

**FIRST AMENDMENT AND FIRST RESTATEMENT TO THE BYLAWS
OF
NORTHWEST SCREENWRITERS GUILD**

This First Amendment and First Restatement to the Bylaws of Northwest Screenwriters Guild was adopted by the Board of Directors and Members on _____ and replace the Bylaws that were adopted on or around October 16, 1998.

**ARTICLE
General**

Name. The name of this organization is NORTHWEST SCREENWRITERS GUILD, a Washington nonprofit Guild (the “Guild”).

Office. The principal office and place of business of the Guild in the State of Washington is located at 10405 3rd Ave NW, Seattle, WA 98177, or such other place as the Board of Directors (the “Board of Directors”) may designate. The Guild may have such other offices, either inside or outside the State of Washington, as the Board of Directors may designate or as the business of the Guild may require from time to time.

**ARTICLE
Purposes**

The purposes of the Guild are devoted to the improvement of industry business conditions in our geographic area or the benefit of members and non-members alike. It does so by seeking to improve the skills of screenwriters in our area; by educating screenwriters about the workings of the industry in other geographic areas; and by encouraging the use of the services of the Northwest screenwriting industry.

**ARTICLE
Members**

Eligibility for membership: Membership shall be open to any person who supports and otherwise endorses the purposes of the Guild.

Membership Categories and Rights.

Compendium members. Guild members in good standing with at least one script accepted for inclusion in the compendium.

Associate members. Writers preparing script(s) for first submission to the compendium.

Affiliate members. Industry-related professionals with an interest in Guild activities, but forwarding no compendium submissions. Affiliate members do not pay dues

but do receive discounted entrance fees to Guild events. Affiliate members do not enjoy voting rights and may not serve on the Board of Directors or as officers. Affiliate members are eligible to become Associate or Compendium members by meeting the requirements of those membership levels.

The Guild reserves the right to deny guild membership to any individual for any reason or for no reason to the full extent allowed by law. The Board shall set policy application procedures and an appeals process for any applicant denied membership.

Membership Dues: Members shall pay annual dues and shall be in such amounts, and shall be paid in such manner and at such times as shall be determined by the Board of Directors and administered by the Membership Committee.

Rights of members: All Guild Compendium and Associate members shall have voting rights and may serve on committees, Board of Directors and as officers. No other members shall have voting rights. Any mention of a member's voting rights in these Bylaws pertains exclusively to Compendium and Associates members who are eligible to vote.

Resignation and Termination: Any Member may resign by delivering a written resignation to the Secretary of the Guild. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. Any member may have their membership terminated by a majority vote of the Board of Directors present at any Board meeting.

Non-Voting Membership: The Board of Directors shall have the authority to establish and define non-voting categories of Membership.

Leave of Absence. Upon written application to the Board of Directors setting forth good and sufficient cause, a leave of absence may be granted excusing a Board or Committee member from attending the Board or Committee meetings of the Guild for a specified length of time.

Termination of Membership. The membership shall continue until terminated in one of the following ways:

Termination for nonpayment of dues after ninety (90) days;

Termination by a majority vote of the Board for conduct that violates the by-laws or is prejudicial to the objects and purposes of the Guild;

Death of the member, if the member is an individual; or

Dissolution of the Guild.

Nothing in this section shall limit, however, the discretion of the Membership Committee to revoke such suspension or to reinstate a nonpaying member for any reason satisfactory to it, pursuant to such criteria and policies as the Board of Directors may determine.

Procedure for Expulsion of Member. If grounds appear to exist for expulsion of a member under Section 3.8.2, the procedure set forth below shall be followed:

The member shall be given fifteen (15) days prior written notice of the proposed expulsion and the reasons for the proposed expulsion. An e-mail address provided by a member through application or for the purpose of receiving general information and materials from the Guild shall constitute the address of such member for the purpose of the provision and receipt of any and all notices and other materials from the Guild, unless the member notifies the secretary of the Guild otherwise in writing.

The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the written statement considered, by the Board or by a committee authorized by the Board, to determine whether the expulsion should take place.

The Board or committee authorized by the Board shall decide whether the member should be expelled.

Any action challenging an expulsion of membership must be commenced within one (1) year after the date of expulsion.

