

**BYLAWS OF**  
**FLORIDA ALLIANCE FOR ARTS EDUCATION, INC.**

**Amended January 19, 2021**

*ARTICLE I*

*NOT FOR PROFIT*

Section 1.1 Name of Organization. The organization shall be known as Florida Alliance for Arts Education, Inc. (“FAAE”).

Section 1.2 No Members. FAAE shall not have any members nor issue any certificates of membership for purposes of the Florida Not For Profit Corporation Act, as amended from time to time. Donors and contributors to FAAE shall not be entitled to receive any certificates of membership nor receive or exercise any voting rights (unless elected as a voting member of the Board of Directors).

Section 1.3 Not for Profit Operations. FAAE is a Florida not for profit corporation. No dividend will be paid, and no part of the income or assets of FAAE will be distributed, to its directors or officers. However, FAAE may contract in due course of business with its officers or directors for services rendered to the extent permissible under the Articles of Incorporation, under law and under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended. FAAE will loan no money to any of its directors or officers.

Section 1.4 No Vested Rights. No director or officer of FAAE has any vested right, interest, or privilege of, in, or to the rights, property, assets, functions, or affairs of FAAE.

*ARTICLE II*

*PURPOSE AND VISION*

Section 2.1 Purpose. The general purpose of this corporation is to promote all facets of the arts in education in Florida. These purposes are exclusively educational within the meaning of section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended.

Section 2.2 Mission, Vision and Values.

**The mission** of FAAE is to promote, improve, and enhance arts education in the State of Florida.

**The vision** of FAAE is for every child in every school to have a well-rounded education that includes a comprehensive, sequential, high-quality program of arts

instruction and for all Florida communities to have broad-based cultural programs available to support lifelong learning in and through the arts.

**Values:** FAAE believes the arts are basic to a complete education. The arts:

- are essential to the vitality and quality of life in schools and communities.
- address both cultural inclusiveness and diversity.
- are powerful in the education of students with special needs.
- have a positive impact on student achievement.

Section 2.3 Partnerships. FAAE shall work in close partnership with the Florida Departments of State/Division of Cultural Affairs and Education.

### *ARTICLE III*

#### *BOARD OF DIRECTORS*

Section 3.1 Business of the Board. The business and affairs of FAAE shall be vested solely in the Board of Directors. The Board of Directors may employ such persons or entities to manage the day-to-day affairs of FAAE as it deems necessary. The Board of Directors of FAAE establishes policy and extends partnership invitations to achieve its mission. Members of the Board of Directors serve as ambassadors for arts education through activities that support the FAAE mission and vision.

Section 3.2 Number of Directors. The Board of Directors shall consist of no fewer than ten (10) and no more than fifteen (15) members, which may be changed from time to time by an amendment to these Bylaws in the manner herein provided.

Section 3.3 Election of Directors; Term of Office. Members of the Board of Directors shall be elected by the incumbent members of the Board of Directors. Each member of the Board of Directors shall hold office for a period of three (3) years or until such director's resignation, removal or death, with a limit of two (2) consecutive terms; provided, however, that the Board of Directors may elect, by a two-thirds vote of the Board of Directors, to extend a director's term beyond the two (2) consecutive term limit.

Section 3.4 Members of the Board of Directors. The voting members of the Board of Directors shall consist of the President, President-Elect, Past President, Treasurer, Secretary and any other member of the Board of Directors who is not an ex-officio or emeritus member of the Board.

The Board of Directors may have ex-officio or emeritus non-voting members such as one or more representatives of the Florida Department Education, the Florida Cultural Alliance, the Florida Department of State/Division of Cultural Affairs, and former members of the Board of Directors. Ex-officio and emeritus members of the Board of Directors shall not be included in a count of the number of directors for purposes of establishing a quorum or for any other purpose related to voting by the Board.

Other ex-officio participating liaison representatives from state arts education organizations (the Florida Art Educators Association, the Florida Association for Theatre Educators, the Florida Dance Education Organization, and the Florida Music Educators Association) are encouraged to attend meetings to report on their programs, events, and common issues concerning the state of arts education in Florida.

Section 3.5 Vacancies. Vacancies shall be filled by action of the Board of Directors to complete the unserved portion of the subject term. A director appointed by the Board to fill a vacancy shall serve for the remainder of the term in which such vacancy occurred.

