

**FLORIDA FILM & ENTERTAINMENT
ADVISORY COUNCIL BYLAWS**

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ARTICLE I

Name

The name of this organization shall be the **Florida Film and Entertainment Advisory Council (the “Council”)**.

ARTICLE II

Mission

This Council is organized, under Chapter 288, Florida Statutes, and pursuant to Section 288.1252 F.S. The purpose of the Council shall be to serve as an advisory body to the Office of Tourism, Trade and Economic Development and to the Office of Film & Entertainment providing these offices with industry insight and expertise related to developing, marketing, promoting and providing service to Florida’s Entertainment industry.

ARTICLE III

Objectives

The objectives of the Council shall include, but not be limited to the following:

- A. To provide a broad and consistent base of industry-related demographic, economic and informational support to the Office of Film & Entertainment.
- B. To aid in the development of plans to address the needs of Florida’s film and entertainment industry.
- C. To strengthen film & entertainment industry planning and cooperation among public sector agencies and private sector organizations.
- D. To improve the quality of life for all Floridians through the support and enhancement of a business climate that is conducive to the State’s film & entertainment industry.
- E. To advise in the development of an educational system that promotes a seamless K-through college digital/film education track, occupational skills training, and incumbent worker retraining, for the film and entertainment industry in Florida.
- F. To assist governmental institutions and legislators in obtaining the resources necessary to proactively plan for the rapidly changing needs of the digital entertainment medium.
- G. To be inclusive and work with special communities, minorities and diverse organizations in order to develop innovative ways of addressing their unique needs and challenges as they relate to the film and television industry

ARTICLE IV

Powers and Duties

The Council shall have all the powers necessary or convenient to carry out and effectuate the purposes and provisions of its mission in the performance of its duties, which shall include but not be limited to:

- A. Adopt Bylaws for the governance of its affairs and the conduct of its business.
- B. Advise and consult with the Office of Film & Entertainment on the content, development, and implementation of a 5-year strategic plan to guide the activities of the office.
- C. Review the Commissioner of Film & Entertainment's administration of the programs related to the strategic plan, and advise the Commissioner on the programs and any changes that might be made to better meet the strategic plan.
- D. Consider and study the needs of the entertainment industry for the purpose of advising the Commissioner and the Office of Tourism, Trade, and Economic Development.
- E. Identify and make recommendations on state agency and local government actions that may have an impact on the entertainment industry or that may appear to industry representatives as an official state or local action affecting production in the state.
- F. Consider all matters submitted to it by the Commissioner and the Office of Tourism, Trade, and Economic Development.
- G. Advise and consult with the Commissioner and the Office of Tourism, Trade, and Economic Development, at their request or upon its own initiative, regarding the promulgation, administration, and enforcement of all laws and rules relating to the entertainment industry.
- H. Suggest policies and practices for the conduct of business by the Office of Film & Entertainment or by the Office of Tourism, Trade, and Economic Development that will improve internal operations affecting the entertainment industry and will enhance the economic development initiatives of the state for the industry.
- I. Appear on its own behalf before boards, committees, commissions, departments, or other agencies of municipal, county, or state government, or the Federal Government.
- J. Comply with the highest standards of ethics, conduct and the provisions of Florida Statute s. 286.011, s. 288.1253, and all laws governing conflicts of interest, including Chapter 112, Part III, F.S., specifically, and other state and federal statutes as appropriate.

ARTICLE V

Membership

A. **Composition.** The membership of the Council shall consist of seventeen (17) members, seven (7) to be appointed by the Governor, five (5) to be appointed by the President of the Senate, and five (5) to be appointed by the Speaker of the House of Representatives.

