

**FIRST AMENDMENT
AND COMPLETE RESTATE OF
THE BYLAWS OF
THE TV WRITERS FUND FOR THE FUTURE, INC.
A California Nonprofit Public Benefit Corporation**

By action of its Board of Directors, the Bylaws of The TV Writers Fund for the Future ("this Corporation") are hereby amended to read as follows:

1. Name.

The name of this corporation is THE TV WRITERS FUND FOR THE FUTURE, INC.

2. Offices of this Corporation.

2.1 Principal Office.

The principal office for the transaction of the activities and affairs of this Corporation is located at 3000 Olympic Blvd, Santa Monica, CA 90404. The Board of Directors may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

2.2 Other Offices.

The Board may at any time establish branch or subordinate offices at any time or places where this Corporation is qualified to conduct its activities.

3. Purposes and Limitations.

3.1 General Purposes.

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law exclusively for charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of this corporation. On liquidation or dissolution, all remaining properties and assets of this Corporation shall be distributed and paid over to an organization dedicated to charitable purposes which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, which organization, insofar as is possible in the Board's best judgment, has purposes consistent with the purposes of this corporation. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and this Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

3.2 General Statement of Specific Purposes.

This corporation's activities shall include the following:

a. This corporation may sponsor television writing industry networking events, but only if the Board determines that such events will be educational in nature or will promote the reduction of prejudice and discrimination against older television writers ("Writers"). Participation in such events by any person or entity shall be completely voluntary.

b. This corporation may offer grants or loans to qualified Writers, 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. This corporation may also sponsor or co-sponsor competitions open to Writers, 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. Prior to offering such grants or loans, the Board shall take measures to ensure that such grants or loans are offered in a non-discriminatory fashion in terms of racial preference, are properly based on need and/or merit, and are awarded through a process that does not favor pre-selected individuals. Pursuant to its rules, and subject to availability of funds, the Board may approve awards, grants or loans for this purpose, based on criteria including, but not limited to, financial need, and the merits of the proposal.

c. Directly or through a third party charity, this corporation may provide emergency social welfare loans (i.e., food, health, transportation, or shelter) to Writers who meet financial necessity criteria approved by the Board.

d. This corporation may pay for a study that explores ways to enhance Writers access to medical insurance.

e. This corporation may pay for a study that explores potential financial resources to supplement pensions for Writers, including but not limited to annuities.

Notwithstanding the foregoing, no particular activity may be undertaken unless the Board determines, in its reasonable discretion, that the said activity (1) promotes social welfare by reducing prejudice and discrimination against older television writers within the television industry, (2) assists a Writer who is in financial need, (3) is educational in nature, or (4) furthers literary purposes in a manner to benefit older writers. It is understood that these activities may benefit the Participating Claimants in the cases

consolidated by the Los Angeles Superior Court in “The TV Writers Cases,” LASC # BC 268 836 and related cases (the “Participating Claimants”).

3.3 Limitation on Activities with Respect to QSFII Funding.

Notwithstanding Section 3.2, above, the funds that are received by this Corporation from Qualified Settlement Fund II (“QSFII”) with respect to The TV Writers Cases (“The QSF Funds”) shall be held, distributed, and administered as a separate fund, subject to the following additional restrictions (“The QSF Restrictions”) as follows:

(a) Notwithstanding the organization of this corporation as a “non-member” entity, the board shall administer the QSF Funds for the sole benefit of the Participating Claimants.

(b) The Board shall adopt and adhere to a policy relating to privacy and confidentiality that is consistent with the fullest disclosure and access possible, including the Settlement Agreement and Orders of the Court in the TV Writers Cases.

(c) The board shall adopt and implement policies and procedures to ensure that all conflicts of interest, or the appearance thereof, within this Corporation and the Board are identified and appropriately eliminated through disclosure, recusal, or other means.

(d) The Board shall establish and implement policies and procedures that enable individuals to come forward with information on illegal practices or violations of organizational policies. This “whistleblower” policy shall specify that neither the Board nor this Corporation will retaliate against, and will protect the confidentiality of, individuals who make good-faith reports of misconduct.

(e) So long as the QSF Funds are administered by this Corporation, the Board shall have at least one annual open business meeting, in addition to such other networking meetings and workshops as may be scheduled, in person or by teleconference call-in, for Participating Claimants and their invitees.

(f) The board shall adopt policies to ensure that this Corporation keeps complete, current, and accurate financial records, which shall be audited annually by a Certified Public Accountant licensed to do business in the State of California. During QSFII’s existence, the annual audit report shall also be presented to the Board and to the Trustees of QSFII. After QSFII has closed, such audit reports shall be posted on the website accessible to Settlement Class members who have opted to participate in the programs described above.

(g) The Board shall develop methods of soliciting comments and concerns from Participating Claimants upon the governance, conduct, activities and purposes of the QSF Funds, as well as means of conveying Participating Claimants’ comments and concerns to the Court in appropriate circumstances. Such means may include, by way of example, an advisory (non-voting) committee of Participating Claimants

(h) At least 10% of the remaining funds of the QSF Funds shall be spent annually for the purposes set forth in the TV Writers Cases Settlement Agreement.

(i) That portion of this Corporation's activities that rely upon QSF Funds to operate shall terminate within five (5) years after the date of the incorporation of this Corporation. However, the sunset date may be extended not more than twice for two years per extension upon notice to Participating Claimants posted on the QSF website.

(j) The Los Angeles County Superior Court shall retain continuing jurisdiction to review all operations and expenditures of the QSF Funds and authority to make orders concerning the conduct and activities pertaining to the QSF Funds and the disposition of its assets until QSFII is formally closed. Thereafter, oversight shall be in accordance with California law on non-profit corporations and applicable rules of the Superior Court.

3.4 Non-Partisan Activities.

This corporation shall be nonpartisan. No substantial part of the activities of this Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. This Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

3.5 No Members.

This Corporation shall not have any members within the meaning of Section 5056 of the California Corporations Code.

4. Directors.

4.1 Powers.

(a) General Corporate Powers.

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or these Bylaws, this Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

(b) Specific Powers.

Without prejudice to the general powers set forth in Section 4.1(a) of these Bylaws, but subject to the same limitations, the Directors shall have the power to:

(1) Appoint and remove, at the pleasure of the Board, all this Corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws, and to and fix the compensation of each of them.

(2) Change the principal office or the principal business office in California from one location to another; cause this Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California.

(3) Adopt and use a corporate seal; and alter the forms of the seal and certificates.

(4) Borrow money and incur indebtedness on behalf of this Corporation and cause to be executed and delivered for this Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

4.2 Number and Qualification of Directors.

The Board of Directors shall consist of at least seven (7) but no more than Fifteen (15) Directors until changed by amendment to these Bylaws. The Board of Directors shall be elected as provided below.

4.3 Mutual Directors.

No contract or transaction between this Corporation and any California nonprofit public benefit corporation, or any other business entity, of which one or more of its Directors are Directors of this corporation, is void or voidable because such director(s) are present at a meeting of the Board which authorizes, approves, or ratifies the contract or transaction if the material facts as to the transaction and as to such director's other Directorship are fully disclosed or known to the Board and the Board authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common director(s); provided that in all events the contract or transaction must be just and reasonable as to this Corporation at the time it is authorized, approved or ratified.

4.4 Restriction on Interested Directors.

Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by this Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction

entered into by this Corporation, provided that such transaction is entered into in good faith and without intent to violate this Section.

4.5 Term of Office.

Each Director shall hold office for two (2) years and until a successor has been designated and qualified.

4.6 Vacancies on Board.

(a) Events Causing Vacancy.

A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or resignation of any Director, (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law, or (c) the expansion of the number of authorized Directors under Section 4.2 hereof.

(b) Resignations.

Except as provided below, any Director may resign by giving written notice to the Chairman or the Secretary of this Corporation. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no Director may resign if this Corporation would be left without a duly elected Director or Directors.

(c) Filling Vacancies.

Any Director may place a person's name in nomination; and if there are no Directors then acting, any officer of this Corporation may place a person's name in nomination. A duly nominated Director shall be elected with the vote of a majority of the Directors then in office at a duly constituted meeting.

(d) No Vacancy on Reduction of Number of Directors.

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

4.7 Director's Meetings.

(a) Place of Meetings.

Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of this Corporation.

(b) Meetings by Telephone.

Any meeting may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.

(c) Annual Meeting.

