

Black Rock City Film Festival

BYLAWS

A STATE OF MICHIGAN NONPROFIT CORPORATION

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ARTICLE I

NAME AND MISSION

The mission of the Black Rock City Film Festival is to serve the burner community by presenting unique programs, and scholarships that fund, inspire, engage and challenge a diverse audience through the art of film, and bring these films to the general public once a year in the form of a film festival. The Black Rock City Film Festival will be held both online, in VR and on the physical playa.

All programs sponsored by the Black Rock City Film Festival must be based on the 10 Burning Man principles which encourage the inclusion of all communities--both from within and outside the burner community.

The Black Rock City Film Festival serves the collective priorities of its membership while leveraging its leadership, expertise, and vision within the film community and the broader cultural landscape of the burner community.

ARTICLE 2

PURPOSE AND OBJECTIVES

- The Black Rock City Film Festival seeks to encourage filmmakers that are driven by the following ten principles: radical inclusion, gifting, decommodification, radical self-reliance, radical self-expression, communal effort, civic responsibility, leaving no trace, participation, and immediacy, and is dedicated to promoting excellence within this community. The Black Rock City Film Festival will seek to advance these films by promoting them to the general public through an annual film festival. The burner community provides a common core of knowledge, sense of purpose, and code of ethics to enhance our mission. The Black Rock City Film Festival will support opportunities for filmmakers to portray the ten principles in film, provide outlets for professional research and publication, as well as foster the continued improvement of the filmmaking process through the development and observance of high standards of ethics. In promoting its purposes,

The Black Rock City Film Festival will use meetings, reports, papers, discussions, publications, social media, virtual reality and other publicity and communication to

increase and diffuse knowledge of all matters pertaining to the Black Rock City Film Festival, the featured filmmakers and their films. The purpose and objectives of The Black Rock City Film Festival shall be served through the guidance of the Board of Directors and Executive Committee.

ARTICLE 3

BLACK ROCK CITY FILM FESTIVAL MEMBERSHIP

Section 3.1 Membership

The Black Rock City Film Festival may have members in such categories as specified in these Bylaws. The admittance and continued membership of all members shall be subject to rules as approved by the Board of Directors. Members will be able to vote on film entries, preview films, receive a quarterly newsletter, and be invited to premiere events, and other activities as the Board of Directors may see fit to include in the membership packet. Any member of the public making a minimum donation as specified by the Board of Directors shall automatically be enrolled as a member.

Section 3.2 Right to Withdraw Membership

Any membership may be withdrawn by the Board of Directors with the guidance of the Executive Committee for due cause. Due cause shall be construed to mean use of membership in The Black Rock City Film Festival to work for purposes inconsistent with the mission and objectives of The Black Rock City Film Festival and any standards that the Board of Directors may establish.

Section 3.3 Membership Eligibility

Membership shall be open to members of the public that have an interest in Black Rock City Film Festival, including such other categories of membership that the Board of Directors may establish from time to time. Membership will automatically be extended to filmmakers whose films have been accepted into the annual Black Rock City Film Festival.

ARTICLE 4

BOARD MEETINGS

Section 4.1 Annual Board Meeting

The Black Rock City Film Festival shall hold at least one annual meeting each year, open to all board members in good standing. The principal purpose of the Annual Meeting shall be to elect the Board of Directors, receive an update from the Board of Directors and other relevant persons as deemed by the Board regarding the previous year's activities, and discuss the organization's priorities, activities and concerns for the year ahead. The date, hour, and location

of the annual meeting shall be fixed by the Board of Directors, and notice of such shall be given by email no less than thirty (30) days before the meeting. No further notice is required.

Section 4.2 Special Meetings

The Board of Directors may from time to time call for a Special Meeting of The Black Rock City Film Festival Board. The date and hour, location, and call-in information shall be given by email no less than thirty (30) days before the meeting. The notice for any special meeting must include the purpose of the meeting. No business may be transacted at a Special Meeting which is not specified in the call for the meeting.

Section 4.3 Quorum

At Annual or special meetings 50% of the Board of Directors of the Black Rock City Film Festival in good standing, represented in person or by proxy, shall constitute a quorum. All Members in good standing present at such meetings may vote on matters brought before that meeting. Members who vote by mail, fax, telegram, cablegram, electronic mail or any other means of written or electronic transmission shall be deemed present in person. The affirmative vote of a majority of the voting Members present or represented by proxy at a meeting where a quorum is present is necessary for the approval of any matter voted on by the Members.

Section 4.4 Minutes

Minutes of Annual and Special Meetings will be recorded and kept by the Board of Directors and shall be open to inspection by any Member in good standing of the Black Rock City Film Festival.

Section 4.5 Governing Procedures

Meetings of the Black Rock City Film Festival, except as otherwise provided in these Bylaws, are to be conducted according to procedures specified in the most recent edition of Robert's Rules of Order.

ARTICLE 5

THE BOARD OF DIRECTORS

Section 5.1 Purpose of Board

A Board of Directors shall govern the Black Rock City Film Festival. The Board of Directors shall have the authority to make policy for the Black Rock City Film Festival and to oversee managerial matters. The Board of Directors may adopt rules, regulations and resolutions consistent with the Bylaws, and may alter, amend, or repeal any rule, regulation, or resolution.

Section 5.2 Number of Directors

The Board of Directors shall consist of no fewer than seven (7), and no more than twenty-one (21) members. Each Director shall be at least twenty-one (21) years of age. Each member of the Board of Directors shall have one vote.

Section 5.3 Nomination

Any person desiring to be elected to serve as a Director or to elect another person to serve as a Director of the Organization shall submit a nomination to the Nominating Committee. The Nominating Committee shall accept and review nominations and determine which nominations shall be submitted to the board of the Black Rock City Film Festival for a vote consistent with the nominations policy of the Organization.

Section 5.4 Notice of Candidates

A list of the candidates selected to be considered for election to the Board of Directors shall be sent to the board of the Black Rock City Film Festival at least thirty (30) days prior to the Annual Board Meeting.

Section 5.5 Election

In the case of a contested election, ballots, listing such candidates together with those of any candidates nominated by petition, shall be distributed to all board members at least seven (7) days prior to such meeting. The candidates for each position shall be listed on such ballots in alphabetical order with an indication of which candidates were nominated by the Nominating Committee and which by petition. Voting may be conducted by mail, fax, electronic mail, or any other means of electronic or faxed transmission as determined by the Board of Directors. In the event of a tie vote, the Board of Directors shall, by secret written ballot at its next meeting, determine the winner from among those candidates in the tie position. Results of the elections of Officers and members of the Board of Directors shall be announced at the annual meeting directly following such elections. The Board of Directors is authorized to settle disputes that may arise under this section of the Bylaws.

Section 5.6 Tenure

The term of office of Directors shall be for five years. A Director may be elected to serve a second five-year term by a majority of the voting members of The Black Rock City Film Festival present or participating at the annual meeting. No person may be elected as a Director of the Organization for more than two consecutive, full terms without a break in service of at least one year following the second full term.

Section 5.7 Ex Officio Board Members

The Organization may establish Ex Officio membership on the Board of Directors as the Board determines, for good cause. Any Ex Officio membership so established shall be done for the purpose of promoting and advancing the outreach and financial interests of the Organization.

Section 5.8 Vacancies

Newly created Directorships resulting from an increase in the number of Directors or vacancies occurring in the Board for any reason may be filled by a vote of the Board of Directors as set

forth in Section 5.15, provided that such vacancies shall be filled by appointment only until the next regular election, when candidates for the remainder of the unexpired terms shall be nominated and elected in the regular way.

Section 5.9 Resignation and Removal

A Director may resign at any time by giving written notice to the Board, the President, Vice President, Secretary or Treasurer of the Organization. Unless the notice specifies a later date, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective. Directors may be required to meet certain standards of participation. Any Director may be removed at any time, with or without cause, upon a two-thirds vote of the Board of Directors.

Section 5.10 Regular Board Meetings

Regular meetings of the board shall be held. There shall be no less than four (4) regular board meetings per year. All regular board meetings may be conducted via telephone or other electronic / technological means. In-person regular meetings may be conducted when proper notice is given and a quorum of the Board of Directors can be present to participate.

Section 5.11 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President, or any two Directors. All special meetings may be conducted via telephone or other electronic / technological means. In-person special meetings may be conducted when proper notice is given and a quorum of the Board of Directors can be present to participate.

Section 5.12 Notice

Notice of the date, hour, and call-in information of any regular meeting should be noted in the minutes of the previous meeting. Additional notice shall be given by email no less than five days before the meeting. No further notice is required.

Section 5.13 Waiver of Notice

A Director who wishes to waive notice of a meeting must do so by email to the Board of Directors. Alternatively, a Director's presence at, or participation in, a meeting waives notice unless the Director: (1) objects to holding the meeting and (2) abstains from voting at the meeting.

Section 5.14 Quorum and Voting

A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The affirmative vote of a majority of the Directors present at which a quorum is present shall be the official act of the Board of Directors unless a greater number is required by law. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to

have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting.

Section 5.15 Participation in Meetings

A Director may vote or act by proxy at any meeting of the Board subject to the Board meeting attendance policy set forth in Section 5.11. Proxies may be solicited only by the Executive Committee. In the event of a vote by proxy, the proxies shall be submitted to the Board President or Secretary by email or in writing no less than 48 hours before the meeting. Directors may participate in any meeting by conference telephone or by any other means through which all Directors in attendance can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 5.16 Compensation

Directors shall not receive compensation for their services as such, although the reasonable expenses of Directors may be reimbursed by the Organization.

Section 5.17 Executive Committee

By one or more resolutions, the Board of Directors may designate from among its members an Executive Committee which may exercise all of the authority of the Board of Directors, except as prohibited by statute. Rules governing procedures for meetings of the Executive Committee of the Board shall be established by the Board of Directors, or in the absence thereof, by the Committee itself.

ARTICLE 6

OFFICERS

Section 6.1 Offices, Election and Term of Office

The Board of Directors shall elect a President, Vice President, Secretary, and Treasurer, and Chief scientist and such other officers that the Board of Directors may deem necessary who shall have such duties, powers, and functions as hereinafter provided. The principal officers of the Organization shall be elected by the Board of Directors at the annual meeting. Officers' terms shall begin immediately following the close of the annual meeting. Officers shall hold office until their successors shall have been elected and qualified to assume office. Officers shall be at least 21 years of age, be members in good standing, and be Directors of the Organization. In the event that any officer other than the President is unable to continue to serve, the Board of Directors shall choose from among the Members of The Black Rock City Film Festival Board Members a successor to serve until the next election. In the event the President is unable to continue to serve, the Vice President shall serve as President until the next election. No Officer shall be entitled to receive compensation for serving as an Officer.

Section 6.2 Board President

The President of the Board of Directors shall be elected by the Board of Directors and shall preside at all meetings of the Board, see that all orders and resolutions of the Board are carried out and perform all other duties incident to the office of President, and shall serve as a member of the Executive Committee. The Board President is responsible for setting the agenda for all the board meetings. The Board President shall serve a one-year term and may be elected to a second one-year term. The Board President's term may exceed two years only in extraordinary circumstances.

Section 6.3 Vice President

In the absence of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform other such duties as from time to time may be assigned by the President or by the Board of Directors, and shall also serve as a member of the Executive Committee.

Section 6.4 Secretary

The Secretary shall be custodian of the corporate records and of the seal of the Organization. The Secretary shall also review and keep records of the minutes, contracts and records of the Organization. The Secretary shall also serve as a member of the Executive Committee.

Section 6.5 Treasurer

The Treasurer shall be the custodian of the correct books and records of account in the principal place of business of the Organization, have custody of and be responsible for the delegation of responsibility for all funds and securities of the Organization, and render to the Board of Directors at any time an account of all the transactions and the financial condition of the Organization, as well as perform other duties as may be assigned by the President or the Board of Directors. The Treasurer shall also serve as a member of the Executive Committee.

ARTICLE 7

EXECUTIVE DIRECTOR

Section 7.1 Scope and Duties

The Board of Directors may employ an Executive Director who, under the general supervision of the Board of Directors, shall be responsible for the day-to-day operations of The Black Rock City Film Festival and its committees, implementing its policies and managing its programs. The Executive Director may be a principal spokesperson for The Black Rock City Film Festival. The Executive Director may employ, supervise and terminate personnel for the Black Rock City Film Festival.

The executive director shall be evaluated annually.

Section 7.2 Organizational Role

The Executive Director shall serve at the pleasure of the Board of Directors. They shall have the right to attend all meetings of the Black Rock City Film Festival and of the Board of Directors, but shall not be entitled to vote. The Executive Director shall not be an officer of the Black Rock City Film Festival.

ARTICLE 8

COMMITTEES AND OTHER ENTITIES

Section 8.1 Composition and Role of Committees

There shall be such Committees as a majority of the Board of Directors, by a resolution of the Board, may from time to time determine to be necessary or useful for the governance of the Black Rock City Film Festival and to assure ongoing attention to the timely and appropriate development of Black Rock City Film Festival policies and programs. Appropriate areas of interest for such Committees may include, but shall not be limited to, finances, fundraising, ethics, publications, professional relations and program planning. The activities of such Committees should not interfere with the operations of the Black Rock City Film Festival staff on a routine basis but should offer the broadest possible guidelines to ensure that the policies and programs adopted are within The Black Rock City Film Festival's capabilities and responsive to the needs of the film festival community.

Section 8.2 Committee Leadership

The President [, with the advice of the board shall appoint the Committee Chair and members of each Committee and shall be an ex-officio member of each such Committee.

Section 8.3 Committee Membership

Board members in good standing, may serve on a Committee.

ARTICLE 9

FINANCES AND ACCOUNTING

Section 9.1 Financial Role of Board

The Board of Directors shall in particular be responsible for the prudent stewardship of the fiscal resources of the Black Rock City Film Festival and shall require and inspect a detailed accounting of the state of the Black Rock City Film Festival financial affairs annually and at such other times as it may deem proper.

Section 9.2 Contracts

Subject to Section 4.2 below, the Board of Directors may authorize any officer or officers, or the Executive Director of the organization, or the Executive Director's specifically designated agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization.

Section 9.3 Loans

No loans shall be contracted on behalf of the Organization and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 9.4 Checks, Drafts, etc.

All checks, drafts and other orders for the payment of money, notes or other evidences of indebtedness, issued in the name of the Organization, shall be signed by such officer or officers, Executive Director, agent or agents, of the Organization in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 9.5 Deposits

All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Executive Committee may select.

Section 9.6 Surety Bonds

The Board of Directors may require any officer or agent of the Organization to execute a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of such person's duties and for the restoration to the Organization 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 Organization.

Section 9.7 Employee Contracts

The Board of Directors may hire the Executive Director and/or other staff and consultants as such persons are necessary to accomplish the purposes of the Organization.

ARTICLE 10

BOOKS, RECORDS AND FISCAL YEAR

Section 10.1 Books and Records

The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep a record giving the names and addresses of the Directors.

Section 10.2 Fiscal Year

The fiscal year of the Organization shall be January 1 through December 31 of each year, and may be altered by the Board of Directors.

ARTICLE 11
SEVERABILITY

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

ARTICLE 12
BYLAW AMENDMENTS

The Bylaws may be amended, repealed, or adopted by the act of the Board of Directors at any regular or special meeting.

ARTICLE 13

TERMINATION OF EXISTENCE Should the Black Rock City Film Festival at any time terminate or cease to exist and function, the title to all its assets of whatsoever kind shall be transferred to another 501(c)(3) organization to be determined by the Board of Directors.

Changes approved by the Board of Directors on 1/09/2022