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**BY-LAWS
OF
THE POMPANO BEACH CULTURAL ARTS FOUNDATION, INC.**

ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be the Pompano Beach Cultural Arts Foundation, Inc.

ARTICLE II - CORPORATE EXISTENCE

These are the By-laws of the POMPANO BEACH CULTURAL ARTS FOUNDATION, INC. (herein "the Foundation"), a corporation not-for-profit organized under the laws of the State of Florida. The Articles of Incorporation were filed in the Office of the Secretary of State on April 5, 1999.

ARTICLE III - CORPORATE OFFICE

The Foundation shall have its principal place of business in Pompano Beach, Florida, and shall be located at 100 West Atlantic Boulevard, Pompano Beach, Florida 33060, and the Foundation may have such other places of business as the Board of Directors may designate from time to time.

ARTICLE IV - REGISTERED OFFICE

The Foundation shall have and continuously maintain a registered office in the State of Florida, which may be changed from time to time by the Board of Directors and shall be memorialized in its corporate records.

ARTICLE V - NON-PROFIT OPERATION

The Foundation shall be operated exclusively for purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or comparable provisions of subsequent legislation (herein the "Code"), and under Chapter 617, Florida Statutes, as amended (herein "Statute") as a corporation not-for-profit. No director of the Foundation shall have any

title to or interest in the corporate property or earnings in his individual or private capacity and no part of the net earnings of the Foundation shall inure to the benefit of any trustee, director, officer or any member or individual.

ARTICLE VI - PURPOSE

The purpose for which this Foundation is formed, organized and shall always be operated is for the purposes of receiving and administering funds and operating exclusively within the meaning and parameters of Section 501(c)(6) of the Internal Revenue Code of 1986 or comparable provisions of subsequent legislation, and specifically for promotion, coordination, appreciation and support of diverse cultural arts in and for the Pompano Beach, Florida community.

Pecuniary profit, gain or private advantage is not and shall not be the object of this Foundation or its officers and directors. No part of the net earnings of this Foundation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons.

The Foundation shall exercise only those powers granted or permitted to not-for-profit corporations pursuant to Chapter 617, et. seq., Florida Statutes, consistent with this Foundations' status as an organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code. This Foundation shall be prohibited from carrying on non-exempt activities beyond the permissible limits of Section 501(c)(6) of the Internal Revenue Code.

ARTICLE VII - MEMBERSHIP

Section 1: Membership shall consist only of the members of the Board of Directors.

ARTICLE VIII - ANNUAL MEETING

* Section 1: ANNUAL MEETING. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: SPECIAL MEETINGS. Special meetings may be called by the Chair or the Executive Committee.

Section 3: NOTICE. Notice of each meeting shall be given to each voting member, by mail, not less than ten days before the meeting.

ARTICLE IX - BOARD OF DIRECTORS

Section 1: BOARD ROLE, SIZE, COMPENSATION. The Board is responsible for overall policy and direction of the Foundation, and delegates responsibility for day-to-day operations to the Foundation's Director and committees. The Board shall have the same number of members as the Pompano Beach City Commission has, which

may be amended from time o time, but shall have up to eight (8) and not fewer than four (4) members. The Board receives no compensation other than reasonable expenses.

- Section 2: MEETINGS. The Board shall meet at least once a year, at an agreed upon time and place.
- Section 3: GENERAL POWERS OF THE BOARD. Subject to the limitations of the Articles of Incorporation, these By-Laws, and the Florida Not-for-Profit Corporation Act, Chapter 617, Florida Statutes, as amended, all corporate powers shall be exercised by or under the authority of the Board of Directors and the management and affairs of the Foundation shall be controlled by the Board of Directors, which is the governing body of the Foundation. The Board of Directors shall have charge, control and management of the business, property and affairs of the Foundation and shall have the power and authority to do and perform all acts and functions permitted for an organization as described in 501(c)(6) of the Internal Revenue Code which are not inconsistent with these By-Laws, the Articles of Incorporation or the laws of the State of Florida.
- Section 4: EMERGENCY POWERS OF THE BOARD. In anticipation of or during any emergency, if a majority of the Board of Directors cannot readily be assembled because of some catastrophic event, then a majority of the Directors that can be assembled shall have the power and authority to do and perform all acts and functions, permitted for an organization described in Section 501(c)(6) of the Code and Section 617.0303, Florida Statutes, as amended, or subsequent legislation not inconsistent with these By-Laws, the Articles of Incorporation or the laws of the State of Florida.
- Section 5: QUALIFICATION OF THE DIRECTORS. Directors must be elected Commissioners of the City of Pompano Beach, Florida.
- Section 6: BOARD ELECTIONS. Elections of new Directors or election of current Directors to a second term will occur as the first item of business at the annual meeting of the Foundation. Directors will be elected by a majority vote of the current Directors.
- Section 7: TERMS. All Board members shall serve for a term equal to the term of office as Commissioner for the City of Pompano Beach, Florida.
- Section 8: NOTICE. An official Board meeting requires that each Board member have notice on week in advance.
- Section 9: SPECIAL MEETINGS. Special meetings of the board of Directors shall be held whenever called by the Secretary of the Foundation upon the direction of the Chairperson of the Board of the Foundation or upon the request of any two (2) Directors. It shall be the duty of the Secretary of the Foundation to given notice

of a special meeting to each Director at least twenty-four (24) hours prior to the date of the meeting and include the date, time and place of the meeting.

Section 10: COMPENSATION. Directors shall receive no compensation for their services on the Board of Directors. This shall not prevent the Foundation from purchasing insurance as provided in Article IX or from reimbursing any Director for expenses actually and necessarily incurred in the performance of his duties as a Director as such expenses are authorized by the Board of Directors.

Section 11: DIRECTOR CONFLICTS OF INTEREST. No contract or other transaction between a corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its Directors are Directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such Director or Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

- (a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;
- (b) The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or
- (c) The contract or transaction is fair and reasonable as to the Foundation at the time it is authorized by the Board, a committee or the members.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies such contract or transaction.

The failure of a Director to disclose the nature of his interest to the Board of Directors shall constitute grounds for removal of the Director.

Section 12: STANDING RULES. The Board of Directors shall determine parliamentary procedures to be observed during meetings. Such determination shall be passed by resolution.

Section 13: QUORUM AND ACTION. A simple majority of the number of all Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A Director shall be deemed present at a meeting of the Board of Directors if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used. Except as otherwise provided by Statute, by the Articles of Incorporation,

or by these By-Laws, the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 14: PRESUMPTION OF ASSENT. A Director of the Foundation who is present at a meeting of the Board of Directors at which action or any corporate matter is taken shall be presumed to have assented to the action unless he or she votes against such action. Only a Director with a conflict of interest (as set forth in these By-Laws) with regard to any matter may abstain from voting in respect thereto.

ARTICLE X - OFFICERS

Section 1: OFFICERS. The officers of this Foundation shall be a Chairperson of the Board, Vice-Chairperson, Secretary, Treasurer, and Executive Director. All officers except the Executive Director, Secretary and Treasurer shall be chosen from the Directors of the Foundation. A failure to elect any of the aforesaid officers shall not affect the existence of the Foundation.

The Chair shall convene regularly scheduled Board meetings.

The Vice-Chair will chair, in the absence of the Chair, and will chair committees on special subjects as designated by the Board.

Section 2: ELECTION AND TERM OF OFFICE. Officers of the Foundation shall be elected for a term of two (2) years (or until their successors have been duly elected and qualified) by the Board of Directors at its annual meeting. If the election of officer shall not be held at such meeting, then such election shall be held as soon thereafter as possible. Each officer shall hold office until his successor has been duly elected and shall have qualified, or until his death, resignation, or removal from office.

Section 3: VACANCIES. A vacancy in any office because of resignation, removal, death or otherwise, may be filled by the Board of Directors for the unexpired portion of the term or until a permanent successor is elected.

When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 4: SECRETARY. The Secretary shall:

(a) Prepare minutes of meetings of the Board of Directors and members;

- (b) Authenticate records of the Foundation;
- (c) Keep the minutes of the proceedings of the Board of Directors and the members in one or more books provided for that purpose;
- (d) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;
- (e) Be custodian of the corporate records and of the seal of the Foundation and see that the seal of the Foundation is affixed to all documents, the execution of which on behalf of the Foundation under its seal is duly authorized;
- (f) Be the registrar of the Foundation; and
- (g) In general, perform all duties incident to the office of Secretary and such other duties as may be assigned to him or her by the Board of Directors from time to time.

Section 5: TREASURER. The Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and assets of the Foundation;
- (b) Receive and give receipts for monies due and payable to the Foundation from any source whatsoever, and deposit all such moneys in the name of the Foundation in such banks, trust companies or other depositories as the Board of Directors may select; and
- (c) In general, perform all of the duties as may be assigned to him or her by the Chairperson of the Board or by the Board of Directors from time to time. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 6: EXECUTIVE DIRECTOR. The Executive Director shall have general and active management of the day to day business, properties, contracts and affairs of the Foundation. The Executive Director shall have and perform such other duties as is determined or assigned to him or her by the Board of Directors.

Section 7: DELEGATION OF DUTIES. In the case of the absence of an officer of the Foundation or for any other reason that the Board of Directors may deem sufficient, the Board may delegate the powers and duties of such officer to any other officer or officers or to any Director or Directors or to any other individual or individuals.

ARTICLE XI – EXECUTION OF INSTRUMENTS

AUTHORITY FOR EXECUTION OF INSTRUMENTS. Formal contracts of the Foundation and other corporate documents shall be signed by the Chairperson and by the Secretary or Treasurer unless otherwise specifically determined by the Board of Directors, or otherwise required by law. Unless expressly authorized by these By-Laws or the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it pecuniarily liable for any purpose or in any amount.

ARTICLE XII – FISCAL YEAR

The fiscal year of the Foundation shall begin on the first day of October and end on the last day in September of each year.

ARTICLE XIII – CORPORATE RECORDS, REPORTS AND SEAL

The Foundation shall keep as permanent records minutes of all meetings of its Board of Directors, and a record of all actions taken by any committee of the Board of Directors in place of the Board of Directors on behalf of the Foundation. The Foundation shall maintain accurate accounting records. The Foundation shall maintain its records in written form or in some other form capable of conversion into written form within a reasonable time.

ARTICLE XIV – AMENDMENTS

These By-Laws may be amended when necessary by a two-thirds (2/3) majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

*These By-Laws were approved at a meeting of the Board of Directors of
the Foundation _____ on June 8, _____, 1999.*

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