Each year, the Board shall hold a regular meeting for purposes of organization, election of officers, and transaction of other business. Due Notice of the time and place of this meeting shall be published on this Corporation's website. The Annual Meeting shall be open for attendance by Participating Claimants.

(d) Special Meetings.

(A) Authority to Call.

Special meetings of the Board for any purpose may be called at any time by the Chairman, any Vice President, or the Secretary or any two Directors.

(B) Notice.

(i) Manner of Giving Notice.

Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; or (d) by "electronic transmission." For this purpose, "electronic transmission" shall mean (a) a communication delivered by facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Corporation, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications for such purpose, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form. However, an electronic transmission is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the

recipient as to (a) any right of the recipient to have the record provided or made available on paper or in nonelectronic form, (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the Corporation, and (c) the procedures the recipient must use to withdraw consent. All such notices shall be given or sent to the Director's contact information as shown on the records of this Corporation.

(ii) Time Requirements.

Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission (as defined above) shall be delivered, telephoned, or transmitted at least 48 hours before the time set for the meeting.

(iii) Notice Contents.

The notice shall state the time of the meeting, and the place if the place is other than the principal office of this Corporation. It need not specify the purpose of the meeting.

(C) Quorum.

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(D) Waiver of Notice.

Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

(E) Adjournment.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(F) Notice of Adjourned Meeting.

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

4.8 Action Without a Meeting.

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which this Corporation is a party and who is an “interested director” as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

5. Compensation and Reimbursement.

5.1 Definitions:

Unless otherwise defined, the terms below have the following meanings:

(a) “Highest Compensated Employee” - Any employee of this Corporation, whose total compensation would require the employee to be listed in Part I of Schedule A of IRS Form 990, or in response to an equivalent question on any successor exempt organization annual return.

(b) “Highest Compensated Independent Contractor” - Any independent contractor engaged by this Corporation, whose total compensation would require the contractor to be listed in Part II of Schedule A of IRS Form 990, or in response to an equivalent question on any successor exempt organization annual return.

5.2 Compensation Limitation.

No Director shall receive compensation for serving as a Board member. However, such director may be compensated for other services performed for this Corporation, subject to the limits of this Paragraph.

No officer, Highest Compensated Employee or Highest Compensated Independent Contractor may receive compensation, directly or indirectly, from this Corporation unless such compensation is first determined by the disinterested Directors, or an authorized committee thereof, to be just and reasonable to this Corporation. The names of the persons who were present for discussions and votes relating to the compensation arrangement, the content of the discussion, including any the information used to determine the reasonableness of the compensation, and a record of any votes taken in connection with the proceedings shall be maintained in the minutes of this Corporation.

The determination of reasonableness shall be based upon information about compensation paid by similarly situated organizations for similar services, current compensation surveys compiled by independent firms or actual written offers from similarly situated organizations. Similarly situated organizations may include both taxable and tax exempt organizations.

No director, principal officer, Highest Compensated Employee or Highest Compensated Independent Contractor, shall participate in the discussion and approval of his or her compensation, except that such persons may provide information to the disinterested Directors as described in the conflict of interest policy above.

5.3 Compensation Review.

The Board shall review the fairness of compensation, including benefits, paid to this Corporation's officers, upon the occurrence of the following events:

- (a) The officer is hired;
- (b) The officer's term of employment is extended or renewed; or
- (c) The officer's compensation is modified, unless such modification occurs pursuant to a general modification of compensation that extends to all employees.

5.4 Periodic Reviews.

Periodic reviews shall be conducted to ensure this Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status. The periodic reviews shall be conducted at least annually, and at a minimum, shall include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and
- (b) Whether partnerships, joint ventures, and arrangements with management corporations conform to this Corporation's written policies, are properly recorded, reflect

reasonable investment or payments for goods and services, further charitable purposes and do not result in private inurement, impermissible private benefit or in an excess benefit transaction.

(c) When conducting the periodic reviews as provided for above, this Corporation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

6. Officers.

6.1 Officers of the Corporation.

The officers of this Corporation shall be a Chairman (who shall serve as the corporate President), an Executive Director, a Secretary, and a Treasurer. This Corporation may also have, at the Board's discretion, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with Section 6.3 of these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as Chairman.

6.2 Election of Officers.

The officers of this Corporation, except those appointed under Section 6.3 of these Bylaws, shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment.

