

MANATEE ARTS EDUCATION COUNCIL BYLAWS

ARTICLE I – Not For Profit

Section 1.1 – Name of Organization

The name of this organization shall be the Manatee Arts Education Council, hereafter referred to as MAEC. MAEC is a subsidiary of the Manatee Education Foundation, hereafter referred to as MEF. The MEF maintains fiscal sponsorship and management of the MAEC.

Section 1.2 – Membership

Membership in the MAEC shall be open to any individuals or entities interested in K-12 arts education in the public schools and community of Manatee County.

Section 1.3 – Not for Profit Operations

MAEC is a subsidiary of MEF. MEF is a Florida not-for-profit corporation. No dividend will be paid, and no part of the income or assets of MEF or MAEC will be distributed, to its directors or officers. However, MAEC may contract in due course of business with its officers or directors for services rendered to the extent permissible under the Articles of Incorporation, under law and under Section 501 (c)(3) of the United States Internal Revenue Code of 1986, as amended. MAEC will loan no money to any of its directors or officers.

Section 1.4 – No Vested Rights

No director or officer of MAEC has any vested right, interest, or privilege of, in, or to the rights, property, assets, functions, or affairs of MAEC or its subsidiary, MEF.

ARTICLE II – Purpose and Vision

Section 2.1 – Purpose

The general purpose of the MAEC is to promote all facets of arts education in Manatee County. These purposes are exclusively educational within the meaning of section 501(c)(3) of the United State Internal Revenue Code of 1986, as amended.

Section 2.2 – Mission, Vision, and Values

The *mission* of MAEC is to support, promote, and celebrate PreK-12 arts education in the public schools and community of Manatee County.

The *vision* of MAEC is for every student in every public Manatee County school to have equitable access to a well-rounded education that includes a comprehensive, sequential, high-quality program of arts instruction; and for our community to have broad-based cultural programs available to support lifelong learning in and through the arts.

Values: MAEC believes that the arts are essential to a complete education. The arts:

- include dance, music, theatre, visual art, and media art;

- foster civic engagement, stimulate economic activity, and increase cultural empathy, and thus play a crucial role in sustaining thriving communities;
- should be made available to all Manatee County citizens through high-quality school-based programs and community arts organizations;
- are powerful in the education of students with special needs;
- are central to the development of all children and to ongoing creative engagement for people of all ages; and
- contribute to the breadth, depth, and diversity of artistic and cultural life that are critical measures of the vitality of Manatee County.

ARTICLE III – Membership

Section 3.1 – Membership Year

The membership year of the MAEC shall be from July 1 of each year through June 30 of the following calendar year.

Section 3.2 – Eligibility

Membership in the MAEC shall be made available to any individual educator or artist, cultural or educational organization, or corporate entity with a desire to support, promote, and celebrate arts education in Manatee County.

Section 3.3 – Meetings

MAEC shall convene at least one annual meeting of the general membership.

Section 3.4 – Types of Membership

- a) Individual
 - Student
 - Educator or Artist
 - Patron
 - Sustainer
- b) Education or Cultural Organization
 - Small Organization
 - Medium Organization
 - Large Organization
- c) Business or Corporate Entities
 - Bronze Level
 - Silver Level
 - Gold Level
 - Platinum Level

Section 3.5 – Membership Fees

MAEC fees shall be available at varying rates to individuals, education or cultural organizations, and corporate entities. The membership fees shall be reviewed by the Board of Directors at least once every three years to make any necessary adjustments. Increases in dues may not be enacted more frequently than once per year by an amount based upon the most recent annual consumer price index as reported by the Bureau of Labor Statistics, or by an amount not to exceed \$10, whichever is lower.

