

BULGARIAN-AMERICAN CULTURAL CENTER SARASOTA, FLORIDA

BYLAWS

1. GENERAL PROVISIONS

- 1.1. These bylaws constitute the code of rules adopted by the Bulgarian-American Cultural Center - Sarasota, Florida (further referred to as "the Center") for the structure, regulation and management of its affairs.
- 1.2. These Bylaws were adopted in their entirety on a meeting of the Board of Directors of the Center held on September the Twenty-first, Year Two Thousand and Eleventh. All future Amendments of these Bylaws should have a date of adoption.
- 1.3. The Center is a Non for Profit Organization, open for voluntary membership of persons and organizations, working towards the preservation and popularization of the Bulgarian Culture and the Bulgarian Language and their successful integration in the US Society, part of which is the Bulgarian Community in Sarasota, Florida.
- 1.4. The Center is a Florida registered corporation under the name "Bulgarian-American Cultural Center - Sarasota, Florida". In the Bulgarian Language the name is "Българо-Американски Културен Център – Сарасота, Флорида". The abbreviation in the English Language is "BACC" and in the Bulgarian Language "БАКЦ".
- 1.5. A copy of the Certificate of Registration is part of the Bylaws (Appendix A) and is also kept as part of the archives of the Center.
- 1.6. The Center has its own logo and rubber stamp. In its activities and visual materials the Center displays the Bulgarian and the US flags, as well as the flags of other nations, with regard to the international character and scope of its mission.
- 1.7. English is the Official Language of the Center. All documents in writing must be in English with Bulgarian translation to enable their use by all members. For its day-to-day communication the Center uses Bulgarian, as well as English and other languages.
- 1.8. The Center will maintain its own website as the main medium for communicating the goals, ideas and activities of the organization.
- 1.9. The Collective Governing Entity of the Center is the Board of Directors (abbreviated as BD). The official Representative of the Center is the President, as well as other members of the Center, appointed by the Board of Directors.

1.10. The Center is financed by:

- Sponsorship, donations, wills of trust,
- Annual membership fee,
- Grants,
- Fundraisers (sales, cover charges for activities, auctions, etc.),
- Cultural exchange with other organizations.

1.11. All activities of the Center must follow a procedure allowing the Organization to be recognized by the respective governing entities as a Not For Profit Corporation in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Tax Code.

1.12. The Center does not allow discrimination based on race, gender, social, ethnical, religious, national affiliation, as well as on age and health conditions.

1.13. The Center will not participate in and/or sponsor with its name or activities Political Campaigns and Candidacies for Political Elections.

1.14. A voting member of the Board of Directors or other governing body of the Center who receives compensation, directly or indirectly, from the Organization, is precluded from voting on matters pertaining to that member's compensation.

1.15. All activities of the Center will strictly follow all applicable Federal, State and local laws. The responsibility for strict legal compliance in all activities of the Center is carried in whole by the Board of Directors, and specifically by the President as its leading member and permanent representative.

1.16. All documents, related to the Center, are kept for five years as part of the Center's archives.

2. **MEMBERSHIP**

2.1. Membership in the Organization is voluntary.

2.2. Membership is open and available to all persons and entities without discrimination.

2.3. Those, who wish to sign up for membership, fill out a membership application addressed to the BD (Appendix B), in which they provide their name and address, declare acceptance of the goals and the bylaws of the organization, and pay the due membership fees.

2.4. The membership in BACC provides for participation in the day-to-day activities and special events, as well as for right to be elected and/or appointed in the managing bodies.

2.5. There will be two forms of membership in the Center — Personal and Group Membership.

2.5.1. The Personal Membership should be individual, not as family, team, or other kinds of

groups.

2.5.2. The Group Membership (for organizations, companies, etc.) will be approved by the BD for each specific case by determining the membership fee and/or forms of sponsorship. The BD should also determine on a case-by-case basis the representatives of the member-organization, who will be entitled to participate in the activities and management structures of the Center.

2.6. Every personal member pays an annual membership fee determined by the BD and provided as part of the membership application (Appendix B). The membership fee will be structured by the BD and can contain discount for families, multiple children, etc.

2.7. Every member of the Center should use restrain from activities that harm the good reputation of the Center and are in contradiction with the stated mission and goals. All cases of noncompliance with this rule shall be considered and sanctioned by the BD. If immediate actions are necessary, they should be taken by the respective person in charge, appointed by the BD for the specific activity.

2.8. The denial of membership will be decided by the BD in case of illegal activities or other actions of the applicant or respective member/s, hurting the reputation of the Center.

2.9. The members are not responsible for the financial and other tangible obligations of the Center.

2.10. The membership is discontinued when the respective member files a resignation or the BD makes a decision. The reason for membership cancellation has to be entered in writing.

2.11. The individual or group members discontinuing their membership will not receive back any membership fees or any monetary or other donations, made during and prior to their membership period.

3. STRUCTURE

3.1. BOARD OF DIRECTORS

3.1.1. The BD is the highest governing body of the Center. The members are owners of the Florida registered Not for Profit Corporation.

