

Eno River Media Production

By-Laws

Article I – Name

Section 1 The name of this corporation is Eno River Media Production hereinafter called ERMP.

Article II – Status and Authorization

Section 1 This shall be a nonprofit corporation, by virtue of which status it shall operate tax-exempt under the laws of North Carolina, the regulations of the North Carolina Department of Revenue and the Internal Revenue Service.

Section 2 ERMP shall operate under the authority granted it through Articles of Incorporation filed with the North Carolina Secretary of State.

Article III – Purpose

Section 1 Eno River Media Production strives to be the leader of North Carolina's commercial digital video production industry by providing an opportunity for novice cast and crew to gain the necessary practical experience and skills in field production to succeed in the television and movie industry through completion of assigned digital video projects for distribution by American cablecast outlets.

Eno River Media Productions is committed to eliminating educational, economic and regional barriers to the growing film and television industry of North Carolina.

Article IV – Members

Section 1 The corporation shall have one (1) class of members, which shall consist of the directors who shall have such

rights and responsibilities as prescribed herein, all of whom shall be voting members.

Section 2

Board of Directors

Authority, Responsibility and Term of Office

A. The governing authority of this corporation shall be a Board of Directors composed of no fewer than seven (7) and no more than fifteen (15) persons. All members shall be elected by majority vote of Board members then seated without regard to sex, race, color or creed.

- i. The term of office shall be three (3) years. A Board member may not serve more than two (2) terms. However, a retiring member shall again be eligible after one year. If a President's term of office ends concurrently with Board membership, a one year extension may be granted by majority vote of the other directors.
- ii. Board members shall be divided into three (3) classes of approximately equal number terms arranged so that approximately 1/3 will expire each year.

The Board so constituted shall:

1. Determine general policy designed to accomplish the purposes of the organization as set forth herein, in the Articles of Incorporation and the Eno River Media Production Statement of Purpose.
2. Review, evaluate, and approve projects, budgets and contracts for Eno River Media Production.
3. Report annually, in written form, the progress of Eno River Media Production.

4. Censure members for gross conduct unbecoming a member or volunteer with Eno River Media Production.
 5. Expel a censured member of Eno River Media Production by majority vote.
 6. Hire and fire the Executive Director.
- B. The Executive Committee (See Article VI) is authorized to act on behalf of the Board in emergency situations when time does not permit consideration by the full Board. Such actions shall be binding on ERMP.
- C. If an office or directorship is vacated before the normal expiration date, the unexpired term shall be filled by majority vote of the Board from among names recommended by the Nominating Committee.

Section 3

Board Meetings

- A. Eno River Media Production Board meetings shall be open to the public. Time and day will be determined at the beginning of each fiscal year. Closed door executive sessions may be called by the President or Executive Committee.
- B. Meetings will be held at a place designated by the President.
- C. The presence of four (4) members shall constitute a quorum for any regular or special meeting.
- D. Any member who shall have been absent for three (3) consecutive meetings or five (5) meetings within a twelve (12) month period without reason satisfactory to the Board, shall be given written notice of the violation of this provision. If the member does not respond within fifteen (15) days with an explanation satisfactory to the Board, the director shall be deemed to have resigned.

Section 4

Notice of Meetings

- A. Regular meetings are set according to Article IV, Section 3(a). No further notice will be given.
- B. Notice of a special meeting citing its purpose shall be given in writing not less than five (5) workdays prior to the meeting. This notice must be given in written form and can be mailed or emailed to the directors.

Article V – Officers

Section 1 The officers of Eno River Media Production shall consist of President, Vice President, Secretary and Treasurer elected by a majority vote of the Board at the December meeting and will assume office at the January meeting.

Section 2 The officers shall perform the duties as follows:

A. President

1. Shall be the chief corporate officer for Eno River Media Production.
2. Shall preside at all meetings of the Eno River Media Production Board of Directors and shall be an ex-officio (non-voting) member of all standing committees.
3. Shall be responsible for executing the decisions of the Board.
4. Shall report to the Board on the conduct and management of Eno River Media Production.
5. Shall be the principle liaison with the Executive Director providing such guidance and counsel as may be needed.
6. Shall have such other powers and duties necessary to carry out the provisions of these by-laws.

B. Vice President

1. Shall in the temporary absence of the President, assume the President's duties and fill the

President's unexpired term in the event of a vacancy.

2. Shall be in the temporary absence of the President an ex-officio (non-voting) member of all standing committees and perform such duties as may be assigned by the President.
3. Shall serve as the Chair and primary liaison between the Eno River Media Production Board of Directors and the Eno River Media Production Green Light Committee.

C. Secretary

1. Shall keep an accurate record of all meetings of the Board of Directors and the Executive Committee and see that minutes of these meetings are written, recording and filed properly.
2. Shall perform such other duties as may be assigned by the Board of Directors of the Executive Committee.

