

**BYLAWS OF
WOMEN IN FILM & TELEVISION NASHVILLE, INC.
Original Writing January 2008
Amended June 2009
November 2013**

Revisions and Amendments to the Bylaws Writing Date September 2022

BOARD RESOLUTION APPROVING Revisions and Amendments OF BYLAWS

WHEREAS, the Corporate Bylaws of Women In Film & Television Nashville, Inc. were certified and duly adopted by the action of the corporation effective as of January 2008 (the "Bylaws"), and

WHEREAS, it is deemed desirable and in the best interests of this organization that the following actions be taken by the Board of Directors of this organization pursuant to this resolution,

NOW THEREFORE, BE IT RESOLVED that, pursuant to applicable law, the undersigned, being at least a majority of the sitting Directors of this organization, hereby consent to approve and adopt the following:

REVISION OF BYLAWS:

1. RESOLVED FURTHER, that the Bylaws of this organization and the Amendment to these bylaws approved in 2013 are hereby revised and amended to delete the following Section in its entirety and replace such Sections with the following:

**Article I
Purpose and Activities**

Article I, Section 1

Women in Film & Television Nashville, Inc. (WIFTNash) is a nonprofit corporation organized, operated and dedicated exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code of 1986 and all its further amendments and any corresponding section of the Federal Internal Revenue Code and any further related section of the Federal Internal Revenue Code, to advance professional development and achievement for women working in all aspects of film, television and all other screen-based interactive media. We are committed to helping all membership achieve their highest potential within the global entertainment, communications and media industries and to preserving the legacy of our members within those industries.

Article I: Section 1A: Execution of Mission:

Women in Film and Television Nashville's mission will endeavor:

- To provide for members an extensive network of contacts, educational programs, scholarship award(s), film finishing funds and grants, access to employment opportunities, mentorships and numerous practical services in support of this

mission.

- Enhance the viability of women in the greater Nashville market through the support of creative endeavors and promotion of Tennessee as a desirable production locale.

Article 1: Section 2: Restrictions on Purpose and Activities:

Notwithstanding any other provisions of these bylaws to the contrary, the following restrictions shall apply for the purposes, operations and activities of the corporation.

(A) The purposes of the corporation shall in all events be they religious, charitable, scientific, literary or educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code and shall be consistent with the requirements of said code and either Section 509 (a)(2) or Section 509 (a)(3) of the Internal Revenue Code and all applicable Treasury Regulations issued thereunder.

(B) No part of net earnings of the corporation shall inure to the benefit of or be distributable to: its directors, officers, employees if applicable, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement of reasonable expenses incurred and to make payments and distributions in furtherance of the purposes set forth herein.

(C) No part of the activities of the corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate or public office except as authorized under the Internal Revenue Code as it relates to non profit corporations.

(D) Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted by

- (i) A corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future Federal tax code.

Article I: Section 3: Corporate Dissolution:

Upon the dissolution of the corporation, after paying or making provision for the payment of all liabilities and obligations of the corporation, the assets of the corporation shall be distributed pursuant to a plan of distributions adopted by the Board of Directors of WIFTNash, to such organization(s) organized and operated exclusively for religious, charitable, educational, literary or scientific purposes as shall at the time qualify as an organization(s) exempt from Federal income taxation under 501(c)(3) of the Internal Revenue Code or to the Federal government or a state or local government for a public purpose, as determined by the WIFTNash Board of Directors. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the County in which the principal office of the corporation is then located exclusively for such purposes or to such organization(s) operated exclusively for such purposes, provided

that such organization(s) are exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Article III: Section 1B Affiliate Members of WIFT Nashville:

To be an Affiliate Chapter of WIFT Nashville, you must have a 501C3, or be in the process of getting it done) You must have a board of directors and your membership must include persons of any gender who must be at least fifteen (15) years of age and engaged in the fields of Film, Television and/or Interactive Media and Arts in one of the categories listed in Article III: Section I (A).

