

AMENDED BYLAWS – THE WILL MCLEAN FOUNDATION, INC.

These Amended Bylaws of The Will McLean Foundation are adopted this 13<sup>th</sup> day of March, 2022 and supersede all previous versions of these Bylaws.

ARTICLE I – NAME

The organization shall be a nonprofit organization known as The Will McLean Foundation, Inc. with headquarters in Spring Hill, Florida, or such other location within the State as the Executive Committee may direct consistent with the annual reports filed with the Secretary of State of the State of Florida. It is organized and will be governed by the laws of the State of Florida. It is intended to be operated as a 501(c)(3) tax exempt entity under the rules of the Internal Revenue Service.

ARTICLE II – PURPOSE

The purpose of The Will McLean Foundation is to:

- Provide for research, education, performance, and training to promote understanding and appreciation of the works of Will McLean and of other Florida artists.
- Provide facilities, programs, and educational materials to promote involvement in the artistic and educational fields, especially those of Florida folk arts.
- Provide scholarships, grants, and sponsorships to encourage artistic production.

ARTICLE III – DEFINITIONS

The following are defined terms which shall have this meaning wherever they are used in these Bylaws, unless specifically indicated to the contrary:

“Meetings of the Foundation” shall mean any duly noticed meeting of the membership of the Foundation.

“Annual Meeting” shall mean the mandatory yearly meeting of the membership of the Foundation.

“Written notice” shall mean notice in writing and delivered either by hand, US mail, email, text message, or other verifiable means of electronic delivery. In the case of meeting notices, such must be sent by US mail or email.

“Annual festival” shall mean the Will McLean Music Festival staged annually at the time, dates, and place determined by the Board of Directors.

#### ARTICLE IV – MEMBERSHIP

Section 1: Membership in the Will McLean Foundation, Inc. shall include classes of membership as follows: Annual Individual and Annual Family. Upon recommendation of the Membership Committee, the Board may approve additional classes of membership as may be deemed appropriate.

Section 2: Members shall receive all publications and have all other membership privileges as may be established by the Board of Directors. Differing classes of membership may have differing benefits at the discretion of the Board.

Section 3: Only members in good standing shall be eligible to participate in business meetings or serve in any of its elective or appointed positions.

Section 4: There shall be one vote for an individual membership. For a family membership, each adult member shall be allowed one vote. Additional membership classes established by the Board will be allowed no more than one vote.

#### ARTICLE V – MEETINGS

Section 1: Meetings of the Foundation shall be held at a time and place designated by the Board of Directors.

Section 2: The Annual Meeting of the Foundation shall be held on the day, time, and place designated by the Board of Directors, not later than the conclusion of the annual Festival in March. Written notice, including the Nominating Committed report and slate of officers, shall be sent to each member at least ten days prior to the meeting. Attendance by telephone or video conference at the annual meeting and any other special meetings called by the Board, may be allowed if the means of such is available. Members attending in such fashion will count as part of the quorum, be allowed to participate, and be allowed to vote as if attending in person.

Section 3: Special general meetings may be called by the Board of Directors with ten days prior written notice to the members.

Section 4: Twenty members including no less than two of the elected members of the Board of Directors shall constitute a quorum. In the event there are insufficient members present to constitute a quorum after the required notice of the meeting has been given, the Board may proceed in good faith with all actions contemplated in the notice, including elections of officers and directors, amendments to the Bylaws, etc. without the required vote of the membership. Their action taken under those circumstances in good faith will bear the full authority and binding effect of a membership vote. The Board may also elect, but shall not be required, to re-notice the meeting for a date not more than thirty days later to try to obtain attendance of a quorum.

Section 5: All notices to the members of annual or special meetings of the Foundation membership shall contain a specific agenda of the matters to be discussed and actions being considered. Meeting notices shall also contain the admonition that in the event a quorum of the membership is not present, the Board may proceed to act on all matters referenced in the agenda as if the members were present and that such action will be deemed adopted by the membership and binding on the Foundation.

