

BYLAWS  
OF  
**The National Association of Latino Independent Producers, Inc.**

ARTICLE I

NAME-OFFICES

Section 1. Name.

The name of this Corporation is **The National Association of Latino Independent Producers, Inc.** (the "corporation")

Section 2. Offices.

The principal office of the corporation shall be in the city of **New York, County of New York, State of New York**. The corporation may also have offices at such other places within or without this state as the Board of Directors may from time to time determine, or that the business of the corporation may require.

ARTICLE II

MISSION STATEMENT

The National Association of Latino Independent Producers is a national not-for-profit professional services organization dedicated to addressing the professional needs of Latino independent producers. NALIP's mission is to promote the advancement, development and funding of Latino/Latino film and media arts in all genres.

NALIP's values are:

- Commitment to Latina/Latino media and filmmakers, regardless of the form or content of their work

- Commitment to a code of ethics which respects diversity including gender, geography, color, class, age, ethnicity, language, sexuality, religion, genre or physical abilities
- Commitment to solidarity and accountability, applying our code of ethics to the selection, funding and mentoring processes
- Commitment to raise the question of historical and cultural relevance and awareness of Latinos and Latinas
- Commitment to solidarity, alliance building and multiple visions of Latina/Latino experiences within the local, national, international, and global contexts

ARTICLE III  
BOARD OF DIRECTORS

Section 1. Board Management.

The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number of Directors and Qualifications.

- A. The number of Directors shall be nine (9) unless the Board of Directors by resolution increases or decreases that number, but in no case shall the number of Directors be less than five (5) or more than fifteen (15). No decrease in the number of Directors shall shorten the term of any incumbent Director.
- B. Each Director shall be at least eighteen years of age, be a NALIP member paid in full, and have residency or place of employment in the United States.
- C. At all times the majority of the Board of Directors shall be Latino, or of a Latino origin. At least one third of the Directors shall be producers and/or representatives of producing organizations.

Section 3. Election and Term of Directors.

Approximately one third (1/3) of the Directors shall be elected each year at a Board of Directors Meeting in the Third Quarter of each year, or at a Conference Call organized for the purpose of Board elections. The newly elected Directors shall take office at the Fourth Quarter Board Meeting.

- A. At the Second Quarter meeting of the Board in each calendar year, the Chair shall appoint a Nominating Committee charged with issuing a call to the membership for nominations for prospective Directors, and charged with achieving, in that call, a balance of genre, geography, gender, professional orientation and overall Board make-up necessary to support and further the work of the Corporation.
- B. The Nominating Committee will develop a slate of Director candidates, based upon the Members' nominations and their own, which will be presented to the Board at the Third Quarter meeting or Board Election Conference Call. New Directors will be elected by a vote of a majority of the Directors then in office.
- C. Each Director shall hold office until the expiration of the term for which he/she was elected and until his/her successor has been elected, or until his/her prior resignation or removal.
- D. Each Director shall serve for a term of three (3) years to a maximum of two (2) terms.
- E. Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason may be filled by a nomination and vote of a majority of the Directors then in office, even if less than a quorum exists, unless otherwise provided in the Certificate of Incorporation. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

Section 4. Duties and Responsibilities

Each Director shall be expected to attend four quarterly Board Meetings each year, plus participate in Board Conference calls scheduled in between meetings.

Each Director shall be responsible for participating actively in the management of the Corporation, which shall include but not be limited to:

- A. The hiring, support and evaluation of the Executive Director;
- B. Approving policies, guidelines and long-range plans;
- C. Enhancing the organization's public image;
- D. Ensuring the organization's financial stability and solvency by approving an annual budget and reviewing financial statements on a regular basis;
- E. Helping to raise money for the organization; and
- F. Evaluating the performance of the Board

