THE BYLAWS OF
THE HONOR SOCIETY OF CINEMATIC ARTS (HSCA)

Last Revised: June 26th, 2026

PURPOSE STATEMENT

The following Bylaws serve as the governing document of the Honor Society of Cinematic Arts (HSCA). From it, all policies, actions, and choices regarding the governance of the Honor Society of Cinematic Arts, its properties, Employees, and Program Participants should be made. It is the legal and ethical responsibility of the Board of Directors (as defined below), Staff and their respective Executive Offices (as defined below), and Program Participants (as defined below) to adhere to the following Bylaws.

ARTICLE I: NAME & PURPOSE

Section 1: Name. The legal name of the Corporation shall be the Honor Society of Cinematic Arts. It should be noted that the Honor Society of Cinematic Arts may also be referred to by the following interchangeable names and acronyms within these Bylaws: HSCA, the Corporation, the Organization; the Society.

Section 2a: Purpose. The existence of the Honor Society of Cinematic Arts aims to serve the following core purposes:

- **The accreditation of individuals and institutions** serving youth who demonstrate excellence in filmmaking, film studies, and film education, and in the practice and education of related disciplines, through establishing and maintaining standards of achievement in filmmaking within educational institutions and amongst members of these institutions.
- **The increase of the prevalence of and the support of youth-centered and youth-accessible educational programs for and within the cinematic arts** (including but not limited to film production, video journalism production, film studies and analysis, and film literacy) through resources, non-political advocacy (as limited by the apolitical policy detailed below), visibility, and formal partnerships with schools and educators.
- **The support and development of youth filmmakers** by providing a platform for Members to access educational programming and share, evaluate, and celebrate their work and the work of others.
- **The cultivation of community and peer collaboration amongst cinematic artists** through global, regional, and Chapter-based programming, mentorship, and cross-institutional events and partnerships.

- **The development of leadership and civic engagement** among Members through structured Chapter roles, volunteerism, and community-based film projects.
- **The promotion of equity and inclusion** within the cinematic arts by providing and encouraging access to resources and leadership opportunities across a diverse range of communities and institutions.
- **The advancement of public appreciation for cinematic arts** as a tool for storytelling and cultural expression—as an art form not unlike writing, painting, theater, and so on—particularly as developed by youth creators.

Section 2b: Limitations of Purpose, Activities, and Actions. Notwithstanding any other provision of these Articles, the following limitations shall apply to the Society's activities, actions, and purpose:

- The Society shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- No part of the earnings of the Society shall inure to the benefit of, or be distributable to, its Directors, Officers, Members, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. The guidelines and requirements to institute such compensation will be at all times clearly outlined in these Bylaws.
- This Corporation shall have no capital stock. It is organized solely for benevolent, charitable, and educational purposes, and not for individual or corporate profit.
- No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, including but not limited to the endorsement, support, or opposition of legislation, political policies, or ballot initiatives.

Section 3: Governing Laws. This Corporation is organized and shall be operated in accordance and compliance with the laws of the federal government of the United States of America and the State of Washington, notably the applicable provisions of the United States Internal Revenue Code of 1986 or corresponding provisions of any future United States Internal Revenue Law, including Section 501(c)(3) and its corresponding regulations. In all matters of interpretation, governance, compliance, and dissolution, the laws of the State of Washington and the federal laws of the United States shall govern, to the extent not otherwise preempted or prohibited.

Section 4: Non-discrimination Statement. In addition to adhering to the non-discrimination statement attached to these Bylaws as noted by Article IX, the Society shall not discriminate on the basis of race, color, religion, gender, sexual orientation, age, national origin, disability, or any other status protected by law.

Section 5: Fiscal Year. The fiscal year of the Society shall begin in July and continue through till the end of June of the following year.

ARTICLE II: MEMBERSHIP

Section 1: Statutory Members. The Society shall have no voting members as defined by the Washington Nonprofit Corporation Act (RCW 24.03A and related provisions). All corporate powers shall be exercised by or under the authority of the Board, and the affairs of the Society shall be managed under the direction of the Board.

Section 2a: Program Participants. The Society may refer to certain individuals and institutions, including but not limited to inducted Members, members of student leadership, and Associates, as “Members” for the purposes of program recognition and participation. These individuals shall not be deemed Statutory Members and shall have no voting rights or governance authority under these Bylaws and applicable state and federal law.

Section 2b: Chapter Participation. Educational institutions that participate in the Society's programming may be recognized through the label "Chapter" as official communities within the program. These communities shall function as programmatic units only; they shall not be considered statutory chapters and shall have no independent legal standing, voting rights, or control over the governance, policies, or financial decisions of the Society under these Bylaws and applicable state and federal law.

Section 3: Limitations of Governance. No individual, institution, Program Participant, community, or other entity shall acquire any ownership interest, voting power, or other governance authority in the Society by virtue of their recognition, participating, or designation as a "Member" or "Chapter". All authority of governance and control rests solely with the Board of Directors.

ARTICLE III: THE BOARD OF DIRECTORS

Section 1: Powers, Rights, and Responsibilities of the Board of Directors. All corporate powers shall be vested in and exercised by or under the authority of the Board; the affairs of the Society, as outlined in these Bylaws, shall be managed under the direction of the Board. The duly elected and qualified Directors of the Society shall in all cases act as a Board and may adopt such rules and regulations for the conduct of their meetings and the management of the Society as they deem proper but not inconsistent with these Bylaws, the Articles of Incorporation, and applicable governing laws.

