

**BYLAWS**  
**of the**  
**ASSOCIATION OF FILM COMMISSIONERS INTERNATIONAL**

**ARTICLE I. NAME**

**Section 1.01. Name.** The name of the corporation is the Association of Film Commissioners International ("AFCI").

**ARTICLE II. OFFICES**

**Section 2.01. Location.** The principal office of the corporation shall be located at such place as the Board of Directors shall from time to time designate. The corporation may maintain additional offices at such other places as the Board of Directors may designate. The corporation shall continuously maintain, within the District of Columbia, a registered office at such place as may be designated by the Board of Directors.

**ARTICLE III. STATEMENT OF PURPOSE**

**Section 3.01. Purposes.** The corporation is organized exclusively for charitable scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended. The corporate purposes are to provide educational resources and training to member film commissions for the express purpose of promoting professional standards of service and support to location filming for film and video production and other related Industry productions in addition to informing these same industries of membership standards of service. The Board of Directors may adopt a separate statement of strategic purpose from time to time to enable the Association to best serve the current needs of its members and the Industry.

**ARTICLE IV. OBJECTIVES**

**Section 4.01. Objectives.** The objectives of AFCI are:

A. To aid the continued improvement in the efficiency and value of film commissions through non-profit research and education activities.

B. To promote and further the interests of film commissions by increasing their usefulness to the Film, Television, Video and other related Industries, the media and the public.

C. To collect and disseminate information and ideas affecting film commissioners, location filming and the Industry at large among members and all others interested.

D. To interface with government on matters affecting the Industry and support film commissions within government.

E. To advocate professional and ethical conduct within the Industry.

F. To foster social responsibility of film commissions and Industry leaders through education and advocacy.

G. To promote cooperative relations among all film commissions and seek such cooperation as will promote the highest standards of service.

## ARTICLE V. GENERAL DEFINITIONS

**Section 5.01. General Definitions.** For the purposes of these Bylaws, AFCI Policies and Procedures, and all AFCI official events and activities, these definitions shall apply:

A. Film Commissioner: The person with overall authority and responsibility for the daily operation of the film commission office.

B. AFCI Representative: The Film Commissioner or designated representative of the organizational member of AFCI, being the person thus entitled to vote in AFCI elections and membership meetings, and to hold office in AFCI. The AFCI Representative and the Film Commissioner may or may not be the same person. The AFCI Representative must have completed the AFCI training program.

C. Members: Membership in AFCI resides with the respective film commission office, within the appropriate category of membership prescribed in Article VI., Section 6.01. Wherever actions of members require personal action, it is intended that the AFCI Representative for the respective member fulfill that responsibility.

D. Industry: All entities involved in the production of film, television, video and related media products throughout the world.

E. Executive Office: The Chief Executive Officer and other paid staff of the Association.

## ARTICLE VI. MEMBERSHIP

**Section 6.01. Categories of Members.** The association shall have two (2) categories of members. The designation of such categories and the qualifications for membership shall be defined in the AFCI Policies and Procedures and shall include at least the following:

A. Active Member: Any film commission office which functions under the authority, endorsement and support of government, has duly filed an application for membership, has met AFCI qualifications and training requirements as may be set from time to time by the membership, in effect as of application date, is current in the payment of all dues and assessments payable to AFCI, and whose membership in AFCI has not otherwise been suspended or revoked, shall be considered an Active Member.

B. Interim Member: Any film commission office which has duly filed application for interim membership, has met all of the qualifications for active membership except for the training requirements in effect as of application date, is current in the payment of all dues and assessments payable to AFCI and whose interim membership has not otherwise been suspended or revoked, shall be considered an Interim Member.

**Section 6.02. Membership Application.** Applications for AFCI membership, for continuation of membership, or reinstatement of membership shall be filed with the AFCI offices on such forms and subject to such application fees as the Board of Directors may from time to time prescribe. All applications shall be processed and considered as provided by policies adopted by the Board of Directors from time to time.

**Section 6.03. AFCI Representative.** Each Active Member shall designate an AFCI Representative, within the same Active Member film commission, to represent such member in AFCI affairs, and shall provide written notice to the AFCI office in the event of any changes in that designation. The effective date of any change in designation shall be the date written notice has been received in the AFCI office.

## **ARTICLE VII. RIGHTS, DUTIES, AND PRIVILEGES OF MEMBERSHIP**

**Section 7.01. Active Membership Requirements.** The following criteria must be satisfied by all applicants for Active Membership in AFCI:

A. The film commission must provide core services, without fee, including (a) location scouting assistance, (b) liaison services with Industry facilities and services, (c) augmented research, and (d) liaison to and among the community, production companies and government.

B. The film commission must avoid actual or apparent conflicts of interest between the official duties and services of the film commission office and the private financial interests of the film commissioner and film commission employees. Such persons must avoid employment by or significant financial holdings in production companies, vendor or service business which provide commercial products or services in film and television production. Similarly, the film commission must not be or be controlled by a labor union, private for-profit business organization or proprietary commercial entity.

C. The film commission must provide full film liaison and location services, and location scouting upon request to the qualified imported and indigenous production community. Location services shall include augmentation of location research.

D. The film commission must provide service and support from the initial contact to the close of production, including also on-call problem solving. In providing its services, the film commission should work with and be supportive of the local production community, particularly in the areas of information and referral services.

E. The film commission must be endorsed and supported as the film commission for a defined geographic area, by the respective national, state, provincial or local

government, and must verify and document such affiliation at the time of application using forms prescribed by the Board of Directors.

F. The film commission must act as liaison between the Industry and all levels and units of government. This includes, but is not limited to, facilitation of permitting.

G. The film commission may utilize volunteers as long as all such volunteers are under the supervision and control of a Film Commissioner.

H. The AFCI Representative must satisfactorily complete an AFCI training program, as may from time to time be determined by the general membership, within eighteen (18) months of the approval of interim membership for new Member film offices, and within eighteen (18) months of the date of designation as AFCI Representative in the case of a change in the designated AFCI Representative within the office of a continuing Member. AFCI Representatives may satisfy this requirement by submitting proof of prior completion of the AFCI training program.

**Section 7.02. Interim Membership Requirements.** The Interim Members of the AFCI must satisfy all of the requirements for Active Membership except for the training requirements in effect as of the application date. Interim Membership is for a period not to exceed eighteen (18) months unless, for good cause shown, an extension is granted by the Board of Directors.

**Section 7.03. Continuation of Membership.**

A. Membership shall continue subject to timely payment of dues and assessments, continuing compliance with membership requirements, disciplinary or administrative suspension or revocation, or resignation.

B. No refunds of dues or assessments will be made to any Member terminating membership of AFCI, and no Member shall be entitled to any portion of the assets of the Association.

C. AFCI membership is non-transferable.

**Section 7.04. Benefits of Active Membership.** The following benefits shall be provided exclusively to Active Members of AFCI in good standing.

A. Listing as an Active Member in AFCI directories and on the AFCI website.

B. Use of the AFCI logo and collateral materials.

C. Eligibility to hold office and for election to the Board of Directors of the AFCI.

D. Voting privileges.

E. Authorization to promote and represent the AFCI at designated industry trade shows and trade events.

F. Discounted participation fees at Association sponsored trade shows.

**Section 7.05. Benefits of Interim Membership.** Interim Members are entitled to receive all AFCI publications, to be listed as an Interim Member in AFCI directories and on the AFCI website, to discounted participation fees at AFCI sponsored trade shows, and to seat and voice without vote in all meetings of AFCI members.

**Section 7.06. Membership Meetings.** As the membership of the AFCI is worldwide, the transaction of business which would otherwise be held in an annual meeting of the membership shall be presented to the Members for vote by mail or electronic ballot. Meetings of the Members shall be called by the President or by the Board of Directors for the purpose of reporting on the activities of the Association to the Members and for such other purposes as may be determined by the President or the Board of Directors. Notice of such meetings shall be mailed or electronically distributed to all Members not less than thirty (30) days in advance of such meeting. Notice shall be sent to the last known address of each Member as it appears on the books of the Association.

**Section 7.07. Voting and Representation.** Each Active Member film commission in good standing shall be entitled to one (1) vote in all actions of the membership. The voting right must be exercised by the AFCI Representative. In all voting by the Active Members, a simple majority of the votes cast shall be sufficient to approve any action proposed. Election voting shall require a plurality of votes cast to elect. There shall be no voting by proxy.

#### **ARTICLE VIII. ANNUAL DUES AND ASSESSMENTS**

**Section 8.01. Annual Dues.** The annual dues required for membership in the Association shall be determined by the Board of Directors. Any change in the amount of the dues shall be communicated to the Members not less than sixty (60) days prior to the beginning of the fiscal year for which the dues shall apply. Applicable dues shall be paid in United States dollars on or before January 1 of each year.

**Section 8.02. Assessments.** Assessments of no more than fifteen (15.0%) percent of the current annual dues may be levied on each Active Member upon an affirmative vote of the Active Membership determining that a situation exists that requires such assessment. Each Member who resigns rather than pay such assessment shall not be liable for it. Assessments may be levied only in emergency situations and are separate from and in addition to dues obligations. Assessments duly approved are due and payable thirty (30) days after notification to the membership of the approval of the assessment.

#### **ARTICLE IX. BOARD OF DIRECTORS**

**Section 9.01. Power of Board.** The affairs of the Association shall be governed by the Board of Directors.

**Section 9.02. Composition of the Board.** The Board shall be comprised of thirteen (13) Members. The immediate past president of the Association shall be an ex-officio, nonvoting Member of the Board for one (1) one-year term following the expiration of that individual's last term as president of the Association.

**Section 9.03. Election and Term of Directors.** The Board of Directors shall be elected by the Active Members for staggered terms of two (2) years. The election shall be held each year in September. Seven (7) Members shall be elected in even years. Six (6) Members shall be elected in odd years. Election shall be by plurality of the votes cast.

**Section 9.04. Vacancies.** Vacancies in the Board of Directors shall be filled by ballot during the next annual election, or by special election and mail ballot if the Board of Directors deems such special election to be essential to the perpetuation of the Association. Vacancies in the Board of Directors may occur in the instance of resignation, death or removal. A vacancy shall also be deemed to have occurred whenever a Member of the Board of Directors shall have failed to attend three (3) meetings of the Board of Directors within any two-year term of office, unless an exception is approved by the Board of Directors.

**Section 9.05. Removal of Directors.** A director may be removed from the Board of Directors with cause by a majority of the Members of the Board of Directors, provided that written notice of such removal is given to any director so removed, and that such action is taken at a meeting of the Board called expressly for that purpose.

**Section 9.06. Meetings of the Board of Directors:**

A. The Board of Directors shall hold no less than four regular meetings each year, including an organizational meeting following the annual election and other meetings to be scheduled by the Board of Directors. Newly-elected Members shall be qualified and seated at the organizational meeting. Directors shall hold office until their respective successors have been elected qualified and seated on the Board of Directors.

B. Notice of each regular meeting of the Board of Directors shall be published to all Members of the Association at least thirty (30) days prior to the date of such meeting. Notice of each special meeting of the Board of Directors shall be mailed or transmitted electronically to all Members of the Board of Directors not less than seventy-two (72) hours prior to the date of such meeting.

C. The Board of Directors may authorize Members of the Board to participate via telephone in any meeting of the Board, and may meet via teleconference or other electronic means.

**Section 9.07. Rules of Order.** The meetings of the Board of Directors shall be conducted under the rules of procedure contained in Robert's Rules of Order Revised.

**Section 9.08. Committees.** The President, with the approval of the Board of Directors and assisted by the Chief Executive Officer, may establish or abolish such committees or task forces for the accomplishment of one or more specific purposes, not inconsistent with the directions of the Board, as he or she may consider necessary, and may appoint the chairpersons and members of such committees and task forces, remove chairpersons or members, and fill vacancies subject to ratification by the Board. The actions and reporting of the committees shall be directed and managed by the Executive Office.

**ARTICLE X. OFFICERS**

**Section 10.1. President.** The President shall be elected by and from the membership of the Board of Directors at the organizational meeting for a term of two (2) years, with duties commencing immediately upon election. The term of office of a Director elected to be President shall be extended as necessary to coincide with the President's term of office.

A. The qualifications for office are as follows:

1. The President must be an Active Member in good standing.
2. The President must have served on the Board of Directors for a minimum period of two (2) years.
3. The President shall be elected for no more than two (2) consecutive two (2) year terms.

B. The powers and duties of the President include:

1. The President shall preside over all meetings of the Board and membership.
2. The President shall, with the assistance of and coordination with the Executive Office, carry out all resolutions and orders of the Board.
3. The President shall act as an ex-officio member of all standing committees.
4. The President shall, with the assistance of the Executive Office, appoint standing committee members.

**Section 10.02. Treasurer.** The Treasurer shall be elected by and from the Board of Directors at the organizational meeting for a term of two (2) years, with duties commencing immediately upon election. The term of office of a Director elected to be Treasurer shall be extended as necessary to coincide with the Treasurer's term of office.

A. The qualifications for office are as follows:

1. The Treasurer must be an Active Member in good standing.
2. The Treasurer must have served on the Board of Directors for a minimum of one (1) year.

B. The Treasurer shall oversee the management of the financial affairs of the Association by the Executive Office. The duties of the Treasurer shall be more specifically prescribed in the Policies and Procedures of the Association as adopted from time to time by the Board of Directors.

C. The funds of the Association shall be deposited and maintained in a banking or financial institution approved by the Board of Directors and insured by the Federal Deposit Insurance Company (FDIC), or an investment entity insured by the Securities

Investor Protection Corporation (SIPC). Financial and investment guidelines shall be approved by the Board of Directors and implemented by the Treasurer and Executive Office.

D. The Treasurer may appoint an Assistant Treasurer.

**Section 10.03. Vice Presidents and Secretary.** The First and Second Vice Presidents and Secretary shall be elected by and from the Board of Directors at the annual organizational meeting for a term of one (1) year each, with duties commencing immediately upon election.

A. The qualifications for office are as follows:

1. The officer must be an Active Member in good standing.
2. The officer must have served on the Board of Directors for a minimum of one (1) year.

B. The First or Second Vice President respectively shall perform the duties of the President in the President's absence, and such other duties as may be delegated by the Board of Directors.

C. The Secretary shall, with the assistance of the executive office, perform the duties customary to the office of Secretary, including but not limited to the following:

1. To record and keep or cause to be recorded and kept a book of minutes of all meetings of the directors and members of the Association;
2. To prepare or cause to be prepared minutes of all meetings of the directors and Members of the Association and thereafter certify the same to the directors;
3. To maintain or cause to be maintained a membership roster for the Association showing the name and address of each Member within each membership category of the Association;
4. To update or cause to be updated the membership roster as necessary to maintain current and accurate membership records of the Association; and
5. To conduct the official correspondence of the Association not otherwise conducted by the President or other designee, and to perform such other duties as may be designated by the Board of Directors.

**Section 10.04. Chief Executive Officer:** The Board of Directors may employ the services of a Chief Executive Officer and a supporting Executive Office staff. The Chief Executive Officer shall be employed and compensated by AFCI under a relationship terminable at the will of the Board of Directors. The Chief Executive Officer may employ additional Executive Office staff on behalf of the AFCI. The Chief Executive Officer shall act in a manner consistent with these Bylaws or other policies adopted from time to time by the Board of Directors. The Chief Executive Officer and Executive Office staff shall be responsible for the day-to-day administration of the affairs of the

Association under the supervision of the President. The Chief Executive Officer and Executive Office staff may exercise authority and responsibilities as defined by the Board of Directors and any AFCI Strategic Plan adopted by the Board of Directors.

