

Amended and Restated Bylaws of Hernando County Fine Arts Council

December 10, 2015

INTRODUCTION

These bylaws constitute the code of rules adopted by the Hernando County Fine Arts Council (the "HCFAC" or "Council"), a not for profit public agency corporate created pursuant to § 265.32, Florida Statutes, for the regulation and management of its affairs.

ARTICLE I - NAME AND PRINCIPAL ADDRESS

1. **Name.** The name of this organization shall be "Hernando County Fine Arts Council" and may be referred as the HCFAC or the Council.
2. **Address.** The principal address of this organization shall be set by the HCFAC and shall be located within Hernando County, Florida.

ARTICLE II- ORGANIZATIONAL DOCUMENTS AND PURPOSE

1. **Statutory Authority and Enabling Resolution.** This entity is created pursuant to § 265.32, Florida Statutes (the "Statutory Authority"), as such section may be amended or renumbered, and by Resolution 92-90 adopted by the Hernando County Board of County Commissioners on June 2, 1992, and which replaced Resolution 87-31 adopted by the Board of County Commissioners on April 21, 1987, (collectively the "Enabling Resolution"), and as such Resolution may be hereinafter amended or restated.
2. **Purpose.** The HCFAC is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. It is intended that the public agency corporate described herein shall be entitled to exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Further, to the extent consistent with the foregoing, the Statutory Authority and the Enabling Resolution, the HCFAC shall have the following specific purposes:
 - a. Stimulating greater governmental and public awareness and appreciation of the importance of the arts to the people of Florida.
 - b. Encouraging and facilitating greater and more efficient use of governmental and private resources for the development and support of all the arts (including but not limited to Visual, Technological, and Performing Arts).
 - c. Encouraging and facilitating opportunities for Florida residents to participate in artistic activities.
 - d. Promoting the development of Florida artists, arts institutions, community organizations sponsoring arts activities, and audiences.

- e. Surveying and assessing the needs of the arts, artists, arts institutions, community organizations sponsoring arts activities, and people of this state relating to the arts.
- f. Supporting and facilitating the preservation and growth of the state's artistic resources.
- g. Contracting for artistic services, performances, and exhibits.
- h. Developing a center or complex of physical facilities for the use of the arts.
- i. Providing financial and technical assistance to artists, arts institutions, and audiences.
- j. Otherwise serving the citizens of the county and state in the realm of the arts.

All of the foregoing specific purposes above are hereby deemed to be public purposes. *[Statutory cross-reference: § 265.32(1), Fla. Stat. (2003).]*

3. **Publicly-supported organization.** This public agency corporate is intended to function as a publicly-supported organization [in contrast to a "private foundation"] in accordance with sections 509(a)(1) and 170(b)(1)(A)(vi) of the Internal Revenue Code, or the corresponding sections of any future federal tax code. At all times during the existence of this public agency corporate, the HCFAC shall use its best efforts and due diligence to secure contributions, grants, and gifts from the public at-large, other governmental units, or combination thereof and that such contributions, grants, and gifts are intended to supply the HCFAC with over one-third (1/3) of its total annual support. In this regard, the HCFAC shall use such media and medium as may be necessary to attract financial support from the public at-large on a continuing and reoccurring basis.

ARTICLE III - POWERS

1. **Powers of the HCFAC.** Within the limits of funds available to it and the conditions set forth in the Statutory Authority, the Enabling Resolution and these bylaws, the HCFAC shall have all legal powers necessary and appropriate to effectuate its purposes and duties hereunder. *[Statutory cross-reference: § 265.32(5), Fla. Stat. (2003).]*
2. **Rules.** The HCFAC shall formulate and publish rules setting forth the criteria pursuant to which its financial aid is given and such other rules regarding its activities as it deems appropriate. *[Statutory cross-reference: § 265.32(7)(e), Fla. Stat. (2003).]*

ARTICLE IV - LIMITATIONS ON ACTIVITIES AND EARNINGS

This public agency corporate shall be further limited in its activities and earnings as follows:

1. **Limitations on earnings.** No part of the net earnings of the HCFAC shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the HCFAC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
2. **Limitations on activities.** No substantial part of the activities of the HCFAC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the HCFAC shall not participate in, or

intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

3. **Additional limitations on activities.** Notwithstanding any other provision of these articles, the HCFAC 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V - MEMBERSHIP AND ORGANIZATION

1. **Organization.** The HCFAC shall consist of fifteen (15) members. All members of the HCFAC shall be residents and qualified electors in Hernando County, Florida. [*Statutory cross-reference: § 265.32(2)(b)1, Fla. Stat. (2003).*]
2. **Appointment of members.** Members shall be appointed by the Hernando County Board of County Commissioners (the "BOCC") from a list of three (3) candidates and shall be selected in such manner as to assure that the general arts needs of the people in Hernando County may best be served. Each member will be charged with the responsibility of serving the best interests of the arts in Hernando County within the purposes of the Statutory Authority, the Enabling Resolution and these bylaws, and no member shall view his or her role as that of representing any particular geographic area of the county, interest group, arts institution, community organization, or audience. No individual committed to, or owing allegiance to, any particular arts faction shall be eligible to serve on the HCFAC. [*Statutory cross-reference: § 265.32(2)(a), Fla. Stat. (2003)*]
3. **Ex officio members.** A sitting member of the BOCC, as designated by the BOCC, may serve as an ex officio member of the HCFAC. The HCFAC may authorize additional ex officio members from any municipality within the county which it determines deserves representation, and any such member shall be designated by the city commission from its membership. The HCFAC may also authorize other ex officio members from the general public when such membership will serve the best interests of the arts and help carry out the objectives and duties of the HCFAC. [*Statutory cross-reference: § 265.32(2)(b)3, Fla. Stat. (2003).*]
4. **Removal.** The BOCC by majority vote thereof, or the HCFAC by two-thirds (2/3rds) vote of the remaining HCFAC members, may remove any member of the HCFAC for good cause including, without limitation, nonfeasance, misfeasance, malfeasance, or continuing unexcused absence. Vacancies created by the resignation, death or removal from of said HCFAC member shall be filled as provided for herein. [*Statutory cross-reference: § 265. 32(2)(g), Fla. Stat. (2003).*]
5. **Vacancies; selection of candidates.** Vacancies which exist on the HCFAC shall be filled by the BOCC from a list of three (3) candidates to be submitted by the remaining members of the HCFAC. The HCFAC shall make the general public aware of any vacancy which occurs, or which is expected, by complying with the notice and publication requirements established under the Statutory Authority and the Enabling Resolution. The HCFAC shall then consider suggestions or recommendations made by members of the public; representative civic, labor, and cultural associations; and groups concerned with encouraging the

development and appreciation of the arts before submitting any list of candidates to the BOCC.

[*Statutory cross-reference: § 265.32(2)(b)2, Fla. Stat. (2003).*]

6. **Duration of term.** The term of office for each member shall be four (4) years. Terms of office shall commence on the first day of January of the year of appointment and shall expire on the thirty-first day of December of the year of termination for years hence. A member may serve for no more than two full consecutive terms (eight years); however, in the event, a member starts with a partial term to fill a vacated position, then this does not count against the member and said member may thereafter serve for two four year terms. Once a member has completed two full consecutive terms, he or she must leave the HCFAC and may not reapply for an HCFAC position for at least two years. [*Statutory cross-reference: § 265.32(2)(c) and (d), Fla. Stat. (2003).*]
7. **Oath of members.** Each member of the HCFAC shall qualify by taking an oath to faithfully perform the duties of his or her office and file the same with the clerk of the BOCC.
8. **Code of ethics.** All HCFAC members are bound by Florida's Code of Ethics for Public Officers and Employees set forth in Chapter 112, Part III, Florida Statutes, as such provisions may be amended or renumbered. [*Statutory cross-reference: Ch. 112, Part III, Fla. Stat. (2003).*]
9. **Compensation.** The members of the HCFAC and its officers shall serve without compensation except as to actual expenses, including travel and per diem expenses incurred in the performance of HCFAC business, and at the rates established by section 112.061, Florida Statutes, as it may be amended or renumbered. [*Statutory cross-reference: § 265.32(2)(e), Fla. Stat. (2003).*]
10. **Officers.** The HCFAC shall select one of its members as chairperson, one as vice-chairperson, one as secretary, and one as treasurer, each of whom shall hold office for one year. No member of the HCFAC may serve as its chair for more than two terms. The HCFAC may annually elect such other officers as it deems appropriate. [*Statutory cross-reference: § 265.32(3), Fla. Stat. (2003).*]

