

Seattle Film Commission

By-Laws

ARTICLE I – Legal Authority

The Seattle Film Commission established by Seattle Ordinance 126678 hereby adopts and promulgates these bylaws.

ARTICLE II – Vision and Purpose

The Seattle Film Commission (Commission) is established to advise and make recommendations to the City of Seattle (City) on the development of policies and programs that enhance the economic development of Seattle's Film industry, including promoting the sustainable growth of family-wage jobs for workers who have been historically underrepresented in the industry.

ARTICLE III – Advisory Responsibilities

The Commission shall act in an advisory role to the City to:

1. Inform and influence the regional film industry and community, in partnership with the City, to address disparities caused by systemic racism, so that Seattle is at the forefront of driving equity, diversity, inclusion, and economic prosperity; and
2. Advance the City's economic development priorities in the creative economy by serving as a conduit between the City and the film industry and community to attract and retain local, regional, national, and global business; build inclusive career pathways into the film industry; advise on the development of efforts that reinforce and grow the role of film in the region's content and creative industries.

ARTICLE IV – Commission Structure

Membership

4.1 The Commission will be composed as follows:

- a) Eleven (11) members representing the myriad of Seattle's film industry and community. The members will represent groups:

Position 1 - On-screen talent or their representatives

Position 2 - Film industry labor unions

Position 3 - Advertising and creative agencies

Position 4 - Commercial producers or production companies

Position 5 - Film schools, programs, or film educators

Position 6 - Post-production companies and personnel, such as editors, composers, and post-supervisors

Position 7 - Film production crew, including but not limited to props, sets, wardrobe, make-up, hair, camera, grip, and electric

Position 8 - Film festivals or film content distribution companies

Position 9 - Film location managers

Position 10 - Film organizations belonging to and advocating for communities underrepresented in the film industry

Position 11 - Immersive technology (such as augmented, extended, mixed, and virtual reality) and emerging technology businesses

- b) Membership should reflect the diversity of the City including but not limited to ethnicity, race, age, gender, faith, gender identity and expression. Due to the size of the Commission, it is understood it is possible not every group may be represented.
- c) Applicants for appointment shall have a demonstrated commitment to equity.

<i>Appointment</i>	4.2	Positions numbered 1 through 5 shall be appointed by the Mayor. Positions numbered 6 through 10 shall be appointed by the City Council. Position numbered 11 shall be appointed by the Commission. All members appointed by the Mayor and the Commission shall be confirmed by City Council.
<i>Terms of Service</i>	4.3	The initial terms for positions numbered 1, 4, 7, and 10 shall be for one year. The initial terms for positions 2, 5, 8, and 11 shall be for two years. Initial terms for positions 3, 6, and 9 shall be for three years.
<i>Extension of Term</i>	4.4	Terms may be extended to accommodate scheduling and the confirmation of new commission appointees. The Executive Committee may recommend to the Mayor/Council the extension of an individual's term to either a) one additional year, or b) complete the equivalent of two three-year terms. No member shall serve more than two consecutive terms.
<i>Duties of Commissioners</i>	4.5	<p>The duties of the Commissioners are as follows:</p> <ul style="list-style-type: none"> a) Attend all Commission meetings, functions, and events; b) Read and become familiar with the Commission By-Laws; c) Be informed about the Commission's vision, purpose, programs, and policies; d) Review agenda and supporting materials prior to Commission and committee meetings; e) Serve on at least one Commission committee or similarly created body; f) Understand that the individual Commissioner has no specific organizational authority except as delegated by the Commission and that the overall authority is the Commission as a whole; g) Commissioners are authorized to speak publicly on behalf of the Commission; h) Commissioners shall refrain from communicating with the media regarding the actions, decisions, business, or affairs of the Commission without prior notification to the Commission; i) All official statements from the Commission shall be approved by the Commission and signed by the Chair; j) Respect and protect Commission's Confidential Information (including business and financial information, work product, Board or Committee deliberations, or other proprietary information of the City), and protect against unauthorized use or disclosure of any confidential information, unless required otherwise by the Public Records Act or other applicable law;

- k) Refrain from using or disclosing Confidential Information of the Commission for any personal benefit, the benefit of any third party, or for any other unauthorized purpose; and
- l) Make clear and measurable commitments to film jobs, diversity, equity, and inclusion in all actions, including and not limited to advisory responsibilities (4.1) and designated standing and issues committees (4.17), prioritizing promoting the sustainable growth of family-wage jobs for workers who have been historically underrepresented in the industry and addressing disparities caused by systemic racism.