Affiliate Chapters and WIFT Nashville will remaining independent and deal with each other at “arm’s length”, having separate board meetings, implementing conflict of interest policies, documenting transactions between the entities, and ensuring fair market value payment for any benefits received by affiliates.

Membership as an Affiliate Chapter provides unique networking and presentation opportunities to showcase your programs, and services. Affiliates agree to offer their services to other Chapters who are affiliates and to be a part of the WIFT Nashville chapter. Affiliate Fees are \$100 per year and are paid annually to WIFT Nashville to be an Affiliate Member of WIFT Nashville.

Benefits include:

- Direct Link from WIFT Nashville website to your Chapter website (if you have one or when one is set up)
- Your Chapter listed as an Affiliate Member on the WIFT Nashville Website with your board listed.
- Mentor program available to your Board of Directors as needed.
- Priority consideration for referrals in your area
- Invitation to quarterly events and all events that may help your growth.
- Discounted rates on advertising and other promotional opportunities
- Priority consideration to provide workshops as well as opportunity to participate in all WIFT Nashville workshops.

Article II **Meetings**

Article II: Section 1: Place of Meeting:

Regular meetings of the Board of Directors shall be held at Watkins College, 2298 Rosa L. Parks Boulevard, Nashville, Davidson County, State of Tennessee nine (9) times per annum as shall be set forth in the notice of said meeting. Regular board meetings shall not be held in June, July or December.

Article II: Section 2: Procedure:

The Rules of Order governing procedure shall be the common parliamentary law as laid down in Robert's Rules of Order.

Article II: Section 3: Annual Meeting:

A meeting of the members shall be held annually for the election of WIFTNash Board of Directors and transaction of other general business on the first Monday in June in each and every year at 6:00pm, local time, if not on a legally recognized holiday. If the first Monday in June falls on a legally recognized holiday the WIFTNash Annual Meeting shall be held on the next business day following the first Monday in June at 6:00pm unless another date/time is determined by the Board of Directors. The WIFTNash Board of Directors may conduct regular meetings from time to time for the purpose of transacting WIFTNash business as required or permitted pursuant to the WIFTNash charter, these bylaws or as may otherwise be properly presented to the WIFTNash Board of Directors. Elected WIFTNash Board of Directors shall assume office on the first day of January of the following year.

Article II, Section 4: Notice of Annual Meeting:

Notice of the Annual Meeting shall be provided not less than seven (7) days, but not more than thirty (30) days notice. Notice shall be given to every member of WIFTNash with membership in good standing and shall be delivered in person or by US Mail, Electronic Mail, by email or FAX and any of these aforementioned methods of delivery shall be considered acceptable.

Article II: Section 5: Notice of Special Meeting:

Special meetings of the WIFTNash Board of Directors may be held without notice. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Article II: Section 6: Action by Written Consent:

Any action required or permitted to be taken by the WIFTNash Board of Directors may be taken without a meeting, provided that no director gives written notice of objection. In such a case, the affirmative vote of the number of directors that would be necessary to authorize such action at a meeting shall be considered the action of the WIFTNash Board of Directors. The action taken shall be set forth in writing and shall be signed by each member of the WIFTNash Board of Directors, indicating each director's vote or abstention on the action by US Mail, Electronic Mail, by email or FAX and any of these aforementioned methods of delivery shall be considered acceptable.

Article II: Section 7: Meeting by Telephone or Video Conference:

All members of the WIFTNash Board of Directors may participate in and act at any meeting of such board by means of conference telephone, video, or other similar communication equipment so long as all persons participating in the meeting can simultaneously hear each other. Participation in such a meeting shall constitute attendance and presence at the meeting of the person or persons so participating.

Article III
Membership

Article III: Section I: Qualifications of Members:

To be eligible for membership persons of any gender at least 15 years of age and engaged in the fields of Film, Television and/or Interactive Media in one of the categories listed in Article III: Section IA. Additionally female membership levels must be at least 51% of the membership whole per these bylaws.

