

November 16, 2016 Revised

## **AMENDED AND RESTATED BYLAWS OF FLORIDA CRAFTART**

### **ARTICLE I NAME AND PURPOSE**

#### Section 1 Name.

The name of this corporation shall be Florida Craftsmen d/b/a Florida CraftArt (“FCA”). FCA is organized under the Florida Not-for-Profit Corporation Act.

#### Section 2 Corporate Offices.

The principal office of this corporation shall be located at 501 Central Avenue, St. Petersburg, Florida 33701. The corporation may establish other offices as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

#### Section 3 Purpose.

FCA may engage in any lawful purpose or purposes that not-for-profit corporations may conduct under state law. The mission of FCA is to grow the statewide creative economy by engaging the community and advancing Florida’s fine craft artists and their work.

#### Section 4 Terminology.

The term “Bylaw” shall mean and refer to these Amended and Restated Bylaws and any subsequent amendments to them.

### **ARTICLE II MEMBERSHIP**

#### Section 1 Qualifications and Privileges.

Any person, institution, or organization with an interest in the objectives of FCA shall be entitled to membership in FCA upon payment of annual dues. Each member, whether an individual or entity, shall have one (1) vote. Only those members who are legal residents of the State of Florida are eligible to be an officer of FCA. Gallery artists must be legal residents of the State of Florida.

#### Section 2 Classes of Membership & Member Dues.

The Board of Directors shall establish classification of and dues for membership categories. A membership year shall mean one (1) year, commencing on the day payment of the dues is made and shall expire on the last day of the twelfth consecutive month. If dues are paid on a date other than the first of the month, the membership year shall include any partial calendar month. Dues are non-refundable.

#### Section 3 Termination of Membership.

A member shall be dropped from the roll of FCA members for nonpayment of dues within sixty (60) days following the expiration of a membership year.

## **ARTICLE III MEETINGS OF MEMBERS**

### Section 1 Annual Meeting.

There shall be an annual meeting of the members of FCA. Notice of the date and time of the annual meeting shall be posted on FCA's website and communicated to members via each member's preferred method of communication at least thirty (30) days prior to such meeting, if the member has provided the member's preferred method of communication to FCA, or otherwise by such method of communication as determined by FCA. The program for such meetings shall be determined by the Board of Directors.

### Section 2 Special Meetings.

A special meeting of the members of FCA may be called by the President, by a majority of the Board of Directors, or by ten percent (10%) of the current members of FCA. Notice of a special meeting shall state the time, place, and purpose of the meeting and shall be posted on FCA's website and communicated to members via each member's preferred method of communication, if the member has provided the member's preferred method of communication to FCA, or otherwise by such method of communication as determined by FCA, at least thirty (30) days prior to the meeting. No business other than that stated in the notice for the meeting shall be transacted at that meeting.

### Section 3 Quorum.

The quorum for a vote by the membership at any annual and special membership meetings shall consist of twenty (20) members in good standing. The acts approved by a majority of the members present at a meeting at which a quorum is present shall constitute the acts of the members. If at any meeting there shall be less than a quorum, a majority of those present may adjourn the meeting from time to time and place to place until a quorum is present.

### Section 4 Voting.

The right to vote at any membership meeting shall be limited to adult members in good standing on the date the notice for the meeting is posted on FCA's website. All actions shall be decided by a majority vote of the members present or by proxy.

### Section 5 Presiding Officer.

The presiding officer of members' meetings shall be the president, and if absent, the vice president, or secretary, in the foregoing order, as available, shall preside. In the absence of a presiding officer, the members shall designate one of their own to preside.

## **ARTICLE IV BOARD OF DIRECTORS**

### Section 1 Composition.

The Board of Directors shall consist of at least nine (9) but no more than twenty-seven (27) members. Each Director must be a member in good standing with FCA and be a legal resident of the State of Florida. Each Director, with the exception of the Executive Director, shall have one (1) vote on the Board.

