

Women In Film and Television International (WIFTI)

Organization BYLAWS

As of March 19, 2020

Mission statement

WIFTI is a global network of Women in Film and Television Chapters and similar organizations worldwide, dedicated to advancing professional development and achievement for women working in all areas of film, video and other screen-based media, with a focus on three pillars - Knowledge, Connection and Visibility.

The name of this assembly is Women in Film and Television International, Inc. also known as WIFTI and both are recognized as valid.

ARTICLE I—OFFICES

1.1 Offices.

The principal offices of Women in Film and Television International (the “Corporation”) will be located in Salt Lake County and the initial Principal Office of the Corporation will be located at 10729 Stone Gate Circle, Sandy, Utah 84092. The Corporation may have such other offices, either within or outside Utah, as the governing Board of Directors may designate or as the affairs of the Corporation may require from time to time.

1.2 Registered Office and Registered Agent.

The registered office of the Corporation required by the Utah Revised Nonprofit Corporation Act (the “Act”) may be, but need not be, the same as the Corporation’s principal business office in Utah. The initial registered office is 10729 Stone Gate Circle, Sandy, Utah 84092, and the name of the Corporation’s registered agent at that address is Susan McEvoy. The Corporation’s registered office and registered agent are subject to change from time to time by the Board of Directors, by the officers of the Corporation, or as otherwise provided by the Act.

ARTICLE II—STATEMENT OF PURPOSE AND MEMBERS

ARTICLE II: Statement of Purpose

The Purpose of WIFTI is to:

2a) Enhance the international visibility of women in the entertainment industry and champion their achievements in all areas of the industry

2b) Facilitate and encourage communication and cooperation internationally and development of international projects and initiatives stimulating professional development of member Chapters

2c) Encourage diverse and positive representation of women in all screen-based media worldwide

2d) Promote Chapter development worldwide

ARTICLE II - MEMBERSHIP

WIFTI Chapters Members and Partner Members must:

Agree with the WIFTI statement of purpose and mission to promote and enhance opportunities for women working in all screen-based media.

Be an organization that works non-commercially

Be led by women, those who identify as female and/or non-binary individuals

ARTICLE III—BOARD OF DIRECTORS

3.1 General Powers

The business and affairs of the Corporation will be managed by its governing Board of Directors, except as otherwise provided in the Act, the articles of incorporation, or these bylaws.

3.2 Number, Composition, Election, Tenure, and Qualifications.

(a) The number of Directors of the Corporation may be specified from time to time by resolution of the governing Board of Directors, but will not be less than three. Directors must be at least eighteen years old but, unless otherwise provided herein, and need not be residents of Utah.

(b) Directors may be elected to serve on the Board of Directors by a majority vote of the members.

To be considered for a Board of Director position, individuals must be a paid member of a WIFTI member chapter or on the Board of a member chapter in good standing. The Board shall appoint a Nominating Committee with procedures to be followed as outlined in the current Standard Operating Procedures.

(c) Directors are elected for a two year term and may be re-elected for a successive term. A decrease in the number of directors or in the term of office does not shorten an incumbent director's term. Elections will be held every second year at the general assembly/summit.

(d) Unless otherwise provided herein, the term of a director filling a vacancy expires at the end of the unexpired term that the director is filling, except that if a director is elected to fill a vacancy created by reason of an increase in the number of directors, the term of the

director will expire on the later of the next meeting at which directors are elected or the term, if any, designated for the director at the time of the creation of the position being filled. Despite the expiration of a director's term, a director continues to serve until the director's successor is elected, appointed, or designated and qualifies or there is a decrease in the number of directors. A director whose term has expired may deliver to the Utah Division of Corporations and Commercial Code for filing a statement to that effect pursuant to Section 16-6a-1608 of the Act.

e) Each Board member shall adhere to a **Code of Conduct** as established by the Board and updated as required.