Section 6: Elections of Officers and Directors shall be by paper or digital ballot with the person receiving the majority of valid votes cast declared the winner. If there is only one nominee for each position to be filled, the Secretary shall be instructed to cast the elective ballot for the nominee, unless the nominee will be exceeding the term limits set below, in which case the membership vote will be necessary to waive the limitation. In the event a quorum is not present after proper notice pursuant to these Bylaws and the Board proceeds as provided above, the vote of the Board may be oral or in such other form as the Board deems appropriate.

Section 7: Voting on other matters requiring approval of the membership of the Foundation shall be by paper or digital ballot. In order to carry, the matter must be approved by the majority of valid votes cast. In the event a quorum is not present after proper notice pursuant to these Bylaws and the Board proceeds as provided above, the vote of the Board may be oral or in such other form as the Board deems appropriate.

#### ARTICLE VI – BOARD OF DIRECTORS

Section 1: The Board of Directors shall consist of the four elected officers, three elected Members-At-Large, and the Chairpersons of the Standing Committees (or their designated representative). The officers and directors of the Foundation shall hold office until their successors are chosen and have qualified or until their earlier resignation or removal.

Section 2: The duties of the Board of Directors shall be:

- a. To transact all necessary business of the Foundation consistent with these Bylaws, including the approval of all contracts and other legal instruments, authorize the execution of same by the appropriate officer or agent and to report same at Foundation meetings.
- b. To manage and control the property and other assets of the Foundation and to utilize those assets consistent with the purposes of the Foundation as set forth in these Bylaws.
- c. To determine the policies and objectives of the Foundation consistent with these Bylaws
- d. To establish rules and procedures consistent with these Bylaws to facilitate the operations of the Foundation, particularly where circumstances arise not specifically considered by these Bylaws that require action of the Board.

- e. To designate and consult skilled individuals or professionals to advise the Board regarding the conduct of the Foundation's business or the management of its assets whether or not such individuals or professionals are compensated as determined by the Board.
- f. To appoint an independent auditor who is not a member of the Board of Directors, at least two weeks prior to the Annual Meeting to audit the Treasurer's accounts and to report to the Annual Meeting. A copy of the audit shall be filed in the permanent records of the Foundation. For the purposes of this section, "the audit" shall mean a review of the financial books and records of the Foundation for the preceding fiscal year. It does not mean a certified audit or other higher level forensic review. The term "independent auditor" shall mean a person with sufficient financial or accounting knowledge to meaningfully review the financial books and records, as well as any backup documentation or information they deem necessary, to verify the accuracy of said books and records. This auditor may be an outside accountant engaged by the Board who need not be a member of the Foundation. The audit shall be memorialized by a letter from the auditor stating simply that they have reviewed the financial books and records of the Foundation, have been provided any requested backup information or documentation and that, to the best of their knowledge, the books and records of the Foundation are in good order. In the event there are any negative findings noted during the course of the audit, any deficiencies will be corrected under the direction of the Board such that a report of good order may then be given.
- g. To fill all elected vacancies on the Board of Directors, including officers, until the next Annual Meeting.
- h. To carry out such other duties as may be directed by the Foundation membership or as usual to the governing body of an organization like the Foundation.

Section 3: General Meetings of the Board shall be held quarterly. Meetings of the Board are attended by all Board members and those others that the Board may invite from time to time. There are not open to the general membership of the Foundation absent invitation from the Board.

Section 4: Special meetings may be called by the President or any two elected members of the Board of Directors when deemed necessary.

Section 5: A quorum shall consist of five members of the Board of Directors, two of whom must be elected officers. Attendance by telephone or video conference at all general or special meetings called by the Board shall be permitted unless the means of such attendance cannot be reasonably made available for the purposes of the meeting. Members attending in such fashion will count as part of the quorum, be allowed to participate, and be allowed to vote as if attending in person.

Section 6: Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting of all members of the Board should there be consent thereto in

writing signed by all Board members, with such writing or writings to be filed with the minutes of the proceedings of the Board or committee.

Section 7: Unexcused absence from three meetings in a one-year period may cause the member to be subject to removal by the Board of Directors.

