

# **COCA BYLAWS**

**(With amendments approved by COCA Board on 05/18/2023)**

## **ARTICLE I- NAME AND AUTHORIZATION**

### **A. NAME**

The name of the council shall be COUNCIL ON CULTURE AND ARTS for Tallahassee/Leon County herein referred to as the "COUNCIL."

### **B. AUTHORIZATION**

The COUNCIL exists by the authority of Section 265.32 Florida Statutes; the October 18, 1985, interlocal agreement between the Tallahassee City Commission (City) and the Board of County Commissioners of Leon County (County); the 1985 Resolution of the Board of County Commission of Leon County; and it shall serve as the designated local arts agency for the City and the County for all purposes set forth in Section 265.32, Florida Statutes and these bylaws.

## **ARTICLE II- PURPOSE AND FUNCTION**

### **A. PURPOSE**

This COUNCIL shall serve to fulfill the purpose delineated in Section 265.32, Florida Statutes, and to advise the City and County at least annually on its activities.

### **B. FUNCTION**

The function of the COUNCIL shall be (as per 265.32 Florida Statutes):

1. Stimulating greater governmental and public awareness and appreciation of the importance of the arts to the people of Tallahassee/ Leon County.
2. Encouraging and facilitating greater and more efficient use of governmental and private resources for the development and support of the arts.
3. Encouraging and facilitating opportunities for Tallahassee/ Leon County residents to participate in artistic activities.
4. Promoting the development of resident artists, arts institutions, community organizations sponsoring arts activities, and audiences.
5. Surveying and assessing the needs of the arts, artists, arts institutions, community organizations sponsoring arts activities, and people of Tallahassee/ Leon County relating to the arts.

6. Supporting and facilitating the preservation and growth of the state's artistic resources.
7. Contracting for artistic services, performances, and exhibits.
8. Developing a center or complex of physical facilities for the use of the arts.
9. Providing financial and/or technical assistance to artists, arts institutions, and audiences.
10. Otherwise serving the citizens of the City and County in the realm of the arts.

## **ARTICLE III- MEMBERSHIP**

### **A. MEMBERS**

1. The COUNCIL shall be comprised of fifteen members appointed by the City and the County as per 265.32 Florida Statutes. Members shall be selected based on their qualifications and willingness to serve. Members will be selected without regard to race, creed, national origin, age, sex or the presence of a disability. As much as possible, the COUNCIL will be made up of an equitable representation of City and County residents based on race and sex according to demographic ratio of the City and County. In consideration of the Americans with Disabilities Act, efforts should be made to include members with disabilities.
2. No COUNCIL member may receive compensation for his services, but each member may be reimbursed in accordance with Chapter 112, Florida Statutes, for actual expenses necessarily incurred in the performance of his duties.
3. Each COUNCIL member will be charged with the responsibility of serving the best interests of the arts in the City and County within the purposes of these bylaws, and no COUNCIL member shall view his/her role as that of representing any particular geographic area of the City or County, interest group, arts institution, community organization, or audience.
4. The fifteen Board members of the COUNCIL shall include two members who are practicing artists, two members from the heritage community, at least one member each from the volunteer, business/economic development, tourism, finance, or marketing. In addition to the 15-member board, the Mayor and County Commission shall request that the presidents of FSU, FAMU, and TCC and the Superintendent of Leon County Schools appoint a liaison to the COUNCIL who will be asked to serve in a non-voting ex officio capacity. The County Commission will appoint eight members and the MAYOR will appoint seven members.
5. A member of the Board of County Commissioners shall be a voting ex officio member of the COUNCIL and a member of the City Commission shall be a voting ex officio member of the COUNCIL, to be designated by each body separately. The COUNCIL may authorize additional non-voting ex officio members from the general public when such membership will serve the best interests of the arts and help carry out the objectives and duties of the COUNCIL.

6. The COUNCIL may request the board of directors of the Tourism Development Council to appoint a liaison to the COUNCIL who will be asked to serve in a non-voting ex officio capacity when such membership will serve the best interests of the arts and help carry out the objectives and duties of the COUNCIL.

## **B. ELIGIBILITY**

1. All members of the COUNCIL shall be City or County residents, City or County property owners, or City utility customers, and shall be a qualified elector residing in the County.
2. No individual committed to, or owing allegiance to, any particular arts faction shall be eligible to serve on the COUNCIL.