Section 3.6 – Benefits of Membership

- a) Each individual member or designated representative of an organization/entity member shall be entitled to equal voting privileges on matters put forth for full membership consideration as outlined in these Bylaws (note: the MAEC Board is the decision-making body. Membership will be asked to vote on any proposed amendments to Bylaws.)
- b) Individuals and designated representatives of an organization/entity member shall be entitled to free or discounted program and event fees.
- c) Individuals and designated representatives of an organization/entity member shall be entitled to nominate persons for the Arts Alive Recognition Awards.
- d) Teacher members shall be entitled to apply for MAEC classroom grants, field trip grants, and professional development scholarships.
- e) Student members shall be entitled to apply for student scholarships. *(I'm not sure I like this – maybe individual members shall be entitled to nominate students for scholarships? I worry that if a student is in need of a scholarship that they may not have the funding to be a member. Thoughts?)*
- f) Individuals shall have access to current local and state arts education policies and legislation
- g) Members shall have access to networking events with like-minded professionals

ARTICLE IV – Board of Directors

Section 4.1 – Business of the Board

The business and affairs of the MAEC shall be vested solely in the Board of Directors. The Board of Directors may employ such persons or entities to manage the day-to-day affairs of MAEC as it deems necessary. The Board of Directors of MAEC establishes policy and extends partnership invitations to achieve its mission. Members of the Board of Directors serve as ambassadors for arts education through activities that support the MAEC mission and vision.

Section 4.2 – Number of Directors

The Board of Directors shall consist of no fewer than eleven (11) and no more than fifteen (15) members.

Section 4.3 – Election of Directors; Terms of Office

Members of the Board of Directors shall be elected by the incumbent members of the Board of Directors. Each member of the Board of Directors shall hold office for a period of three (3) years or until such director's resignation, removal or death, with a limit of two (2) consecutive terms; provided, however, the Board of Directors may elect, by a two-thirds vote of the Board of Directors, to extend a director's term beyond the two (2) consecutive term limit. Directors' three-year terms begin upon the date of their appointment to the Board.

Section 4.4 – Member of the Board of Directors

The voting members of the Board of Directors shall consist of Chairperson, public school dance/theatre educator representative, public school music educator representative, public school visual art educator representative, public school instructional leader representative, charter school arts educator representative, institution of higher learning representative, community arts organizations representative, local businesses representative, local arts advocates representative, parent representative, and at least one at-large representative. The Board may also have ex-officio, emeritus, and/or advisory non-voting members such as the School District of Manatee County Visual & Performing Arts Curriculum Specialist and the Executive Director of the MEF. Non-voting members of the Board of Directors shall not be included in a count of the

number of directors for purposes of establishing a quorum or for any other purpose related to voting by the Board.

Section 4.5 Board Membership

All MAEC Board Members shall be dues-paying individual and active members of the MAEC.

Section 4.6 – Vacancies

- a) Vacancies shall be filled by action of the Board of Directors. A director appointed by the Board to fill a vacancy shall serve for three years from the date of their appointment.
- b) If a Board Member moves into an officer position (Vice Chair or Secretary), their Board Member position shall be filled with a new Board Member.
- c) If a Board Member is voted Secretary during their 3-year term, he/she shall serve as secretary for 2 or 4 years. Following the completion of his/her Secretary term/s, he/she may return to the Board to complete the remainder of his/her 3-year term as a director and be eligible for a second 3-year director term, if applicable.
- d) If a Board Member is voted Vice Chairperson during his/her 3-year term, he/she shall serve a Vice Chair for 2 years followed by Board Chair for 2 years. Following the completion of his/her term as Board Chair, he/she may return to the Board to complete the remainder of his/her 3-year term as a director and be eligible for a second 3-year term, if applicable.

Section 4.7 – Termination

The Board of Directors may, by two-thirds vote, terminate the membership of any Board member with or without cause. Notification of such pending action shall be given to all Board members at least seven (7) days prior to the meeting. The member in question shall be entitled to be heard by the Board before such action is taken. All action taken by the Board of Directors shall be final.

ARTICLE V – Meetings of the Board of Directors

Section 5.1 – Annual Meetings

The Board of Directors shall convene an annual meeting for the purpose of installing new Board members and transacting such other business as may come before the meeting. The place and time of such meeting shall be designated by the Board of Directors.