Article III: Section IA: Categories of Members:

Members shall be classified by one or more of the following areas of employment within the global entertainment, communications and media industries:

Acquisitions	Actor	Agent
Anchor/Reporter	Animator	Art Director
Assistant Director	Assistant Editor	Associate Producer
Attorney Business Affairs	Camera Assistant	Camera Operator
Casting Director	Choreographer	Composer
Computer Animator	Consultant	Coordinating Producer
Corporate Executive	Costume Designer	Creative Director
Critic	Curator	Development Executive Director
Director's Rep	Distribution	Editor/Film, Video
Editor/Sound	Executive Producer	Exhibitor
Festival Administrator	Fundraising/Development	Gaffer/Electrician
Grip	Hair Stylist/Make Up Artist	Interactive Media
Interpreter	Lighting	Line Producer
Location Manager	Marketing Executive	Music Director
Music Editor	Music Supervisor	Music Arranger
Narrator/Voice-Over Artist	New Media	Non-Profit Administrator
Personal Manager	Post Production Services	Producer
Producer's Rep	Production Coordinator	Props
Payroll Services	Production Assistants	Production Supervisor
Production Manager	Programing	Publicist
Researcher	Sales	Scenic Artist
Show Runner	Script Supervisor	Set Decorator
Set Dresser	Sound Mixer	Sound Recordist
Still Photographer	Story Editor	Stunt Person/Coordinator
Talent Coordinator	TV Executive	Union/Guild Representative
Video Engineer	Video Graphic Artist	Videographer
Wardrobe	Writer	Other (to be determined)

Article III: Section 2: Student Membership:

A student at an accredited school with classes in Film/Television or Media Production or other screen-based media may join WIFTNash and participate in all WIFTNash sponsored activities. Proof of Student ID or Letter of Enrollment will be required to receive benefits of membership, including student discount, if applicable. The cost of a student membership will be determined by the Board of Directors and is subject to review on an annual basis. A student member is not eligible to vote on any legislation of WIFTNash.

Article III: Section 3: Transfer From Other WIFT Chapters:

As a professional courtesy to other chapters' members upon their relocation to the Nashville area, any WIFT member in good standing is eligible to transfer to the Nashville Chapter. A transferring member having met the qualifications as stated in these bylaws, shall receive the first three months of membership in Nashville's chapter at no cost. At the end of that three-month period, the annual membership is due and payable.

Article III: Section 3 A: Male Members of WIFT Nashville

This Committee of WIFT shall be ambassadors and advocates of WIFTNashville and shall be called **The WIFT Gentlemen's Committee.**

This Committee shall be a positive force who inspire new ideas for the advancement of WIFT Nashville – Membership Dues will remain the same as all Members of WIFT and to qualify must be a member in good standing to join the committee/members. One member of **WIFT Gentlemen Committee** shall serve on the WIFT Nashville Board of Directors and can be appointed by the WIFT President as needed.

Article III: Section 4: Membership Dues:

Dues shall be payable one time per year in the month of the member's acceptance as a General Member. The amount of dues shall be set by the WIFTNash Board of Directors and is subject to review and change on an regular basis as stated under section 501 ©(3) of the Internal Revenue Code.

Article III, Section 5: Discipline and/or Expulsion:

If the conduct of any person in the general membership that shall be shown to be inappropriate and/or prejudicial to the interest and character of the corporation or shown to be blatantly disrespectful and/or have a negative effect on the membership, the Board of Directors will provide the member written notice of the charges, and the member will be given the opportunity to respond in a timely manner, not to exceed thirty (30) days. The member may be asked to resign their membership or be expelled. If expelled the former member may be reinstated after one year upon request made to the sitting Board of Directors.

Article III: Section 6: Voting Procedure:

Every member of WIFTNash shall be entitled to one vote on each matter submitted to a vote of members except in the case of student members as stated in Article III: Section 2.

