

PARRISH
Arts
COUNCIL

By-Laws
OF
THE PARRISH ARTS COUNCIL, INC.

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Article I – Name / Office

Section 1 Name. The name of the organization is The Parrish Arts Council, Inc. (PAC).

Section 2 Office. Our organization will receive mail at P.O. Box 5 Parrish, FL. 34212 until we have a physical address and location.

Article II – Purpose

Section 1 Charitable Purposes. The general object and purpose of the Council shall be to raise, receive and maintain a fund of funds of real property or personal property or both, and to distribute and administer the funds or funds, including any income or interest generated there from, exclusively for those purposes described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 and the corresponding provisions of any future federal tax laws (the "Code"), including literary, educational or arts for the community ("Charitable Purposes").

Section 2 Non-Profit Purpose. PAC will cultivate an artistically inspired community, support artists, and preserve the rich heritage of Parrish and the surrounding communities through the arts

Article III – Fiscal Administration

Section 1 Fiscal Year. The fiscal year of PAC shall be January 1 - December 31 but may be changed by resolution of the BOD.

Section 2 Contracts. The BOD must authorize the President to enter into any contract or execute and deliver any instrument in the name of and on behalf of the PAC.

Section 3 Loans. No loans shall be contracted on behalf of the PAC and no evidence of indebtedness shall be issued in its name unless authorized by a formal resolution of the Board of Directors.

Section 4 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the PAC shall be signed by such officer or officers of the PAC and in such manner as shall from time to time be determined by resolution of the BOD.

Section 5 Deposits. All funds of the PAC not otherwise employed shall be deposited from time to time to the credit of the PAC in such banks, trust companies or other depositories as the BOD may select.

Section 6 Reimbursements. Reimbursements for expenses may only be paid with prior approval of the expense.

Article IV – Members

Section 1 Membership / Voting. PAC may have members. The members shall not have any voting rights and may not take or initiate any action that has not been previously considered and approved by the BOD. A member may be removed at the sole discretion of the BOD with a majority vote by BOD present at meeting.

Section 2 Meetings. There shall be an annual meeting of the membership at which the President or a Board member will provide a summary of the previous year's activities including annual finances of the PAC. The BOD shall establish the amount of the Annual Membership Dues.

Section 3 Notice of Meetings. The BOD or Officers will notify the membership via email, phone, mail or social media of an annual meeting. Members shall be notified 2 weeks prior to the annual meeting.

Section 4 Removal. A member may be removed at the sole discretion of the BOD with a majority vote by BOD present at meeting.

Article V – Board of Directors

Section 1 Number of Directors. The BOD shall consist of not less than three(3) individuals to be elected at a meeting of the BOD by the vote of a majority of the BOD present. A BOD member shall hold office for two (2) years

Section 2 Meeting of Board of Directors. The BOD shall hold its Regular and Special Meetings at such times and places within the State of Florida as the Board deems to be in the best interest of the Council. The BOD shall fix the time and place of its regular meetings. The President or any two (2) BOD may call Special Meetings of the BOD. Actions by the BOD may be taken without a meeting if unanimous written or electronic consent of the Directors is obtained. A quorum at a meeting of the BOD shall be a majority of the Board of Directors serving at the time to include at least two (2) elected officers.

Section 3 Notice of Meetings of Directors. After the BOD has determined the time and place for regular meetings, no notice thereof need to be given. Notice of special meetings stating the time and place shall be giving to the BOD directors at least 1 week prior to the special meeting. Notifications may be given via mail, phone or email. Change email to electronic communications.

In case of an emergency, the President shall prescribe a shorter notice to be given personally, by telephone, or email.

Section 4 Authority Powers of the Board of Directors. The BOD is empowered to control the entire management of the PAC. In the management and control of the property and affairs of the PAC, the BOD is hereby vested with all the powers possessed by the PAC itself, so far as this delegation of authority is not inconsistent with the laws of the State of Florida, with the Articles of Incorporation or with these Bylaws. The BOD, by resolution, may delegate to committees of their own number, or to officers of the PAC, such powers as the BOD may see fit.

Section 5 Vacancies. For any reason the seat of a BOD shall become vacant, the remaining BOD by a majority vote shall elect a qualified successor; who shall hold office until the expiration of the predecessor's term. Vacancies resulting from an increase in the number of BOD may be immediately filled in the same manner.

Section 6 Quorum of the Board of Directors A majority of the members of the BOD shall constitute a quorum for the transaction of business. The vote of a majority of BOD present at a meeting and voting shall be required in order to authorize action by the BOD.

Section 7 Resignation Any BOD may resign at any time by giving written notice to the BOD. Any such resignation shall take effect at the time specified therein or, if the time is not specified therein, upon its acceptance by the BOD.

Section 8 Removal The BOD at any meeting by vote of a majority of the BOD may remove from office any BOD. Absence from three (3) consecutive meetings of the BOD or absence from five (5) meetings of the BOD in a calendar year shall disqualify the BOD from his/her seat on the BOD unless the BOD waives these requirements due to exigent circumstances.

Article VI – Officers

Section 1 Officers. The Officers of the PAC shall consist of a President, Vice President, Treasurer, and Secretary. Said Officers must be a member of the BOD and shall be elected by a majority vote of the Board of Directors.

Section 2 Election and Qualification. Each Officer must have served on the BOD for at least 6 consecutive months before being elected as an Officer. BOD and Officers shall be elected by a majority vote of the BOD. Officers shall be serving on the BOD at the time of election to his/her office. The BOD shall have authority to fill any vacancy in any officer. The BOD shall also have full authority to set the compensation (if any) of all officers. Each Office is a 2 year term.

Section 3 President and Vice President. The President shall be the Chief Executive Officer of the PAC and shall preside at all meetings of the BOD. The President unless some other person is specifically authorized by vote of the BOD aside from the Vice President, shall execute all written instruments of the PAC as approved by the BOD. He/she shall perform all duties commonly incident to his/her office and shall perform such other

duties as the BOD shall designate. The Vice President shall execute the duties of the President when the President is unable to do so.

Section 4 Secretary. The Secretary shall keep accurate minutes of all meetings of the BOD and shall perform all the duties commonly incident to his/her office and shall perform such other duties and have such other powers as the BOD shall designate. The Secretary shall have charge of the corporate seal and shall attest all written instruments of the PAC executed by the President and affix the corporate seal thereto. The Secretary shall maintain a list of the BOD, the Officers and the members and retain them with the PAC records.

Section 5 Treasurer. The Treasurer shall have the care and custody of the money, funds, valuable and documents of the PAC and shall have and exercise under the supervision of the BOD all the powers and duties commonly incident to his/her office. She/he shall keep accurate accounts of the PAC's transactions which shall be the property of the Corporation. A Treasurer's report shall be given monthly to the BOD.

Section 6 Resignation. Any Officer of the PAC may resign at any time by giving written notice to the BOD. Any such resignation shall take effect at the time specified therein or, if the time is not specified therein, upon its acceptance by the BOD.

Section 7 Removal. The BOD by vote of not less than a majority of the BOD may remove from office any Officer or agent elected or appointed by it. Absence from three (3) consecutive meetings of the BOD or absence from five (5) meetings of the BOD in a calendar year shall disqualify the Officer from his/her seat on the BOD unless the BOD waives these requirements due to exigent circumstances.

Article VII – Investments

Section 1 Investments. The PAC shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the BOD, without being restricted to the class of investment which a Director is

or may be permitted by law to make or by any similar restriction; provided, however, that no action shall be taken by or on behalf of the PAC if such action is a prohibited transaction or would result in the denial of a tax exemption under the Internal Revenue Code of 1986 (the "Code") and the regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

Article VIII – Restrictions

Section 1 Prohibition against Benefit. No BOD, Officer or employee of, or member of a committee of, or person connected with the PAC or any other private individual shall receive at any time any of the net earnings or pecuniary profit for the operations of the PAC provided that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the benefit of the PAC in effecting any of its purposes; and no person or persons assets upon dissolution of the PAC. In the event that the council shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617, Florida Statutes, the PAC shall distribute all of its existing assets to one or more organization which themselves are exempt as organization described in Sections 501(c)(3) and 170(c)(2) of the Code or to the federal government, or a state or local government for exclusive public purposes, as shall be determined by the BOD.

Section 2 Exempt Activities. Notwithstanding any other provisions of these Bylaws, no BOD, Officer, employee or representative of this PAC shall take any action or carry on any activity by or on behalf of the PAC not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code and the regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) or 2055(a) of the Code and regulations as they now exist or as they may hereafter be amended.

Section 3 Prohibited Activities.

- a. Shall NOT attempt to influence legislation as a substantial part of its activities.
- b. Shall NOT allow any part of its net income to inure to the benefits of BOD, Officers of the PAC or to any other individuals, except in the furtherance of its Charitable purposes.

- c. Shall NOT participate to any extent in any political campaign for or against any candidate for public office.
- d. Shall NOT conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Code or by any organization, contributions to which are deductible under Section 170(c)(2) of the Code.
- e. Shall NOT fail to distribute its income for each taxable year at such time and in such manner as to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- f. Shall NOT engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- g. Shall NOT retain any excess business holdings as defined in Section 4943(c) of the Code.
- h. Shall NOT make any investment in such manner as to subject it to tax under 4944 of the Code; or
- i. Shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Article IX – Articles of Incorporation, and Bylaws and Policies and Procedures Amendments

Section 1 Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws may be amended by no less than the two-third (2/3) vote of the Board of Directors.

Section 2 Policies and Procedures

The BOD approved Policies and Procedures shall be a supplement guide to the Bylaws and may be changed by a two-third (2/3) vote of the BOD.

Section 3 Historical Amendments

The BOD approved amendments will be listed out kept in Article XXX for historical reference. If enough articles have been added, then the historical amendments can be moved to XL (40).

Article X – PAC Seal

The Corporate Seal of the Council shall bear the words: THE PARRISH ARTS COUNCIL, INC., NOT-FOR-PROFIT CORPORATION

Article XI – Dissolution

In the event of Dissolution of the Parrish Arts Council, Inc, the assets will be donated to any non-profit organization(s).

Article XII – Committees

Section 1 Board Committees. The BOD may appoint BOD to a committee of only BOD. The BOD shall appoint a Chair for the committee.

Section 2 Standing Committees. The BOD may appoint anyone to the Standing Committee. The BOD shall appoint a Chair for the committee or the committee may select their Chair.

Section 3 Finance Committees. The BOD may appoint additional resources including the Treasurer to the Finance Committee.

Article XXX – Historical Amendments

Feb 18, 2019 -

Updated the following Articles and sections

- Logo; Board of Directors to BOD; The Parrish Arts Council, Inc to PAC; Council to PAC;
- Articles - Purpose

- Article Fiscal Administration - section 1 Fiscal Year and moved Article Contract, Loans, Checks and Deposits to Fiscal Administration. Broke into individual sections.
- Article Members section 4 - updated with majority vote.
- Article Board of Directors Section 3 Notice of Meetings of Directors - added timeline for notifications.
- Article Board of Directors Section 1 Number of Directors - changed it from 5 to 3 for minimum number of Board of Director members.
- Article Officers - Section 1 Officers - changed to require officers to have 6 consecutive months of board experience before they can be an Officer.

Added the following Articles and sections

- Article Name / Office
- Article Purpose Section 2 Non-Profit Purpose
- Article Members Election and Qualification; Section 7 Removal
- Article Committees

Adopted Amendments : _____ (date)

Approved by Board of Directors/Officers:

President - _____

Vice President - _____

Secretary - _____

Treasurer - _____

Board of Directors (if different from Officers) -