

**FLORIDA HUMANITIES COUNCIL
BYLAWS**

Article I - Name and Location

Section 1: Name

The name of this corporation is the Florida Humanities Council, Incorporated, hereafter referred to as the Council.

Section 2: Location

The principal office of the Council is located at 599 Second St. South, in the city of St. Petersburg, in the County of Pinellas and the State of Florida, 33701. The Council may have such other offices as the Board of Directors may authorize.

Article II - Purposes

The Council shall be organized exclusively as a non-profit, tax exempt organization under Section 501(c)(3) of the U.S. Internal Revenue Code of 1954, as amended, and shall be operated exclusively for the following exempt purposes: 1) to support activities which foster public knowledge and appreciation of the humanities, demonstrate the importance of knowledge for wise public leadership, and strengthen the bond between the humanities and the people of Florida (the humanities shall be defined as in 20 U.S.C.952[a] which established the National Endowment for the Humanities), 2) to distribute grant money received by the Council from the National Endowment for the Humanities, the State of Florida and from the general public to non-profit Florida groups who will conduct the activities listed above, and 3) to provide programs for the public which further the purposes of the FHC.

Article III - Membership

The Council shall have no members other than the individuals elected or appointed from time to time as members of the Board of Directors, who shall be considered to be the members of the Council for the purposes of any statutory provision or rule of law relating to members of a non-stock, non-profit corporation.

The Board of Directors (The Board) may provide for associates such as "Friends of the Florida Humanities." Such associates will have no authority to act for or incur any liability against the Council and will have no vote in corporate affairs.

Article IV - Board of Directors

Section 1: General Powers

The duly elected or appointed Board shall have control and policy management of the affairs, business, property and funds of the Council. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Council, as the Board may deem proper, not inconsistent with federal and/or state law.

Section 2: Number, Qualification and Tenure

2A. The Board shall consist of up to twenty-five Florida residents. Six (6) shall be appointed by the Governor of the State of Florida and the remainder shall be elected by the Board in consultation with the Chair and the Executive Director of the Council. Membership shall consist of an appropriate balance of humanists and public representatives.

2B. The term of elected Board members begins October 1 and extends three years, through September 30 of the third year or until successors have been elected. A board member is eligible to be nominated and elected to a second three-year term. A board member elected for two successive three-year terms shall not be eligible for an additional term until one year has elapsed from the time of completion of service for such successive terms. Approximately one-third of the directors' terms shall expire each year, assuring staggered classes of terms.

2C. A Gubernatorial appointee (GA) shall serve for a 3-year term, and may be reappointed by the Governor for a second 3-year term or elected by the Board of the FHC for a second 3-year term, or continue to serve as a GA as described in 2C1 below. An Appointee serving two successive 3-year terms shall not be eligible for an additional term until one year has elapsed from the completion of this service.

1. If at the conclusion of the Gubernatorial Appointee's first term, no new Gubernatorial appointment or reappointment has been received for his or her place on the board of FHC then the GA may continue (with board approval by majority vote) to serve until the GA is reappointed or replaced by the Governor, or GA's second 3-year terms expires, whichever comes first. In no event, may a GA serve more than 6 years (2 terms) on the Board of FHC.

2D. Exceptions to the term of office stated in 2B

1. If a member is elected chair in his/her final year of membership, he/she may serve until the term of office expires.
2. The retiring chair may serve an additional two years as immediate-past chair and serve on the Executive Committee. The second year is subject to approval first by the Nominating Committee then by majority vote of the full board.
3. A Board member who has been elected to the Board of the Federation of State Humanities Councils or to the National Council on the Humanities may remain on the Board of the Florida Humanities Council for a term concurrent to his/her term on these national boards.

2E. A board member who has completed a FULL TERM (two 3 year terms plus any additional time allowed by current or former bylaws) and who has served as FHC's Chair, and as Chair of the National Council on the Humanities or the Federation of State Humanities Councils may be designated as a Board Member Emeritus by the Board of FHC and thereby continue to serve on the board as an ex-officio member for up to two additional terms of 3 years each.

At the end of the first 3- year term the Nominating Committee shall consider nominating the Board Member Emeritus for a second ex-officio term of 3 years based on the member's desire and ability to continue service to FHC.

For the purpose of this Section 2, a Board Member Emeritus serving in an ex-officio capacity (1) attends board meetings and participates in board discussions, but does not vote; (2) participates in FHC activities, committee meetings and programs on request; and (3) receives reimbursement for expenses incurred in (1) and (2) above.

Section 3: Nominations and Elections

3A. Nominations

Nominations for membership shall be solicited from a wide cross-section of Florida citizens and geographic locations within the state. Nominees are proposed for their commitment and ability to promote the goals of the Council.

3B. Elections

Elections of new members and officers are held annually. Two-thirds vote of the quorum of the Board is necessary to elect new members and officers.

Section 4: Vacancies

Vacancies due to resignations or removal of a member of the Board shall be filled at the next regular meeting of the Board. A member elected to fill a vacancy with less than two (2) years remaining may be elected for a full term and may be re-elected for a second term.

Section 5: Responsibilities

Attendance at Board meetings is a basic responsibility of each member. When absence is necessary, the Board member is expected to inform the Chair or staff. Board members are expected to meet the following additional responsibilities:

1. Regularly attend board meetings
2. Attend and evaluate Council supported programs in the Board member's area
3. Serve on board committees
4. Promote the work of the Council to the member's community, legislators and funders.
5. Make a financial contribution.

Section 6: Compensation

All Board members shall serve without compensation except for those expenses incurred as a direct result of Council business.

Section 7: Removal of Members

7A. Elected directors absent for more than two (2) consecutive meetings may be removed by a majority vote of the board.

7B. Any board member shall be removed for cause. Cause shall include, but not be limited to, criminal misconduct, fraud, abuse of position, sexual harassment, or gross negligence. In the event the board member is a gubernatorial appointee, the governor's office shall be notified accordingly."

Article V - Meetings

Section 1: Regular Meetings

Meetings of the Board shall be held at such times and places as may be determined by the Chair. There shall be at least three regular meetings per year. Written notice stating the place, date and time of the meeting and purpose(s) for which the meeting is called, and the name of the person(s) at whose direction the meeting is called, shall be given to each member at least 30 days in advance of the meeting.

Section 2: Special Meetings

A special meeting may be called at the discretion of the Chair or Executive Committee or upon written request of three members of the Board, provided that notice of such meeting be mailed to each member at least seven days prior to

the time of such meeting or communicated by telephone at least 24 hours before such meeting. The notice shall state the purpose for which the special meeting is called.

Section 3: Quorum

One-half plus one of the members shall constitute a quorum for the transaction of business at any meeting of the Board. If one-third to one-half of the members is present at the meeting, business may be conducted unless there is an

objection from one or more Board members; however, new members may not be elected nor may the bylaws be amended.

Article VI - Officers

Section 1: Chair

The Chair shall be the executive officer of the Board, having the authority to call meetings, to appoint the Secretary, committee chairs, and committees, subject to Board approval, and generally to direct the activities of the Board. The term of office of the Chair shall be two years, beginning October 1. The Chair is not eligible for re-election.

Section 2: Vice Chair

The Vice Chair shall assist the Chair in such ways as the latter may direct in the conduct of the affairs of the Board. In the absence of the Chair, the Vice Chair shall conduct meetings and perform the other duties of the Chair. The term of office of the Vice Chair shall be one year, beginning October 1.

In the event that the office of the Chair shall be vacated by resignation, incapacity or death, the members of the Board shall declare the office vacant, and the Vice Chair shall serve as Chair for the remainder of the term. In this case, the Chair may be re-elected to one succeeding term.

Section 3: Secretary

The Secretary shall keep or supervise the keeping of the minutes of the meetings of the Board of Directors and the minutes of committee meetings; cause notice to be given of all such meetings; have general charge of the records, documents and papers of the Council not pertaining to the performance of the duties vested in others.

Section 4: Treasurer

The Treasurer shall serve as the chair of the Finance Committee and shall maintain financial oversight of Council activities; communicate with the executive director as the annual budget is being prepared; review regular year-to-date budget reports; review and discuss financial statements with the Executive Committee and/or Board; communicate with the executive director so as to be informed on current financial issues; review audit findings; and guide Board members in understanding and responding to Council's financial developments.

Section 5: Removal of Officers

Officers may be removed if, upon repeated evaluation, their performance is found consistently poor. The Chair will make a final determination prior to such removal.

Each officer shall continue to serve until a successor is duly elected and installed.

Article VII - Committees

The Board Chair and the Executive Director are ex-officio members of all committees. The Board Chair shall select committee chairs and members, subject to Board approval, and is responsible for their performance.

Section I: Executive Committee

There shall be an Executive Committee composed of the Chair, the previous-term Chair, the Vice Chair, Secretary, Treasurer and the chairs of the standing committees. The Executive Committee shall, in intervals between meetings of the Board, have general control of the affairs of the Council, but nothing herein shall be construed to allow the Executive Committee to act to the exclusion of, or contrary to, the expressed direction of the Board. The Chair of the Board shall be the Chair of the Executive Committee.

Section 2: Standing Committees

2A. Finance Committee is the financial oversight committee of the board. The function of the Finance committee is to assist the Board in fulfilling its responsibilities for financial oversight. The duties of the finance committee are (1) to review the Council budget and recommend its adoption to the Board, (2) to recommend to the Board the retention and termination of the independent auditor, (3) to confer with the auditor regarding whether the Council's financial affairs are in order, (4) to review and determine whether to recommend acceptance of the audit, (5) to review IRS Form 990 for submission (6) to review and ensure quality investment of Council funds.

2B. Grants Committee has oversight of the Grants program and any other undertakings assigned to the Grants Committee. The committee sets guidelines and insures adherence to the Council's mission. Under its aegis, a Reading Committee for grant applications shall serve on a rotating basis among the full Board membership and make recommendations for funding to the Board.

2C. Communications Committee oversees FHC print publications, audio/visual media and electronic publications. The committee is responsible for analyzing these activities for compliance with the mission of the Council and with appropriateness to Council activities.

2D. Teaching Florida Committee is responsible for strategic planning and oversight of the Florida Center for Teachers program and facilities. The committee addresses a broad range of issues including how the Florida Center for Teachers can best serve Florida teachers and education in the humanities.

2E. Development Committee oversees the fundraising, development, and entrepreneurial activities of the board. The committee sets and monitors fundraising goals for the Council.

2F. Legislative Committee oversees the relationship between the Council, the Florida Legislature, other state and local agencies, and the US Congress. The committee educates individual government officials.

2G. Nominating/Membership Committee is responsible for analyzing membership needs on an ongoing basis and for developing and making recommendations to the Board on a slate of Board officers and nominees for election to the Board. The committee membership consists of the Chair and Board members in their final year of service.

Section 3: Ad Hoc Committees

The Chair may establish ad-hoc and advisory committees as the need arises.

Article VIII - Staff

Section 1: Executive Director

1A. The Board shall employ an Executive Director who shall be charged with the administrative and executive management of the affairs of the Council.

1B. Vacancy

In the event of a vacancy in the position of the Executive Director, the Chair shall appoint an ad hoc search committee whose responsibility shall be to identify, investigate and interview candidates for the position and make recommendations to the Board for filling the vacancy. The Executive Director serves at the discretion of the Board. In the event of a vacancy in the position of Executive Director, the position shall be filled in accordance with the current Succession Policy passed by the board of Directors and attached to these Bylaws.

1C. Performance

The Chair shall review the performance of the Executive Director at least annually. The Executive Director may be removed upon a two-thirds vote of the Board.

Section 2: Additional Personnel

From time to time, the Board may authorize additional staff according to available administrative funds and needs.

Article IX - Granting Process

The granting process shall begin with the receipt of proposals in the principal office. After the proposals are reviewed by the Council's staff, they will be distributed to each Board member. The Reading Committee shall meet separately, recording recommendations for or against funding and delineating reasons therefore. The Board will then vote acceptance, rejection or changes to the Reading Committee's recommendations. The Executive Director or designee will inform all applicants of the Board's decisions on their proposals.

Article X - Miscellaneous

Section 1: Ability to Amend

A two-thirds majority of the Board may amend these Bylaws by resolution at any regular meeting, provided 30 days advance notice of the amendment and the rationale for the amendment are provided in writing to the Board.

Section 2: Conflict of Interest

A conflict of interest exists when a Director (a) has an existing or potential interest, affiliation, or allegiance that impairs or could reasonably be seen as impairing such Director's independent, unbiased judgment in the discharge of his or her responsibilities as a Director, or (b) knows that an immediate family member (i.e., a spouse, parent, sibling, child or an other relative or significant other living in the same house) has an existing or potential interest, affiliation, or allegiance that would impair or could reasonably be seen as impairing Director's responsibilities.. A Director with a conflict of interest ("Interested Director") shall disclose the conflict of interest to the Chair of the Board or Chair of the appropriate Committee as soon as such conflict of interest becomes relevant to a matter requiring the Board's or Committee's consideration or action. The Interested Director shall not vote on the matter and shall not participate in any deliberation or provide any information regarding the matter unless specifically requested to do so and so noted in the minutes of the meeting by the Chair of the Board or Chair of the Committee. The Interested Director shall leave the room during the discussion and/or vote. The minutes of the meeting of the Board or Committee shall reflect the disclosure of the conflict of interest and record that the Interested Director was not present and did not vote. A Director shall annually file a conflict of interest disclosure statement in such form and containing such information as the Council may prescribe.

Section 3: Public Access to Information

The Council, as a quasi-governmental organization, recognizes its responsibility to the people of Florida under the Sunshine Law and will adhere to the guidelines stated herein.

Meetings of the Board are announced in an FHC newsletter. Board meetings are open to the public, except for deliberations of the Reading Committee and the Nominating Committee, but these committees report their conclusions to the Board, and the Reading Committee provides written explanation of principal funding recommendations other than unconditional approval. This information, along with the minutes of the meeting, is available for public scrutiny in the Council office.

Information about FHC and its programs is published regularly in a newsletter and on its website, and is available in various newspapers as well as brochures describing aspects of the Council's programs. The Council's proposal to the National Endowment for the Humanities is available for public scrutiny. The Council issues an Annual Report to the people of the State of Florida.

Section 4: Rules of Order

Unless otherwise specified in this document, Sturgis Standard Code of Parliamentary Procedure or relevant substitute will be used.

Steven Seibert

Date

FHC Executive Director Succession Plan

In the event of an unplanned Termination, Resignation, or Incapacity of the Executive Director, the procedure for the orderly governance of the FHC shall be as follows:

The FHC Chair shall assume temporary executive authority including all powers of the FHC Executive Director, and shall similarly be responsible for consulting and answerable to the Executive Committee for all actions affecting the FHC.

As soon as possible, but in no more than 30 days after the loss of the Executive Director, the FHC Chair, subject to the approval of the Executive Committee shall contract with and empower the FHC Associate Director, or other senior staff member of FHC to act as Interim Executive Director. The contract shall specify the term and remuneration and provide that the Interim Executive Director shall have all the responsibilities, obligations, and powers to represent FHC as the Executive Director including but not limited to signing authority on all business accounts, contractual authority, and personnel oversight.

As soon as possible, but in no more than 45 days from the date of appointment of an Interim Executive Director, the FHC Chair acting with the approval of the Executive Committee shall either offer the position of Executive Director to the Interim Executive Director or advertise and conduct a national search for the Executive Director, if necessary employing an Executive Search Consultant to secure candidate(s) with the appropriate skill set and experience to maintain and expand the organization. The FHC Chair shall appoint a Search Committee composed of members of the board and one member of the FHC Staff to oversee the search process and recommend a candidate to the board at large. The FHC Search Committee shall select the Executive Director from the candidates provided through the search procedure, or from the senior staff or FHC. In the event that these efforts do not produce a suitable replacement, the search and the contract with the Interim Director may be extended as needed.

In the event of a planned future Termination or Resignation of the Executive Director, the search process shall be put in place no less than ninety days prior to the last day of service. In the event that a suitable replacement has not been secured in time to assume the duties of the Executive Director, the above procedures for securing an Interim Executive Director shall be initiated.