

**BYLAWS OF THE
ATLANTA FILM CRITICS CIRCLE
A NOT-FOR-PROFIT ORGANIZATION**

ARTICLE I — ORGANIZATION AND LEGAL STATUS

1. NAME. The name of the organization shall be the Atlanta Film Critics Circle, aka AFCC.

2. LEGAL STATUS.

- (A) **Formation Under Georgia Law.** The Atlanta Film Critics Circle (the "Association") is an unincorporated nonprofit association organized and operated for nonprofit purposes. The Association shall have the powers and capacities granted under all applicable law (including but not limited to OCGA Sec. 14-3-101 through 14-3-192), including the authority to enter into contracts, hold and manage property, and sue or be sued in the name of the Association.
- (B) **Nonprofit Purpose.** The Association is organized exclusively for nonprofit, educational, and cultural purposes, including the promotion and recognition of film criticism and the advancement of public understanding and appreciation of cinema. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, or officers, except for reasonable compensation for services rendered and reimbursement of authorized expenses.
- (C) **Liability.** To the fullest extent permitted by Georgia Law and other applicable law, no member, officer, or person acting on behalf of the Association shall be personally liable for the debts, obligations, or liabilities of the Association solely by reason of serving in such capacity.
- (D) **Construction.** These Bylaws shall be interpreted and applied consistently with the Georgia Uniform Unincorporated Nonprofit Association Act and other applicable provisions of Georgia law governing nonprofit associations.

ARTICLE II — MISSION

Composed of a dynamic mix of Atlanta-based critics, the AFCC's mission is to establish a national presence for a film critics group in Atlanta and to foster a vibrant film culture in Atlanta, a city with a significant and growing presence in both film production and the broader entertainment industry.

ARTICLE III — MEMBERSHIP

1. ACTIVE MEMBERSHIP.

- (E) An active member is defined as a member who:

1. writes film criticism or produces adjacent subject matter expertise (including podcasts, video essays, entertainment journalism, or academic work) for print, radio, or online media;
2. lives in the Atlanta Metro Area or writes for a primarily Atlanta-based audience;
3. regularly contributes criticism to their outlet throughout each calendar year; and
4. votes in the group's annual awards poll by the stated deadline.

(F) Failure to vote in the annual awards poll shall result in removal from active membership as described in Section 6 of this Article.

2. BALLOT REQUIREMENTS.

(G) To maintain active membership status, members must complete at minimum their Top 10 Films selection on the annual awards ballot.

(H) Ballots that do not meet this minimum requirement will be considered invalid and the member will be subject to removal as described in Section 6 of this Article.

3. EXTENUATING CIRCUMSTANCES.

(I) If an active member is unable to vote in the annual awards poll due to extenuating circumstances (including but not limited to medical emergency, family crisis, or other extraordinary situation), they may petition the officers for an exemption.

(J) The Chair and Vice Chair shall evaluate such requests on a case-by-case basis. Each member is eligible for no more than one such exemption during their membership, regardless of circumstance.

(K) A member who receives an exemption maintains their active membership status for that awards cycle only.

4. MEMBER VERIFICATION.

(L) A member's active status shall be verified annually by the Chair and Vice Chair following the close of each awards cycle.

(M) Members who no longer satisfy the requirements of active membership shall be notified in writing prior to any change in their membership status.

5. NEW MEMBERS.

(N) Applications for new membership shall be accepted during the month of February only. New member announcements shall be made by the first week of March.

(O) All applicants must satisfy the following requirements:

5. Have been a film critic or adjacent subject matter expert (as defined in Section 1 of this Article) producing work for a minimum of 5 cumulative years;
6. Regularly contribute criticism to their outlet throughout each calendar year;

7. Provide the review group with a variety of examples, links, or press clippings to display scope and quality of work;
 8. Commit to maintaining AFCC's requirements for active membership, including voting in the annual awards, if application is approved; and
 9. Live in the Atlanta Metro Area or write for a primarily Atlanta-based audience.
- (P) All applications must be reviewed and approved by the officers and such additional members as the Chair may designate to assist with the evaluation process.
- (Q) A simple majority vote among this review group shall be required to approve new member applications.
- (R) Applications may be rejected. Rejected applicants may reapply in subsequent years through the standard application process.

6. REMOVAL OF MEMBERS.

- (S) **Administrative Removal.** Membership shall terminate automatically if a member no longer satisfies the active membership requirements set forth in Sections 1 and 2 of this Article. Such termination is ministerial and non-discretionary and may be recorded by the officers upon verification of ineligibility. No vote of the membership is required.
- (T) **Removal for Conduct.** A member may be removed for serious misconduct by a simple majority vote of the full membership. Grounds for removal are limited to:
10. harassment or threatening behavior toward fellow members;
 11. conduct that materially harms the Association's reputation or public standing;
or
 12. actions that fundamentally undermine the integrity or mission of the Association.
- (U) **Notice and Opportunity to Respond.** Before any conduct-based removal vote, the member shall receive written notice of the proposed grounds for removal and shall be given a reasonable opportunity to submit a written response and/or address the membership prior to the vote.
- (V) **Reapplication After Conduct Removal.** A member removed for misconduct shall not be eligible for reinstatement absent approval by a two-thirds (2/3) vote of the full membership.
- (W) **Protection of Expression.** Differences of opinion, political views, aesthetic judgments, or public critical positions shall not constitute grounds for removal.

ARTICLE IV — OFFICERS AND COMMITTEES

The business and activities of AFCC shall be administered by the following officers, whose individual duties are defined herewith:

1. THE CHAIR shall oversee all administrative elements of the organization, including: communication with members; external communication with film studios and their representatives; drafting and dissemination of the annual awards press release; overseeing AFCC's digital presence and social media platforms; ensuring that the vote counting process occurs in a timely fashion; and setting dates for any necessary meetings. The Chair shall file any certificate required by any statute, federal or state.

2. THE VICE CHAIR shall provide administrative support and guidance to the Chair and assume the duties of the Chair in the case of absence or incapacity. The Vice Chair shall also: coordinate membership application review activities; manage the vote-counting volunteer process; chair advisory committees; act as parliamentarian during any membership votes or disputes; and maintain the membership roster.

3. THE SECRETARY shall support the Chair and Vice Chair in the administration of AFCC's activities. The Secretary's duties include: recording and distributing minutes from officer meetings; maintaining organizational records and correspondence; assisting with membership communications; and other administrative functions as determined by the officers collectively.

4. TERMS AND ELECTIONS. Officers shall be elected by the membership to three-year terms, with a maximum of two consecutive terms in any single position. A two-term Chair may not run for Chair again under any circumstances, and must sit out one full term before seeking any other officer position. Vice Chair and Secretaries who have served two consecutive terms may immediately seek any other officer position. Elections shall take place in January when terms expire.

5. ELECTION PROCESS.

(X) **Nominations.** In years when elections are scheduled, members may nominate themselves for any officer position. The nominations period shall open on January 1st and close on January 7th. Any active member in good standing is eligible to run for office.

(Y) **Administration.** Elections shall be administered by the current officers. In the event that an officer is a candidate in the election, the remaining non-candidate officers shall administer the election. If all officers are candidates, the membership shall designate a neutral party to administer the election.

(Z) **Voting.** Voting shall open following the close of nominations and shall remain open for a minimum of seven days. Results shall be announced before the end of January.

(AA) **Uncontested Positions.** If no candidate comes forward for a position, the current officers shall solicit nominees from the active membership. If a position remains unfilled, it shall be filled by special election as described in Article IV:6.

(BB) **Tie Votes.** In the event of a tied vote for any officer position, a runoff election between the tied candidates shall be held within seven days.

(CC) **Inaugural Election.** The timing and administration of the first election following ratification of these bylaws shall be determined by the Advisory Board.

6. OFFICER VACANCIES. In the event of a mid-term vacancy, a special election shall be held to fill the position. The Vice Chair shall serve in an interim capacity for Chair vacancies until a special election is completed.

7. REMOVAL OF OFFICERS.

- (DD) **Grounds for Removal.** An officer may be removed for gross malfeasance or upon a loss of confidence by the membership.
- (EE) **Initiation.** Any active member may initiate removal proceedings by submitting a written statement of grounds to the remaining officers.
- (FF) **Notice and Opportunity to Respond.** The officer subject to removal shall receive written notice of the proposed grounds and shall be given a reasonable opportunity to submit a written response and/or address the membership prior to any vote.
- (GG) **Vote.** Removal requires a simple majority vote of the full active membership. The officer subject to removal shall not vote on the matter.
- (HH) **Interim Coverage.** In the event of the Chair's removal, the Vice Chair shall assume the Chair's duties until a special election is completed.

8. OFFICER MEETINGS.

- (II) Officers shall convene a minimum of two meetings per calendar year. Meetings may be held in person, via telephone, or by video conference.
- (JJ) Following each meeting, the officers shall distribute detailed minutes to the full membership within thirty days.
- (KK) Additional meetings may be called at the discretion of the Chair or upon written request of any two officers.

9. ADVISORY COMMITTEES. The Chair may establish advisory committees as needed to support the organization's activities. Such committees may include but are not limited to: membership review, awards category oversight, documentary film selection, or other specialized functions. Committee members shall be selected by the Chair on a volunteer basis and shall serve at the Chair's discretion. Advisory committees provide recommendations only and have no decision-making authority.

ARTICLE V — ANNUAL AWARDS

1. PURPOSE. AFCC shall honor annually the best films released in theaters within the United States, along with the best filmmakers, actors, and screenwriters.

2. AWARD CATEGORIES. AFCC shall recognize excellence in film through various competitive categories as determined annually by the membership. Categories may include but are not limited to: acting, directing, writing, technical achievements, and special recognition awards. The specific categories for each awards season shall be established by the officers with input from the membership. New categories may be added, and existing categories may be modified or retired, by a simple majority vote of the membership.

3. FILM ELIGIBILITY. A film is eligible for AFCC's awards if it has been made widely available to Atlanta critics, either by screening, screener, or theatrical release in the Atlanta market, by the communicated deadline set by the Chair. Any disputes regarding film eligibility shall be resolved by the Chair and Vice Chair.

4. VOTING TIMELINE. The annual AFCC awards voting shall run for a minimum of seven consecutive days, opening no earlier than November 15th and closing no later than November 30th. Results shall be announced as soon as practicable following the close of voting, with the goal of being among the first critics groups to announce annually. The Chair shall set and communicate specific dates to the membership in advance of each awards cycle.

5. VOTE TALLYING. Votes shall be tallied by volunteer vote-counters selected from within the membership. If sufficient volunteers cannot be secured, vote tallying shall be the responsibility of the officers.

6. RESULTS ANNOUNCEMENT. The Chair shall draft and distribute a press release announcing the results of the awards to all AFCC members, all publicists that work with AFCC, and media outlets and websites that publish the awards lists of critics' groups. Members shall be encouraged to share the awards announcement with their contacts and on social media platforms once the stated press embargo lifts.

ARTICLE VI — VOTING PROCEDURES

1. ROUTINE OPERATIONS. Officers shall have authority to conduct the routine business of the organization as defined in these bylaws without requiring membership votes. This includes but is not limited to: coordinating the annual awards process, communicating with studios and publicists, managing the membership roster, maintaining the website and social media, and other administrative functions necessary to fulfill AFCC's mission.

2. MAJOR INITIATIVES REQUIRING VOTES. Any major initiative beyond the routine business of the organization shall require a membership vote. This includes but is not limited to: establishing film festivals or other public events; forming partnerships or affiliations with other organizations; adding, modifying, or retiring awards categories; or any other significant expansion of AFCC's scope or activities. A simple majority of active members must participate to constitute a quorum for such votes, and approval requires a simple majority of votes cast.

3. BYLAW AMENDMENTS. Changes to these bylaws require a two-thirds (2/3) supermajority vote of active members, with a quorum of at least fifty percent (50%) of active members participating.

4. MEMBER VOTING RIGHTS. All active members shall have one vote in major organizational decisions, bylaw amendments, and the annual awards. There shall be no proxy voting.

5. NOTICE OF VOTES. The Chair shall provide notice of any votes on major initiatives or bylaw changes to all members at least ten (10) days before the scheduled voting deadline.

6. DISPUTES. Any disputes regarding what constitutes a major initiative, voting eligibility, vote counting, or results shall be resolved by the Chair and Vice Chair acting jointly as parliamentarians. If the dispute involves the officers themselves, the matter shall be brought to a vote of the full membership.

ARTICLE VII — COMMUNICATIONS

1. OFFICIAL REPRESENTATION. The Chair and Vice Chair shall serve as official spokespersons for AFCC in communications with film studios, publicists, and media outlets.

2. MEMBER COMMUNICATION. Any member may speak about AFCC's awards and the organization to the broader public. Members are encouraged to share awards announcements and promote the organization's work.

3. PRESS EMBARGO. Members shall respect the stated press embargo for awards announcements as communicated by the Chair. Results may only be shared publicly after the embargo has lifted.

ARTICLE VIII — FINANCIAL MATTERS

1. MEMBERSHIP DUES. There shall be no membership dues or fees of any kind assessed against members of AFCC.

2. ORGANIZATIONAL EXPENSES. AFCC shall not incur debts, expenses, or financial obligations of any kind. No officer shall receive any salary or compensation for their service.

3. FISCAL YEAR. The fiscal year of AFCC shall run from January 1st through December 31st of each calendar year.

ARTICLE IX — AMENDMENTS

1. PROPOSAL OF AMENDMENTS. Any active member may propose amendments or revisions to these bylaws.

2. RATIFICATION. Any amendments or revisions to these bylaws must be ratified by a two-thirds (2/3) supermajority vote of the active membership, with a quorum of at least fifty percent (50%) of active members participating. These bylaws shall be ratified upon approval by a simple majority vote of the active membership.

3. EFFECTIVE DATE. These bylaws shall become effective upon ratification by the membership. The date of ratification and the names of ratifying members shall be recorded in the organization's records.

Drafted: February 2026
Ratified: March 16, 2026