Section 5.2 – Regular Meetings

The Board of Directors shall hold a regular meeting at least once per year which may be in conjunction with the annual meeting. The place and time of such meetings shall be designated by the Board of Directors.

Section 5.3 – Special Meetings

The Board Chairperson may call special meetings of the Board of Directors at any time.

Section 5.4 – Notice

Regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting. Notice of any special meeting of the Board of Directors may be given in writing to all members of the Board of Directors at least two (2) calendar days prior to such meeting, unless each Director shall in writing waive notice thereof before, at, or after the meeting. Notice may be made by facsimile, electronic mail, or U.S. mail. The date of the notice shall be the date sent if via facsimile or electronic mail, or the third day following deposit in the U.S. mail with adequate postage.

Section 5.5 – Quorum and Voting

- a) The presence of a majority of all of the voting directors shall be necessary at any meeting to constitute a quorum for the transaction of business. In addition to those directors who are actually present at a meeting, directors shall for purposes of these Bylaws, be deemed present at such meetings if a conference telephone or similar communication equipment is used, by means of which all person participating in the meeting can hear each other. The act of a majority of voting directors present at a meeting where a quorum is present shall be the act of the Board of Directors. Each Director who is present at a meeting will be conclusively presumed to have assented to the action taken at such a meeting unless his/her dissent is recorded on the minutes of the meeting. If less than a quorum is present at any meeting, the directors present, or a majority of them, may adjourn the meeting to another time and place.
- b) Committee chairpersons shall share one collective vote on all official MAEC business actions. Time will be provided to committee chairpersons to determine their collective yay/nay vote prior to a call for action.
- c) If a vote of approval is necessary to move forward on an action prior to the next face-to-face meeting, the Board Chairperson may call for a motion/second to conduct an electronic vote. If an item receives approval for electronic vote, the motion will be considered passed by simple majority of affirmative votes via electronic notification. The Board Secretary shall keep a record of electronic votes to be recorded in the minutes of the next regular business meeting.

ARTICLE VI – Officers

Section 6.1 – Officers; Terms of Office

- a) The officers of the MAEC shall be the Board Chairperson, Vice Chairperson, Secretary, and any such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors.
- b) The Vice Chairperson shall hold office for a term of two (2) years. Immediately following the conclusion of the two-year term, the Vice Chairperson shall assume the role of Board Chairperson.
- c) The Board Chairperson shall hold office for a term of two (2) years.
- d) The Secretary shall hold office for a term of two (2) years. The Secretary may serve more one additional 2-year term, if approved by a majority vote of the Board of Directors.

Section 6.2 – Duties of Officers

(a) Chairperson

The MAEC Chairperson shall be the Chief Executive Officer of the MAEC, shall preside at all meetings of the Board of Directors, enforce observance of these Bylaws, order execution of all resolutions, and call meetings of the Board of Directors. The Chairperson shall make all appointments for which no provision has been made and serve as an ex officio member of all other committees. In addition, the Chairperson shall have and perform such other duties as may be delegated by the Board of Directors and serve as Immediate Past Chairperson for a term of two years following service as Chairperson.

(b) Vice Chairperson

The Vice Chairperson shall act for, and perform all duties of, the Chairperson in the absence or inability to serve of the Chairperson. In addition, the Immediate Past Chairperson shall have and perform such other duties as may be delegated by the Board of Directors. The Past Chairperson also acts as Parliamentarian of Board business.

(c) Secretary

The Secretary shall ensure that all minutes and records are properly kept and are available for corporate purpose. The Secretary shall serve as the second signature required on any official MAEC documents. The Secretary shall be responsible for any social correspondence such as invitations, thank you notes, and other MAEC communications. The Secretary shall have and perform such other duties as may be delegated by the Board of Directors.

Section 6.3 – Removal of Officers

Any officer may be removed from office, with or without cause, by vote of not less than a majority of the Board of Directors.

