



Florida Arts Network Bylaws

Article I: Name and Purpose

Section 1: Name

The name of the organization shall be Florida Arts Network (FAN).

Section 2: Purpose

The purpose of FAN is to promote and support the arts through various activities, including but not limited to:

- a) Organizing art exhibitions, performances, and networking events.
- b) Providing grants, scholarships, and financial support to artists and arts organizations.
- c) Conducting educational programs and workshops to enhance artistic skills and knowledge.
- d) Collaborating with other organizations to create a vibrant arts community.
- e) Advocating for policies that benefit artists and the arts community.

Article II: Membership

Section 1: Eligibility

Membership in FAN shall be open to individuals and organizations who support the purpose of the organization.

Section 2: Rights and Responsibilities

- a) Members shall have the right to attend meetings, participate in activities, and vote on matters brought before the membership.
- b) Members shall fulfill their financial obligations, abide by the bylaws, and actively support the organization's activities.
- c) Members shall adhere to the organization's code of conduct, which promotes respect, and professionalism.

Section 3: Membership Dues

The Board of Directors shall determine the membership dues, if any, to be paid annually by the members.

Article III: Board of Directors

Section 1: Composition

- a) The organization shall be governed by a Board of Directors consisting of five members.

b) The members of the Board of Directors shall be elected by the organization's membership.

Section 2: Roles and Responsibilities

a) The Board of Directors shall oversee the organization's activities, finances, and strategic planning.

b) The Board of Directors shall approve, and if necessary, remove officers, including but not limited to a President, Vice-President, Secretary, and Treasurer. If removal of an officer is necessary, the board must adhere to the process contained in these bylaws as outlined in the addendum titled Removal of Executives by the Board of Directors.

c) Board members shall serve in a voluntary capacity and without compensation.

Section 3: Terms of Office

a) Board members shall serve a term of two years, with the option to be re-elected for an additional term. Board members are limited to a total of two terms whether or not the terms are consecutive. A Board member that wishes to terminate their term early must give written notice 30 days in advance.

b) The terms of the Board members shall be staggered to ensure continuity.

Article IV: Officers

Section 1: President

The President shall preside over meetings, represent the organization in official matters, and provide leadership to the Board of Directors.

Section 2: Vice-President

The Vice-President shall assume the duties of the President in their absence and provide support as needed.

Section 3: Secretary

The Secretary shall keep records of meetings, maintain official documents, and handle correspondence on behalf of the organization.

Section 4: Treasurer

The Treasurer shall be responsible for the organization's financial management, including budgeting, accounting, and reporting.

Article V: Meetings

Section 1: General Meetings

a) General meetings of the organization shall be held quarterly.

b) Notice of general meetings shall be provided to members at least 15 days in advance.

Section 2: Annual General Meeting

- a) The organization shall hold an Annual General Meeting once a year.
- b) The Annual General Meeting shall include the election of Board members and the presentation of annual reports.

Section 3: Quorum

A quorum for meetings shall consist of 60% of the members in attendance.

Article VI: Finances

Section 1: Fiscal Year

The fiscal year of the organization shall begin on January 1st and end on December 31st.

Section 2: Financial Management

- a) The organization's funds shall be managed responsibly and in accordance with applicable laws and regulations.
- b) The Board of Directors shall approve the annual budget and financial reports.

Section 3: Dissolution

In the event of the organization's dissolution, any remaining assets shall be distributed to another non-profit organization with a similar mission, as determined by the Board of Directors.

Article VII: Amendments

Section 1: Amendment Procedure

- a) These by-laws may be amended by a 60% majority vote of the members present at a general meeting.
- b) Proposed amendments shall be communicated to the members in advance of the meeting.

Section 2: By-law Review

The Board of Directors shall review these by-laws periodically to ensure their relevance and effectiveness.

Addendum 1:

Removal of Executives by the Board of Directors

IF ALL ATTEMPTS TO CORRECT THE SITUATION HAVE FAILED, THE BOARD MUST FOLLOW THE REMOVAL PROCESS AS OUTLINED BELOW.

Identify valid reasons: The board must identify valid reasons for considering the removal of an executive. Common grounds for removal can include issues such as gross misconduct, incompetence, breach of fiduciary duties, conflicts of interest, violation of the organization's policies or bylaws, or failure to fulfill their obligations.

Conduct an investigation: Before making a decision, it is important to conduct a thorough and impartial investigation into the allegations against the executive. This may involve gathering evidence, interviewing relevant parties, and ensuring due process.

The removal process involves the following steps:

- a. Board resolution: A board member would propose a resolution for the removal of the executive, stating the reasons for the proposed action. The resolution would then be presented to the full board for discussion and voting.
- b. Board meeting: A special board meeting should be scheduled to discuss the proposed removal. Adequate notice should be given to all board members as per the organization's bylaws.
- c. Vote: The board would vote on the proposed removal resolution. The resolution needs to meet the required voting threshold of 75% to pass.
- d. Written notice: If the removal resolution is passed, a written notice must be sent to the executive, informing them of the decision and the reasons for their removal. The notice should comply with any legal requirements and provisions in the bylaws.
- e. Transition and succession planning: After the removal of the executive, the board should initiate a transition plan to ensure the smooth operation of the organization. This may involve appointing an interim executive, conducting a search for a replacement, or implementing other appropriate measures.

These by-laws are hereby adopted as of 12/5/2023

Richard Sosa – President

Christine Ruffolo - Secretary