3.1.2. With its decisions and work the BD has the legal and financial responsibility for all activities of the Center.

3.1.3. The BD approves the Bylaws and other important papers that regulate the functioning of the Center.

3.1.4. The BD selects and appoints the President and the other officials that are entitled to represent the Center and to act on behalf of the Center.

3.1.5. All members of the BD must be members of the Center.

3.1.6. New members of the BD are elected from within the current members of the Center based on expressed personal willingness and through voting. The new member has to first become familiar with the Bylaws before the BD can proceed with voting on the candidacy. After a new member of the BD is approved, the Articles of Incorporation of the Center should be changed with the State registration database, at which point the new member is entered as a co-owner.

3.1.6.1. The BD is elected for a two calendar years term.

3.1.7. The membership in the BD is discontinued due to removal through voting, or through resignation. The reasons for discontinuation of the BD membership must be entered in the protocol of the BD meeting. When a member of the BD discontinues their membership, the Articles of Incorporation must be changed to reflect the change of ownership in the Center.

3.1.8. The BD determines and approves the activities and the actions of the Center, i.e. schools, clubs, bands, dance studios, athletic teams, publications, exhibitions, celebrations, commemorative events, and other activities in accordance with the goals and the mission of the Organization.

3.1.9. The BD determines and approves the creation of expert structures within the Center in order to support its functioning, i.e. educational, cultural, sports, accounting, financial, legal, PR, grants and sponsorship solicitation and others, with regard to the activities of the Center. The BD determines whether the work of these structures to be done by the members of the organization voluntarily or for compensation, and also considers hiring outside experts — paid, or for alternative compensation (i.e. in exchange for advertising opportunities on events and publications of the Center).

3.1.10. The BD meets once a Month and also when requested by the President or 2/3 of its members. The meetings are chaired by the President. When the president is absent the meeting is chaired by the Vice President or by a member of the BD, determined by the President or the Vice President

3.1.10.1. The members of the BD must receive advance notice regarding the place and time of the meeting, the agenda and other important facts. The President should provide equal and timely access to information to the members in order to enable them to proceed and vote in an informed and equal way.

3.1.10.2. The BD can have its proceedings and enter decisions without physical presence of the members and conduct meetings over the phone or internet instead. Also, the participants in the meeting can deposit their vote in advance by means of email or other type of mail. In such cases also should be provided equal and timely access to information to all members of the BD.

3.1.10.3. Minutes — for each meeting the BD has to prepare a protocol reflecting the chairing person of the meeting, the recording person making the protocol, the agenda of the meeting, the decisions reached with the number of votes “for” and “against”. When actual voting is conducted the person chairing the meeting has to clearly formulate the proposed decision, then to summon the board to vote, then to announce the number of votes, and then to announce if the proposal has been sustained or approved. This should be reflected in the protocol in writing. Also, the protocol should reflect the place of the meeting, the BD

members and others present, as well as the cases of conference participation and absentee voting. The information distributed beforehand is attached as part of the protocol. The Protocols (Minutes) of the BD meetings are kept for five years and are part of the Centers archives. The Protocols containing the decisions for the founding and the dissolution of the foundation, as well as the Protocols addressing change in membership of the BD, should be kept for as long as the Center exists and should be in English.

3.1.10.4. The decisions of the BD become an act through an open voting procedure, where half of the votes plus one vote constitutes a majority. When the “for” and “against” votes are equal, the vote of the President is counted as two votes. When the President is absent and/or not voting and there is an equal number of “for” and “against” votes, the same right for “double vote” is granted to the Vice President or the BD member chairing the meeting.

3.1.10.5. A member of the BD cannot vote in decisions that involve another organization where he/she is also a member of.

3.1.11. The members of the BD are not permitted to make public any information from the meetings and the correspondence of the BD, except in case of a decision of the BD allowing that.

3.2. GENERAL MEMBERSHIP MEETING

3.2.1. THE General Meeting (GM) of the members of the Center is the event with the highest level of participation in the work of the organization. The GM provides an opportunity for all members together to get informed about the missions and the goals, the condition and the development, the successes and the shortcomings in the work, the financial condition, etc.; and also enables them to make proposals, to criticize and to make comments on everything, concerning the work of the organization.

3.2.2. Annual GM is called upon at least once a year based on a decision of the BD.

3.2.3. Special GM is made when 2/3 of the BD members request it in order to present to the membership special circumstances in the work of the organization and provide an opportunity to take the opinion of the members into consideration (a.k.a. referendum).

3.2.4. The BD decides on its meeting the date, the place and the agenda of the GM, and also approves the official report for the past period to be presented by the President or by a speaker, approved by the President. At the same meeting the BD decides who will be the Chairperson of the GM, the procedure for deposition and acceptance of proposals and decisions (with or Without voting, What form of voting, etc.). At this meeting the BD also decides which guests and nonmembers should be invited to the GM.

3.2.5. The GM presents the most appropriate opportunity for expressing appreciation, presenting awards, reflecting on special events during the period to be covered, and other commemorations.

