

Seattle Film Critics Society (SFCS)

By-laws

ARTICLE I - MISSION

The Seattle Film Critics Society (hereafter, "SFCS") is an association of professional reviewers working in concert to facilitate a community that supports local productions and festivals, that enhances public education, awareness, and appreciation of cinema, and strengthens the bonds of critical dialogue as it pertains to the cinematic arts.

ARTICLE II - OFFICES

The principal office of the SFCS shall be established and maintained in the City of Seattle and/or County of King County, Washington, and/or may have offices in the wider metropolitan area, as the board establishes.

ARTICLE III - MEMBERSHIP

A. CATEGORIES

To be considered for membership in SFCS, applicants must meet the guidelines set forth below **and** must be sponsored by a member in good standing.

They must reside either within the Seattle metropolitan region or attend screenings held within the greater Seattle area. The feature-length film reviews must be distributed to the movie-going public via a mass medium - print, radio, TV, or internet. The reviews must be distributed in a timely fashion, on a regular basis, and about new release movies. Members must be recognized by film promotional agencies as either "Reviewing Press" or in otherwise good standing to attend screenings.

To remain in good standing, critics must adhere to studio-imposed film embargoes and have paid annual dues.

To be defined as a voting Member of SFCS, individuals must adhere to criteria established by the Board of Directors to satisfy studio representative directives for award voting, may serve as officers, directors, or chair persons of committees, committee members and part of film festival juries.

Only voting Members shall be allowed to participate in the SFCS's year-end awards and invited to any potential year-end film screenings provided to SFCS Members. Voting Members may routinely be asked to share materials verifying that their outlet and output meet the current standards of "Reviewing Press", which can include verification from local film promotional agencies, including, but not limited to, Allied Integrated Marketing.

Voting members, as of or after December 1 of a given year, who no longer meet the established criteria for "Reviewing Press", or have not paid their dues, become Associate Members effective immediately. Members who lose their outlet are moved to Associate membership for a one-year grace period, and Members whose outlets do not satisfy the current requirements are moved to Associate Members and remain until 1) their outlet meets requirements or 2) they move on to a different qualifying outlet. Associate Members seeking restoration as voting Members will have their requests prioritized ahead of new applicants by the Board.

The SFCS may establish other categories of membership (student, emeritus, etc.) to fulfill its purposes in the community and industry by majority vote of the Board. Appropriate criteria, including rights and dues for any such type of membership, shall also be established, including means of distinguishing voting Members from any other class of member.

B. CRITERIA

Members considered active "Reviewing Press" must be approved by an accredited outlet recognized by motion picture studios and local film public relations agencies, including, but not limited to, Allied Integrated Marketing, in representation of motion picture studios. Reviews must contain critical commentary and the critic should demonstrate a breadth of film knowledge. Submissions under consideration for prospective members will be reviewed by a membership subcommittee.

Voting members must write or broadcast film reviews that are an analysis of a newly-released movie, expressing an opinion regarding its quality on artistic and technical merits. Said review must be original content and the use of editing press releases, sampling or interpolating other film reviews, or providing mere plot synopsis or studio-provided summaries, without actual critique, will not qualify as a completed review.

Reviews must be published or broadcast in a timely manner, within seven (7) days of a film's Seattle-market opening date.

Each Member must watch and review at least 48 current full feature-length motion pictures in a 12-month period. The calendar year is defined as beginning on January 1 and concluding on December 31. The 48 films shall be defined as theatrical releases, which were exhibited in the Seattle market, or made available in the Seattle market, and may include new films screened at festivals and films receiving concurrent theatrical, digital, and/or VOD platform releasing. A feature-length film is defined as any film with a running time in excess of 40 minutes.

One-time events, or films released exclusively to DVD do not count towards the 48 film requirement.

All written reviews must be professionally edited and presented. Basic rules of grammar and spelling must be evident. Factual information must be accurate and checked before printing or posting.

A standard review will consist of a minimum of 250 words in length. Two capsule reviews consisting of 100-249 words each will be counted as one full review. Reprinted or syndicated reviews, even with minor changes, are not considered separately.