6.3 Other Officers.

The Board may appoint and any other officers that this Corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or determined by the Board.

6.4 Removal of Officers.

Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the Board and also, if the officer was not chosen by the board, by any officer on whom the Board may confer that power of removal.

6.5 Resignation of Officers.

Any officer may resign at any time by giving written notice to this Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of this Corporation under any contract to which the officer is a party.

6.6 Vacancies in Office.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

6.7 Responsibilities of Officers.

(a) Chairman.

The Chairman shall preside at meetings of the Board as the Board's Chair and shall exercise and perform such other powers and duties as the Board may assign from time to time. He or she shall serve as the chief executive officer of this Corporation and shall supervise, direct, and control this Corporation's activities, affairs, and officers, along with such other powers and duties as the board or the bylaws may prescribe.

(b) Executive Director.

Subject to the supervision and control of the Board, The Executive Director shall serve as this Corporation's Chief Operating Officer, and as such will have operational responsibility for the this Corporation's staff and programs and the execution of its mission. The Executive Director shall serve as a non-voting member of the Board of Directors.

(c) Vice Presidents.

If the Chairman is absent or disabled, the Vice Presidents, if any, in order of their rank as fixed by the Board, or, if not ranked, a Vice President designated by the Board, shall perform all duties of the President. When so acting, a vice President shall have all powers of and be subject to all restrictions on the President. The Vice Presidents shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

(d) Secretary.

(1) Book of Minutes.

The Secretary shall keep or cause to be kept, at this Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at Board and committee meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

(2) Notices, Seal, and Other Duties.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

(e) Treasurer.

(1) Books of Account.

The Treasurer shall serve as this Corporation's chief financial officer and as such shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of this Corporation's properties and transactions. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

(2) Deposit and Reimbursement of Money and Valuables.

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of this Corporation with such depositories as the Board may designate, shall disburse this Corporation's funds as the Board may order, shall render to the Chairman, if any, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of this Corporation, and shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

(3) Bond.

If required by the Board, the Treasurer shall give this Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to this Corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

7. Standard of Care.

7.1 General.

A director shall perform the duties of a director, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) One or more officers or employees of this Corporation whom the director believes to be reliable and competent in the matters presented;

(b) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Section 7.2, a person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which this Corporation, or assets held by it, are dedicated.

7.2 Conflicts of Interest.

The purpose of the conflict of interest policy is to protect this Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or Directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable California and federal laws governing conflict of interest applicable to nonprofit and charitable corporations and is not intended as an exclusive statement of responsibilities.

(a) Definitions:

Unless otherwise defined, the terms used in this section have the following meanings:

(1) "Interested Persons" - Any director, principal officer, or member of a committee with governing Board delegated powers, which has a direct or indirect financial interest, as defined below, is an interested person.

(2) “Financial Interest” - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(a) An ownership or investment interest in any entity with which this Corporation has a transaction or arrangement;

(b) A compensation arrangement with this Corporation or with any entity or individual with which this Corporation has a transaction or arrangement; or

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which this Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

(b) Procedures

(1) Duty To Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors, who are considering the proposed transaction or arrangement.

(2) Determining Whether A Conflict Of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

(3) Procedure For Addressing The Conflict Of Interest

In the event that the Board determines that a proposed transaction or arrangement presents a conflict of interest, the Board shall take the following actions:

(a) An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The Chairman shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the Board shall determine whether this Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in this Corporation's best interest, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction or arrangement in conformity with this determination.

(4) Violations Of The Conflict Of Interest Policy

If the Board has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

(5) Records And Procedures:

The minutes of the Board and shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

(6) Annual Statements

Each director, principal officer and member of a committee with Board-delegated powers shall annually sign a statement which affirms such person:

- policy;
- (a) Has received a copy of the conflict of interest
 - (b) Has read and understands the policy;
 - (c) Has agreed to comply with the policy; and
 - (d) Understands this Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

7.3 Whistle Blower Policy.

The Board shall observe the Whistle Blower Policy attached hereto as Exhibit “A,” to encourage individuals to come forward with information on illegal practices or violations of this Corporation’s organizational policies, to protect the confidentiality of those individuals who make good-faith reports of misconduct and to protect them from retaliation.