3.2.6. All members of the Center should be given notice at least 10 calendar days about the place and time of the planned GM, the program, the dress code, if any personal contribution is expected (ex. To bring food and/or beverages, cover charge, special costumes, etc.). The text of

the notice should be approved by the planning meeting of the BD.

3.2.7. Only members of the Center who have paid their membership fee for the current year can participate in the meetings of the organization.

4. RIGHTS AND RESPONSIBILITIES OF THE OFFICERS

4.1. PRESIDENT

4.1.1. The President of the Center has to dutifully and responsibly fulfill the missions and the goals of the organization as determined by the BD and the GM.

4.1.2. The President must lead and carry out the work of the Organization by complying with the Articles of Incorporation of BACC, these Bylaws, and the decisions of the BD as they have been voted for and written in the protocols of the meetings of the BD.

4.1.3. In his/her work the President must follow the laws of the United States, the State of Florida, and Sarasota County.

4.1.4. The BD appoints a President on its meeting from within the members of the BD with open vote with a minimum of 50% of the voting members plus one vote. Every BD member can propose a candidacy. When there is more than one proposal a voting is held based on the “fall-out principal” (the candidacy with the most votes is approved). The BD member for whose presidential candidacy a vote is being held has no right to vote for himself or herself. The President of the Organization also has no right to a double vote if his/her candidacy is being voted for a second term.

4.1.5. The President of BACC is elected by the BD for a two calendar years term. The number of the terms of the President is decided by the BD.

4.1.6. The basic right and duty of the President is to represent the Organization in all circumstances. The President decides who else to represent the Organization in his absence, and also decides on the form of representation and the powers of authority. The President has to inform the BD when he/she delegates his/her rights to another member of the Organization.

4.2. VICE PRESIDENT

4.2.1. The Vice President assists the President in running the affairs of the Center.

4.2.2. The Vice President is elected for a one calendar year term from within the members of the BD. The number of terms is decided by the BD.

4.2.3. The voting on the election of the Vice President is the same as for the President.

4.2.4. The elected Vice President should have the best access and familiarity with the work of the President. This way the members of the BD can elect him/her for a President at the next

presidential election.

4.3. TREASURER

4.3.1. The Treasurer is elected for a one calendar year term from within the BD members.

4.3.2. The Treasurer is directly responsible for the financial affairs of the Center.

4.3.3. The Financial Statement of the Center is approved by the Board of Directors once per year at the Annual Meeting.

4.4. BOOKKEEPER

4.4.1. The Bookkeeper is designated by the BD for a one year term.

4.4.2. The Bookkeeper is directly responsible for preparing authentic protocols from the BD meetings and for safekeeping of the archives of the Center.

4.4.3. The work of the Bookkeeper should follow the instructions of the President or the appointed by the President member of the BD, whereby during BD meetings the Bookkeeper should follow the instructions of the chairperson of the meeting.

5. DISSOLUTION AND MERGER

5.1. The Board of Directors, being owner of the BACC, makes the decisions regarding dissolution and/or merger of the Organization.

5.2. Dissolution should follow in the cases of change in charter, change of name, merger with another organization, or fulfillment and/or implementation of the mission/s of the Organization, as well as in the cases provided by all applicable laws and decree of court/s with jurisdiction on the Center.

5.3. In case of dissolution of the Center all its assets should be distributed in accordance with applicable laws and provisions for Non for Profit Organizations.

APPENDICES

Appendix A: Certificate of Incorporation

State of Florida

Department of State

I certify from the records of this office that BULGARIAN AMERICAN CULTURAL CENTER - SARASOTA FL, INC. is a corporation organized under the laws of the State of Florida, filed on August 26, 2009.

The document number of this corporation is N09000008423.

I further certify that said corporation has paid all fees due this office through December 31, 2010, that its most recent annual report was filed on July 11, 2010, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the Great Seal of Florida, at Tallahassee, the Capital, this the Eleventh day of July, 2010



Paul K. Roberts
Secretary of State

Authentication ID: 200183162632-071110-N09000008423

To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.

<https://efile.sunbiz.org/certauthver.html>

Appendix B: Membership Application

**Bulgarian American Cultural Center Sarasota Florida
(BACC Sarasota)**

The Bulgarian American Cultural Center Sarasota Florida (BACC Sarasota) is a nonprofit organization, founded on July 8 2009, under the laws of the State of Florida.

Our mission is to preserve and foster the Bulgarian heritage, cultural, language, traditions, and customs through music, art, literature, dance, theatre, education, social outlets and more. For more information, please visit our web site :

Membership privileges and benefits:

- 6. Free subscription to BACC website
- 7. Eligibility for election to Board Of Directors
- 8. Special privileges and discount for events sponsored by BACC or its sponsors.
- 9. Right to post a non-commercial link or banner on BACC website

Membership application

Members's full name:

Address:

Street:

City:

State:

Country:

Phone #:

Email:

I am familiar with and accept the Bylaws of the BACC Sarasota. I accept to pay the membership fee of \$20 per year.

Member signature:

Date: