

## ARTICLE I - NAME AND LOCATION

The name of this corporation shall be Purpose & Talent Incorporated. The principal office of P & T Organization shall be in the greater Miami, Florida area with other offices in such other locations as may from, time to time, be established, changed or eliminated by the Board of Directors (as defined in Article III, Section 1 of these Bylaws).

## ARTICLE II – MEMBERSHIP

**SECTION 1. MEMBERS:** The P & T Organization shall have members subject to the requirements and designated by the classifications set forth in this Article II.

**(1.1) CATEGORIES OF MEMBERSHIP:** The P & T Organization shall have the following categories of membership: *Participation Members*, *Volunteer Members*, and *Associate Members* (each, a “**Membership Category**”), provided that the Board of Directors (as defined in Article III, Section 1) may, by a vote of no less than two-thirds (2/3) of the Directors in attendance at a Board of Directors meeting, or via electronic vote, establish or eliminate one or more talent genre classes and/or categories of membership as they may deem appropriate and in the best interest of the P & T Organization. The further mention of total members regarding all membership categories hereunder are referred to in these Bylaws as “**Organizational Members.**”

**A) *Participation Members:*** Also referred to as a “**Talent Affiliate**” must be a natural person who desires to partake/perform in Purpose & Talent Community events under the events’ management regarding the P & T organization; abiding by signed applicable terms of agreement during specified events. Affiliates must confirm their intent to work obligingly under the stated conditions of the participants signed application, as long as the Affiliation is active. Any such person shall be eligible for participation as a Talent Affiliate, unless otherwise determined by the Board of Directors regarding such person’s application for affiliation and/or the dispensation upon timely payment of such annual dues as may from time to time be established by the Board of Directors for Talent Affiliates. *Talent Affiliates Concerning Talent Genre Classes:* Talent Affiliates must commit to at least one of the following specified *Talent Genre Classes: Country Genre, R&B Genre, Rap Genre, Rock Genre, Jazz & Blues Genre, Creative Arts Genre, Spoken Words & Expression Genre, and Studio Team Genre.*

**B) *Volunteer Members:*** A “Volunteer Member” must be a natural person who acts in the capacity of a “volunteer” regarding Purpose & Talent Charitable events under the direct management of the P & T organization, abiding by the voluntary applicable terms of agreement. Volunteer Members must confirm their intent to work voluntarily under stated conditions of the Volunteer’s signed application, as long as Membership is active. Any such person shall be eligible for membership as a Volunteer Member, unless otherwise determined by the Board of Directors regarding applicable requirements of such person’s application for membership.

**C) *Associate Members:*** The Board of Directors may establish criteria for record labels and other industry business organization employees, officers and director eligible for the positions of a *Genre Manager*. A person shall be eligible for membership as an “Associate Member” only upon approval of the Board of Directors of such person’s application for membership and upon timely payment of such annual dues as may from time to time be established by the Board of Directors for Associate Members.

**1.2) LIMITS:** In addition to any limitations set forth in these Bylaws on any Membership Categories & Sub Categories, the Board of Directors may establish criteria limiting the number of employees, officers, directors, and members, to include any organization and its affiliates who may be Members in any, or all Membership Classes.

**1.3) PARTICIPANT MEMBERS VOTING RIGHTS:** Talent Affiliates in Good Standing committed to a Specified Talent Genre Class shall have the *following rights to vote* during designated time periods by the Board of Directors as they are to address necessities regarding each *Talent Genre Class*:

#### **Talent Affiliates Re-election of Genre Managers**

**1.3a)** For Participant Members committed to a *Talent Genre Class* with at least 15 Members in Good Standings (as that term is defined Section 1/1(A) of this Article II) but not more than 28 Good Standing Members of the requesting genre class, that *Talent Genre Class* shall have the right to vote to elect one (1) Genre Manager for that *Specified Talent Genre Class*.

1.3b) For Participant Members committed to a *Talent Genre Class* with at least 29 Members in Good Standings but not more than 56 Good Standing Members of the requesting genre class, that *Talent Genre Class* shall have the right to vote to elect two (2) Genre Manager for that *Specified Talent Genre Class*.

1.3c) For Participant Members committed to a *Talent Genre Class* with at least 57 Members in Good Standings but not more than 84 Good Standing Members of the requesting genre class, that *Talent Genre Class* shall have the right to vote to elect three (3) Genre Manager for that *Specified Talent Genre Class*.

1.3d) For Participant Members committed to a *Talent Genre Class* with at least 85 Members in Good Standings but not more than 112 Good Standing Members of the requesting genre class, that *Talent Genre Class* shall have the right to vote to elect four (4) Genre Manager for that *Specified Talent Genre Class*.

1.3e) For Participant Members committed to a *Talent Genre Class* with at least 113 Members in Good Standings but not more than 140 Good Standing Members of the requesting genre class, that *Talent Genre Class* shall have the right to vote to elect five (5) Genre Manager for that *Specified Talent Genre Class*.

*Genre Managers* elected by the vote of Talent Affiliates hereunder are referred to in these Bylaws as “**Genre Manager.**”

**1.4) VOLUNTEER MEMBERS VOTING RIGHTS:** Volunteer Members in Good Standing shall have a *right to vote* on voluntary matters concerning volunteering members during designated time periods by the Board of Directors as they are to address legitimate concerns regarding Volunteering Members. *Voluntary Subject Matters* involving volunteers are to be prior approved through the Board of Directors.

Voting matters pertaining to Volunteer Members hereunder are referred to in these Bylaws as “**Voluntary Subject Matters.**”

**1.5) ASSOCIATE MEMBERS VOTING RIGHTS:** Members in good standing shall have the following rights to vote:

### **Associate Members Re-election of Directors**

1.5a) The Association Membership Class with at least 25 Good Standing Members (*as that term is defined Section 1.9 of this Article II*) but not more than 150 Good Standing Members, the Good Standing Members of such Membership Class shall have the right to vote as a class to elect one (1) Director.

1.5b) The Association Membership Class with at least 151 Good Standing Members but not more than 300 Good Standing Members, the Good Standing Members of such Membership Class shall have the right to vote as a class to elect one (2) Directors.

1.5c) The Association Membership Class with at least 500 Good Standing Members, the Good Standing Members of such Membership Class shall have the right to vote as a class to elect one (3) Directors.

Director/s elected by the vote of Associate Members hereunder are referred to in these Bylaws as “**Associate Directors.**”

Organizational Members within a Membership Class may cast only one vote per nomination pertaining to each specific voting criteria, and the most votes accumulated per class shall be the elect(s).

**(1.6) AMENDMENT TO BYLAWS:** Organizational Members within membership categories shall have the right to vote on any amendment to these Bylaws within time specified by the Board of Directors.

**(1.7) NO OTHER VOTES:** Except as expressly provided in this Section (1.4) or otherwise required by any provision regarding Florida Nonprofit Corporation Law which may not be altered by the bylaws of an organization, no other matters shall be submitted or subject to a vote of any of the Members.

**(1.8) DUES:** Each Member in a Membership Class must pay, at the time and on the conditions set by the Board of Directors, the dues, fees and assessment for that Membership Class as may be fixed from time to time by the Board of Directors, and the Board of Directors may, in its discretion, set different dues, fees and assessments for each Membership Class.

**(1.9) INDIVIDUALS IN GOOD STANDING/PAID MEMBERS:** Members/Affiliates who have paid the required dues, fees and assessments in accordance with these Bylaws shall be Members in good standing. The term “**Good Standing Members**” means those who have paid applicable dues established by the Board of Directors for their respective Membership Class for the current year, to include Members who, upon approval of the Board of Directors, have not been required to pay any dues for their respective Membership Class for the current year.

**SECTION 2. APPLICATION FOR PARTICIPATION:** Any person or organization seeking to become a Member/Affiliate must apply in writing, or by electronic means, to the Board of Directors in such form and providing such information as the Board of Directors may, from time to time, establish or require; provided that each application must (a) indicate the Membership Class sought, (2) provide sufficient information for the Board of Directors to determine the appropriate Membership Class for such applicant, (c) be signed by the applicant, (d) be accompanied by payment of the appropriate dues, if any, and (e) state that the applicant, if approved as a Member, accepts and agrees to be bound by the Applicable Terms of Agreement & Bylaws of the P & T Organization.

**SECTION 3. CLASSIFICATION:** The President of the P & T Organization may propose to reclassify any Participant to a different Membership Class by giving written notice to the Member and to the Board of Directors of the basis of the re-classification. In the event the Member objects to the re-classification, the participant may submit written objection (the “**Reclassification Objection**”) to the Board of Directors with thirty (30) days following receipt of the notice of re-classification. If the Member does not make a Reclassification Objection within such thirty (30) day period, the re-classification shall become effective immediately and without further action at the end of such thirty (30) day period. If a Reclassification Objection is given, the Board of Directors shall determine whether to re-classify such Participant within thirty (30) days following the Reclassification Notice, and if the Board does not give notice to the affected Individual of its determination within forty five (45) days of the Reclassification Objection, the Member’s Membership Class shall remain the same, unless otherwise determined by the President of the P&T Organization.

**SECTION 4. TERMINATION OF MEMBERSHIP:** A membership shall be terminated, and a Participant shall cease to be or have any rights of a Member, on the occurrence of any of the

following events (in no event may a membership be terminated except as provided in the Florida Corporations Code and in these Bylaws):

- (a) Written resignation of the Member delivered to any Director or officer of the P & T Organization;
- (b) The Member's failure to pay any dues, fees or assessments set by the Board of Directors for that Member's Membership Class, within thirty (30) days following the date upon which such dues, fees or assessments are due;
- (c) An event which renders an individual ineligible for the Membership Class of that Category;
- (d) In the case of a Member who is a natural person, the death of that Member;
- (e) In the case of a Member that is an entity, the dissolution of that Member;
- (f) If a Member's attempt to transfer or assign the Member's membership or any right arising from Membership; and
- (g) The expulsion of the Member pursuant to Section 5 of this Article II.

**SECTION 5. EXPULSION:** A Member may be expelled from Purpose & Talent Corporation if, upon a written recommendation, signed by two (2) or more Members, the Board of Directors determines that the Member's continued membership is not in the best interest of the P & T Organization, or that the Member has otherwise engaged in conduct that is adverse to the purposes of the Organization. A copy of the written recommendation shall be furnished to the Member who is the subject of such charges not less than two (2) weeks prior to the meeting of the Board of Directors at which the matter will be considered, and such Member shall have the right to be heard, either orally or in writing, at or before such meeting, and the Board of Directors shall determine whether to expel such Member. Each Member agrees to be bound by the decision of the Board of Directors in these matters.

**SECTION 6: TRANSFER NOT PERMITTED:** No membership or right arising from any membership may be transferred, without the consent of the President of the organization.

**SECTION 7: MEETINGS OF MEMBERS:**

**(a) ANNUAL MEETINGS:** The annual meeting of the Members for the election of those Directors which are to be elected by a Membership Class and the transaction of such other business as may properly come before the meeting shall be held at a time and place as may be determined by the Board of Directors.

**(b) SPECIAL MEETINGS:** Special meetings of the Members or of any Membership Class may be called at any time by any Director, or any member of the Officer Leadership Team (as defined in Article IV, Section 1(c) of these Bylaws), or any three (3) Members. Meetings of the Members shall be held at any place designated from time to time by the Board of Directors, and in the absence of such designation, meetings shall be held at the P & T Organizations principal office.

**(c) PARTICIPATION:** Subject to such procedures as the Board of Directors may adopt, Members not physically present at a meeting of Members may, by conference telephone, electronic transmission to and by the P & T Organization, by electronic video screen communication, or by written ballot, participate in a meeting of Members, be deemed present at a meeting of Members, and vote at a meeting of Members. **(d) QUORUM; REQUIRED VOTE:** For matters upon which Members vote as a Membership Class, one-third (1/3) of the Members of the Membership Class who are entitled to vote on a matter shall constitute a quorum for that matter, and for matters upon which Members do not vote as a Membership Class, one-third (1/3) of the Members entitled to vote on such matter shall constitute a quorum. Every act or decision done or made by: (i) a majority of the Members (or the Membership Class as applicable) present at a meeting duly held at which a quorum is present; or (ii) in the case of a vote of any amendment to these Bylaws pursuant to Article VI, Section 1, the vote of a majority of the Members returning ballots within the time specified by Article VI, Section 1 of these Bylaws; or (iii) in the case of any other matter for which the Board of Directors authorizes use of a written, internet or electronic ballot for Member voting, the ballots are returned by Members sufficient to constitute a quorum had a meeting been held; shall in each case be regarded as the act of the Members, unless a greater number is required by law, the Articles of Incorporation or these Bylaws.

