



*Champion the appreciation, relevance, and expression of art and culture*

**Governance Committee Meeting**

**March 8, 2018**

**10:00 AM – 11:00 AM**

**Cultural Council Offices**

**300 Water Street, Suite 201**

**Agenda:**

- |   |             |
|---|-------------|
| 1. Call to Order; Approval of Minutes           | 10:00-10:05 |
| 2. Social Media/Communications Policy           | 10:05-10:20 |
| 3. Consideration of SunRay/Library relationship | 10:20-10:30 |
| 4. Revisions to ByLaws                          | 10:30-11:00 |

The Governance Committee will meet as needed to review organizational bylaws and policies. The Governance Committee will also recommend a slate of officers and new board candidates for Board approval. Article VIII, Section 3, Cultural Council of Greater Jacksonville, ByLaws

## **Social Media Policy**

At [Company Name], we understand that social media can be a fun and rewarding way to share your life and opinions with family, friends and co-workers around the world. However, use of social media also presents certain risks and carries with it certain responsibilities. To assist you in making responsible decisions about your use of social media, we have established this policy for appropriate use of social media.

In the rapidly expanding world of electronic communication, social media can mean many things. Social media includes all means of communicating or posting information or content of any sort on the Internet, including to your own or someone else's web log or blog, journal or diary, personal web site, social networking or affinity web site, web bulletin board or a chat room, whether or not associated or affiliated with [Company Name], as well as any other form of electronic communication.

The same principles and guidelines found in [Company Name]' policies apply to your activities online. Ultimately, you are solely responsible for what you post online. Before creating online content, consider some of the risks and rewards that are involved. Keep in mind that any of your conduct that adversely affects your job performance, the performance of fellow employees or otherwise adversely affects suppliers, people who work on behalf of [Company Name] or [Company Name]' legitimate business interests may result in disciplinary action up to and including termination.

### **Know and follow the rules**

Carefully read this policy and the Employee Handbook, and ensure your postings are consistent with these policies. Inappropriate postings that may include discriminatory remarks, harassment, and threats of violence or similar inappropriate or unlawful conduct will not be tolerated and may subject you to disciplinary action up to and including termination.

### **Be respectful**

Always be fair and courteous to fellow employees, customers, clients, suppliers or people who work on behalf of [Company Name]. Also, keep in mind that you are more likely to resolve work-related complaints by speaking directly with your manager/supervisor/human resources department or by utilizing our Open Communication Policy than by posting complaints to a social media outlet. Nevertheless, if you decide to post complaints or criticism, avoid using statements, photographs, video or audio that reasonably could be viewed as malicious, obscene, threatening or intimidating, that disparage customers, clients, employees or suppliers, or that might constitute discriminatory harassment or bullying in violation of our policies. Examples of such conduct might include offensive posts meant to intentionally harm someone's reputation or posts that could contribute to a hostile work environment on the basis of race, sex, disability, religion or any other status protected by law or company policy.

### **Be honest and accurate**

Make sure you are always honest and accurate when posting information or news, and if you make a mistake, correct it quickly. Be open about any previous posts you have altered. Remember that the Internet archives almost everything; therefore, even deleted postings can be searched. Never post any information or rumors that you know to be false about [Company Name] fellow employees, customers, clients, suppliers, or people working on behalf of [Company Name].

## **Post only appropriate and respectful content**

Maintain the confidentiality of [Company Name]' customers, clients, trade secrets and private or confidential information. Trades secrets may include information regarding the development of systems, processes, products, know-how and technology. Do not post internal reports, policies, procedures or other internal business-related confidential communications.

Do not create a link from your blog, website or other social networking site to an [Company Name] website without identifying yourself as an [Company Name] employee.

Express only your personal opinions. Never represent yourself as a spokesperson for [Company Name]. If [Company Name] is a subject of the content you are creating, be clear and open about the fact that you are an employee and make it clear that your views do not represent those of [Company Name], fellow employees, clients, customers, suppliers or people working on behalf of [Company Name]. If you do publish a blog or post online related to the work you do or subjects associated with [Company Name], make it clear that you are not speaking on behalf of [Company Name]. It is best to include a disclaimer such as "The postings on this site are my own and do not necessarily reflect the views of [Company Name]."

## **Using social media at work**

You may not use social media while on work time or on company equipment, unless it is work-related as authorized by your manager or consistent with the Information & Office Security General Computer Usage. Do not use [Company Name]' email addresses to register on social networks, blogs or other online tools utilized for personal use.

## **Retaliation is prohibited**

[Company Name] prohibits taking negative action against any employee for reporting a possible deviation from this policy or for cooperating in an investigation. Any employee who retaliates against another employee for reporting a possible deviation from this policy or for cooperating in an investigation will be subject to disciplinary action, up to and including termination.

## **Media contacts**

Employees should not speak to the media on behalf of [Company Name] without contacting their direct supervisor or Human Resources. All media inquiries should be directed to Human Resources.

## **For more information**

If you have questions or need further guidance, please contact your direct supervisor or Human Resources.

## **PROPOSED CHANGES TO CCGJ BYLAWS**

### *Article VIII, Section 4 – Cultural Service Grant Program Committee*

The Cultural Council shall be responsible for establishing an annual Cultural Service Grant Program Committee, pursuant to Chapter 118, Part 6 of the Ordinance Code of the City of Jacksonville, Florida (hereby incorporated by reference and made a part of these bylaws), in its currently effective form and including any future additions or amendments thereto.

### *Article VIII, Section 6 – Art in Public Places Committee*

There shall be an Art in Public Places Committee of the Cultural Council, pursuant to Chapter 126, Part 9 of the City of Ordinance Code of the City of Jacksonville, Florida (hereby incorporated by reference and made a part of these bylaws), in its currently effective form and including any future additions or amendments thereto.

## PART 6. - CULTURAL SERVICE GRANT PROGRAM

### Sec. 118.601. - Creation and purpose.

There is hereby created a Cultural Service Program, which shall be comprised of the Cultural Service Grant and Capital Grant Program and the Art in Public Places Program pursuant to chapter 126, Part 9. The mission and purpose of the Cultural Service Program is to provide public support to organizations which contribute to the cultural quality of life of Jacksonville's citizens and to administer the City's Art in Public Places Program. The provisions of Chapter 118, Parts 1 through 5 shall apply to the Cultural Service Grant program, Chapter 118, Part 6.

(Ord. 2009-868-E, § 2)

### Sec. 118.602. - Responsibility.

#### (a) Cultural Council of Greater Jacksonville City appointments and terms:

(1) Members of the Cultural Council of Greater Jacksonville. The Cultural Council of Greater Jacksonville is a not for profit 501(C)(3). Pursuant to its bylaws, the Mayor appoints and the City Council confirms six members to serve two terms of three years.

(b) The Cultural Council of Greater Jacksonville (Cultural Council) is hereby designated as the agent of the City for the purposes of determining and authorizing the allocation of a lump sum Cultural Service Grant and Capital Grant appropriation designated in the annual budget ordinance or in supplemental appropriation ordinances as being appropriated for eligible recipients. The determinations and authorizations made by the Cultural Council and its Cultural Service Grant Committee in accordance with the provisions of this Section shall be final and not subject to further administrative review by any executive or administrative official of the City. No cultural organization as defined in this Chapter may make a request for operating, program or special project support except through an allocation from the Cultural Service Grant and Capital Grant Program, except for:

- (1) Organizations providing children's programs which may be funded through the Kids Hope Alliance; or
- (2) Organizations qualifying for City grants administered by City Divisions, which grants do not require specific City Council approval.

(Ord. 2009-868-E, § 2; Ord. [2014-776-E](#), § 1; Ord. [2017-262-E](#), § 1; Ord. [2017-563-E](#), § 11)

### Sec. 118.603. - Lump sum appropriation to Cultural Council.

(a) The process for the annual Cultural Service Grant and Capital Grant Program appropriation will begin with the Cultural Council preparation of an annual appropriation request for all cultural organizations based on information provided by eligible organizations in a "letter of intent." This request will reflect a lump sum appropriation to be indicated in the annual City budget as Cultural Service Grant and Capital Grant Program. Up to 13½ percent of the total lump sum appropriation shall be allocated to the Cultural Council for administration of the grant program and other programs which serve the community. The Capital Grant Program cannot exceed 25 percent of the total City Cultural Council appropriation (example: if the total Cultural Council appropriation is \$4,000,000 from the City, a maximum of \$1,000,000 can be allocated for capital purposes). The Cultural Service Grant and Capital Grant Program request shall be submitted to the Mayor for review by the Mayor's Budget Review Committee which will recommend a lump sum appropriation to be included in the proposed budget for the upcoming fiscal year. The Cultural Council shall include in the request relevant information regarding cultural services to be provided to the community as a result of the funding; and shall be responsible for documenting the validity of the request to the MBRC, the City Council Finance Committee and City Council throughout the budgeting process.

