

**PROPOSED REVISIONS FOR SEPTEMBER 2018 – final V2 9-17-18**  
**FLORIDA HUMANITIES COUNCIL**

**BYLAWS**

**Article I - Name and Location**

**Section 1: Name**

The name of this corporation is the Florida Humanities Council, Incorporated (the “Council”). The Board of Directors of the Council (Board) may change the name of the organization.

**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**

**Section 1: Purpose**

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 operate 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, promote civic dialogue, 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 Council.

**Article III - Board of Directors**

**Section 1: General Powers**

The Board shall have control and policy management of the affairs, business, property and funds of the Council. The Board may adopt such rules, policies and regulations for

the conduct of its meetings and the management of the Council as the Board may deem proper, but not inconsistent with federal and/or state law.

**Section 2: Number of Directors**

The Board shall consist of twenty-five (25) Directors and each shall be a Florida resident. Six (6) Directors shall be appointed by the Governor of the State of Florida and the remainder shall be elected by the Board as set forth herein.

**Section 3: Terms**

A. The term of elected Directors begins October 1 and extends three years, through September 30 of the third year or until successors have been elected. A Director is eligible to be nominated and elected to a second three-year term. A Director 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.

B. A Gubernatorial appointee (GA) shall also serve for a 3-year term and may be reappointed by the Governor for a second 3-year term. If at the conclusion of the Gubernatorial Appointee's (GA's) term, no replacement Appointee has been named nor has the sitting GA been reappointed, the GA may continue to sit until a replacement is appointed or until the sitting GA is reappointed by the Governor.

**Section 4: Exceptions to Term Rules**

A. If a Director is elected Chair in his/her final year of membership, he/she may serve until the term of office expires.

B. The retiring Chair may serve an additional two years as immediate-past chair and serve on the Executive Committee.

C. A Director 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.

**Section 5: Board Emeritus Designation**

A. The Board may designate a Floridian who has shown exemplary service to the humanities as an Emeritus Director ("Emeritus") and the Emeritus may continue to serve on the Board as an ex officio Director for so long as authorized by the Board.

B. For the purposes of this section, an Emeritus Director serving in an ex-officio capacity shall be authorized to attend board meetings as a Director, participate in

board discussions but shall not have a vote. Such ex-officio Director may also participate as a Director in Council activities, committee meetings and Council programs. The ex-officio Director shall be eligible to receive reimbursement as a Director for participating in any of the aforementioned activities.

### **Section 6: Nominations**

Nominations for new Directors shall be solicited from a wide cross-section of Florida citizens and geographic locations within the state. Nominees should be considered for election based on the information received from an applicant or a recommendation on behalf of an applicant and the nominee's apparent commitment to the humanities and abilities to promote the goals of the Council.

### **Section 7: Elections**

Elections of new Directors and officers are held at least annually. A two-thirds vote of the quorum of the Board is necessary to elect new Directors and officers.

### **Section 8: Vacancies**

Vacancies due to resignations or removal of a Director may be filled at the next regular meeting of the Board or earlier, if deemed reasonable by the Chair. A Director 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 9: Director Responsibilities**

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

Prepare for, attend and participate in Board meetings.

Attend and evaluate Council supported programs in the Director's community.

Actively participate in Committee work.

Promote the work of the Council to the Director's community, to the legislators representing the community and to funders within the community.

Make a financial contribution to the Council commensurate with their stature as a Director and individual ability.

Recruit New Directors.

Recruit supporters of the Council and the Council's programs.

Represent the Council, when asked by the Chair or the Executive Director, before legislative bodies, corporate supporters and charitable entities.

**Section 10: Compensation**

All Directors shall serve without compensation except for those expenses incurred as a direct result of Council business, which shall be paid by the Council.

**Section 11: Removal of Directors**

A. Any elected Director who is absent from two (2) or more consecutive meetings may be removed, upon recommendation of the Chair in consultation with the Executive Committee, by a majority vote of the Board. If a Gubernatorial Appointee is absent from more than two consecutive meetings, he or she shall be referred to the Governor's Office and, if the Chair in consultation with the Executive Committee approves, a request that such Gubernatorial Appointee be replaced.

B. Any elected Director can be removed upon a finding of "For Cause" by a majority of the Board. For Cause shall include but not be limited to criminal misconduct, fraud, abuse of position, sexual harassment, continuing disruptive behavior, consistent failure to satisfy the requirements or responsibilities set forth in Article III, Section 9 herein or gross negligence in office. In the event that the Director is a Gubernatorial Appointee and the Board by majority vote finds a "For Cause" violation for such appointee, the Governor's Office shall be notified of the Board's findings.

**Article IV - Meetings**

**Section 1: Regular Meetings**

Meetings of the Board shall be held at such times and in such places as may be determined by the Chair. There shall be at least three (3) regular meetings per year. Written notice stating the place, date and time of the meeting with instructions on how to obtain a copy of the agenda for the meeting shall be made available to each Director at least seven (7) days in advance of the scheduled meeting and shall be posted on the Council website. The September regular meeting shall also be the Annual Meeting of the Board. At such Annual Meeting, officers shall be elected, new Directors shall be elected, and the budget shall be approved. At such Annual Meeting, any Directors who are determined by the Executive Committee to be eligible for and to be an appropriate candidate for re-election shall be considered for re-election.

**Section 2: Special Meetings**

A special meeting may be called at the discretion of the Chair or the Executive Committee upon a written request from at least three (3) Directors of the Board. Written notice stating the place, date and time of such special meeting and the reason for which such meeting is being called shall be provided to each Director at least seven (7) days prior to such scheduled meeting and shall be posted on the Council's website.

### **Section 3: Emergency Meetings**

At the discretion of the Chair or the Executive Committee, an emergency meeting may be called to consider a matter or matters that are considered urgent. Notice of such meeting must be provided to each Director by phone or electronically at least twenty-four (24) hours prior to the scheduled meeting. Such notice should provide the place, date, and time of such meeting and the matters to be discussed. Such notice shall also be posted on the Council's website.

### **Section 4: Quorum**

One-half plus one of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If one-third to one-half of the Directors is present at the meeting, business may be conducted unless there is an objection from one or more Directors; however, new members may not be elected nor may the bylaws be amended. Unless otherwise specified in these Bylaws, a majority vote of the quorum of the Board shall be necessary to take action.

## **Article V – Officers**

The Chair, Vice-Chair, Secretary, and Treasurer are elected by the Board to serve as officers of the Council's Board of Directors. The proposed officers shall be nominated to the Board by the Nominating and Membership Committee.

### **Section 1: The Chair**

The Chair shall be the chief executive officer of the Council and as set forth herein can call meetings, can appoint a recording secretary, can appoint committee members and committee chairs subject to Board approval, and generally direct the activities of the Board. The Executive Director shall report to the Chair. The term of office of the Chair shall be two (2) years commencing on October 1<sup>st</sup> of the year in which elected. The Chair shall not be eligible for re-election as Chair.

### **Section 2: The Vice Chair**

The Vice-Chair shall assist the Chair in such ways as the Chair 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 such other duties as may be required of the Chair. The

term of office for the Vice-Chair shall be two (2) years commencing on October 1<sup>st</sup> of the year in which elected. In the event that the office of the Chair shall be vacated by resignation, removal, incapacity or death, the Directors shall declare the office vacant and the Vice-Chair shall serve for the remainder of the Vacating Chair's term. If more than a year remains of the Vacating Chair's term, the Vice-Chair will not be eligible for re-election. If one year or less remains of the Vacating Chair's term, the Vice-Chair, now Chair, shall be eligible for re-election to a one two-year term.

**Section 3: The Secretary**

The Secretary shall keep or supervise the taking and maintenance of the minutes of meetings of the Board or committees of the Board. The Secretary may appoint assistant secretaries to assist the taking and maintenance of the minutes of the Board and or committees of the Board. The Secretary shall be responsible for ensuring that the records, documents and papers of the Council are properly maintained.

**Section 4: The Treasurer**

The Treasurer shall serve as the chair of the Finance and Development Committee and with assistance of such committee shall maintain financial oversight of the Council and its activities. The Treasurer shall work with the Chair and the Executive Director in preparing the annual budget of the Council. The Treasurer with the Finance and Development Committee shall review year-to-date budget reports and financial statements. The Treasurer will discuss budget issues and the financial statements with the Executive Committee and the Board. The Treasurer shall be kept informed of all financial issues confronting the Council and, with the Finance and Development Committee, shall review audit findings. The Treasurer shall brief the Executive Committee and the Board on all of the Council's financial issues.

**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.

**Section 6: Vacancies in Officer Positions**

Unless otherwise described in these Bylaws, a vacancy in an officer's position may be filled by the Executive Committee, upon recommendation of the Chair, until the next scheduled meeting of the Board at which time an election for the vacant position shall be held.

**Article VI - Committees**

The Board Chair and the Executive Director are ex-officio members of all committees. The Board Chair shall assign committee chairs and members, subject to Board approval,

and is responsible for their performance.

## **Section 1: Executive Committee**

A. 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.

B. Members of the Executive Committee also serve as the **Nominating and Membership Committee** and shall be responsible for analyzing membership needs on an ongoing basis and for developing a plan for meeting these needs. The Nominating and Membership Committee shall make recommendations to the Board on nominations for membership and shall make recommendations regarding nominees for the Board Officer positions.

## **Section 2: Standing Committees**

A. The **Finance and Development 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, (7) to review the investment of Council funds and to determine whether those investments are consistent with the Council's investment policy, and (8) to assure the Council has created a strategy for development activities.

B. The **Programs Committee** shall have oversight responsibility for the Council's public programs and grants, serving as a forum for program ideas generated by the staff and the board. Committee members shall assist with annually evaluating the effectiveness of current programs and grants and assessing the value of proposed new programs and Council-wide initiatives. Members shall review and approve staff recommendations for funding of grants and programmatic partnerships as well as serve as evaluators of proposals as needed.

C. The **Communications Committee** shall perform an advisory function by meeting periodically to review, discuss and make recommendations in support of the staff and the board's communications-related efforts. The Committee shall, on an as needed basis, provide input as to the effectiveness and appropriateness of communications and collaborate with the staff to ensure compliance with the Council's mission.

### **Section 3: Ad Hoc Committees**

The Chair may establish ad-hoc and advisory committees the Chair deems necessary or appropriate. The Chair may request funds for expense reimbursement for members of an ad hoc or advisory committee.

### **Section 4: Associate Organizations**

The Board may provide for associates such as the "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 but will exist to help fulfill the purposes of the Council.

## **Article VII - Staff**

### **Section 1: Executive Director**

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

**A. Vacancy:** In the event of a vacancy in the position of the Executive Director; (1) the Associate Director shall assume the position of Interim Executive Director, and (2) the Chair shall appoint an ad hoc search committee with the responsibility to identify, investigate, and interview candidates for the position of Executive Director and to make a recommendation to the Board regarding filling the position of Executive Director. The Executive Director serves at the will of the Board.

**B. Performance:** The Chair shall review the performance of the Executive Director at least annually. After consultation with the Executive Director and the Executive Committee, if the performance of the Executive Director is not considered satisfactory, the Executive Director may be removed upon a majority vote for termination by the Board.

### **Section 2: Additional Staff**

Consistent with existing budget authority, the Executive Director may hire or fire such staff as the Executive Director considers necessary or appropriate. If a staff position has not been budgeted, the Executive Director shall seek a budget amendment before hiring additional personnel. The staff shall work for the Executive Director and the Executive Director shall be responsible for their performance. Any detrimental workplace behavior shall be immediately reported to the Executive Director and if it involves the Executive Director, to the Chair.

## **Article VIII - Miscellaneous**

### **Section 1: Amendments to the By-Laws**

These By-Laws may be amended by the Board upon a vote of two-thirds of the Board of Directors at a regular or special meeting of the Board provided that the Directors were provided at least seven (7) days written notice of the proposed amendment(s) accompanied by a statement explaining the rationale for the amendment(s).

### **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 construed 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 or personal relationship (i.e. spouse, parent, sibling, child or other relative or significant other) has an existing or potential interest, affiliation or allegiance that would impair or could be reasonably be construed as impairing the Director's independent, unbiased judgment in the discharge of his or her responsibilities as a Director. A Director with a conflict of interest shall disclose the conflict of interest to the Chair of the Board or the chair of a relevant committee or sub-committee as soon as such conflict of interest becomes known to the Director. The Director with the conflict of interest shall have the conflict noted in the minutes and shall not participate in discussions regarding the matter. The Director with the conflict of interest shall leave the meeting room during the discussion of the matter creating the conflict and during the vote on such matter. The minutes of the meeting of the Board or committee shall reflect the disclosure of the conflict of interest and record that the Director was not present for the discussion of the matter and did not vote on the matter.

### **Section 3: Rules of Order**

Unless otherwise stipulated by the Chair, Roberts Rules of Order or another generally accepted substitute will procedurally govern the meetings of the Board and committees of the Board.

### **Section 4: Proxy Voting**

Directors will not be allowed to vote by proxy or through a designated substitute.

**Section 5: Fiscal Year**

The Council's fiscal year, unless changed by a majority vote of the Board, shall be November 1 to October 31.

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Casey A. Fletcher, Chairman

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date