Section 6.4 – Delegation of Duties

In the case of the absence or inability of any officer of MAEC or of any person hereby authorized to act in his/her place during such absence or inability, the Board of Directors may delegate such officer's powers and duties to any other officer, director, or other person.

ARTICLE VII – Indemnification of Officers and Directors

Section 7.1 – Indemnification

MAEC shall indemnify any person made or threatened to be made party to any action or proceeding by reason of the fact that he or she is or was an officer or director of MAEC in the manner and to the maximum extent permitted by the Florida Business Corporation Act, as amended from time to time, and the Florida Not for Profit Corporation Act, as amended from time to time. Indemnification hereunder shall continue as to a person who has ceased to be a director or officer, and shall ensure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE VIII – Committees

Section 8.1 – Creation of Committees

Any member of the Board of Directors may propose the creation of standing or ad-hoc committees for Board of Directors approval. If approved, the MAEC Chairperson shall appoint a committee chairperson. Committees shall have at last two (2) committee members who shall serve at the pleasure of the Board of Directors.

Section 8.2 – Nomination Committee

In January of each even-numbered year, the MAEC Chairperson shall appoint a nominating committee consisting of at least two active Board members to identify and recommend candidates for Vice Chairperson and Secretary. The recommendations should be presented to the full Board no later than March of the same calendar year. The Board shall elect a new Vice Chairperson and a new Secretary to assume office on July 1 of the same calendar year.

Section 8.3 – Committee Meetings

Committee Chairpersons shall be responsible for calling and presiding over committee meetings. Committee members must be notified in writing of any meeting at least two (2) calendar days prior to the meeting date. Committee meetings may take place at an agreed upon time and location which may include face-to-face, phone, or electronic meetings.

Section 8.4 – Committee Reports

Committee Chairpersons shall attend all regular meetings of the Board of Directors, provide a written report on committee activities, and make recommendations to the Board of Directors on committee business needing board approval.

Section 8.5 – Quorum

A majority of the committee's members present shall constitute a quorum for the transaction of committee business.

Section 8.6 – Manner of Acting

The act of a majority of the members of a committee present at any meeting at which there is a quorum shall be the act of such committee.

ARTICLE IX – Conflicts of Interest and Self-Dealing

Section 9.1 – Conflicts of Interest and Self-Dealing

- a) A transaction in which MAEC is a party and in which a director or an officer or a spouse or child or a director or an officer has a material interest is deemed to be self-dealing. MAEC shall not engage in any such transaction unless the Board of Directors determine in advance, after reasonable investigation, that it is fair, reasonable and in the best interest of MAEC, and that MAEC could not, with reasonable effort, have obtained a more advantageous arrangement. MAEC shall not make a loan of money or property to, or guarantee an obligation of any director or officer or any spouse or child of a director or officer, except that money may be advanced to directors to reimburse expenses reasonably expected to be incurred in the performance of such director's duties.
- b) Voting Board Members shall disclose any additional financial involvement with charitable and/or non-profit organizations, investment advisors, or companies in a Conflict of Interest Form to be submitted to the Board Secretary in July of each year. Voting Board Members shall update Conflict of Interest Forms immediately upon development of any new conflicts.
- c) Voting Board Members presently serving as an officer, director, trustee, governor, volunteer, or staff member of any other charitable and/or non-profit organization shall abstain from voting on any business related to said organization(s).
- d) Voting Board Members presently serving as an officer, director, or having significant ownership/interest in a firm that renders investment advice or business transactions with MAEC shall abstain from voting on any business related to said firm or company.
- e) Voting Board Members whose immediate family members presently have affiliations with charitable and/or non-profit organizations, investment advisors, or organizations with business ties to MAEC shall abstain from voting on any business related to said organization, firm, or company.