Radio and television reviews must be broadcast from an FCC-licensed station (commercial or public, network, affiliate, cable) or a satellite/internet radio station with a wide audience as part of an existing show or broadcast. Podcasts must have at least a minimum of two (2) broadcast platforms and meet criteria to be considered reviewing press by local publicists, including, but not limited to, Allied Integrated Marketing.

Print publications must have a mass-distribution circulation commensurate to a level where they can be credentialed Members of "Reviewing Press." An online presence through the publication site does not have to be verified separately but will be noted.

C. AWARDS VOTING

Participation in the annual awards nomination process is not mandatory for Members, but expected.

The awards vote schedule and procedure will be defined by the board and all Members will be given ample time and notice.

A list of eligible films, defined as: 1) new release films exhibited in a King County, Washington-area theater; 2) made available nationally with concurrent theatrical, digital, and/or VOD platform releasing, and/or 3) screened for Members either in a theater or via digital streaming link or DVD/Blu-Ray screener discs, between January 1 and the final day of the nomination period will be eligible for voting consideration. The Board President, or someone of their designation, shall maintain a list of all eligible films.

D. MEMBERSHIP APPLICATION, CONTINUATION AND REMOVAL

Applicants must submit a letter with proof of qualifying activity and samples to a Board member, tasked with overseeing a membership committee, consisting of as few as three (3) Members and no more than five (5) Members. Qualified candidates may be approved by a simple majority of the voting Members. Such votes may be conducted at SFCS meetings or by electronic communication to all full Members.

Membership will be open to reviewers for outlets beyond the Seattle Metropolitan area who regularly base their coverage on screenings they attend in Seattle area theaters. The annual membership application period runs from April 1 through June 30.

Members shall be obligated to notify the SFCS of any change in their outlets that could disqualify them from their present category of membership. When any Member notifies the SFCS of a change in outlets or scope of audience that may qualify him/her for a different membership category, verification shall be accorded top priority by the membership committee.

All Members are subject to an audit annually by the Board and membership committee to assure ongoing activity sufficient for the Member's category.

All Members subject to audit shall be advised by the Board of the date and manner for submitting their evidence of reviewing. If the preliminary finding is that they no longer meet criteria, they shall be advised of the particulars, and provided thirty (30) days to either accept the finding or submit additional evidence of current eligibility. In such cases, a majority vote of the Board will be final.

Board Members may only hold the same office for a maximum of three (3) consecutive years, and hold subsequent board positions for no more than six (6) consecutive years.

E. REMOVAL FOR CAUSE

Critics who violate standards of professional behavior, including but not limited to, rogue interaction with studios and/or publicists for personal gain, plagiarism, falsifying credentials, misrepresentation of an outlet and output, stealing goods or services from studio representatives, theaters or other SFCS members. Members are not permitted to speak on behalf of the SFCS without explicit written consent from the governing Board. Failure to uphold these principals may result in suspension or expulsion, for cause, by a majority vote of the Board, pursuant to the following procedure:

- 1) The Board, or a designated committee, shall notify the Member in writing of the charges or basis for action.
- 2) The Member shall have thirty (30) days to submit documents or provide written rebuttal. Upon request, and for good cause, the Board may grant a reasonable extension of time to gather and submit evidence.
- 3) The Member may request to appear in person, with or without witnesses, before the Board to rebut the allegations.
- 4) If no appearance is requested, or the Member does not appear, the Board shall vote, based on the existing evidence.
- 5) If the Member appears, the Board shall conduct an informal hearing, and may vote at that time, take the matter under advisement, or extend the proceedings for further evidence, as it deems warranted.
- 6) The Board shall promptly notify the Member in writing of its decision, no later than forty-eight (48) hours from the conclusion of the hearing. Any suspension or expulsion shall be effective immediately upon receipt by the Member.
- 7) "Cause," as used herein, includes failure to abide by these By-laws or other rules and standards of the SFCS, or the commission of any act(s) deemed sufficiently prejudicial to the purposes and standing of the SFCS to warrant disciplinary or remedial action.
- 8) Readmittance into the SFCS will be considered one (1) time, with no guarantee of approval from the Board.

F. MEMBERSHIP MEETINGS

The annual membership meeting of the SFCS shall occur at a date to be determined by the Board, providing thirty (30) days notification provided to all members. The Board secretary shall contact every Member in good standing at their email address, as provided on the membership charter for the SFCS, and include the date, time and location of the annual meeting.

- 1) Regular monthly Board meetings shall be held at any location designated by the officers, including the private residence of any Member, with sufficient notice provided to other Members, Directors and Officers.
- 2) The presence of any membership meeting of not less than 20% of the Members shall constitute a quorum, and shall be necessary to conduct the business of the SFCS; however, a lesser number may adjourn the meeting for a period of not more than four (4) weeks from the date scheduled by the By-laws and the Secretary shall prepare and distribute a notice of the re-scheduled date of the meeting to Members who were not present at the meeting. A quorum as defined herein shall be required at any adjourned meeting.
- 3) The membership charter, clearly distinguishing date of membership, and certified by the recorder of the SFCS, as maintained by the Board Secretary, shall be produced at any meeting of Members upon the request of any Member who has given written notice to the SFCS. Such request will be made at least ten (10) days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

The SFCS's website shall also identify all Board Members, all voting Members, and any membership changes shall be updated in a timely fashion following Board declaration of those changes.

- 4) **SPECIAL MEETINGS**: Special meetings of the SFCS may be called by the Board. The Secretary shall send a notice to all Members, at their email addresses as they appear in the membership charter, at least ten (10) days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom it was called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting. At the discretion of the presiding officer, Robert's Rules of Order may be suspended to efficiently transact the particular business for which the meeting was called.

5) ACTIONS BY MEMBERS WITHOUT A MEETING: Whenever Members are required or permitted to take any action by vote, such election may be taken without a meeting by written or electronic consent.

6) ORDER OF BUSINESS: The order of all meetings of Members (Board or general membership) shall be as follows:

1. Sign-In/Attendance;
2. Reading/summarizing of the minutes of the preceding meeting;
3. Reports of committees;
4. Reports of officers;
5. Existing or continuing business;
6. New business;
7. Adjournments.

7) MEMBERSHIP DUES: Dues for membership in the SFCS will be established and shall be determined by the Board on an annual basis. Dues shall be approved by the general membership at the annual meeting and subject to the majority approval of the membership. Any changes to dues occurring outside of the annual membership meeting must be proposed by the Board and approved by the general membership. Said approval may not necessitate a general membership meeting but can be obtained through an electronic vote.

Concurrent to all requirements stated herein, a Member must pay their dues annually, defined as on or before July 31 of each year and on time, to be considered a Member in good standing.

ARTICLE IV – DIRECTORS, OFFICERS, MANAGEMENT OF THE SOCIETY

Officers will be elected to the Board by the general membership; each Member of the Board of Directors will also be a named Officer. Officers will be: President, Vice-President, Secretary,

and Treasurer. Additional Board positions, with voting privileges, shall include additional director positions as defined herein, and up to three (3) trustees.

All Directors/Officers shall be elected to one-year terms by the general membership at its annual meeting, whenever vacant seats are open, or if/when terms are expiring, until the expiration of the predecessor's term. Each Director/Officer shall hold office for the term for which elected or appointed, and/or until a successor has been elected or appointed and qualified. Each Director/Officer is limited to no more than three consecutive terms on the Board in any office and cannot serve for more than six consecutive years on a Board position.

Directors shall serve one-year terms, defined as beginning at the date of the annual meeting and concluding at the date of the ensuing year's annual meeting.

The Board has the option to add one (1) non-voting Ex Officio, or consulting Board Member position, at the Board's discretion. If a non-voting position is added to the Board, the role must be filled by an individual a reasonable person would assume is a member of the Seattle film community and may or may not be a film reviewer, or in membership with the SFCS. The addition of a non-voting, consulting Member must be approved by a majority vote of Board members.

Each Director shall hold office until the expiration of the term for which they were elected, or until a successor has been elected and shall have qualified, or until prior resignation or removal. No Member shall serve on the Board more than six (6) consecutive years, unless that term limit is waived by a majority vote of the membership due to special circumstances.

These rules shall be met and maintained, except for reasons decided by the voting body of the SFCS.

1) BOD / PRESIDENT: Creates and distributes an annual calendar of events for the upcoming year, maintains and/or oversees the film eligibility list, provides a date and schedule for all meetings, billing date, dues payment deadline, award deadlines, festival dates, etc.; chairs general membership and board meetings; arranges the location for meetings; composes and distributes any notifications to the general membership, or directs, composes and distributes any press releases; and has a non-voting position on each committee.

2) BOD / VICE-PRESIDENT: Responsible for organizing judging panels for any festivals throughout the year; places advertising in any related programs, etc.; serves as the second, or alternate liaison with film public relations agencies; provides a secondary check and balance on the everyday operations of the SFCS; steps into the role and assumes the duties as

President if existing President of the SFCS is unwilling or unable to complete responsibilities.

3) BOD / SECRETARY: Takes minutes at general membership meetings and board meetings; distributes minutes within 48 hours of the next meeting; maintains permanent record of current and past minutes to pass along to successor, assists Membership Liaison in maintaining the membership charter of all active Members, and a file of all legal documentation to pass along to successor.

4) BOD / TREASURER: Bills Members for dues, collects payments, banks payments and balances monthly statements; follows up on unpaid Member dues; pays any bills; creates and distributes a treasurer's report to membership monthly; develops annual budget with input from Members/Officers; maintains permanent record of bank account(s), paid bills, treasurer's reports, and any other financial records/reports as may be required by the Board.

This position does not require membership in the SFCS; however, only a full voting member shall have voting privileges on the Board.

The Treasurer will prepare an annual budget for the Society by a date to be determined annually by the Board. The budget will then be presented to the Board of Directors for approval. Following approval, a copy will be distributed to the membership no later than the next Board meeting.

5) BOD / MEMBERSHIP COORDINATOR: Heads membership committee (consisting of as few as three (3) Members and no more than five (5) Members), processes new applications for membership according to Board directives and policies; maintains roster of paid Members, concurrent with the Secretary and Treasurer, and provides said roster to studios upon request (this includes immediate updating of information on list as changes require); initiates annual vetting of the membership; maintains permanent record of applications, vetting process and related documents to pass along to successor; communicates any change in membership information to webmasters. The Membership Coordinator offers a monthly report to the Board.

6) BOD / AWARDS COORDINATOR: Works with the Board to coordinate annual awards process, including establishment of deadlines, categories, nominating procedures, voting procedures, drafting of related press releases; publishes to the membership a calendar of these dates and related details, and sees that they are posted on the SFCS website; maintains permanent record of nominations, winners, press releases, etc. to pass along to successor. The Awards Coordinator will provide monthly reports on any preparations for the awards process, if necessary.

7) BOD / COMMUNICATIONS DIRECTOR: Works with Board and implements any and all changes necessary for transparency through the SFCS website, manages the SFCS's website and social media outlets, etc; monitors the site to ensure that it is accurate and up-to-date; makes sure that treasurer is aware of any upcoming financial needs to maintain web presence, and updates the Board monthly, or as needed, or the status of the website and any changes made therein.

8) TRUSTEES: The Board may include up to three (3) designated Trustees to serve on the Board, defined as voting Members of the SFCS, who provide insight and purpose in the direction of the Board.

9) REMOVAL OF DIRECTORS: A Director may be removed for cause by the same procedures contained in these By-laws for suspension or expulsion removal of Members. Three consecutive unexcused absences lead to immediate removal from the Board. Two consecutive unexcused absences lead to suspension of voting privileges for one (1) meeting.

ARTICLE V - DISSOLUTION

In the event of dissolution or liquidation of the Society, a percentage of membership dues will be returned to the current membership, assets evenly divided after any outstanding bills are paid.

ARTICLE VI - AMENDMENTS

The By-laws may be adopted, amended or repealed by the Members at the time of the annual meeting. The Board may make suggestions on changes to the By-Laws to the general membership; however, a supermajority vote of Members is required to approve, adopt, amend or repeal changes to the By-Laws.

Effective this _____ of _____, 20_____.