

Bylaws of Friends of Carrollwood Cultural Center, Inc.

ARTICLE 1 Non-Profit Purpose

IRC Section 501(c)(3) Purpose. Friends of Carrollwood Cultural Center, Inc. (the "Corporation" or "FCCC") is a not-for-profit corporation organized for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Code, or corresponding section of any future federal tax code.

Specific Purpose. The Corporation shall manage, operate and promote the Carrollwood Cultural Center (CCC) in accordance with the terms and conditions set forth in the "Agreement Between Hillsborough County and the Friends of the Carrollwood Cultural Center for the Management and Operation of the Carrollwood Cultural Center" (the "County Management Agreement") dated January 3, 2008.

ARTICLE 2 Directors

Number. The Corporation shall have no less than five and no more than fifteen Directors, and collectively they shall be known as the Board of Directors (BOD). Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased.

Qualifications. Directors shall be of the age of majority in the State of Florida. Directors shall have an interest in the aims and purposes of the Corporation, as stated in Article 1, Specific Purpose.

Powers. Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Duties. It shall be the duty of the Directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, by these Bylaws, and by the Commitment to Service;
- b) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Officers, agents and employees of the Corporation;
- c) Supervise all Officers, agents and employees of the Corporation, except as otherwise provided in these Bylaws, to assure that their duties are performed properly;
- d) Meet at such times and places as required by these Bylaws;
- e) Register their physical and Carrollwoodcenter.org e-mail addresses with the Secretary of the Corporation, and notices of meetings mailed or e-mailed to them at these addresses shall be valid notices thereof;
- f) Fully comply and adhere to the Florida Sunshine Law, Chapter 286, Florida Statutes.

Election and Term of Office. All applicants and appointees must follow the New Board Member Selection Policy established by the Corporation's Board of Directors. The Board of Directors of the Homeowner's Associations of Phases I, II and III of Carrollwood Village each shall appoint a

49 representative of its respective board to be a member of the Corporation's Board of Directors.
50 Voting for the election of Directors shall be by written ballot. Each Director shall cast one vote per
51 candidate, and may vote for as many candidates as the number of open positions on the Board. The
52 candidates receiving the highest number of votes shall be elected to serve on the Board.

53

54 Each Director shall hold office for a period of three years. Terms shall be staggered so that no more
55 than one-third (1/3) of all terms shall expire in any year. At the end of every three year term, a
56 Director must be re-elected by majority vote of the BOD and must sign the Commitment to Service
57 form. There is no limit on the number of terms a Director may hold.

58

59 **Commitment to Service.** All Directors must sign a Commitment to Service form upon selection to
60 the Board of Directors. The Commitment to Service form may be amended from time to time as
61 necessary. Any changes to the Commitment to Service form must be voted upon by a simple
62 majority of the Board of Directors.

63

64 **Removal and Resignation.** Directors may be removed from office, with or without cause, by a two-
65 thirds majority vote of those Directors present, as permitted by and in accordance with the laws of
66 this state.

67

68 Any Director may resign effective upon giving written notice to the President of the Board, the
69 Secretary, or the Board of Directors, or may specify a later time for the effectiveness of such
70 resignation. No Director may resign if the Corporation would then be left without a duly elected
71 Director in charge of its affairs, except upon notice to the Office of the Attorney General or other
72 appropriate agency of this state.

73

74 Vacancies on the Board may be filled for the unexpired balance of the term by applicants or
75 appointees with approval by the Board of Directors. A person elected to fill a vacancy on the Board
76 shall hold office until the next election of the Board of Directors or until his or her death, resignation
77 or removal from office.

78

79 If the number of Directors falls below the required minimum, a vacancy on the Board of Directors
80 may be filled by applicants or appointees, with approval by a majority of the Directors then in office
81 or by a sole remaining Director.