Article III: Section 7: Proxy Voting:

Each General Member in good standing and entitled to a vote shall be allowed to post their proxy vote for the Annual Meeting, when requested, in writing, and in accordance with the Bylaws stated herein. That proxy will be rescinded by the member's attendance at that meeting. The Proxy vote authorization must be in writing; (electronic mail will be accepted) and submitted to the Secretary of the WIFTNash Board no less than forty-eight (48) hours in advance of that meeting. Each proxy vote authorization shall not be valid after the close of the annual meeting for which the proxy vote was requested.

Article III: Section 8: Quorum:

A quorum of the members of the WIFTNash shall consist of one-third of the members in good standing before a meeting begins. One-third of the members in good standing shall consist of members present, proxy votes and electronic votes. If a quorum is present when a vote is taken, then, except as provided otherwise herein, in the charter or by applicable law, the affirmative vote of one-third of members in good standing is an act of the WIFTNash.

Article IV
Board of Directors

Article IV: Section 1: Business of the Corporation:

The Board of Directors shall constitute the governing body of WIFTNash. This board shall manage the business and affairs of the corporation. It shall have all powers necessary to carry out the objectives of the corporation as set forth in Article II. The Board may accept on behalf of the corporation any contribution, bequest, goods or services in accordance with the laws governing a 501(c)(3) Tennessee nonprofit corporation. All Directors have powers and are subject to the duties as hereafter set forth. The powers of the Executive Directors include but are not limited to the ability to make ultimate decisions regarding the procurement and spending of financial and other resources and when to call special meetings.

Article IV: Section 2: Qualifications of the Board of Directors:

Each WIFTNash Board of Director shall be at least twenty-one (21) years of age. Any member of WIFTNash in good standing is eligible to be elected to the WIFTNash Board of Directors if she or he is a member in good standing with active participation in the film, television or interactive media industry preceding her or his election.

Article IV: Section 3: Number of Members of the Board of Directors:

The specific number of Members of the Board of Directors shall be set and established from time to time by resolution of the WIFTNash Board of Directors adopted by the affirmative vote of the majority of the Members of the Board of Directors then in office, provided that the number of Members of the Board of Directors shall not be less than three (3) per the requirements of the laws of the state of Tennessee.

Article IV: Section 4: Nominations of Officers and Election Procedures:

Nominations of Officers and Directors will be made to the standing President of the Board of Directors by the nominating committee who will then present them to the Secretary and the Membership Director for purposes of determining the status of membership. Candidates must submit a Letter of Intent and their Curriculum Vitae to the President of the Board, who will then distribute this information to the board for review. Election will be called by the Secretary and voting will be accomplished through email or Fax to the Secretary of the Board at least forty-eight (48) hours in advance of the election or by paper ballots at the annual meeting of the general membership. The Secretary of the Board of Directors, with two additional Directors, will be responsible for counting all the ballots at the Annual Meeting. The outcome of the election will be announced by the chair of the nominating committee following the tabulation of the ballot count.

Article IV: Section 5: Vacant Board Positions:

Vacant board positions may be filled in the following manner:

Nominations will be made to the standing President of the Board of Directors. The President will review the nominee's membership eligibility with the Membership Director. After review, the President will contact the candidate. The candidate will then submit a Letter of Intent and Curriculum Vitae to the President. Voting will be accomplished by paper ballot and or electronic mail at a board meeting within thirty days after the special election is called to fill the position. After acceptance by a quorum vote, the candidate will be contacted and offered the board position. Until a vacancy has been filled, a Member of the Board of Directors may temporarily fill the position in the interim.

Article IV: Section 6: Term Limits:

The Board Directors shall serve on the Board in two (2) year term increments. At the sole discretion of the Board of Directors and in order to balance board terms when creating or eliminating positions up to two directors may be elected to a term of one (1) year each. Terms shall be established so that no more than one-half (1/2) of the Board of Directors will expire at the same time. A director who shall be elected to the board to fill a vacant position shall serve for the remainder of the unexpired term that such director is filling.

