

**BYLAWS  
OF  
ST. JOHNS COUNTY CENTER FOR THE ARTS, INC.**

**ARTICLE I  
OFFICES**

The principal office of St. Johns County Center for the Arts, Inc., a Florida not for profit corporation (the "Corporation"), will be located at 3205 Varella Avenue, St. Augustine, Florida 32084, with the Corporation retaining the power of moving its office to any other address within or without the State of Florida, as may from time to time be determined and authorized by its Board of Directors.

The registered office may be but need not be identical with the principal office in the State of Florida and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II  
MEMBERS**

The Corporation shall not have any members.

**ARTICLE III  
BOARD OF DIRECTORS**

Section 3.1. General Powers. The business and property of the Corporation shall be managed and controlled by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation, subject to the limitations and restrictions set forth under Florida law, the Articles of Incorporation or these Bylaws.

Section 3.2. Number, Tenure and Qualification. The number of directors shall be that number determined by the Board of Directors, but in no event shall the number be less than three (3). The Board of Directors shall be self-perpetuating and shall elect new directors at the annual meeting of the Board of Directors. The term of the directors named in the Articles of Incorporation shall expire when their successors have been elected and have been duly qualified. The term of office of each director shall be one (1) year.

Section 3.3. Meetings of the Board of Directors. The Board of Directors shall have an annual meeting in the third (3<sup>rd</sup>) month following the close of the fiscal year of the Corporation at a time, date and place to be designated by the Board of Directors. Regular meetings of the Board of Directors shall be held on a monthly basis at such time and place designated by the Board of Directors. Special meetings of the Board of Directors may be called from time to time by or at the direction of the President or the Secretary of the Corporation, or by members of the Board of Directors representing twenty-five percent (25%) or more of the total number of members of the Board of Directors.

Section 3.4. Place of Meeting. Meetings of the directors shall be held at the principal office or place of business of the Corporation or at such other suitable place convenient to the directors as may be designated by the Board of Directors.

Section 3.5. Notice of Meeting. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board of Directors. Written or printed notice stating the place, day and hour of any special meeting of directors shall be delivered to each director entitled to vote at such meeting, either personally or by telephone not less than one (1) nor more than fifteen (15) days before the date of such special meeting, or by mail, facsimile, or electronic mail, not less than three (3) nor more than fifteen (15) days before the date of such special meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In the case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the director at the address appearing on records of the Corporation, with first class postage thereon prepaid. If delivered by facsimile or electronic mail, the notice of a meeting shall be deemed to be delivered when successfully transmitted to the director at the address appearing on records of the Corporation. A director may waive the notice requirement set forth in this Section 3.5 and shall be deemed to have waived the notice requirement if such director attends the meeting to which the notice requirement has not been satisfied.

Section 3.6. Quorum. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board; if quorum is not obtained, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 3.7. Manner of Acting. The act 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, unless the act of a greater number is required by law or by these Bylaws.

Section 3.8. Removal of Directors. At any meeting of the Board of Directors, any one or more of the directors may be removed with or without cause by a vote of two-thirds (2/3) of the total number of the member of the Board of Directors. A successor director may then be elected by the Board of Directors to fill the vacancy thus created. Any director whose removal has been proposed shall be given an opportunity to be heard at this meeting

Section 3.9. Vacancies. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining directors, even though they may constitute less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 3.10. Compensation. Directors shall not receive any stated compensation for their services as directors, as officers or as members of committees, but can receive reimbursement for expenses and can be engaged to perform other services for the Corporation as long as such compensation is not excessive as that term is used in Section 4941(d)(2)(E) of the Internal Revenue Code of 1986, as amended (the "Code"). Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

Section 3.11. Informal Action by Directors. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of Board of Directors, may be taken without meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board of Directors, and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action is taken.