- (b) The process for the annual Cultural Council appropriation for administering the Art in Public Places Program as provided in Part 9 of Chapter 126, Ordinance Code will begin with the Cultural Council preparation of an annual appropriation request to fund all duties required to administer such Program. The appropriation request shall be submitted and processed in the same manner and at the same time as the appropriation request referenced in paragraph (a), above.

(Ord. 2009-868-E, § 2)

Sec. 118.604. - Allocation by Cultural Council; generally.

Recommendations for allocation of the lump sum appropriation to applicant organizations shall be made by the Cultural Service Grant Committee to the Cultural Council Board of Directors. The Board shall make a final determination of funding. Funding will be allocated by contract between the recipient organization and the Cultural Council. Organizations will be notified in writing of the results of their request and will be provided with any support information or justification for the Committee's decision which might be helpful. A complete list of the individual operating amounts and capital amounts allocations will be forwarded to the City Council Auditor's office, the Office of the Mayor, the City Council and the Finance and Administration or other department assigned by the mayor.

(Ord. 2009-868-E, § 2; Ord. 2011-732-E; Ord. 2013-209-E, § 40; Ord. [2016-140-E](#), § 16)

Sec. 118.605. - Cultural Service Grant Committee.

- (a) The Cultural Council shall be responsible for establishing an annual Cultural Service Grant Program (CSGP) Committee. The Composition of the CSGP Committee shall include one non-voting and ten voting members: a CSGP Committee chairperson (non-voting), appointed by the President of the Cultural Council Board of Directors; three other Cultural Council Board members selected by the Board President and Committee Chairperson; and seven individuals selected by the above group (Cultural Council Board President, CSGP Committee chairperson, and three selected Cultural Council Board members) from a pool of nominations established through a community wide nomination process. The Cultural Service Grant Committee shall have a liaison relation with one member of City Council and one representative of the Mayor's Office.
- (b) Members of the CSGP Committee shall be chosen to represent racial, gender, geographic and age diversity; an expression of interest in the impact of culture in the community; a willingness to participate fully in the process.
- (c) Members shall serve a three-year term and may be reappointed for one additional consecutive full term. City Council and Mayoral representatives shall be appointed annually.
- (d) All members of the CSGP Committee will be confirmed by the City Council upon appointment or reappointment.
- (e) The responsibilities of the CSGP Committee include:
  - (1) Review and evaluation of all applications based on established criteria;
  - (2) Serve as an on-site evaluator and lead reviewer for a selected number of applicants;
  - (3) Attend an orientation session and all review sessions; and
  - (4) Participate in the allocations process.
- (f) The Cultural Service Grant Committee shall recommend to the Cultural Council Board of Directors the organizations to be funded and the amount of the funding.

(Ord. 2009-868-E, § 2; Ord. [2016-483-E](#), § 1; Ord. [2017-262-E](#), § 2)

Sec. 118.606. - Application for cultural service grants.

- (a) The Cultural Council shall develop and be responsible for the administration of the Cultural Service Grant Program. Administrative and operating procedures shall be established and amended as necessary to meet the mission of the program and current needs of the community. The Cultural Council may classify the cultural organizations in reasonable classifications for the purpose of this program. The procedure prescribed herein, as further developed by the Cultural Council, shall be the only procedure available to cultural organizations for requesting public support.
- (b) The following components shall be included in any administrative and operating procedures developed and implemented by the Cultural Council:
  - (1) The Cultural Council shall publish each year in a newspaper of general circulation in the City, at least one month before the last day on which appropriation request must be submitted to the Cultural Council, a notice that it is accepting Cultural Service Operating and/or Capital Grant requests for the ensuing fiscal year, stating the place where the appropriation request forms may be obtained, the last day on which the completed appropriation requests must be returned to the Cultural Council and when and where the Cultural Council (or a duly authorized committee thereof) will hold a hearing on the appropriation requests (which may include a statement that the hearing may be adjourned from time to time and from place to place until all the appropriation requests have been heard).
  - (2) The Cultural Council shall promulgate a written procedure for the submission of operations and/or capital appropriation requests by eligible agencies, which procedure shall be made known to each requesting agency, or its agent or representative, at the time the appropriation request form is supplied to the requesting agency.
  - (3) The Cultural Council (which, for the purposes of this subsection, includes the duly authorized Cultural Service Grant committee thereof) shall consider appropriation requests returned by the requesting agencies. The Cultural Council shall afford the requesting agencies an opportunity to make an oral or written presentation to justify or explain their respective appropriation requests, and no requesting agency shall be denied this opportunity solely because it has never submitted an appropriation request before or because a previous appropriation request has been denied.
  - (4) All meetings and sessions of the Cultural Service Grant Committee shall be held in a publicly accessible location and shall be noticed and open to the public.

(Ord. 2009-868-E, § 2)

Sec. 118.607. - Eligibility for cultural service grant.

In order to be eligible for funding an organization must meet the following criteria.

- (a) The organization must be tax exempt under Section 501(c)(3) of the Federal Internal Revenue Code. A copy of the organization's letter of exemption from the Internal Revenue Service and all amendments thereto shall be provided when the organization submits its first appropriation request and thereafter when any change is made.
- (b) The organization must be a not-for-profit corporation chartered by the Secretary of State under F.S. Ch. 617. A copy of the corporate charter and all amendments thereto shall be provided when the corporation submits its first appropriation request and thereafter when any change is made.
- (c) The organization must operate in Duval County.
- (d) At the time of application, the organization must have been in existence as a Florida Corporation for at least three years and must have three years of filed tax returns.

- (e) The organization shall have a broad base of community representation in management and membership. The members of the board of directors shall not receive any compensation for their service as directors, but they may be reimbursed for actual monetary expenditures on behalf of the organization. The corporate charter or by-laws shall provide a method of selection of the board of directors which will periodically subject the directors to the possibility of replacement by other qualified persons. The membership of the organization shall be open to as large a portion of the public as possible, subject to such nondiscriminatory conditions and qualifications for membership as may be imposed by the corporate charter or by-laws; provided that this requirement shall not be construed so as to prevent or prohibit an organization from having different classes of membership with different conditions and qualifications for admission and different relative rights, privileges and duties.
- (f) If the organization is a previous recipient of a City Grant or a Cultural Service Grant, the organization must have submitted all required reports for previous grants.
- (g) At least 76 percent of the organizations operating revenue or support shall be derived from sources other than this program.
- (h) The organization shall provide services or activities which benefit or are made available to a broad range of the people of the City and shall be offered on a nondiscriminatory basis to those people.
- (i) To receive general operating support, the organization must as its primary function present, sponsor, exhibit or otherwise offer for public consumption programs or activities in any one or combination of the following disciplines: historic preservation/restoration, arts in education, music, dance, folk arts, humanities, literature, film/video/media, theater and musical theater, visual arts, or collections or exhibits of historical, archeological, scientific or ethnic artifacts, handiwork or objects.
- (j) To receive program support an organization must meet all other eligibility requirements and must be requesting support specifically for cultural programming as defined by this ordinance.
- (k) If a capital allocation is funded at or above \$25,000 the organization must enter into a restrictive covenant agreement with the City of Jacksonville to ensure dedicated use of the relative facilities or properties for public proposes and arts-specific purposes for a period of not less than ten years.
- (l) The organization shall make all reasonable efforts to adhere to the City of Jacksonville's procurement requirements for Capital expenditures.
- (m) Each recipient of the Operating and/or Capital grant funds must go through the application process to prove that the recipient can provide at least a one-dollar cash match for each dollar granted. The Cultural council will make requests for disbursements of funds and is responsible for monitoring and ensuring the funds are spent for its intended purpose and reporting on the results and use of these funds to the City of Jacksonville.

(Ord. 2009-868-E, § 2; Ord. [2017-262-E](#), § 1)

Sec. 118.608. - Criteria for judging applicants for cultural service grants.