Article IV: Section 7 Attendance:

Regular attendance is expected. By accepting this position, Members of the Board of Directors agree to commit to the attendance rule and may not miss more than two unexcused consecutive meetings and may not be absent more than three (3) excused times in the year. At the point of more than three (3) excused absences, the Member of the Board of Directors will be asked to vacate her or his position and transfer to an advisory committee or the general membership.

Article 1V: Section 8: Removal of Directors:

Any of the Members of the Board of Directors may be removed with cause by a vote of the majority of the Members of the Board of Directors still in office. The removed Member of the Board of Directors has the right to appeal. A special meeting, if requested in writing to the remaining Members of the Board of Directors, will be called within thirty (30) days of the WIFTNash Board of Directors deciding vote. At this meeting, the removed Member of the Board of Directors will be allowed to make statements directly to the remaining Members of the Board of Directors. After the

discussion, a vote will be taken to decide the merits of the proposed removal. Voting will be accomplished by paper ballot and or electronic media. If the removal of the Member of the Board of Directors is upheld, all documents whether electronic or written and all hard copies and reference materials entrusted to the Member of the Board Directors of WIFTNash shall be returned to the standing Secretary of the Board of Directors within thirty (30) days of the special meeting.

Article IV: Section 9: Resignation:

Any Board Director may resign at any time. Such resignation shall be made to the President and Secretary in writing and shall take effect at the time specified therein and if no time is specified, at the time of its receipt by the President and Secretary. **The acceptance of a resignation shall not be necessary to make it effective.** Upon resignation from the Board of Directors, all documents whether electronic or written and all hard copies and reference materials entrusted to the Director of WIFTNash should be returned to the standing Secretary of the Board within thirty (30) days of the Director's resignation.

Article IV: Section 10: Quorum of the Members of the Board of Directors:

One more than one-half of the board shall constitute a quorum for the transaction of business or of any specified item of business and a majority of the board present at the time of the vote will adhere to the decisions of the quorum in accordance with the bylaws stated herein. The Secretary shall note each vote in the minutes as to how each board member voted. For Example, Board Director A, C and D voted in the affirmative. Director, B, E, F, voted in the negative and therefore the legislation passed. These votes will be maintained in the permanent record as outlined in Article V: Section 2B (Secretary).

Article IV: Section 11: Board of Director Meetings:

WIFTNash Board of Directors shall hold no less than nine (9) regular Board meetings per calendar year. Board meetings will not be scheduled in the months of June, July or December. The Annual membership meeting will be held in June in lieu of a regular Board meeting. Regular Board meetings will not be held in July due to summer holidays. Regular Board meetings will not be held in December due to the major holidays. Special meetings of the Board of Directors may be called by the President. Attendance is expected by the Members of the Board of Directors at regular or special meetings at a time and place decided through consensus by the majority of the Members of the Board of Directors and with as much advance notice possible and no less than seventy-two (72) hours.

Article IV: Section 12: Board Meeting Attendance by General Membership:

Board of Director meetings may be attended by any of the general membership of WIFTNash with notice to the Secretary of the Board and upon written request to be present and heard. Due to confidentiality agreements of the Board of Directors, general membership are not allowed to participate in voting except at the annual meeting of the organization held in June of each calendar year.

Article IV: Section 13: Committees:

Any and all standing committees shall have at least one Member of the Board of Directors steering the committee. The designated Member of the Board of Directors

must be at each meeting of said committee. Each committee is required to have a budget sheet presented for each event or program.

Article IV: Section 14: Compensation/Salary:

The Board of Directors shall not receive any salary or compensation of any kind for their services as a Member of the Board of Directors of WIFTNash.

Article IV: Section 15: Board of Director Proxy Voting:

In such cases, when legislation or a line item on the agenda is in need of a vote for approval to be implemented, and a member of the Board of Directors cannot attend said meeting, proxy stating members vote must be sent to the Secretary by electronic mail forty-eight (48) hours prior to the meeting.

