

NCFCA Charter *Established and Ratified June 21,2025

ARTICLE I ORGANIZATION

1. The name of the organization shall be the North Carolina Film Critics Association, aka NCFCA, as established in 2012.
 2. Members must be located in North Carolina or contribute work to an outlet based in North Carolina.
- A. Members are critics and journalists serving print, broadcast, cable, online audiences, and emerging media. Mediums may include newspapers, magazines, blogs, websites, TV, radio, podcasts, and other forms of emerging media.

ARTICLE II MISSION

The following is the mission for which NCFCA has been organized:

1. To represent the profession of film criticism and journalism independent of any film studio or company, upholding the integrity and significance of said profession.
 2. To honor annually the best of cinema released in theaters, via streaming services, direct to video, or premiering at film festivals worldwide.
- A. Awards categories will cover many aspects of cinematic achievement, allowing members to recognize those in front of and behind the camera. Categories can be changed at the discretion of the Governing Board.
- B. The Ken Hanke Memorial Tar Heel Award, a special award created in honor of the late film critic of Asheville, will be presented to the film or filmmaker best representing North Carolina.
- C. The president will distribute the results of the awards poll to all NCFCA members, all publicists that work with NCFCA, and media outlets/websites that publish the awards lists of critics' groups. Members will be encouraged to share the awards announcement with their contacts and on various platforms. .

ARTICLE III MEMBERSHIP

1. **ACTIVE MEMBERSHIP.** An active member is defined as a member who participates in film criticism, on a full-time or freelance basis, for organizations and media types description in Article I: 2A, lives in North Carolina or publishes with a NC-based publication as defined above, publishes with an average frequency of at least once a month, votes, by deadline, in the group's annual awards poll, and agrees to adhere to the guidelines listed in Article IV as befitting a member of the NCFCA.

2. THERE IS NO LIMIT on active members from any single publication.

3. MEMBER STATUS. A member's status is to be verified annually during annual voting. For adjustments in circumstances, see Article III:5 below.

1. If a member is aware of an issue that may prevent them from maintaining active status, they are responsible for contacting the President to determine if a probationary period, sabbatical, or other measure may need to be taken, including but not limited to removal from the roster.

2. If a member is removed from the roster, they may need to reapply to the organization in order to ensure they are able to maintain the requirements for membership. Readmittance without application is at the discretion of the President.

4. NEW MEMBERS. Prospective members who have served two years in a qualifying position as described in Article III:1 may apply for active membership annually during the official evaluation period (Feb. 1-March 1). Applicants require a letter of recommendation or introduction from a current NCFCA Member who can specifically reflect on your work in film criticism.

A. NCFCA members are limited to one new member sponsorship per year.

B. All applications must be vetted by the Governing Board or a membership committee assembled by the president. Applications and proof of work will be distributed through the president to the reviewing committee. Applicants may be admitted into the group by the majority vote of the NCFCA's designated vetting group. Voting on new members will be in March of each year after all applications are received.

C. Members of the Governing Board may recommend a prospective member for vote at any time during the year. Upon a majority approval vote from the Governing Board, the prospective member may be invited to join the organization without the submission of a formal application.

5. ADJUSTMENT OF AFFILIATION. If an active member loses affiliation at a qualifying publication/outlet, he/she will have a grace period of one year to seek space at an alternative qualifying outlet as a critic before going on probationary membership. If after a year of the grace period the member is unable to find an employer/outlet, the case will be reviewed and said member may be removed from the group unless reasonable proof of film-related writing can be provided, or unless the member meets the criteria of Articles III:6 or III:7 below.

6. EMERITUS STATUS. Any member can achieve this status by meeting one of the following qualifications: either being an inaugural member of the NCFCA or having served as a member for at least 15 years. The Governing Board may also grant emeritus status to a retiring film critic (and NCFCA member) who has served the field of film criticism for at least 15 years; this recommendation may be brought to the Governing Board by any active member.

If no longer working or retired, emeritus status may be granted but requires the individual to choose one of two tracks::

A. Must participate in annual voting to remain on the communication list for publicists/press contacts.

B. Can opt to abdicate from annual voting, but will be removed from the communication list for publicists/press contacts

7. INAUGURALMEMBERS. The organization's inaugural members shall be eligible for membership ad infinitum, but are still held to the same requirement for track choice if no longer publishing.

A. These members are: Kenneth Morefield (Organization Founder), Edwin Arnaudin, Lewis Beale, Matt Brunson, Adam Frazier, Gareth Higgins, Andrew Johnson, Daniel Johnson, Mattie Lucas, Adam Long, Neil Morris, Roderick Morrow, Sean O'Connell, Demetri Ravanos, and Isaac Weeks.

ARTICLE IV PROFESSIONAL GUIDELINES

1. The NCFCA expects members to uphold the quality and integrity of the writing that initially brought them into the association. The NCFCA supports civil discourse and safe, all-inclusive environments, and expects its members to practice these guidelines in professional spaces and in the larger public as representatives of our community. All members are held to the same standards and the Governing Board reserves the right to suspend or ban members who do not conduct themselves accordingly.

2. Film criticism is an ongoing conversation, one in which inclusion plays a central part. The NCFCA believes in and supports equality across age, ethnicity, gender identity or expression, sexual orientation, physical abilities, race, and religion. It is our mission to uphold the diverse voices who make film a vital art form for social change.

3. Films provided by studios are an extension of privilege as an accredited member of the association. We expect members to adhere to studio requests regarding the handling of their screeners, embargos, or the access of screenings. Torrenting, selling screeners, or filming during screenings is a break in trust between the association and studios and can harm the reputation of the NCFCA, and that could potentially lead to disciplinary measures..

4. Access to films, filmmakers, and other creatives, is a privilege not a right. Abuse of that privilege through unprofessional conduct may result in expulsion from the organization. Abuse of that privilege through unprofessional conduct may result in expulsion from the organization. Members should avoid conflicts of interest, real or perceived, and be transparent with their audience when they arise. Members uncertain about whether or not a course of action is appropriate are encouraged to seek advice from a Governing Board member.

5. Members are to always act in a professional manner when interacting with studio representatives, publicists, theater staff, filmmakers, and other critics. The NCFCA holds a zero-tolerance policy for abuse and harassment, related to a member's in-person and/or online behavior. Harassing behavior we will not tolerate includes but is not limited to: bullying/stalking,

disruption of NCFCA events (virtual or in-person), hurtful language, inappropriate physical contact, intimidation, physical assault, unwanted recording, or unwanted sexual attention.

Similarly, the NCFCA will not tolerate hateful language or actions from members related to age, citizenship status, disability, gender identity or presentation, national origin, race, religion, sex, sexual orientation, or any further areas deemed unprofessional.

6. For all of these issues, the NCFCA establishes that if someone comes to the board with an accusation of such behavior (including toward a member(s) of the Governing Board), the NCFCA begins from a place that seriously considers all accusations and supports and protects those who report them. The privilege of membership will not be a protection for inappropriate behavior. Accounts of such behavior will be addressed publicly by the NCFCA, and members deemed to have engaged in illegal, criminal, or inappropriate public behavior may be subject to review or expulsion as the board sees fit.

Should an accusation pertain to a member(s) of the Governing Board, a subcommittee shall be formed of independent NCFCA members to investigate the issue in order to ensure organizational proprietary.

ARTICLE V Governing Board

The business of NCFCA shall be overseen by a Governing Board consisting of no less than three members: President, Vice President, and Social Media Director. Each of these positions are volunteer-based and can be held by any member in good standing. Interest in joining the Governing Board should be expressed following the conclusion of annual voting (or another date as designated by Governing Board) so that determinations can be made via judgment of the current Governing Board or general election. Support positions can be added to the Governing Board based on need, recommendations from members, and unanimous support from the Governing Board. Any support positions will be evaluated annually after the FYC season concludes. Examples may include Community Engagement Coordinator, Festival Liaison, and Sponsorship Development Coordinator.

1. TERMS. Governing Board members shall serve for a term of no more than three consecutive years in a single position.

A. Positions are eligible to move upward (Social Media Director to VP; VP to President) and the outgoing President will carry the title of Immediate Past President; this position will retain Governing Board voting rights and should remain available for organizational support for at least one year following the exit as president.

B. The Social Media Director and NCFCA Community Engagement Coordinator may elect to stay in their respective positions, but every third year of service must conduct a check-in regarding continued service in the designated position. At that time, any other interested parties may express interest and a run-off election may occur.