8. Indemnification.

8.1 Right of Indemnity.

To the fullest extent permitted by law, this corporation shall indemnify its Directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section, and including an action by or in the right of this Corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

8.2 Approval of Indemnity.

On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

8.3 Advancement of Expenses.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Article 8 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by this Corporation before final disposition of the proceeding, on receipt by this Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by this Corporation for those expenses.

9. Insurance.

This Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer's, Director's, employee's, or agent's status as such.

10. Committees.

10.1 Committees of Directors.

The Board of Directors may, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws. Each such committee shall consist of at least two (2), but preferably at least three (3) Directors, and may also include persons who are not on the Board, to serve at the pleasure of the Board. The Board may designate one or more alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the Directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

(a) Approve any action that, under the Law, would also require the affirmative vote of the members if this were a membership corporation.

(b) Fill vacancies on, or remove the members of, the Board of Directors or in any committee that has the authority of the Board.

(c) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws.

(d) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.

(e) Appoint any other committees of the Board of Directors or their members.

(f) Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of this Corporation otherwise than in the usual and regular course of its business; or revoke any such plan.

(g) Approve any self-dealing transaction, except as provided by Section 5233 of the Law. No committee shall bind this Corporation in a contract or agreement or expend corporate funds, unless authorized to do so by the Board of Directors.

10.2 Meetings and Actions of Committees.

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 4 of these Bylaws, concerning meetings and actions of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the government of any committee.

10.3 Executive Committee.

Pursuant to Section 10.1, the Board may appoint an Executive Committee composed of three (3) or more Directors, which shall include the Chairman, the Secretary, and the Treasurer, to serve as the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of this Corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 10.1. The Secretary of this Corporation shall send to each director a summary report of the business conducted at any meeting of the Executive Committee.

10.4 Audit Committee.

The Board shall appoint an Audit Committee. Notwithstanding Section 10.1, which shall otherwise govern the committee's operations, the committee may be comprised of one or more persons and may include persons other than Directors of this Corporation.

The membership of the Audit Committee shall not include the following persons;

- (a) The Chairman;
- (b) The Treasurer of this Corporation;
- (c) Any employee of this Corporation; or
- (d) Any person with a material financial interest in any entity doing business with this Corporation.

In the event that the Board appoints a Finance Committee, members of the Finance Committee must constitute less than one-half of the membership of the Audit Committee and the Chair of the Finance Committee shall not serve on the Audit Committee.

The Audit Committee shall make recommendations to the Board of Directors regarding the hiring and termination of an auditor, who shall be an independent certified public accountant, and may be authorized by the Board to negotiate the auditor's salary.

The Audit Committee shall confer with the auditor to satisfy its members that this Corporation's financial affairs are in order, and shall review and determine whether to accept the audit.

In the event that the auditor's firm provides non-audit services to this Corporation, the Audit Committee shall ensure that the auditor's firm adheres to the standards for auditor independence set forth in the latest revision of the Government Auditing Standards published by the Comptroller General of the United States, or any standards promulgated by the Attorney General of California.

10.5 Advisory Committee.

The Board may appoint a non-voting advisory committee of Participating Claimants to elicit the comments and concerns of the Participating Claimants.

11. Records and Reports.

11.1 Maintenance of Corporate Records.

This Corporation shall keep:

- (1) Adequate and correct books and records of account, and
- (2) Written minutes of the proceedings of the Board, and committees of the Board.

11.2 Audits

At least annually, the financial records of this Corporation shall be audited by a Certified Public Accountant licensed to do business in the State of California. All audit reports shall be made accessible to Participating Claimants through this Corporation's website. The Board shall further comply with all court orders pertaining to accountings and the reporting thereof.

11.3 Maintenance and Inspection of Articles and Bylaws.

This Corporation shall keep at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or a copy of the Articles of Incorporation and Bylaws, as amended to date. If the principal office of this Corporation is outside California and this Corporation has no principal business office in this state, the Secretary shall, on the written request of any member, furnish to that member a copy of the Articles of Incorporation and Bylaws, as amended to date.

11.4 Inspection by Directors.

Every Director shall have the absolute right at any reasonable time to inspect this Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

11.5 Disclosure and Access

To the extent permitted by law (including, without limitation, laws protecting the privacy of protected information) the Board shall adopt and adhere to a policies relating to privacy and confidentiality that is consistent with the fullest disclosure and access possible.

