personal representatives of any such person, shall be indemnified by the association against all costs and expenses, including but not limited to, counsel fees, amounts of judgments paid, and amounts paid in settlement, reasonably incurred in connection with the defense of any claim, action, suit or proceeding, whether civil, criminal, administrative or other in which he or they may be involved by virtue of such persons being or having been such a director or officer, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the association; provided, however, that such indemnity shall not be made with respect to (a) any matter as to which such person shall have been finally adjudged in such action, suit or proceeding to be liable for misconduct or bad faith in the performance of his duties as such director or officer; or (b) any matter settled or compromised unless, in the opinion of the independent counsel selected by, or as determined by the Board by a majority vote or a quorum consisting of directors who are not parties to such action, suit or proceeding, there is not reasonable ground for such person being adjudged liable for misconduct or bad faith in the performance of his duties as such director or officer; or (c) any amount paid or payable to the association by such officer or director. The foregoing indemnification shall not be deemed exclusive of any of the rights to which those who are indemnified may be entitled under any other by-law, agreement, vote of the members or by operation of law.

ARTICLE XI

Dissolution

Section 1. The corporation may be voluntarily dissolved by a vote of the membership. Should the association be dissolved, or enter into sale of its assets as a result of corporate dissolution or for any other reason, the assets or the monies realized from the sale of such assets shall be distributed to one or more charitable or other organizations described in and qualified under Sections 170-(c)-(2) and/or 501-(c)-(3) of the Internal Revenue Code of 1954, as amended or recodified, selected by a majority vote of the membership present and voting at the meeting at which such a decision is made.