

The Fleming Island Theater Incorporated Bylaws

Article I

Name

1.01 Name

The name of this corporation shall be The Fleming Island Theater Incorporated. The business of the corporation may be conducted as The Fleming Island Theater Incorporated or The Island Theater.

Article II

Purposes and Powers

2.01 Purpose

The Fleming Island Theater Incorporated is a non-profit corporation and shall be operated exclusively for educational, charitable and cultural enrichment purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding section of any future Federal tax code.

The Fleming Island Theater Incorporated's purpose is to address cultural awareness, theater education and charitable donations to effect change and social awareness of public issues on a local and national area.

We provide theatrical education by conducting educational workshops for youth and adult participants, facilitating social awareness, education and change by producing quality live theatrical events and supporting charitable organizations connected to the arts.

Our programs include workshops, live productions, visiting artists and community art outreach events to all participants regardless of race, ethnicity, religion, sexual preference or ability level.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under 501 (c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Statute and Exempt Activities Limitation

- (a) **Nonprofit Legal Status.** The Fleming Island Theater Incorporated is a Florida non-profit public benefit corporation, intent on being recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
- (b) **Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no director, officer, employee, member or representative of this corporation shall take any action or carry on any activity by or on the behalf of the corporation not permitted to be taken on or carried on by an organization exempt under Section 501(c) (3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these bylaws.
- (c) **Distribution Upon Dissolution.** Upon termination or dissolution of The Fleming Island Theater Incorporated, any assets lawfully available for distribution shall be distributed to The 5 & Dime Inc., or in case of their dissolution, any other organization qualifying as described in Section 501(c) (3) of the 1986 Internal Revenue Code which organization(s) have charitable purpose which, at least in general, includes a purpose similar to the terminating or dissolving corporation.

Article III

Membership

3.01 No Membership Classes

The corporation shall have no members who have any right to vote or title or interest in or to be the corporation, its properties and franchises.

3.02 Non-voting Affiliates

The board of directors may approve classes of non-voting affiliates with rights, privileges and obligations established by the board. Affiliates may be individuals, businesses and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with, sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising events, clinics or other events or at corporation website. Affiliates have no voting rights and are not members of the corporation.

3.03 Dues

Any dues for affiliates shall be determined by the board of directors.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of The Fleming Island Theater Incorporated and shall be managed under the directions of the board, except as otherwise provided by law.

4.03 Terms

- (a) Board of Directors are appointed for life terms unless removed by proper procedure outlined in the bylaws.
- (b) The terms of office shall be considered to begin upon appointment by the executive officers.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years old. Directors may be elected at any board meeting by the majority of the existing board of directors.

4.05 Vacancies

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

4.06 Removal of Directors

A director may be removed by two-thirds vote of the board of directors then in office, if:

- (a) the director is absent and unexcused from two or more meetings of the board of directors in a twelve-month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or:
- (b) the cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss his/her case and is given the opportunity to be heard at the meeting of the board.

4.07 Board of Director Meetings

a. Regular Meetings. The board of directors shall have a minimum of four regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon 7 days notice by first class mail, electronic mail or notice delivered via telephone. If sent by mail, electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day and hour of the meeting. The purpose of the meeting need not be specified. Meetings may be held electronically.

- a. Special Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer or any two other directors of the board of directors. A special meeting must be preceded by at least 3 days notice to each director of the date, time and place, but not the purpose, of the meeting.
- b. Waiver of Notice. Any director may waive notice of any meeting.

4.08 Manner of Acting

- a. **Quorum** A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present
- b. **Majority Vote.** Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.
- c. **Hung Board Decisions.** On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in order of presence shall have the power to swing the vote based on his/her discretion.
- d. **Participation.** Except as required otherwise by law, the articles of incorporation or these bylaws, directors may participate in regular or special meetings through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or telephonic conference call

4.09 Compensation for Board Service

Board Members will not receive compensation for carrying out their duties as a director. Directors may receive reimbursement for time and expenses incurred in carrying out their duties as a board member. The board shall adopt policies regulating reimbursement of directors for time and expenses incurred in conjunction with carrying out board responsibilities.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remunerations shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

Article V

Committees

5.01 Committees

The board of directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) take any final action on matters which also requires board members' approval or approval of a majority of all members.
 - (b) fill vacancies on the board of directors or in any committee which has the authority of the board;
 - (c) amend or repeal Bylaws or adopt new Bylaws
 - (d) amend or repeal any resolution of the board of directors which by its express terms is not so amendable
 - (e) appoint any other committees of the board of directors or the members of these committees
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- (f) expend corporate funds to support a nominee for director or
 - (g) approve any transaction;
 - (i) to which the corporation is a party and one or more directors have a material financial interest; or
 - (ii) between the corporation and one or more of its directors between the corporation or any person in which one or more of its directors have a material financial interest.

5.2 Meetings and Actions of the Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

5.3 Informal Action by the Board of Directors

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting for the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an email transmission from an email address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of the board members give consent.

Article VI Officers

6.01 Board Officers

The officers of the corporation shall be a board president, vice president, secretary and treasurer and directors at large all of who shall be chosen by and serve at the pleasure of the board of directors. In accordance with state law, Each board officer shall have the the authority and shall perform the duties set forth in these bylaws or by the resolution of the board or by the direction of an officer authorized by the board to

prescribe the duties and authority of other officers. The board may also appoint additional vice-presidents and such other officers as it deems expedient for proper conduct of business of the corporation, each of who shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board officers may act in more than one capacity where action of two or more officers is required.

6.02 Term of Office

The term of office for an officer of the board is indefinite. Officers may resign or be replaced by a majority of vote of the board as prescribed by the Bylaws. Board Officers are defacto members of the Board of Directors.

6.03 Removal and Resignation

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

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6.04 Board President

The Board President shall be the chief officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, preside at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

6.05 Vice President

In the absence or disability of the board president, the vice president shall perform the duties of the board president.

6.06 Secretary

The secretary shall keep or cause to be kept a book of minutes of all the meetings and actions of the directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

6.07 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with approval of the board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

The position of treasurer may be filled by any other officer including the president.

Article VII

Contracts, Checks, Loans, Indemnification and Related Matters

7.01 Contracts and other writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

7.02 Checks, Drafts

All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be assigned by such officers or officers, agents or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

7.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

7.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

7.05 Indemnification

- (a) Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceedings to which he or she was a party because he or she is or was a director of the corporation against reasonable expense incurred by him or her in connection with the proceedings.
- (b) Permissible indemnification. The corporation shall indemnify a director or former director made party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

- (d) Indemnification of Agents and Employees. The corporation may also indemnify and advance expense to an employee or agent of the corporation who is not a director provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

Article VIII

Miscellaneous

8.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Article of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year

The fiscal year of the corporation will be January 1 to December 31 of year calendar year.

8.03 Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate or member of a committee with board-delegated powers.

8.04 Nondiscrimination Policy

The officers, directors, committee members, employees and persons by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of The Fleming Island Theater Incorporated not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion or national origin.

8.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the Board, provided, however,

- (a) That no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1996, or the corresponding section of any future Federal tax code; and,
- (b) That an amendment does not affect the voting rights of the directors. An amendment that does affect the voting rights of the directors requires further ratification by a two-thirds vote of a quorum of directors at a Board meeting.
- (c) That all amendments be consistent with the Articles of Incorporation.