## **ARTICLE XI. EXECUTIVE COMMITTEE**

**Section 11.01. Composition.** The Executive Committee shall consist of the President, the First and Second Vice Presidents, the Secretary and the Treasurer. The Chief Executive Officer shall serve as an ex-officio member of the Executive Committee with voice but without vote.

**Section 11.02. Powers.** The Executive Committee shall act for the Board of Directors between meetings of the Board of Directors and shall supervise the Chief Executive Officer. The Executive Committee shall not:

- A. Override any resolution or amendment of the Board of Directors.
- B. Amend, adopt or repeal any Bylaws.
- C. Fix or alter the compensation of the Executive Director.

**Section 11.03. Meetings of Executive Committee.** Meetings of the Executive Committee shall be called at the request of any Executive Committee member, and may be held after reasonable notice of the time and place as has been given to all members. Members of the Executive Committee may participate by telephone or in person.

- A. The President or the President's designee shall preside at meetings of the Executive Committee.
- B. A quorum of the Executive Committee shall consist of three (3) of its voting members. A majority vote shall be required to carry any matter presented for decision by the Executive Committee.
- C. The Secretary shall maintain or cause to be maintained the Executive Committee's minutes, and/or register of actions, shall authenticate each set of such minutes, and shall report the interim actions of the Executive Committee at each meeting of the Board of Directors.

## **ARTICLE XII. ADVISORY BOARD**

**Section 12.01. Authority to Create.** The Board of Directors may appoint an Advisory Board to assist the Board of Directors and serve the Association on such terms and conditions as the Board of Directors may prescribe.

## **ARTICLE XIII. ALUMNI ASSOCIATION**

**Section 13.01. Authority to Create.** The Board of Directors may authorize the creation of an association of former film commissioners and senior staff members of film commission offices to be known as the Association of Film Commissioners International Alumni Association, on such terms and conditions as the Board of Directors may prescribe.

## ARTICLE XIV. MISCELLANEOUS

**Section 14.01. Fiscal Year.** The fiscal year shall be the calendar year or such other period as may be fixed by the Board of Directors.

**Section 14.02. Contracts and Financial Instruments.** The Board of Directors shall determine who shall be authorized from time to time on the Association's behalf to sign contracts, checks, drafts or other financial instruments, or to execute and deliver other documents and instruments.

**Section 14.03. Indemnification.** Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he or she or the decedent whom he or she represents is or was a Director or officer of AFCI or serves or served another corporation in any capacity at the request of AFCI, shall be indemnified by AFCI, provided, however, that such action or proceeding was not based on acts performed without the consent of the Board or an officer of the Corporation, or which are illegal as a matter of law. The Corporation may advance or reimburse all reasonably related expenses to the full extent authorized or permitted by law.

**Section 14.05. Upon Dissolution.** In the event of the dissolution of this corporation, the Board of Directors shall comply with all dissolution requirements of the District of Columbia applicable to non-profit charitable organizations, and shall otherwise distribute all assets of the corporation after payment of all liabilities of the corporation to such non-profit charitable organizations, corporations, municipal corporations or other eligible entities as may be selected by the Board of Directors. The Board of Directors shall thereupon wind up the affairs of the corporation and file all necessary dissolution papers with the District of Columbia.

**Section 14.06.A. Amendment of Bylaws.** The Bylaws of this Association may be amended by a vote of the Active Members of the Association. After any such proposed amendment has first been submitted to the Board of Directors and the Board of Directors has considered the proposed amendment at the next regularly scheduled meeting of the Board following the submission, amendments may be proposed by any Active Member of the Association.

**Section 14.06.B. Temporary Amendment of Bylaws.** The Board of Directors may, by an affirmative vote of three fourths of the full number of directors entitled to vote, adopt a temporary Bylaw amending these Bylaws. Such temporary Bylaw shall expire at the conclusion of the calendar year in which it is adopted by the Board unless, prior to that time, it is approved by vote of the Active Members, or is renewed by an affirmative vote of three-fourths of the full number of directors entitled to vote. In the case of approval by the Active Members or a second approval by the Board of Directors, the amendment shall be deemed permanent.

ATTEST:

