

BYLAWS OF THE ARTIST SERIES OF TALLAHASSEE, INCORPORATED

Article I

General

Section 1.01 Principal Office

The principal office of the Artist Series of Tallahassee, Inc., hereinafter referred to as the Corporation, shall be located within Leon County, Florida.

Section 1.02 Members

The Corporation shall have no members.

Section 1.03 Fiscal Year

The Fiscal Year of the Corporation shall be from July 1 through June 30.

Article II

Purposes

Section 2.01 IRC Section 501(c)(3)

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2.02 Specific Objectives and Purpose

The mission of the Artist Series of Tallahassee is to promote and encourage an appreciation of classical chamber music while developing a broad-based sustainable audience in North Florida.

Article III

Board of Directors

Section 3.01 Number

The Board of Directors shall consist of such numbers of persons as determined by the Board of Directors.

Section 3.02 Categories

There shall be two categories of directors, regular and honorary. A regular director shall be entitled to all the rights and privileges of, and be subject to the requirements of, a director as set forth in these Bylaws. The appellation of honorary director shall be reserved for an individual who significantly contributes or has contributed to the mission of the Corporation. An honorary director may vote at any meeting of the Board of Directors, but

- (a) May not be an officer of the Corporation;
- (b) May not be a voting member of any committee of the Corporation;
- (c) Shall not be considered when determining if a quorum is present for any meeting of the board or a committee thereof;
- (d) Is exempt from the financial contribution requirement set forth in Section 3.03(c); and
- (e) Shall not be removed as a director solely as a result of failure to attend meetings of the board.

Section 3.03 Qualifications

Members of the Board of Directors shall:

- (a) Be of the age of majority in the State of Florida;
- (b) Possess a passion for the mission and vision statement of the Corporation; and
- (c) Support the efforts of the Corporation through an annual contribution of at least \$200.00 or its in-kind equivalent.

Section 3.04 Powers

Subject to the provisions of the laws of the State of Florida and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of this Corporation shall be conducted and all corporate powers exercised by or under the direction of the Board of Directors.

Section 3.05 Duties

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation of agents and employees of the Corporation;
- (c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws; and
- (e) Register their addresses with the Secretary of the Corporation; notices of meetings mailed or sent electronically to such addresses shall be valid notices thereof.

Section 3.06 Election of Directors and Term of Office

Directors shall be elected by the vote of the majority of all of the regular directors

Each director shall be elected for a term of three years and until his or her successor is elected and qualifies. Notwithstanding the preceding sentence, the term of a director who is elected to an office shall be extended, if necessary, in order to serve out the term of such office.

Approximately one-third of the members of the Board of Directors shall be elected annually by the board. Each such group of directors shall be termed a "Class", which Class shall be denominated by the year in which the term of office of the directors in the class expires, e.g., the Class of 2019. If a director whose term of office was extended pursuant to the second paragraph of this section is re-elected to the Board of Directors upon the expiration of his or her

term of office as an officer, his or her subsequent term of office as a director shall be for only two years so as to enable such person to remain in his or her proper Class.

Any director may be reelected for a successive term or terms.

Section 3.07 Compensation

Members of the Board of Directors shall not receive any fee or salary for their services as directors, provided, however that the board may authorize the reimbursement of reasonable expenses incurred on behalf of the Corporation.

Section 3.08 Regular Meetings

Regular meetings of the Board of Directors shall be held once each month from August to April at such time and place as may be designated by the President.

Section 3.09 Special Meetings

Special meetings of the Board of Directors may be called at any time by the President, the Executive Committee, or by any five members of the Board of Directors. Such meetings shall be held at such time and place as may be designated by the person or persons calling the special meeting.

Section 3.10 Notice of Meetings

Reasonable notice, written or oral, not less than three days in advance, shall be given to members of the Board of Directors of any meeting; provided, however, that no such notice need be given of a regularly scheduled monthly meeting of the Board of Directors, the date of which was determined and announced at the previous meeting.

Section 3.11 Quorum for Meetings

One-third of the total number of regular members of the Board of Directors, shall constitute a quorum for the transaction of business.

Section 3.12 Majority Action as Board Action

Every act or decision done or made by a majority of the Board of Directors present at a meeting duly held at which a quorum is present, is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or provisions of law provide otherwise.

Section 3.13 Conduct of Meetings

The President shall preside over all meetings of the Board of Directors, or in his/her absence, by the Vice President, or in the absence of both of these persons, by a director chosen by a majority of the directors present at the meeting.

The Secretary shall act as secretary of all meetings of the board, provided that, in his/her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed according to *Robert's Rules of Order*, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws or with provisions of law.

Section 3.14 Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the President, unless the written notice specifies a later time for the resignation to take effect.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of the State of Florida. The Board of Directors may consider three successive absences from the duly scheduled or called meetings of the board to constitute cause for removal. The directors may elect a successor to fill the remaining term of the vacated position.

Section 3.15 Indemnification by Corporation of Directors and Officers

The directors and officers of the Corporation may, at the discretion of the Board of Directors, be indemnified by the Corporation to the fullest extent permissible under the laws of the State of Florida

Section 3.16 Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or

arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of State of Florida law.

Article IV

Officers

Section 4.01 Designation of Officers

The officers of the Corporation shall be a President, an Artistic Director, a Vice President, a Secretary and a Treasurer. The officers of the Corporation shall be members of the Board of

Directors and shall serve at the pleasure of the board. Additional officers, with such titles as may be determined from time to time, may be elected by the Board of Directors.

Section 4.02 Qualifications

Any member of the Board of Directors, after having served one year on the board, may be elected as an officer. This requirement may be waived by a vote of the majority of all of the regular directors.

Section 4.03 Election and Term of Office

Officers shall be elected by the Board of Directors for terms of two years, and may be reelected.

Section 4.04 Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign effective upon giving written notice to the President or Secretary, unless the written notice specifies a later time for the resignation to take effect.

Section 4.05 Vacancies

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer required by these Bylaws shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board of Directors shall fill the vacancy.

Vacancies occurring in offices or officers appointed at the discretion of the board may or may not be filled, as the board shall determine.

Section 4.06 Duties of the President

The President shall be subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of its officers. He/she shall perform all duties incidental to his/her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the Board of Directors. The President shall set the agenda for and preside at all meetings of the Board of Directors and of the Executive Committee.

Section 4.07 Duties of the Artistic Director

The Artistic Director shall serve as the Chairperson of the Artistic Committee and shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these Bylaws or as may be prescribed by the Board of Directors.

Section 4.08 Duties of the Vice President

In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President, and shall serve as a member of the fundraising and executive committees.

Section 4.09 Duties of the Secretary

The Secretary shall:

- (a) Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date;
- (b) Keep at the principal office of the Corporation or at such other place as the board may determine, a book of minutes of all meetings of the Board of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof;

- (c) See that all notices are duly given in accordance with the provisions of these Bylaws as stipulated in Article III, Section 10;
- (d) Be custodian of the records of the Corporation;
- (e) Keep a list of directors containing the name and address of each and shall record the date of resignation or termination of any director;
- (f) Exhibit at all reasonable times to any member of the Board of Directors, or to his or her agent or attorney, on request thereof, the Bylaws, the list of directors, and the minutes of the proceedings of the board; and
- (g) In general, perform all duties incidental to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him/her from time to time by the Board of Directors.

Section 4.10 Duties of Treasurer

The Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation;
- (b) Keep and maintain adequate and correct accounts of the Corporation's properties and business transaction, including accounts of its assets, liabilities, receipts, disbursement, gains and losses;
- (c) Exhibit at all reasonable times the books of account and financial records to any member of the Board of Directors or to his/her agent or attorney, on request thereof;
- (d) Render to the President and directors, whenever requested, an account of any or all of his/her transactions as Treasurer and of the financial condition of the Corporation;
- (e) Prepare, or cause to be prepared, and certify or cause to be certified, the financial statements to be included in any required reports;

- (f) In general, perform all duties incidental to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him/her from time to time by the Board of Directors; and
- (g) Prepare and deliver, in a timely manner, annual or periodic reports of the Corporation required under law.

