

BYLAWS OF TV WRITERS FUND FOR THE FUTURE

A FUND OF THE TV WRITERS TV WRITERS QSF II

Adopted by the Board of Governors October 26, 2011

ARTICLE I. NAME AND AUTHORITY

The TV Writers Fund for the Future (“FFF” herein) is established pursuant to the Settlement Agreement in nineteen TV Writers Cases (“SA” herein), effective January 10, 2011, and shall be maintained and administered as a separate portion of the Qualified Settlement Fund II (“QSF II” herein) in accordance with these Bylaws until QSF II is closed and a successor organization is established in accordance with these Bylaws and the SA.

ARTICLE II. PURPOSES

1. The FFF is created and funded exclusively to carry out the following purposes stated in the SA for the benefit of qualified members of the Settlement Class in the TV Writers Cases who have not waived the benefits of the FFF (“Beneficiaries” herein). The FFF may not sponsor or fund, in whole or in part, any activity that is not within the scope of the programs stated in this Article II.

- a. The FFF may sponsor television writing industry networking events (*e.g.*, screenings, readings, dinners, workshops). Participation in such events by any person or entity shall be completely voluntary. Participation in such events may be subject to a fee to defray expenses.
- b. The FFF may offer grants or loans to Beneficiaries to finance (or partially finance) the preparation, publicizing, marketing and dissemination of television or movie-format scripts, shorts, presentations, pilots, new media, internet or similar audio/visual works. The FFF may also sponsor or co-sponsor competitions open to Beneficiaries, including awards, for such writing. The purpose of such awards, grants or loans shall be to increase the writer’s chances of obtaining Television Writing Opportunities. Pursuant to its rules, and subject to availability of funds, the FFF Board of Governors shall approve awards, grants or loans for this purpose based on criteria consistent with the SA. Criteria for making all such awards, grants or loans shall be specified in the notice of each such program grant, award or loan opportunity. All such notices shall be posted on the FFF website.
- c. Directly or through a third party, the FFF may provide emergency social welfare loans (*i.e.*, food, medical care, transportation, or shelter) to individual Beneficiaries who meet financial need criteria approved by the FFF Board of Governors.
- d. The FFF may pay for a study that explores ways to enhance Beneficiaries’

access to medical insurance and/or financial resources to supplement pensions including but not limited to annuities.

2. The FFF may be used to pay the salary of the Executive Director and his/her staff and the General Counsel (said staffing not to exceed normal and customary staffing for similarly funded charitable endeavors and such salaries not to exceed normal and customary wages and benefits for similar charitable positions), to pay normal and customary operating expenses and professional fees, and to fund one or more of the permissible activities stated in this Article II.

III. COURT AND QSF II TRUSTEE OVERSIGHT

1. The Trustees of QSF II shall supervise and be accountable for the holding, investment, and disbursement of the FFF funds for as long as QSF II exists, and shall not be employed by or serve on the FFF Board of Governors. In carrying out all his, her, or its duties with respect to the Fund for the Future, the Trustees of QSF II shall act in a fiduciary capacity with respect to the Beneficiaries.

2. The QSF II trustees shall assure that correct books of account of all the business and transactions are maintained by the FFF.

3. The QSF II Trustees shall have such other duties and responsibilities as are specified in these Bylaws throughout the existence of the QSF II.

4. The QSF II Trustees shall be solely responsible for the issuance of checks or other disbursements of \$500.00 or more throughout the existence of the QSF II.

5. The Los Angeles County Superior Court (“Superior Court” herein) retains continuing jurisdiction to review all operations and expenditures of the FFF and authority to make orders concerning its conduct and activities, and the disposition of its funds and assets until the QSF II is formally closed. The Trustees shall file an annual report with the Superior Court, including the audit, summarizing the activities of the FFF during the prior year.

IV. BOARD OF GOVERNORS

1. The business of the FFF shall be governed by an unpaid Board of Governors (“the FFF Board”) made up of Beneficiaries.
2. During its first three-years, beginning in 2011, and until the QSFII is closed, the selection of FFF Board members shall be subject to the oversight of the QSFII Trustees.
3. The initial members of the FFF Board of Governors shall be appointed by the Trustees of QSF II in accordance with the following procedures.

a. The FFF website shall solicit nominations for the FFF Board positions and provide a mechanism for the Beneficiaries to submit any

information regarding the qualifications of the nominee(s).

b. All nominations and supporting information will be forwarded to the FFF General Counsel or his or her designee for review. (The designee may not be the Trustees of QSF II.) The General Counsel or his/her designee will review the materials provided. The General Counsel then shall provide the Trustees of QSF II with a list of candidates to be considered and/or further investigated for the positions.

c. The Trustees of QSF II shall select the first Board of Governors from the list of Beneficiaries compiled by the General Counsel or his/her designee from the nominations received.

2. The initial FFF Board shall have five members. Three (60%) of these members shall serve three-year terms, and two (40%) of these members shall serve two-year terms. All subsequent terms shall be for two years. Each Board member is eligible for re-election at the end of his or her term, without limitation. The number of Board members may be increased to fifteen (15) by a vote of two-thirds of the Board.

3. Upon the expiration of the two-year terms of the initial members of the FFF Board, their successors shall be nominated for terms of two years at the annual meeting of the FFF Board by the affirmative vote of two-thirds of the FFF Board members present at that meeting. Upon expiration of the initial three-year terms of the members of the FFF Board, their successors shall be nominated for terms of two years at the annual meeting of the FFF Board by the affirmative vote of two-thirds of the FFF Board members present at the annual meeting. Persons so nominated to serve on the Board shall be deemed elected upon approval of the Trustees during the oversight period. Thereafter, they shall be nominated by the Governance Committee and elected by the affirmative vote of two-thirds of the FFF Board members present at the annual meeting.

4. Vacancies in the FFF Board shall be deemed to exist in the event of the death, resignation or removal of a member of the FFF Board, or in the event of an increase in the size of the Board. Notice of vacancies on the Board shall be posted on the FFF website. Nominations received shall be reviewed by the Board (or, at the request of the Board, the Governance Committee, which shall make recommendations to the Board) and the Trustees. All such vacancies may be filled by the FFF Board at a regular or special meeting, by the affirmative vote of two-thirds of the FFF Board members present at such meeting, subject to the approval of the Trustees during the period of Trustee oversight. FFF Board members elected to fill a vacancy shall hold office for the remaining portion of the term of the FFF Board member whose death, resignation or removal caused the vacancy, or, in the case of an increase in the size of the FFF Board, until the next annual meeting of the FFF Board at which time s/he may be nominated and elected for a full two-year term.

5. The FFF Board shall have a fiduciary duty to the Beneficiaries to distribute all awards, loans and grants fairly and in accordance with the procedures set forth herein. In

all matters, including meetings and communications, Board members shall abide by the Standards of Conduct set forth in Article XII.

6. The FFF Board shall direct the preparation and dissemination of an annual written report, including an accounting, regarding the FFF activities in the preceding year. This report shall be available to the public and shall be posted on the FFF website as soon as practicable following Board approval. The annual report shall include information about the emergency loan fund but shall not disclose the names of any Beneficiaries who receive emergency loans.

7. The FFF Board may establish unpaid liaison and advisory committees to advise the Executive Director and FFF Board.

8. Regular meetings of the FFF Board shall take place not less than three other times during the year on dates and at locations to be determined by the Chair of the Board. Additionally, all Beneficiaries shall be invited to attend the annual meeting of the FFF Board shall be held during the last month of each fiscal year at a location that the Board deems appropriate for attendance by interested FFF Beneficiaries

a. Notice of regular meetings shall be given to each FFF Board member by email, fax or personal delivery at least ten (10) days before each date. Notice of a special meeting must be given at least two (2) days in advance of such a meeting by the same means. Notice of the Annual Meeting shall be posted on the FFF website at least fifteen (15) days before the date thereof.

b. Meetings of the Board shall generally be conducted in accordance with Robert's Rules of Order, with due allowance for modifications appropriate to the size and business of the Board.

c. One half of the FFF Board members in office, present in person, shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the FFF Board.

9. Except as otherwise expressly required by law, or provided in these Bylaws, the action of a majority of the members of the FFF Board present at a meeting at which a quorum is present shall be the action of the FFF Board. Any or all FFF Board members may participate in a meeting of the FFF Board, or a committee of the FFF Board, by means of telephone or by any other means of communication by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting. The Board shall adopt Special Rules for the conduct of meetings that include participants by telephone or video.

10. A member of the FFF Board may be removed before expiration of his/her term with or without cause by a vote of two-thirds of the members of the FFF Board.

11. The FFF Board shall have the control and management of the affairs and business of the FFF, subject to the oversight of the QSFII Trustees during the oversight period. However, in between meetings of the Board, and to the extent permitted by these Bylaws, the Executive Committee, as described below, may act on behalf of the FFF Board with its authority. The FFF Board may also delegate specific responsibilities for day-to-day operations of the affairs of the FFF to an Executive Director, who shall report to the FFF Board.

V. EXECUTIVE DIRECTOR AND GENERAL COUNSEL

1. The FFF shall have an executive director (“Executive Director” or “ED”) who shall administer the FFF under the supervision of the FFF Board. The Executive Director’s qualifications shall include experience operating a charitable organization or business, or comparable administrative or management experience. The FFF Board shall select the Executive Director, subject to the approval of the Trustees of QSF II. S/he shall be accountable to the FFF Board, who shall fix his or her compensation annually following a performance review. The ED’s compensation shall not exceed an amount that is normal and customary for such a position and shall be for services which are reasonable and necessary for the performance of the FFF’s purposes.

2. The Executive Director shall have general charge of the day-to-day affairs of the FFF, and shall be responsible for administering the FFF, under the direction and control of the FFF Board. S/he shall report directly to the President of the FFF Board on a day-to-day basis. The Executive Director shall have the authority to sign checks in amounts under five hundred (500) dollars, provided that (a) the total of all checks issued to a single payee in a thirty-day period does not exceed \$500.00, and (b) a record of all such checks is regularly maintained on a daily basis and is available for monthly inspection by the Treasurer and the QSF II Trustees. Checks in the amount of \$500.00 or more must be co-signed by a QSFII Trustee. Subject to these limitations, and to the responsibilities of the QSF II Trustees, s/he also shall have charge of, and is responsible for, all receipts and disbursements of the FFF and shall deposit, or cause to be deposited, on behalf of the FFF, all moneys and other valuable effects in such banks or other depositories as shall, from time to time, be designated by the QSF II Trustees.

3. The duties of the Executive Director shall include recommending to the FFF Board which programs, subject to Article II hereof, to fund in any given year; reporting to the FFF Board and Trustees of QSF II annually, or at more frequent intervals as the Board or Trustees may require, regarding the programs implemented and the selection criteria for each; the development and preparation of the budget, in cooperation with the Treasurer, the Executive Committee and the QSFII Trustees; the selection, employment, management and supervision of all employees, consultants, contractors and agents of the FFF, subject to the approval of the FFF Board President; the contracting for and provision of all goods and services required by the FFF; and the development, implementation, operation and management of FFF programs and operations, in accordance with these bylaws, the SA, and the policies and budgets adopted by the Board. The Executive Director shall be an ex-officio member of the FFF Board, and may

participate in all FFF Board deliberations except for those involving his/her performance review or compensation.

4. The FFF shall also have a legal advisor (“General Counsel”) who may not be a Class Counsel in the TV Writers Cases. The salary for the General Counsel shall be part-time and commensurate on a pro rata basis with full-time equivalent salaries paid legal officers performing equivalent work at nonprofit organizations.

ARTICLE VI. OFFICERS AND EXECUTIVE COMMITTEE

1. The Officers of the FFF Board shall be the President; one or more Vice Presidents; Secretary and Treasurer. Each shall have the duties provided in these Bylaws and as the FFF Board of Directors may from time to time determine. The Officers shall be chosen at the annual meeting of the FFF Board by a majority of the Directors present. These Officers shall constitute the Executive Committee of the FFF Board. Each such Officer shall hold office for a term of two years, and until his/her successor is elected and qualifies, or until s/he resigns or is removed. All Officers may be reelected without limitation. Any vacancy that occurs in any office may be filled by action of the FFF Board at any regular or special meeting. Any Officer elected by the FFF Board may be removed, either with or without cause, by resolution adopted by the FFF Board at any regular or special meeting, but only by the affirmative vote of two-thirds of all the FFF Board members then in office.

2. The President shall preside at all meetings of the FFF Board and of the Executive Committee at which s/he is present. In the absence of the President, a Vice President shall assume the President’s responsibilities, including presiding at meetings.

3. The Secretary shall act as Secretary of all meetings of the FFF Board and of the Executive Committee, and shall keep the minutes thereof in the proper books to be provided for that purpose. S/he shall also see that all notices required to be given by the FFF are duly given and served in accordance with these Bylaws.

4. The Treasurer shall review the FFF bank statements on a monthly basis and shall immediately notify the Trustees and the Executive Committee of any possible irregularities. At least quarterly, the Treasurer shall review with the QSF II Trustees the financial condition of the Corporation and report on the same to the FFF Board. The Treasurer shall oversee the preparation of an annual budget by the Executive Director, subject to the approval of the FFF Board and QSFII Trustees. The Executive Committee or the FFF Board may, from time to time, assign additional duties to the Treasurer.

5. The FFF Board may from time to time appoint such assistant and subordinate Officers, who need not be members of the FFF Board, as it may deem desirable. Each such Officer shall hold office for such period, and perform such duties, as the FFF Board may prescribe. Any such Officer who is not a member of the FFF Board shall attend meetings of the FFF Board by invitation only, and shall not have a vote.

ARTICLE VII. COMMITTEES

The FFF Board shall appoint members of all committees and advisory groups of the FFF annually for one-year terms. Appointment of committee members may be done at any time during the year but all appointments shall expire unless renewed by March 1 of the year immediately following appointment. Persons appointed to those committees and advisory groups need not be members of the FFF Board, but FFF Board Committees must be chaired by a FFF Board member. At least one member of the FFF Board shall serve on each committee and at least one member of the FFF Board shall act as liaison with any advisory group.

ARTICLE VIII. GRANTS, CONTRACTS, EXPENDITURES AND GIFTS

1. All checks, drafts and other orders for payment of money in excess of five hundred dollars (\$500.00) out of the FFF shall be signed on behalf of the FFF by a Trustee of the QSF II until such time as a successor non-profit corporation is established.

2. The funds of the FFF not otherwise employed shall be maintained in such depositories as the QSFII Trustees may select.

3. The QSFII Trustees shall make decisions regarding the purchase or sale of equities or other investment instruments owned or acquired by the FFF and shall provide the FFF Board with a semi-annual report of all transactions.

4. The QSFII Trustees may accept on behalf of the FFF any contribution, gift or bequest for the general purposes or any approved program of the FFF.

5. Beginning in 2012, and until the QSF II is closed, at least 10% of the remaining funds in the FFF shall be spent annually. This provision shall be included in the bylaws of the successor corporation. The amount that is deposited with a third party loan administrator to fund the emergency loan fund shall be included in the spending in the year in which it is deposited.

ARTICLE IX. GRANT PROCEDURES AND CRITERIA

1. At least annually the FFF shall announce and implement a program for the disbursement of grants and/or loans for one or more purposes authorized by Article II.1.b of these bylaws. The purpose of such grants or loans shall be to increase the writer's chances of obtaining Television Writing Opportunities. For purposes of evaluating such grant or loan applications, the FFF Board, in consultation with the Executive Director, may select a panel of persons qualified to evaluate applications. Applications shall be evaluated without revealing the names of the applicants. Panels may include professional writers and others with relevant experience in business, academia and the arts.

a. Notice of a new grant or loan cycle shall be issued and posted on the FFF web site at least 60 days before an application is due. The notice shall also be

mailed to the Writers Guild, AARP and such other organizations and individuals as the Executive Director deems appropriate.

b. The notice shall state that only Beneficiaries as defined in these Bylaws are eligible to apply for and receive a grant or loan.

c. The notice shall also state: (i) the program purpose or purposes, authorized by Article II.1.b of these Bylaws, for which one or more grants or loans will be considered; (ii) the maximum amount of money that may be distributed in the particular program cycle; (iii) the identity of the panel, if any, reviewing the applications; and (iv) specific selection criteria relevant to the purpose of the particular program cycle, consistent with the criteria specified in the SA. The FFF Board may limit the purposes of a particular program cycle to finance (or partially finance) the preparation, publicizing, marketing and/or dissemination of television or movie-format scripts, shorts, presentations, pilots, new media, internet or similar audio/visual works.

d. Pursuant to these bylaws, subject to availability of funds, and based on the panel's recommendations, if any, the FFF Board of Governors shall approve grants or loans for the stated purpose, based on the published criteria. An announcement of the names of the recipients of FFF grants or loans (excluding recipients of emergency loans), and the amounts granted or loaned, shall be published on the FFF web site.

2. Members of the Board and employees of the FFF shall not be eligible to receive loans or grants authorized by Article II.1.b of these bylaws while they are serving on the Board and for a period of three months thereafter.

ARTICLE X. OTHER FFF PROGRAMS

1. Events. A schedule for television writing industry networking events (*e.g.*, screenings, readings, dinners, workshops) sponsored or co-sponsored by the FFF shall be published on the FFF web site, and distributed to the WGA, at least semi-annually. The notices shall state the time, place, subject and participation fee (if any) of each such event.

2. Emergency Social Welfare Loans. The FFF will establish a mechanism to provide emergency social welfare loans (for, *e.g.*, food, medical care, transportation, or shelter) to individual Settlement Class Members who meet financial necessity criteria approved by the Board of Governors. Announcements of the availability of such loans, and the procedures for applying for them, shall be posted on the FFF web site. The amounts of such loans made and outstanding shall be posted on the web site no less than annually, but the names of persons applying for or receiving such loans shall be maintained in confidence. No Beneficiary may have more than one outstanding loan at any time unless there are no other eligible applicants seeking loans at the time of a second application. Funds associated with loans that are repaid shall continue to be made available for additional emergency social welfare loans to Beneficiaries.

3. Accessibility to Medical Insurance and Financial Resources. The FFF shall publish notice of its intent to commission a study to explore ways to enhance Beneficiaries' access to medical insurance and/or financial resources. The name of any person or organization participating in the study, and the amount of any fees to be paid, shall be included in the notice.

ARTICLE XI. PARTICIPATION AND TRANSPARENCY

1. The FFF Board shall regularly solicit input from Beneficiaries about its activities. A call for comments and suggestions on grants, competitions, networking events, access to medical insurance and financial resources shall be maintained on the FFF web site, along with contact information.

2. All Beneficiaries shall be invited to participate in an annual event, which may be combined with the Annual Meeting, for the purpose of soliciting ideas and comments on FFF activities and operations.

3. The FFF website shall post in current, readily-accessible and viewable form the operating procedures, bylaws and policies of the FFF as adopted and amended from time to time; the identity and current contact information of the FFF Board, Executive Director and staff (if any); notices of meetings of the FFF Board; minutes of the meetings of the FFF Board; semi-annual financial statements; and copies of any tax or regulatory filings on behalf of the FFF.

4. The FFF Board shall establish and post policies and procedures that enable Beneficiaries to come forward with information on illegal practices or violations of FFF policies. The confidentiality of such persons shall be protected. The policy shall also state that the FFF will not retaliate against such persons.

ARTICLE XII. STANDARDS OF CONDUCT

1. Conflicts of Interest. The FFF Board shall adopt a policy and procedural rules applicable to current FFF Board members and employees to avoid any conflict of interest with their duties or the appearance of such a conflict. The rules shall include a provision that, while serving on other FFF Board, and for six months thereafter, Beneficiaries, their family members and business associates, shall not be eligible to apply for or receive any loans, grants or awards from the FFF; provided, however, that this prohibition does not extend to emergency social welfare loans administered by a third party as provided in Article X, par. 2. These rules shall be reinforced by a requirement that Beneficiaries seeking loans or grants from the FFF, other than emergency social welfare loans, disclose any familial or business relationships with current Board members.
2. Non-Discrimination. Discrimination based on race, gender, age, religion, national origin, disability or sexual orientation is strictly prohibited. Discrimination on any such prohibited basis, or any form of personal harassment (whether physical, verbal or in writing) by any FFF employee or Board member in the conduct of any FFF business, including meetings and communications, shall be grounds for

terminating an individual's relationship with the FFF. An EEO policy incorporating this prohibition, including procedures for enforcing it, shall be adopted by the Board.