The names, addresses, and length of terms for the current board members are attached as Schedule A.

3.3 Resignation.

A director may resign at any time by giving written notice of resignation to the Corporation. A director's resignation is effective when the notice is received by the Corporation unless the notice specifies a later effective date. A director who resigns may deliver to the Utah Division of Corporations and Commercial Code for filing a statement that the director resigns pursuant to Section 16-6a-1608 of the Act. The failure to attend or meet obligations will be effective as a resignation at the time of the Board of Directors' vote to confirm the failure if at the beginning of a director's term on the board, these bylaws provide that a director may be considered to have resigned for failing to attend a specified number of board meetings, meet other specified obligations of directors; and the failure to attend or meet obligations is confirmed by a unanimous affirmative vote of the Board of Directors.

3.4 Removal.

A director may be removed for **just cause** as defined in the current Standard Operating Procedures, by the vote of a majority of the Board directors then in office. A director who is removed pursuant to this Section 3.4 may deliver to the Utah Division of Corporations and Commercial Code for filing a statement to that effect pursuant to Section 16-6a-1608 of the Act.

3.5 Vacancy.

Unless otherwise provided herein, if a vacancy occurs on a Board of Directors, including a vacancy resulting from an increase in the number of directors, the Board of Directors may fill the vacancy, or if the directors remaining in office constitute fewer than a quorum of the Board of Directors, the remaining directors may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office and/or a majority of the directors present when the vote is taken. A vacancy that will occur at a specific later date by reason of a resignation effective at a later date may be filled before the vacancy occurs, but the new director may not take that office until the vacancy in that office occurs.

3.6 Officers of the Board.

The Board shall have a President, Vice President, Secretary, Treasurer, and other directors as determined by the Board. These officers shall be elected by a majority of the Board members present at the time the vote is taken. The officers may serve a term of two years, and may be successively elected to their position or a different position on the board as determined by the Nominating Committee and a majority vote as detailed in 3.5.

The President and all officers will be a female identifying or non-binary.

3.7 Meetings.

(a) The Board of Directors may hold regular or special meetings in or out of Utah. The Board of Directors may permit any director to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting or read the current conversation electronically of the meeting. A director participating in a meeting by any means permitted under this Section 3.7 is considered to be present in person at the meeting.

(b) Regular Meetings.

Regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting. The Board of Directors shall have as many regular meetings as the Board shall from time to time decide by affirmative vote of a majority of the directors.

(c) Special Meetings.

Special meetings of the Board of Directors must be preceded by at least two days notice of the date, time, and place of the meeting. The notice required by this Section 3.7 need not describe the purpose of the special meeting unless otherwise required by the Act.

(d) Notice.

A director may waive any notice of a meeting before or after the time and date of the meeting stated in the notice. Except as provided by this Section 3.7, the waiver must be in writing, signed by the director entitled to the notice, and be delivered to the Corporation, although such delivery will not be a condition of the effectiveness of the waiver. A director's attendance at or participation in a meeting waives any required notice to that director of the meeting unless at the beginning of the meeting or promptly upon the director's later arrival, the director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and after objecting, the director does not vote for or assent to action taken at the meeting; or if special notice was required of a particular purpose under the Act or herein, the director objects to transacting business with respect to the purpose for which the special notice was required, and after objecting, the director does not vote for or assent to action taken at the meeting with respect to the purpose.

3.8 Action without Meeting.

(a) Any action required or permitted by the Act to be taken at a Board of Directors' meeting may be taken without a meeting if each and every member of the board in writing (including via email) either

(1) votes for the action; or,

- (2) (i) votes against the action or abstains from voting; and
(ii) waives the right to demand that action not be taken without a meeting.

(b) Action is taken under this Section 3.8 only if the affirmative vote for the action equals or exceeds the minimum number of votes that would be necessary to take the action at a meeting at which all of the directors then in office were present and voted.