Article V

Committees

Section 5.01 Executive Committee

The Executive Committee shall be comprised of 5 voting members: the President, the Artistic Director, the Vice-President, the Secretary, and the Treasurer. The Chief Executive Officer shall be a non-voting member of the Executive Committee. Between meetings of the Board of Directors, the Executive Committee may exercise all of the powers and responsibilities of the board except that the Executive Committee shall have no authority with respect to filling vacancies on the board, removing directors, or the adoption, amendment or repeal of the Articles of Incorporation or these Bylaws.

Section 5.02 Fundraising Committee

The Fundraising Committee, appointed by the President, in cooperation with any support organization formed to assist this Corporation, and the Chief Executive Officer, who shall be a non-voting member of the committee, shall develop and implement fundraising strategies, both short and long term to meet the fundraising goals of the Corporation, and provide support to

others who perform fundraising events for the benefit of the Corporation. It shall consider and recommend those fundraising opportunities it deems appropriate each year and shall be in charge of organizing all volunteers for any fundraising event and for the administration of the same. The committee shall meet and submit a report of its activities and recommendations to the Board of Directors as it deems appropriate or at the request of the President.

Section 5.03 Finance Committee

The Finance Committee, appointed by the President, shall work in cooperation with the Chief Executive Officer and the Treasurer to develop and review the annual operating budget. It shall report any financial irregularities, concerns or opportunities to the Board of Directors and shall recommend guidelines and oversee short and long-term investments. The Finance Committee shall meet and submit a report of its activities and recommendations, including a report of the current financial position of the Corporation, to the Board of Directors as it deems appropriate or at the request of the President.

Section 5.04 Artistic Committee

The Artistic Committee, appointed by the President and chaired by the Artistic Director, shall work with the Chief Executive Officer and is responsible for upholding the musical and artistic quality of the Corporation's programs. It shall recommend to the Board of Directors the artists and ensembles for each season's programs.

Section 5.05 Other Committees

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Their members shall be appointed by the President and may consist of persons who are not directors who shall act in an advisory capacity.

Section 5.06 Meetings and Actions of Committees

Regular and/or special committee meetings may be determined by the committee itself. Each committee shall submit a report of its activities to the Board of Directors as it deems appropriate or at the request of the President.

Article VI

Execution of Instruments, Deposits and Funds

Section 6.01 Execution of Instruments

Unless otherwise authorized by the Board of Directors, contracts and other instruments shall be executed on behalf of the Corporation by the President or the Chief Executive Officer.

Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 6.02 Checks and Notes

Unless otherwise authorized by the Board of Directors, or as otherwise required by law, check, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Corporation shall be signed by or otherwise authorized by the President, the Treasurer or the Chief Executive Officer.

Section 6.03 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 6.04 Gifts

The Board of Directors may accept on behalf of the Corporation any contribution or bequest for the nonprofit purposes of this Corporation.

Article VII

Corporate Records and Reports

Section 7.01 Maintenance of Corporate Records

The Corporation shall maintain and make available to the directors:

- (a) Minutes of all meetings of directors and committees of the Board of Directors indicating the time and place of holding such meetings, whether regular or special, how called, the
- (b) notice given and the names of those present and the proceedings thereof;
- (c) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursement, gains and losses;

- (d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by members of the board, at all reasonable times; and
- (e) A copy of the annual 990 filing with the Internal Revenue Service and the Internal Revenue Service Determination of Tax Exempt Status.

Section 7.02 Board of Directors' Inspection Rights

Every member of the Board of Directors shall have the right at any reasonable time to inspect all books, records, documents and property of the Corporation.

Article VIII

Amendments to Bylaws

The Board of Directors, at any regular or otherwise duly called meeting, may amend these Bylaws, by the vote of the majority of all of the regular directors, provided that written notice has been given to all directors of the proposed amendments at least three days in advance. At any meeting where notice has been given, and a quorum of members is present, the Board of Directors may modify such proposed amendments, without further notice to directors, and adopt such proposed amendments, with or without any such modification.