All applicants to the Cultural Service Grant Program will be evaluated based on the following criteria:

- (a) Quality of programs;
- (b) Community outreach and service to culturally diverse populations;
- (c) Management capability of board and staff;
- (d) Community impact;
- (e) Need for the organization in the community; and

(f) Exploration of innovative ideas and programming.

(Ord. 2009-868-E, § 2)

Sec. 118.609. - Restrictions for use of cultural service grants.

- (a) Each recipient of appropriations made pursuant to Chapter 118 is responsible for ensuring that City funds are expended pursuant to Section 118.301.
- (b) Cultural service grant funds must be kept in an individual bank account, notwithstanding the provision to the contrary in Section 118.201, separate from other organization funds. It may be an interest bearing account, but the total amount of the grant and the interest must be spent by the end of the contract period; except that a remaining balance may be maintained in the cultural service grant account, notwithstanding the provision to the contrary in Section 118.301(a)(5). This balance must be identified and documented in quarterly and year end reports and shall not exceed \$500. This balance shall be returned to the City within the first 90 days of the first fiscal year in which the recipient no longer receives a Cultural Service Grant appropriation. The portion of unspent funds that exceed \$500 shall follow the provisions of Section 118.301(a)(5).

(Ord. 2009-868-E, § 2)

Sec. 118.610. - City contract, review and oversight.

- (a) Upon approval of the annual budget by the City Council, one contract will be prepared and administered throughout the Finance and Administration Department, which will reflect the total amount of the lump sum appropriation for cultural service grants to all cultural organizations. Funds shall be distributed to the Cultural Council on a quarterly basis in amounts to be determined annually, notwithstanding the provision to the contrary in Section 118.201(f)(7), upon receipt by the Department of Finance and Administration of a quarterly financial and programmatic report.
- (b) Upon approval of the annual budget by the City Council, a second contract shall be executed between the City and the Cultural Council for administering and performing such duties as required by the Art in Public Places Program, as fully described in Chapter 126, Part 9, Ordinance Code.
- (c) The Cultural Council shall establish a quarterly reporting system for all funded organizations which provides financial and programmatic information documenting the use and impact of the Cultural Service Grant Program funds.
- (d) The Cultural Council shall provide the City Auditor's office with an independently prepared or audited financial statement (depending on grant amount) from all recipients at the conclusion of the grant period. All application forms, procedures, reporting requirements, and contract agreements for recipient organizations (other than the Cultural Council) will be developed by the Cultural Council and will be between the Cultural Council and the individual recipient organizations.

(Ord. 2009-868-E, § 2; Ord. 2011-732-E; Ord. 2013-209-E, § 40; Ord. [2016-140-E](#), § 16)

## PART 9. - ART IN PUBLIC PLACES

### Sec. 126.901. - Definitions.

For the purposes of this part, the following terms shall have the following meanings:

- (a) *Capital improvement program* means and includes the capital improvement programs adopted or approved by the City Council.
- (b) *Construction costs* means the estimated cost of vertical construction or alterations of a project or projected component listed within the capital improvement program including engineering, architectural and other design costs. Land acquisition costs, site preparation including remediation and abatement, furniture, fixtures and equipment costs as well as demolition and any allowance for tree mitigation shall be excluded from the definition of vertical construction costs. Furthermore, the purchase of a building, cost overruns and change-order costs shall not be considered construction costs for the purposes of the funding calculations set forth in this part.
- (c) Construction or alterations means new construction, where construction costs are \$100,000 or more, and rehabilitation, renovation, remodeling, or improvements (herein collectively "alterations") to existing buildings. Alterations to buildings that are under \$100,000 in cost, or are primarily "redecorating" and involve no actual structural alterations, shall be excluded. Alterations of a strictly structural or mechanical nature necessary to keep the facility functional, but without altering the aesthetic character of the facility shall be excluded. Examples of this type of alteration would be replacing an air conditioning system or major repairs to a leaking roof or windows. These types of structural items shall be included when part of a larger renovation project involving aesthetic changes to facilities.
- (d) Public facility means any City-owned building or facility intended for habitation where public employees work on a regular basis or which the general public uses on a regular basis. Public facility includes, but is not limited to, office buildings, recreation and community centers, libraries, firehouses, police substations, vertical construction within parks and recreation spaces. Public facility specifically excludes water and sewer pump stations, electrical and communications substations and switching houses, and similar unoccupied structures except in designated Urban Art and Streetscaping Areas.
- (e) Urban Art and Streetscaping Areas are defined as art within the boundaries of the Downtown Community Redevelopment Area, Riverside Avondale Historic District Overlay, San Marco Neighborhood Overlay Zone and Springfield Historic District Overlay, which have been identified and approved by the Art in Public Places Selection Panel.

(Ord. 2004-602-E, § 4; Ord. 2014-730-E, § 1; Ord. [2017-3-E](#), § 1; Ord. [2017-288-E](#), § 7)

### Sec. 126.902. - Public art standards.

- (a) Public art is a work of art to which the general public has open and easy access and which will enrich and give dimension to the public environment, and which reflects generally accepted community standards of aesthetic appeal and artistic expression in the decorative arts.
- (b) The goal of the Art in Public Places Committee of the Cultural Council of Greater Jacksonville will be to choose art which is compatible with and which will enhance the architecture and general environment of the City. In some cases, the work will be site specific (i.e. art which is commissioned especially for the specific space and becomes integral to the site). Such art may relate to the function and the users of the facility, to the history or population of its neighborhood and/or may become a part of its architecture. Planning of site specific works will begin early in the project and may be collaboration between artist and architect.

- (c) Acceptable forms of public art shall include all visual arts mediums, including, but not limited to, painting, drawing, original prints, mixed media, sculpture, bas relief, mobiles, murals, kinetic art, electronic art, photography, clay, glass, fiber and textiles, as well as art which may be functional (e.g. doors, gates, furniture, flooring and walls).
- (d) Public art shall not include items that are mass-produced or of standard design.
- (e) Works shall be created by artists of appropriate status who shall be selected by the means outlined in detail in this part. Such artists shall generally be recognized by recognized art professionals, as artists of serious intent and recognized ability, and shall not be a member of the project architectural, engineering, or design team or of the Art in Public Places Committee, Art Selection Panel or the Cultural Council Board or their respective Staffs.
- (f) Appropriate sites for placement of public art include any outdoor, easily accessible public facility or the interior of public buildings. Appropriate sites for placement of art within public buildings include, but are not limited to, lobbies, foyers, corridors, waiting rooms, conference rooms, plazas, courtyards, transportation facilities, facades, and any other sites without restricted visual or physical public access. Private meeting rooms and offices are examples of inappropriate sites with restricted access.

(Ord. 2004-602-E, § 4; Ord. 2006-289-E, § 2; Ord. [2017-3-E](#), § 1)

Sec. 126.903. - Art in Public Places Committee.

There is hereby created an Art In Public Places Committee. The Committee will be an 11-member board appointed by the Mayor as follows: two from the Cultural Council of Greater Jacksonville Board of Directors; three from the professions of architecture, interior design, landscape architecture, planning, art professional, or art historian; and six from the community at large as community representatives, each residing within a different planning district whose interests, professions and community activities reflect the diversity of the Jacksonville arts community and of the community at large. All members shall be confirmed by the City Council. Initially one member of each group shall be appointed for three years, one of each shall serve two years and one of each shall serve one year. Thereafter, all terms shall be for three years. No member appointed to the Committee for two consecutive full terms shall be eligible for appointment to the next succeeding term. The Committee shall be responsible for receiving, reviewing and acting on the recommendations of the Art Selection Panels.

(Ord. 2004-602-E, § 4; Ord. 2006-289-E, § 2; Ord. [2017-3-E](#), § 1; Ord. [2017-288-E](#), § 7)

Sec. 126.904. - Funding.

- (a) A percentage of the total allocation ("allocation percentage")(including multi-year phasing) for construction costs of a public facility, as determined by that percentage existing by ordinance at its initial inclusion within the capital improvement program, and as outlined in section 126.911, Ordinance Code, shall be appropriated to the Art In Public Places Trust Fund.
- (b) Funds appropriated to the Art In Public Places Trust Fund shall be used to implement a city-wide plan for the creation and placement of public art as developed and administered by the Cultural Council.
- (c) Eighty percent of the allocation percentage shall be dedicated to the public art, ten percent of the allocation percentage shall be dedicated to public art maintenance, and up to ten percent of the allocation percentage shall be dedicated to public art administration and community education; provided however, the maintenance and administration allocation percentages shall not apply to appropriations originating from any funds which prohibit expenditures for maintenance and administration. These amounts shall be used at the discretion of the Cultural Council in collaboration with the Department of Finance and Administration and any other City department as appropriate for the public art maintenance and administration and community education.

