**Board Members Present**

Ann Carey (Chair), Charlie Joseph, JaMario Stills, Kemal Gasper, Kate Rowe, Diana Donovan, Dave Engdahl, Claudia Baker, Pamela Smith, Mac Bracewell, Anne Bocuzzi, Jackie Cornelius

**Board Members Absent**

Bill Ferry (e), Janet Walker Ford (e)

**Staff Present**

Chelsey Cain and Amy Palmer

**City Council Liaison**

Council Member John Crescimbeni

**Call to Order**

The meeting was called to order at 12:04 p.m.

**Corporate Resolution CSGP**

Ms. Amy Palmer discussed the Corporate Resolution Contract with the City of Jacksonville; she explained that the CCGJ Executive Director has the authority to sign contracts with the City. However, given that the CCGJ is in a time of transition and without an Executive Director, Ms.Palmer suggested that the agency's Board Chair, Mrs. Ann Carey, sign the appropriate contracts with the City. Once a full-time Executive Director is hired that individual will have the authority to sign City contracts.

**UPON MOTION** duly made, seconded and carried, the CCGJ Board of Directors, Chair, was approved to sign City contracts in the absence of an Executive Director.

**Amendment of Bylaws**

Mac Bracewell, Governance Committee Chair, presented changes to the Cultural Council of Greater Jacksonville bylaws. The proposed changes are the following:

Be it further resolved, that the proposed changes made to **Article III** of the Bylaws of this corporation are withdrawn.

Be it further resolved, that the proposed changes made to **Article IV, Section 2** are held in abeyance.

Be it further resolved, that **Article VI, Section 2** of the Bylaws of this corporation is hereby amended to delete such Section in its entirety and replace such Section with the following:

Section 2: The Officers of The Cultural Council shall be elected annually by the Board of Directors immediately following the Annual Meeting of the membership, and shall hold office until their successors shall have been duly elected and qualified. The Officers shall serve no more than two (2) consecutive, annual terms.

Be it further resolved, that **Article VI, Section 6** of the Bylaws of this corporation is hereby amended to delete such Section in its entirety and replace such Section with the following:

Section 6: There shall be a Vice-Chair who will act in the absence of the Chair. The Vice-Chair shall undertake such activities as will properly prepare him/her to assume the Chair-ship.

Be it further resolved, that **Article XIII**, of the Bylaws of this corporation is hereby amended to delete such Section in its entirety and replace such Article with the following:

Article XIII: These Bylaws may be amended by a two-thirds (⅔) vote of a quorum of the Regular Directors present and voting at a meeting of the Board of Directors of The Cultural Council, providing that the proposed Amendment has been delivered or mailed to each member of the Board at least one week prior to the date of the meeting. The Board of Directors may suspend or waive provisions of these Bylaws by a two-thirds (⅔) vote of the Regular Directors of the Cultural Council in such circumstances that the Board of Directors deem necessary and prudent for its own governance not inconsistent with the Florida Statutes, the Ordinances of the City of Jacksonville and the spirit of these Bylaws.

Be it further resolved that all other provisions of the Bylaws as adopted shall remain in effect and the foregoing amendment shall be incorporated into the standing Bylaws of the Cultural Council of Greater Jacksonville.

**UPON MOTION** duly made, seconded and carried, the Bylaws changes were approved.

**Action:** Mrs. Carey, will organize a task force to address the remaining areas of the agency’s bylaws requiring update.

**Interim Executive Director**

Ms. Carey updated the board on the results of the Transition Team meetings where the proposed candidate, Mr. Michael Boylan, was discussed. The Transition Team had discussed three areas regarding the candidate’s fit for the job: 1) qualifications, 2) real or perceived ethics violation because of his run for city council, and 3) suitability.

After discussion about the candidate, the great progress made in the Executive Director search, and review of staff’s ability to function with oversight by two senior leaders and the Chair, the Board discussed the lack of need for an Interim Director at this time. Hiring an interim will be reconsidered if the Executive Director search does not yield qualified candidates.

**UPON MOTION** duly made, seconded and carried, the Cultural Council Board of Directors will forgo hiring an Interim Executive Director at this time.

**Action:** Chelsey Cain, Staff, will send out the Public Notice for the APP meeting on Friday, October 5, 2018 at City Hall.

**Action:** Ms. Carey will communicate to Council Member Cresimbeni the final tally of Executive Director applicants and if any were members of staff.

**Action:** Ms. Carey will add discussion of APP to the agenda of the next Board of Directors meeting on Thursday, October 18, 2018 at City Hall.

**Public Comment**

The floor was opened for public comment. Five members of the public spoke.

**Closing**

The meeting was adjourned at 1:41 p.m.