B. **Appointments.** When making appointments to the Council, the Governor, the President of the Senate, and the Speaker of the House of Representatives shall appoint persons who are residents of the state and who are highly knowledgeable of, active in, and recognized leaders in Florida's motion picture, television, video, sound recording, or other entertainment industries. These persons shall include but not be limited to, representatives of local film commissions, representatives of entertainment associations, a representative of the broadcast industry, representatives of labor organizations in the entertainment industry, and board chairs, presidents, chief executive officers, chief operating officers, or persons of comparable executive position or stature of leading or otherwise important entertainment industry businesses and offices. Council members shall be appointed in such a manner as to equitably represent the broadest spectrum of the entertainment industry and geographic areas of the state.

1. Council members shall serve for four-year terms.
2. Subsequent appointments shall be made by the official who appointed the council members whose expired term is to be filled.
3. No more than one member of the Council may be an employee of any one company, organization, or association.
4. Any member shall be eligible for reappointment but may not serve more than two consecutive terms.
5. A representative of Enterprise Florida, Inc., a representative of VISIT Florida, and a representative of Workforce Florida, Inc., shall serve as ex-officio, nonvoting members of the Council, and shall be in addition to the 17 appointed members of the Council.

C. **Member of Distinguished Honor.** Members of Distinguished Honor shall be Florida friendly professionals and/or scholars who have made outstanding contributions to their craft (motion picture/television industry), have been recognized with award by their peers for such, and have been recognized by unanimous vote of the Council as distinguished members.

- 1). Appointed Council Members may nominate others for Members of Distinguished Honor and nominees shall be reviewed by the Executive Committee on an annual basis. If membership is approved by unanimous vote of the Committee, the nominee shall be placed on the agenda for the next regularly scheduled Council meeting, for a vote by the entire Council. A majority vote of

the Council will be needed to confirm the nominee as a Member of Distinguished Honor.

2). Recognized members, although not required to attend, shall be invited to all meetings and receive all meeting handouts and materials and are subject to Article IX - Standards of Ethical Conduct.

3). Members of Distinguished Honor may be called upon for advice and/or consultation from time to time.

D. Council Member Absences. Absence from three consecutive meetings shall result in automatic removal from the council. If an appointed member is unable to attend a regularly scheduled quarterly meeting of the full Council, the following absentee policy applies. All other methods of excuse will constitute an unexcused absence.

1) **Excused Absence.** A letter, phone call or e-mail citing the reason for an absence from a regularly scheduled meeting shall constitute an excused absence, when provided to the Council Chair on or before five (5) working days prior to the meeting in question..

2. **Unexcused Absence.** Upon two (2) consecutive unexcused absences from Council meetings a letter of warning to the absentee member will be mailed from the Chair/Commissioner of Film & Entertainment (cc: to official making appointment) indicating the number of recorded unexcused absences and statutory meeting requirements.

3. **Emergency Absence.** A phone call or e-mail citing the reason for the emergency absence must be provided to the Council Chair at the member's earliest possible convenience, or no later than seven (7) working days after the meeting in question. Excessive use of emergency absence shall constitute an unexcused absence on a one for one basis after three (3) emergency absences.

E. Vacancies. If a vacancy on the Council occurs due to death, resignation, removal from office or for any other reason, the unexpired term shall be filled in the same manner as such member was originally appointed to the Council. No vacancies on the Council shall impair the power of the Council to transact any and all business of the Council nor perform all its duties as provided for by Statute.

F. Compensation. Each member of the Council, including the Council officers of Chair and Vice Chair shall serve without compensation, but shall be entitled to reimbursement for per diem and travel expenses incurred in accordance with s. 112.061, Florida Statutes, and Chapter 288, s. 288.1253, F. S. while in performance of their duties, attending meetings of the Council, its committees or its advisory bodies, and for performing such other services on behalf of the Council/Commissioner of Film & Entertainment as may be authorized or approved by the Chair/Commissioner of Film & Entertainment.

