

1 **Bylaws of Friends of Carrollwood Cultural Center, Inc.**

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3 **ARTICLE 1 Non-Profit Purpose**

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

11
12 **Specific Purpose.** The Corporation shall manage, operate and promote the Carrollwood Cultural
13 Center (CCC) in accordance with the terms and conditions set forth in the "Agreement Between
14 Hillsborough County and the Friends of the Carrollwood Cultural Center for the Management and
15 Operation of the Carrollwood Cultural Center" (the "County Management Agreement") dated
16 January 3, 2008.

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18 **ARTICLE 2 Directors**

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

24
25 **Qualifications.** Directors shall be of the age of majority in the State of Florida. Directors shall have
26 an interest in the aims and purposes of the Corporation, as stated in Article 1, Specific Purpose.

27
28 **Powers.** Subject to the provisions of the laws of this state and any limitations in the Articles of
29 Incorporation and these Bylaws, the activities and affairs of this Corporation shall be conducted and
30 all corporate powers shall be exercised by or under the direction of the Board of Directors.

31
32 **Duties.** It shall be the duty of the Directors to:

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

47
48 **Election and Term of Office.** All applicants must follow the New Board Member Selection Procedure
49 established by the Corporation's Board of Directors. The Board of Directors of the Homeowner's

50 Associations of Phases I, II and III of Carrollwood Village may each nominate an applicant to be a
51 member of the Board of Directors.

52

53 Voting for the election of Directors shall be by written ballot. Each Director shall cast one vote per
54 candidate and may vote for as many candidates as the number of open positions on the Board. The
55 candidates receiving the highest number of votes shall be elected to serve on the Board.

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

61

62 **Commitment to Service.** All Directors must sign a Commitment to Service form upon selection to
63 the Board of Directors and annually thereafter. The Commitment to Service form may be amended
64 from time to time as necessary. Any changes to the Commitment to Service form must be
65 adopted by the Board of Directors.

66

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

70

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

76

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

81

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

85

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

88

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

92

93 **Regular Meetings.** Regular meetings of Directors shall be held a minimum of six times per year on
94 dates to be agreed upon by the Board of Directors.

95

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

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

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

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

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

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

121

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

127

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

132

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

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141 **Nonliability of Directors.** Directors shall not be personally liable for the debts, liabilities, or other
142 obligations of the Corporation.

143

144 **Indemnification of Directors.** Directors shall be indemnified by the Corporation to the fullest extent
145 permissible under Florida law.

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

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

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ARTICLE 3 Officers

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

162

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

167

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

172

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

179

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

185

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

189

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

197 instruments that may from time to time be authorized by the Board of Directors.

198

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

201

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

207

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

- 216 a) Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or
217 attorney, on request therefore, the Bylaws and the minutes of the proceedings of the
218 Directors of the Corporation;
- 219 b) Exhibit at every Board meeting the Bylaws of Friends of Carrollwood Cultural Center, the
220 Agreement Between Hillsborough County and the FCCC For the Management & Operation of
221 the CCC, the Articles of Incorporation, Summary of Sunshine Laws, Commitment to Service,
222 Director Term List, the book of Board Policies and Procedures, and minutes from the
223 preceding twenty-four (24) months;
- 224 c) Be custodian of the records and of the seal of the Corporation and affix the seal, as
225 authorized by law or the provisions of these Bylaws, to duly executed documents of the
226 Corporation;
- 227 d) Perform all duties incident to the office of Secretary and such other duties as may be
228 required by law, by the Articles of Incorporation or by these Bylaws, or which may be
229 assigned to him or her from time to time by the Board of Directors.