Non-Transferable. Except as provided herein, a membership shall not be sold, assigned, or transferred in any manner. A member may, however, change its classification, and a member may change its designated representative by written notification to the Guild.

ARTICLE

Meetings of Members

Meetings. The Guild shall hold meetings on a schedule determined by the Board of Directors but on at least a quarterly basis, at a place and date to be fixed by the Board of Directors. In the absence of different directions by the Board of Directors, such meetings shall commence on a date and time designated by the Board. The annual meeting of members shall be the December meeting.

Special Meetings. The Guild shall hold special meetings of members upon the call of the President or a majority of the members of the Board of Directors. The President shall call a special meeting upon written request therefor, signed by a majority of the members of the Guild. Special meetings shall be limited to only the business contained in the written notice described in section 4.6.2 below.

Presiding Officer. At all meetings of the members of the Guild, the President, or in his/her/their absence the Vice-President, shall preside.

Adjournment. Any meeting of the members of the Guild may be adjourned to a future date by vote of a majority of the members present at the meeting who are eligible to vote.

Place of Meetings. Meeting places shall be fixed from time to time by the Board of Directors and in the absence of action by the Board of Directors by the President.

Notices.

Written or printed, notices of meetings of members shall be provided to each member at least ten (10) days before the date of a meeting and ten (10) days before the date of a special meeting.

Notices of special meetings shall include the general nature of the business to be transacted.

Notice provided in an electronic transmission is effective when it is electronically transmitted to an e-mail address, location, or system designated by the recipient for that purpose. An electronic transmission is received even if no individual is aware of its receipt. A member shall notify the Secretary of: a) any change to an e-mail address, location, or system designated by the recipient for that purpose; or b) any revocation to receive notices by electronic transmission. In addition, a member's authorization to receive electronic transmission is deemed revoked when: a) the Guild cannot deliver two (2) consecutive notices or other communications to the member's email address show in the Guild's records for the member; and b) this inability becomes known to the Secretary of the Guild or other person responsible for giving the notice. The inadvertent failure by the Guild to treat this inability as a revocation does not invalidate any meeting or other action.

The Guild may provide notice of the time and place of any meeting of the members by posting the notice on an electronic network (such as a listserv), provided that the Guild also delivers to the member notice of the posting by mail or email, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Guild, with postage thereon prepaid. Other forms of notice described in this section are effective when received.

Quorum. Ten percent (10%) of the active members, represented in person or by proxy, shall constitute a quorum for the conduct of business at any meeting of the Guild. Members voting by proxy, mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present. The vote of a majority of the votes entitled to be cast by the members at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members.

Rules of Order. Except as otherwise provided by these Bylaws, the meetings of the Guild shall be conducted in accordance with "Robert's Rules of Order Revised." At all meetings of the Guild, the order of business shall be prescribed by the President (or his/her substitute) and the Secretary.

Voting. An active member may vote in person at any meeting, or such member may vote by mail, electronic transmission (such as email or “web voting”), or by written proxy executed by the member or his or her duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Guild before or at the time of the meeting and may be transmitted to the Secretary of the Guild by regular or express mail, private carrier, personal delivery, email, or electronic network posting. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Any proxy regular on its face shall be presumed to be valid.

Whenever proposals are to be voted upon by members, the vote may be taken by mail or by electronic transmission (such as email or “web voting”) if the text of each proposal to be voted upon is set forth in the notice of meeting. A vote may be conducted by electronic transmission if the Guild has designated an address, location, or system to which the ballot may be electronically transmitted and the ballot is electronically transmitted to the designated address, location, or system, in an executed electronically transmitted record.

Meetings Held by Telephone or Remote Communications Equipment. Meetings of members may be conducted by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting. Members may participate in a meeting by or through the use of, one or more means of remote communication through which all of the directors may simultaneously participate with each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

Action by Members Without a Meeting. Any corporate action required or permitted by the Articles of Incorporation of the Guild or these Bylaws, or by the laws of the state of Washington, to be taken at a meeting of the members of the Guild, may be taken without a meeting if a consent in writing or by email transmission setting forth the action so taken shall be executed (as defined herein) by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such. For purposes of these Bylaws, “executed” means: (a) a writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender’s identity.