ARTICLE VI

Officers

The Officers of the Council shall be chosen from among the members of the Council in such a manner as prescribed herein below and shall include a Chair, and a Vice-Chair. The Council may also appoint such other Officers as it deems necessary for the conduct of its affairs, including, but not limited to, one or more Secretaries, who shall exercise such powers and perform such duties and shall be determined by the Council.

A. **Council Chair.** The Council shall elect a Chair from among its voting members.

1. **Term of Office.** A Chair shall be elected to serve for a term of one (1) year and until his or her successor has been elected. A Chair may be elected to two (2) or more successive terms.

2. **Removal from Office and Vacancy.** The Council Chair may be removed from office by a vote of a majority of the total membership of the Council no sooner than fourteen (14) days after written notice of intent to remove the Chair is filed with the Commissioner of Film & Entertainment. Such written notice of intent to remove the Chair shall state the cause for removal. In the event that a Chair is removed from office, his or her unexpired term shall be filled by a member of the Council in the same manner such Chair was originally elected. Until the election of a new Chair, the Vice-Chair shall serve as Chair. If a vacancy occurs in the office of Chair due to any reason other than removal from office, the unexpired term shall be filled in the same manner in which such Chair was originally elected. Until the election of a new Chair, the Vice-Chair shall serve as Chair.

3. **Powers and Duties.** The powers and duties of the Chair shall be as follows:

- a). Preside at all meetings of the Council.
- b). Appoint, in consultation with the Commissioner of Film & Entertainment, all officers other than Vice-Chair and committees of the Council and other appointments as necessary.
- c). Serve as chief policy advocate for the Council.
- d). Represent the Council at hearings, conferences and other events.
- e). Serve as the Chair of the Council's Executive Committee and on such other council committees as he or she may choose.
- f). In conjunction with the Commissioner of Film & Entertainment arbitrate differences of opinion or resolve questions from committees and generally attend to miscellaneous administrative matters affecting the Council.

B. **Council Vice-Chair.** The Council shall elect a Vice-Chair from among its voting members.

1. **Term of Office.** A Vice-Chair shall serve for a term of one (1) year and until his or her successor as been elected. A Vice-Chair may be elected to two (2) or more successive terms.

2. **Removal from Office and Vacancy.** The Council Vice-Chair may be removed from office by vote of a majority of the total membership of the Council under the same procedures which govern the removal of a Chair. In the event that the office of Vice-Chair becomes vacant for any reason, the unexpired term shall be filled immediately from the membership of the Council in the same manner as such Vice-Chair was originally appointed.

3. **Powers and Duties.** During the absence or disability of the Chair or during the time that a vacancy exists in the office of Chair, the Vice-Chair shall preside over meetings of the Council and shall exercise all the powers and discharge all the duties of the Chair.

ARTICLE VII

Committees

The Chairman of the Council shall administer the assignment of Council members to all committees and assign a Chair to each committee from the members within each committee. Committee members will be chosen based on expertise and the expressed interest of the Council members. No person shall sit on more than two Standing Committees.

A. **Executive Committee.** An Executive Committee is hereby established within the Council.

1. **Membership.** The Executive Committee shall consist of the Chair, the Vice-Chair and the Chair of each Standing Committee. The Chair of the Council shall serve as Chair of the Executive Committee.

2. **Term of Office.** The terms of office of Executive Committee members shall correspond to their terms of office as officers of the Council or Chair of their respective Standing Committees.

3. **Duties.** The duties of the Executive Committee shall include the following:

a) Handle administrative matters referred to it by the Chair or the Commissioner that affect the operation of the Council and should be decided between regularly scheduled Council meetings.

b) Recommend amendments to the Bylaws, decide at the request of the Chair or the Commissioner, who should represent the Council at local, regional and statewide meetings to communicate the programs and services of the Office of Film & Entertainment and Council.

c) When requested by the Chair or the Commissioner, arbitrate differences of opinion or resolve questions from committees and generally attend to miscellaneous administrative matters affecting the

Council, including any matters which for whatever reason have not been assigned to any committee.

d) To advise the Council on matters which are of general concern to the committees.

e) To act in the absence of the full Council in matters of immediate concern.

f) To render advisory opinions with respect to the interpretation and application of Standards of Ethical Conduct for Council Members to all persons who seek advice concerning such policy and to recommend to the Commissioner and to the full Council in cases involving Council members and Committee members, any disciplinary action within the framework or applicable laws and regulations for violation of such policy.