D. Treasurer

1. Shall establish and monitor such systems and procedures as required for management of all monies and securities of the corporation and establish bank accounts as directed by the Board of Directors.
2. Shall with the assistance of the Executive Director submit records for audits annually or upon order of the Board of Directors.
3. Shall submit periodic reports to the Board of Directors as required, but not less often than quarterly.
4. Shall serve as Chair and primary liaison between the Eno River Media Production Board of Directors and the Eno River Media Production Finance Committee.

Article VI – Committees

Section 1 Executive Committee

The Executive Committee shall consist of the four elected officers. The Executive Committee shall serve as an advisory committee to the Board of Directors. Decisions of the Executive Committee will be subject to review and amendment by the full Board except when those decisions are made under Article IV Section 2(b) above. The presence of three (3) members of the Executive Committee shall constitute a quorum.

Section 2 Standing Committees

Standing committees shall be:

- Personnel Committee
- Finance Committee
- Green Light Committee
- Fundraising Committee
- Strategic Planning Committee

Committees will be chaired by members of the Board, appointed by the President. Each committee chair shall select at least two (2) additional members subject to the approval of the Board of Executive Committee.

Section 3 Other Committees

The Board may establish other committees from time to time for limited and special purposes as it shall determine are necessary and proper to achieve the goals and purposes of Eno River Media Production.

Article VII – Executive Director

Section 1 Management of the day-to-day affairs of Eno River Media Production shall be the responsibility of the Executive

Director who shall be accountable to the Board of Directors in carrying out the policies established by the Board.

Article VIII – Annual Meeting

Section 1 The Annual Meeting of Eno River Media Production shall be held in May of each year. All previous Board members whose term expired the previous December are to be honored and all staff and volunteer awards are to be presented at this event. No official business or action will be taken at this meeting.

Article IX – Conflict of Interest

Section 1 Members of the Board, Officers and all other employees and volunteers shall avoid any conflict between their personal interests and the interests of Eno River Media Production in dealing with Eno River Media Production or other organizations or individuals doing or seeking to do business with Eno River Media Production.

Any potential conflict of interest, involving any proposed contract, any business interest or any other matter whatsoever, between Eno River Media Production and member of the Board, Officer, employee or volunteer, or between Eno River Media Production and any family member of the above shall be fully disclosed to the Board. Upon becoming aware of such a potential conflict of interest the Board shall investigate. The Officer or Board member(s) involved shall abstain from speaking or voting in regard to the matter of potential or possible conflict of interest.

It is not practical to enumerate all situations, which might be in conflict with this policy; however, examples given below indicate some of the relationships, which should be avoided. Thus, it is considered to be in conflict with the interest, or violation of trust:

- A. For a member of the Board, Officer, employee, volunteer or any member of such person's family to buy, sell or lease any kind of property, facilities or equipment from or to Eno River Media Production except with the knowledge and consent of the Executive Director of Eno River Media Production in the case of employees and their families except with the knowledge and consent of the President of the Board in the case of Directors and Officers.
- B. For any member of the Board of Directors, Officer, employee, volunteer or any dependent member of such person's family to accept from any organization, firm or individual doing or seeking to do business with Eno River Media Production commissions, gifts in cash, gift certificates or other payments, goods, materials, services, repairs or improvements at no cost or at unreasonably low prices, entertainment, travel or gifts of merchandise of more than nominal value.
- C. For any employee of Eno River Media Production not to use reasonable, prudent judgment in procurement of materials, supplies, equipment or for an employee of Eno River Media Production to fail to seek competitive prices and costs for materials, supplies, equipment or contracted services (other than professional services) whenever such competitive prices and costs can reasonably be calculated to be available.

Article X – Miscellaneous

Section 1

All disbursements over fifteen hundred dollars (\$1,500.00) shall be made by check signed by the Executive Director and any corporate officer and then only if each check is supported by voucher and other proof. Checks written to the bank for payroll taxes or written to the State for taxes may be released on a single signature.

Section 2 These by-laws may be amended by affirmative vote of two-thirds (2/3) of the members of the Board of Directors. Written notice of changes in the by-laws shall be given to the members at least five (5) days prior to the date of the meeting at which time such changes are to be considered.

Article XI – Statement of Purpose

Section 1 The official Eno River Media Production Statement of Purpose can only be changed by a simple majority (50% plus 1) of the active members of the organization. Any proposed changes must first be approved by the Board of Directors and then presented to the general membership at least five (5) business days prior to the vote. Changes to the Eno River Media Production Statement of Purpose will take effect immediately.

Article XII – Dissolution

Section 1 Eno River Media Production shall be a perpetual corporation until discontinued by action of the Board of Directors.

Section 2 In the event of dissolution, residual assets of Eno River Media Production shall be given to one or more organizations which are themselves exempt, an organization described in Sections 501(c)(3) and 170(c) of the Internal Revenue Code of 1954, or comparable prior or future Internal Revenue Code, or to the Federal, State or Local government exclusively for public purposes.

Approved on November 4, 2010