

BYLAWS OF
WOMEN IN FILM DALLAS - SCHOLASTIC GRANT FUND
A NON-PROFIT CORPORATION

July 13, 2015

ARTICLE I

MISSION STATEMENT

Women in Film Dallas - Scholastic Grant Fund. (“the Corporation”) provides financial support through grants and scholarships to women in the pursuit of media arts degrees and those in production of film, television or digital media industry.

ARTICLE II

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by the Women in Film Dallas, INC. Board of Directors (“Board of Directors”) and governed in accordance to the Women in Film Dallas, INC. Bylaws, as appropriate.

ARTICLE III

OFFICES

Section 1. Principal Office. The principal office of the Corporation in the State of Texas shall be located in the City of Dallas, County of Dallas at such place as the Board of Directors shall from time to time in its discretion determine. When an actual physical location is not designated by the Board of Directors, the principal office shall be located at the then current President’s home, regardless of whether her home is in Dallas or another town or city in Texas. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine, or as the affairs of the Corporation may require from time to time.

Section 2. Registered Office and Registered Agent. The Corporation shall have, and continuously maintain, in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act (the “Act”). The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE IV

INDEMNIFICATION

The Corporation shall indemnify any person who was, is or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (a) is or was a director or officer of the

Corporation or (b) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar function of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, to the fullest extent that a corporation may grant indemnification to a person serving in such capacity under the Act.

ARTICLE V

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 2. Checks and Drafts. All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation and in such a manner as shall be determined from time to time by the Board of Directors shall be signed by the treasurer and shall be countersigned by the president or vice president of the corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, award or devise or raise funds for the general purposes or for any special purpose of the Corporation. Such giving(s) is(are) property of the Corporation.

ARTICLE VI

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each calendar year, or otherwise as established by the Board of Directors.

Section 2. Seal. The Board of Directors may provide a corporate seal, which shall be substantially in the form of a circle and shall have inscribed thereon the name of the Corporation. The Board of Directors may adopt, use and thereafter alter the corporate seal.

Section 3. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act, the Articles of Incorporation of the Corporation, a waiver thereof in writing signed by the person or persons whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 4. Compliance with Internal Revenue Service. Where and whenever the Internal Revenue Service or new laws or regulations governing non-profit organizations require any change in the Bylaws of this organization in order to retain its non-profit status, and notice of the necessity of such changes is given to the Corporation by the Internal Revenue Service, or when such law or regulation requiring such change is brought to the attention of the Board of Directors, the President is hereby authorized to make any such changes in the

Bylaws and to sign such Bylaws without the requirement of a full vote of the membership or the Board of Directors, where such change is necessary in the reasonable opinion of the Board of Directors to the retention of the non-profit status of the organization. An affidavit by the Secretary of the Corporation shall be entered into the minutes of the next meeting of the Board of Directors that such change was made under the authority of this Article XII, Section 4 and that such change was necessary for the retention of the non-profit status of this organization.

Section 5. Annual Financial Statement. The Board of Directors shall cause to be delivered or make available to all members, when requested, the financial statement of the Corporation for the preceding fiscal year, which must include at least a balance sheet.

Section 6. Special Events. No special event, including, but not limited to, the Topaz Awards shall be held on a nationally recognized religious holiday. Further, when scheduling any such event, no member, agent or representative of the Corporation shall make the date of such religious holiday available for selection by any guest of honor or award recipient.

ARTICLE VII

AMENDMENTS TO BYLAWS

These Bylaws may be amended by any of the following methods:

1. A two-thirds (2/3) vote of the Board of Directors shall be required to alter, amend or repeal these Bylaws and for new Bylaws to be adopted and added. All Directors must receive at least fourteen (14) business days' written notice of an intention to alter, amend or repeal these Bylaws or to adopt new Bylaws at such meeting.
2. By a petition of thirty percent (30%) of the WIFD, INC. members in good standing presented to the Board of Directors. Upon receiving such petition the Board of Directors, the President shall submit the proposed revisions to membership for approval by majority vote within forty-five (45) days. Members shall be given at least fourteen (14) days to cast their vote.

WIFD, INC. members shall be notified of revised or newly adopted Bylaws within thirty (30) days of approval. Bylaws shall be made readily available to all WIFD, INC. members or applicants for membership.

The above Bylaws being duly adopted by action of the Board of Directors at a meeting duly called and held on July 13, 2015.

DATED: July 13, 2015