4. **Meetings.** The Executive Committee shall meet at the call of the Chair or Commissioner of Film & Entertainment.

B. Standing Committees. Duties are:

1. To enable the Council and the Office of Film & Entertainment to be more proactive in strategic planning and focus, in day-to-day operations and in long-range planning.

2. To define the specific roles and assign tasks necessary to complete projects of the Council and The Office of Film & Entertainment.

3. To ensure that time and resources are used effectively, efficiently and expeditiously.

4. To fulfill such duties as may be described in the Standing Rules.

C. Ad Hoc Committees. The Film Commissioner may request that the Council Chair establish one or more Special, or Ad Hoc Committees, task forces, councils or other groups, which may be composed of board members and other film and entertainment industry representatives. The Chair shall take under consideration the recommendation of the Commissioner of Film & Entertainment and/or Executive Committee in the appointment of members to such committees, task forces, councils or groups. Any such committees, task forces, council, or other groups shall be dissolved no later than one (1)-year after their creation, unless continued by the Chair.

D. Quorum. A quorum shall be required for all committee meetings. A quorum shall consist of a majority of the total number of authorized members of the committee.

E. Requirements for Committee Meetings. The requirements of Article VIII of these Bylaws with respect to notices of Advisory Council meetings, and voting shall also apply to meetings of the Executive Committee, Standing Committees and Ad Hoc Committees.

ARTICLE VIII

Meetings

The Council shall have regularly scheduled meetings no less frequently than once each quarter of the calendar year, but may provide for meeting more frequently as set by the Chair, Executive Committee, or a quorum vote by the Council.

The Office of the Commissioner of Film & Entertainment shall provide staff assistance to the Council, which shall include, but not be limited to, keeping records of the proceedings of the Council, and serving as custodian of all books, documents, and papers filed with the Council.

A. Notification. All meetings shall be publicly announced and open to the public. Except for special meetings, Council members shall be provided with a notice of a scheduled Council meeting at least 10 days in advance of such meeting. In the case of emergency, the Chair of the Council, with the written consent of the Commissioner of Film & Entertainment, shall prescribe a shorter notice to be given personally or by telecopy to each Council member at his/her residence or business address.

B. Participation by Conference Telephone or Similar Equipment. A member of the Council may participate in a meeting of such Council by means of a conference telephone, Internet Telephony or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence at a meeting for quorum and all other purposes.

C. Public Notice. The Council shall operate pursuant to Florida's Government in the Sunshine Law. Notice of each regularly scheduled Council meeting shall be published in the Florida Administrative Weekly at least seven days prior to the date of the meeting. Committee meetings of the Council shall adhere to the same. The notice shall provide:

- 1) The date, time, and place of the meeting.
- 2) A brief description of the purpose of the meeting.
- 3) An address where interested persons may write to obtain a copy of the agenda.

D. Special Meetings. Special meetings shall be held when called by the Chair, Commissioner of Film & Entertainment, or by written communication of any five (5) or more members of the Council provided, however, that not less than seventy-two (72) hours notice of a special meeting shall be given to each member and to the public. Special meetings shall be called for specific purposes and only the items in the call shall be discussed at the meeting

1. The Council shall provide public notice of all special meetings. The form and place of publication of such notice shall be determined depending on the amount of advance notice available for the meeting. When practical, notice should be given as described in paragraph A (Notification) of this section.