Compensation 4.6 Members will serve without pay, but members may request compensation if participating on the Commission presents a financial hardship per Ordinance 126678 related to the Commission.

Attendance 4.7 All Commissioners are expected to regularly attend Commission meetings in person or by pre-arranged remote communication.

Commissioners are expected to notify the Office of Economic Development Staff Liaison or Commission Chair(s) in advance of a scheduled Commission meeting, stating the specific reason for an absence. If a Commissioner fails to provide such notification and accrues three (3) unexcused or four (4) excused absences within a 12 month period may be recommended for removal from the Commission.

An excused absence shall be defined as an absence due to one or more of the following: (1) illness; (2) out-of-town trip; (3) emergency; or (4) work-related business. Absences for any other reason shall be unexcused.

Following the third (3rd) unexcused or fourth (4th) excused absence, The Chair shall discuss with that Commissioner the attendance failures, and shall inquire whether the Commissioner wishes to continue serving. Then, the Executive Committee shall discuss the matter at a regularly scheduled meeting and consider the facts or circumstances contributing to the commissioner’s absence record, prior to making a recommendation to the commission. A quorum vote, defined as a majority of the voting Commission body, is required to remove a Commissioner due to attendance.

Leave Policy 4.8 If a Commissioner anticipates an extended absence from their Commission activities, or at any time before a Commissioner accrues three (3) unexcused or four (4) excused absences within a 12-month period, they shall immediately submit a written request for a leave of absence to the appropriate appointing authority with a copy sent to the Commission mailing address for review and decision. The written request shall state the reasons for the request and the expected date of return to active participation on the Commission. A leave of absence shall not be for more than a four month period.

Resignation 4.9 Any Commissioner may resign in writing, and submit such resignation to the appropriate appointing authority, and to the Commission mailing address.

Removal of Commissioners 4.10 The Mayor may remove any of the 5 members appointed by him/her/them. The City Council may by majority vote remove any of the 5 members

appointed by them. The Commission may by majority vote remove the 11th member appointed by them.

- Vacancies* 4.11 Vacancies will be filled for unexpired terms in a manner similar to original appointment.
- Officers* 4.12 The Commission shall by a majority vote elect one Chairperson for a one-year term, and one Vice Chairperson for a one-year term. The Vice Chair shall serve as Chair in absence of the Chairperson. The Chair and Vice Chair are the two elected officers of this Commission.
- Qualifications to Serve as Officer* 4.13 For successive years following the first one-year term, Commissioners must serve six months on the Commission before becoming eligible for election to office.
- Duties of Chair* 4.14 The Chair shall exercise general supervision over the Commission's business and affairs, performing all duties incidental to the office and those required by the Charter of the City, law, ordinance, and these by-laws, as well as those duties that are properly delegated by the Commission.

The Chair will preside at all meetings and have those powers generally assigned such an officer. The Chair will act as spokesperson for the Commission and as its representative at meetings with other organizations and committees unless such representation is otherwise authorized by the Commission. The Chair may, however, delegate to any Commission member or the staff performance of any duties imposed by this section. No pronouncement made as spokesperson or representative will obligate or commit the Commission except as provided by these by-laws or unless authorized by the Commission.

The Chair may adjust, for good and sufficient reason, the regular convening time of meetings and hearings as set forth in these by-laws in Article 5.1. Every effort will be made to advise, at least twenty-four (24) hours in advance of adjusted convening time, each Commission member, the City Calendar Staff, and the public.

- Committees* 4.15 The Commission, by resolution adopted by a majority of Commissioners, may designate or appoint one or more standing committees, each of which shall consist of two or more Commissioners. Such committees shall have and exercise the authority of the Commissioners in support of the Commission.

The designation and appointment of any such committee and delegation thereto of authority shall not relieve the Commission or any individual Commissioner of any responsibility imposed upon them by appointment.

The Chair serves as ex-officio on all committees.

- Executive Committee* 4.16 The Commission Officers, Chair and Vice Chair, and Chair of each standing committee comprise the Executive Committee. The Executive Committee is empowered to conduct the administrative affairs of the Commission between the regular meetings and to represent the Commission and take

public positions on an interim emergency basis. These powers are subject to ratification of the full Commission at the next Commission meeting. Executive Committee meetings may include a representative from individual committees at the discretion of the Chair.

The Executive Committee is staffed by the Office of Economic Development.

*Designated
Committees*

- 4.17 The Commission will have two types of committees: Standing committees and issues committees. Both committee types shall develop clear and measurable commitments to film jobs, diversity, equity, and inclusion as detailed in section 4.5.1 above.

Standing committees. Only Commissioners may serve as voting members of standing committees. The Commission Chair may ratify appointment of non-Commissioners as non-voting members to standing committees on a case-by-case basis. Seattle residents shall be prioritized for non-Commissioner membership.

- a) *Executive Committee:* Focus on governance, nomination and overall Commission operation and effectiveness
- b) *Policy:* Focus on City policies and initiatives related to film, and City and regional planning to support film
- c) *Economic and Workforce Development:* Focus on workforce development and training pipelines, job and small business growth, and attraction and retention of film business
- d) *Marketing and Branding:* focus on image, branding, and marketing Seattle as a premier filmmaking destination locally, regionally, nationally, and globally

Issues Committees. The Commission may establish Issues Committees as needed to implement the work of the Commission as outlined in the annual work plan. The Commission Chair may appoint non-Commissioners to Issues Committees on a case-by-case basis.

Committee Chairs

- 4.18 A committee Chair and Vice Chair will be selected by the current committee members, voted on and carried by a three-quarter (3/4) vote of a quorum of that committee.

Committee chairs must be Commissioners and will serve one-year terms on that committee. The chair of each committee is responsible for submitting the committee's annual work plan. Committee chairs are also responsible for calling meetings, facilitating meetings, keeping minutes at meetings, and documenting committee activities. Committee chairs are responsible for reporting on committee plans and activities at regular Commission meetings.

*Appointments and
Commission
Representatives*

- 4.19 With the approval of the Commission, the Chair may designate representatives from the Commission and staff, or other individuals with the appropriate qualifications, to serve on special purpose committees or organizations as is deemed necessary. Such representation shall be in an advisory or observation capacity only. When such representatives are appointed, their duties and terms may be defined in writing and attached to these by-laws.

Act as Body 4.20 The Commission acts as a body in making its decisions and announcing them. No member may use agency letterhead or speak or act for the Commission without prior authorization from the Chair.

Address 4.21 The address of the Commission shall be:

Office of Economic Development
City of Seattle

Mailing Address:
P.O. Box 94708
Seattle, WA 98124-4708

Street Address:
700 5th Avenue, Suite 5752
Seattle, WA 98124-4708

ARTICLE V - Meetings

*Public Meetings:
Time and Place* 5.1 All regularly scheduled meetings of the full Commission, except those at which personnel matters will be discussed, will be open to the public.

The Commission shall be administratively supported by the Seattle Office of Economic Development, and shall meet once per month on a schedule established by the Commission.

All meetings shall begin with a statement recognizing that we are on Indigenous land, the traditional and current territories of the Coast Salish people:

"We would like to acknowledge that we are on the traditional land of the first people of Seattle, the Duwamish People past and present and honor with gratitude the land itself and the Duwamish Tribe."

At the discretion of the Chair, additional meetings may be scheduled as necessary, and notice given as required by the Open Public Meetings Act, RCW Chapter 42.30.

*Annual Meeting
with Seattle Music
Commission* 5.2 The Commission will meet once annually with the Seattle Music Commission. The date, time, and location of the meeting shall be scheduled between the Commission and the Seattle Music Commission, and shall be administratively supported by the Seattle Office of Economic Development, and given notice as required by the Open Public Meetings Act, RCW Chapter 42.30.

