

**BYLAWS
OF
BEACHES FINE ARTS SERIES, INC.**

APPROVED BY THE BFAS BOARD APRIL 11, 2002

A Not for Profit Corporation

ARTICLE I

Introductory

Section 1.1 Name. The name of the Corporation is Beaches Fine Arts Series, Inc.

Section 1.2 Statement of Purposes. As provided in its Articles of Incorporation, the Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to any person, firm or corporation. Its mission is to promote and enhance the cultural life of Florida's First Coast by presenting an annual series of outstanding musical, theater and dance performances and exhibits of visual art, by supporting educational and outreach activities that encourage participation in, and appreciation of, the fine arts, and by nurturing emerging talent.

ARTICLE II

Board of Trustees

Section 2.1 Purpose of the Board of Trustees. The purpose of the Board of Trustees is to govern the Corporation in accordance with its mission and purposes. Specifically, the Trustees are charged with, but not limited to:

- (a) developing basic policies for the Corporation, including ongoing evaluation of the programs and activities conducted by the Corporation;
- (b) providing funds and facilities for programs and activities conducted by the Corporation, ensuring that the finances of the Corporation are administered in a fiscally responsible manner, including adopting a budget for the next fiscal year in August of each year;
- (c) nominating, training, and evaluating individual Trustees.
- (d) employing an Executive Director as the Corporation's chief administrator, setting his or her compensation from time to time, then supporting and annually evaluating the Executive Director's performance;
- (e) creating any paid staff positions (whether full-time or part-time) in addition to that of Executive Director (all of whom shall report to, and be supervised by, the Executive Director); and
- (f) keeping an accurate record of all proceedings of the Board of Trustees.

Section 2.2 Authority. The management and administration of the affairs of the Corporation shall be vested in the Board of Trustees which shall administer, manage, preserve and protect the property of the Corporation. The Corporation has no members. Accordingly, subject to the restrictions set forth in Article VIII hereof, the Board of Trustees may take any action which is permitted or required to be taken by members of a not for profit corporation under the laws of the State of Florida. The Board of Trustees shall have the exclusive authority to hire or fire the Executive Director of the Corporation and shall prescribe such duties of the Executive Director as the Board deems appropriate.

Section 2.3 Number, Election and Term. The Board of Trustees shall consist of not fewer than fifteen (15) nor more than twenty-five (25) persons. The Board of Trustees shall be divided into three classes. Each Trustee shall serve for a term of three (3) years or until his or her successor is duly elected and takes office. Except as otherwise provided in this Section 2.2, Trustees shall be elected by the Board of Trustees at each annual meeting of the Board or at any special meeting called for that purpose, and no Trustee who has served three consecutive three-year terms may be nominated to serve again on the Board of Trustees until he or she has not served as a Trustee for one year. The Rector of St. Paul's by-the-Sea Episcopal Church ("Parish") shall be an ex officio member of the Board of Trustees. The Vestry of the Parish shall be entitled, but not required, to elect as many as two (2) of the individuals who serve on the Board of Trustees at any one time, and those individuals shall serve at the pleasure of the Vestry.

Section 2.4: Nepotism Policy. Board members and their immediate family members (as defined below) will be excluded from serving simultaneously on the board and from consideration for employment by the organization. (i.) Employees shall not hold a position with the organization while they or members of their immediate family (as defined below) serve on the board of directors or any committee of the board. (ii) Employees may not hold a job over which a member of their immediate family exercises supervisory authority. Immediate family includes the following: husband, wife, son, son-in-law, daughter, daughter-in-law, father, father-in-law, mother, mother-in-law, brother, brother-in-law, sister, sister-in-law, grandparents, and grandchildren.

Section 2.5 Qualification of Trustees. Trustees are expected to support all of the Corporation's activities and be informed about and participate actively in Board affairs. With the exception of the two ex officio Trustees, each Trustee is expected to (i) attend all Board meetings or to notify personnel at the Corporation's principal office of his or her inability to attend, (ii) serve actively on at least one committee of the Board throughout his or her term, and (iii) make an annual financial contribution to the Corporation or otherwise contribute significantly to the Corporation. Unexcused absences from 3 regular meetings within the current year (Fiscal year 10/1-9/30), shall permit the President to request the resignation of the absent Trustee.

Section 2.6 Nomination and Election. Persons nominated by any Trustee shall be identified to the Board of Trustees at least seven (7) days prior to any meeting of the Board of Trustees at which an election is to occur. Elections shall take place at the annual meeting or at any special meeting called for that purpose. The Board of Trustees

shall elect or refuse to elect each person nominated, but may not elect any person not nominated. If the Board does not elect a nominated person to each position that is vacant or to become vacant, new nomination(s) subsequently shall be presented to the Board for such positions for election in the same manner until all positions are filled.

Section 2.7 Compensation. No compensation shall be paid to any Trustee for services as a Trustee but, at the discretion of the Board, a Trustee may be reimbursed for actual expenses necessarily incurred by him or her in performing other duties on behalf of the Corporation.

Section 2.8 Meetings. The Board of Trustees shall hold regular bi-monthly meetings on such dates, at such times and at such locations as are established by the Board. The annual meeting of the Board of Trustees shall be held in September of each year. Special meetings may be called at any time at the discretion of the President or upon the written request of one-third of the Trustees then in office and entitled to vote.

Section 2.9 Quorum. At all meetings of the Board of Trustees, the presence of one half of the Trustees in office shall constitute a quorum. In addition to those Trustees who are actually present at a meeting, Trustees shall be deemed to be present at such meeting if a telephone or similar communication equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used. The act of the majority of the Trustees entitled to vote at a meeting at which a quorum is present shall be the act of the Board. A majority of the Trustees present and entitled to vote, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place.

Section 2.10 Voting. Each Trustee shall be entitled to one vote on each matter submitted to a vote of the Board of Trustees.

Section 2.11 Notices. Written notice of the date, time and place of each meeting of the Board of Trustees shall be sent to all Trustees at least five (5) days in advance of the date thereof. Such notice shall set forth the date, time and place of the meeting. For special meetings, the notice shall state the general nature of the business to be transacted. Such notice shall be sent at the direction of the Secretary or another designated officer of the Corporation and shall be delivered to each Trustee either personally or by mail, facsimile or telegram to his or her residence or place of business as listed on the records of the Corporation. If the notice is sent by mail or telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. Notice of a meeting resumed after adjournment shall be deemed to have been announced at the time of adjournment and no further notice will be required.

Section 2.12 Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of applicable law, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. In the case of a special meeting, such waiver of notice shall specify the general nature of the business to be transacted.

Section 2.13 Conflicts of Interest. Any actual or potential conflict between a Trustee's personal interests and his or her duty to the Corporation shall be disclosed to the other members of the Board and made a matter of record, either through an annual procedure or when the subject of conflict becomes a matter of Board action. Any Trustee deemed by the Board to be disqualified because of an actual or apparent conflict of interest on any matter shall not vote or use his or her personal influence on the matter. The minutes of the meeting shall reflect that a disclosure was made and the abstention from voting.

Section 2.14 Standard of Care and Fiduciary Duty. Each Trustee shall stand in a fiduciary relation to this Corporation and shall perform his or her duties as a Trustee, including all duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner which he or she reasonably believes to be in the best interests of this Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Trustee or any failure to take any action shall be presumed to be in the best interests of this Corporation. In performing his or her duties, each Trustee shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(a) one or more officers or employees of this Corporation whom the Trustee reasonably believes to be reliable and competent in the matters presented;

(b) attorneys, public accountants or other persons as to matters which the Trustee reasonably believes to be within the professional or expert competence of such persons; and

(c) a committee of the Board of this Corporation upon which he or she does not serve, as to matters within its designated authority, which committee the Trustee reasonably believes to merit confidence.

A Trustee shall not be considered to be acting in good faith if the Trustee has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

Section 2.15 Removal. A Trustee may be removed from the Board for cause by a vote of a majority of the Trustees at a meeting at which a quorum is present. Any Trustee who will be the subject to a motion to remove shall be given at least five (5) days written notice prior to the meeting at which a motion to remove will be made, which notice shall include a summary of the specific reason for removal. Prior to the meeting, the affected Trustee may make a written response to the allegations serving as the basis for his or her removal. At the meeting, the affected Trustee shall have the opportunity to speak in opposition to his or her removal. Cause shall mean any action or inaction which, in the sole discretion of the Board, materially and adversely affects the Corporation or its reputation.

Section 2.16 Vacancies. Any vacancy occurring in the Board of Trustees, including any vacancy created by reason of an increase in the number of Trustees, may be filled by the affirmative vote of the majority of the remaining Trustees, though less than a quorum of the Board of Trustees. A Trustee elected to fill a vacancy shall hold office until such Trustee's successor has been elected and qualified or until such Trustee's earlier resignation, removal from office, or death.

ARTICLE III

Officers

Section 3.1 Enumeration. The officers of the Corporation shall consist of a President, Vice President and Secretary. All officers shall be members of the Board of Trustees of the Corporation.

Section 3.2 Term of Office. Officers of the Corporation shall be elected by the Board of Trustees at each annual meeting or any special meeting called for that purpose. Each officer shall serve until the next annual meeting of the Board of Trustees or until his or her successor is duly elected.

Section 3.3 Vacancies. Any vacancy shall be filled by the Trustees entitled to vote.

Section 3.4 The President. The President shall preside at all meetings of the Board of Trustees. The President shall exercise general supervision of the affairs of the Corporation; shall serve ex-officio on all committees; shall represent the Corporation in the community; and shall serve as the supervisor of the Executive Director.

Section 3.5 The Vice President. In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned from time to time by the Board of Trustees.

Section 3.6 Secretary. The Secretary shall make or cause to be made minutes of all meetings of the Board of Trustees. The Secretary shall be responsible for the timely mailing or delivery of such minutes and all notices of meetings of the Board of Trustees, and, generally, will perform all duties incident to the office of secretary of a corporation and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned from time to time by the Board of Trustees.

Section 3.7 Treasurer. The Treasurer may be an Ex Officio member of the Board of Trustees without vote and with no term limitations. He/she shall supervise the financial activities of the Corporation and shall have general charge of the funds of the Corporation. He shall be a member of and advisor for the Board's Finance Committee. Specifically, the Treasurer shall furnish appropriate financial reports to be distributed with notice of each Board meeting; collect or cause to be collected all contributions,

bequests, and fees owing the Corporation, and shall keep or cause to be kept proper accounts of the Corporation.

Section 3.8 Bonds. The Board may, in its discretion, require the Treasurer and any other officer to give bond in such amount and with such surety or sureties as may be satisfactory to the Board.

ARTICLE IV

Committees

Section 4.1 Enumeration. The Corporation shall have the following standing committees: Finance Committee, Strategic Funding Commission, and Visual Arts Committee. There shall be such ad hoc committees, from time to time, as the Board may deem advisable in the administration and conduct of the affairs of the Corporation.

Section 4.2 Committee Chairs. The Chair of every committee except the Finance Committee shall be appointed by the President in consultation with the Board. Each committee Chair shall serve until the next annual meeting of the Board of Trustees or until his or her successor is duly chosen. The Finance Committee shall be chaired by the Treasurer.

Section 4.3 Composition of Committees. Any member of the Board of Trustees who serves on a committee shall be a voting member of that committee. All committee members shall be appointed by the Chair of the committee on which they serve, subject to the advice and consent of the President, for one-year terms renewable annually. The President and the Executive Director shall each serve ex officio as a non-voting member of each committee. There shall be no limit to the number of committee members who may be appointed to, or who may serve on, any particular committee.

Section 4.4 Limitation on Power of Committees. No committee shall have any power or authority as to the following:

- (a) Amendment or repeal of any resolution of the Board;
- (b) Action on matters committed by the Bylaws or a resolution of the Board to another committee of the Board;
- (c) Material deviation from the Corporation's operating budget then in effect.

Section 4.5 Operation of Committees. Each committee of the Board shall meet as necessary to accomplish its goals. Each committee may adopt its own rules of procedure not inconsistent with these Bylaws. The Chair of each committee shall determine the date and place of that committee's meetings. All committee Chairs shall keep the Board of Trustees informed of their committees' activities. In addition to oversight of each committee by the Board of Trustees, each committee shall operate under the supervision of the Executive Director. All actions on behalf of the Corporation within the jurisdiction of a committee, other than reports to the Board of Trustees, shall require the prior approval of the Executive Director or, in his or her discretion, implementation by the Executive Director.

Section 4.6 Finance Committee. The Finance Committee shall be chaired by the Treasurer. It shall work with the Executive Director to develop and recommend to the Board of Trustees the annual budget of the Corporation that the Board of Trustees is required by Section 2.1(b) hereof to adopt. It shall monitor the annual budget and manage the Corporation's assets. The committee shall furnish appropriate financial reports to be distributed with notice of Board meetings and year-end financial statements to be distributed with notice of the annual meeting of the Board.

Section 4.7 Strategic Funding Commission. The Commission shall be responsible for creating and implementing a plan of action targeting potential sources for increased corporate contributions resulting in optimal sustainable funding. The commission will concentrate on effective community engagement and identify networking opportunities. Members shall be responsible for establishing and maintaining relationships with viable corporate entities who support the mission of BFAS and are willing to invest in its future.

Section 4.8 Visual Arts Committee. The Visual Arts Committee shall coordinate and schedule art exhibitions that are presented in connection with all concerts presented by the Corporation. This committee shall recruit, select (subject to the advice and consent of the Board of Trustees) and supervise the exhibiting artists.

ARTICLE V

Personal Liability of Trustees

Section 5.1 Trustees' Personal Liability. A director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, provided, however, that this provision shall not eliminate or limit the liability of a director to the extent that such elimination or limitation of liability is restricted by Section 617.0834, Florida Statutes, as in effect at the time of the alleged action or failure to take action by such Trustee.

Section 5.2 Preservation of Rights. Any repeal or modification of this Article by the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any director or former Trustee may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Trustee of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE VI

Indemnification

Section 6.1 Mandatory Indemnification of Trustees and Officers. The Corporation shall indemnify, to the fullest extent now or hereafter permitted by law, (including, but not limited to, the indemnification provided by Section 617.0831, Florida Statutes) each Trustee or officer (including each former Trustee or officer) of the Corporation who was or is made a party to or a witness in or is threatened to be made a party to, or a witness in, any threatened, pending or completed action, suit or proceeding,

whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an authorized representative of the Corporation, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by the director in connection with such action, suit or proceeding.

Section 6.2 Mandatory Advancement of Expenses to Trustees and Officers. The Corporation shall pay expenses (including attorneys' fees and disbursements) incurred by a Trustee or officer of the Corporation referred to in Section 7.1 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 7.1 hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such Trustee or officer shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such Trustee or officer to repay all amounts advanced if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as provided in Section 7.4 hereof.

Section 6.3 Permissive Indemnification and Advancement of Expenses. The Corporation may, as determined by the Board of Trustees, from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an authorized representative of the Corporation, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by such person in conjunction with such action, suit or proceeding. The Corporation may, as determined by the Board of Trustees, from time to time, pay expenses incurred by any such person by reason of his or her participation in an action, suit or proceeding referred to in this Section 7.3 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay all amounts advanced if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as provided in Section 7.4 hereof.

Section 6.4 Scope of Indemnification. Indemnification under this Article shall not be made by the Corporation in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by Section 617.0831, Florida Statutes, or any other sections of Florida Statutes referenced therein, or any successor statute as in effect at the time of such alleged action or failure to take action.

Section 6.5 Miscellaneous. Each Trustee and officer of the Corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested trustees, statute or otherwise, both as to action in such person's official capacity and as to action in another

capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. Any repeal or modification of this Article by the Board of Trustees of the Corporation shall not adversely affect any right or protection existing at the time of such appeal or modification to which any person may be entitled under this Article.

ARTICLE VII

Restrictions Regarding the Operations of the Corporation; Administration of Funds

Section 7.1 No Private or Political Beneficiaries. In keeping with the statement of purpose of the Corporation as set forth in Section 1.2 hereof and in its Articles of Incorporation, no part of the earnings or assets of the Corporation shall inure to the benefit of any private individual, and no substantial part of the activities of the Corporation or of any recipient of its funds shall be to carry on propaganda or otherwise to attempt to influence legislation or to aid any political campaign on behalf of any candidate for public office.

Section 7.2 No Violation of Purposes. In no event and under no circumstances shall the Board of Trustees make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under application of federal laws then in force will cause the Corporation to lose its status as an organization to which contributions are deductible in computing the net income of the contributor for purposes of federal income taxation.

Section 7.3 Annual Report. The Treasurer shall submit annually to the Board of Trustees a statement containing those details required to be included under the provisions of Chapter 617, Florida Statutes or any successor statute governing Florida not for profit corporations.

Section 7.4 Books and Records. This Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Board of Trustees and committees. The Corporation will keep at its registered office the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

Section 7.5 Tax Records. The Corporation shall maintain at its principal office a copy of its application for tax exempt status and its determination letter from the Internal Revenue Service and all returns filed with the Internal Revenue Service. Such documents shall be made available during regular business hours for inspection by any person requesting to see them.

ARTICLE VIII

Bylaw Amendments

Section 8.1 Authority. These Bylaws may be amended at any meeting of the Board of Trustees by a majority vote of the Trustees present, provided a quorum is present.

Section 8.2 Notice. The Trustees of the Corporation shall be given at least ten (10) days' prior written notice of any Board meeting at which proposed changes to the Bylaws of the Corporation are to be considered or acted upon. Such written notice shall identify the specific sections of the Bylaws which are under consideration and the proposed changes thereto.

ARTICLE IX

Dissolution

Section 9.1 Dissolution. In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property. All assets remaining after all debts and expenses of the Corporation have been paid or provided for shall be conveyed or distributed by the Board of Trustees to one or more organizations qualifying for the exemption afforded by Section 501(c)(3) of the Code, provided that any organization so selected shall have aims which are closely related to those of the Corporation. Any such assets not so distributed shall be disposed of pursuant to an order by a court of competent jurisdiction, exclusively for such purposes or to such organization or organizations, as said court shall determine.

Adopted: April 11, 2002

Amended: October 11, 2007

Amended: August 16, 2008

Amended: August 15, 2009

Amended: August 20, 2011

Amended: August 25, 2012

Amended: January 21, 2016

Amended: November 9, 2017

Amended: November 14, 2019