Section 2: Compensation. All Directors shall serve without compensation except in matters of reimbursement for reasonable expenses incurred during the execution of their role as a Director. Any Motion to approve reimbursement for this type of expense must be recommended by either the Treasurer of the Board, the President of the Society, or another individual as determined by the President of the Society and must be passed by a Majority Vote of the Board. Directors may choose whether to request reimbursement for expenses incurred.

Section 3a: Number of Directors. The Board shall consist of no fewer than three (3) and no more than nine (9) Directors, with the exact number to be determined by the Board from time to time. The Board may amend the size of the Board through filing a Motion, provided that the number remains within this range.

Section 3b: Qualifications of Directors. To ensure a diversity of skills, perspectives, and experiences aligned with the mission of the Society, the Board shall endeavor to elect qualified Directors of at least eighteen (18) years of age and with the capabilities to fulfill fiduciary and legal duties with experience in areas including but not limited to the following:

- Filmmaking or the cinematic arts
- Film or cinematic arts education
- Secondary or higher education
- Program development or youth leadership
- Finance, legal, or compliance
- Nonprofit governance

Section 3c: Independence. The majority of the Directors shall be independent, defined here as being neither employed by the Society nor the immediate family members of other Directors, Officers, or Executive Staff. No fewer than three (3) Directors at any time shall be unrelated and uncompensated to maintain compliance with applicable state and federal regulations.

Section 4a: Terms of Office. Each Director shall serve a term of three (3) years, beginning on the date of their appointment and ending at the conclusion of the third annual meeting following their election or appointment, unless otherwise determined by the Board through the filing of a Motion. Directors may serve a maximum of three consecutive terms, after which they shall be ineligible for reappointment until at least one year has passed.

Section 4b: Staggered Terms of Office. Terms shall initially be staggered to ensure continuity of leadership, with approximately one-third of the Board's seats subject to expiration each year. The Board may adjust term lengths temporarily to implement or maintain staggering through the filing of a Motion.

Section 4c: Vacant Seats. A Director elected to fill a vacancy shall serve for the unexpired portion of the term. Service for a partial term shall not count toward the term limit as defined in Article III Section 4a.

Section 5a: Selection of Board Directors. It is the responsibility of the Board to quickly and, in some cases, preemptively fill present and future vacancies to ensure the successful and continued governance of the Society. Should a vacancy arise, each Director may present one candidate to the rest of the Board to fill the vacancy. A vacancy shall be filled by a Majority Vote of the remaining Directors.

Section 5b: Resignation and Removal. Any Director may resign at any time by submitting written notice to the Chair of the Board and the Secretary of the Board. A Director may be removed, with or without cause, by Two-thirds (2/3) Vote of the Board at any regular or special meeting at which Quorum is present.

Section 5c: Ethical Responsibilities. Each Director shall maintain a high commitment to the stated mission and goals of the Society and exhibit the highest ethical standards in the conduct of business. Directors brought into question under this section shall have a hearing before the rest of the Board and, should their behavior be judged to be in conflict with the mission of the Society or in violation of the reasonable ethical obligations of their role, or found to be incompatible with the best interests of the Society, shall be removed from the Board through the processes described in these Bylaws.

Section 6: Advisory Directors. The Board may elect individuals as Advisory Directors to provide guidance and expertise in support of the Society's mission. Advisory Directors shall serve at the pleasure of the Board and may resign at any time or be removed by the Chair of the Board or by a Majority Vote of the Board. Advisory Directors shall have no voting rights and shall not be considered Members of the Board for the purposes of Quorum or decision-making.

Section 7: Honorary Titles. The Board may from time to time award certain individuals in good standing of the Society with honorary titles as it may deem prudent to advance the mission and goals of the Society. Such honorary titles shall not carry any obligations, powers, or duties within the Society beyond the obligation to remain in good standing with the Society unless otherwise explicitly stated by the Board.

Section 8: President of the Society. The President of the Society shall automatically be a Director of the Board by virtue of the Office of the President alone; they shall be granted all responsibilities and powers accorded with this position. They shall remain a Director of the Board so long as they hold the position of President of the Society and shall not be subject to election, appointment, term limits, or removal through any process applicable to Directors generally; the President's role as a Director of the Board is incident to and inseparable from their role as President.

ARTICLE IV: OFFICERS OF THE BOARD

Section 1a: Officer Roles Within the Board. The Board shall have the following Officer positions to be filled by qualified Directors. The Board may elect or appoint such other Officers and Assistant Officers as may be deemed necessary or appropriate.

- **The Chair of the Board.** The Chair of the Board shall preside at all meetings of the Board, provide leadership in governance matters, determine the agenda and timing of Board meetings and voting, coordinate the performance evaluation of the President of the Society, oversee the work of the Officers of the Board, and serve as the primary liaison between the Board and the Society's Executives. The Chair of the Board may sign official documents on behalf of the Society and shall perform other duties as prescribed by these Bylaws or the Board.
- **The Treasurer of the Board.** The Treasurer of the Board shall oversee the financial affairs of the Society in partnership with the President of the Society. The Treasurer of the Board shall lead the Board's financial oversight, ensure that accurate financial records are maintained, manage the presentation of regular financial reports to the Board, and participate in budget and audit review processes. The Treasurer of the Board shall ensure that the Board fulfills its fiduciary responsibilities and shall perform other duties as assigned by these Bylaws or the Board.
- **The Secretary of the Board.** The Secretary of the Board shall be responsible for ensuring that accurate minutes of all meetings of the Board are taken and maintained, that notices are properly issued, and that corporate records are safeguarded. The Secretary of the Board shall ensure compliance with documentation requirements, communicate and notify other Directors of developments, and perform other duties as assigned by these Bylaws or the Board.

