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 executive-level employees of the Corporation;

c) Appoint and remove, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Officers of the Corporation;

d) Supervise all executive-level employees of the Corporation, except as otherwise provided in these Bylaws, to assure that their duties are performed properly;

e) Meet at such times and places as required by these Bylaws;

f) 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;

g) Fully comply and adhere to the Florida Sunshine Law, Chapter 286, Florida Statutes.

Election and Term of Office. All applicants must follow the New Board Member Selection Procedure 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 may each nominate an applicant to be a member of the Board of Directors.

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

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

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

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

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

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

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

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

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

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

**Special Meetings.** Special meetings of the Board of Directors may be called by the President or any two Directors. Special meetings shall be held at the principal office of the Corporation or at the place designated by the person or persons calling the special meeting.
Notice of Meetings. Unless otherwise provided by the Articles of Incorporation, these Bylaws, or Florida law, the following provisions shall govern the giving of notice for all meetings of the Board of Directors. Notice of meetings shall be provided as necessary to assure compliance with the Florida Sunshine Law, Chapter 286, Florida Statutes.

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

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

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

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

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

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

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

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

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

Insurance for Corporate Agents. Except as may be otherwise provided under provisions of law, the
Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, Officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

**ARTICLE 3 Officers**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

e) Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation;
prepare or cause to be prepared, and certify or cause to be certified, the financial statements to be included in any required reports;

g) Chair the Finance Committee.

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

ARTICLE 4 Executive Director

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

ARTICLE 5 Advisory Board

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

ARTICLE 6 Committees

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

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

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

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

ARTICLE 7 Execution of Instruments, Deposits, and Funds

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

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

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

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

ARTICLE 8 Corporate Seal, Records and Reports

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

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

b) Adequate and correct books and records of account;

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

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

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

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