

BYLAWS OF ARTISTS ALLIANCE OF NORTH FLORIDA, INC.

ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be the Artists Alliance of North Florida, Inc.

Section 2: The Artists Alliance of North Florida, Inc. is organized exclusively for charitable, scientific and educational purposes, more specifically to promote the art and artists of the North Florida region and to contribute to the economic growth of North Florida through encouragement of the arts.

ARTICLE II - MEMBERSHIP

Section 1: Membership shall consist of all interested persons who support the Purpose of the Artists Alliance of North Florida, Inc. and who have paid Annual Dues.

ARTICLE III - ANNUAL MEETING

Section 1: Annual Meeting. The Annual Meeting shall be held during the month of October and the date shall be set by the Board of Directors who shall also set the time and place. All Members of the Artists Alliance of North Florida, Inc. who have paid Annual Dues not later than thirty (30) days prior to the date of the Annual Meeting shall be eligible to vote at the Annual Meeting.

Section 2: Special Meetings. Special meetings may be called by the President or by one-third (1/3) of the Members of the Board of Directors. All Members of the Artists Alliance of North Florida, Inc. who have paid Annual Dues not later than thirty (30) days prior to the date of the such Special Meeting shall be eligible to vote at such Special Meeting.

Section 3: Notice. Notice of each Annual Meeting or Special Meeting shall be given to each voting member of the Artists Alliance of North Florida, Inc., by U.S. mail, by E-mail, or by FAX not less than ten (10) days before the meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board shall be responsible for overall policy and direction of the Artists Alliance of North Florida, Inc., and shall delegate responsibility for day-to-day operations to the President and other Officers as specified in Section 7 of this Article. The Board shall have seven (7) members. The Board Members may not receive compensation for services, other than reimbursement of reasonable and documented expenses, unless such compensation is approved by unanimous vote of all Members of the Board of Directors.

Section 2: Meetings. The Board shall meet at least quarterly, at an agreed upon time and place.

Section 3: Board Elections. Election of new Directors, or election of current Directors to a second term, will occur as the first item of business at the Annual Meeting of the Artists Alliance of North Florida, Inc., with the first such election of Directors at the 2003 Annual Meeting. Directors will be elected by a majority vote of the Members.

Section 4: Terms. All Board members shall serve two (2) year terms, but are eligible for re-election. At the 2003 Annual Meeting, three (3) Directors will be elected. At the 2004 Annual Meeting four (4) Directors will be elected. Subsequently, three Directors will be elected in odd numbered years, and four (4) Directors will be elected in even numbered years. Each initial Director will serve until the first election is held for the seat of that Director, and the Board of Directors shall designate which three (3) Directors shall have their initial term end in 2003.

Section 5: Quorum. A quorum shall consist of at least five (5) of the Board Members present before business can be transacted or motions made or passed. The Board may then act by Resolution duly proposed, seconded, and voted upon by a majority of Directors present and constituting a Quorum. By unanimous agreement of the Board of Directors, the Board of Directors may permit any or all Directors to participate in a Meeting or Special Meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the Meeting. A Director participating by such means is deemed to be present in person at the Meeting.

Section 6: Notice. A valid Board Meeting requires that each Board Member have written notice of the time and place of the Meeting at least ten (10) days in advance by U.S. Mail, E-mail, or FAX.

Section 7. Officers and Duties. There shall be three (3) Officers of the Board and Corporation consisting of a President, a Secretary, and a Treasurer. Their duties are as follows:

The President shall convene regularly scheduled Board Meetings, shall preside or arrange for other members of the Board to preside at each meeting in the following order: Treasurer; Secretary.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board Meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board Meeting. Treasurer shall chair the Finance Committee if such Committee is established by the Board of Directors, assist in the preparation of the budget, develop fundraising plans, and make financial information available to Board Members, Artists Alliance of North Florida, Inc. Members, regulatory authorities, and the public as may be required.

The Board Members serving as Officers may receive compensation for services, other than reimbursement of reasonable and documented expenses, provided that such compensation is approved by unanimous vote of all Members of the Board of Directors.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members must be received from present Board Members by the Secretary at least ten (10) days in advance of a Board Meeting. These nominations shall be provided to Board Members with the regular Board Meeting announcement, to be voted upon at the next Board Meeting with a majority vote of all Directors required for appointment. These vacancies will be filled only to the end of the particular Board Member's term.

Section 9: Resignation and Termination. Resignation from the Board must be in writing and received by the Secretary. A Board Member may be removed for any reason by a two-thirds vote of all Directors.

Section 10: Special Meetings. Special Meetings of the Board shall be called upon the request of the President or one-third (1/3) of the Board Members. Notices of Special Meetings shall be provided to all Board Members by the Secretary not less than ten (10) days in advance by U.S. Mail, E-mail, or FAX.

ARTICLE V - COMMITTEES

Section 1: The Board may create Committees consisting of Board Members as may be required from time-to-time in accordance with the needs of the Artists Alliance of North Florida, Inc. The Board of Directors shall set such objectives and guidelines for the functioning of such Committees as it may deem appropriate.

ARTICLE VI - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary and must be presented to the Members of the Board at least ten (10) days in advance of the Board Meeting at which such amendments shall be considered.

ARTICLE VII - APPROVAL

I certify that these Bylaws were approved at a meeting of the Board of Directors of the Artists Alliance of North Florida, Inc. on February 14, 2002.

Secretary / Member Board of Directors