Waiver of Notice. Whenever any notice is required to be given to any member of the Guild by the Articles of Incorporation or these Bylaws, or by the laws of the State of Washington, a waiver thereof in writing or by email executed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Open Meetings. All membership meetings will be open to the public provided that the members present at a meeting may by majority vote call for a closed session. Members with voting power and those invited will be allowed to attend the closed session.

ARTICLE

Board of Directors

General Powers. The affairs of the Guild are managed by the Board of Directors. In addition to its other powers and authority, the Board of Directors has the full power, except as prohibited by the terms of any gift, devise, bequest, or other transfer, in its sole discretion, to change the form of any investment and, for that or other purposes of the Guild, to dispose of any property held by the Guild. Notwithstanding the foregoing, the Board of Directors has no authority to engage in activities that are inconsistent with RCW 24.03A. Directors are selected for, among other reasons, their interest and ability to carry out the purposes of the Guild and their other special training or abilities.

Number of Directors. The Board of Directors of this Guild will be composed of no fewer than three (3) directors, the specific number to be set by resolution of the Board of Directors. The number of directors may be increased or decreased from time to time by amendment to or in the manner provided in these Bylaws. No decrease, however, will have the effect of shortening the term of any incumbent director, unless such director resigns or is removed in accordance with the provisions of these Bylaws.

Term. The terms of the Directors other than the officers are three (3) years. The expiration of the terms for such Directors shall be staggered so that approximately one-third (1/3) of those Directors will be elected each year. The terms of the Directors shall begin on January 1, and each new Director other than officers shall hold office for a term of three (3) years thereafter and until successors shall have been elected and qualified unless a Director resigns or is removed.

Resignation. Any Director may resign at any time by delivering written notice to the President or Secretary or by giving oral notice at any meeting of the Board of Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Vacancies. Vacancies on the Board shall be filled by the Board of Directors and each appointee shall hold office for the balance of the term of his/her immediate predecessor.

Quorum. A majority of the members of the Board of Directors shall constitute a quorum of the Board. The act of the majority of the Directors present at a Board meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws or as otherwise provided by law. The Directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal or departure of a number of Directors that would leave less than a quorum remaining.

Meetings. The Board shall meet in each month that the general membership does not meet. Board meetings will be held on the fourth Tuesday of the month or such other date determined by the Board. Board meetings, except in executive session, shall be open to all members of the Guild. By resolution, the Board may specify the time and place for holding regular meetings thereof without other notice than such resolution.

Special Meetings. Special meetings of the Board may be called by or at the request of the President, the Secretary or any three Directors. The person or persons authorized to call special meetings shall fix the time and place for holding any special Board or committee meeting called by them.

Notice of Special Meetings. Notice of a special Board meeting stating the place, day and hour of the meeting shall be given to a Director by the Secretary, or by the Director or Directors calling the meeting, by regular or express mail, private carrier, personal delivery, email, electronic network posting, or by personal communication over the telephone or otherwise. Neither the business to be transacted at, nor the purpose of, any special meeting need be specified in the notice of such meeting.

Notice provided in an electronic transmission is effective when it is electronically transmitted to an e-mail address, location, or system designated by the recipient for that purpose. An electronic transmission is received even if no individual is aware of its receipt. A director shall notify the Secretary of: a) any change to an e-mail address, location, or system designated by the recipient for that purpose; or b) any revocation to receive notices by electronic transmission. In addition, a director's authorization to receive electronic transmission is deemed revoked when: a) the corporation cannot deliver two (2) consecutive notices or other communications to the director's email address shown in the corporation's records for the director; and b) this inability becomes known to the Secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

The Guild may provide notice of the time and place of any special meeting of the Board of Directors by posting the notice on an electronic network (such as a listserv), provided that the Guild also delivers to the Director notice of the posting by mail, or email, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network, at least two (2) days before the meeting.

If notice is given by personal delivery, the notice shall be effective if delivered to a Director at least two days before the meeting.

If notice is delivered by mail or private carrier, the notice shall be deemed effective if deposited in the official government mail or private carrier properly addressed to a Director at the Director's address shown on the records of the Guild with postage prepaid at least five days before the meeting

Other forms of notice described in this section shall be deemed effective if given to the Director at least two (2) days before the meeting.

Waivers of Notice.

In Writing. Whenever notice is required to be given to any Director under these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice,

whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

By Attendance. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where the Director or committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Presumption of Assent. A Director present at a Board meeting at which action on any Guild matter is taken shall be presumed to have assented to the action taken unless his/her dissent is entered in the minutes of the meeting, unless the Director files his/her/their written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or unless he/she/they forwards such dissent by registered or certified mail or by email to the secretary of the meeting immediately after adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Emergency Action. Subject to ratification by the Board, action in emergency matters may be taken with the consent of four (4) of the officers.

Rules of Order. Except as otherwise provided by these Bylaws, meetings of the Board shall be conducted in accordance with “Robert’s Rules of Order Revised” and the order of business shall be prescribed by the President (or his/her/their substitute).

Action by Board Without a Meeting. Any action required by or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken or to be taken, shall be signed by all Directors that are entitled to vote with respect to the subject matter thereof. Such action may also be taken if an email transmission setting forth the action so take or to be taken is executed by all of the Directors that are entitled to vote with respect to the subject matter thereof. For purposes of these Bylaws, “executed” means: (a) a writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender’s identity. Directors’ consents may be signed either before or after the action taken.

Participation by Communication Equipment. Members of the Board thereof may participate in a meeting of the Board or a committee by means by which all Directors participating can hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

Removal. Under procedures set by the Board of Directors, an officer or director may be removed for cause by the Board or the active members. For the foregoing purposes, “cause” means:

Three unexcused absences from Board meetings;

Material failure or refusal to carry out specified duties or directions, which directions are reasonably consistent with the officer's or Director's duties, after notice and a reasonable opportunity to cure;

Violation of a state or federal criminal law involving the commission of a crime against the Guild or a felony;

Actions beyond the scope of authority granted such officer or director in these bylaws or by the Board; or

Habitual or repeated misuse of alcohol or controlled substances, deception, fraud, misrepresentation or dishonesty; any incident materially compromising the person's reputation or ability to represent the Guild with the public; any act or omission by the person that substantially impairs the good will or reputation of the Guild.

ARTICLE

Election of Officers and Directors

Election of Directors. The Guild shall hold an annual election of officers and directors of the Guild, which shall be completed by December 20th of each year.

Nominating and Elections Committee. The Nominating and Elections Committee (the "Nominations Committee") shall be appointed by the Board of Directors. The Nominations Committee shall meet upon call of the President of the Guild at least sixty (60) days before the membership meeting at which the elections will be held (the "Election Meeting") and shall elect its own chairperson and secretary. The Nominations Committee shall nominate the active member in good standing to serve as President. The Nominations Committee shall nominate any active member in good standing for the offices of Vice-President, Treasurer, Secretary and at large Board members. The Nominations Committee shall secure the consent of each nominee prior to his/her/their nomination. The Nominations Committee's list of nominees shall be available to all active members of the Guild by including it with timely notice to members in advance of the Election Meeting.

Additional Nominations. Additional nominations for any position to be filled at the Election Meeting may be made by filing with the Nominations Committee a written nomination signed by two (2) active members of the Guild or by nomination from the floor at the Election Meeting, provided, however, that the consent of the nominee has been obtained prior to the nomination.

Ballots. A ballot containing the names of the candidates for each position with appropriate blank spaces for subsequent nominations and "write in" candidates will be available to active members seven (7) days in advance of the Election Meeting.

Voting. At the Election Meeting, each active member shall have the right to cast one (1) vote for a nominated candidate or "write-in" candidate for each position to be filled. Such

votes may be taken by mail or by electronic transmission (such as email or “web voting”) if the name of each candidate to be voted upon is set forth in the notice of the Election Meeting. The election may be conducted by electronic transmission pursuant to Section 4.10. Active members who are unable to attend the Election Meeting may cast absentee ballots by obtaining such ballot from the Nominations Committee within the week prior to the election meeting and submitting his/her/their vote to a member of the Nominations Committee in advance of the date of the Election Meeting. Immediately upon the close of the balloting, the votes shall be canvassed and counted by the Nominations Committee and the results shall be reported to the President in writing.

Voting to Elect. If there are two (2) candidates for a position, the candidate receiving the highest number of votes shall be declared elected. If there are more than two (2) candidates for a position, then the candidate receiving a plurality of more than thirty-three percent (33-%) of the votes cast shall be declared elected. In case of a tie or where no candidate receives the necessary majority or plurality, a run-off election between the tied candidates or the two (2) candidates receiving the most votes shall be held before the adjournment of the Election Meeting by a written vote of the active members present at the Election Meeting.

ARTICLE

Officers

Officers. The officers of the Guild shall be as follows: President, Vice-President, Treasurer and Secretary. Each officer shall be elected for a one-year term by the active members of the Guild pursuant to the procedures set forth in Article VI above. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

President. The President shall preside at all meetings of members and Directors, shall have general supervision of the affairs of the Guild, and shall perform all such other duties as are incident to such office or are properly required of the President by the Board of Directors. The President may also sign deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed, except when the signing and execution thereof has been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Guild or as required by law to be otherwise signed or executed by some other officer or in some other manner.

Vice President. During the absence or disability of the President, the Vice President shall exercise all functions of the President. The Vice President shall have such other powers and perform such other duties not inconsistent with these Bylaws as from time to time may be prescribed by the President or by the Board of Directors.

Secretary. The Secretary shall issue notices for all meetings, except notices for special meetings of the members and special meetings of Directors called by the requisite number of members or Directors, shall keep minutes of all meetings, shall have charge of the seal and the corporate books, and shall make such reports and perform such other duties as are incident to such office or as are properly required of the Secretary by the President or Board of Directors.

Treasurer. The Treasurer shall have the custody of all monies and securities of the Guild and shall keep regular books of account. The Treasurer shall disburse the funds of the Guild in payment of the just demands against the Guild or as may be ordered by President or the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board, from time to time as may be required of the Treasurer, an account of all transactions as Treasurer and of the Guild's financial condition. The Treasurer shall perform other duties incident to such office as are properly required of the Treasurer by the President or the Board of Directors.

Other Officers. The Board of Directors, in addition to the offices of the Guild specified above, may create such additional offices of the Guild (including Assistant Secretaries and Assistant Treasurers) as it deems appropriate, and may designate duties and impose terms of office on such office(s) in a manner consistent with these Bylaws and applicable law.

Term. The terms of the officers shall begin on January 1. Unless an officer dies, resigns or is removed from office, the officer shall hold office until December 31 of that year or until his or her successor is elected.

Resignation. Any officer may resign at any time by delivering written notice to the President or Secretary or by giving oral notice at any meeting of the Board of Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Removal. Pursuant to Section 5.16, an officer may be removed by the Board whenever in the Board's judgment the best interest of the Guild may be served thereby.

Vacancies. Vacancies in any office shall be filled by the Board of Directors and each appointee shall hold office for the balance of the term of his/her immediate predecessor. The Board shall appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officers.

ARTICLE

Indemnification

The Guild indemnifies any director or officer of the Guild, who is involved in any capacity in a proceeding (as defined in RCW 23B.08.500, as presently in effect and as hereafter amended or as defined in the Washington Nonprofit Guild Act, as presently in effect and as hereafter amended) by reason of the position held by such person or entity in the Guild, to the full extent allowed by applicable law, as presently in effect and as hereafter amended; provided, however, that the Guild only indemnifies a director or officer seeking indemnification in connection with a proceeding initiated by such person, if such proceeding or part of a proceeding was authorized by the Board of Directors, or if such proceeding was brought by a director or officer to enforce a claim for indemnification under this Article and a court or an arbitrator determines that the director or officer is entitled to all of the relief claimed.

By means of a resolution or of a contract specifically approved by the Board of Directors, the Guild may indemnify an employee or agent to such degree as the Board of Directors determines to be reasonable, appropriate, consistent with applicable law, and in the best interests of the Guild.

The Board of Directors of the Guild has the right to designate the counsel who will defend any person or entity who may be entitled to indemnification, to approve any settlement, and to approve in advance any expense.

Reasonable expenses incurred by a director or officer, who is involved in any capacity in a proceeding by reason of the position held in the Guild, will be advanced by the Guild to the full extent allowed by applicable law, as presently in effect and as hereafter amended. Reasonable expenses incurred by an employee or agent who is involved in any capacity in a proceeding by reason of the position held by such person or entity in the Guild may be, but is not required to be, advanced by the Guild prior to the final disposition of such proceeding to the full extent allowed by applicable law, as presently in effect and as hereafter amended. Expenses will not be advanced to any director, officer, employee, or agent unless that person first promises, in a writing delivered to the Guild, to repay all amounts advanced by the Guild in the event that it is later determined that such person is not entitled to be so indemnified.