82

83 **Compensation.** Directors shall serve without compensation. They shall, however, be allowed
84 reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

85

86 **Place of Meetings.** Meetings shall be held at the principal office of the Corporation unless otherwise
87 provided by the Board or at such other place as may be designated from time to time by resolution
88 of the Board of Directors.

89

90 **Regular Meetings.** Regular meetings of Directors shall be held monthly on a date to be agreed upon
91 annually by the Board of Directors.

92

93 **Special Meetings.** Special meetings of the Board of Directors may be called by the President or any
94 two Directors. Special meetings shall be held at the principal office of the Corporation or at the place
95 designated by the person or persons calling the special meeting.

96

97 **Notice of Meetings.** Unless otherwise provided by the Articles of Incorporation, these Bylaws, or
98 Florida law, the following provisions shall govern the giving of notice for all meetings of the Board of
99 Directors. Notice of meetings shall be provided as necessary to assure compliance with the Florida
100 Sunshine Law, Chapter 286, Florida Statutes.

101 a) **Special Meetings.** In addition to the notice procedure above, the President or Secretary of
102 the Corporation shall give reasonable notice to each Director of each special meeting of the
103 Board. Such notice will be given by electronic communication and shall state the place, date and
104 time of the meeting and the matters proposed to be acted upon at the meeting. Each Director
105 contacted shall acknowledge personal receipt of the notice by a return message within twenty-
106 four hours.

107 b) **Waiver.** Neither notice of regular meetings nor notice of special meetings may be waived by
108 any Director.

109
110 **Action without a Meeting.** No action by the Board of Directors shall be taken by written consent or
111 otherwise without a meeting.

112
113 **Quorum for Meetings.** A quorum shall consist of a simple majority of the members of the Board of
114 Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws or
115 provisions of law, no business shall be considered by the Board at any meeting at which the required
116 quorum is not present, and the only motion that the presiding officer or chair shall entertain at such
117 meeting is a motion to adjourn.

118
119 **Telephonic Meetings.** Members of the Board of Directors or a committee thereof may participate in
120 a meeting of the Board or such committee by means of a conference telephone call or similar
121 communications equipment if a quorum is present at the meeting and if all persons participating in
122 the meeting, including the remote caller, can hear each other at the same time. Participation by
123 such means constitutes presence in person at a meeting.

124
125 **Majority Action as Board Action.** Every action taken by a majority of the Directors present at a
126 meeting duly held at which a quorum is present is an action of the Board of Directors, unless the
127 Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or
128 different voting rules.

129
130 **Conduct of Meetings.** Meetings of the Board of Directors shall be presided over by the President of
131 the Corporation, or in his or her absence, by the Vice President of the Corporation, or in the absence
132 of each of these persons, by a temporary chair, who need not be an officer of the Corporation,
133 chosen by a majority of the Directors present at the meeting. The minutes shall be taken at every
134 meeting by the Secretary of the Corporation or an appointee. Meetings shall be governed by
135 Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles
136 of Incorporation, these Bylaws or with Florida law.

137
138 **Nonliability of Directors.** Directors shall not be personally liable for the debts, liabilities, or other
139 obligations of the Corporation.

140
141 **Indemnification of Directors.** Directors shall be indemnified by the Corporation to the fullest extent
142 permissible under Florida law.

143
144 **Insurance for Corporate Agents.** Except as may be otherwise provided under provisions of law, the

145 Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance
146 on behalf of any agent of the Corporation (including a Director, Officer, employee or other agent of
147 the Corporation) against liabilities asserted against or incurred by the agent in such capacity or
148 arising out of the agent's status as such, whether or not the Corporation would have the power to
149 indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or
150 provisions of law.

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ARTICLE 3 Officers

153

154 **Designation of Officers.** The officers of the Corporation shall be a President, a Vice President, a
155 Secretary, and a Treasurer. The Board may appoint one or more Vice Presidents, Assistant
156 Secretaries, Assistant Treasurer, and other such officers with such titles as may be determined from
157 time to time by the Board of Directors. Such officers may or may not be elected as Directors of the
158 Corporation.