3. Conduct in Meetings and Communications. Out of respect for the mission of the FFF, for the individuals engaged in the business of the FFF, and for its Beneficiaries, the use of profane, derogatory or abusive language shall not be permitted in the conduct of the business of the FFF, including meetings and written communications.
4. Acknowledgement. Each member of the FFF Board and each employee of the FFF shall execute a document indicating that he or she has read these Bylaws, including these Standards of Conduct, and will adhere to them.

ARTICLE XIII. AUDIT

The Board of Directors shall require that an audit by an independent Certified Public Accountant, licensed in the State of California, be made annually for each year starting in 2012, of the books and accounting records of the FFF. The results of the audit shall be published on the web site and presented to the Board and the Trustees of the QSF II. The Trustees of the QSF II shall transmit the audit to the Superior Court.

ARTICLE XIV. FISCAL YEAR

The fiscal year of the FFF shall begin January 1 of each year.

ARTICLE XV. LIABILITY AND INDEMNIFICATION

1. The FFF does hereby indemnify to the maximum extent legally permissible each member of the FFF Board, each and Officer of the FFF and each QSF II Trustee ("covered persons") against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with, or arising out of any threatened, pending or completed claim, action, suit, proceeding, issue or matter of whatever nature, whether civil, criminal, legislative, administrative or investigative, in which he or she may be involved as a party or otherwise by reason of his or her being or have been a covered person. The Board shall purchase an insurance policy in an amount appropriate to implement this indemnification Article XV.

2. This indemnification includes amounts paid or incurred in connection with reasonable settlements if made with a view to the curtailment of the costs of litigation. It also includes amounts paid or incurred in connection with acts of negligence, whether liability on the part of such covered persons exists as to the FFF, the FFF Board, Officers, agents or employees or as to third parties, including creditors.

3. This indemnification also extends to any criminal action, suit, investigation or proceeding, provided that: (a) the same shall be dismissed against such covered person; or (b) he or she shall have been found not guilty; or (c) the action was terminated

by a plea of *nolo contendere*, or its equivalent, to a charge of misdemeanor, provided that the conduct complained of on the part of the covered person was done in good faith and with the belief that it was in the best interest of the FFF and on the reasonable assumption of its legality.

4. No indemnification or reimbursement shall be provided with respect to any expense incurred in connection with any matter as to which the covered person has been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to the FFF, excluding issues or matters not related to the conduct on which the judgment was based, unless and only to the extent that the court in which the action was brought shall determine that despite the determination of liability, and in view of all the circumstances of the case, the covered person is fairly and reasonably entitled to indemnification for those expenses that the court shall deem proper.

5. The indemnification provided by this by-law shall not be deemed exclusive of any other rights that a covered person may have under any agreement, including the SA, any order of court, or vote by the FFF Board.

6. No indemnification shall be made under this bylaw if such indemnification would result in any liability for tax under chapter 42 of the Internal Revenue Code.

7. Every provision of this bylaw is intended to be severable, and if any term or provision is invalid for any reason whatsoever, it shall not affect the validity of the remainder of the bylaw.

ARTICLE XVI. SUCCESSOR CORPORATION

If, upon the dissolution of QSF II, funds set aside for the Fund for the Future remain, then such funds shall be transferred to a 501(c)(3) charitable organization for further disbursement. This charitable organization may be an existing charitable organization, or it may be a new charitable organization established specifically to disburse the FFF monies, in accordance with the SA. In either event, the FFF monies shall only be used in furtherance of the purposes stated in Article II of these Bylaws and Section VIII.B.7 of the SA.

ARTICLE XVII. AMENDMENTS OF BYLAWS

Except as otherwise expressly provided in these bylaws, any provisions thereof may be amended by a vote of two-thirds of the Board of Governors at a meeting of the Board, provided that at least five (5) days written notice is given of the intention to amend.

ARTICLE XVIII. DISPUTE RESOLUTION

Any dispute relating in any way to the Fund for the Future, including any program sponsored or paid for by it, and any award, grant or loan approved by the FFF Board or its designee, shall be subject to the dispute resolution process set forth in the SA.

End