ARTICLE VI - DUTIES OF OFFICERS

1. **Chairperson.** It shall be the duty of the chairperson to preside at all regular and special meetings of the HCFAC and to perform such other duties as ordinarily pertaining to the office of chairperson. The chairperson shall call the members to order on the appearance of a quorum, but not earlier than the scheduled meeting time of said regular or special meeting. The chairperson shall decide all questions of order which arise during the meeting. The chairperson shall preserve order and decorum during all meetings of the HCFAC and, in the event of any disturbance or disorderly conduct in the meeting room, may cause the room to be cleared or cause any disruptive individual or individuals to be removed. The chairperson shall sign all papers and official documents authorized by the HCFAC on its behalf.
2. **Vice-chairperson.** It shall be the duty of the vice-chairperson to fill in for the chairperson in his or her absence and to perform such other duties as may be prescribed by the chairperson or the HCFAC.
3. **Secretary.** It shall be the duty of the secretary to record the attendance at HCFAC meetings, send out notices of the HCFAC meetings and committee meetings, record and preserve the minutes of such meetings, make the required reports to the HCFAC, to provide the HCFAC copies of the agenda packages

as such is updated from time to time, and to perform such other duties as ordinarily pertaining to the office of secretary or as may be designated by the chairperson or the HCFAC.

4. **Treasurer.** It shall be the duty of the treasurer to have custody of all funds, accounting for same to the HCFAC at least annually or upon demand by the HCFAC, and to perform such other duties as ordinarily pertaining to the office of treasurer or as may be designated by the president or the board. Upon leaving office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, and any other property and assets.

ARTICLE VI - EXECUTIVE DIRECTOR

Executive director. The HCFAC may appoint an executive director who shall be an employee and shall serve at the pleasure of, and at a salary fixed by, the HCFAC. The executive director shall carry out the policies and programs established by the HCFAC, shall employ, subject to HCFAC approval, such full-time and part-time staff and consultants as appropriate to carry out those policies and programs, and shall be in charge of the day-to-day operations of those policies and programs. The executive director may be empowered by the HCFAC, following action by a quorum of the HCFAC at a duly advertised meeting, to sign contracts, leases, and other agreements on its behalf. [*Statutory cross-reference: § 265.32(4), Fla. Stat. (2003)*]

ARTICLE VIII - MEETINGS AND VOTING

1. **Regular and special meetings.** As a general matter and unless rescheduled in advance by the HCFAC regular meetings of the HCFAC will be held on the second Thursday on a monthly basis. The time of the meeting will be designated by the Council. Special meetings of the HCFAC may be called at any time by: A) the HCFAC at any of its duly noticed meetings; B) the chairperson or the vice-chairperson in his or her absence; C) the secretary upon the written request of any three (3) members; or D) the executive director when need warrants. [*Statutory cross-reference: § 265.32(7)(a), Fla. Stat. (2003).*]
2. **Annual meeting.** The HCFAC shall hold at least one public hearing annually, pursuant to public notice specifying the date and place of hearing and the subjects to be considered, for the purposes of making the HCFAC's work known and investigating and assessing the needs and development of the arts in the county. Notwithstanding the publication of an agenda for the annual meeting, the specification of subjects shall not preclude consideration of any other subject pertinent to the above-stated purpose of the meeting if that other subject is raised by any county resident present at the meeting. [*Statutory cross-reference: § 265.32(7)(b), Fla. Stat. (2003).*]
3. **All meetings open to the public.** All meetings involving two or more HCFAC members regarding all present, future or potential business of the HCFAC shall be open to the public in accordance with Florida's SUNSHINE LAW and § 286.011, Florida Statutes. If any HCFAC member is in doubt as to whether any situation or meeting is subject to the SUNSHINE LAW, such member should consult with the Florida Commission on Ethics or the County Attorney's Office. [*Statutory cross-reference: § 286.011(1), Fla. Stat. (2003).*]
4. **Notice of meetings.** Notice of all meetings shall be given to each member no less than two (2) days prior to such meeting. Notwithstanding the foregoing, it shall be the duties of the chairperson or other

designated officer to insure that timely and reasonable notice of all meetings are provided to the local news media and distributed in a manner to reasonably put the public on notice of said meeting. [Statutory cross-reference: § 286.011, Fla. Stat. (2003).]