The Guild may purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the Guild, or is serving at the request or consent of the Guild as an officer, employee, or agent of another Guild, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability incurred by such person because of such person's status, whether or not the Guild would have the power to indemnify such person against such liability under the provisions of this Article. In addition, the Guild may enter into contracts with any director or officer of the Guild in furtherance of the provisions of this Article and may create a trust fund, grant a security interest, or use other means (including without limitation a letter of credit) to ensure the payment of such amounts, as may be necessary or desirable to affect the indemnification and advances contemplated in this Article.

The right to indemnification conferred by this Article is interpreted to conform with, and does not create any right that is inconsistent with, applicable law, as presently in effect and as hereafter amended. To the full extent allowed by applicable law (as presently in effect and as hereafter amended), the right to indemnification conferred by this Article continues as to a person who has ceased to be a director or officer and inures to the benefit of the heirs, executors, and administrators of such a person. The rights conferred in this Article are not exclusive of any other rights which any person may have or acquire under any applicable law (as presently in effect and as hereafter amended), these bylaws, the Articles of Incorporation of the Guild, a vote of the Board of Directors of the Guild, or otherwise.

If the Washington Nonprofit Guild Act is amended to expand or increase the power of the Guild to indemnify, to pay expenses in advance of final disposition, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the directors of this Guild, the powers described in this Article are expanded and increased to the fullest extent permitted by law.

Notwithstanding any other provision of this Article, no indemnification is provided to any person if in the opinion of counsel, payment of such indemnification would cause the Guild to lose its tax exempt status, if any, from federal income taxation.

No amendment to or repeal of this Article adversely affects any right of protection of any director, officer, employee, or agent for events occurring after the date of the adoption of this Article and prior to such amendment or repeal.

ARTICLE **Committees**

Formation and Powers of Committees of Directors. The majority of the Board of Directors may from time to time designate and appoint one or more committees, each of which must have one (1) or more directors as members. The President serves as an ex officio non-voting member of each Committee to which the President has not otherwise been appointed. To the extent provided in the resolution authorizing creation of such committee(s), or as otherwise provided in these Bylaws or the Guild's Articles of Incorporation, the committee(s) has the authority of the Board of Directors; provided, however, that no committee has the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any committee, any director, or any officer of the Guild; adopting a plan of merger or sale, lease, or exchange of all or substantially all of the property and assets of the Guild not in the ordinary course of business; authorizing the voluntary dissolution of the Guild; adopting a plan for the liquidation of the assets of the Guild; amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it is not amended, altered, or repealed by such committee; or act independently of the Board of Directors on any matter concerning the Guild.

Temporary Committees. The Board of Directors may create such temporary or ad hoc committees as it considers desirable from time to time.

Election and Term of Committee Member. The Board of Directors will appoint the individuals who serve as members of each such committee of the Guild, if any, on an annual basis at the annual meeting of the Board of Directors, or as soon thereafter as practicable. Each committee member serves until a successor is appointed.

Vacancies. If a vacancy on a committee of the Guild occurs prior to expiration of the normal term of such position for any reason, including resignation, removal, disqualification, or death, such vacancy may be filled by the Board of Directors for the unexpired portion of such normal term.

Liability. The designation and appointment of any committee of the Board of Directors and the delegation thereto of any authority does not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law.

Standing Committees. The initial Standing Committee of the Guild consist of the Executive Committee.

Committee Operations.

Committee Meetings. Committee meetings may be called by the chairperson of the committee or the President. The rules applicable to meetings of the Board of Directors apply to committee meetings.

Meeting Minutes. All committees have the discretion to keep regular minutes of their meetings, and if minutes are kept, they will be recorded in the books of the Guild. All committee meeting minutes, if any, must be forwarded to the Secretary for distribution to directors.

Quorum. More than one-third (1/3) of the members of a committee constitutes a quorum.