**SECTION 8. NOTICE OF MEETINGS:** Written notice of the date, time, and place of, and the means of electronic transmission by and to the P & T Organization, electronic video screen communications, or voting by ballot (if any) by which Members may participate in, any annual or special meeting of Members shall be given not less than ten (10) days before the date fixed for the meeting. For a special meeting, the notice shall state the general nature of the business to be transacted and that no other business shall be transacted. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when such notice is given. Said notice shall be given by sending a copy of said notice to each Member entitled

to vote on matters which are the subject(s) of such meetings by first-class mail deposited in the United States Post Office addressed to such Member at the last known place of residence or business, by electronic or facsimile transmission to the e-mail address or facsimile number shown on P & T Organizational records, or by publishing such notice at least ten (10) days before the date of such meeting in a newspaper having general circulation in the county in which the principal office of the P & T Organization is located.

**SECTION 9. REPRESENTATIVES OF MEMBERS:** If a Member is not a natural person, the Member shall designate, in its application for membership and otherwise from time to time in writing, one or more persons upon which are authorized by the Member to vote or otherwise act on behalf of the Member with respect to any Organizational matters, and the P & T Organization may rely on such person(s) so designated as authorized representative(s) of the Member unless and until the Member advises the Organization in writing to the contrary.

**SECTION 10. VALIDITY OF A DEFECTIVELY CALLED OR NOTICED MEETING:** The transactions of any meeting of the Members, however called and noticed, shall be as valid as though had at a meeting duly held after regular notice if a quorum is present and if, either before or after the meeting, each of the Members not present, or who, though present, has prior to the meeting or at its commencement protested the lack of proper notice to him or her, signs a written waiver of notice or consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be made a part of the minutes of the meeting.

### **ARTICLE III - DIRECTORS**

**SECTION 1. BOARD OF DIRECTORS:** Subject to any limitations contained in the Articles of Incorporation or these Bylaws, the activities and affairs of the Organization shall be conducted and all corporate powers shall be exercised by or under the direction of the Organization's board of directors (the "**Board of Directors**"). The Board of Directors may delegate the management of the activities of the P & T Organization to any person or persons, or committees however composed, provided that the activities and affairs of the Organization shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

**SECTION 2. NUMBER OF DIRECTORS; SELECTION AND TERM OF OFFICE:** The authorized number of directors shall be determined from time to time by resolution adopted by the Board, unless otherwise of specified or amendment of these Bylaws.



**SECTION 3. ELECTION OF DIRECTORS:** The Board of Directors shall initially elect Class Director/s, Associate Director/s, and Executive Director/s along with a determined amount (established through resolution of the Board) of other Committee Leaders (“**the Committee Directors**”). Candidates for Committee Directors and offices shall be nominated in accordance with Article V of these Bylaws, and the Leadership Development Team shall be solely responsible to present a proposed slate of Committee Directors to the Board of Directors for approval.

**SECTION 4. TERMS:** The duly elected Class Directors and Committee Directors shall serve an initial terms of two (2) calendar years. After the two (2) initial calendar years, Class Directors and Committee Directors shall be eligible for re-election.

**SECTION 5. VACANCIES:**

**(a) CLASS DIRECTORS:** If any Class Director resigns, is removed or cannot complete his/her term due to death or disability, then if the remainder of the term to be filled is six (6) months or longer, an election will be held the following calendar year so that the appropriate Membership Class may elect a successor to fill the vacancy for the remainder of the term.

**(b) COMMITTEE DIRECTORS:** If any Committee Directors resigns, is removed or cannot complete his/her term due to death or disability, then the Officer Leadership Team (as defined in Article VII below) shall be entitled to nominate a replacement to serve the remaining term if it is six (6) months or more, which nominee shall not become a Director until and unless approved by the Board of Directors.