Section 3.12. Telephonic Meetings. Members of the Board of Directors or of any committee of the Board of Directors may participate in and act at any meeting of such Board of Directors or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 3.13. Contracts and Services. The members of the Board of Directors of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operation of or business conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals or as trustees of trusts, or as agents for other persons or corporation, or may be personally interested in such transactions; provided, however, that any contract, transaction, or act on behalf of the Corporation in a matter in which the directors of personally interest, shall be at arm's length and not violative of any provision of law, the Articles of Incorporation or the Bylaws.

#### **ARTICLE IV COMMITTEES OF THE BOARD OF DIRECTORS**

The Board of Directors may establish standing committees from time to time as it deems appropriate, with such powers and responsibilities as determined by the Board of Directors. The Chairman of each committee shall establish reasonable procedures for conducting committee meetings and providing notice to committee members of such meetings. A majority of the members of any committee shall constitute a quorum for the conduct of business. The Chairman of each committee shall ensure that appropriate minutes and records are maintained by the committee. Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointment.

#### **ARTICLE V OFFICERS**

Section 5.1. Officers. The officers of the Corporation shall consist of a President, an Executive Director, a Treasurer, and a Secretary, and shall be appointed by the Board of Directors and shall hold office until their successors are elected and qualified. In addition, the Board of Directors may elect one or more Vice Presidents and such Assistant Secretaries and Assistant Treasurers as it may deem proper. All of the officers of the Corporation must be members of the Board of Directors. The initial officers shall be elected at the first meeting of the Board of Directors. Any two (2) or more offices may be held by the same person, except that the offices of President and Secretary shall not be held by the same person.

Section 5.2. Other Officers and Agents. The Board of Directors may appoint such other officers and agents as may be advisable, who shall hold their offices for such terms and

shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 5.3. Election and Term of Office. The officers of the Corporation shall be appointed annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the appointment of officers shall not be held at such meeting, such appointment shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly appointed and shall have qualified.

Section 5.4. Removal. Any officer appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officers so removed.

Section 5.5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.6. President. The President shall preside at all meetings of the Board of Directors. The President shall also be the chief executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The President may sign, with the Secretary, or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.7. Executive Director. From time to time the Board of Directors may appoint an Executive Director. The Executive Director shall be the chief operating officer of the Corporation and, subject to the direction of the Board of Directors and the President, shall be responsible for the day-to-day operations of the Corporation. The Executive Director shall be responsible for insuring representation of the Corporation at all non-Corporation functions, including, without limitation, acting as liaison between the Corporation and state and local governments and authorities. In addition, the Executive Director shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If no person is serving as the Executive Director at any time, the President shall perform the duties of the Executive Director.

Section 5.8. Vice President. The Vice President (or in the event there shall be more than one Vice President, the Vice Presidents in the order of their designation by the Board of Directors) shall, in the absence of the President or in the event of the President's inability or refusal to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.



Section 5.9. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. 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 5.10. Secretary. The Secretary shall keep the minutes of the meetings of the members of the Board of Directors or any of its committees, in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each director which shall be furnished to the Secretary by such director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

Section 5.11. Assistant Treasurers and Assistant Secretaries. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

Section 5.12. Compensation. Except for the Executive Director, officers shall not receive any stated salary for their services; provided, however, the Board of Directors shall have the power in its discretion to contract for and to pay to officers rendering unusual or exceptional services to the Corporation special compensation or expenses appropriate to the value of such services as long as such compensation is not excessive as that term is used in Section 4941(d)(2)(E) of the Code. The Executive Director shall receive a salary and other compensation that is reasonably related to the value of the services rendered to the Corporation by the Executive Director as determined by the Board of Directors. In determining the compensation to be paid to the Executive Director, the Executive Director (and any other member of the Board of Directors with a conflict of interest) shall not be involved in the decision-making process of the Board of Directors and shall recuse himself or herself from the decision-making process. In making its determination, the Board of Directors will obtain and rely upon information indicating that the proposed compensation is comparable to the compensation earned by employees in similar positions in similar organizations. Furthermore, in making its determination, the Board of Directors shall document the reason for its decision in a written memorandum of the Board of Directors. This written memorandum shall contain at a minimum the following: the terms of the compensation package approved; the names of the board or committee members who were present during discussion of the package and the names of those who ultimately voted; a summary of comparability data that were used and how the data was obtained; and a statement of the actions taken by members of the Board of Directors who may have had a conflict of interest in the transaction.