(d) The maintenance costs for any installation shall be included in the initial project budget.

(Ord. 2004-602-E, § 4; Ord. 2006-289-E, § 2; Ord. 2014-730-E, § 2; Ord. [2016-140-E](#), § 16; Ord. [2017-3-E](#), § 1)

**Editor's note**— Ordinance 2007-839-E, § 18, authorized updated department/division names pursuant to reorganization.

#### Sec. 126.905. - Duties.

The duties of the Cultural Council are as follows:

- (a) Create updates to the five-year plan known as the Art in Public Places Program Five Year Plan for Program Development and Implementation. This plan may also be revised from time to time by the Cultural Council. Updates shall be provided to the Mayor and City Council at least six months prior to the expiration of the five-year plan and shall be placed on file with the Legislative Services Division. The updates and revisions to the plan shall be reviewed by City Council and shall not take effect until City Council approval.
- (b) Review annual City Capital Improvement Projects with appropriate boards, agencies, authorities and departments and establish a list of eligible projects to include in the program.
- (c) Develop budgets for public art administration, maintenance, conservation and community education.
- (d) Develop an annual plan and budget for public art projects.
- (e) Develop and oversee policy implementation and administration of the public art program, which may include such things as acceptance of gifts. All gifts, grants and award of monies shall be deposited in the Art in Public Places Trust Fund.
- (f) Be responsible, in its discretion, for applying for and receiving state, federal and private funds related to public art on behalf of the City through appropriate grant applications, and for the administration thereof.

(Ord. 2004-602-E, § 4; Ord. 2006-289-E, § 2; Ord. [2017-3-E](#), § 1; Ord. [2017-288-E](#), § 7)

#### Sec. 126.906. - Art selection panels.

The Art in Public Places Committee shall, when deemed appropriate by, and as outlined in, the Art in Public Places Program Five-Year Plan for Program Development and Implementation, form Art Selection Panels to make recommendations to the Committee on the selection of public art. Each Selection Panel will be composed of up to nine members: a Chair, who will be a member of and represent the Art In Public Places Committee; a representative of the site selected for the art (Staff or Board member); architect or other design professional for the project, if available; two artists, art educators or art professionals; and one to three community representatives, at least one of whom shall reside in the planning district within which the art shall be sited. The artists or arts professional representatives will be selected from a list, maintained by the Committee, of interested and qualified individuals. The Chief Administrative Officer shall select a department representative to provide subject matter expertise and city process guidance, including but not limited to risk management, ADA compliance, and ordinance code compliance.

(Ord. 2004-602-E, § 4; Ord. 2006-289-E, § 2; Ord. 2014-730-E, § 3; Ord. [2017-3-E](#), § 1)

#### Sec. 126.907. - Art selection; methods.

- (a) The Art Selection Panel shall select artists and art work in one of the following ways:
  - (i) Open competition: Requesting artists' submissions with specifications regarding local, state, regional or national scope.
  - (ii) Limited competition: Inviting a small number of artists to respond with examples of past work or to prepare formal proposals, and selecting a specific artist based on these submissions.
  - (iii) Direct purchase: Purchase of existing work and all rights thereto.
  - (iv) Invitational commission: Selecting a specific artist for direct commission.
- (b) The Cultural Council and the Art in Public Places Committee shall seek to ensure that at least 15 percent of the artists selected for purchase or commission will be resident(s) in the Greater Jacksonville area, (the counties of Duval, St Johns, Nassau, Clay and Baker). The Cultural Council and the Art in Public Places Committee will also encourage the selection of regional artists e.g. Florida and the Southeastern United States.
- (c) All purchases made pursuant to this Section shall be made pursuant to an evaluated bid process created by the Purchasing Division and modified as necessary to accomplish the objectives of this Chapter. A proposal fee and/or travel reimbursement may be offered for the invited artists to cover the cost of the formal proposals at the discretion of the Art in Public Places Committee. The proposal fee and/or travel reimbursement shall be part of the amount funded pursuant to Section 126.904(a) and (b).

Any provisions of this Chapter conflicting with the expressed intent and procurement methodology of the Art In Public Places program are hereby waived.

(Ord. 2004-602-E, § 4; Ord. 2006-289-E, § 2)

Sec. 126.908. - Ownership; maintenance.

- (a) The City will own all the rights to the art produced by the Art In Public Places program, subject to the provisions of the Visual Artists Act of 1990. All contracts with artists and all art purchases will require the Artist to waive the following restrictions:
  - (1) Photographic reproduction rights (to be shared by artist and owner);
  - (2) Right to remove/relocate art;
  - (3) Right to repair art in case of emergency;
- (b) Artist will retain the copyright and the right to be notified if the work is to be destroyed, or deaccessioned or radically repaired on a nonemergency basis.
- (c) City will retain ownership of proposal models or drawings of commissioned art.
- (d) Maintenance will be the responsibility of the City and will be funded by that portion of the trust fund which is allocated for maintenance and conservation, and will be administered in cooperation with the Cultural Council based on a conservation evaluation plan.

(Ord. 2004-602-E, § 4; Ord. 2006-289-E, § 2)

Sec. 126.909. - Cultural Council responsibility.

The Cultural Council shall administer the Art In Public Places program on behalf of the City. The Cultural Council will provide professional and support staff for the operation of the program and administration of the Art in Public Places Program and the art selection process.

(Ord. 2004-602-E, § 4; Ord. 2006-289-E, § 2)

Sec. 126.910. - School Board; independent authorities authorized to use program.

- (a) The City Council hereby urges and requests the Duval County School Board and the independent authorities of the City to adopt Art In Public Places programs.
- (b) The Duval County School Board and the independent authorities of the City are hereby authorized to utilize any portion of this Part 9 in order to implement an Art in Public Places program.

(Ord. 2004-602-E, § 4; Ord. 2006-289-E, § 2; Ord. [2017-288-E](#), § 7)

Sec. 126.911. - Schedule.

The allocation percentage appropriation created in Section 126.904(a) shall apply as follows:

- (a) 0.75 percent to any project subject to the provisions of this Part and adopted by the City Council.

(Ord. 2004-602-E, § 4; Ord. 2006-289-E, § 2; Ord. 2006-1084-E, § 1; Ord. [2017-3-E](#), § 1; Ord. [2017-288-E](#), § 7)



AMENDED AND RESTATED BYLAWS

OF

THE CULTURAL COUNCIL OF GREATER JACKSONVILLE

Article I - Name, Location and Fiscal Year

The legal name of this corporation shall be “The Cultural Council of Greater Jacksonville.” Its operation shall be conducted in Jacksonville, Florida on a fiscal year basis from October 1 to September 30.

Article II - Purposes

The purpose of The Cultural Council is to champion the appreciation, relevance and expression of art and culture throughout the greater Jacksonville area through service to member organizations and the general public as follows:

ACCESS: To assure that all members of the community, whether individuals, artists or organizations have opportunities for participation in cultural activities.

ADVOCACY: To represent and serve the interests of the cultural sector and public at large with energy and integrity; to collaborating with private and public constituencies to expand our collective artistic vision; and to create a community lifestyle that demands art and culture as integral to community identity and meaning.

ARTS EDUCATION: To promote arts education as part of our basic curriculum in schools K-12 and higher; and to act as a catalyst for the development of arts education programs for all members

of the community.

AUDIENCE DEVELOPMENT: To develop future audiences through education - children and adults; to provide direction via an ongoing cultural marketing program in the community; and to encourage marketing professionalism among member organizations.

COLLABORATION: To develop strong, strategic community partnerships across the private, public, and nonprofit sectors in order to improve the arts and cultural sector and enhance the greater Jacksonville area's quality of life and the economic impact of the arts

COMMUNICATIONS: To develop a support network and information system among all community cultural agencies, and to provide ongoing information to the general public about cultural activities.

COMMUNITY PLANNING: To serve as the key leadership in advancing the implementation of the Community Cultural Plan.