**SECTION 6. REMOVAL OF DIRECTORS:** Should any Director have three (3) “unexcused” absences at meetings of the Board of Directors per term, the Board of Directors may remove the Director. The vacancy so created may be filled as provided for in Section 5 above. Any Class Director may be removed from office by the vote of the Members of the Membership Class during determined re-election periods. In addition, any Director shall be deemed removed from office if such Director has been declared of unsound mind by order of court or convicted of a felony.

**SECTION 7. BOARD MEETINGS:**

**(a) REGULAR MEETINGS; ANNUAL MEETING:** Regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed by the Board of Directors. The last regular meeting of the Board scheduled in each calendar year shall be designated as the annual

meeting of the Board for the purpose of electing Committee Directors, appointment of officers (including the Officer Leadership Team as defined in Article IV).

**(b) SPECIAL MEETINGS:** Special meetings of the Board for any purpose or purposes may be called at any time by the President, Vice President, or any other Board Directors. Special meetings of the Board may be held upon five (5) days' notice by first-class mail or electronic mail, or one (12) hour notice given personally or by telephone (including voice messaging systems), telegraph, telex or other similar means of communication. Any such notice shall be addressed or delivered to each Participating Director at such Director's address, electronic address, or telephone number as it is shown upon the records of the P & T Organization. If such address is not shown on such records or is not readily ascertainable, the physical location and place in which the Director's meeting is held are to be provided to each involved Director.

**(c) PARTICIPATION:** Subject to such procedures as the Board of Directors may adopt, Directors not physically present at the meeting may, by conference phone, by electronic transmission to and by the P & T Organization, by electronic video screen communication, or by written ballot, participate in a meeting of the Board of Directors, be deemed present at a meeting of the Board of Directors, and vote at a meeting of the Board of Directors.

**SECTION 8. QUORUM; ACTS OF THE BOARD OF DIRECTORS:** One-third (1/3) of the Directors then in office shall constitute a quorum of the Board for the transaction of business, except that a majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number is expressly required by law these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

**SECTION 9. ACTION WITHOUT MEETING:** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board of Directors and shall be filed with the minutes of the proceedings of the Board of Directors.

## **SECTION 10. COMMITTEES:**

**(a) GENERAL:** The Board of Directors may appoint one or more committees, each consisting of two or more Directors, and delegate to such committees any of the authority of the Board except with respect to:

**(1)** Any actions in which contradicts any required Non-Profit Corporation Laws or these Bylaws also required approval from Members;

**(2)** Already filling vacancies on the Board of another committee or the appointment of filling other committees of the Board;

**(3)** The fixing of compensations of the Directors for serving on the Board or on any committee;

**(4)** The amendment of the Bylaws;

**(5)** The amendment or repeal of any resolution of the Board of Directors which by its express terms is not in an amendable or repeal able status.

**(b) EXECUTIVE COMMITTEE:** The P & T Organization shall have a standing “**Executive Committee,**” which shall be comprised of the President, Vice President, Executive Director, the immediate Past Chairman, for a minimum one-year term upon expiration of his/her term of office as Chairman, and up to ten (10) other Directors and committee members as may be appointed by the Board of Directors from time to time; and the Officer Leadership Team shall present to the Board of Directors a slate of Executive Committee member candidates for approval. The Executive Committee, unless limited by a resolution of the Board, shall have and exercise all the authority of the Board of Directors in the management and the business and affairs of the P & T Organization between meetings of the Board of Directors, provided, however, that the Executive Committee shall not have the authority of the Board of Directors in reference to those items enumerated in Article III, Section 10 (a) (1) through (5) of these Bylaws. All actions of the Executive Committee shall be reported to the Board of Directors at the next duly scheduled Board of Directors meeting.