## **C. APPOINTMENTS**

1. Members shall be appointed to one four-year term. At the end of the term, COUNCIL members shall have the opportunity to apply to be reappointed for a second four-year term. No COUNCIL member who serves two full terms in sequence shall be reappointed until they have completed a 2-year waiting period in which they cannot serve. Initial members of the COUNCIL shall be appointed by the County.
2. In filling vacancies, the City and the County shall select the replacement COUNCIL member from a list of candidates to be submitted by the remaining members of the COUNCIL. In the event that none of the candidates meets the commission's approval, the COUNCIL shall submit an entirely different list for consideration. This process shall continue until a suitable replacement has been found to fill the existing or anticipated vacancy. The COUNCIL shall make the general public aware of any vacancy which occurs, or which is expected, by complying with the notice and publication requirements set forth by each governmental body and in accordance with section 265.32(2)(f), Florida Statutes. When filling specific vacancies, the appointing body shall select each member from a list of three names for each position provided by the COUNCIL to the appointing body. Candidates submitted for consideration by the COUNCIL to be forwarded to the appointing body as nominees shall be selected in the following manner:

The COUNCIL shall provide public notice of all vacancies at least one month before recommendation is submitted to the appointing body. The COUNCIL shall specifically request nominations from the City and County Commissions, civic and cultural organizations, Chambers of Commerce, the Economic Development Council, the Tourist Development Council, and the Convention and Visitors Bureau. In appointing new members, each Commission should strive to draw from the broad community leadership engaged in the cultural plan. Prior to submitting the final list of three nominees for each vacancy, the COUNCIL chair shall confer with the appointing body, either MAYOR or COUNTY COMMISSION, as applicable, to evaluate the current demographic makeup of the Board as it relates to the demographic makeup of the county and seek to continue that balance with the nomination of new members.

## **D. VACANCIES**

1. A member's position shall become vacant when:
  - a. a member is absent from 33% of the regularly scheduled meetings in a given fiscal year. All absences will be duly recorded in the meeting minutes. Absences from emergency, rescheduled or special called meetings will not be recorded against a member in calculating the percentage of absences. Absences may be excused by the Executive Committee upon written request made to the Executive Director by the member within five days of the missed meeting. Or,
  - b. a COUNCIL member is removed for cause. Removal for cause, other than absences, shall only be accomplished by a two-thirds vote of the remaining COUNCIL members, or
  - c. a member's term expires, or
  - d. a member resigns.
2. The Chair shall immediately, upon receipt of a resignation or when advised of a vacancy, notify the appropriate office at the City and County.
3. Should a resignation be submitted to staff; they will immediately notify the Chair and the appropriate office at the City and County.

## **ARTICLE IV- ORGANIZATION**

### **A. OFFICERS**

1. The COUNCIL shall elect from its members a Chair, Vice-Chair, Secretary and Treasurer and such other officers with such powers and duties not inconsistent with these bylaws as may be appointed and determined by the members from time to time.
2. The officers comprise the COUNCIL's Executive Committee and shall have all authority to make decisions on behalf of the COUNCIL.
3. Officers shall be elected at the last meeting of the full board during the fiscal year (SEPTEMBER) and shall serve for one year commencing at the conclusion of the meeting at which they were elected. Only those persons who have signified their consent to serve shall be nominated for or elected to such office. No member of the COUNCIL may serve as Chair for more than two board terms.
4. The Executive Committee shall serve as a nominating committee to coordinate the recommendation of future members and officers for service on the COUNCIL.
5. Should the office of Chair become vacant by reason of termination or resignation during the term of office, the vice-chair shall succeed to the office for the unexpired term. Vacancies in all other elected offices shall be filled for the unexpired term by nomination from the floor and election thereto.

## **B. QUORUM**

A majority of the voting members of the COUNCIL shall constitute a quorum to hold a meeting or take an action.

## **C. VOTING RIGHTS**

Each member shall be entitled to one vote and shall cast that vote on each item submitted. Proxy votes and absentee ballots shall not be permitted. Members shall only abstain from a vote when there is a valid conflict of interest addressed to the COUNCIL. Ex officio members shall have no voting rights.

## **ARTICLE V- OFFICERS AND DUTIES**

### **A. CHAIR**

1. The Chair shall preside at all meetings of the COUNCIL.
2. The Chair shall appoint chairs of all committees, standing and special.
3. It is the Chair's responsibility to ensure compliance with the bylaws. The Chair will notify members of removal from the COUNCIL for non-compliance. Specific questions of conflict of interest will be addressed by City or County Attorney or designee.
4. The Chair shall be an ex officio member of all committees and shall perform such other duties as may be delegated by the COUNCIL.

### **B. VICE-CHAIR**

The Vice-Chair shall perform the duties in the absence of the Chair.

### **C. SECRETARY**

The Secretary shall assure that minutes and attendance of all meetings of the COUNCIL are duly recorded.

### **D. TREASURER**

The Treasurer shall be responsible for reporting to the COUNCIL the financial status of the COUNCIL and shall serve as Chair of the COUNCIL's Budget and Finance Committee.