ARTICLE X – Dissolution

Section 10.1 – Dissolution

In the event of dissolution, the residual assets of MAEC will be turned over to one or more cultural or educational not-for-profit organizations, whose mission/s include the support of students in Manatee County. Receiving organizations must align with 501(c)(3) definition described by the United States Internal Revenue Code of 1986, as amended, or to the federal, state, or local government for exclusive purposes. The Board of Directors in office during dissolution shall vote to determine the receiving organization.

ARTICLE XI – Amendments of Bylaws

Section 11.1 – Amendments

The MAEC Board of Directors shall have the power to adopt, amend, or repeal these Bylaws by a two-thirds vote of the Board of Directors at any meeting, provided, that, in the case of an amendment, such amendment has been submitted in writing to the Board of Directors ten (10) business days prior to the due date of the meeting at which the vote will be taken. All approved amendments shall take effect immediately following approval by the Board of Directors.

ARTICLE XII – Assurance of Compliance with Federal Regulations

Section 12.1 – No Discrimination

No person shall be excluded from participating in, be denied benefits of, or otherwise be subjected to discrimination in any MAEC program or activity on the basis of race, color, national origin, disability, sex, gender, age, or sexual identification.

Section 12.2 – Minimum Compensation

- a) No person employed by MAEC shall be paid less than the minimum compensation provided under federal law, to be the prevailing minimum compensation for persons employed in similar activities.
- b) Any consultants hired as independent contractors shall be paid a fair and commiserate honorarium for similar consulting jobs offered by similar organizations.

Section 12.3 – Health and Safety

- a) No part of any project or production of MAEC will be performed or engaged in under working conditions which are unsanitary or hazardous to the health and safety of the employee engaged in such project for production.
- b) MAEC shall comply with all state and local safety and security laws or policies as outlined in Florida Statutes, County/City Ordinances, and School District Policies.
- c) MAEC shall ensure appropriate and adequate liability insurance coverage for all MAEC events.

ARTICLE XIII – Miscellaneous

Section 13.1 – Fiscal Year

The fiscal year shall be from July 1 to June 30.

Section 13.2 – Parliamentary Authority

Roberts Rules of Order, Newly Revised (latest edition), shall govern the proceedings of all bodies of MAEC in all cases in which they are applicable, and in which they are consistent with these Bylaws.

The undersigned, as Chairperson of MAEC, hereby certifies the foregoing are the true and correct Bylaws of MAEC.

By: _____
Chairperson, MAEC

Dated: _____

**PROPOSED AMENDMENTS TO THE BYLAWS
OF THE
MANATEE ARTS EDUCATION COUNCIL**

(proposed additional language in underscored type, deletions in ~~strike through type~~)

Article XI of the MAEC Bylaws provides that an amendment must be passed by a two-thirds vote of the Board of Directors, provided that the amendment has been submitted in writing to the Board of Directors ten business days prior to the date of the meeting at which the vote will be taken. All approved amendments take effect immediately upon approval by the Board of Directors. The below are draft amendments to Articles 3 and 6 for our discussion:

ARTICLE III – Membership

Section 3.4 – Types of Membership

c.) Business or Corporate Entity Members- contribute membership fees to the organization general fund to promote all facets of arts education in Manatee County.

- Bronze Level
- Silver Level
- Gold Level
- Platinum Level

Section 3.5 – Membership Fees

MAEC membership fees shall be available at varying rates to individuals, education or cultural organizations, and corporate entities. The membership fees shall be reviewed by the Board of Directors at least once every three (3) years to make any necessary adjustments. Increases in ~~dues~~ membership fees may not be enacted more than once per year ~~by an amount based upon the most recent annual consumer price index as reported by the Bureau of Labor Statistics, or by an amount not to exceed \$10, whichever is less.~~ Individual membership fees shall not be increased by an amount more than ten (10.00) dollars per year.

Section 3.7 Sponsors-

Sponsors contribute sponsorship dollars, event venues, hosting of programs or other in-kind services to support, facilitate and/or fund MAEC events. While Sponsors shall not become Members through sponsorship, Sponsors may also apply for membership and pay the corresponding membership fee to the MAEC general fund. Sponsors who are not also Members shall not partake in the benefits of membership as set forth in Section 3.6 above.