Section 1b.1: All Officers of the Board must remain voting Directors on the Board in addition to any other eligibility requirements set forth in these Bylaws.

Section 1b.2: Officer Election Process. The Officers of the Board shall be elected by a Majority Vote of the Directors. An Officer shall assume office and be deemed duly elected and qualified for purposes of these Bylaws upon the adjournment of the vote during which the election took place or at another time as determined by the Board. Each Officer shall hold Office for the remainder of their term on the Board; an Officer may be elected as many times as allowed by the term limits set forth for Directors in the Article III Section 4a.

Section 1c: Vacancies. In the event of a vacancy in any Officer position, the Board shall elect a replacement at the next regular or special meeting. The newly elected Officer shall serve for the remainder of their unexpired term on the Board.

Section 1d.1: Resignation and Removal. Any Officer of the Board may resign at any time by submitting written notice to the Board. Upon resignation, the Chair of the Board shall designate an interim Officer to act *pro tempore* in their place until an Officer is elected following the guidelines and processes set forth in these Bylaws. An Officer may be removed from their position as Officer, with cause, by Two-thirds (2/3) Vote of the Board, rounded up, at any regular or special meeting at which Quorum is present. The Board shall then immediately fill the position following the guidelines and processes set forth in these Bylaws.

Section 1d.2: Cause for Removal. For the purposes of removing an Officer of the Board from their Officer position, cause shall be defined as any of the following: conviction of, or entry of a plea of guilty or no contest to any felony, or any crime involving moral turpitude, fraud, dishonesty, violence, or breach of trust; commission of fraud, embezzlement, theft, or misappropriation of the Society's funds, property, or other assets, whether or not resulting in criminal charges; engaging in hate speech, threats of violence, or conduct that endangers the physical or psychological safety of any Director, Executive, Employee, Volunteer, Member, program participant, or member of the public; willful and material disclosure of confidential Society information in a manner injurious to the Society; willful and material breach of the fiduciary duties of loyalty or obedience owed to the Society, including but not limited to self-dealing or undisclosed material Conflicts of Interest; conduct that the Chair of the Board determines, in their good faith judgement, to be egregious in nature or contrary to the best interests of the Society; failure to follow policies regarding attendance as described in these Bylaws; or conduct that materially and demonstrably brings the Society into substantial public disrepute and that a reasonable person would recognize as incompatible with the holding of an Officer position in a youth-serving nonprofit organization.

Section 1d.3: Procedure for Removal. Prior to a vote on the removal of an Officer from their Officer position with cause, the Officer in question shall be provided with: written notice of the specific grounds asserted as cause, delivered no later than the deadline for the dissemination of materials of the meeting at which the Motion for removal will be considered; access to any evidence relied upon, subject to reasonable confidentiality protections for reporters and witnesses; and an opportunity to be heard before the Board at that meeting, with the right to be accompanied by advisor(s) of their choosing, provided such advisor(s) follow any reasonable non-disclosure policies as required by the Board.

ARTICLE V: MEETINGS OF THE BOARD OF DIRECTORS

Section 1a: Annual Meeting. The Board shall convene at an in-person or virtual location as prescribed by these Bylaws for an annual meeting during the last month of the Society's fiscal year or at such other time as the Board determines. The purpose of the Annual Meeting is to:

- Review the Society's annual performance, activities, and programs;
- Approve the budget for the upcoming fiscal year;
- Disseminate a general schedule for regular meetings as denoted in Article V Section 1b.

Section 1b: Regular Meetings. As a minimum, regular meetings of the Board shall be held quarterly at an in-person or virtual location as prescribed by these Bylaws according to a schedule determined by the Chair of the Board in collaboration with all other Directors of the Board and disseminated by the Secretary of the Board at least two (2) weeks in advance of such a meeting.

Section 1c: Special Meetings. Special meetings, defined here as meetings of the Board that do not follow the schedule of regular meetings as announced by the Chair of the Board, may be called by any Officer of the Board or the President of the Society with approval from the Chair of the Board or any three (3) Directors. Notice of a special meeting must be disseminated to each Director at least seven (7) days in advance, and must specify the date, time, location, and purpose of the meeting. No business may be conducted at a special meeting except that which is stated in the notice.

Section 1d: Crisis Meetings. In times of crisis, a special meeting may be called by any three (3) Directors, or the Chair of the Board, or the President of the Society. Notice of this type of special meeting must be disseminated to each Director at least twenty-four (24) hours in advance.

Section 1e: Notice of Meetings. The method of notice of all meetings may be written, electronic, or otherwise reasonable under the circumstances. All notices shall state the time, date, location, purpose, and proposed agenda of Motions of the meeting. Directors may revise the agenda of Motions of the meeting until the deadline for the dissemination of materials is reached as denoted in Article V Section 1f.

Section 1f.1: Dissemination of Materials. All materials for discussion, Motions, and associated documentation shall be disseminated to each Director at least seven (7) days in advance of any regular meeting, at least three (3) days in advance of any special meeting, and at least twenty-four (24) hours in advance of any crisis meeting.

Section 1f.2: Dissemination of Minutes. The minutes of any regular or special meeting shall be certified through signature by the Chair of the Board and the Secretary of the Board and disseminated to each Director prior to the following meeting.

Section 1g: Means and Location of Meetings. Meetings of the Board may be held in person or through any means of communication by which all Directors may simultaneously hear each other during the meeting. Participation in a meeting in this manner shall constitute presence in person. The means and location of meetings shall be determined by the Chair of the Board and disseminated by the Secretary of the Board. It is expected that the means and location of any meeting is not unreasonably prohibitive of attendance by all Directors; the reimbursement procedure detailed in Article III Section 2 and elsewhere in these Bylaws shall be followed if applicable.

Section 1h: Waiver of Notice. The attendance of a Director at a special meeting shall constitute a Waiver of Notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 2a: Attendance. Each Director is expected to attend all meetings, regular and special, of the Board. Directors with three consecutive, unexcused absences, or Officers with two consecutive, unexcused absences, may be removed from the Board following the procedures described within these Bylaws.

Section 2b: Excused Absences. Absence from a meeting of the Board shall be considered excused if reasonable notice was given to the Secretary of the Board prior to the commencement of the meeting and it is excused by the Chair of the Board or by Majority Vote of the Directors. Under extenuating circumstances, the former requirement may be waived by the Chair of the Board or by Majority Vote of the Board.

Section 2c: Absence of the Chair of the Board or the Secretary of the Board. It is the expectation of the Chair of the Board and the Secretary of the Board to attend all meetings, regular and special, of the Board. If the Chair of the Board is absent from a meeting, the Secretary of the Board shall call the meeting to order and facilitate the election or designation of a temporary presiding Officer for that meeting. If the Secretary of the Board is absent, the Chair of the Board shall designate a Director to fulfill the secretarial duties for that meeting, including the taking and certification of minutes. If both are absent, the Directors present shall elect a temporary Chair of the Board and a temporary Secretary of the Board by Majority Vote to ensure the meeting proceeds in accordance with these Bylaws. Should the Chair of the Board or the Secretary of the Board incur two consecutive, unexcused absences as determined by a majority of Directors present, they shall be removed from the Board.

Section 3: Quorum. A Quorum for the transaction of business at any regular or special meeting of the Board shall consist of at least fifty-one percent (51%) of the Directors. If less than a Quorum is present at a regular or special meeting, then a majority of the Directors present may adjourn the meeting from time to time. The act of a majority of the Directors present at a meeting at which Quorum is present as outlined in these Bylaws shall be the act of the entire Board, unless the concurrence of greater proportion is required for such action by the governing laws, the Articles of Incorporation, or by these Bylaws.

Section 4a: Motions. All actions of the Board, unless otherwise stated in these Bylaws, shall occur through the introduction and passing of Motions. All Motions shall be added to the agenda no later than the deadline set forth in Article V Section 1f.

Section 4b: Procedure of Motions. The Director who added the Motion into the agenda shall formally announce the Motion during a regular or special meeting of the Board. The Motion must be seconded by another Director, after which the Board may vote on the matter. The Secretary of the Board shall note the first and second advocate of the Motion and the votes of all Directors as either “Assent”, “Dissent”, “Absent”, or “Recused”. The Secretary of the Board shall also note the reason given should a Director recuse themselves from voting on the Motion. A majority of votes assenting to the passing of the Motion out of the total sum of votes assenting and dissenting to the passing of the Motion is needed to successfully pass a Motion.

Section 4c: Effect on Quorum. A Director who recuses themselves from voting on a Motion but is nevertheless present in the meeting, as described in these Bylaws, shall be counted toward Quorum for the meeting.

Section 4d: Alternative Procedure. A Motion may be passed by the Board outside of a regular or special meeting with unanimous written consent from all Directors, excluding Directors who opt to recuse themselves from the vote. Directors may not be considered absent for the purposes of passing a Motion outside of a regular or special meeting through these means.

Section 5a: Conflict of Interest Policy. While a Director may recuse themselves from voting on a Motion for a variety of reasons, any Director shall recuse themselves from voting on a Motion should they have a Conflict of Interest as defined in these Bylaws.

Section 5b: Annual Disclosure. The Directors shall provide the Secretary of the Board and the President of the Society or another individual designated by the President of the Society with a written disclosure which identifies any individual or individuals to whom they are closely related or with any organization with which they are affiliated who or which presently transacts business with the Society or might reasonably be expected to do so in the future. Each disclosure shall be updated and resubmitted on an annual basis at a minimum or at a time when a Conflict of Interest becomes clear.

Section 5c: Affiliation. An affiliation with an organization will be considered to exist when a Director or a member of their immediate family or close relative is an Officer, Director, Trustee, Partner, Employee, or Agent of the organization, or owns five percent (5%) or more of the voting stock or controlling interest in the organization, or has any other substantial interest or dealings with the organization.

Section 5d: Employees of the Society. Any Employee of the Society who also serves as a Director shall recuse themselves when voting on Motions determining their compensation or other benefits, if any.

Section 6: Communication Policy. Notices, document and resource sharing, official communications, and voting may be done electronically at the discretion of the Secretary of the Board through channels confirmed by the President of the Society or another individual designated by the President of the Society to be secure. Upon recommendation of the President of the Society, the Chair of the Board, or the Treasurer of the Board, Directors may be furnished with access to such means of electronic communication.

ARTICLE VI: EXECUTIVE STAFF

Section 1a: Definition of Executive. The President of the Society, in collaboration with the Board, shall determine which position(s), Employee(s), and Volunteer(s) are considered Executives.

Section 1b: The President of the Society. The Chief Executive Officer, referred to as the President of the Society in all governing documents, shall oversee the Society's day-to-day operations and lead the Executive Team and their corresponding Offices. They shall execute upon the vision of the Board as informed by the Society's Mission Statement.

Section 2: Executive Oversight. The Board shall oversee the selection, responsibilities, and actions of the President of the Society, and shall, if needed, advise on the selection of other Executives and Employees of the Society. The Board's primary function within executive oversight shall be the management and review of the President of the Society; unless otherwise stated, all personnel decisions shall be at the discretion of the President of the Society.

Section 3: Resignation and Removal. The President of the Society may resign in accordance with their contract of employment by submitting written notice to the Board. The President of the Society may be removed, with or without cause, upon recommendation by the Chair of the Board by the passing of a Motion of Two-thirds (2/3) Vote by the Board.

Section 4a: Conflict of Interest Policy. All Executives shall provide the President of the Society and Secretary of the Board with written disclosure which identifies any individual or individuals to whom they are closely related or any organization with which they are affiliated who or which presently transacts business with the Society or might reasonably be expected to do so in the future. Each disclosure shall be updated and resubmitted on an annual basis at a minimum or at a time when a Conflict of Interest becomes clear.

Section 4b: Affiliation. An affiliation with an organization will be considered to exist when an Executive or a member of their immediate family or close relative is an Officer, Director, Trustee, Partner, Employee, or Agent of the organization, or owns five percent (5%) or more of the voting stock or controlling interest in the organization, or has any other substantial interest or dealings with the organization.

Section 4c: Directors of the Board. Any Executive who also serves as a Director shall recuse themselves when voting on Motions determining their compensation or other benefits, if any.

ARTICLE VII: CHAPTERS & MEMBERS

Section 1a: Chapter & Membership Handbook. The Board shall review the Chapter & Membership Handbook document during the annual meeting or at another time as determined by the Board.

Section 1b: Dissemination of Chapter and Membership Requirements. The President of the Society in collaboration with other applicable Executives shall disseminate the document to all Chapters and Members within the Society annually and after any revisions.

Section 2: Statutory Membership. As noted in detail in Article II, the terms “Members” and “Chapters” describe individuals, communities, and institutions for the purposes of program recognition and participation; such individuals, communities, and institutions are not considered Statutory Members and shall have no voting rights or governance authority under these Bylaws and applicable state and federal law.

Section 3: Induction Requirements Guidelines. An individual policy within the Chapter & Membership Handbook shall be considered valid only if it adheres to the policies contained within these Bylaws and the Articles of Incorporation and serves the purposes of the Society.

Section 4a: Approval. All inducted Members and Chapters shall be approved by the President of the Society or the Chair of the Board. All such decisions shall be presented to the Board at the next regular meeting of the Board.

Section 4b: Grounds for Revocation of Induction Status. The President of the Society or the Chair of the Board may revoke the induction status for Chapters and Members of the Society in accordance with any policies and procedures outlined in the Chapter & Membership Handbook. All such decisions shall be presented to the Board at the earliest convenience at the next meeting of the Board.

Section 4c: Appeals. Chapters and Members may appeal decisions which revoke their induction status by sending a document of no longer than five pages of legible text and images to the Office of the President of the Society. The Board may choose to entertain the appeal and, through a Motion, make a final ruling on the induction status of the Chapter or Member.

ARTICLE VIII: DOCUMENT RETENTION & DESTRUCTION

Section 1a: Document Retention and Destruction. The Society shall retain records as long as legally required, or as necessary to fulfill operational, historical, or accountability purposes. When records are no longer required to be retained or desired to be retained by the Board or President of the Society, they shall be destroyed in a secure and irreversible manner. At no time shall records be destroyed that are known to be relevant to an investigation, audit, litigation, or claim.

Section 1b: Destruction of Records. All records that are neither required nor desired to be retained shall be destroyed in a secure manner appropriate to the medium: paper documents shall be shredded; digital files shall be permanently deleted. Records containing confidential or sensitive information shall be destroyed with extra care to prevent unauthorized access.

Section 1c: Oversight. The Secretary of the Board, in coordination with the President of the Society or another individual designated by the President of the Society, shall be responsible for ensuring compliance with this policy. The Board may authorize exceptions, changes, or reviews of retention timelines as deemed necessary.

Section 1d: Legal Hold. Should the Society become aware of pending or threatened litigation, audit, or government investigation, a "legal hold" shall be placed on all relevant records, even if the scheduled retention period has passed. Records under legal hold may not be altered, destroyed, or deleted until the hold is formally lifted by the Board.

ARTICLE IX: DISCLOSURE & REPORTING

Section 1: Public Information. These Bylaws shall be disseminated and shared at the reasonable request of a member of the public or an agent of the government. These Bylaws may be published physically or electronically at the discretion of the Board or the President of the Society.

Section 2: Maintenance of Records. The maintenance of these Bylaws and other documents of institutional governance are the joint responsibility of the Chair of the Board, the Secretary of the Board, and the President of the Society or another individual designated by the President of the Society.

Section 3: Review. These Bylaws shall be reviewed at the annual meeting of the Board through the passing of a Motion acknowledging their review.

Section 4a: Annual Review of Public Policies. The Board shall review and affirm the Society's official public policies on Anti-discrimination, Anti-harassment, Whistleblower Protection, Anti-hazing, and Data Protection through the filing of Motions on an annual basis during a regular meeting or at another time as designated by the Chair of the Board. These documents have been attached to these Bylaws for ease of accessibility; however, they are not official sections of these Bylaws and accordingly may be certified or amended at the Board's discretion through the passing of a Motion through a Majority Vote.