Special Meetings 5.3 Special meetings of the Commission may be held whenever and wherever the Commission may determine. The Chair may call such meetings. The Chair will issue such a call at his/her/their discretion, or upon the written request of five (5) or more Commission members.

- Committee Meetings* 5.4 Individual Committee meetings are not open to the public and will be held at the Commission offices unless reason exists to hold them at another location. Meetings will be scheduled in advance by the Committee Chair, in consultation with Office of Economic Development staff; an agenda will be prepared at the direction of the Chair and its substance conveyed to all Commissioners.
- Meeting Accessibility* 5.5 All meetings of the Commission shall be held in facilities that are accessible to persons with physical disabilities.
- Agenda & Advance Notice for Regularly Scheduled Public Meetings.* 5.6 The Commission staff will prepare and the Chair approve an agenda for each public meeting, prior to the meeting. Additional agenda items may be proposed by any member of the Commission.
Each Commission member will receive advance notice of each regularly scheduled Commission meeting, and the agenda.
- Quorum & Voting* 5.7 A majority of the current members of the Commission constitute a quorum in Commission meetings. In committee meetings, the majority of all committee members is a quorum, with a minimum of two votes unless explicitly stated in these ByLaws. Provided there is a quorum, a majority of those present are required to ratify a vote.
- Proxies* 5.8 Members may vote by proxy at regularly scheduled Commission meetings if expressly prearranged and/or permitted by the Chair or Vice Chair. Voting by proxy shall be accomplished via email within twenty-four (24) hours before, if the vote is scheduled, or twenty-four (24) hours after the issue comes before the Commission or Committee.
- Books & Records Public* 5.9 All books and records of the Commission will be open to public inspection, either on the Commission's public website or via public records disclosure request made to the City, with the exception of personal contact details of individual Commissioners. Public records requests shall be redacted to protect such personal information prior to being produced.
- Annual Report* 5.10 The Commission will annually make a report to the Mayor and City Council outlining the Commission's goals and objectives, and progress toward achieving them; describing its programs and the amount of business transacted; and containing recommendations as to any legislation deemed necessary or advisable by the Commission to improve the service rendered by the Office of Economic Development.
Members of the Commission will be given an opportunity to review the draft of the annual report.

- minutes* 5.11 Minutes of all Commission public meetings will be promptly recorded and maintained and available for public inspection.
- Meeting minutes will consist primarily of a record of action taken and may be framed generally in accord with Robert's Rules of Order Newly Revised. A hard copy of Robert's Rules of Order – Simplified will be available at each regularly scheduled meeting.
- Minutes of each meeting will be subject to vote by the Commission at each regularly scheduled subsequent meeting, and approval shall be carried by a three-quarter (3/4) vote of a quorum of the commission. Approved minutes shall be signed by the Chair and kept in the record.
- Minutes in proposed form for any particular Commission or Committee meeting will be forwarded to each member prior to the subsequent meeting for appraisal and action at such subsequent meeting.

ARTICLE VI - Miscellaneous

- Adoption* 6.1 The Commission will adopt these by-laws for the conduct of its business. Copies of such by-laws shall be made available for public inspection.
- Rules of Order* 6.2 The rules contained in Robert's Rules of Order Newly Revised may govern this Commission in cases to which they are deemed applicable and in which they are not inconsistent with these by-laws.

ARTICLE VII - Ethics

- City Code of Ethics* 7.1 The Commission may observe the Code of Ethics of the City as deemed necessary by the Executive Committee, however this Commission is not bound by the provisions of the aforementioned Code.

ARTICLE VIII - Amendments

- Amendments shall be voted* 8.1 These bylaws may be amended at any regular or special meeting of the Commission by a three-quarter (3/4) vote of a quorum of the Commission in office at the time of such meeting, provided the proposed amendment was submitted to the Commission at its last meeting and that at least two weeks prior to the meeting at which the amendment is voted upon, such amendment had been reduced to writing and was sent to all committee members with a notice that it would be considered.
- Dates of Amendment* 8.2 4/24/23 - First Draft of ByLaws submitted to full Commission by Office of Economic Development
5/22/23 - Final Draft of ByLaws submitted to full Commission by Office of Economic Development and APPROVED for entry into the record