2. MAKEUP. Each of these positions are volunteer-based and can be held by any single member.

A. A member can only sit in one position at a time.

B. Additional supporting committees (membership, election, scholarship, etc) may be created as deemed necessary and should be made up of non-Governing Board members to avoid direct influence where potential conflicts may arise.

C. A Governing Board member may be selected by a supporting committee for purposes of breaking ties where an Immediate Past President is unavailable.

D. A Governing Board member may not advise more than one supporting committee for tie-breaking unless all Governing Board members are already advising a group.

E. The Governing Board member (or member designee) most comfortable with serving as NCFCA website manager will take on the role as the primary contact for the NCFCA's webmaster (Stephanie Webb), facilitating payment, site maintenance, and updates, as necessary. This role will remain a responsibility of that member, under the advisement of the president

3. ACTIONS. The Governing Board shall have the control and oversight of the affairs and business of this organization. The Governing Board shall act in the name of the organization when it is requested by electronic mail, telephone, or other approved communication by any committee member after due notice to all the committee members of such meeting.

4. VOTING. Each committee member shall have one vote, and such voting may not be done by proxy.

5. PROCEDURES. The Governing Board may make such rules and regulations covering its meetings as it may in its discretion determine necessary. The president of NCFCA by virtue of his/her/their office shall be chairman of the Governing Board. The Governing Board shall select its own secretary. The duties of secretary may be carried out by an existing member of the Governing Board (GC), or the President may recommend the addition of a support position to the GC to carry out those assignments.

6. REMOVAL OF MEMBERS. A committee member may be removed when sufficient cause exists for such removal. The Governing Board may entertain charges against any committee member. A committee member may be represented by counsel upon any removal hearing. The Governing Board shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

7. REPLACEMENT OF MEMBERS. Vacancies in the Governing Board shall be filled by a decision of the remaining members of the Governing Board for the balance of the term.

A. If deemed necessary, the Governing Board shall reach out to the membership for volunteers to fill the opening.

ARTICLE VI OFFICERS

Activities of NCFCA shall be administered by the following officers, whose individual duties are defined herewith:

1. The PRESIDENT, determined by membership through either volunteering or election, shall supervise activities of the organization and appoint committees as needed to explore specific projects. He/she/they shall set dates for committee meetings and preside at meetings and keep essential records. Special committee meetings shall be called at the president's discretion or upon written petition. All members of the organization shall be advised as to the proposed topic of discussion. The president shall distribute all membership materials and shall be responsible for communicating with studios and/or their representatives regarding NCFCA business, unless otherwise designated. The president shall set the deadlines (based on input from the membership) for the annual NCFCA Best of Cinema Awards Poll; tally the results of the NCFCA poll with the assistance of the Governing Board (or designated support committee); and distribute the information to members, media outlets and publicists (members should forward the information to appropriate recipients). The president will be responsible for keeping the website up to date with the webmaster (either directly or through a designated party). The president will file any certificate required by any statute, federal or state. The president shall see that all books, reports, and certificates required by law are properly kept or filed.

In the event that the NCFCA has a banking account, the legal designee for the organization may sign the checks or financial drafts of the organization.

The president shall serve for no more than three consecutive years unless other arrangements are approved by a majority of the full, active membership. After annual voting results are announced, the president will deliver a "State of the NCFCA" report (with review of NCFCA activities and goals/news/reports for the coming year). This should take place ahead of accepting new member applications.

After the President rotates off of the Governing Board, following their term of Immediate Past President, that member is not eligible for Governing Board leadership for at least one year, unless approved by a majority of the full, active membership.

2. The VICE PRESIDENT, determined by membership through either volunteering or election, shall assist the president with the business of the organization and assume the duties of the president in the case of absence or neglect. The vice president is also required to tally the annual awards' poll with the president. A designated substitution may be approved by the President. The Vice President should support the management of financial records in conjunction with the President as legally warranted.

3. The SOCIAL MEDIA DIRECTOR, a volunteer, shall be responsible for maintaining communications across social media channels. They will schedule member-created content,

manage member interaction on any NCFCA-related channels, and assist with sharing NCFCA public information. The social media director is also expected to assist in the tally of the annual awards' poll with the president. A designated substitution may be approved by the President.