Section 3.6 Termination. The Board of Directors may, by two-thirds vote, terminate the membership of any Board member with or without cause. Notification of such pending action shall be given to all Board members at least seven (7) days prior to the meeting. The member in question shall be entitled to be heard by the Board before such action is taken. All action taken by the Board of Directors shall be final.

#### *ARTICLE IV*

##### *MEETINGS OF THE BOARD OF DIRECTORS*

Section 4.1 Annual Meetings. The Board of Directors shall hold an annual meeting for the purpose of installing new Board members and officers, and transacting such other business as may come before the meeting. The place and time of such meeting shall be designated by the Board of Directors.

Section 4.2 Regular Meetings. The Board of Directors shall hold a regular meeting at least once per year which may be in conjunction with the annual meeting. The place and time of such meetings shall be designated by the Board of Directors.

Section 4.3 Special Meetings. The President may call special meetings of the Board of Directors at any time.

Section 4.4 Notice. Regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting. Notice of any special meeting of the Board of Directors shall be given in writing to all members of the Board of Directors at least two (2) calendar days prior to such meeting, unless each Director shall in writing waive notice thereof before, at, or after the meeting. Notice may be made by facsimile, electronic mail or U.S. mail. The date of the notice shall be the date sent if via facsimile or electronic mail, or the third day following deposit in U.S. mail with adequate postage.

Section 4.5 Quorum and Voting. The presence of a majority of all of the voting directors shall be necessary at any meeting to constitute a quorum for the transaction of business. In addition to those directors who are actually present at a meeting, directors shall for purposes of these Bylaws be deemed present at such meetings if a conference telephone or similar communication equipment is used, by means of which all persons participating in

the meeting can hear each other. The act of a majority of voting directors present at a meeting where a quorum is present shall be the act of the Board of Directors. Each director who is present at a meeting will be conclusively presumed to have assented to the action taken at such a meeting unless his/her dissent is recorded on the minutes of the meeting. If less than a quorum is present at any meeting, the directors present, or a majority of them, the President may request a rescheduling to a different day and time.

## ARTICLE V

### OFFICERS

Section 5.1 Officers; Term of Office. The officers of FAAE shall be the President, President-Elect, Immediate Past-President, Secretary, Treasurer and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors from time to time. Officers shall hold office for a term of two (2) years. No person shall serve more than two full consecutive terms in a single office.

#### Section 5.2 Duties of Officers.

(a) President. The President shall be the Chief Executive Officer of FAAE, shall preside at all meetings of the Board of Directors, enforce observance of these Bylaws, order execution of all resolutions, and call meetings of the Board of Directors. The President shall make all appointments for which no provision has been made, and serve as a member of the Executive Committee and an *ex officio* member of all other committees. In addition, the President shall have and perform such other duties as may be delegated by the Board of Directors.

(b) President-Elect. The President-Elect shall act for, and perform all duties of, the President in his/her absence or inability to serve. In addition, the President-Elect shall have and perform such other duties as may be delegated by the Board of Directors.

(c) Immediate Past President. The Immediate Past President shall act for, and perform all duties of, the President in the absence or inability to serve of the President and the President-Elect. In addition, the Immediate Past-President shall have and perform such other duties as may be delegated by the Board of Directors.

(d) Secretary. The Secretary shall ensure that all minutes and records are properly kept and are available for corporate purpose. In addition, the Secretary shall have and perform such other duties as may be delegated by the Board of Directors.

(e) Treasurer. The Treasurer shall review the FAAE financial records and certify that they are accurately maintained and in accordance with the budget. The Treasurer shall review receipts and disbursements and render account thereof at the annual meeting of the Board of Directors and quarterly meetings of the Executive Committee, and at other times required to maintain fiscal responsibility. In addition, the

Treasurer shall have and perform such other duties as may be delegated by the Board of Directors.

Section 5.3 Removal of Officers. Any officer may be removed from office, with or without cause, by vote of not less than a majority of the Board of Directors.

Section 5.4 Delegation of Duties. In the case of the absence or inability of any officer of FAAE or of any person hereby authorized to act in his/her place during such absence or inability, the Board of Directors may delegate such officer's powers and duties to any other officer, director, or other person.

## *ARTICLE VI*

### *INDEMNIFICATION OF OFFICERS AND DIRECTORS*

Section 6.1 Indemnification. FAAE shall indemnify any person made or threatened to be made a party to any action or proceeding by reason of the fact that he or she is or was an officer or director of FAAE in the manner and to the maximum extent permitted by the Florida Business Corporation Act, as amended from time to time, and the Florida Not For Profit Corporation Act, as amended from time to time. Indemnification hereunder shall continue as to a person who has ceased to be a director or officer, and shall ensure to the benefit of the heirs, executors, and administrators of such a person.

## *ARTICLE VII*

### *EXECUTIVE COMMITTEE AND OTHER COMMITTEES*

Section 7.1 Creation of Committees. There shall be an Executive Committee comprised of the officers of FAAE and such other persons as may be designated by the Board of Directors. The President or other members of the Executive Committee may propose to the Board of Directors other committees, including their members, functions and powers, which shall be approved by resolution passed by a majority of the Board of Directors. Each committee shall have at least two (2) committee members who shall serve at the pleasure of the Board of Directors.

Section 7.2 Executive Committee. The Executive Committee shall manage the day-to-day operation of FAAE and shall exercise such powers of the Board of Directors as can be lawfully delegated by the Board. Actions of the Executive Committee shall be reported to the Board of Directors.

Section 7.3 Other Committees. Such other committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated and to the extent provided in the resolution or resolutions creating such committee or committees.

Section 7.4 Meetings. Regular meetings of the Executive Committee and other committees may be held at such time and at such place as shall from time to time be determined by the Executive Committee or such other committees, and special meetings of

the Executive Committee or such other committees may be called by any member thereof upon two (2) calendar days written notice to the other members of such committee, or on such shorter notice as may be agreed to in writing by each of the other members of such committee.

Section 7.5 Quorum. At all meetings of the Executive Committee or other committees, a majority of the committee's members then in office shall constitute a quorum for the transaction of business.

Section 7.6 Manner of Acting. The act of a majority of the members of the Executive Committee or other committees present at any meeting at which there is a quorum shall be the act of such committee.

#### *ARTICLE VIII*

#### *CONFLICTS OF INTEREST AND SELF-DEALING*

Section 8.1 Conflicts of Interest and Self-Dealing. A transaction in which FAAE is a party and in which a director or an officer or a spouse or child of a director or an officer has a material interest is deemed to be self-dealing. FAAE shall not engage in any such transaction unless the Board of Directors determines in advance, after reasonable investigation, that it is fair, reasonable and in the best interest of FAAE, and that FAAE could not, with reasonable effort, have obtained a more advantageous arrangement. FAAE shall not make a loan of money or property to, or guarantee an obligation of any director or officer or any spouse or child of a director or officer, except that money may be advanced to directors for reimbursable expenses reasonably expected to be incurred in the performance of such director's duties.

#### *ARTICLE IX*

#### *DISSOLUTION*

Section 9.1 Dissolution. In the event of dissolution, the residual assets of FAAE will be turned over to one or more not-for-profit, 501(c)(3) Florida organizations as described by the United States Internal Revenue Code of 1986, as amended, or to the federal, state, or local government for exclusive public purposes.

#### *ARTICLE X*

#### *AMENDMENTS OF BYLAWS*

Section 10.1 Amendments. The Board of Directors shall have the power to adopt, amend or repeal these Bylaws by a two-thirds vote of the Board of Directors at any meeting, provided, that, in the case of an amendment, such amendment has been submitted in writing to the Board of Directors ten (10) days prior to the date of the meeting at which the vote will be taken.

## *ARTICLE XI*

### *ASSURANCE OF COMPLIANCE WITH FEDERAL REGULATIONS*

Section 11.1 No Discrimination. No person shall be excluded from participating in, be denied benefits of, or otherwise be subjected to discrimination in any FAAE program or activity on the basis of race, color, national origin, disability, sex, age, or sexual orientation.

Section 11.2 Minimum Compensation. No person employed by FAAE shall be paid less than the minimum compensation provided under federal law, to be the prevailing minimum compensation for persons employed in similar activities.

Section 11.3 Health and Safety. No part of any project or production of FAAE will be performed or engaged in under working conditions which are unsanitary or hazardous to the health and safety of the employee engaged in such project for production.

## *ARTICLE XII*

### *MISCELLANEOUS*

Section 12.1 Fiscal Year. The fiscal year shall be from July 1 to June 30.

Section 12.2 Parliamentary Authority. Roberts Rules of Order, Newly Revised (latest edition), shall govern the proceedings of all bodies of FAAE in all cases in which they are applicable, and in which they are consistent with these Bylaws.