### Section 2 Directors.

Directors shall be elected for a term of three (3) years. Directors shall be elected at the Annual Meeting by a majority vote of the members in good standing. Directors are charged with the responsibility of serving the best interests of FCA. Directors may serve as many consecutive terms for which they are elected.

### Section 3 Nominations.

Candidates for the position of Director shall be sought by the Governance Committee, whose composition is described under Article VI. The Governance Committee shall provide recommendations of proposed candidates to the Board of Directors for a vote at regular board meetings and the Annual Meeting.

### Section 4 Vacancies and Removal.

Any Director may resign at any time by giving written notice to FCA. The resignation shall be effective upon receipt by FCA or at such subsequent time as may be specified in the notice of resignation.

Vacancies occurring on the Board of Directors shall be filled by election at regular meetings of the Board of Directors. The person elected to fill a vacancy shall serve as a Director until the next annual meeting of the members of FCA. That person may then be elected to serve for a full term. Each Director must attend a majority of Board meetings that occur during FCA's fiscal year and while he or she is a Director (the "Attendance Rule"). Directors may attend Board meetings via telephone. Only an unexcused absence, as determined by the Board in its discretion, shall constitute an absence from a Board meeting for purposes of the Attendance Rule.

Any Director may be removed from office without cause by the vote of a majority of the Board of Directors at any regular meeting of the Board.

### Section 5 Meetings.

The Directors shall meet at least four (4) times a year. Written notice stating the place, date, and hour of the regular meeting of the Board shall be delivered to each Director or posted on FCA's website not less than thirty (30) days prior to the meeting. Any change to the date, time or place of a previously scheduled meeting shall be communicated to and confirmed by each Director. A Director waives notice of a meeting by attending the meeting.

Special meetings of the Board may be called by the President, at the written request of at least six (6) Directors or at the written request of at least ten (10) members of FCA. Such request shall be submitted in writing to the President and shall specify the time and place as well as the purpose of the meeting. Such request shall reach the President at least twenty-one (21) days before the requested date of the special meeting. Members requesting a special meeting shall be responsible for notifying all Directors in writing of time, place, and purpose of said meeting. Written notice must be provided to each Director at least ten (10) days before the meeting is to take place. Failure to properly notify the Directors of the special meeting shall invalidate any action taken at the meeting. A Director may waive the notice requirement in writing.

Section 6 Quorum.

A quorum for the transaction of business at meetings of the Board of Directors shall consist of a majority of the Directors. The business of the Board shall be transacted by a majority vote of all Directors present, and any action shall be deemed the action of the Board.

Section 7 Functions and Responsibilities.

The role of the Board of Directors is one that determines the mission, vision, values and purpose of FCA and reviews and establishes the policies of FCA. Each Director has a fiduciary responsibility to represent and protect the interests of FCA. No Director shall commit FCA to any obligation, financial or otherwise, without written approval of the Board of Directors.

**ARTICLE V OFFICERS**

Section 1 Number.

The officers of FCA shall be: President, Vice President, Secretary, Treasurer, and Immediate Past President. The officers shall be elected by the Board of Directors.

Section 2 Election of Officers.

The Governance Committee shall submit nominations for officers to the Board of Directors. The Board of Directors may elect an officer at any regular meeting of the Board. An officer shall serve for a term of two (2) years and may serve no more than two (2) consecutive terms in office. However, an officer's term shall not be longer than his or her term as a Director. Any vacancy in office during a term shall be filled by a vote of the Board. That officer is then eligible to serve up to two (2) consecutive terms.

Section 3 President.

The President shall preside at all meetings of the members and of the Board of Directors and shall be an ex-officio member of all committees. In the absence of the President, the Vice President shall preside, or if neither, then the Secretary. The President shall sign all instruments or writings in the name of FCA when authorized to do so by the Board of Directors. The President shall appoint all committee chairmen with Board approval. Additional powers and duties may be delegated to the President from time to time by the Board.