Section 8: The three Members-At-Large shall serve in an advisory capacity and shall assume any other duties designated by the Board of Directors. Their term begins and ends thirty days following the Annual Festival.

Section 9: All members of the Board of Directors shall not be eligible to serve more than five consecutive one-year terms in the same position. If the Nominating Committee is unable to identify willing and able candidates from the membership for an elected position, this limitation may be waived by notation of such on the ballot for that position and a vote of the members.

Section 10: Directors shall not be compensated for their service on the Board. However, Board members rendering professional or skilled services to the Foundation that might otherwise be contracted out to a third-party provider may be paid reasonable compensation for those services as approved by the Board after full review and disclosure. Performing such services for compensation shall not be deemed a conflict with the Board member's duties as a Director, but such member shall abstain from voting on a matter involving the service provided, the compensation to be paid, etc.

Section 11: No person serving as a Board member, whether elected or appointed, shall have any personal liability for any action taken by such person in the pursuit of their duties as a Board member, reasonably within the scope of their duties, except where their conduct amounts to gross negligence or willful misconduct.

#### ARTICLE VII – OFFICERS

Section 1: The officers of the Foundation shall consist of a President, Vice-President, Secretary, and Treasurer. The officers shall be elected for a term of one year and shall be subject to the limitations on successive terms as set forth above. The officers shall assume their duties thirty days following the Annual Festival.

Section 2: The President shall:

- a. Preside at all meetings of the Foundation, Executive Committee, and Board of Directors.
- b. Supervise, promote, and develop all phases of the Foundation's work in accordance with general Board policies and the Bylaws.
- c. Appoint all committee chairpersons subject to the approval of the Executive Committee.
- d. Be an ex officio member of all committees except the Nominating Committee.

- e. Develop and distribute via mail/email the meeting agendas at least ten days in advance of each meeting and direct the preparation of meeting materials for distribution at each meeting.
- f. Carry out any additional duties designated by the Board of Directors or usual to that office.

**Section 3: The Vice-President shall:**

- a. Assume the duties of the President in his/her absence.
- b. Act as an aide to the President.
- c. Carry out any additional duties designated by the Board of Directors or usual to that office.

**Section 4: The Secretary shall:**

- a. Develop written minutes of each meeting and distribute in writing/email to the Board of Directors and the general membership of the Foundation within ten days of each meeting.
- b. Keep a record of the proceedings of meetings of the Foundation and Board of Directors, including approval of disbursements.
- c. Be responsible for handling and reporting correspondence.
- d. Send notices of the Annual Meeting, including the report of the Nominating Committee at least ten days prior to the meeting. (See Article V, Section 2)
- e. Maintain the official records of the Foundation, such as but not limited to meeting agendas, meeting minutes, attendance rolls for meetings, current Bylaws, annual Form 990 filed with the IRS, corporate book, etc.
- f. The Secretary may solicit and use such volunteer assistance as he/she may deem necessary or desirable to effectively carry out the duties of Secretary and shall be responsible for the direct supervision of the work of any such assistant.

**Section 5: The Treasurer shall:**

- a. Receive and be custodian of all moneys of the Foundation and shall deposit, in the name of the Foundation, the same intact daily in such bank or financial institution or service as the Board may direct.
- b. Report at all meetings, with the auditor's report to be given at the Annual Meeting.
- c. File the annual report with the Secretary of State of the State of Florida.
- d. All expenditures or obligations incurred amounting to six hundred dollars (\$600) or less shall be approved and paid by the Treasurer, or in his/her absence by the President. Expenditures exceeding six hundred dollars (\$600) but not exceeding one thousand dollars (\$1,000) shall be reviewed and approved in writing (email shall suffice) by the President before payment is made. Payments in excess of one thousand dollars (\$1,000) shall be first approved and authorized by the Board. In no case will expenditures be authorized unless sufficient funds are on hand.

- e. The Treasurer shall give a report of revenues, receipts, and disbursements, sufficiently classified for easy identification, at each meeting of the Board of Directors for its correction or approval, and this constitutes final approval of all financial matters. In addition, he/she shall perform such other duties as customarily pertain to the office of Treasurer or as he/she may be directed to perform by resolution of the Board of Directors not inconsistent with the provisions of the laws of the State of Florida or these Bylaws. The books of the corporation shall be audited annually by the independent auditor selected by the Board as provided above.

Section 6: At the direction of the President, each officer, including the President, and committee chairs shall develop and prepare written standard operating policies, procedures, and guidelines for their duties that will serve to inform their successors in assuming their duties in the future. These materials will be assembled and maintained by the Secretary for reference, review, and revision from time to time.

#### ARTICLE VIII – EXECUTIVE COMMITTEE

Section 1: The Executive Committee of the Board of Directors shall consist of the four elected officers.

Section 2: The Executive Committee shall have the power to act when problems of an emergent nature arise.

Section 3: Meetings of the Executive Committee may be called by the President with five days written notice. Any three members may constitute a quorum.

Section 4: Any action taken by the Executive Committee, except approval of acts of the President requiring only Executive Committee approval under these Bylaws, will ultimately require Board approval at the next available meeting.

#### ARTICLE IX – NOMINATING COMMITTEE

Section 1: The Nominating Committee shall consist of three members of the Foundation selected not less than sixty (60) days prior to the annual Foundation meeting. The Chairperson shall be appointed by the President. The other two committee members shall be selected by the Chairperson.

Section 2: This committee shall nominate a slate of officers for President, Vice President, Secretary, Treasurer, and three Members-At-Large for the Board of Directors from the membership. The nominees shall have confirmed that they are willing and able to serve in the capacity for which they are being nominated.

Section 3: The slate of candidates shall be presented at the Annual Meeting with a notice of nominations being included in the notice of the Annual Meeting (see Article V, Section 2).

Section 4: In case any member of the Nominating Committee shall be unable to serve, the remaining members of the committee shall fill the vacancy.

Section 5: Nominations for any elected position may be made by any voting member from the floor at the Annual Meeting with prior consent of persons to be nominated, who be present and shall confirm from the floor their willingness and ability to serve.

#### ARTICLE X – STANDING COMMITTEES

Annually, the President shall appoint a Chairperson for each Standing Committee, subject to the approval of the Executive Committee. Each Chairperson shall serve at the pleasure of the President and the Executive Committee and may be removed at any time, with or without cause. The Chairperson shall be responsible to appoint a Vice-Chairperson and such other members as needed to serve on each committee. The duties of the Standing Committees described hereafter are not exclusive and may be modified or expanded by the Board in its discretion from time to time. These committees shall be:

Section 1: Membership Committee, the duties of which shall include, but not be limited to the following:

- a. Conduct membership campaigns to bring into the Foundation all who are interested in the purposes as defined in Article II – Purpose.
- b. Keep an accurate membership list, which is for the exclusive use of the Will McLean Foundation.
- c. Recommend benefits to be conferred on members to encourage, foster, and enlarge the membership. The Board may approve, modify, or reject the member benefits submitted by the committee.
- d. Devise means of raising money for the Foundation, and where appropriate, solicit donations to the Foundation with prior Board approval. This may include recommending additional classes of membership to the Board which may have a higher dues structure and different member benefits, subject to Board approval.
- e. Be tasked by the Board with coordinating member services functions whether at the annual festival, in conjunction with the Annual Meeting or other events in which the Foundation is involved.

Section 2: Florida Folklore/Education Committee, the duties of which shall include, but not be limited to the following:

- a. Endeavor to arouse the interest of youth and individuals of all ages in Florida Folklore and folk arts by whatever means are deemed effective, including but not limited to, offering



willing member musicians or artists to schools and youth organizations to present music or art programs.

- b. Administer the scholarship programs of the Foundation and make recommendations to the Board regarding such existing scholarships or new scholarship programs as they might devise.
- c. Assist with, coordinate with, and support the youth programs offered at the annual festival as requested, recognizing that all aspects of the annual festival occur under the authority of the Festival Committee chairperson and his/her committee members.

