

BYLAWS
JUMP Society

The Juneau Underground Motion Picture Society

ARTICLE I – NAME, PURPOSES, PRINCIPLE OFFICE

Section 1.1 – Name

The name of the Corporation is JUMP Society. This is an acronym for The Juneau Underground Motion Picture Society.

Section 1.2 – Purpose

The JUMP Society is dedicated to supporting and promoting the work of local filmmakers by providing screenings, educational opportunities and resources. The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

Section 1.3 – Principle Office

The principle office of the corporation shall be located in Juneau, Alaska.

ARTICLE II – MEMBERSHIP

Section 2.1 – Eligibility

Membership shall be open to all persons who have paid annual membership dues during the calendar year. Only members shall be entitled to serve on the board of directors, participate in the business of the corporation, and to vote in annual meetings.

Section 2.2 – Voting and Proxies

Each Member shall have one vote at a Membership Meeting or Special Session. Each Director shall have one vote at a meeting of the Board of Directors. No written proxies shall be counted.

ARTICLE III – MEMBERSHIP MEETINGS

Section 3.1 – Meetings

A meeting of the corporation may be called by the Board of Directors at any time.

Section 3.2 – Annual Meeting

The annual meeting of the corporation shall be held during September or October at a date, time, and place in Juneau, Alaska, to be determined by the Board of Directors.

Section 3.3 – Notice

No business at a meeting of the corporation shall be effective unless a written notice of time, date, place, and agenda is sent to all members with an electronic address on record and posted on the corporation website at least twenty (20) days prior to the meeting.

Section 3.4 – Agenda

The agenda for meetings shall be determined by the Board of Directors. The agenda for the annual membership meeting shall include the Treasurer's report of the fiscal affairs of the Corporation, a time for public remarks, and the election of new members to the Board of Directors.

Section 3.5 – Quorum

No business at a meeting of the corporation shall be effective unless at least of one-twentieth (5%) of the current members are present. The actions of a majority of those members present and voting at a general membership meeting are the actions of the membership.

ARTICLE IV – SPECIAL SESSIONS

Section 4.1 – Special Session Request

Special Session meetings shall be held in Juneau, Alaska upon the written request of twenty percent (20%) of the general membership specifying the purpose, time, date, place and agenda of the meeting.

Section 4.3 – Special Session Notice

The Board of Directors shall send a written notice of time, date, place, and agenda to all members with an electronic address on record and post the notice on the corporation website within ten (10) days of receiving a Special Session Request.

Section 4.4 – Special Session Quorum

No business at a Special Session of the corporation shall be effective unless at least of one-twentieth (5%) of the current members are present. The actions of a majority of those members present and voting at a special meeting are the actions of the membership.

ARTICLE V – BOARD OF DIRECTORS

Section 5.1 – Responsibility

The Board of Directors shall be responsible for management of the corporation and may exercise or delegate any authority consistent with the laws of the State of Alaska and the by-laws of the corporation.

Section 5.2 – Composition

The Board of Directors shall consist of no less than three (3) members and no more than eleven (11).

Section 5.3 – Term of Office

Directors shall be elected to office for a term of two years. The term of office shall alternate so that no more than four positions expire in a given year.

Section 5.4 – Vacancies

In the event of death, resignation or removal from office, the remaining Board of Directors will elect a member to fill the vacant position until a Director can be elected by the membership of the Corporation to complete the term.

Section 5.5 – Method of Election

Members may be nominated by a petition signed by not less than five percent (5%) of the corporation and submitted at least ten (10) days prior to an election. Notice of nominees shall be sent to the membership no more than three (3) days before the election. If there are more nominees than available positions, a secret written ballot shall be taken in which each general member may vote for as many candidates as there are Director positions to be filled. Candidates shall be elected in the order of votes received, with the candidate or candidates receiving the highest number of votes being elected first until all positions are filled. Full terms shall be filled before partial terms are filled. In the event of a tie, a second secret ballot shall be held between the tied candidates and the candidate receiving more votes shall fill the position.

Section 5.6 – Removal

A Director may be removed by a two-thirds vote of the Board of Directors or by a 2/3 vote of the Membership at any Membership Meeting or Special Session.

ARTICLE VI – OFFICERS**Section 6.1 – Election**

The officers shall be elected by the Board of Directors at its first meeting following the annual membership meeting.

Section 6.2 – Vacancies

The Board of Directors shall vote to fill vacancies as necessary.

Section 6.3 – President

The President shall preside at all meetings of the membership and Board of Directors and shall represent the corporation before the general public.

Section 6.4 – The Treasurer

The Treasurer shall be responsible for accurate financial records of the corporation and payment of bills. The Treasurer shall also be the custodian of all funds by the corporation and shall provide for deposit as designated by the board. The Treasurer shall prepare and present a financial statement at the annual meeting. The Treasurer shall, whenever requested, render an accurate account of financial conditions of the corporation.

Section 6.5 – The Secretary

The secretary shall be custodian of all records of the Corporation and shall be responsible for minutes of all meetings of the membership and of the Board of Directors.

Section 6.6 – Publicist

The Publicist shall be responsible for the communications, web presence, and publicity of the Corporation. The publicist shall distribute information about events, meetings and notices as may be required in the by-laws or requested by the Board of Directors.

Section 6.7 - Succession

When the President is absent or the seat of the President is vacant, the role of presiding officer shall pass to remaining officers in the following order: Treasurer, Publicist, Secretary. When the Secretary is absent or the seat of Secretary is vacant, the presiding officer shall designate a member or officer to take minutes.

ARTICLE VII - BOARD OF DIRECTOR MEETINGS**Section 7.1 – Meetings**

The Board of Directors shall meet at least every three months and at such other times as the President or any four Directors require. All meetings of the Board of Directors shall be held at a date, time, and place in Juneau, Alaska.

Section 7.2 – Notice

All members of the Board of Directors shall receive notice of meetings at least two (2) days prior to the meeting. Notice of Board of Directors Meetings shall be posted to a public area on the Corporation website.

Section 7.3 – Quorum

No action taken at a Board of Directors meeting shall be effective unless a majority of the serving board members are present. The actions of those Directors present are the actions of the Board of Directors.

Section 7.4 – Agenda

The Agenda for Board of Directors meetings shall include time for public comment.

ARTICLE VIII – COMMITTEES

Section 8.1 – Establishment of Committees

The Board of Directors may, at any meeting, designate standing, temporary, or special committees of the Board. Each committee shall have power to the extent designated to it by the board and in accordance with the laws of the State of Alaska.

Section 8.2 - Membership

Committee Membership shall be limited to members of the corporation. The Board of Directors shall determine committee members. The chair of each committee shall be decided by the committee. Each standing committee shall consist of at least three members, at least one of whom shall be a member of the Board.

Section 8.3 – Committee Meetings

A majority of the members serving on a committee shall constitute a quorum. The vote of a simple majority of those present at a meeting in which quorum is present constitutes an action of the committee. Each committee shall determine and schedule the number of regular meetings it will hold each year.

ARTICLE IX – EMPLOYEES

Section 9.1 – Employees

The Board of Directors may hire employees responsible for administration, business management, and other duties as assigned. The job title(s) and responsibilities shall be determined by the Board of Directors.

Section 9.2 – Board Relationship

No employee shall be a member of the Board of Directors

ARTICLE X - MISCELLANIOUS

Section 10.1 – Amendments

These Bylaws and the Articles of Incorporation may be amended, altered, added to, or repealed in whole or in part by vote of the general membership at any annual meeting or special session called for that purpose.

Section 10.2 – Indemnification

The Corporation shall provide for the indemnification of a serving or former officer, member of the Board of Directors, or staff person who has served at its request against expenses actually and reasonably incurred by that person in connection with the defense of any action, suit or proceeding, civil or criminal, in which they are made a party by reason of being or having been a director, officer or staff person, except in relation to matters in which the person is adjudged, in the action, suit or proceeding, to be liable for negligence or misconduct in the performance of their corporate duties.

Section 10.3 – Fiscal Year

The fiscal year of the Corporation shall coincide with the calendar year.

Section 10.4 - Distribution of Funds

Any payment made on behalf of the corporation shall be consistent with Corporation decisions and policy, and shall require the signatures of at least two Officers.

Section 10.4 – Duration

The duration of the Corporation shall be perpetual.

Section 10.5 – Disposition of Assets

Upon dissolution of the Corporation, the Board of Directors shall, after paying all liabilities of the Corporation, dispose of unexpended and unassigned assets by distributing them to an organization or organizations consistent with the mission, goals and non-profit status of the Corporation.