Section 5.     Removal and Suspension of Directors

- A. Any Director may be removed or suspended, with cause, by a majority vote of the Directors then in office and there being a quorum. Any Director may be removed without cause, but only by two-third (2/3) majority vote of the Directors then in office and there being a quorum.
- B. Any such director proposed to be removed shall be entitled to at least five (5) days notice in writing of the proposed removal and of the meeting time and place at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.
- C. Failure of any Director to attend three consecutive regular meetings of the Board shall result in the immediate suspension of that Director by operation of this provision and without action being taken by a Board. A Director so suspended shall receive notice of the suspension, notice of this provision, and no less than three days' notice of the next regular Board meeting. At this next regular meeting, the suspended Director may petition, verbally or in writing, for reinstatement. Unless an objection to the reinstatement is stated by a Director present at the meeting, the petition shall be granted immediately without further action by the Board. If an objection is stated, or if the suspended Director fails to attend the next regular meeting, the Chair shall move to have the suspended Director removed for cause which shall be seconded by the Secretary, and which motion shall be deemed to pass acclamation; unless a Director present states an objection, in which case a regular vote shall be taken.

Section 6. Resignation

A Director may resign at any time by giving written notice to the Chair or the Secretary of the corporation. The resignation shall take effect 30 days after the receipt thereof by such Officer, and the acceptance of the resignation shall not be necessary to make it effective.

Section 7. Quorum of Directors

- A. Unless otherwise provided in the Certificate of Incorporation, 33% of the members of the Board plus one additional member shall constitute a quorum for the transaction of business or of any specified item of business.
- B. Quorum need only be established at the start of the meeting.

Section 8. Action of the Board

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote shall be the act of the Board. Each Director present shall have one vote.

Section 9. Voting and Proxy Voting

- A. Any vote called by the Board, or any committee of the Board, shall be by a show of hands or voice vote, unless a member thereof upon proper motion made and called requests a secret, written ballot.
- B. All actions of the Board except as otherwise provided in the Articles of Incorporation of these Bylaws shall be taken by a majority vote.

Section 10. Regular Meetings.

- A. A regular meeting of the Board shall be held quarterly at the discretion of the Chairperson of the Board, but in no instance shall there be less than **four (4)** meetings of the Board in a one-year period. The Board of Directors may provide by resolution

the time and place either within or without the State of New York for holding of additional regular meetings of the Board.

- B. The Board may hold meetings as it may so determine at the offices of the corporation or at such other places, either within or without the state, as it may from time to time determine.

Section 11. Notice of Meetings of the Board and Adjournment

- A. Meetings of the Board shall be held whenever called by the Chairperson or by at least three (3) members of the Board at such time and place as may be specified in the notice. Notice of such meetings shall be given to each director at least ten (10) days before the day on which the meeting is to be held. Notice for any meeting shall be by personal delivery, by mail, or by wire, including but not limited to telephone notification, electronic or facsimile message notification. Special meetings may also be called by the Chair or by the Secretary, in a like manner, on written request of two Directors. Notice of any meeting is deemed waived by any Director who submits a waiver of notice, whether before or after the meeting without protesting prior thereto or at its commencement the lack of notice to him/her.
- B. A two-thirds majority (2/3) of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

Section 12. Meetings by Telephone Conference Call.

All meetings may be held by telephone conference call or other similar telecommunications equipment, or by means of which all persons participating in the meeting can hear each other at the same time.

Section 13. Chairperson and Procedures at Meetings.

- A. At all meetings of the Board of Directors, the Chair or, in his/her absence, the Vice-Chair, or in their absence, a Chairperson chosen by the Directors present shall preside.
- B. Objections to the procedures followed by the Board during its meeting, or during the meeting of any Board committee, is deemed waived unless a verbal objection is made by a Director present at the meeting before adjournment and followed by a written statement of the same objection to the Chair within five days of the meeting.

Section 14. Executive and Other Committees

The Board, by resolution, adopted by a majority of the Directors then in office, may designate from among its members an Executive Committee and other committees. Each such committee shall serve at the pleasure of the Board. Such a committee may hold meetings at any place, either within or without the state, as it may from time to time determine, or by conference call or other means not requiring physical presence. The Chair shall serve as an ex-officio member of each committee. The standing committees shall be Executive, Finance/Fundraising, Membership & Program Development, Advocacy and Conference.

A. Executive Committee

1. Composition:

The Executive Committee shall consist of the Chair, Secretary, Treasurer and one or more Members-at-Large. Its purpose is to act in the Board's stead during periods between Board meetings, and to develop and recommend annual and long-range plans for the corporation.

2. Authority:

- a. The Executive Committee is a governing committee and reports to the Board.
- b. The Committee has the authority to take action on issues which cannot reasonably await the next regular meeting of the Board.

- c. Participation by three Executive Committee members is required for action.
3. Responsibility:
- a. Carries out its authority to act on behalf of the Board, when and as required.
  - b. Maintains a continuing awareness and understanding of NALIP's activities, programs and financial condition.
  - c. Annually reviews NALIP's long range plans and annual budget and recommends any changes in overall objectives and priorities.
  - d. Along with appropriate Committee members, presents matters to full Board for vote.
  - e. At least one Executive Committee member will be a co-signator, with the Executive Director, on corporation checks to be used for corporation purposes.

B. Finance/Fundraising

1. Authority:

The Finance/Fundraising Committee is both advisory and functional, and reports to the Board of Directors through the Treasurer.

2. Responsibility:

- a. The purpose of the Finance/Fundraising Committee is to formulate long and short-term financial strategies and actively seek and develop sources of financial support for NALIP's programs, operations, special projects and scholarship funds.
- b. The Committee will identify foundation and corporate sources of funds to supplement the operational budget outside the annual Conference budget, and enlist the assistance and support of appropriate Board and Non-Board members in fundraising activities, assist and advise the Executive Director in creating and pursuing funding opportunities, and carry out specific fundraising activities as determined by the Committee.
- c. The Committee will review and recommend a proposed interim budget in October and final budget in December.



- d. It will advise on the selection of an audit firm.

### C. Membership and Program Development

1. Authority:

The Membership and Program Development Committee is advisory and reports to the Board of Directors.

2. Responsibility:

- a. The purpose of the Membership and Program Development Committee is to develop strategies for increasing national membership, and develop local and national programs which serve NALIP's mission and the members' professional development needs.
- b. This Committee develops membership guidelines and evaluates the development of local membership groups.
- c. This Committee recommends national programs, locale-specific programs, and co-sponsored programs to the Board of Directors.
- d. This Committee coordinates with the Finance/Fundraising Committee to budget and fund NALIP programs.

### D. Advocacy

1. Authority:

The Advocacy Committee is advisory and reports to the Board of Directors

2. Responsibility:

- a. The Advocacy Committee develops strategies and maintains relationships that support NALIP's mission to raise the question of historical and cultural relevance and awareness of Latinos and Latinas.
- b. The Committee builds alliances with media and opinion makers that promote multiple visions of Latina/Latino experiences within local, national, international, and global contexts.
- c. The Committee advises the Board on positions and efforts within the spheres of government and media which should or should not receive the collaborative support of NALIP.

#### E. Nominating

A nominating Committee of not fewer than 3 Board Members, regional representatives and at-large members, shall be appointed by the Chair by June of each year.

##### 1. Authority:

The Nominating Committee is appointed by the Chair, is comprised of Directors and Members, and reports to the Board of Directors.

##### 2. Responsibilities:

- a. The Nominating Committee is charged with issuing a call for nominations to the Board of Directors and achieving, in that call, a balance of gender, genre, geography, professional diversity and overall Board make-up necessary to support and further the work of the Corporation. The call shall include job descriptions of needed Directors and expectations of elected Directors.
- b. The Nominating Committee shall receive and evaluate nominations from the membership and field, and out of that pool, develop a slate of Director Nominees.
- c. This slate will be presented to the Board for its vote in the Third Quarter of each year.

#### F. Conference

##### 1. Authority:

- a. The Conference Committee is both advisory and functional, and reports to the Board of Directors.
- b. The Committee has authority to carry out the approved Conference and to expend monies budgeted for that project.

##### 2. Responsibility:

- a. The purpose of the Conference Committee is to formulate a program and financial strategy for NALIP's Conference.

- b. The Committee reviews and recommends objectives and priorities for the Conference, including but not limited to theme, locale and Chairmanship.
- c. The Committee enlists the assistance and support of appropriate Board and Non-Board members in programming and fundraising activities, assists and advises the Executive Director in creating and pursuing funding opportunities; and carries out specific program and fundraising activities for the Conference as determined by the Committee.
- d. The Committee enlists the support of the Board for the selection of Conference co-chairs, co-curators, and Award recipients.

Section 15. Compensation.

Directors of this corporation shall not receive any compensation for their services. Reasonable expenses, including travel expenses, as determined by the Board of Directors, may be payable to any officer incurring such expenses on behalf of the corporation. Nothing herein contained should be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore as authorized by the Board of Directors.

Section 16. Fiscal Year.

The fiscal year of the corporation shall be from January 1 of each year to December 31 of the same year.

## ARTICLE IV

### OFFICERS

Section 1. Number, Qualifications, Election and Term of Office.

- A. Unless otherwise provided for in the Certificate of Incorporation, the Board may elect a Chair, one or more Vice-Chairs, a Secretary and a Treasurer, and such other officers

with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. The same person may hold any two offices. Each Officer shall hold office for the term for which he/she is elected and qualified, or until his prior resignation or removal.

- B. Elections for Board Officers shall be held at the Fourth Quarter Board Meeting each year, after newly elected Directors have taken office.
- C. Each officer shall hold office for one (1) year. Directors may serve for no more than three terms regardless of office.
- D. Unless otherwise provided in the Certificate of Incorporation, the Board shall appoint and set a salary for an Executive Director for the corporation, who shall have the general management of the corporation, subject to such regulations or direction as may be adopted or issued by the Board of Directors, including the hiring and firing of any staff personnel except such appointments as are otherwise reserved by resolution of the Board of Directors; who shall report to the Board all appointments made by her or him; and who shall see to it that all orders and resolutions of the Board are carried into effect. The Executive Director shall not be a Director, but shall be an ex-officio member of the Board.

Section 2. Removal and Resignation.

Any Officer elected or appointed by the Board may be removed by the Board with or without cause by the affirmative vote of two-thirds (2/3) of the full Board of Directors, at any regular or special meeting called for the purpose. In the event of death, resignation, or removal of an Officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term. Resignation for Officers shall be the same as for Directors.

Section 3. Chair.

The Chair shall be the principal officer of the Board, an ex-officio member of all committees and perform other such duties as may be designated by the Board. The Chair shall be

the presiding officer of all the meetings of the Board of Directors and be the principal liaison with the Executive Director. The Chair shall have a vote on all matters at such meetings that he or she may attend. The Chair is empowered to appoint committees, except for the Executive Committee.

Section 4. Vice-Chair.

The Vice-Chair, in the absence or disability of the Chair, or if there are more than one, the Executive Vice-Chair, shall be the presiding officer of all the meetings of the Board of directors, shall have all the powers and functions of the Chair and perform the duties of the Chair. Each Vice-Chair shall perform such duties as the Board shall prescribe.

Section 5. Secretary.

The Secretary shall keep the minutes of the Board of Directors. He/she shall have responsibility for the seal of the corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. He/she shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the Board of Directors may direct. He/she shall perform the duties incidental to the office. He/she shall keep a current roll containing the names, alphabetically arranged, of all Directors who are members of the Board, showing their places of residence and the date when they became Directors.

Section 6. Treasurer.

The Treasurer shall have oversight responsibility with regard to the care and custody of all the funds and securities of the corporation. The treasurer shall be the Board's principal liaison with the Finance/Fundraising Committee and shall keep or cause to be kept all the books of account of all the business and transaction of the corporation. At the end of each fiscal year, the Treasurer shall oversee and be ultimately responsible for the performance of an audit of the accounts of the corporation and shall see to it that such audit is presented in writing at the first Meeting of the Board after the close of the fiscal year, at which he/she will also see to it that there is presented an annual report to the Board and to the members setting forth the financial condition of the corporation.

Section 7. Checks and Bond.

The Chair, along with the Treasurer, or any other officer designated by the Board shall be authorized to sign checks and drafts of the corporation in excess of \$1,500. They shall not be required to give bond for the faithful discharge of their duties. Checks, drafts and promissory notes of the corporation up to that amount shall be signed by the Executive Director.

ARTICLE V  
MEMBERSHIP

Section 1. Classes and Qualifications

This corporation shall have three (3) classes of members, designated as follows: Individual, Student and Organizational. Any person dedicated to the purposes of this corporation and who meets the qualifications for one or more of the membership classes as described in Section 2. Article III of these Bylaws shall be eligible for membership subject to timely payment of such dues and fees as the Board may fix from time to time.

Section 2. Membership Qualifications

The qualifications for each class of membership to the corporation shall be as follows:

- A. Individual – This includes professional producers, who are individuals active in any aspect of film, television or media production, scholars, activists, curators and others who maintain an active interest or engage in fields related to film, television and media production or presentation. Annual dues for this class shall be set by the Board of Directors.
- B. Student – Individuals currently enrolled in full or part time study in an undergraduate or graduate program toward a degree in film, television, video or media production, history, aesthetics or criticism, Latino or Chicano studies or cultural arts. Annual dues for this class shall be set by the Board of Directors.
- C. Organizational – Partnerships, corporations, non-profit arts organizations or other business entities engaged in production of film, television or media projects, or in related industries or fields of study. Membership privileges shall

be extended to not more than two (2) individual persons for any such member.  
Annual dues for this class shall be set by the Board of Directors.

Section 3. Members Participation

All classes of members shall have the right to nominate candidates for the election of Directors. Such members have the right to attend all regular meetings of the Board of Directors. In addition, those members shall have all rights afforded members under the New York Not-for-Profit Corporation Law. One of the ways in which members affect policy and decision-making within the Corporation is by participation in committees.

Section 4. Dues, Fees, and Assessments

Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board.

Those members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be members in good standing.

Section 5. Termination of Membership

A membership shall terminate on occurrence of any of the following events:

- A. Resignation of the member, on reasonable notice to the corporation
- B. Failure of a member to pay dues, fees, or assessments as set by the Board within sixty (60) days after they become due and payable
- C. Expulsion of the member based on good faith determination by the Board that the member has failed in a material and serious degree to uphold the ethics, interests and/or reputation of the corporation.

Section 6. Procedure for Expulsion

If grounds appear to exist for expulsion of a member, the procedure set forth below shall be followed:

- A. The member shall be given fifteen (15) days' prior notice of the proposed expulsion and the reasons for the proposed expulsion. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.
- B. The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion. The hearing

shall be held, or the written statement considered by the Board or by a committee authorized by the Board to determine whether the expulsion should take place.

- C. The Board or committee shall decide whether or not the member should be expelled, or sanctioned in some other way. The decision of the Board or committee, shall be final.
- D. Any action challenging termination of membership, including a claim alleging defective notice, must be commenced within one (1) year after the date of the expulsion, suspension, or termination.

Section 7. Transfer of Membership

No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution of the corporation.

ARTICLE VI  
NON-DISCRIMINATION

Neither the corporation nor its Directors, Officers, Employees, or Agents shall discriminate in the conduct of the corporation's business or in the performance of official duties against any person on the basis of race, national origin, color, religious belief, sexual preference, age, marital status, disability, political party or political affiliation as these terms are defined in New York State civil rights statutes.

ARTICLE VII  
CONSTRUCTION

If there be any conflict between the provisions of the Certificate of Incorporation and these by-laws, the provisions of the Certificate of Incorporation shall govern.

ARTICLE VIII  
INDEMNIFICATION

To the full extent permitted by any applicable law, this corporation shall indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or



completed action, suit or proceeding, wherever brought, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the corporation, by reason of the fact that such a person is or was a Director, officer, employee, or member of a committee of this corporation, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit, or proceeding.

Indemnification provided by these by-laws shall be in addition to and independent of, and shall not be deemed exclusive of, any other rights to indemnification to which any person may be entitled by contract or otherwise under law. Indemnification provided by this by-law shall continue as to a person who has ceased to be a member of the Board of Directors, an officer, an employee, or a committee member, shall inure to the benefit of the heirs, executors and administrators of such person, and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of these by-laws. Any indemnification realized other than under these by-laws, however, shall apply as a credit against any indemnification provided by these by-laws.

This corporation may, to the full extent permitted by applicable law from time-to-time in effect, purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors, an officer, or an employee of this corporation or a member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

## ARTICLE IX AMENDMENTS

### Section 1.

These by-laws may be adopted, amended or repealed by a 2/3-majority vote of the Board of Directors at any regular or special called meeting provided a statement of the nature of the proposed amendment is included in the notice of such meeting.

### Section 2.

A copy of these by-laws shall be available to any member of the Board of Directors upon written request to the Secretary, who will retain possession of the original.

Section 3.

The Executive Director at all times shall retain a copy of the by-laws at his/her office, plus a copy shall be retained at the principal office of the corporation.

We certify that the Board of Directors adopted the above stated Bylaws of the Corporation on 22 April 2002.

Chair \_\_\_\_\_

Secretary \_\_\_\_\_

BYLAW AMENDMENTS  
OF  
**The National Association of Latino Independent Producers, Inc.**

February 2003

ARTICLE III  
BOARD OF DIRECTORS

Section 4. Duties and Responsibilities

**Shall be amended to read:**

Each Director shall be responsible for participating actively in the management of the Corporation, which shall include but not be limited to:

- G. The hiring, support and evaluation of the Executive Director **on an annual basis**;
- H. Approving policies, guidelines and long-range plans;
- I. Enhancing the organization's public image;
- J. Ensuring the organization's financial stability and solvency by approving an annual budget and reviewing financial statements on a regular basis;
- K. Helping to raise money for the organization;
- L. Evaluating the performance of the Board; and
- M. Participation in a leadership capacity in at least one active committee per year, such as advocacy, fundraising, conference, membership and/or program development, among others.**

Section 17. Board of Advisors

The Board of Directors may, at its election, establish a Board of Advisors. The duties of the Board of Advisors do not include management of the corporation, which reside with the Board of Directors.

Section 18. Board of Trustees

The Board of Directors may, at its election, establish a Board of Trustees. The duties of the Board of Trustees do not include management of the corporation, which reside with the Board of Directors.

ARTICLE IV

OFFICERS

Section 4. Vice-Chair

**Shall be amended to read:**

The Vice-Chair, in the absence or disability of the Chair, or if there are more than one, the Executive Vice-Chair, shall be the presiding officer of all the meetings of the Board of directors, shall have all the powers and functions of the Chair and perform the duties of the Chair. Each Vice-Chair shall perform such duties as the Board shall prescribe.

**The Vice-Chair will work closely with, and assist, the Chair on matters vital to the organization. The Vice-Chair will take on a leadership position in at least one committee, in addition to his/her services to the Executive Committee.**

ARTICLE V

MEMBERSHIP

**Shall be amended to add the following new section:**

Section 8. Member Chapters

**Members may organize as NALIP regional Chapters to further the empowerment of Latino producers in their regions. NALIP Chapters may not incorporate as a separate organization, but can organize internally as best suits their objectives.**

- A. Chapters will be comprised of dues paying members in good standing of NALIP National**
- B. Chapters shall be entitled to the use of the NALIP name, access to NALIP's not-for-profit status and fundraising under NALIP's 501-c-3, start-up and organizing support, an annual stipend towards marketing and networking gatherings, a web page at the National website and priority to their applications for support from the Program Fund**
- C. Chapters will agree to operate in accordance with the mission and guidelines prescribed by NALIP National as set forth in Membership Handbook**
- D. Chapters will be formed according to geographic / regional interests. Under special circumstances, chapter may be formed according to other "special"**

- interest areas as determined by membership; in these cases, chapter application will be reviewed and evaluated on a case-by-case basis.
- E. **Chapter Formation** will be initiated by the filing a Letter of Intent that will be reviewed by Chapter Review Committee, an ad-hoc committee of the Board and membership that will review Letters on a quarterly basis.
- F. Chapter applicants will work with the Executive Director to complete the Chapter Application process which shall include, but not be limited to:
- i. Letter of Intent
  - ii. Petition of support with 10-12 member signatures
  - iii. operating budget
  - iv. proposed list of chapter activities for 18 month period
  - v. signed statement of proposed officers to serve for a minimum of one-year upon approval of application
  - vi. submission of annual chapter fee, the amount to be determined by the Board of Directors but which, for 2003, has been waived
- G. All local chapters will have ample latitude in raising operational expenses and additional programmatic funds above their annual allocation provided the plans are vetted with NALIP National Executive Director and approved, in order to insure fairness and equity to both entities.
- H. All chapters will be required to submit an annual report and fiscal accounting of activities and expenditures in order to continue as a chapter 'in good standing.' Failure to submit required information on a timely basis will result in suspension of chapter affiliation and possible revocation of chapter membership with NALIP National.
- I. Board of Directors shall publish and distribution a Membership Handbook that will include criteria for approval of chapters, revenue sharing, chapter operating procedures and fiscal management, and Chapter fee levels, if any.

ARTICLE X  
CONFLICT OF INTEREST

The bylaws shall be amended to add the following new Article:

**Section 1. General Conflict of Interest Policy**

It is the policy of the corporation that all board members and employees must avoid any conflict between their personal interests and those of the corporation. When acting on behalf of the corporation, it is the responsibility of each board member and employee to conduct himself/herself in the best interests of the corporation. Maintenance of the corporation's good name requires that those in positions of responsibility avoid not only conduct, which in fact involves a conflict, but also the appearance of impropriety. Conflicts of interest arise when a Board member's or employee's objectivity in reaching or influencing decisions for the corporation is, or may be affected by factors other than the corporation's best interest.

**Section 2. Specific Restrictions Regarding Interested Directors**

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

A. Any person currently being compensated by the corporation for services rendered it within the previous twelve months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

B. Any brother, sister, children, parents, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

**Section 3. Full Disclosure**

No director or officer of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors or officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation, unless:

A. The material facts regarding that director's or officer's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest, are fully

**disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to consideration by the Board of such contract or transaction; and**

**B. Such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the votes of the interested directors;**

**C. Before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and**

**D. The Corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.**

We certify that the Board of Directors adopted the above stated Amendments and Addendum to Bylaws of the Corporation on 16 February 2003.

Chair \_\_\_\_\_

Secretary \_\_\_\_\_

BYLAW AMENDMENTS  
OF  
**The National Association of Latino Independent Producers, Inc.**

December 2006

ARTICLE III

Section 3. Election and Term of Directors.

**Shall be amended to read:**

- D.** Each Director shall serve for a term of three (3) years **to a maximum of three (3) terms.**

We certify that the Board of Directors adopted the above stated Amendments and Addendum to Bylaws of the Corporation on 9 December 2006.

Chair \_\_\_\_\_

Secretary \_\_\_\_\_



## **MEMBER HANDBOOK**

### **Mission and Purpose**

**NALIP's mission is to promote the advancement, development and funding of Latino/Latino film and media arts in all genres. NALIP encourages the formation of chapters that will, through their programmatic activities and governance, aid in the identification and development of Latino leaders in media.**

### **Communication Policy**

**Communication between the Board and the membership is a crucial part of a successful organization. Corporation's Board and its membership will communicate through a wide range of means, including but not limited to:**

- A. Website: The website will maintain updated information about programs, jobs, opportunities, membership services, and upcoming events. It shall also house background information and organization documents such as history, mission, Board minutes, membership benefits and by-laws.**
- B. Annual or bi-annual Letter from the Chair: To detail the organization's activities, progress and new initiatives.**
- C. Conference: The National Conference will include a Town Hall meeting in which members can discuss and relay matters of mutual concern.**
- D. Chair Access: Individual members may relay their ideas or concerns by attending the NALIP quarterly Board meetings and/or by communicating in writing with the Chair.**
- E. Executive Director Access: The Board requires that the Executive Director write a quarterly letter to the membership, as well as to disseminate timely information regarding opportunities, services or new benefits as these become available.**
- F. Membership Handbook posted on the website.**

### **Member Chapters**

**Members may organize as NALIP regional Chapters to further the empowerment of Latino producers in their regions. NALIP Chapters may not incorporate as a separate organization, but can organize internally as best suits their objectives.**

- A. Chapters will be comprised of dues paying members in good standing of NALIP National**
- B. Chapters shall be entitled to the use of the NALIP name, access to NALIP's not-for-profit status and fundraising under NALIP's 501-c-3, start-up and organizing support, an annual stipend towards marketing and networking gatherings, a web page at the National website and priority to their applications for support from the Program Fund**
- C. Chapters will agree to operate in accordance with the mission and guidelines prescribed by NALIP National as set forth in Membership Handbook**
- D. Chapters will be formed according to geographic / regional interests. Under special circumstances, chapter may be formed according to other "special" interest areas as determined by membership; in these cases, chapter application will be reviewed and evaluated on a case-by-case basis.**
- E. Chapter Formation will be initiated by the filing a Letter of Intent that will be reviewed by Chapter Review Committee, an ad-hoc committee of the Board and membership that will review Letters on a quarterly basis.**
- F. Chapter applicants will work with the Executive Director to complete the Chapter Application process which shall include, but not be limited to:
  - a. Letter of Intent**
  - b. Petition of support with 10-12 member signatures**
  - c. operating budget**
  - d. proposed list of chapter activities for 18 month period**
  - e. signed statement of proposed officers to serve for a minimum of one-year upon approval of application**
  - f. submission of annual chapter fee, the amount to be determined by the Board of Directors but which, for 2003, has been waived****
- G. All local chapters will have ample latitude in raising operational expenses and additional programmatic funds above their annual allocation provided the plans are vetted with NALIP National Executive Director and approved, in order to insure fairness and equity to both entities. Fundraising proposals must be**

**submitted in draft form to the NALIP Executive Director for review and corrections prior to application for funding; a file copy of all final proposals must be sent to the NALIP national office for the corporate records.**

- H. All chapters will be required to submit an annual report and fiscal accounting of activities and expenditures in order to continue as a chapter 'in good standing.' Failure to submit required information on a timely basis will result in suspension of chapter affiliation and possible revocation of chapter membership with NALIP National.**
- I. Board of Directors shall publish and distribution a Membership Handbook that will include criteria for approval of chapters, revenue sharing, chapter operating procedures and fiscal management, and Chapter fee levels, if any.**

### **Guidelines for Developing a Local Chapter**

**NALIP Chapters will be comprised of dues paying members in good standing of NALIP National. They will agree to operate in accordance with the mission and guidelines prescribed by NALIP National as set forth in the Bylaws and Membership Handbook, and will be formed according to geographic/regional interests. Under special circumstances, chapter may be formed according to other "special" interest areas as determined by membership; in these cases, chapter application will be reviewed and evaluated on a case-by-case basis.**

**These are recommended guidelines for developing a local chapter, and can be modified according to the expressed concerns of membership in Chapter area:**

- A. Develop a start up committee of 5-7 individuals**
- B. Develop a statement of purpose (e.g. To expand professional development opportunities for Latino media makers and their supporters in Texas.)**
- C. Start-up committee to host a networking reception to introduce potential members to organization (Reception to be co-hosted with support from representatives from national)**
- D. Establish a committee to develop local by-laws based on NALIP National by-laws and guiding principles**
- E. Establish Membership Committee**
- F. Establish Membership Services (Sample list provided below)**
  - Host networking events quarterly (open to members & non-members)**

- Agree to participate in NALIP Job Bank (e.g. through usage of listserv / identification of resources)
  - Initiate professional development workshops/seminars for members in good standing in conjunction with NALIP National
- G. Establish formal protocols regarding chapter meetings, events and services
- H. Enter into fiscal sponsorship agreement with NALIP National to be sponsored for the purposes of doing business as not-for-profit entity.

### **Criteria for Approval of Chapter**

1. Start-up Committee must be comprised of members-in-good standing (i.e. dues paying members)
2. Start-up committee must articulate how chapter establishment and services further NALIP National mission and service goals
3. Start-up committee must evidence *demonstrable* support for the establishment and maintenance of chapter (i.e. critical mass of dues paying members in specific region or organized around specific special interest area)
4. Members of the start-up committee must have a track record of a minimum of one-year of organizing activities in conjunction with NALIP National and/or other media/entertainment entity
5. The Start-up Committee must commit to serve for a two year period in leadership roles (i.e.: officers) until chapter is approved and has completed one full fiscal year cycle
6. Start-up committee must submit financial materials (including operating budget and financial planning documents) that demonstrate sound fiscal goals
7. Annual Chapter fee shall be waved for 2003

### **Chapter Benefits**

Chapters and chapters-in-information recognized by NALIP National and operating in accordance with the NALIP Bylaws and Handbook shall be entitled to the following:

1. Use of the NALIP name in identifying their Chapter
2. Use of the NALIP not-for-profit status on proposals approved by the Executive Director

3. **\$250/year for networking, marketing and other start-up costs**
4. **Page on the NALIP Website**
5. **Organizing support from staff and Board**