5. **Place of meetings.** Meetings of the HCFAC, regular or special, will be held at such place or places as the HCFAC may designate. [Statutory cross-reference: § 265.32(7)(a), Fla. Stat. (2003).]
6. **Quorum.** One-half of the HCFAC current membership (not counting vacancies), plus one, shall comprise a quorum for the transaction of all business at HCFAC meetings unless a greater number is required by law or under these bylaws. [Statutory cross-reference: § 265.32(7)(a), Fla. Stat. (2003).]
7. **Method of voting.** The business of the HCFAC shall be transacted by voice vote. At any HCFAC meeting, the HCFAC, by majority vote of the members present where there is a quorum, may establish any other means of voting not prohibited by law. In no event may secret ballots be utilized. [Statutory cross-reference: § 286.011), Fla. Stat. (2003).]
8. **Procedure at HCFAC Meetings.** The chairperson, or the vice-chairperson in his or her absence, with consent of the HCFAC, may adopt any appropriate rule of procedure for such meeting. Absent establishing some other procedure, the following procedures shall apply as to all matters requiring official action by the HCFAC:
 - a. All motions for action shall be made orally, except when the chairperson specifically requests it to be written for clarity and completeness. The chair may refuse to recognize any motion not relevant to the discussion at hand.
 - b. Any member may make a motion regarding the subject matter then under discussion by stating "I move that ..."
 - c. Another member may second the motion by stating "I second the motion."
 - d. If no member seconds the motion, the chairperson will ask one or more times, "Is there a second?" If there is no second, the chairperson will state: "Since there is no second, the motion dies for lack of a second."
 - e. The chairperson then repeats the motion and asks the members present if there is any debate on the motion.
 - f. There will be debate if desired by one or more members.
 - g. Any member may request that the chairperson call for a vote.
 - h. The chairperson may call for a vote at any time by stating: "The question is on the adoption of the motion to ..." Those in favor of the motion say "aye"; Those opposed say "no".
 - i. Any member may request a roll call vote on any issue. Upon said request, the chairperson shall state the motion and direct the secretary-treasurer to call the roll. The secretary-treasurer shall call the name of each member and each member shall respond "aye" or "no" to the motion before the HCFAC. In the event of a roll call vote, the chairperson shall vote last.

- j. The chairperson then announces whether the motion carries or dies.
- k. A record of all votes shall be made during the meeting. All votes shall be duly reflected in the minutes of the meeting.

ARTICLE IX - COMMITTEES

1. **Committees.** The chairperson may, subject to the consent of the HCFAC, appoint such committee or committees of the HCFAC to further the purpose and mission of this entity. [*Statutory cross-reference: § 265.32(7)(c), Fla. Stat. (2003).*]
2. **Special Advisors to the Council**
 - a. **Goal:** To provide the Hernando County Arts Council with a pool of Special Advisors from the community to assist the Council in the achievement of its statutory responsibilities.
 - b. **Form:** Special Advisors to the Council is a group of individuals not forming or acting as a committee or branch of the Council, but who can be called upon as individuals from time to time to provide guidance or suggestions based upon his/her area of expertise.
 - c. **Appointment procedure:** Only members of the Arts Council may nominate an individual to be named Special Advisor to the Council by placing the nomination on a meeting agenda and providing the person's particular talent, training, profession or skill that will be available to the Council. These may include but not limited to legal, accounting, arts management, insurance, previous Council leadership, government or social leadership.
 - d. **Term:** Terms shall be for three years and will be renewed as long as the Advisor wishes to serve and continues to be an asset to the Council.
 - e. **Renewal of Terms:** Upon the third anniversary of the appointment, the Council shall contact the Special Advisor to determine if he/she wishes to continue as an Advisor. Upon affirmation by the Advisor, the appointment as an Advisor shall be automatically renewed for another three years. If no contact is made by the Council, the Advisor's term shall be automatically terminated within 60 days of the anniversary date of the appointment. The Advisor may withdraw from the role as Advisor at any time simply by notifying the Council or a Council member.
 - f. **Number of Advisors:** The council may name as many Special Advisors as it deems necessary to achieve its statutory responsibilities.
 - g. **Procedure:** Prior to approval by the Council, the nominating Council member shall contact the nominee and determine his/her desire to serve. Once interest is confirmed and the nomination is approved by the Council, the Adviser shall be invited by letter to attend the next regular or special meeting of the Council to be recognized and receive a Certificate of Appointment.
 - h. **Special Recognition:** Special Advisor to the Council shall be considered an honorary appointment. In addition to the Certificate of Appointment, the Council may provide special recognition for services rendered as it deems appropriate such as free attendance at certain events

as performances, receptions and festivals. Special Advisors will not be compensated for their services except when specifically authorized and deemed appropriate by the Council.

ARTICLE X - BUDGETS, ACCOUNTS, AND REPORTS

1. **Fiscal year.** The fiscal year of the HCFAC shall commence October first, and end September thirtieth in the next succeeding year.
2. **Annual budget.** The treasurer shall prepare an annual budget each year which shall be presented to the HCFAC.
3. **Operating accounts.** All operating funds shall be maintained in a local federal or state chartered bank which in such account or accounts which are insured by the Federal Deposit Insurance Corporation (FDIC).
4. **Investment of surplus and non-operating funds.** All funds other than operating funds shall be invested only in accordance with § 218.415, Fla. Stat. The HCFAC is authorized under these bylaws to invest its non-operating funds in any of the investment vehicles enumerated in § 218.415(16)(a thru f), Fla. Stat. [*Statutory cross-reference: § 218.415, Fla. Stat. (2003).*]
5. **Reports.** The HCFAC may, from time to time and at any time, submit to the Florida Arts Council a report summarizing its activities and setting forth any recommendations it considers appropriate, including recommendations with respect to present or proposed legislation concerning state encouragement and support of the arts. The HCFAC may, from time to time, submit to Hernando County and other governmental agencies a report detailing its finances, activities, needs, or other information deemed appropriate. [*Statutory cross-reference: § 265.32(7)0, Fla. Stat. (2003).*]

ARTICLE XI- BONDS

Bonds. The HCFAC may issue bonds as provided for in, and subject to, the Statutory Authority and the Enabling Resolution. [*Statutory cross-reference: § 265.32(6), Fla. Stat. (2003).*]

ARTICLE XII - DEDICATION OF ASSETS

Dedication of assets. The property of the HCFAC is irrevocably dedicated to charitable purposes and no part of the net income or assets of this not for profit public agency corporate shall ever inure to the benefit of any officer or member of the HCFAC.

ARTICLE XIII - DISTRIBUTION ON DISSOLUTION

Distribution Upon Corporate Dissolution. Upon the dissolution of the HCFAC, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to Hernando County, a political subdivision of the State of Florida, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction with Hernando County, Florida, exclusively for such

purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV - SUPERSEDES

Replace and supersede prior bylaws. These bylaws shall replace and supersede all previously adopted bylaws of the HCFAC and amendments thereto up to the adoption date herein.

ARTICLE XV - AMENDMENTS

Amendments to Bylaws. These bylaws may be amended at any regular meeting of the board, a quorum being present, by a two-thirds vote of all HCFAC members present, provided that notice of such proposed amendment shall have been delivered to each member, by U.S. Mail or electronic mail or hand delivery, at least seven (7) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the Statutory Authority or the Enabling Resolution.

RATIFICATION

These bylaws were amended and duly adopted by the HCFAC, this 9 day of July, 2015, and reconfirmed by the Council at its meeting December 10, 2015.

Emilio Vergara, Chairman

Prepared by: Emilio Vergara
December 12, 2015