4. NCFCA COMMUNITY ENGAGEMENT COORDINATOR, a volunteer, shall be responsible for organizing events for organization members including, but not limited to meet-ups (in-person or virtual), screenings, gaming, and any other activity that might encourage organizational socialization.

5. SECRETARY, a volunteer, to take minutes at meetings, manage agendas, help draft communications, and other necessary supportive measures for the Governing Board.

6. IMMEDIATE PAST PRESIDENT, a volunteer, shall be responsible for aiding in the smooth transition from one administration to another. This includes, but is not limited to, handing over login information, any relevant financial details, and member information. Additionally, they should remain as available as possible to answer questions or provide guidance, where requested. This role will exist for at least one year following the abdication of the presidency. The purpose of the role is purely advisory and, while it may hold no additional weight than any other member not on the Governing Board, can be tasked with breaking a tie amid the current GC where one is required.

A. Immediate Past President may be asked to assist past the one year mark to make use of their institutional knowledge, but no hard requirement will be made of them. Meetings (in-person or virtual) remain optional past the one year mark; however, special requests may be made in cases where their experience may assist the smooth running of the organization.

7. Officers in subcommittees formed by the Governing Board shall serve as long as they are able in the volunteer role. Officers should notify the Governing Board immediately upon awareness of any conflict of interest or issue which precludes them from managing their role. Any officer should give appropriate notice when resigning early.

8. Elections shall take place as necessary.

9. No officer shall be entitled to receive any salary or compensation by virtue of their office, except for the webmaster, who may be reimbursed solely for expenses related to maintaining the website.

10. REMOVAL OF OFFICERS. An officer may be removed when sufficient cause exists for such removal. The Governing Board may entertain charges (presented by any NCFCA member) against any officer. An officer may be represented by counsel upon any removal hearing. The Governing Board shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

ARTICLE VII VOTING

1. The electronic votes of at least fifty percent (50%) of the active voting members shall constitute a quorum and shall be necessary to conduct the business of this organization.
2. Special notices of this organization may be distributed by the president when he/she/they deems it for the best interest of the organization. Notices of voting issues shall be communicated to all members at their addresses as they appear on the membership roll at least ten (10) days before the scheduled deadline for the vote.
3. All members shall have one vote in the business affairs of NCFCA. There shall be no proxy voting for members voting for business affairs.
4. The annual NCFCA "Best in Cinema" awards shall be announced at the end of FYC season (as designated by the NCFCA Governing Board). The timeline for nominations and final voting will be prominently displayed on the official NCFCA website within the "Timeline" webpage for all members and non-members to see. Tallying the votes will be done by the Governing Board or by Governing Board authorized designees.

ARTICLE VIII DUES

1. Dues of no more than \$5 will be collected annually. These dues are intended to cover the costs of the website and its protective services. Any additional funds in excess of the annual website maintenance bill can be appropriated for other NCFCA-related uses.
 - A. Appropriation of funds includes, but is not limited to: paying toward the following year's website fees, assisting members in need (ex. purchasing/upgrading equipment), or helping to offset costs for covering films at local, national, or international festivals.
 - B. Funds will be managed by the President in partnership with the Governing Board and/or legal designee for the organization. A register will be maintained throughout the year to track the income and distribution of funds and any member can request to see a copy.
2. It is the responsibility of the President (and/or legal designee) to maintain all records for potential tax purposes. This includes but is not limited to: making sure that the organization is listed as the appropriate organization in order to accept dues, ensuring that all funds are being handled appropriately, and organizing a committee of non-Governing Board members of no less than three to review and approve any requests for funds.

ARTICLE IX CHARTER RATIFICATION

This original NCFCA Charter was drafted between 2022-2025 and ratified by the membership on June 21, 2025. Any future additions or revisions to the charter must be ratified by 50 percent of active voting members. Any member can suggest additions or revisions.

This charter is intended as a living document, serving to guide the leadership and the NCFCA as a whole. Amendments, revisions, and other modifications may be made as necessary to

reflect the perspectives of the current membership, while maintaining the foundational values of the organization.

Original Charter adopted June 21, 2025

Governing Board Members

President, Noel T. Manning II

Vice President/Social Media Director, Joe George

Secretary/Community Engagement, Lindsey Dunn

Previous Past President, Douglas Davidson