Section 3: Publicity Committee, the duties of which shall include, but not be limited to the following:

- a. Recommend to the Board means by which to secure maximum desirable publicity for the activities and objectives of the Foundation.
- b. Formulate recommendations to the Board for promotional activities such as newsletters, website construction and design, advertising, promotional materials, social media and other digital platform presence and other means of publicizing the Foundation, its programs, and events.
- c. Implement the publicity and promotional activities authorized by the Board.

Section 4: Annual Will McLean Music Festival Committee, the duties of which shall include, but not be limited to the following:

- a. Include a Chairperson, who shall be the Festival Director.
- b. Determine and present to the Board all necessary contracts and agreements, including artist compensation and benefits, relating to the presentation of the Festival to the Board for approval.
- c. Select artists to perform at the Festival and schedule the placement of artists on the Festival stages. The Festival selection and scheduling is at the discretion of the committee and is not subject to Board approval as long as the artist has an established connection to the Foundation's purpose and/or to Will McLean or his works.

Section 5: Florida Folk Events and Outreach Committee, the duties of which shall include, but not be limited to the following:

- a. Establish, administer, sponsor, and support live music or other Florida folk arts presentations, other than the annual Festival, as may be approved by the Board of Directors.
- b. Serve as the liaison, as may be appropriate and desired, with other music festivals, music series, and Florida folk organizations, programs, and events to coordinate, cross support, cross sponsor, and promote such events as the Board may direct.

Section 6: The President, with the approval of the Executive Committee, may create and appoint chairpersons of such other committees as he/she deems advisable for such terms as are

necessary. Such committees may include but not be limited to: Yearbook, Historian, Bylaws, Awards, Hospitality, Programs, Parliamentarian, etc. These committees are not to be deemed standing committees. Their Chairpersons are not members of the Board of Directors but shall be invited to attend meetings of the Board as non-voting advisors.

Section 7: It is the duty of each Standing Committee Chairperson to build his/her committee and supervise their work. Each Chairperson may establish subcommittees, if desired or efficient, to accomplish particular tasks or projects.

Section 8: Standing Committees are not required by these Bylaws to have established budgets, but the Board, in their sole discretion, may authorize budgets for such periods, activities, or projects as may be presented for the Board's approval and authorize the funding and administration of that budget on such terms as the Board deems advisable.

#### ARTICLE XI – PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Revised (latest edition) shall govern this Foundation in all cases to which they are applicable and in which they are not inconsistent with the Bylaws of this Foundation.

#### ARTICLE XII – AMENDMENTS

Section 1: These Bylaws may be amended by recommendation of the Board of Directors at any annual or special meeting of the Foundation duly noticed by two-thirds vote of those members present and voting, provided written notice of the proposed amendment shall have been given and all members have been fully informed as to its contents, and there is a quorum present. "Fully informed" shall mean that the text of both the existing Bylaws provision (if any) and the proposed amendment will have been provided to the members along with a brief written explanation of the reasons for the proposed amendment.

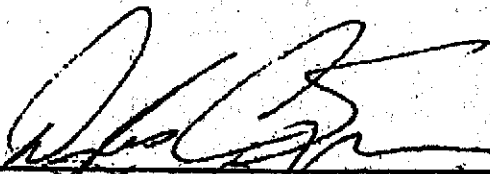
Section 2: A proposed amendment may be submitted by the membership if submitted in writing and signed by at least ten members in good standing. Proposed amendments submitted in this fashion must be received by the Secretary at least thirty (30) days prior to the Annual Meeting in order to be properly included in the Agenda and circulated in the same manner required for a proposed amendment from the Board described above.

#### ARTICLE XIII – CERTIFICATION

The original, or a copy of these bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be by the Secretary in the corporate book and shall provide a copy to any member

of the Foundation upon request. Further, these bylaws, as they may exist and be amended from time to time, shall be made available digitally to members of the Foundation online through the Foundation's website.

By the signature below, the foregoing is hereby certified to be a complete and correct copy of the Amended Bylaws of The Will McLean Foundation, Inc., duly adopted by the members of the Foundation on the day and date appearing above.

By:  President

By:  Vice President

By:  Secretary

By:  Treasurer