## ARTICLE VI CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 6.1. Contracts. The Board of Directors may authorize any officer to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 6.2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the President or the Executive Director of the Corporation.

Section 6.3. 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 6.4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, request or devise for the general purpose or for any special purpose of the Corporation.

## ARTICLE VII BOOKS AND RECORDS

Section 7.1. Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the preceding meetings of its members, Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the directors. All books and records of the Corporation may be inspected by any director or his agent or attorney for any proper purpose at any reasonable time. All financial records and accounts of the Corporation shall be kept under the direction of the Treasurer of the Corporation.

Section 7.2. Auditing and Reports. At the close of each fiscal year, the Executive Director of the Corporation shall cause to be prepared a full and correct statement of the financial affairs of the Corporation, including a balance sheet and financial statement of operations for the preceding fiscal year which shall be submitted at the annual meeting and filed with the Secretary of the Corporation. If, upon the direction of the Board of Directors of the Corporation, the books and records of the Corporation are the subject of an audit by an independent accountant, then such audit report shall satisfy the requirements of this Section 7.2.

## ARTICLE VIII FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year, except for the first fiscal year which shall commence on the date of the incorporation of the Corporation. The period of the fiscal year herein established shall be subject to change by the Board of Directors.

## ARTICLE IX RESTRICTIONS ON ACTIONS OF THE CORPORATION

Section 9.1. Prohibition on Private Inurement and Private Benefit. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director, trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of its purposes); and no director, trustee, officer, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

Section 9.2. Prohibition on Political Activities. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 9.3. Prohibition on Activities of Tax-Exempt Organizations. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or they may hereafter be amended or replaced.

Section 9.4. Distribution of Assets Upon Dissolution. Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 9.5. Use of Funds Outside of the United States. The Corporation may use the funds of the Corporation outside of the United States but shall at all times do so only in accordance with federal law.

## ARTICLE X BONDING

The Board of Directors may require that all officers and employees of the Corporation having custody or control of corporate funds furnish adequate fidelity bonds. The premium of such bonds shall be paid by the Corporation.

## ARTICLE XI SEAL

The Board of Directors shall provide a corporate seal containing the name of the Corporation, which seal shall be in the charge of the Secretary. If so directed by the Board of Directors, a duplicate of the seal may be kept and used by the Treasurer or any Assistant Secretary or Assistant Treasurer.

## **ARTICLE XII WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of Florida law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

## **ARTICLE XIII INDEMNIFICATION**

The Corporation shall indemnify the officers, directors, employees and agents of the Corporation to the full extent permitted by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. This indemnification provision shall not be deemed to be exclusive of any other rights to which such officers, directors, employees, and agents may be entitled under the Bylaws, any agreement, any insurance maintained by the Corporation, or otherwise.

## **ARTICLE XIV AGENTS AND REPRESENTATIVES**

The Board of Directors of the Corporation may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws and to the extent authorized or permitted by law.

## **ARTICLE XV AMENDMENTS TO BYLAWS**

The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws.



# St. Johns County Center for the Arts

## Performing Arts Department

### 5 Year Plan 2008-2012

To continue the growth and development of St. Johns County Center for the Arts at St. Augustine High School the following implementations are recommended.

1. Offer college level courses so that our artistic students can be competitive in the post secondary arena. Classes needed / suggested are AP Music Theory, Music History, Dual Enrollment Music Theory, etc.

2. Adjunct faculty needs to be added to accommodate the many diverse areas our students need to experience. We would like to grow into the following adjunct areas:

Piano, theater tech (scene design, sound / light design, costume design, scene / prop construction), electronic music / composition, dance (specific areas – ballet, jazz, etc)

3. Facility changes needed in the next 5 years (or before!) New construction to connect the existing music building to G-Hall to be used for dance studios (changing room, storage, office, etc) Take a few of the classrooms on G-Hall and create lecture / testing classrooms. Create a covered outdoor amphitheater in one of the courtyards or other location to have performances during the school day and evening. The auditorium should really have fly space added!