FACILITY DEVELOPMENT: To act as a catalyst in assessing cultural facility needs in the community and to actively represent those needs in community planning efforts.

FUNDING: To act as community stewards of public and private funding while developing processes, strategies and resources for investments in community change; to increase opportunities and access to financial resources for artists and cultural organizations; to serve in the process of allocating public funds to arts organizations on behalf of the City of Jacksonville and other funding sources; and to increase the awareness of the economic impact of culture in the community.

LEADERSHIP: To lead individuals, families, artists and organizations, businesses and government to unique collaborations that establish art and culture as a key driver of Jacksonville's economy, growth, and quality of life.

ORGANIZATIONAL DEVELOPMENT: To improve The Cultural Council organizational

effectiveness, and broaden its human and financial resources, both internally and externally, across multiple constituencies

TAX EXEMPT STATUS: To be organized and operated exclusively for charitable, literary and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code and in furtherance of those purposes and for no other.

- a. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, 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 above. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any public office. The corporation shall not support partisan organizations, politicians or candidates for political office. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on:
  - 1) By a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or
  - 2) By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### Article III - Membership

#### 1. Members

Any corporation, institution, association, individual or other person interested in or associated with artistic or cultural activities in the Jacksonville area shall be eligible for Membership. Membership

shall be renewable annually by payment of such dues, assessments and charges as have been determined by the Board of Directors.

2. Voting Rights

Every corporation, institution or association accepted for Membership in The Cultural Council shall appoint, in writing, one delegate who shall cast one vote for their organization. Each individual holding Membership also shall be entitled to one vote. Members exercise their voting rights by electing fifteen (15) directors to represent their interests on the Board of Directors.

4. Termination of Membership

By affirmative vote of two-thirds of the Board of Directors, a member may be suspended, expelled, or terminated at the sole discretion of the Board.

5. Dues

The Directors may establish such dues, assessments and charges as shall be necessary for the support and operation of The Cultural Council.

Article IV - Meetings

1. Membership Meetings

The Annual Meeting of The Cultural Council will be held in October of each year on the same day as the regular monthly meeting of the Board of Directors is held and at such time and place as the Directors shall determine, for the purpose of electing Directors, informing the members of the impact on the community, encouraging participation in fund raising, and for the transaction of such other business as may come before the meeting.

A Membership meeting will also be held in October of each year following as closely as possible the Cultural Service Grant Program (“CSGP”) panel hearings at such time and place as the Directors shall determine for the purpose of reviewing the CSGP panel funding recommendations and for the transaction of such information as may come before the meeting.

2. Special Meetings

Special meetings of the Members may be called by the Chair, the Board of Directors, or not less than one-fourth of the members having voting rights.

3. Notice of Meetings

a. Notice of the Annual Meeting shall be given to all Members of The Cultural Council at least ten (10) days prior to the meeting, and shall include the proposed slate of Directors. Notice shall be given in the manner hereafter provided.

b. Other than the Annual Meeting, notice stating the place, day and hour of any meeting of the Members shall be given to each member entitled to vote at such a meeting, not less than seven (7), or more than thirty (30) days before the date of such a meeting, by or at the direction of the Chair, or the Secretary, or the officers or person calling the meeting. The purpose or purposes for which any meeting is called shall be stated in the notice.

4. Proxy Ballots

Proxy voting will not be allowed.

5. Quorums

a. At any meeting of the membership, ten (10) of the Members entitled to vote shall constitute a quorum.

b. Any meeting, officially called, is an official meeting, whether a quorum is present or not; however, votes or motions shall be official only if a quorum is present or participating via video or telephonic conferencing.

6. Manner of Acting

The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law or by these Bylaws.

7. Robert's Rules

At all meetings of the Board of Directors and the membership, Robert's Rules of Order (latest edition) shall apply.

Article V - Board of Directors

1. General Powers

The Board of Directors shall have the usual powers and responsibilities of a board of directors of a membership corporation, and shall govern and direct the affairs of The Cultural Council. It shall make all rules and regulations that it deems necessary or proper for the governance of The Cultural Council and for the due and orderly conduct of its affairs and management of its property, consistent with its Charter and these Bylaws.

2. Number and Term

Board membership shall reflect the diversity within the community served by the Cultural Council. There shall be fifteen (15) Regular Directors of The Cultural Council, having the right of voice and vote; five Ex-officio Directors of The Cultural Council, and such Founder Directors as provided for herein. Terms of regular Directors shall be three (3) years and they shall be elected or appointed in the following manner:

- a. Nine (9) Regular Directors shall be elected by the Members. At each Annual meeting of the Members, three regular Directors shall be elected, on a staggered basis, by the Members to succeed those whose terms shall expire. Each Director shall serve a first term for a period of one (1) year followed by no more than two terms of three (3) years each and thereafter following the expiration of his or her term, until his or her successor has been elected and qualified. Each Director's term, following his or her initial one year term, is conditioned on approval for such a renewal term by the Governance Committee.
- b. The other six (6) Regular Directors shall be appointed by the Mayor of Jacksonville. These respective three (3) year appointments shall be made immediately prior to each Annual meeting and on a staggered basis as existing terms expire.

3. Qualifications

Regular Directors must be Members of The Cultural Council and must reside in Greater Jacksonville. No Regular Director shall serve for more than two (2) consecutive three year terms, except this limitation shall not apply to an immediate past Chair serving in an ex-officio capacity. Regular Directors shall pay such dues as may be established by the Board of Directors for the support and operation of The Cultural Council. Paid employees of non-profit arts and cultural organizations and institutions shall be eligible for election or appointment as Directors, but at any given time there shall be no more than three (3) such persons serving as Regular Directors. Regular Directors shall not be employed by the Cultural Council.

4. Meetings

a. Annual Meeting

The Board of Directors shall meet immediately following the Annual Meeting of the Membership to elect officers for the coming year.

b. Regular Meetings

The Board of Directors shall meet at least once a quarter per calendar year, at a time agreed upon by the Board. Minutes shall be recorded and maintained in The Cultural Council's files.

c. Special Meetings

Special Meetings of the Board of Directors shall be by or at the request of the Chair or any two Regular Directors at such a place as shall be designated in the call for such meeting.

5. Notice

Notice of any meeting of the Board of Directors shall be given at least one week (7) days prior thereto by hand delivery, postal or email sent tangible or electronic to each Regular Director at the Regular Director's address shown by the records of The Cultural Council. The general nature of the business to be transacted at the meeting should be specified in the Notice.

6. Action Without Meeting

Any action required or permitted to be taken by the directors of the Cultural Council at a duly called meeting of the directors of the Cultural Council may be taken by unanimous written consent in lieu of a meeting.

7. Action by Telephonic Communications

Members of the Board of Directors of the Cultural Council may participate in any meeting of directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in any meeting pursuant to this provision shall constitute presence in person at such meeting.

8. Quorum

A majority of the members of the Board of Directors duly elected shall constitute a quorum at any meeting of the directors.

9. Vacancies

Any vacancy occurring among the Regular Directors other than by the normal expiration of a term shall be filled by the Board of Directors by majority vote of the Regular Directors present and voting; provided, however, that if such a vacancy shall occur among Regular Directors appointed by the Mayor of the City of Jacksonville, the vacancy so created shall be filled by the Mayor. A Regular Director elected or appointed to fill a vacancy shall be selected for the unexpired term of his predecessor.

10. Compensation

Regular Directors shall not receive any compensation for their services, except for reimbursement for any out-of-pocket expenses incurred on behalf of The Cultural Council.

11. Removal of Directors

A Regular Director may be removed from office, with or without cause, by a vote of two-thirds of the Regular Directors present and voting. If one or more Regular Directors is removed as a Director of the Board pursuant to this section, a new Director may be elected at the same meeting to replace each removed Director. .

12. Attendance

Any Regular Director absent from three (3) meetings during a fiscal year shall be considered for removal from the Board, unless such absence is excused by the Chair or other executive officer.

13. Nepotism

Nepotism shall not exist between the Board of Directors and staff or within the Board of Directors or within staff members. Directors and members of their immediate families may not hold salaried positions with the Cultural Council. No more than one family member may hold a voting position on the Board of Directors. A family member is considered to be a spouse or domestic partner, child, grandchild, parent, grandparent, sibling, or and step relationships that may exist as a result of a domestic partnership.