159

160 **Qualifications.** Officers shall be of the age of majority in the State of Florida. Officers shall have an
161 interest in the aims and purposes of the Corporation, as stated in Article 1, Specific Purpose and the
162 Commitment to Service. Each officer shall meet the specific qualifications for his or her respective
163 office.

164

165 **Election and Term of Office.** Officers shall be elected by the Board of Directors every other year at
166 the January Board meeting. An officer may resign, be removed or disqualified to serve at any time,
167 in which case a qualified successor shall be elected at the next Board meeting. There are no limits to
168 the number of officer terms a Director can serve.

169

170 **Removal and Resignation.** Any officer may be removed, either with or without cause, by a two-
171 thirds majority vote of those Directors present, at any time. Any officer may resign at any time by
172 giving written notice to the Board of Directors, the President or Secretary of the Corporation. Any
173 such resignation shall take effect at the date of receipt of such notice or at any later date specified
174 therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be
175 necessary to make it effective.

176

177 **Vacancies.** Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of
178 any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than
179 that of President, such vacancy may be filled temporarily by appointment by the President until such
180 time as the Board shall fill the vacancy. Vacancies occurring in offices of assistant officers appointed
181 at the discretion of the Board may or may not be filled at the discretion of the Board of Directors.

182

183 **Compensation.** The salaries of the officers, if any, shall be fixed from time to time by resolution of
184 the Board of Directors. In all cases, any salaries received by officers of this Corporation shall be
185 reasonable and given in return for services actually rendered to or for the Corporation.

186

187 **Duties of President.** The President shall be the chief executive officer of the Corporation and shall,
188 subject to the control of the Board of Directors, supervise and control the affairs of the Corporation
189 and the activities of the officers. He or she shall perform all duties incident to his or her office and
190 such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or
191 which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly
192 provided by law, by the Articles of Incorporation or by these Bylaws, the President shall, in the name

193 of the Corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments
194 that may from time to time be authorized by the Board of Directors.

195

196 In addition, the President shall provide one performance appraisal of the Executive Director every
197 calendar year.

198

199 **Duties of Vice President.** In the absence of the President, or in the event of his or her inability or
200 refusal to act, the Vice President shall perform all the duties of the President and when so acting
201 shall have all the powers of, and be subject to all the restrictions on, the President. The Vice
202 President shall have other powers and perform such other duties as may be prescribed by law, by
203 the Articles of Incorporation or by these Bylaws, or as may be prescribed by the Board of Directors.

204

205 **Duties of Secretary.** The Secretary shall certify and keep at the principal office of the Corporation
206 the original, or a copy, of these Bylaws as amended or otherwise altered to date; and keep at the
207 principal office of the Corporation or at such other place as the Board may determine, a book of
208 minutes of all meetings of the Directors. The minutes shall record the place, date and time of the
209 meeting, whether the meeting is regular or special, the names of those present or represented at
210 the meeting, and the proceedings thereof. If the meeting is a special meeting, the minutes shall also
211 record who called it and how notice of the special meeting was given. Duties also include but are not
212 limited to:

213

a) Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or
214 attorney, on request therefore, the Bylaws and the minutes of the proceedings of the
215 Directors of the Corporation;

216

b) Exhibit at every Board meeting the Bylaws of Friends of Carrollwood Cultural Center, the
217 Agreement Between Hillsborough County and the FCCC For the Management & Operation
218 of the CCC, the Articles of Incorporation, Summary of Sunshine Laws, Commitment to
219 Service, Director Term List, the book of Board Policies and Procedures, and minutes from
220 the preceding twenty-four (24) months;

221

c) Be custodian of the records and of the seal of the Corporation and affix the seal, as
222 authorized by law or the provisions of these Bylaws, to duly executed documents of the
223 Corporation;

224

d) Perform all duties incident to the office of Secretary and such other duties as may be
225 required by law, by the Articles of Incorporation or by these Bylaws, or which may be
226 assigned to him or her from time to time by the Board of Directors.

227

228 **Duties of Treasurer.** The Treasurer shall have charge and custody of, and be responsible for, all
229 funds and securities of the Corporation, and ensure deposit of all such funds in the name of the
230 Corporation in such banks, trust companies, or other depositories as shall be selected by the Board
231 of Directors. Duties also include but are not limited to:

232

a) Receive, or cause to be received, and give receipt for, monies due and payable to the
233 Corporation from any source whatsoever;

234

b) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the
235 Board of Directors, taking proper vouchers for such disbursements;

236

c) Keep and maintain adequate and correct accounts of the Corporation's properties and
237 business transactions, including accounts of its assets, liabilities, receipts, disbursements,
238 gains and losses;

239

d) Exhibit at all reasonable times the books of account and financial records to any Director of
240 the Corporation, or to his or her agent or attorney, on request therefore;

- 241 e) Render to the President and Directors, whenever requested, an account of any or all of his
- 242 or her transactions as Treasurer and of the financial condition of the Corporation;
- 243 f) Prepare or cause to be prepared, and certify or cause to be certified, the financial
- 244 statements to be included in any required reports;
- 245 g) Chair the Finance Committee.

246

247 In general, the Treasurer shall provide transparency and perform all duties incident to the office of
248 Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the
249 Corporation or by these By-Laws, or which may be assigned to him or her from time to time by the
250 Board of Directors.

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252 **ARTICLE 4 Executive Director**

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254 The Board of Directors shall employ, discharge, prescribe the duties, fix the compensation of and
255 supervise an Executive Director to operate and manage the day-to-day activities of the Corporation
256 in accordance with the County Management Agreement, the policies and procedures established by
257 the Board and the employment contract with the Executive Director. The Executive Director will
258 have the authority to employ, discharge, prescribe the duties, fix the compensation and supervise
259 the employees of the Corporation in accordance with the policies of the Board of Directors and the
260 adopted annual budget.

261

262 **ARTICLE 5 Advisory Board**

263

264 The Board of Directors may appoint individuals, companies or organizations to an Advisory Board to
265 provide resources to assist and advise the Board of Directors in accomplishing the purposes of the
266 Corporation. Advisory Board members will be selected and/or removed by vote of a majority of
267 Directors present at the meeting.

268

269 **ARTICLE 6 Committees**

270

271 **Executive Committee.** The Board of Directors may designate an Executive Committee consisting of
272 at least three, but not more than five Directors and may delegate to such committee the powers and
273 authority of the Board in the management of the business and affairs of the Corporation, to the
274 extent permitted, and except as may otherwise be provided, by provisions of law. By a majority vote
275 of its members, the Board may at any time revoke or modify any or all of the Executive Committee
276 authority so delegated, increase or decrease the number of the members of the Executive
277 Committee, and fill vacancies on the Executive Committee from the members of the Board.

278

279 **Finance Committee.** The Board of Directors shall, by a majority vote of its members, designate a
280 Finance Committee consisting of the Treasurer as chair and at least two, but not more than four,
281 additional Directors. The Corporation's fiscal year shall be the calendar year. The Finance Committee
282 shall develop an annual budget. The Finance Committee shall submit monthly reports to the Board
283 of Directors showing income, expenditures and balance statement.

284

285 **Other Committees.** The Corporation shall have such other committees as may from time to time be
286 designated by resolution of the Board of Directors.

287

288 **Meeting and Actions of Committees.** Meetings and action of committees shall be governed by,

289 noticed and held in accordance with the provisions of these Bylaws concerning meetings of the
290 Board of Directors, except that the time for regular and special meetings of committees may be
291 fixed by resolution of the Board of Directors or by the committee. Each committee shall keep regular
292 minutes of its proceedings, cause them to be filed with the corporate records, and report the same
293 to the Board from time to time as the Board may require. The Board of Directors also may adopt
294 rules and regulations pertaining to the conduct of meetings of committees to the extent that such
295 rules and regulations are not inconsistent with the provisions of these Bylaws.

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ARTICLE 7 Execution of Instruments, Deposits, and Funds

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299 **Execution of Instruments.** The Board of Directors, except as otherwise provided in these Bylaws,
300 may by resolution authorize any officer or agent of the Corporation to enter into any contract or
301 execute and deliver any instrument in the name of and on behalf of the Corporation, and such
302 authority may be general or confined to specific instances. Unless so authorized, no officer, agent or
303 employee shall have any power or authority to bind the Corporation by any contract or
304 engagement, or to pledge its credit or to render it liable monetarily for any purpose or in any
305 amount.

306

307 **Checks and Notes.** Except as otherwise specifically determined by resolution of the Board of
308 Directors or as otherwise required by law, checks, drafts, promissory notes, orders for the payment
309 of money, and other evidence of indebtedness of the Corporation shall be signed by two officers of
310 the Corporation.

311

312 **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the
313 Corporation in such banks, trust companies, or other depositories as the Board of Directors may
314 select.

315

316 **Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift,
317 bequest, or devise in support of the non-profit purposes of the Corporation.

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319

ARTICLE 8 Corporate Seal, Records and Reports

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321 **Maintenance of Corporate Records.** All records shall be kept in compliance with Chapter 286 and
322 Chapter 119, Florida Statutes. The Corporation shall keep at its principal office:

323

a) Minutes of all meetings of Directors and committees of the Board;

324

b) Adequate and correct books and records of account;

325

c) A copy of the Corporation's Articles of Incorporation and Bylaws, as amended to date;

326

327 **Corporate Seal.** The Board of Directors may adopt, use, and alter a corporate seal. The seal shall be
328 kept at the principal office of the Corporation. Failure to affix the seal to any corporate instrument
329 shall not affect the validity of that instrument.

330

331 **Directors' Inspection Rights.** Every Director shall have the right to inspect and copy all books,
332 records and documents of every kind and to inspect the physical properties of the Corporation and
333 shall have such other rights to inspect the books, records and properties of the Corporation as may
334 be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of
335 law.

336

337 **Right to Copy and Make Extracts.** Any inspection under the provisions of this Article may be made
338 in person or by agent or attorney, and the right to inspection shall include the right to copy and
339 make extracts. The Corporation may adopt reasonable written rules governing the frequency, time,
340 location, notice and manner of inspections and may impose fees to cover the costs of providing
341 copies of the Corporation records, including, without limitation, the costs of copying.

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ARTICLE 9 IRC 501(c)(3) Tax Exemption Provisions

344

345 **Limitations on Activities.** No substantial part of the activities of this Corporation shall be the
346 carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise
347 provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate
348 in, or intervene in (including the publishing or distribution of statements), any political campaign on
349 behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions
350 of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a)
351 by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue
352 Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the
353 Internal Revenue Code.

354

355 **Prohibitions Against Private Inurement.** No part of the net earnings of this Corporation shall inure
356 to the benefit of, or be distributable to, its Directors or trustees, officers, or other private persons,
357 except that the Corporation shall be authorized and empowered to pay reasonable compensation
358 for services rendered and to make payments and distributions in furtherance of the purposes of this
359 Corporation.

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ARTICLE 10 Amendment of Bylaws

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363 Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be
364 altered, amended, or repealed and new Bylaws adopted by approval of the majority of the full Board
365 of Directors.

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ARTICLE 11 Construction and Terms

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369 If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of
370 this Corporation, the provisions of the Articles of Incorporation shall govern. Should any of the
371 provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the
372 remaining provisions and portions of these Bylaws shall be unaffected by such holding. All
373 references in these Bylaws to the Articles of Incorporation shall be to those filed with an office of
374 this state and used to establish the legal existence of this Corporation.

375

376 All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such
377 sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding
378 provisions of any future federal tax code.

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380 Approved and adopted this __th day of _____, 2012.