### **E. REMOVAL**

When an officer has been absent or has not performed the duties of that office for three consecutive meetings, that officer may be removed from office by the COUNCIL with at a minimum a two-thirds majority vote at a regularly scheduled meeting.

## **ARTICLE VI- COUNCIL OPERATIONS**

A. Within the limit of funds available to it and the conditions set forth in 265.32, Florida Statutes, the COUNCIL shall have all legal powers necessary and appropriate to effectuate its purposes and duties as set forth in said act, the October 18, 1985, interlocal agreement, the 1985 County resolution and Section 265.32, Florida Statutes and as enumerated by these bylaws.

B. The COUNCIL shall meet at least quarterly pursuant to notice per Section 265.32(2)(f) and at such times and places, as the COUNCIL shall determine. A majority of the COUNCIL membership shall comprise a quorum for the transaction of business at COUNCIL meetings. Special meetings of the COUNCIL may be called at any time by the Chair or by any three COUNCIL members. Written notice of such meetings will be made when time permits and reasonable public notice under Section 265.32(2)(f) shall be provided. The COUNCIL shall hold at least one public hearing annually pursuant to public notice specifying the date and place of the hearing and the subjects to be considered, for the purposes of making the COUNCIL's work known and investigating and assessing the needs and development of the arts in the City and County.

C. All meetings will be open to the public. For advertising purposes, the COUNCIL will provide public notice for all meetings and ensure agendas and minutes are available to the public in accordance with the State Sunshine Laws and Public Records Law.

D. All meetings shall be conducted in accordance with Robert's Rules of Order.

E. The COUNCIL may establish such working committees of COUNCIL members, as it deems appropriate to carry out its objectives, duties and powers. All committee members shall serve for one year. The Chair shall appoint the committee members and may require written reports of committees.

F. The COUNCIL may convene such advisory panels and may consult with such advisors and experts, as it deems necessary and appropriate for carrying out its objectives, duties and powers.

G. The COUNCIL shall formulate and publish rules setting forth the criteria pursuant to which financial aid is given and such other rules regarding activities as it deems appropriate.

H. As the designated local arts agency, the COUNCIL may receive funds as appropriated through legislative action to continue its duties and functions as stated herein and to support any and all programming and other activities as it deems appropriate.

I. The COUNCIL may issue bonds in accordance with Section 265.32 (6), Florida Statutes, and the October 18, 1985, interlocal agreement between the City and County.

## **ARTICLE VII- EXECUTIVE DIRECTOR**

The COUNCIL may appoint an executive director who shall be a full-time employee and shall serve at the pleasure and at a salary fixed by the COUNCIL. The executive director shall carry out the policies and programs established by the COUNCIL, shall employ, subject to COUNCIL approval, such full-time and part-time staff and consultants as appropriate to carry out these policies and programs, and shall be in charge of the day-to-day operations of those policies and programs. The executive director may be empowered by the COUNCIL to sign leases and other agreements on its behalf.

#### **ARTICLE VIII- STAFF SERVICES**

A. The executive director of the COUNCIL shall:

1. Act as liaison for the COUNCIL with the City and County and the appropriate appointed officials.
2. Inform the City and County of vacancies, expired terms, changes in officers, or any other changes to the COUNCIL.
3. Ensure that information provided by the COUNCIL for City or County review is appropriately agendaed for Commission meetings.
4. Provide a standard orientation for all new members. The program will address, but not be limited to, the bylaws, conflict of interest, the Florida Sunshine Law, ethics violations, and stress legal obligations and responsibilities.

#### **ARTICLE IX- FISCAL YEAR**

The fiscal year of the COUNCIL shall commence on the first day of October and terminate on the thirtieth day of September.

#### **ARTICLE X- TO BE KNOWN AS**

The COUNCIL shall adopt a logo, seal or such name and design as it so determines to represent its work as designated local arts agency for the City and County.

#### **ARTICLE XI- REPORT TO FLORIDA ARTS COUNCIL**

The COUNCIL may from time to time and at any time, submit a report to the Florida Arts Council summarizing its activities and setting forth any recommendations it considers appropriate, including recommendations with respect to present or proposed legislation concerning state encouragement and support for the arts.

#### **ARTICLE XII- BYLAWS AND EFFECTIVE DATE**

A. The bylaws of this COUNCIL may be amended, repealed or altered in whole or in part by a majority vote of the COUNCIL. Notice of the proposed change shall be mailed to each COUNCIL member at his or her last known address at least seven

days prior to the time and date of the meeting at which this consideration will be made.

1. These bylaws shall become effective upon adoption by the COUNCIL.