14. Conflicts of Interest

Board and staff members shall act in the best interests of the Cultural Council, rather than in the furtherance of personal interests, or in furtherance of personal interests of third parties such as, but not limited to, current or potential grant recipients, current or potential employees, current or potential vendors, and political organizations or candidates.

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Directors or officers shall not be involved in the hiring, firing or compensating of any staff member except as defined in these articles in relation to the Executive Director.

#### Ex-Officio Directors

The ex-officio Directors shall be the Mayor, the President of the City Council, the immediate past Chair of The Cultural Council, the Chair of the Duval Delegation to the Florida Legislature, and one Duval County representative to the Florida Arts Council or their appointees. The immediate past Chair of the Cultural Council shall serve with full officer status. The remaining ex-officio Directors shall serve with voice, but without vote.

#### Founder Directors

Provision is hereby made for “Founder Directors,” to serve in an advisory capacity to the Board of Directors. The Founder Directors shall be Ann Baker, Jacqueline M. Holmes and Helen Lane, and shall serve as long as they are able and willing to do so. Founder Directors shall be with voice but without vote

### Article VI - Officers

#### 1. Officers

The Officers of The Cultural Council shall be a Chair, Vice-Chair, a Secretary, a Treasurer, Committee Chairs, the Executive Director and such other officers as the Board of Directors may elect or appoint, such officers to have the authority to perform the duties prescribed from time to time by the Directors.

#### 2. Election and Term of Office

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 Chair shall be elected for a one-year term preceded by one year as Vice-Chair and shall serve until a successor is duly elected and qualified

#### 3. Removal

The Board of Directors, by a two-thirds vote of the Directors present and voting, may remove any Officer upon evidence of material violation of the Bylaws, public laws, or any regulations or practices of The Cultural Council. The Officer in question shall be entitled to state his case to the Board before such action is taken.

4. Vacancies

The Board of Directors shall fill any Officer vacancy. An Officer elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

5. Chair

The Chair shall be the principal executive officer of The Cultural Council and shall exercise general supervision and control over its business and affairs. He/She shall preside at all meetings of the members and of the Board of Directors. He/She shall be responsible for hiring, terminating, reviewing the performance of and recommending compensation for the Executive Director with the approval of the Board of Directors. In general, he/she shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

6. Vice-Chair

The Vice-Chair shall serve as Chair the succeeding term (following that term for which the officers are elected). In addition to acting in the absence of the Chair, the Vice-Chair shall undertake such activities as will properly prepare him/her to assume the Chair-ship. If it becomes apparent that for good reason the Vice-Chair cannot or should not move up to the Chair-ship, the Board of Directors is empowered to so decide by a two-thirds vote, and elect another to take his/her place.

7. Secretary

The Secretary shall keep the minutes of the meetings of the Board of Directors and the members, coordinate with the office of The Cultural Council to insure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, and perform all other duties incident to the office of Secretary.

8. Treasurer

The Treasurer shall supervise all funds and securities of The Cultural Council, review reports from the Finance Director of The Cultural Council and accordingly inform the Board of Directors of the financial status of The Cultural Council. The Treasurer shall also be responsible for arranging receipt of any endowments or substantial gifts made to, or on behalf of, The Cultural Council. In general, the Treasurer shall perform all the duties incident to the position of Treasurer and should act in a manner consistent with informing the Board of material aspects of the financial activities of The Cultural Council.

9. Committee Chair

In the absence of the Chair and Vice-Chair, or in the event of their inability or refusal to act, a Committee Chair, designated by the Board of Directors or the Executive Committee, shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all restrictions upon the Chair.

10. Executive Director

The Executive Director shall be appointed by the Board of Directors and shall be the principal administrative officer of The Cultural Council, charged with the duties of effectuating the purposes of the Council, implementing the policies and directives of the Directors, and performing any and all functions necessary and proper to assure that the policies, objectives and aims of The Cultural Council are carried out. The Executive Director shall not be a voting member of the Board.

The Executive Director shall have immediate supervision and active administration of the work and management of the affairs and business of the Cultural Council and all administrative personnel and other staff of the Cultural Council shall be under the supervision of and be responsible to the Executive Director. The Executive Director shall prepare the annual budget of the Corporation and shall submit the annual budget to the Finance Committee for its review and recommendation to the Board of Directors. The Executive Director shall maintain and update the Personnel Manual of the Cultural Council and shall submit all changes to the Executive Committee for review and approval. The Executive Director shall have the power to employ, and to terminate the employment of non-salaried employees (employees who are paid on an hourly basis) and salaried employees, and shall have the power to fix the hourly compensation of such non-salaried employees. The Executive Director shall supervise the business operations of the Cultural Council and shall, from time to time, recommend to the Board of Directors changes to the business practices of the Cultural Council. The Executive Director may sign on behalf of the Corporation any documents or instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be especially delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Cultural Council, or shall be required by law to be otherwise signed or executed. The Executive Director shall make such reports and perform such other duties as from time to time may be required by the Board of Directors. In the absence or inability to act as the Executive Director, the Board shall designate another person to perform the duties and exercise the powers of the Executive Director.

The Chair shall have the authority to establish a search committee to recruit an Executive Director and conduct preliminary interviews. The Chair shall interview the final candidates; he/she, or his/her designee, shall conduct background checks on the final candidate(s). The Chair shall present the final candidate to the Executive Committee for their approval. The Chair shall also have the authority to recommend termination of the Executive Director subject to approval by the Executive Committee.

The Chair shall review the Executive Director's performance and discuss his/her performance with the Executive Director annually, at a minimum. This discussion shall be documented and signed by both the Board Chair and the Executive Director. The Chair shall present any compensation changes to the Executive Committee for approval. The Executive Director shall submit all expenses incurred by him or her to the Chair for approval for reimbursement. The Executive Director shall submit any requests for professional development, conferences or tuition and obtain approval from the Chair prior

to the event(s).

If the Executive Director resigns his/her position, he/she shall submit a letter of resignation to the Chair with reasonable notice. If the Chair believes it is necessary to terminate the relationship with the Executive Director, the Chair shall consult with the Executive Committee to determine if the termination is immediate or if the Board shall request the Executive Director's resignation. If immediate termination is decided, the Chair and the Vice-Chair, jointly, shall inform the Executive Director.

The Cultural Council office shall maintain custody of the corporate records in good order and of the seal of The Cultural Council. It shall keep a register of the addresses of each member for mailing and notification purposes.

## Article VII – Indemnification

### 1. Indemnification

The Cultural Council shall, and does hereby, indemnify to the fullest extent permitted or authorized by current or future legislation or current or future judicial or administrative decisions (but, in the case of any such future legislation or decisions, only to the extent that it permits the Cultural Council to provide broader indemnification rights than permitted prior to such legislation or decisions) each person (including here and hereinafter the heirs, executors, administrators or the estate of such person) who was or is a party to:

- a. any Proceeding (other than a Proceeding by, or in the right of, the Cultural Council) by reason of the fact that he or she (i) is or was a director, trustee or officer of the Cultural Council, (ii) is or was an employee or agent of the Cultural Council as to whom the Cultural Council has agreed to grant such indemnity (but only to the extent of any such agreement), or (iii) is or was serving, at the request of the Cultural Council, as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Cultural Council has agreed to grant such indemnity (but only to the extent of any such agreement), against liability incurred in connection with such Proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she

reasonably believed to be in, or not opposed to, the best interests of the Cultural Council and, with respect to any criminal Proceeding, had no reasonable cause to believe his or her conduct was unlawful; or

- b. any Proceeding by, or in the right of, the Cultural Council to procure a judgment in its favor by reason of the fact that he or she (i) is or was a director, trustee or officer of the Cultural Council, (ii) is or was an employee or agent of the Cultural Council as to whom the Cultural Council has agreed to grant such indemnity (but only to the extent of any such agreement), or (iii) is or was serving, at the request of the Cultural Council, as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Cultural Council has agreed to grant such indemnity (but only to the extent of any such agreement), against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the Proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such Proceeding, including any appeal thereof. Such indemnification shall be authorized if he or she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Cultural Council, provided, that no indemnification shall be made under this clause (b) in respect of any claim, issue or matter as to which he or she shall have been adjudged to be liable unless, and only to the extent that, the court in which such Proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, he or she is fairly and reasonably entitled to indemnity for such expenses and any amounts paid in settlement which such court shall deem proper.

Indemnification under this Section 1 of Article VII, unless pursuant to a determination by a court, shall be made by the Cultural Council upon a determination in accordance with the relevant Florida statutory provisions that indemnification is proper in the circumstances because the applicable standard of conduct set forth in this section 1(a) or 1(b) of this Article VII has been met.

Each director, trustee, officer, employee or agent of the Cultural Council to whom indemnification rights under this Section 1 of this Article VII have been granted shall be referred to as an “Indemnified Person.”

Notwithstanding anything contained in this Article VII, except for Proceedings to enforce rights provided in this Article VII, the Cultural Council shall not be obligated under this Article VII to provide any indemnification or any payment or reimbursement of expenses to any director, trustee, officer or other person in connection with a Proceeding (or part thereof) initiated by such Indemnified Person (which shall not include counterclaims or crossclaims initiated by others) unless the Board of Directors has authorized or consented to such Proceeding (or part thereof) in a resolution adopted by the Board of Directors.

2. Successful Defense of Proceedings. To the extent that an Indemnified Person has been successful on the merits or otherwise in defense of any Proceeding referred to in Section 1 of this Article VII, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses actually and reasonably incurred by him or her in connection therewith.
3. Insurance. The Cultural Council may purchase and maintain insurance, at its expense on behalf of any person who is or was a director, trustee, officer, employee, or agent of the Cultural Council, or is or was serving at the request of the Cultural Council as a director, trustee, officer, employee or agent of another Cultural Council, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Cultural Council would have the power to indemnify such person against such liability under the provisions of this Article VII or the applicable provisions of Florida law.
4. Advancement of Expenses. The Cultural Council shall advance expenses, including attorneys' fees, incurred in any action, suit or Proceeding by any director, trustee or officer to whom indemnification is provided under Section 1 of this Article VII to the fullest extent allowed and in the manner provided by the laws of the State of Florida; provided, however, that an advancement of expenses shall be made only upon delivery to the Cultural Council of an undertaking by or on behalf of such director, trustee or officer, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision of a court of competent jurisdiction from which there is no further right to appeal that such director, trustee or officer is not entitled to be indemnified for such expenses. The Cultural Council may advance expenses, including attorneys' fees, incurred in any action, suit or Proceeding by other employees and agents of the Cultural Council and persons who are or were serving, at the request of the Cultural Council, as directors, trustees, officers, employees or agents of another Cultural Council, partnership, joint venture, trust or other enterprise, to whom indemnification is provided under Section 1 of this Article VII upon such terms or conditions that the Board of Directors deems appropriate.
5. Continuation of Indemnification and Advancement of Expenses. Indemnification and advancement of expenses as provided in this Article VII shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a director, trustee, officer, employee, or agent and shall inure to the benefit of the heirs, executors, administrators and estate of such person, unless otherwise provided when authorized or ratified. The rights of any person set forth in this Article VII to indemnification and advancement of expenses are contractual rights and vest at the time a person becomes a director, trustee, officer, employee or agent of the Cultural Council and no amendment to these indemnification provisions and advancement of expenses provisions shall affect any right in respect of acts or omissions of any director, officer, employee or agent occurring prior to such amendment. Any repeal of relevant Florida statutory provisions or any other applicable law shall not in any way diminish any rights to indemnification of such Indemnified Person, or the obligations of the Cultural Council arising hereunder, for claims relating to matters occurring prior to such repeal or modification.

6. Indemnification Contracts. The indemnification and advancement of expenses provided by this Article IX shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and the Cultural Council may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees or agents, under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to actions in such person's official capacity and as to actions in another capacity while holding such office. However, indemnification or advancement of expenses shall not be made to or on behalf of any director, trustee, officer, employee or agent, if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute: (A) a violation of the criminal law, unless the director, trustee, officer, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; (B) a transaction from which the director, trustee, officer, employee or agent derived an improper personal benefit; (C) in the case of a director, a circumstance under which the liability provisions of Section 607.0834 of the Florida Business Corporation Act, are applicable; or (D) willful misconduct or a conscious disregard for the best interests of the Cultural Council in a Proceeding by or in the right of the Cultural Council to procure a judgment in its favor or in a Proceeding by or in the right of a member.
  
7. Savings Clause. If this Article VII or any portion hereof shall be invalidated on any ground by a court of competent jurisdiction, then the Cultural Council shall nevertheless indemnify each Indemnified Person as to expenses, judgments, fines and amounts paid in settlement with respect to any Proceeding, including an action by or in the right of the Cultural Council, to the full extent permitted by any applicable portion of this Article VII that shall not have been invalidated and as permitted by applicable law.

## Article VIII – Committees

1. Executive Committee

The Executive Committee shall be constituted of the elected Officers of The Cultural Council, other than the Executive Director, the immediate Past Chair of the Council, and such other members of the Board of Directors as the Directors may elect. The Executive Committee may further establish such committees of the Board as may be necessary for the conduct of the business of the Council, including a Finance Committee and a Nominating/Governance Committee. The Chair of the Board of Directors shall serve as Chair of the Executive Committee, the Chair of the Finance Committee will be the Treasurer of the Council, and the Chair of the Nominating/Governance Committee will be the Vice-Chair of the Board of Directors. Appointment of all chairs of the respective

committees, unless otherwise noted herein, will be at the discretion of the Chair through the Executive Committee. Appointed committee chairs will serve terms concurrent with the appointing Chair of the Board of Directors unless otherwise noted. All such entities shall be subordinate to the Board of Directors and shall be subject to its control. The Board of Directors may from time to time establish such policies and procedures for the governance and structure of such committees as it may deem necessary.

Between meetings of the Board of Directors, the Executive Committee shall exercise all of the powers of the Board which may lawfully be delegated in the management of the affairs of the corporation or such lesser powers as may be specified from time to time by the vote of the Directors. It shall meet at the call of the Chair. A majority of the members of the Executive Committee shall constitute a quorum. All actions of the Executive Committee shall be subject to review and approval by the Board of Directors, and Executive Committee shall report all its actions to the Board.

2. Finance Committee

The Finance Committee shall be composed of its Chair and no more than four (4) other Directors who shall serve one-year terms. The Chair of the Board of Directors shall appoint the Chair of the Committee and the Committee members with approval by the Board of Directors. All Committee members shall be free of any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment as a Committee member or advisor or give the appearance of lack of independence.

The Finance Committee shall:

- a. Upon receipt from the Executive Director, review the annual budget of the Corporation and submit the annual budget of the Corporation to the Board for approval.
- b. Review from month to month the fiscal operations of programs and facilities operated by the Corporation and expenditures of all administrative departments to determine whether such expenditures are in accordance with the approved budget.

- c. Review proposed contracts and leases and the placing of insurance to determine whether such agreements are in accordance with the approved budget and, with respect to any such agreements that require approval of the Chair of the Board or the Board , make recommendations to the Chair of the Board or the Board , as the case may be.
- d. Establish procedures governing bank accounts.
- e. Establish investment policies for excess cash, reserve and securities.
- f. Recommend to the Board Certified Public Accountants to conduct an annual audit of the books and records of the Corporation. Meet with the Certified Public Accountants retained by the Corporation (the "Auditors") in advance of the annual audit to discuss with them and to approve, subject to approval by the Board, the scope, schedule, and fees for the annual audit. Meet with the auditors to discuss the annual audit report in advance of submission of the annual audit report to the Board.
- g. Prior to its submission to the Auditors, review management's letter to the Auditors and report to the Board all material matters disclosed in such letter.
- h. Monitor the progress of the organizations Strategic Plan and prepare and report to the board progress and findings.

The Finance Committee shall assist the Board in its fiduciary responsibilities, providing oversight of the Cultural Council's accounting practices and internal control procedures in accordance with appropriate regulatory requirements. The Finance Committee shall provide guidance on financial policies, review and approve the annual budget for submission to the Board of Directors, and review financial statements of the Cultural Council as prepared and presented monthly by the Director of Finance.

3. Nominating and Governance Committee

The Nominating and Governance Committee (“Governance Committee”) shall be appointed by the Chair, approved by the Board of Directors and may include no more than five Members of The Cultural Council, representing a cross-section of the membership. Committee members will serve one-year terms. The Governance Committee will meet as needed to review organizational bylaws and policies. The Governance Committee will also recommend a slate of officers and new board candidates for Board approval.

a. Directors

Prior to the Annual Meeting of the membership, the Governance Committee shall prepare a proposed slate of Directors, such slate to contain at least one name for each vacancy to be filled at the Annual Meeting. Members of The Cultural Council shall be entitled to submit names to the Governance Committee for consideration, and the nominees shall be selected by the Governance Committee from among those names and others proposed by members of the Governance Committee. Each of the persons nominated shall have given prior consent to the proposal of his or her name and shall have agreed to serve as a Director if elected and all such nominations shall be placed before the membership at the election to be held at the Annual Meeting. There shall be no nominations from the floor, nor write-in or proxy ballots.

b. Officers and Executive Committee Members

Not less than five (5) days prior to the Annual meeting, the Governance Committee shall prepare and furnish in writing to each of the Directors a proposed slate of Officers. Each of such nominees shall have given prior consent to the proposal of his or her name and shall have agreed to serve in the respective positions if elected by the Board of Directors. There shall be no nominations from the floor, or write-in or proxy voting.

c. Notice of Meetings

Notice of meetings of the Governance Committee for the purpose of electing Directors, stating the time and place of the meeting and the number of vacancies to be filled, shall be given to the membership in the manner hereafter provided at least

five (5) days prior to the meeting.

4. Cultural Service Grant Program Committee

Pursuant to Chapter 118, Part 6, of the City of Jacksonville's Ordinance Code (hereby incorporated by reference and made a part of these bylaws), which governs the Cultural Service Grant Program ("CSGP"), the Cultural Council shall be responsible for establishing an annual CSGP Committee.

The Composition of the CSGP Committee shall include a chairperson, appointed by the Chair of the Cultural Council Board of Directors; no less than one other Cultural Council Board members selected by the Board Chair and Committee Chairperson; one City Council member (Liaison); one representative from the office of the Mayor (Liaison); and five individuals selected by the above group from a pool of nominations established through a community wide nomination process.

Members of the CSGP Committee shall be chosen to represent the diversity of the community served by the CSGP Committee; an expression of interest in the impact of culture in the community; a willingness to participate fully in the process.

Members shall serve a three-year term and may be reappointed for one additional consecutive full term. City Council and Mayoral representatives shall be appointed annually.

The Vice-Chair of the Cultural Council Board of Directors shall serve as an ex-officio member of the Committee.

All members of the CSGP Committee will be confirmed by the City Council upon appointment or reappointment.

The responsibilities of the CSGP Committee include:

- a. Review and evaluation of all applications based on established criteria;
- b. Serve as an on-site evaluator and lead reviewer for a selected number of applicants;
- c. Attend an orientation session and all review sessions; and
- d. Participate in the allocations process.
- e. The Cultural Service Grant Committee shall recommend to the Cultural Council Board of Directors the organizations to be funded and the amount of the funding.

5. Development Committee

There shall be a Development Committee whose members shall consist of the Committee's

Chair and no more than four (4) other members of the Board of Directors who shall serve one-year terms. The Committee members, including the Chair, shall be appointed by the Chair of the Board of Directors. The Chair of the Board of the Directors may also appoint up to four (4) non board members to serve.

The Development Committee shall assist the Executive Director in establishing and fulfilling a fund-raising strategy which is then approved by the Board of Directors. The Development Committee shall provide guidance and assistance with fund-raising efforts.

#### 6. Art in Public Places Committee

There shall be an Art in Public Places Committee of the Cultural Council of Greater Jacksonville. The Committee will be an 11-member board appointed by the Mayor as follows: Three from the Cultural Council of Greater Jacksonville Board of Directors; three from the professions of architecture, interior design, landscape architecture, planning, art professional, or art historian; and five from the community at large as community representatives, each residing within a different planning district whose interests, professions and community activities reflect the diversity of the Jacksonville arts community and of the community at large. All members shall be confirmed by the council. Initially one member of each group shall be appointed for three years, one of each shall serve two years and one of each shall serve one year. Thereafter, all terms shall be for three years. No member appointed to the Committee for two consecutive full terms shall be eligible for appointment to the next succeeding term. The Committee shall be responsible for receiving, reviewing and acting on the recommendations of the Art Selection Panels.

The Art in Public Places Committee shall, when deemed appropriate by, and as outlined in, the Art in Public Places Program Five-Year Plan for Program Development and Implementation, form Art Selection Panels to make recommendations to the Committee on the selection of artwork. Each Selection Panel will be composed of up to seven members: a Chair, who will be a member of and represent the Art In Public Places Committee; a representative of the site selected for the art; architect or other design professional for the project, if available; one artist or art professional; and one to three community representatives, at least one of whom shall reside in the planning district within which the art

shall be sited. The artists or arts professional representatives will be selected from a list, maintained by the Committee, of interested and qualified individuals.

The Art in Public Places Committee may establish further guidelines including defined procedures for membership, attendance, ad-hoc committees, public meetings, quorums, and record keeping as necessary for the general support and operation of the Art in Public Places Program in accordance with Jacksonville Ordinance Code, Chapter 126, Part 9.

7. Committee Appointment

The Chair may appoint such other committees or task force (and chairpersons), as may be required to carry out the purposes of The Cultural Council, said members to serve at the pleasure of the Chair. Committee members are not required to be members of The Cultural Council.

8. Committee Authority

Committees shall have and exercise such authority as the Board of Directors shall determine.

9. Rules

Each committee may adopt rules for its own governance not inconsistent with the Florida Statutes, the Ordinances of the City of Jacksonville and these Bylaws.

10. Quorum

A majority of committee members shall constitute a quorum for the transaction of business at any meeting of the same.

## Article IX - Contracts and Gifts

### 1. Contracts.

The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Cultural Council and such authority may be general or confined to specific instances. The Board of Directors may delegate such authorization to such officers of the Cultural Council as they deem appropriate.

### 2. Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Cultural Council shall be signed by such officer or officers, agent or agents of the Cultural Council and in such manner as shall from time to time be determined by the Board of Directors.

### 3. Deposits.

All funds of the Cultural Council shall be deposited promptly to the credit of the Cultural Council in such banks, trust companies, or other depositories as the Board of Directors may select, and withdrawal or disbursement thereof, for investment or other purposes, shall be in accordance with such policies as may be determined by the Board of Directors.

### 4. Gifts

The Board of Directors may accept on behalf of The Cultural Council any contribution, gift, grant, bequest or devise for the general purposes or for any special purpose of The Cultural Council.

5. Grants

The Executive Director may execute applications, contracts or other documents incidental to the obtaining or administration of grants of money or other things of value from Federal, State or local governments or agencies or from public or private foundations, corporations, institutions or associations.

Article X - Records and Reports

1. Fiscal Year

The Fiscal year for The Cultural Council shall be from October 1 to September 30.

2. Audit

The accounts of The Cultural Council shall be audited at the end of each fiscal year by a certified public accountant appointed by the Board of Directors, and at such other times deemed necessary by the Board of Directors.

3. Financial Report

A financial report shall be made by the Treasurer at the Board of Directors meetings and annually to the membership.

4. Annual Report

The Chair and Executive Director shall present an Annual Report to the Board of Directors and to the membership at the Annual Meeting, reviewing the activities of the past year and plans for the coming year's activities and programs.

5. Books and Records

The Cultural Council shall keep correct and complete books and records of accounts and minutes of the proceedings of its Directors and members, and all committees appointed by the Directors, and shall keep at its office a record containing the names and addresses of all members entitled to vote. All books and records of The Cultural Council may be inspected in its office by any member, or his agent or attorney, for any proper purpose at any reasonable time.

Article XI - Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, literary, and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Duval County, exclusively for such purposes or to such organizations or organization, as said court shall determine which are organized and operated exclusively for such purposes.

Article XII - Notice

Unless otherwise specifically provided herein, required notice of any meeting of the membership, Board of Directors, Executive Committee or any other committees shall be sufficient if the time, place and purpose thereof is printed in a regular publication of The Cultural Council, and shall be deemed to be delivered when such publication is first made available for general distribution. Any notices sent by mail shall be deemed to be delivered when deposited in the mail addressed to the person entitled to notice at his address as shown on the records of The Cultural Council.

Article XIII - Amendments to Bylaws

These Bylaws may be amended by a two-thirds (2/3) vote of a quorum of the Directors present and voting at 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 of least one week prior to the date of the meeting.

Adopted: 1973

Approved:

Amended: August 1983  
November 1995  
September 2000  
April 2004  
March 2007  
February 2015  
August 2016  
September 2017