Manner of Acting. If a quorum is present when a vote is taken, the affirmative vote of a majority of committee members present is the act of the committee, unless the question is one upon which a different vote is required by express provision of law of the state of Washington, of the Articles of Incorporation, or of these Bylaws.

Action by Committee Without a Meeting. Any action permitted or required to be taken at a committee meeting may be taken without a meeting if one or more written consents setting forth the action so taken, is signed, either before or after the action is taken, by all the committee members. Action taken by written consent is effective when the last committee member signs the consent, unless the consent specifies a later effective date.

Participation by Telephone Conference or Remote Communications Equipment. Committee members may participate in a regular, special, or emergency meeting of a committee by, or conduct the meeting through the use of, any means of communication by which all committee members participating can hear and speak to each other during the meeting. Participation by such means constitutes presence in person at the meeting.

ARTICLE

Finances; Execution of Contracts, Deeds, and Transfers

Loans. No loans are to be contracted on behalf of the Guild and no evidences of indebtedness are to be issued in its name, unless authorized by a resolution of the Board of Directors. No loans are to be made by the Guild to any officer or director.

Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness for amounts exceeding one thousand and 00/100 dollars (\$1,000.00) issued in the name of the Guild require the signature of two people, one of which must be the President or Treasurer, and the other may be such other officer or agent and in such manner as is designated by the Board of Directors from time to time.

Use of Income. All unrestricted gifts to the Guild and income not otherwise designated by the donor for endowment or restricted purposes go into the general fund of the Guild and are to be used in accordance with the general purposes of the Guild.

Contributions and Disbursements. All contributions and other funds received by the Guild are to be deposited in a special account or accounts in such banks, trust companies, or other depositories as the Board of Directors may select. All disbursements are to be made under proper authority of the Board of Directors. All contributions, income to, and disbursements of the Guild must be recorded by the Treasurer, Assistant Treasurer, or Treasurer's designee in the appropriate books and records; such records are subject to examination at any reasonable time, upon request by any director.

Budget. A statement of proposed receipts, operating income, and expenditures for the following year will be prepared by the President and Treasurer with input from all committees regarding their projected income and expenses. Once finalized, the Budget must be submitted no later than thirty (30) days prior to the beginning of the new fiscal year to the Board of Directors for approval or as soon thereafter as practicable. When approved by the directors, such budget is the authorization for expenditures and operating expenses of the Guild, subject to subsequent changes in such budget by the Board of Directors.

Contracts. The Board of Directors may authorize any officer or agent of the Guild, 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 Guild. Such authority may be general or confined to specific instances.

Voting Securities Owned by the Guild. Unless otherwise provided by resolution of the Board of Directors, the President, Vice President, Treasurer, Secretary, or any Assistant Treasurer has full authority on behalf of the Guild to attend, to act, and to vote at any meetings of the stockholders, bondholders, or other security holders of any Guild, trust, or Guild in which the Guild may hold securities. At any such meeting, such person possesses all of the rights and powers incident to the ownership of such securities that the Guild possesses, including the authority to delegate such authority by proxy. The Board of Directors may, by resolution, confer like authority upon any other person or persons.

ARTICLE

Books and Records

The Guild must keep correct and complete books and records of account and minutes of all meetings of the Board of Directors and committees, if any. In addition, the Guild must keep, maintain, and make available for public inspection, such records as may be required by applicable provisions of the Code or regulations promulgated thereunder.

ARTICLE

Fiscal Year

The fiscal year of the Guild begins on January 1st and ends on December 31st of each year.

ARTICLE Copies of Resolutions

Any person dealing with the Guild may rely upon a copy of any records of the proceedings, resolutions, or votes of the Board of Directors when such records are certified by the President or Secretary.

ARTICLE Limitation on Distribution of Funds

Subject to applicable law, the funds of the Guild may be distributed only for the purposes of the Guild as described in the Articles of Incorporation.

ARTICLE Amendments to Bylaws

Upon at least ten (10) days written notice thereof by the Secretary, any of these Bylaws may be amended by a majority of votes cast at a member meeting of the Guild where a quorum is present.

The undersigned, being the Secretary of the Guild, hereby certifies that these Bylaws are the bylaws of NORTHWEST SCREENWRITERS GUILD, adopted by resolution of the directors effective as of _____, 2023.

_____, Secretary