230

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

- 235 a) Receive, or cause to be received, and give receipt for, monies due and payable to the
236 Corporation from any source whatsoever;
- 237 b) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the
238 Board of Directors, taking proper vouchers for such disbursements;
- 239 c) Keep and maintain adequate and correct accounts of the Corporation's properties and
240 business transactions, including accounts of its assets, liabilities, receipts, disbursements,
241 gains and losses;
- 242 d) Exhibit at all reasonable times the books of account and financial records to any Director of
243 the Corporation, or to his or her agent or attorney, on request therefore;
- 244 e) Render to the President and Directors, whenever requested, an account of any or all of his or
245 her transactions as Treasurer and of the financial condition of the Corporation;

- 246 f) Prepare or cause to be prepared, and certify or cause to be certified, the financial
247 statements to be included in any required reports;
248 g) Chair the Finance Committee.
249

250 In general, the Treasurer shall provide transparency and perform all duties incident to the office of
251 Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the
252 Corporation or by these By-Laws, or which may be assigned to him or her from time to time by the
253 Board of Directors.
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255 **ARTICLE 4 Executive Director**

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257 The Board of Directors shall employ, discharge, prescribe the duties, fix the compensation of and
258 supervise an Executive Director to operate and manage the day-to-day activities of the Corporation
259 in accordance with the County Management Agreement, the policies and procedures established by
260 the Board and the employment contract with the Executive Director. The Executive Director will have
261 the authority to employ, discharge, prescribe the duties, fix the compensation and supervise the
262 employees of the Corporation in accordance with the policies of the Board of Directors and the
263 adopted annual budget.
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265 **ARTICLE 5 Advisory Board**

266
267 The Board of Directors may appoint individuals, companies or organizations to an Advisory Board to
268 provide resources to assist and advise the Board of Directors in accomplishing the purposes of the
269 Corporation. Advisory Board members will be selected and/or removed by vote of a majority of
270 Directors present at the meeting.
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272 **ARTICLE 6 Committees**

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274 **Executive Committee.** The Board of Directors may designate an Executive Committee consisting of at
275 least three, but not more than five Directors and may delegate to such committee the powers and
276 authority of the Board in the management of the business and affairs of the Corporation, to the
277 extent permitted, and except as may otherwise be provided, by provisions of law. By a majority vote
278 of its members, the Board may at any time revoke or modify any or all of the Executive Committee
279 authority so delegated, increase or decrease the number of the members of the Executive
280 Committee, and fill vacancies on the Executive Committee from the members of the Board.
281

282 **Finance Committee.** The Board of Directors shall, by a majority vote of its members, designate a
283 Finance Committee consisting of the Treasurer as chair and at least two, but not more than four,
284 additional Directors. The Corporation's fiscal year shall be October through September. The Finance
285 Committee shall develop an annual budget. The Finance Committee shall submit monthly reports to
286 the Board of Directors showing income, expenditures and balance statement.
287

288 **Other Committees.** The Corporation shall have such other committees as may from time to time be
289 designated by resolution of the Board of Directors.
290

291 **Meeting and Actions of Committees.** Meetings and action of committees shall be governed by,
292 noticed and held in accordance with the provisions of these Bylaws concerning meetings of the
293 Board of Directors, except that the time for regular and special meetings of committees may be fixed
294 by resolution of the Board of Directors or by the committee. Each committee shall keep

295 regular minutes of its proceedings, cause them to be filed with the corporate records, and report
296 the same to the Board from time to time as the Board may require. The Board of Directors also may
297 adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that
298 such 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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302 **Execution of Instruments.** The Board of Directors, except as otherwise provided in these Bylaws,
303 may by resolution authorize any officer or agent of the Corporation to enter into any contract or
304 execute and deliver any instrument in the name of and on behalf of the Corporation, and such
305 authority may be general or confined to specific instances. Unless so authorized, no officer, agent or
306 employee shall have any power or authority to bind the Corporation by any contract or engagement,
307 or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

308

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

313

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

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

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ARTICLE 8 Corporate Seal, Records and Reports

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

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

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b) Adequate and correct books and records of account;

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

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

332

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

338

339 **Right to Copy and Make Extracts.** Any inspection under the provisions of this Article may be made in
340 person or by agent or attorney, and the right to inspection shall include the right to copy and make
341 extracts. The Corporation may adopt reasonable written rules governing the frequency, time,
342 location, notice and manner of inspections and may impose fees to cover the costs of providing
343 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

Limitations on Activities. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation 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. Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any 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 (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

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

ARTICLE 10 Amendment of Bylaws

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

ARTICLE 11 Construction and Terms

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

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

Approved and adopted this 21st day of March, 2012.

Revised this 15th day of August, 2018.