12. Construction and Definitions.

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these

Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

13. Amendments.

The Board may adopt, amend, or repeal Bylaws, and the Board may adopt and amend this corporation's Articles of Incorporation; provided, however, that such action shall not materially and adversely affect this Corporation's charitable and non-profit status.

14. Certificate of Secretary.

I certify that I am the duly executed and acting Secretary of THE TV WRITERS FUND FOR THE FUTURE, INC., a California nonprofit public benefit corporation, that the above Bylaws, consisting of 23 pages, are the Bylaws of this corporation as amended and restated by the board of Directors on _____, 2016, and that they have not been amended or modified since that date.

Executed as of _____, 2016, at Los Angeles, California.

Secretary

THE TV WRITERS FUND FOR THE FUTURE, INC.
WHISTLEBLOWER POLICY

The TV WRITERS FUND FOR THE FUTURE, INC. (“the Corporation”) is committed to the highest standards of financial reporting and lawful and ethical behavior. Additionally, the Corporation is committed to full compliance with all state and federal statutes, rules and regulations by all employees and members of the Board of Directors.

Reporting

The Corporation encourages all Board members, employees, consultants and others affiliated with the Corporation to report any illegal or unethical conduct in connection with the Corporation finances or other aspects of its operations.

Should any person know or have a reasonable belief that persons associated with the Corporation plan to engage or have engaged in illegal or unethical conduct in connection with the finances or other aspects of the Corporation’s operations, that person should immediately report his or her concerns (the “Complaint”) to one of the Board members of the Corporation. An individual making such a Complaint may request anonymity or submit an anonymous written Complaint. If the Complaint concerns all of the Board or if the individual is not comfortable reporting to the Board, then the Complaint may be made to or be filed with the Corporation’s Chief Executive Officer. If the Complaint concerns the Chief Executive Officer, or the individual is not comfortable reporting to the Chief Executive Officer, then the Complaint may be made to or be filed with any officer of the Corporation.

Upon receipt of a Complaint, the recipient of the information shall immediately apprise the Board of Directors of the Corporation of the Complaint and promptly investigate and respond to the individual filing the Complaint. Moreover, the recipient shall report all Complaints (and their resolution, if applicable) to the Board at its next regularly scheduled meeting. If the Complaint is made to the Corporation’s Chief Executive Officer or other officer, such person shall take all appropriate action to promptly investigate and respond to the individual filing the Complaint.

All credible allegations will be followed up promptly, with further investigation conducted if needed to resolve disputed facts. In conducting any investigation, the party(ies) conducting the investigation will respect any person’s request for confidentiality and/or anonymity and will strive to keep the identity of other complainants as confidential as possible, consistent with the need to conduct a thorough review and investigation. All records of Complaints and subsequent investigations shall be maintained in a confidential manner and in accordance with the Corporation’s document retention policy.

The Corporation will take appropriate action in response to any Complaints, including, but not limited to, disciplinary action (up to and including termination) against any person who has engaged in misconduct. Such misconduct shall be reported to the relevant civil or criminal authorities as may be required by law.

No Retaliation

The Corporation will not knowingly, with the intent to retaliate, take any action harmful to any person, including interference with lawful employment or livelihood, for reporting a Complaint in good faith pursuant to this policy or to law enforcement officers, governmental agencies or bodies, or persons with supervisory authority over the Complainant. Likewise, there will be no punishment or other retaliation for providing information regarding a Complaint in good faith to, or otherwise assisting in any investigation regarding a Complaint conducted by, the Corporation, law enforcement officers, governmental agencies or bodies, or persons with supervisory authority over the Complainant. An employee or other person affiliated with the Corporation who has made a Complaint or who provided information regarding a Complaint and who subsequently believes he or she has been subjected to retaliation should immediately report it to the Corporation's Chief Executive Officer or the Audit Committee Chair. An individual who deliberately or maliciously provides false information, however, may be subject to disciplinary action (up to and including termination).

Posting of this Policy

This Policy is to be posted in the Corporation's office, on its website and shall be provided to all Board members of the Corporation. The name and contact information of the Corporation's Chief Executive Officer and Corporation's officers shall accompany the posting or giving of this Policy.