Section 4b: Annual Review of IRS Filings. The Society's annual IRS Form 990 or 990-EZ, along with any correspondence or determinations issued by the IRS concerning its tax-exempt status, shall be reviewed and acknowledged by the Board at its annual meeting or at the next regular meeting following submission.

Section 4c: Dissemination of Public Policies. The Society's official public policies on Anti-discrimination, Anti-harassment, Whistleblower Protection, Anti-hazing, and Data Protection shall be disseminated and shared at the reasonable request of a member of the public or an agent of the government. These documents may be published physically or electronically at the discretion of the Board or the President of the Society.

Section 5: Right to Inspect. Any Director or Executive has the right, upon written request delivered to the Secretary of the Board, to inspect the following:

- the Articles of Incorporation,
- these Bylaws;
- any policy listed under Article IX of these Bylaws;
- the minutes of all proceedings of the Board and all attached documents, including but not limited to annual statements of affairs and policies submitted to the Board.

ARTICLE X: INDEMNIFICATION

Section 1a: Automatic Indemnification. To the fullest extent permitted by the governing laws noted in these Bylaws, the Society shall indemnify and hold harmless any person who serves or has served as a Director, Officer, Executive, Employee, or Duly Authorized Agent of the Society against any and all liabilities, claims, judgements, fines, settlements, and reasonable expenses incurred in connection with any threatened, pending, or completed action, suit, or proceeding arising from or related to their service to the Society, provided that the individual acted in good faith and in a manner reasonably believed to be in the best interests of the Society.

Section 1b: Discretionary Indemnification. The Society may, at the discretion of the Board, indemnify any other person who is not covered by Article X Section 1a but who was or is a Volunteer, Committee Member, Advisor, or other individual acting at the direction of the Society, and who acted in good faith and in the best interests of the Society.

Section 1c: Advancement of Expenses. The Society may, by action of the Board and subject to the receipt of an undertaking by or on behalf of the indemnified person, advance payment of expenses incurred in defending a proceeding prior to its final disposition.

Section 1d: Limitations of Indemnification. In addition to the requirement that all the individuals acted in good faith and in a manner reasonably believed to be in the best interests of the Society, Indemnification shall not be available in cases involving:

- acts of gross negligence, willful misconduct, or criminal conduct;
- any action initiated by the indemnified party against the Society, unless approved by the Board;
- any conduct inconsistent with the Society's exempt purposes or in violation of the governing laws noted in these Bylaws.

Section 1e: Insurance. The Society may purchase and maintain insurance on behalf of any person entitled to Indemnification under this Article, whether or not the Society would have the power to indemnify such person under applicable law.

ARTICLE XI: SEVERABILITY

Section 1: Severability. If any provision of these Bylaws is held to be invalid or unenforceable by a court of competent jurisdiction, such invalidity or unenforceability shall not affect the remaining provisions, which shall remain in full force and effect.

ARTICLE XII: DISSOLUTION

Section 1: Dissolution. Upon the dissolution of the Society, after all liabilities and obligations have been paid, the assets of the Society shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. In this rule, every attempt will be made to satisfy the Society's mission. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 2: Voluntary Dissolution. The Chair of the Board with recommendation from either the President of the Society or the Treasurer of the Board may call a special meeting with the sole purpose of voting on the voluntary dissolution of the Society. The Society may be voluntarily dissolved upon the affirmative vote of at least Two-thirds (2/3) of Directors during the meeting or unanimous written consent outside of the meeting.

ARTICLE XIII: AMENDMENTS

Section 1: Amendment Process. The Board shall have the power to alter, amend, or repeal these Bylaws and/or adopt new Bylaws by a Two-thirds (2/3) Vote of the Directors provided that all new policies at no time contain any provision inconsistent with the Articles of Incorporation or any governing laws, notably the limitations of activities for 501(c)(3) federal income tax exemption of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Section 2a: Force Majeure. In the event of a catastrophic emergency—such as an attack on the United States, a nuclear or atomic disaster, a natural catastrophe, or any other Force Majeure event that renders normal governance procedures impossible or impractical—the Society authorizes the implementation of temporary Emergency Bylaws to ensure continuity of governance and operations.

Section 2b: Chain of Command. The authority to enact Emergency Bylaws shall be granted to the highest-ranking available and able individual, in the following order or precedence:

- The Chair of the Board of Directors
- The Treasurer of the Board of Directors
- The Secretary of the Board of Directors
- The President of the Society
- Any other Director of the Board by Seniority

Section 2c: Emergency Bylaws. The individual assuming emergency authority shall make a good faith determination that an emergency exists and shall notify all available Directors and Executives as soon as practicable. Emergency Bylaws enacted under this provision shall remain in effect only during the period of disruption, be superseded by these normal Bylaws once Quorum of the Board can be re-established, and be reported and reviewed by the Board at the earliest possible opportunity.

Section 2d: Compliance. Notwithstanding any temporary changes to governance structure or procedures under Emergency Bylaws, the Society shall continue to operate in accordance with applicable state and federal law, including the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any future United States Internal Revenue Law. Emergency Bylaws shall not permit activities inconsistent with the Society's charitable purpose or tax-exempt status.

APPENDIX 1: ANTI-DISCRIMINATION POLICY

PURPOSE STATEMENT

The following document outlines the Honor Society of Cinematic Arts' commitment to inclusivity and equity within its organizational operations.

Preamble. As a Society dedicated towards one facet of art — the cinematic arts, the diversity of the communities we serve is one of our greatest strengths; this diversity offers extraordinary opportunities for our inducted Members, Chapters, Associates, and Staff to contribute towards the creation and celebration of meaningful stories told through cinema. For our diversity to reach its full potential as a strength, it is important that our commitment to equity and inclusion for all in our community be as strong as it is to diversity. Differences in culture, background, ability, identity, and perspective should be respected and celebrated; the Honor Society of Cinematic Arts (HSCA) has no place for any form of discrimination. It is only by creating a positive climate and inclusive culture that we will meet our vision to cultivate and celebrate excellence in the creation, analysis, enjoyment, and education of the cinematic arts.

Policy Statement. HSCA is committed to creating and maintaining an inclusive environment for all individuals involved in its programs, including but not limited to students, educators, Volunteers, Employees, Directors of the Board, and partner institutions. HSCA prohibits any form of unlawful and/or unethical discrimination and upholds equal opportunity principles in all aspects of its operations. It is the policy of HSCA to ensure that no person shall be subjected to discrimination on the basis of race, color, religion, sex, gender identity or expression, sexual orientation, age, national origin, ethnicity, disability, genetic information, marital status, veteran status, citizenship status, or any other protected category under applicable federal, state, or local law.

Implementation. HSCA will take proactive measures to prevent discrimination and ensure fairness in program delivery and internal governance. Directors and Officers of the Board, Staff, Volunteers, inducted Members, Associates, Chapter Directors, and Chapters are expected to model behavior consistent with this policy and promote inclusivity within their respective roles.

Reporting. Any individual who believes they have been subjected to discrimination in connection with HSCA's activities may submit a complaint to reporting@honorsocietyofcinematicarts.org or any Executive of the Society or any Director of the Board. HSCA will investigate all reports promptly and confidentially and take appropriate corrective action, including Board-level review, if warranted.

Review. This policy shall be reviewed from time to time by the Board of Directors and updated as necessary to remain compliant with applicable law and in ethical standing with the communities it serves.

APPENDIX 2: ANTI-HARASSMENT POLICY

PURPOSE STATEMENT

The following document outlines the Honor Society of Cinematic Arts' commitment to maintaining a safe, respectful, and professional environment across all levels of its educational and organizational programming.

Preamble. The Honor Society of Cinematic Arts (HSCA) recognizes that creativity thrives in environments grounded in respect, empathy, and trust. As an international honor society dedicated to fostering excellence in cinematic arts, we are committed to ensuring that all individuals involved in our community are free from harassment in all its forms. Storytelling is deeply personal; it invites vulnerability and courage. To safeguard these values, we affirm that harassment, intimidation, and coercion have no place within our programs or Chapters. Whether in a classroom, on set, online, or at our events, we are devoted to cultivating an environment where all participants can learn, express themselves, and collaborate without fear of abuse, discomfort, or marginalization.

Policy Statement. HSCA is committed to providing a safe, respectful, and professional environment for all individuals participating in its programs or representing the Society. Harassment of any kind is strictly prohibited and will not be tolerated. Harassment includes any unwelcome verbal, physical, or visual conduct that creates an intimidating, offensive, or hostile environment or unreasonably interferes with participation in the Society's programs. Harassment may be based on, but is not limited to, race, color, religion, sex, gender identity or expression, sexual orientation, age, national origin, disability, or other legally protected categories. Examples of harassment include but are not limited to: offensive jokes or comments; unwanted physical contact; inappropriate or suggestive remarks; visual displays of degrading or abusive material; or intimidation, bullying, and retaliation. Sexual harassment includes unwelcome advances, requests for sexual favors, or other verbal or physical conduct of a sexual nature.

Reporting. Any individual who believes they have been harassed should make a complaint to reporting@honorsocietyofcinematicarts.org or any Executive of the Society or any Director of the Board. HSCA will investigate all reports discreetly and thoroughly. Individuals found to have violated this policy may be subject to disciplinary action, including but not limited to removal from office, termination of participation, or appropriate corrective training. Retaliation against an individual for reporting harassment or participating in an investigation is strictly prohibited and will be subject to disciplinary action.

Review. This policy shall be reviewed from time to time by the Board of Directors and updated as necessary to remain compliant with applicable law and in ethical standing with the communities it serves.

APPENDIX 3: ANTI-HAZING POLICY

PURPOSE STATEMENT

The following document outlines the Honor Society of Cinematic Arts' commitment to ensuring the physical and psychological safety of its program participants by strictly prohibiting hazing in all forms.

Preamble. The Honor Society of Cinematic Arts (HSCA) is a community of safety, dignity, and one which values every student, educator, and associated person affected by its programs; as an honor society dedicated to recognizing and celebrating excellence in the cinematic arts, we believe that induction into our Society should always be earned through merit, effort, and ethical engagement — never through coercion, intimidation, or harm. Hazing, in any form, is not only contrary to our educational values but also poses serious risks to the wellbeing and integrity of the communities that we serve. Whether carried out overtly or subtly, hazing has no place in our Society and will be met with firm disciplinary response as per this zero-tolerance policy.

Policy. HSCA strictly prohibits any form of hazing in connection with Society activities, Member inductions, events, or informal interactions between any community members, including but not limited to students, educators, Members, Associates, Staff, Volunteers, and other participants of our program regardless of consent or intent. Hazing is defined as any conduct that recklessly or intentionally endangers the mental or physical health or safety of a participant; causes embarrassment, shame, humiliation, or undue stress; coerced participation in potentially harmful or degrading activities; or involves the willful destruction of property, verbal abuse, or forced behavior as a condition of acceptance or continuation in a group. This policy applies to all organizational activities, in person, virtual, official, and unofficial.

Reporting. Concerns should be reported to reporting@honorsocietyofcinematicarts.org or any Executive of the Society or any Director of the Board. Retaliation against an individual for reporting or participating in an investigation is strictly prohibited; retaliation will be treated as an additional policy violation.

Review. This policy shall be reviewed from time to time by the Board of Directors and updated as necessary to remain compliant with applicable law and in ethical standing with the communities it serves.

APPENDIX 4: WHISTLEBLOWER PROTECTION POLICY

PURPOSE STATEMENT

The following document outlines the Honor Society of Cinematic Arts' commitment to ethical integrity and organizational accountability through transparent and protected reporting mechanisms.

Preamble. At the heart of our Society is a commitment to honesty, accountability, and principled leadership. The Honor Society of Cinematic Arts (HSCA) depends on the integrity of its community to advance its mission and ensure the ethical execution of its programs. In order to safeguard the public trust and the wellbeing of the people and communities we serve, the Society is committed to maintaining open lines of communication, transparency in decision-making, and protection for individuals who speak up when something is wrong. Whistleblowing is not an act of disloyalty but one of responsibility and service. By encouraging good-faith reporting of concerns without fear of retaliation, we ensure that our organization remains guided by a strong moral backbone.

Policy. HSCA requires its Directors of the Board, Executives, Staff, Volunteers, vendors, and program participants to observe high standards of ethical conduct and compliance. This policy is intended to encourage and enable individuals to raise good-faith concerns regarding unethical behavior, violations of law or regulation, financial impropriety, or breaches of organizational policy without fear of retaliation.

Reporting. Concerns should be reported to reporting@honorsocietyofcinematicarts.org or any Executive of the Society or any Director of the Board. HSCA will investigate all concerns promptly and impartially. Individuals found to be in violation may be subject to disciplinary action, including but not limited to removal from office, termination of participation, or appropriate corrective training. The Board of Directors shall oversee the response process for any allegations involving Executives or Directors of the Board. Retaliation against an individual for reporting or participating in an investigation is strictly prohibited and will be subject to additional disciplinary action.

Confidentiality. To the furthest extent possible, HSCA will preserve the confidentiality of all whistleblower reports. Reports may be made anonymously, though sufficient detail should be provided to allow for a thorough investigation.

Review. This policy shall be reviewed from time to time by the Board of Directors and updated as necessary to remain compliant with applicable law and in ethical standing with the communities it serves.

APPENDIX 5: DATA PRIVACY & PROTECTION POLICY

PURPOSE STATEMENT

The following document outlines the Honor Society of Cinematic Arts' commitment to the responsible collection, storage, protection, and use of personal and organizational data.

Preamble. The Honor Society of Cinematic Arts (HSCA) is committed to maintaining the privacy, integrity, and security of the personal information of its Members, Associates, Volunteers, Chapters, and partners. As a program that operates across schools and digital platforms, and that may work with student data, we understand that the responsible handling of personal information is a core component of public trust. To that end, this policy establishes the principles and protocols for data protection and access.

Policy. HSCA collects, stores, and uses personal and organizational data only for purposes directly related to its mission, including but not limited to Chapter operations, Member induction, communication, and program delivery. Information collected may include but is not limited to: names, contact information, date of birth, institutional affiliation, participation records, film submissions, and event attendance.

Consent and Purpose Limitation. HSCA collects personal data only with informed consent and solely for specific, mission-related purposes. Any optional data collection will be clearly marked as such, and participation will never be conditioned on the release of non-essential personal information.

Acknowledgement of Consent. HSCA will consider any information and data provided of one's own free will as consensual. Information collected this way may not require the collection of a release form or waiver.

Data Minimization. HSCA will only collect data that is relevant and necessary for its programs. Sensitive information, such as information related to minors or educational records, will be collected only with appropriate institutional or guardian consent, when required.

Data Access and Security. Access to personal data is limited to authorized Staff or Volunteers, as deemed fit by the Board or the Office of the President of the Society whose roles require such access. HSCA uses reasonable administrative, technical, and physical safeguards to protect stored information from unauthorized access, misuse, or disclosure.

Third-Party Platforms and Services. Any third-party platform used for data storage or communications shall be periodically vetted for the following qualities: a high level of transparency in their data protection and privacy policies, a history of robust and ethical behavior surrounding the storage of human data, and the presence of a periodic review system to ensure their processes evolve with the ever-changing landscape of data protection and privacy. HSCA will not sell, lease, or nonconsensually share personal data with any third-party, and will only share personal data with external vendors when necessary to deliver its programs.

Data Retention and Destruction. Data will be retained only as long as it is deemed legally and operationally necessary, in accordance with Article VIII: Document Retention & Destruction of the Society's Bylaws.

Access and Correction Requests. Any Member may request to review, correct, or delete their personal information held by HSCA by submitting a written request to the Office of the President of the Society. HSCA will respond to such requests in a timely and respectful manner and may take action at its discretion.

Review. This policy shall be reviewed and affirmed annually by the Board of Directors at its annual meeting and updated as necessary to remain compliant with applicable law and in ethical standing with the communities it serves.