An action taken pursuant to this Section 3.8 is not be effective unless the Corporation receives writings describing the action taken, otherwise satisfying the requirements of this Subsection (a) above, signed by all directors; and not revoked pursuant to this Section 3.8.

(c) Unless otherwise provided herein, a writing described in Subsection (b) above may be received by the Corporation by electronically transmitted facsimile or other form of wire or wireless communication providing the Corporation with a complete copy of the document, including a copy of the signature on the document.

(d) Action taken pursuant to this Section 3.8 will be effective when the last writing necessary to effect the action is received by the Corporation, unless the writings describing the action taken set forth a different effective date. If the writing is received by the Corporation before the last writing necessary to effect the action is received by the Corporation, any director who has signed a writing pursuant to this Section 3.8 may revoke the writing by a writing signed and dated by the director describing the action and stating that the director's prior vote with respect to the writing is revoked.

(e) Action taken pursuant to this Section 3.8 has the same effect as action taken at a meeting of directors.

3.9 Quorum.

(a) Unless a greater or lesser number is required by these bylaws, a quorum of a Board of Directors consists of a majority of the number of directors in office immediately before the meeting begins.

(b) If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors unless the vote of a greater number of directors is required by the Act or herein. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be considered to be present at a meeting and to vote if the director has granted a signed written proxy to another director who is present at the meeting and authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Except as provided in this Section 3.9 and as permitted by Section 16-6a-813 of the Act, directors may not vote or otherwise act by proxy. Except as otherwise provided herein, a director may grant a proxy to another director with prior approval of the President of the Board.

(c) A director who is present at a meeting of the Board of Directors when corporate action is taken is considered to have assented to all action taken at the meeting unless the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding

the meeting or transacting business at the meeting, and after objecting, the director does not vote for or assent to any action taken at the meeting, the director contemporaneously requests that the director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or the director causes written notice of the director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment of the meeting or the Corporation promptly after adjournment of the meeting. The right of dissent or abstention as to a specific action is not available to a director who votes in favor of the action taken.

3.10 Committees.

Subject to Section 16-6a-906 of the Act, the Board of Directors may create one or more committees of the board and appoint one or more directors to serve on such committees. The creation of a committee of the board and appointment of directors to it must be approved by the greater of a majority of all the directors in office when the action is taken or the number of directors required by the bylaws to take action under Section 16-6a-816 of the Act. A committee of the board and the members of the committee are subject to Sections 3.7 through 3.11. To the extent specified herein or by the Board of Directors, each committee of the board will have the authority of the Board of Directors under these bylaws. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct described in Section 16-6a-822 of the Act.

Nothing in this Section 3.10 prohibits or restricts the Corporation from establishing in its bylaws or by action of the Board of Directors or otherwise one or more committees, advisory boards, auxiliaries, or other bodies of any kind having the members and rules of procedure as the bylaws or Board of Directors may provide, established to provide the advice, service, and assistance to the Corporation as may be specified herein the bylaws or by the Board of Directors, and established to carry out the duties and responsibilities for the Corporation as set forth herein or by the Board of Directors. Notwithstanding the preceding sentence, if any committee or other body established under has one or more members who are entitled to vote on committee matters and who are not then also directors, the committee or other body may not exercise any power or authority reserved to the Board of Directors in the Act or these bylaws .

3.11 Compensation.

Directors may not receive compensation for their services as such, although the reasonable expenses of directors of attendance at board meetings or projects may be paid or reimbursed by the Corporation. Directors will not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity.

3.12 Emergency Powers.

(a) In anticipation of or during an emergency defined in this Section 3.12, the Board of Directors may modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent; adopt bylaws to be effective only in an emergency; and relocate the principal office, designate an alternative principal office or regional office, authorize officers to relocate or designate an alternative principal office or regional office.

(b) During an emergency as defined in this Section 3.12, unless emergency bylaws provide otherwise, notice of a meeting of the Board of Directors need be given only to those directors whom it is practicable to reach, and may be given in any practicable manner, including by publication or radio; and the officers of the Corporation present at a meeting of the Board of Directors may be considered to be directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

(c) Corporate action taken in good faith during an emergency under this Section 3.12 to further the ordinary business affairs of the Corporation binds the Corporation and may not be the basis for the imposition of liability on any director, officer, employee, or agent of the Corporation on the ground that the action was not an authorized corporate action.

(d) An emergency exists for purposes of this section if a quorum of the directors cannot readily be obtained because of a catastrophic event.

ARTICLE IV—OFFICERS

4.1 Elected Officers—Number and Qualifications.

The elected officers of the Corporation will be a President, Vice President, Secretary and Treasurer. The Board of Directors also elect or appoint such other directors, committee chairs and officers and agents, including assistant secretaries and assistant treasurers, as it may consider necessary. The President may appoint one or more assistant officers or other officers if granted such appointment authority herein or by a resolution of the Board of Directors. One person may hold more than one office at a time.

4.2 Election and Term of Office.

The Officers of WIFTI will be **elected by the Board** at the first meeting of the new Board members after each bi-annual meeting.

If the election of officers is not held at such meeting, such election will be held as soon as convenient thereafter. Each officer will hold office until the officer's successor is duly elected and qualified, or until the officer's earlier death, resignation or removal.

4.3 Resignation and Removal.

(a) A director may resign at any time by giving written notice of resignation to the Corporation. A resignation of a director is effective when the notice is received by the Corporation unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may permit the officer to remain in office until the effective date and fill the pending vacancy before the effective date if the successor does not take office until the effective date, or remove the officer at any time before the effective date and fill the vacancy created by the removal.

(b) A director who resigns, is removed as per Section 3.4 or as above, or whose appointment has expired may deliver to the Utah Division of Corporations and Commercial Code for filing a statement to that effect pursuant to Section 16-6a-1608 of the Act.

4.4 Contract Rights.

The appointment of a director does not itself create contract rights. A director's removal does not affect the officer's contract rights, if any, with the Corporation. A director's resignation does not affect the Corporation's contract rights, if any, with the officer.

4.5 Authority and Duties of Officers.

The officers of the Corporation will have the authority and will exercise the powers and perform the duties specified below and as may be additionally specified by the President, the Board of Directors or these bylaws, except that in any event each board director will exercise such powers and perform such duties as may be required by law, including without limitation the duties according to the standards of conduct for officers set forth in Section 16-6a-822 of the Act.

President of the Board.

She/they will:

(i) preside at all meetings of the Board of Directors; (ii) see that all orders and resolutions of the Board of Directors are carried into effect; and (iii) perform all other duties incident to the office of president of the board and as from time to time may be assigned to the president by the Board of Directors.

(b) Vice-President:

She/they will assist the president and will perform such duties as may be assigned to them by the President or by the Board of Directors. The vice-president will, at the request of the President, or in the President's absence or inability or refusal to act, perform the duties of the President and when so acting will have all the powers of and be subject to all the restrictions upon the President.

(d) Secretary.

She/they will be elected by the Board of Directors to perform such tasks will prepare and maintain minutes of the directors' meetings and other records and information required to be kept by the Corporation under Section 16-6a-1601 of the Act, and authenticate records of the Corporation.

(e) Treasurer. The treasurer (She/they) will: (i) be the principal financial officer of the Corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Directors; (ii) receive and give receipts for monies paid in on account of the Corporation, and pay out of the funds on hand, all bills, payrolls, and other just debts of the Corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the Corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the Board of Directors statements of account showing the financial position of the Corporation and the results of its operations; (iv) upon request of the Board, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the president or the Board of Directors.

4.6 Surety Bonds.

The Board of Directors may require any agent of the Corporation to execute to the Corporation a bond in such sums and with such sureties as will be satisfactory to the board, conditioned upon the faithful performance of such person's duties and for the restoration to the Corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the Corporation.

ARTICLE V—INDEMNIFICATION

5.1 Authority to Indemnify.

Except as otherwise provided in this Section 5.1, the Corporation may in its discretion indemnify an individual made a party to a proceeding because the individual is or was a director, against liability incurred in the proceeding if the individual's conduct was in good faith, the individual reasonably believed that the individual's conduct was in, or not opposed to, the Corporation's best interests (or with respect to an employee benefit plan for a purpose the director reasonably believed to be in or not opposed to the interests of the participants in and beneficiaries of the plan), and in the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this Section 5.1.

The Corporation may not indemnify a director in connection with a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation, or in connection with any other proceeding charging that the director derived an improper personal benefit, whether or not involving action in the director's official capacity, in which proceeding the director was adjudged liable on the basis that the director derived an improper personal benefit. Indemnification permitted under this Section 5.1 in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

5.2 Indemnification of Directors.

Subject to the Corporation having sufficient funds at the time the request for indemnification is made, the Corporation may indemnify (Via Errors and Omissions insurance) a director against reasonable expenses incurred by the director in connection with the proceeding (lawsuit) or claim with respect to which the director has been successful. This Section 5.2 applies to a director who was successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because the director is or was a director of the Corporation, or any claim, issue, or matter in the proceeding, to which the director was a party because the director is or was a director of the Corporation.

5.3 Advance of Expenses for Directors.

The Corporation may at its discretion pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if the director furnishes the Corporation a written affirmation of the director's good faith belief that the director has met the applicable standard of conduct described in Section 5.1, the director furnishes the Corporation a written undertaking, executed personally or on the

director's behalf, to repay the advance, if it is ultimately determined that the director did not meet the applicable standard of conduct. The undertaking required by this Section 5.3 will be an unlimited general obligation of the director, need not be secured, and may be accepted without reference to the director's financial ability to make repayment. Determinations and authorizations of payments under this Section 5.3 will be made in the manner specified in Section 5.4.

5.4 Determination and Authorization of Indemnification of Directors.

The Corporation may not indemnify under a director under Section 5.1, or allow an advance of expenses under Section 5.3, unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Section 5.1. The Corporation may not advance expenses to a director under Section 5.3 unless authorized in the specific case after the written affirmation and undertaking required by Section 5.3 are received and the determination required by Section 5.3 has been made.

(a) The determinations required by this Section 5.4 will be made by the Board of Directors by a majority vote of those present at a meeting at which a quorum is present if only those directors not parties to the proceeding are counted in satisfying the quorum. If a quorum cannot be obtained under this Section 5.4, by a majority vote of a committee of the Board of Directors designated by the Board of Directors and consisting of two or more directors not parties to the proceeding, or by persons listed in Subsection (b). The directors who are parties to the proceeding may participate in the designation of directors for the committee described in this Subsection (a).

(b) The determination required to be made by Subsection (a) will be made by a person described in this Subsection (b) if a quorum cannot be obtained in accordance with Subsection (a) and a committee cannot be established under Subsection (a), or even if a quorum is obtained or a committee is designated, a majority of the directors constituting the quorum or committee so directs, as follows:

the indemnification determination shall be made by independent legal counsel selected by a vote of the Board of Directors or the committee in the manner specified in Subsection (a), or if a quorum of the full board cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full Board of Directors.

(c) An authorization of indemnification and advance of expenses will be made in the same manner as the determination that indemnification or advance of expenses is permissible; provided, however that if the determination that indemnification or advance of expenses is permissible is made by independent legal counsel, authorization of indemnification and advance of expenses will be made by the body that selected the independent legal counsel.