Article V

Board of Director Roles and Responsibility

The officers of the corporation shall be as follows and their role and responsibilities are outlined herein, Subject to Article V: Section 12 and Article VI: Section 8, each officer shall be nominated and elected by WIFTNash to hold office for the term of one or two years. Any two or more offices may be held by the same person except the offices of President and Secretary.

Article V: Section 1A: The Executive Board:

The Executive Board is comprised of the President, Vice President, Secretary and Treasurer. The Executive Board acts on behalf of the Board of Directors in emergency circumstances or to make emergency decisions between board meetings on behalf of the general membership. If a matter comes up unexpectedly that requires immediate attention it can be addressed by the Executive Board who will meet for this purpose. In the commitment for complete transparency, the minutes of any Executive Board meeting will be contained in the permanent record of WIFTNash and will be made available with all ancillary materials at the next Board meeting.

Article V: Section 2: Officers and Directors:

Officers:

- President
- Vice President
- Secretary
- Treasurer

Directors:

- Director of Development
- Director of Membership
- Director of Programming
- Director of Special Events
- Director of Communication
- Director of Mentoring
- General Board Members

Article V: Section 2A: President – WIFTNash:

The president shall:

- Preside at all meetings of members and as Chairman of the Board at all meetings of the Board of Directors
- Be an ex-officio member of all standing committees
- Supervise and manage all of the business and affairs of the corporation subject to the Board of Directors and the bylaws stated herein.
- Shall be the deciding vote on legislative motions in order to break a tie.
- Have the power to sign capital certificates of this corporation and to accept subvention, to sign and execute all contracts and accurately report all results of such to the board of directors under the rules and bylaws of WIFTNash.
- Attend each WIFTNash sponsored event and other events where WIFTNash is a committee member and other public meetings where presence is requested to further the mission of WIFTNash as stated herein.

Article V: Section 2B: Vice President:

The Vice President shall:

- In the absence or disability of the President, perform the duties and exercise the powers of the President.
- Preside over meetings in the President's absence.
- Assist the President in all matters required by the President.
- Oversee the administration of general meetings of the membership and major events organized by WIFTNash, while working closely with the Director of Special Events.
- Be an ex-officio member of all standing committees, including a seat on all various committees.
- Attend each WIFTNash sponsored event and other events where WIFTNash is a committee member and other public meetings where presence is requested to further the mission of WIFTNash as stated herein.
- Oversee the creation and distribution of public notices including press releases generated by the Director of Communications.

Article V: Section 2C: The Secretary:

The Secretary shall:

- Retain the minutes of all meetings of the Board of Directors in the books provided for that purpose and have them available in approved form at every Board of Directors meeting and at the annual General Membership Meeting for inspection by anyone requesting such review.
- Give or cause to be given notice of all meetings to the Board of Directors and all other notices required by law and these Bylaws.
- Sign with the President capital certificates and all certificates representing subventions of the corporation.
- Chair the Nominating committee and oversee the election of Directors and administer the counting of ballots for elections, according to the 501(c)(3).....
- Support and assist the President in her duties of presiding over meetings of the Board of Directors.
- Monitor time and to monitor proper procedure and according to Roberts Rules of Order.
- Maintain the minutes of ALL years and make available in a readable format upon request for inspection within five (5) business days

- Maintain an accurate record of all motions and votes including any proxy votes. Maintain the actual vote count including individual Board of Director votes, including any abstention and/or no votes in regards to new legislation; refer to Article IV: Section 10.
- Maintain an accurate sign-in sheet as part of the minutes of record for each board meeting and special board meeting.

Article V: Section 2D: The Treasurer:

The Treasurer shall:

- Have custody of all funds, securities, evidence of indebtedness and other valuable documents of the corporation.
- When necessary or proper shall endorse on behalf of the corporation for collection any documents of the corporation, checks, notes and other obligations, and deposit the same to the corporation in such bank account(s) or bank depository.
- Render a statement of accounts.
- Keep or cause to be kept such other books as will show as the record of the corporations losses, gains, assets and liabilities of the corporation.
- At all reasonable times, exhibit the books, accounts, capital certificates and certificates representing subventions of the corporation to any Member of the Board of Directors of the corporation upon application at the office of the President or Vice President.
- Provide appropriate notice to sponsors and individual donors in recognition of their contributions to WIFTNash within the stipulations of the Internal Revenue Code that governs 501(c)(3). This notice should be given within thirty (30) days of the Contribution, the Grant, Bequeathment and/or donation of goods, services.

Article V: Section 3: Directors:

Director of Development shall:

- Form and chair the Development Committee
- Commit to developing and maintaining the relationships of the corporate sponsors.
- Develop strategic partnership opportunities within the community
- Research and apply for grants and sponsorships
- Schedule meetings with sponsors to discuss needs for WIFTNash. These meetings will be attended by Director of Development and the President.

The Director of Membership shall:

- Form and chair the Membership Committee
- Work directly with the Treasurer to ensure a system of checks and balance, including but not limited to, the maintenance of correct financials based on membership dues.
- Maintain an accurate "Sign-in" sheet for attendance at all WIFTNash sponsored events to ensure member status as a member in good standing.
- Work with the Secretary at the annual general membership meeting to be held in June, to ensure a member is in good standing, and therefore has the eligibility to participate as a voter in board elections and any other business that may arise at the annual general membership meeting.
- Maintain the Membership Directory and observe the confidentiality of the member's contact information except as requested in writing or with cause by a Board Director.

- Update the Membership database management system as necessary and coordinate the information updated therein with the Director of Communications.
- Remit membership fee receipts.

The Director of Programming shall:

- Form and chair the Program Committee
- Organize guest speakers for programs.
- Cooperate with Directors to assist and/or coordinate events, workshops and speakers, including reaching out to the General Membership for support.
- Uphold that WIFTNash sponsored programs will be at no cost or reduced cost to membership per discretion of the Board of Directors and that Non-Members will be required to pay a participation fee.

The Director of Special Events shall:

- Form and chair the Special Events Committee
- Coordinate with the Director of Communications to publicize and promote special events.
- Coordinate Volunteers for each WIFTNash sponsored events and act as Liaison with the volunteers and Special Events Committee members as well as the event location personnel.
- Coordinate with Director of Programming for any planned events.

The Director of Communications shall:

- Form and chair the Communications Committee.
- Maintain WIFTNash website, all social media, and create a monthly newsletter, email blasts and meeting announcements.
- Write and provide proper distribution channels for press releases and public notifications when requested by the President.
- Before sending correspondence on behalf of WIFTNash to the public including acknowledgement to sponsors and other communications on behalf of or relating to the organization, submit the document to the Vice President for review.
- Include and copy the President in any written and/or electric communication.

The Director of Mentoring shall:

- Form and chair the Mentoring Committee

Article V: Section 3 A Membership Junior Director

The Junior Director will be an intern position with the Membership Committee.

- **Works with the Membership Directors to Maintain the Membership Directory and observe the confidentiality of the member's contact information except as requested in writing or with cause from a Board Director.**
- **Update the Membership database management system as necessary and coordinate the information updated as pertain to renewals and membership requirements.**
- **Is a Student and will work directly with the Membership Director and act as an intern for a term of two years.**

Article V: Section 4: General Board Members:

General Board Members shall:

- Chair committees when requested to do so and on an as needed basis.
- Assist in all aspects of WIFTNash business and activities when requested.
- Attend and be present for at least seven (7) of the nine (9) regular board meetings in a calendar year as outlined in Article IV: Section 11 of the bylaws and attend the Annual meeting as described in Article II: Section 3.

Article VI
Miscellaneous Provisions

Article VI: Section 1: Fiscal Year:

The Fiscal Year of the corporation shall begin on January first of each calendar year and end on December 31 of the same calendar year.