Sponsorship levels:

- Arts Enthusiast
- Partner in the Arts

- Arts Investor
- Arts Champion
- Patron Arts Sustainer

ARTICLE VI- Officers

6.1 Officers; Terms of Office

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- b) The Vice Chairperson shall hold office for a term of two (2) years. The Vice Chairperson may serve one additional two-year term if approved by a majority vote of the Board of Directors. Immediately following the conclusion of the ~~two-year term~~ Board Chairperson's term(s) as Chairperson, the Vice Chairperson shall assume the role of Board Chairperson.
- c) The Board Chairperson shall hold office for a term of two (2) years. The Board Chairperson may serve one additional two-year term if approved by a majority vote of the Board of Directors.
- d) The Secretary shall hold office for a term of two (2) years. The Secretary may serve one more ~~one~~ additional two 2-year term, if approved by a majority vote of the Board of Directors.

Section 6.2 Duties of Officers

(a) Chairperson

The MAEC Board Chairperson shall be the Chief Executive Officer of the MAEC, shall preside at all meetings of the Board of Directors, enforce observance of these Bylaws, order execution of all resolutions, and call meetings of the Board of Directors. The Chairperson shall make all appointments for which no provision has been made and serve as an ex officio member of all other committees. In addition, the Chairperson shall have and perform such other duties as may be delegated by the Board of Directors, shall oversee executive committee sessions, and serve as immediate Past Chairperson for a term of ~~two-~~ or four- years following service as Chairperson, depending upon the number of terms served by the next successive Chairperson.

Section 6.3 Removal of Officers

Any officer may be removed from office, with or without cause, by a vote of not less than a majority of the officers ~~Board of Directors~~.

Section 3.4 – Types of Membership

- a) Individual
 - Student
 - Educator ~~or Artist~~
 - Individual Community Member (arts Advocates) ~~Patron~~
 - ~~Sustainer~~
- b) Education or Cultural Organization
 - ~~Small Organization~~
 - ~~Medium Organization~~
 - ~~Large Organization~~
- c) Business or Corporate Entity Members - contribute membership fees to the organization general fund to promote all facets of arts education in Manatee County.
 - ~~Bronze Level~~
 - ~~Silver Level~~
 - ~~Gold Level~~
 - ~~Platinum Level~~

Section 3.5 – Membership Fees

MAEC membership fees shall be available at varying rates to individuals, education or cultural organizations, and corporate entities. The membership fees shall be reviewed by the Board of Directors at least once every three (3) years to make any necessary adjustments. Increases in membership fees may not be enacted more than once per year. Individual membership fees shall not be increased by an amount more than ten (\$10.00) dollars per year.

Section 3.6 – Benefits of Membership

- a) Each individual member or designated representative of an organization/entity member shall be entitled to equal voting privileges on matters put forth for full membership consideration as outlined in these Bylaws.
- b) Individuals and designated representatives of an organization/entity member shall be entitled to free or discounted program and event fees.
- c) Individuals and designated representatives of an organization/entity member shall be entitled to nominate persons for the Arts Alive Recognition Awards.
- d) Individuals and designated representatives of an organization/entity member shall be entitled to receive the MAEC newsletter
- e) Teacher members shall be entitled to apply for MAEC classroom grants, field trip grants, and professional development scholarships in addition to opportunities to showcase student success in our newsletter and on the MAEC website and serve on the MAEC board (by invitation only).
- f) Education and cultural organization members shall be entitled to opportunities to advertise arts programming in the MAEC newsletter, showcase school-based arts programs on the MAEC website, send approved messages to arts and arts integration teachers via the MAEC and serve on the MAEC board (by invitation only).
- g) Student members shall be entitled to apply for student scholarships.
- h) Individuals shall have access to current local and state arts education policies and legislation
- i) Members shall have access to networking events with like-minded professionals