5.5 Indemnification of Officers, Employees, Fiduciaries, and Agents.

To the same extent as a director, an officer of the Corporation is entitled to mandatory indemnification under Section 5.2. The Corporation may indemnify and advance expenses to an officer, employee, fiduciary, or agent of the Corporation to the same extent as to a director, and the Corporation may indemnify and advance expenses to an officer, employee,

fiduciary, or agent who is not a director to a greater extent if provided for herein, by a general or specific action of its Board of Directors; or by contract.

5.6 Limitation on Indemnification.

Notwithstanding any other provision of these bylaws, the Corporation will neither indemnify any person nor purchase any insurance in any manner or to any extent that would violate the Act or jeopardize or be inconsistent with qualification of the Corporation as an organization described in section 501(c)(3) of the Internal Revenue Code or would result in liability under section 4941 of the Internal Revenue Code.

ARTICLE VI—LIMITATION ON LIABILITY

No director or officer of WIFTI will be personally liable to the Corporation for civil claims arising from acts or omissions made in the performance of such person's duties as a director or officer, unless the acts or omissions are the result of such person's gross negligence, intentional misconduct, or breach of fiduciary duty.

ARTICLE VII—MISCELLANEOUS PROVISIONS

7.1 Account Books, Minutes, and other Required Records.

The Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Board of Directors and committees. All books and records of the Corporation may be inspected by any director or such director's authorized agent or attorney, for any proper purpose at a reasonable time provided the director gives notice in writing at least three (3) business days prior to the inspection.

7.2 Fiscal Year.

The fiscal year of the Corporation will be as established by the Board of Directors.

7.3 Conveyances and Encumbrances.

Property of the Corporation may be assigned, conveyed, or encumbered by such officers of the Corporation as may be authorized to do so by the Board of Directors, and such authorized persons will have power to execute and deliver any and all instruments of assignment, conveyance, and encumbrance; however, the sale, exchange, lease, or other disposition of all or substantially all of the property and assets of the Corporation will be authorized only in the manner prescribed by applicable statute.

7.4 Designated Contributions.

The Corporation may accept any designated contribution, grant, bequest, or devise consistent with its general charitable and tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes, or uses, and such designations generally will be honored. However, the Corporation reserves all right, title, and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose, or use. Further, the Corporation will acquire and retain

sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax-exempt purposes.

7.5 Conflicting Interest Transaction.

As used in this Section 7.5, "conflicting interest transaction" means a contract, transaction, or other financial relationship between the Corporation and a director of the Corporation, a party related to a director, or an entity in which a director of the Corporation is a director or officer or has a financial interest. The Corporation may not enter into a conflicting interest transaction unless the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote on the conflicting interest transaction and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon, or the conflicting interest transaction is fair as to the Corporation.

7.6 Loans to Directors and Officers Prohibited.

No loans will be made by the Corporation to any of its directors or officers.

7.7 References to Internal Revenue Code and the Act.

All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and will include the corresponding provisions of any subsequent federal tax laws. All references in these bylaws to the Act are to the Utah Revised Nonprofit Corporation Act, as amended, and will include the corresponding provisions of any subsequent revisions or provisions of the Act.

7.8 Amendments.

The Board of Directors may alter, amend, or repeal these bylaws and adopt new bylaws at any time by the affirmative vote of a majority of the directors. However, action by the Board of Directors to adopt or amend bylaws that change the quorum or voting requirement for the Board of Directors must meet the greater of the quorum and voting requirement for taking the action then in effect or proposed to be adopted.

7.9 Severability.

The invalidity of any provision of these bylaws will not affect the other provisions hereof, and in such event these bylaws will be construed in all respects as if such invalid provision were omitted.

BYLAWS CERTIFICATE

These Bylaws were approved by the Board of Directors at a special meeting on March 19th, 2020

The undersigned certifies that he or she is the president of Women in Film and Television International, a Utah Nonprofit Corporation, and that, as such, he or she is authorized to execute this certificate on behalf of said Corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said Corporation.

DATED this 19 day of March 2020.



by: Helene Granqvist