

**ADOPTED 11/18/99; amended 03/28/02 (Art. 8, Par. 8 and Art. 10, Par. 3); amended 5/22/03 (Art. 8, Par. 10, 12, 13, 17 and Art. 10, Par. 1 - 8); amended 7/30/04 (Art. 8, Par. 2,3,4,11,21); amended 1/22/09 (Art. 6, Par. 3; Art. 7, Par. 4; Art. 8, Par. 2,14,21; Art. 10, Par. 1 - 5; Art. 14, Par. 1); 1/27/11 (Art. 2, Par. 1-2); amended 7/28/11 (Art. 8, Par. 5 removed; Art. 8, Par. 7 amended; Art. 10 removed); policies added 05/25/06.** 1

**Monroe Council of the Arts DBA Florida Keys Council of the Arts  
BYLAWS**

**ARTICLE ONE**

**NAME & CORPORATION MEMBERSHIP**

The name of this corporation is Monroe Council of the Arts Corporation (MCAC), a Florida not-for-profit corporation, also referred to as the Arts Council.

**ARTICLE TWO  
Mission Statement**

The mission of the FKCA is to advance the creative development and promotion of the arts in our cultural community by providing excellence in leadership, advocacy, education and financial support for artists, cultural organizations, and citizens of Monroe County.

The Monroe Council of the Arts Corporation has been designated by the Board of County Commissioners as the Local Arts Agency (LAA) as provided by Florida Statute 286.011.

**ARTICLE THREE  
Objectives**

The objectives of the Monroe Council of the Arts Corporation are:

1. To carry out the responsibilities of the designated Local Arts Agency.
2. To survey and assess the needs of the community in relation to the arts.
3. To provide services to the arts community.
4. To promote cultural institutions.
5. To develop cultural tourism.
6. To promote public awareness, participation, appreciation and accessibility of the arts.
7. To encourage arts programming.
8. To develop and distribute government and private resources to the arts.
9. To encourage efficient use of government and private resources for support of the arts.
10. To act as the liaison among cultural organizations, all levels of government and the private sector in encouraging and promoting the arts throughout Monroe County.
11. To develop and distribute government and private resources to the visual, performing, literary, cultural, and historical arts and museums.
12. To support and implement the preservation and growth of the county's artistic and cultural resources.
13. To encourage and assist with artistic activities of the public educational system.
14. To endeavor to make the arts a part of the fabric of daily life.

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**ARTICLE FOUR  
Powers of the Corporation and Principal Office**

The powers of the corporation are:

1. To perform all lawful acts consistent with and supportive of the above stated objectives.
2. To perform all acts permissible by State Statute.

The principal office of the corporation shall be in Key West, Florida, or as designated by the Board of Directors.

**ARTICLE FIVE  
Sunshine**

All meetings of the Arts Council including the members, Board of Directors, committees or other meetings shall meet the requirements of the Florida Government-In-The-Sunshine Laws (Fl. Statute No. 286.011). The Sunshine law applies to any gathering of two or more members of the same board to discuss some matter which will foreseeably come before that board for action. There are three basic requirements of the Sunshine law:

1. meetings of public boards or commissions must be open to the public;
2. reasonable notice of such meetings must be given; and
3. minutes of the meetings must be taken.

**ARTICLE SIX  
General Membership**

1. **Membership:** Any individual, corporation, partnership, foundation or association interested in the purpose of the Arts Council may become a general member (non-voting) upon payment of annual dues.
2. **Dues:** Annual dues shall be established by the Board of Directors.
3. **Terms:** The membership year shall be January 1 through December 31. In the case of new members, dues paid during the last three months of the membership year shall extend membership throughout the next membership year.
4. **Obligations of Membership:** Members should support the mission of the Arts Council.
5. **Rights and Responsibilities:** Members are entitled and encouraged to participate in all Arts Council activities; attend the Board of Directors meetings as non-voting participants; attend the annual membership meeting; to make recommendations to the Board of Directors; to serve on committees; to make monetary contributions; and to display the Arts Council logo.

**ARTICLE SEVEN  
Meetings of the General Membership**

1. **Annual Meeting:** A general meeting for all members called the Annual Meeting shall be held yearly. The purpose of the Annual Meeting is to review the past accomplishments, future plans and fiscal status of the Arts Council. Written annual reports from the Chairman and the Treasurer and the most recently completed annual audit shall be made available at the Annual Meeting.

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2. **Special Meetings:** Special meetings of the members may be called by the Chair, by written request of a majority of the Board of Directors or by written request of one-third of the general membership.
3. **Agenda:** Items for the General Membership Meeting may be submitted to the Chair or Executive Director/President up to 10 working days before the meeting by members. The estimated time needed for the agenda items should be included.
4. **Notice:** A written notice of each annual or special meeting shall be provided to each member of the Arts Council by whatever means the Board of Directors deems appropriate, including but not limited to e-mail, at his or her address as it appears on the records of the corporation at least ten (10) days before the meeting.

## **ARTICLE EIGHT**

### **Board of Directors**

1. **Purpose:** The business, property and affairs of this corporation shall be managed by a Board of Directors.
2. **Number:** The Board of Directors shall have a minimum of nine Directors and up to three alternate Directors. One to five Directors shall reside in each of the five Monroe County Commission Districts.
  - District 1: Key West generally south of Flagler Avenue. Lower Keys to Shark Channel Bridge. MM 11.5
  - District 2: Shark Channel Bridge to West Side Marathon Airport MM 11.5-50.8
  - District 3: Key West-generally north of Flagler Avenue
  - District 4: West Side of Marathon Airport to Tavernier Creek Bridge MM 50.8-91
  - District 5: Tavernier Creek Bridge & Eastward (MM 91 to East)
3. **Election of Directors:** Vacancies on the Board of Directors shall be filled by majority vote of the remaining Directors from nominations by the Nominating Committee or from the floor. Alternate Directors must be members of the Advisory Board. The Board of Directors shall endeavor to make the public aware of any new vacancy which occurs in any district for a period of at least fourteen (14) days prior to filling that vacancy.
4. **Term:** The regular term of a Director and an alternate Director shall be three years beginning at the start of the fiscal year and ending at the end of the fiscal year or until a successor is elected. A Director or alternate Director elected to fill a vacancy for part of a regular term shall serve a partial term for the remaining term of the Director he or she is elected to replace. A Director who has served two full three-year terms may be re-elected after a two-year hiatus from the board. A partial term does not count as a full term. Terms shall be staggered so that the terms of approximately one-third of the directors shall expire each year. A Director's term begins at the end of the meeting at which he/she was elected.
5. **Representation by Directors:** Each Director is charged with the responsibility of enhancement of the cultural environment and the economy for all Monroe County. No Director shall view his or her role to be that of representing any particular geographic area of Monroe County, interest group, arts or cultural organization, community organization or arts or cultural audience.
6. **Qualifications of the Director:** A Director should have a strong interest in promoting the mission of the Arts Council and each Director should have strong influence or expertise in

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one or more of the following categories: fundraising, business, law, finance, working artist, other arts professional, cultural organization, cultural institution, and educational institution.

A directorship will not be denied or abridged because of race, sex, color, creed, religion, national origin, disability or sexual orientation.

7. **Responsibilities of Individual Directors:** Directors are expected to: (1) attend meetings of the Board of Directors, (2) fundraise, (3) assume a specific Board responsibility, (4) support the Arts Council financially (5) volunteer at Arts Council functions (5) show public support of the Arts Council.
8. **Compensation:** No Director shall receive compensation for services to the Arts Council.
9. **Responsibilities of the Board of Directors:** The Board of Directors are the voting members of the Monroe County Arts Corporation and supervise all business of the corporation, determine the policies of the corporation, decide fiscal matters, approve the creation of staff positions, establish other personnel policies and in general assume responsibility for the management, support and the affairs of the corporation.
10. **Quorum:** A quorum is a majority of the Directors or in the case that a quorum of Directors is not in attendance, alternate Director(s) in attendance may be designated by the Chairman to act in the stead of Director(s), be counted as Director(s) in the quorum and vote as Director(s). Directors counted in the quorum must be physically present in one location. If there is a quorum, Directors in attendance at any advertised, open, video conferencing location and those attending by telephone or internet may vote. The act of a majority of voting Directors shall be the act of the Board of Directors.
11. **Attendance:** Directors may attend by telephone or the internet up to two times per year. Any member attending by telephone or internet shall pay any charge incurred. A Director shall advise the Chair, Executive Director/President or Secretary prior to the scheduled meeting of a planned absence.
12. **Video Conferencing Meeting:** Video Conferencing Meetings of the Board of Directors may be held in two or more locations simultaneously as long as each location is properly advertised and open to the public. Votes may be taken ONLY when a quorum is physically present in one location.
13. **Time of Meetings:** (1) Regular meetings of the Board of Directors shall be held at a time, place and location set by the Board of Directors. (2) Special meetings of the Board of Directors may be called by the Chair or by written request from a majority of the Board of Directors. (3) Notice of each special meeting shall be given in writing, fax, or by phone to each Board of Director Member not fewer than three (3) days before the meeting. Notice of each special meeting shall be provided to each Board of Director Member by whatever means the Board of Directors deems appropriate, including but not limited to e-mail, not fewer than three (3) days before the meeting, unless each Board of Director Member shall waive notice thereof before, at, or after the meeting.
14. **Delegation of Powers:** For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of any Officer or Director to any other Officer or Director, but no Director shall execute, acknowledge, or verify any instrument in more than one capacity.
15. **Annual Reports:** The Chair and the Treasurer shall present their respective reports in writing on the operations of the corporation for the preceding year at the annual meeting before the Board of Directors and the general membership.
16. **Removal:** (1) A majority of the Board of Directors shall have the power to remove any Board Member for cause for failure to carry out the responsibilities of the office.

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(2) Two absences from Board of Directors meetings during a calendar year shall constitute cause for a Member's removal, upon review and vote of the Board of Directors.

17. **Conflict of Interest:** Directors will inform the President of actual or potential employment, board memberships, appointments or activities which may possibly constitute or reasonably be presumed to constitute a conflict of interest, compromise of objectivity or which may otherwise impact their role as a Director. In the case of a minor conflict of interest, the Board Member will abstain from voting. In the case of a major conflict of interest, the Board Member will resign. The Board of Directors shall decide whether an issue is a minor or major conflict of interest.
18. **Honorary Members:** Persons who have contributed greatly to the mission of the Arts Council or who are in a position to do so may be appointed as an Honorary Member of the Board of Directors to serve for a period of one year by a two-thirds vote of the board.
19. **Director Emeritus:** (1) The Board of Directors may elect by two-thirds vote an individual or individuals who have demonstrated superior and exemplary support in furtherance of the cultural activities of Monroe County as a Director Emeritus. There shall be no limit on the number of Directors Emeritus designated, however, the designation of such an individual shall be made with appropriate consideration and recognition of the extreme honor conveyed by such delegation.
  - (2) A Director Emeritus shall serve in such capacity for the remainder of his or her lifetime.
  - (3) A Director Emeritus shall have such duties and responsibilities as may be delegated to the individual by the Board of Directors from time to time.
  - (4) The Director Emeritus shall receive an annual schedule of Board of Directors meetings and be invited to all.
  - (5) The Director Emeritus shall have no vote as a member of the Board of Directors, but the Director Emeritus' comments and considerations shall be welcomed by the Board of Directors in all of its deliberations.
20. **Advisory Board:** (1) The Board of Directors may from time to time elect by majority vote general members to serve on the Advisory Board.
  - (2) The Advisory Board shall have at least one member from each district.
  - (3) An Advisor is charged with the responsibility of furthering the mission of the Arts Council.
  - (4) Membership and participation on the advisory board would preferably proceed nomination as a member of the Board of Directors but is not a requirement.
  - (5) An Advisory Board Member shall have no voting rights on the Board of Directors, except those serving as alternate Board Members.
  - (6) The Advisory Board may select a Coordinator to facilitate its work.
  - (7) The Advisory Board members duties and responsibilities are: Attend meetings of the Board of Directors and general membership, fund raise, serve on committees, support the arts financially and/or by volunteer activity and show public support of the Arts Council.
  - (8) The term of an Advisor is up to three years and expires on the third June 30th after the appointment. Advisors may be re-appointed.

## ARTICLE NINE Officers

1. **Officers:** The officers of the Arts Council shall consist of Chair, immediate Past Chair, Vice-Chair, Treasurer, and Secretary, all of whom shall be members of the Board of Directors.

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2. **Chair:** The Chair shall:
  - (a) Preside at all meetings of the general membership, the Board of Directors and the Executive Committee.
  - (b) Serve as ex-officio member of all committees except the Nominating Committee.
  - (c) Serve as Chair of the Executive Committee.
  - (d) Appoint all committee members other than the Executive Committee.
  - (e) Supervise the Executive Director/President consistent with policies of the board.
  - (f) Perform all other duties usually pertaining to the office of the Chair.
3. **Vice-Chair:** The Vice-Chair shall:
  - (a) Chair the fund raising or development committee.
  - (b) Perform the duties of the Chair in the absence of the Chair and duties designated by the Chair from time to time.
4. **Secretary:** The Secretary shall have the following responsibilities, the execution of which may be delegated to the Executive Director/President and/or a paid staff member:
  - (a) Prepare the minutes in a timely fashion of the Board of Directors, General Membership, Annual, Special and all other meetings.
  - (b) Immediately send draft copies to the Chair for possible corrections then presents the minutes at the next meeting of a like kind for approval.
  - (c) Have custody of Seal of the Corporation and affix and attest to such documents as authorized by the Board of Directors.
  - (d) Sends all notices of the corporation including notice of all meetings required by statute, bylaws or resolution.
  - (e) Keeps a membership roster showing name, address, telephone, fax, e-mail, date of joining, and application of each member including the resume and statement of agreement of each Board of Director member.
  - (f) If the execution of the responsibilities of the secretary are delegated to the Executive Director/President or paid staff member, the secretary shall monitor the execution thereof.
5. **Treasurer:** The Treasurer shall have the following responsibilities, the execution of which may be delegated to the Executive Director/President and/or a paid staff member;
  - (a) Serves as custodian of all funds and securities of the Arts Council and collects interest thereon.
  - (b) Keeps a record of the accounts of the corporation and reports thereon at each regular meeting of the Board of Directors.
  - (c) Makes written reports at the annual meeting and at special meetings when requested by the Chair.
  - (d) Deposits all moneys of the Board of Directors in the name of Monroe County Arts Corporation in a bank or banks selected and designated by the Board of Directors, subject to withdrawal for authorized purposes.
  - (e) Checks drawn against the general operating fund of the corporation exceeding the amount of \$200.00 shall require two signatures and shall be signed by an employee designated by the Board of Directors or by any officer of the Board of Directors. No blank checks may be signed.
  - (f) Any unbudgeted expenditure exceeding \$400.00 shall be first approved by the Board of Directors or the Executive Committee.
  - (g) If the execution of the responsibilities of the Treasurer are delegated to the Executive Director/President or paid staff member, the Treasurer shall monitor the execution thereof.

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6. **Election of Officers:** The Nominating Committee shall present a slate of officers at the 2<sup>nd</sup> to the last meeting before the end of the fiscal year. Officers shall be elected at the last meeting before the end of the fiscal year. Nominations may be made from the floor. Officers shall serve for a period of two years congruent with the fiscal year.

#### ARTICLE TEN Indemnification

1. **Indemnification:** The Arts Council shall indemnify any Officer, Director, employee, or agent of the Arts Council to the full extent permitted or required by and subject to the provisions of Florida Statutes 617, as it applies to nonprofit corporations.

#### ARTICLE ELEVEN Fiscal Year

1. **Fiscal Year:** (a) The fiscal year of the Arts Council shall begin July 1 and end June 30.  
(b) An Annual (written) Report of the preceding year should be made available at the annual meeting and it shall include the most recent completed Annual Audit conducted by a CPA.

#### ARTICLE TWELVE Rules of Order

1. **Rules of Order:** *Robert's Rules of Order Revised* shall control in all questions of parliamentary procedure not governed by these Bylaws.

#### ARTICLE THIRTEEN Bylaw Amendments

1. **Bylaws:** The bylaws of this body may be amended or revised by the affirmative vote of at least two-thirds of the membership of the Board of Directors present at any meeting, provided that a notice of any such meeting be provided to the membership by whatever means the Board of Directors deems appropriate, including but not limited to e-mail, at least ten days prior to the meeting.

#### ARTICLE FOURTEEN Dissolution

1. **Dissolution:** In the event of the dissolution of the Arts Council, all assets remaining after contractual obligations are met shall then be transferred to a successor corporation or to the Board of Monroe County Commissioners.

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### **Additional management policies**

Board meetings shall last one hour unless extended by the chair.

Board meetings shall follow Robert's Rules of Order.

The Executive Director/President shall report directly to the Board of Directors. Other staff shall report directly to the Executive Director/President.

The operating budget for the upcoming fiscal year shall be approved by the board at least one month prior to the end of the current fiscal year.

All records shall be kept according to generally recognized accounting principles and an outside audit will be performed once a year.

Discrimination with regard to race, color, religion, creed, gender, national origin, ethnicity, disability, age, sexual orientation, marital or veteran status and any other consideration prohibited by local, state or federal law is prohibited.

Board and advisory board members of the Florida Keys Council of the Arts shall not receive any payment for their service as board members.

Board members, advisory board members, staff members, and family members of board, advisory board and staff of the Florida Keys Council of the Arts should not be penalized as artists for their services to the community as board or staff members.

They should be able to compete for art commissions and grants based solely on artistic merit, in the same manner as any other potential applicant.

To ensure that board and advisory board members, staff members and their families not receive special treatment, the following practices will be observed:

- Grant opportunities and *Calls to Artists* will be widely publicized.
- The applicant pool will be predominantly non-board and non-staff members and families.
- No member of any review committee may be an applicant for a project being reviewed by that committee.
- No applicant may vote on a final recommendation.

FKCA seeks to avoid impropriety or the appearance thereof in selection of grant recipients.