Article VI: Section 2: Amendment Revision and/or Repeal of Bylaws:

The Bylaws may be adopted, amended, revised and/or repealed by a majority of the Members of the Board of Directors. General members must be informed of all changes in the Bylaws via electronic mail delivery. The entire body of the membership will be informed of all changes to the Bylaws within thirty (30) days of approval by the Board of Directors. If a member requests, changes to Bylaws may be called to a vote by the Secretary and approved or refused by a majority of the Members of the Board of Directors at the Annual General Membership Meeting of the membership held in June of each calendar year or at a special meeting called pursuant to Article II: Section 5 and may be approved by written consent pursuant to Article II: Section 6.

Article VI: Section 3: Annual Financial Report:

The Board of Directors shall make available through the Treasurer upon request to the members, a statement of the physical and financial condition of the corporation including a consolidated balance sheet showing the assets and liabilities of the corporation and a financial statement covering the preceding fiscal year. The request must be made no sooner than seventy-two (72) hours in advance of receipt of said statements. If requested by a general member, current financial statement will be made available after submitting a request to the Treasurer via electronic mail or other written request.

Article VI: Section 4: Signing of Obligations:

All checks, drafts, notes or other obligations shall be submitted for payment with a purchase order and based on the approved budget with the request to the Treasurer. Each check drafted for payment over the amount of one hundred dollars must contain two signatures, which shall consist of the President and the Treasurer of the board. When the use of the corporation's electronic banking card is required, a prior authorization must be approved by the President and the Treasurer.

Article VI: Section 5: Loans and Indebtedness:

No loans shall be contracted on behalf of the WIFTNash, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loan shall be granted to an officer or director of the corporation.

Article VI: Section 6: Indemnification of Directors and Officers:

WIFTNash shall provide indemnification to the full extent permitted by Tennessee law for any director or officer, or their executor or administrator, for the defense of any action, subject to the following conditions: (i) the action was instituted by reason of the fact that such person is or was a director or officer of the corporation; and (ii) the director or officer conducted himself or herself in good faith, and she or he reasonably believed (A) in the case of conduct in his or her official capacity with the corporation,

that her or his conduct was in its best interest; (B) in all other cases, that her or his conduct was at least not opposed to the best interests of the corporation; and (C) in the case of any criminal proceeding, that she or he had no reasonable cause to believe her or his conduct was unlawful. It is the policy of this corporation to safeguard its directors and officers from expense and liability for actions they take in good faith in furtherance of the interest of the corporation.

Article VI: Section 7: Insurance:

WIFTNash may also provide insurance against liabilities and expenses incurred by its directors, officers, employees and agents to the full extent permitted by Tennessee law.

Article VI: Section 8: Grants:

In addition to the collection of dues, the corporation may accept donations from individuals and corporations, including goods, services, financial grants and Matching Funds from an individual's workplace, provided there is no conflict of interest with stated purpose of mission of WIFTNash. No Board Director shall financially profit or benefit or receive any compensation per the Internal Revenue Code Section 501(c)(3) governing non-profit Tennessee Corporations.

**Article VII
Acknowledgement**

Article VII: Section 1 - Acknowledgement

IN WITNESS WHEREOF, these Revisions to the original Bylaws and amendments to the Bylaws were read and reviewed as noted on April 20, 2024

_____ Signature	_____ Lynda Evjen, President
_____ Signature	_____ Patricia Leonard, VP and Acting Treasurer
_____ Signature	_____ Valerie Connelly, Secretary
_____ Signature	_____ Donna Caldwell, Programing Chair
_____ Signature	_____ Janet Johnson and John Nagy Membership
_____ Signature	_____ Sarah Smith, Development Chair
_____ Signature	_____ Lisa Linn, Publicity
_____ Signature	_____ Morelia Cuevas Social Chair
_____ Signature	_____ Gillian Atlas, Industry Liaison
_____ Signature	_____ Jenny Jackson, Communications Chair

Advisory Board:

Signature

Andy van Roon

Signature

Paula Moser Wallace

Signature

Brian Sebastin