In order for our program to continue to evolve and grow educationally we will need to keep progressing with staff and facilities. Most all of our existing programs fund raise to provide supplies, equipment for their students. Our largest need is additional staff and facilities.

**CONSENT OF THE DIRECTORS OF  
ST. JOHNS COUNTY CENTER FOR THE ARTS, INC.  
TO ACTIONS TAKEN IN LIEU OF ORGANIZATIONAL MEETING**

THE UNDERSIGNED, being all of the Directors named in the Articles of Incorporation of ST. JOHNS COUNTY CENTER FOR THE ARTS, INC., a Florida not-for-profit corporation ("Corporation"), hereby consent to the adoption of the following resolutions, as permitted by Section 617.0821, Florida Statutes:

RESOLVED, that a copy of the Articles of Incorporation of this Corporation, as filed with the Department of State of Florida, be inserted into the minute book of the Corporation.

FURTHER RESOLVED, that the attached form of Bylaws is adopted and prescribed as the Bylaws of this Corporation and that a copy thereof be inserted into the minute book of the Corporation.

FURTHER RESOLVED, that the budget attached hereto is adopted and approved as the budget for the fiscal year 2008, and the amounts due and payable thereunder shall be assessed against the Owners as provided in the Declaration of Covenants and Easements.

FURTHER RESOLVED, that the following persons are elected to the offices indicated opposite their respective names:

President:	Vince Fattizzi
Vice President:	Joyce Hayes
Secretary:	Laura Highsmith
Treasurer:	Valerie Fattizzi

FURTHER RESOLVED, that the President or Vice President are authorized:

- (a) to designate such bank or banks as depositories for the funds of the Corporation as the President may deem necessary or advisable;
- (b) to open, keep, and close general and special bank accounts and safe deposit boxes with any depository;
- (c) to cause to be deposited in accounts with any depository from time to time such funds of the Corporation as the President or Vice President may deem necessary or advisable;
- (d) to designate from time to time officers and agents of the Corporation authorized to sign or countersign checks, drafts, or other orders for the payment of money issued in the name of the Corporation against any such account; and

(e) to make such general and special rules and regulations with respect to such accounts (including, without limitation, authorization for use of facsimile signatures) as the President may deem necessary or advisable.

FURTHER RESOLVED, that if any depository requires a prescribed form of preamble or resolution relating to any accounts described in the foregoing resolution, or to any application, statement, instrument, or other document in connection therewith, each such preamble or resolution shall be deemed to be adopted by the board of Directors, and that the Secretary or any Assistant Secretary of the Corporation is authorized to certify the adoption of any such preamble or resolution as though it were presented to the Board of Directors at the time of adopting this resolution, and to insert all such preambles and resolutions in the minute book of the Corporation as though it were so presented.

DATED this 4<sup>th</sup> day of September, 2008.

\_\_\_\_\_  
Vince Fattizzi

\_\_\_\_\_  
Joyce Hayes

\_\_\_\_\_  
Laura Highsmith

\_\_\_\_\_  
Valerie Fattizzi

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- (c) to cause to be deposited in accounts with any depository from time to time such funds of the Corporation as the President or Vice President may deem necessary or advisable;
- (d) to designate from time to time officers and agents of the Corporation authorized to sign or countersign checks, drafts, or other orders for the payment of money issued in the name of the Corporation against any such account; and

(e) to make such general and special rules and regulations with respect to such accounts (including, without limitation, authorization for use of facsimile signatures) as the President may deem necessary or advisable.

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DATED this 4<sup>th</sup> day of September, 2008.

\_\_\_\_\_  
Vince Fattizzi

\_\_\_\_\_  
Joyce Hayes

\_\_\_\_\_  
Laura Highsmith

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Valerie Fattizzi