E. Agenda. There shall be an agenda for each meeting listing the items to be considered. The agenda shall be prepared by the staff of the Office of Film & Entertainment, in consultation with the Commissioner and Chair of the Council. For regular meetings the agenda shall be sent to each member at least ten (10)- days prior to the meeting. In the case of special meetings members shall be provided with an agenda at least seventy-two (72) hours in advance of the meeting. Nothing shall come before the Council that is not on the agenda except by an affirmative vote of a majority of the members present at the meeting. When such a non-agenda matter is placed before the Council in this manner, the matter may be acted upon at that meeting.

1. A person may obtain a copy of the agenda of any meeting of the Council or a committee by writing to the Office of Film & Entertainment or by appearing in person at the Film Commission office.

F. Quorum. A quorum shall be required for a meeting of the Council. A quorum shall consist of a majority of the total number of authorized members of the Council.

G. Voting. Except as otherwise required by Florida Law or these Bylaws a majority vote of those members present at a meeting shall be required to adopt a motion. The vote of any member of the Council shall be equal to the vote of any other member in considering or acting upon any question, proposal or other matter before the Council. No person shall be entitled to vote by proxy, through a designee or appointee, or in absentia.

H. Minutes. A record shall be kept of all actions of the Council and committee in meeting. Meetings of the Council and committees shall be recorded electronically, or a transcript made, and such records shall be preserved pursuant to Chapter 119, Florida Statutes. Support staff to the Council shall prepare written minutes of the actions of the Council or committee and shall provide a copy to each Council or committee member within thirty (30) days of such meeting or at least ten (10) days prior to the next regularly scheduled meeting. The written minutes shall be approved by the Council or committee at the next meeting. Such record shall describe the subject considered, the motion made, a brief summary of discussion on the motion, if any, and the results of the vote on the motion. Should any person wish to appeal any decision made with respect to the above-referenced meetings, he or she may need to ensure verbatim recording of the proceedings in order to provide a record for judicial review.

1. **Public Access to Records.** Any records of the Council and its committees are open to public inspection under the supervision of the Office of Film & Entertainment personnel and in such manner as will not unreasonably interfere with the orderly conduct of business. The Office of Film & Entertainment may assess the actual cost of the copying of any such records, as provided in s. 119.07, Florida Statutes.

ARTICLE IX

STANDARDS OF ETHICAL CONDUCT

A. Declaration of Policy. It is the policy of the Council that Council members, committee members, will adhere to the highest standards of ethical conduct in the discharge of their official acts. In order to ensure the proper administration and operation

of the Council in pursuit of the public interest, Council members and committee members will avoid any action, whether or not specifically prohibited in the following sections, which might result in, or create the appearance of:

1. Using Film and Entertainment Advisory Council member status for private gain.
2. Giving preferential treatment to any organization or person.
3. Impeding governmental efficiency or economy.
4. Making decisions outside official channels.
5. Losing independence or impartiality of action.
6. Denying any citizen or group access to the decision making process of the Council.
7. Affecting adversely the confidence of the public in the integrity of the Council.

ARTICLE X

AMENDMENTS TO BYLAWS

A. Procedure. These Bylaws may be amended by an affirmative vote of a majority of the full membership of the Council

1. **Conforming Amendments.** In the event the Florida Legislature amends the statutes governing the Council, and such amendment is inconsistent with a provision of the Bylaws, the Bylaws shall be automatically amended upon approval of the Executive Committee to conform to such amendment.
2. **Severability.** The provisions of this policy are severable and if any of the provisions shall be held unconstitutional or invalid by a court of competent jurisdiction, the decision of the court shall not affect or impair any of the remaining provisions.

ARTICLE XI

RULES

Except as otherwise provided, all meetings of the Council and its committees shall adopt informal operating procedures. Meetings are to be guided by and generally conducted in accordance with Robert's Rules of Order, newly Revised, so far as not inconsistent with the Laws of Florida, or with these Bylaws.