Section 4 Vice President.

The Vice President, in the absence or incapacity of the President, shall perform the duties of the President. When so acting, the Vice President shall have all the powers of, and be subject to, the restrictions upon the President. The Vice President shall also perform such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 5 Secretary.

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors and, in general, perform all duties incident to the office of the Secretary and such other duties as may be assigned by the President or the Board of Directors.

Section 6 Treasurer.

The Treasurer shall be responsible for the monies of FCA. The Treasurer shall present a statement of the current financial condition of FCA at each Board meeting and at the annual meeting of the membership. The Treasurer shall act as Chairman of the Finance Committee, and, in general, perform all duties incident to the office of the Treasurer and such other duties as may be assigned by the President or the Board of Directors.

Section 7 Immediate Past President.

The Immediate Past President is the last President of FCA.

**ARTICLE VI COMMITTEES**

Section 1 Standing Committees.

The following shall be standing committees of FCA: Executive Committee, Strategic Planning Committee, Finance Committee, Governance Committee, and Development Committee. Each committee shall keep minutes of all proceedings and report at each regular meeting of the Board of Directors. At least one member of the Board shall be a member of each standing committee and shall be a voting member of that committee. Any member of FCA may be invited to serve on a standing committee, with the exception of the Executive Committee, the Strategic Planning Committee, and the Governance Committee. Non-members may also serve on ad-hoc committees at the discretion of the Board. The Board of Directors may create additional standing committees at its discretion. The committee chairs shall be designated by the President, subject to the approval of the Board. Committee chairs and members shall serve one (1) year, renewable terms.

**A. EXECUTIVE COMMITTEE**

The Executive Committee is composed of the officers of FCA and is empowered to meet for the purposes of expediting Board business. Notice of the time and place of these meetings must be communicated to and confirmed by the members of the Executive Committee. All members of the Executive Committee must vote on any proposed act whether in person via telephone or via email absent extraordinary circumstances. The act of a majority of the members of the Executive Committee shall be an act of the Executive Committee. The Executive Committee is empowered to act on behalf of the Board of Directors between regular meetings of the Board when an expedited decision is necessary. All actions taken by the Executive Committee in the name of the Board shall be reported to the Board at its next regular or special meeting. Minutes of an Executive Committee meeting shall be distributed to all Directors within two (2) weeks of the meeting.

**B. STRATEGIC PLANNING COMMITTEE**

The Strategic Planning Committee is comprised of the President, Immediate Past President, Vice President, and other Board members as designated annually by the Board. The Committee assists the Board with its responsibilities to fulfill FCA's mission, vision and strategic direction. The Committee ensures the Board and management have established an effective strategic planning process, including development of a three- to five-year strategic plan

with measurable goals and time targets. The Committee annually reviews the strategic plan and recommends updates at its discretion.

#### C. FINANCE COMMITTEE

The Treasurer is the Chairman of the Finance Committee. At least one other Director shall be a member of the Committee. The Committee's principal duty shall be to oversee the financial operation and fiscal control of FCA. The Committee shall assist with the preparation of the annual budget, including both the projected income and projected expense, and present that budget to the Board for approval. The Committee shall monitor on a regular basis the activation or implementation of the budget in terms of both expense and income and shall recommend to the Board any budget revisions.

#### D. GOVERNANCE COMMITTEE

The Governance Committee is comprised of at least three (3) Directors of FCA. Only Directors of FCA shall serve on the Governance Committee. The Governance Committee shall annually assess each Director and shall nominate candidates for the position of Director at regular meetings of the Board of Directors. The Committee will seek to achieve diversity in composition of the Board in as many respects as possible. The Governance Committee shall meet regularly throughout the year to assess the service and resource needs of FCA. The Governance Committee shall nominate candidates to fill director and officer vacancies as provided for in Article IV Section 4 and Article V Section 2 of these bylaws. The President shall not serve as a member of the Governance Committee.

#### E. DEVELOPMENT COMMITTEE

The Development Committee is comprised of at least three (3) Directors of FCA. The Development Committee and the Executive Director are responsible for the planning, execution and oversight of overall effectiveness in enhancing membership and annual giving. The Committee and the Executive Director, with the support of the Board of Directors, shall regularly endeavor to obtain sustainable corporate sponsorships, major gifts and underwriter's support necessary to the financial stability of FCA.

#### Section 2 Special Committees.

The Board may establish special committees at its discretion. Any member of FCA or non-member may be invited to serve on a special committee at the discretion of the Board.

#### Section 3 Committee Meetings.

Unless otherwise provided for in these bylaws, a majority of the members then serving on a committee constitutes a quorum for a meeting of that committee. A vote of a simple majority of those present at a meeting at which a quorum is present constitutes action by the Committee. Each Committee shall determine and schedule the number of regular meetings it will hold each year.

## **ARTICLE VII FINANCIAL AFFAIRS**

### Section 1 Fiscal Year.

The fiscal year of FCA begins on October 1st and ends September 30th of the following calendar year.

### Section 2 General.

No financial obligations shall be incurred or contracted by FCA without the approval of the Board of Directors except as may be included in the budget. No unbudgeted sums of money shall be paid out unless and until approved by the Board of Directors, except those designated in the bylaws. No funds of FCA shall be deposited in any name except that of FCA, and no funds shall be invested without the authority of the Board of Directors.

## **ARTICLE VIII ADVISORY COUNCIL**

### Section 1 Purpose.

The purpose of the Advisory Council is to involve individuals who have demonstrated an interest in the mission and purpose of FCA and who possess skills or experience that will advance the mission and purpose of FCA, and who express a desire to participate in the activities of FCA.

### Section 2 Charter, Roles, Responsibilities.

The Governance Committee may recommend to the Board for approval a charter and roles and responsibilities for the Advisory Council. The Governance Committee may recommend to the Board revisions to any such documents that are adopted by the Board.

### Section 3 Qualifications.

The Advisory Council will consist of any number of individuals. Advisory Council members must be members of FCA. At least one Director shall be on the Advisory Council. A Director shall Chair the Advisory Council.

### Section 4 Membership.

Membership in the Advisory Council shall be by election of a majority of the Board of Directors. Members of the Advisory Council shall serve a term of two (2) fiscal years. There are no term limits for members of the Advisory Council.

### Section 5 Policies.

The Advisory Council will assist and advise the Board of Directors, the President, and the Executive Committee in all matters wherein its advice has been requested.

## **ARTICLE IX STAFF**

### Section 1 Composition.

A staff member shall be hired to act as Executive Director of FCA. The Board of Directors shall review annually the performance and staffing needs of FCA. The roles and the responsibilities of the Executive Director and other staff members shall be outlined in job descriptions approved by the Board and reviewed with staff members during annual performance reviews. Staff

members are ineligible to serve on the Board of Directors except in an ex-officio, non-voting manner.

#### Section 2 Duties.

In accordance with the objectives and priorities established by the Board, designated staff members shall be responsible for the development of programs and for day-to-day operations of FCA in, a manner consistent with the purpose of FCA as defined in Article I above. The Executive Director may enter into contracts consistent with Board directives if the contract does not obligate FCA to expend more than \$10,000.00 and provided that the obligation has been budgeted. The duties and responsibilities of the Executive Director shall be set forth in a contract approved by the Board and will be reviewed by the Board annually. The Executive Director shall maintain FCA's financial books and other business records and shall conduct and supervise the day-to-day affairs of FCA. The Executive Director shall present written reports to the Board of Directors at regular meetings of the Board and shall be an ex-officio non-voting member of the Board.

### **ARTICLE X AMENDMENTS AND POLICIES**

#### Section 1 Bylaws.

The bylaws of FCA may be amended at any meeting of the Board of Directors by a majority vote, provided that the proposed changes have been reported in the minutes of the preceding meeting and notice of the proposed changes has been provided to the members by posting the proposed changes on FCA's website at least thirty (30) days prior to final action by the Board.

#### Section 2 Policies.

General policies of FCA shall be established by a majority of the Board of Directors present and voting. Policies may be rescinded or amended by a two-thirds (2/3) vote of the Directors present and voting. Prior notice is not required to rescind or amend a policy of FCA. The Secretary shall extract from the minutes of meetings of the Board of Directors all policies established by the Board and maintain a list of all current policies in a separate document titled "Policies of Florida Craftsmen d/b/a Florida CraftArt."

### **ARTICLE XI INDEMNIFICATION OF DIRECTORS AND OFFICERS**

#### Section 1 General.

To the fullest extent permitted by law, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by, or in the right of, the corporation), by reason of the fact that such person is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's

conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

#### Section 2 Actions By or In the Right of the Corporation.

In any action, suit or proceeding, threatened, pending or completed, by or in the right of the corporation, indemnification shall be made as provided in Section 1 of this Article XI, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

#### Section 3 How Effected.

Indemnification pursuant to Section 1 or Section 2 of this Article XI, unless pursuant to a determination by a court, shall be made by the corporation only as authorized in the specific case upon a determination that the indemnification is proper in the circumstances because the indemnified person has met the applicable standard of conduct set forth in Section 1 or Section 2 hereof. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding to which the indemnification relates or by the members by a majority vote of a quorum consisting of members who were not parties to the action, suit or proceeding to which the indemnification relates. If a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or Section 2 of this Article XI, or in the defense of any claim, issue or matter therein, the corporation shall be obligated upon proper application to indemnify such person in respect of expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

#### Section 4 Prepayment of Expenses.

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon a preliminary determination following one of the procedures set forth in Section 3 of this Article XI that such indemnified person meets the applicable standard of conduct referred to therein and after receipt of an undertaking satisfactory in form and substance to the corporation that such person will promptly repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the corporation as authorized in this Article XI.

#### Section 5 Nonexclusivity.

The indemnification provided by this Article XI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in any official capacity

and as to action in any other capacity while holding office with the corporation. The Board of Directors may, at any time, approve indemnification of any other person that the corporation has the power by law to indemnify, including, without limitation, employees and agents of the corporation. The indemnification provided for in this Article XI shall continue as to any person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person's heirs and personal representatives.

## **ARTICLE XII CONFLICTS OF INTEREST**

Each Director of FCA shall disclose in writing to the Board of Directors any conflict of interest which the Director believes may arise in connection with that person's service as a Director of FCA. No contract or other transaction between FCA and one or more of its Directors or any other corporation, firm, association, or other entity in which one or more of its Directors are directors or officers or are financially interested shall be either void or voidable for this reason alone or by reason alone that such Directors are present at the meeting of the Board or of a committee thereof which authorizes such contract or transaction, or that his, her, or their votes are counted for such purpose, if (a) the fact of such relationship or interest is disclosed or known to the Board or committee, and if the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director; or (b) the contract or transaction is fair and reasonable as to FCA at the time it is authorized by the Board, a committee, or the members.

## **ARTICLE XIII – RULES OF ORDER**

The rules contained in Robert's Rules of Order shall govern in all cases to which they are applicable and not inconsistent with the bylaws, Articles of Incorporation, or policies of FCA.

## **ARTICLE XIV – DISSOLUTION**

If dissolution of FCA becomes desired or necessary, FCA shall dissolve in accordance with the requirements of the Corporations Not for Profit law of the State of Florida.

## **ARTICLE XV – EXEMPT ACTIVITIES**

Notwithstanding any other provision of these By-laws, no director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Code Section 501(c)(3) and the regulations issued thereunder, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and the regulations issued thereunder.