## **ARTICLE IV - OFFICERS**

### **SECTION 1. OFFICERS:**

**(a) OFFICERS:** The officers of the P & T Organization shall be: (1) a President, (2) a Vice President, (3) a Secretary, (4) a Treasurer, and (5) such other officers as from time to time may be established by the Board of Directors; provided that the Board of Directors may eliminate offices so long as the P &

T Organization has at least the following three officers: a President, a Secretary and a Treasurer. The President, Vice-President, and any other assigned positioned officers established by the Board of Directors shall collectively be known as the “**Officer Leadership Team.**”

**b) PAST CHAIRMAN:** The immediate “Past Chairman” will serve a one-year term as a Board member and Executive Committee member upon expiration of his/her term in office as Chairman. Following such one-year period, said Past Chairman could remain on the Board as a Director upon ratification by the Board. He/she may choose to resign from the Board after the one-year term as immediate Past Chairman expires. Each Past Chairman will be a director with full voting rights as long as he/she remains on the Board and in this capacity. If a Past Chairman wishes to continue serving on the Board after the expiration of the one (1) year term, he/she must be re-elected to the Board by the members in their respective membership category or appointed by the Officer Leadership Team and if appointed, he/she must be approved by the Board.

**(1) TRANSITION PROVISION:** Any named Past Chairman’s terms of office shall expire at the annual meetings in the year set forth herein:

**(c) APPOINTMENT:** The officers of the P & T Organization shall be chosen by, and shall serve at the pleasure of the Board of Directors, and shall hold their respective offices until their resignation, removal, or until their respective successors shall be appointed. Any officer may be removed, either with or without cause, by the Board of Directors at any time. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer. Any officer may resign at any time by giving written notice to the organization, but without prejudice to the rights, if any, of the P & T Organization under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Vacancies in any office because of death, resignation, removal, or any other cause shall be filled by the Board of Directors. All records and assets of the P & T Organization must be returned to the organization or its designee(s) by any former officer (or such officer’s estate) as soon as possible, but in no event later than sixty (60) days, after such former officer has ceased to be an officer for any reason.

**SECTION 2. REMOVAL OF OFFICERS:** Should any officer fail to attend two (2) meetings of the Board of Directors in a given year without being “excused” by the Board of Directors, the Board of

Directors may vote to remove the officer from his/her office. If the Chairman/President is removed from office, or vacates the office, the Board of Directors shall appoint the Vice-President to serve as the Chairman. With respect to any vacancy of office of the President, Vice-President or any other officer, that vacancy will be filled by the Board of Directors.

### **SECTION 3. DUTIES OF THE OFFICER LEADERSHIP TEAM:**

**(a) CHAIRMAN/PRESIDENT** - The President is responsible for ensuring that the Board of Directors and its members are aware of and fulfill their governance responsibilities; also to comply with applicable laws and bylaws; ensuring to conduct board business effectively and efficiently; holding himself accountable towards the organizational mission/goals and performance. The President is the primary liaison between the Board and the executive director.

**(b) VICE-PRESIDENT:** The vice president presides in the absence of the president, works with other officers and committee members, is ex-officio member of all committees, and carries out such duties and assignments as may be delegated by the president. Such other powers and duties as the Board of Directors or the Bylaws may require. The President shall also work with the Chairman to prepare to move into the office of Chairman.

**(c) APPOINTED OFFICER:** Any appointed Officer/s shall perform the functions of the office of the Vice-President in the absence or disability of the Vice-President, and shall perform such other duties as may be assigned from time to time by the Board of Directors. This appointed officer shall also prepare to move into the office of Vice-President.

### **SECTION 4. DUTIES OF OTHER OFFICERS:**

**(a) SECRETARY:** The Secretary shall keep or cause to be kept, at the main office of the P & T Organization, a copy of the Articles of Incorporation and Bylaws, as amended to date, a record of the Members, showing each Member's name, address (including electronic address and facsimile number, if any), and Membership Class. The Secretary shall give, or cause to be given, notice of all meetings of Members and of the Board of Directors that these Bylaws require to be given. The Secretary shall be responsible for keeping a permanent record of all minutes of meetings of the Board of Directors and all meetings of Members. The Secretary shall be responsible for any other duties as may be prescribed by the Board of Directors from time to time. The Secretary may, but need not be, a Director.

**(b) TREASURER:** The Treasurer, subject to the supervision and direction of the Officer Leadership Team and the Board of Directors, shall have the responsibility of the funds and securities of the P & T Organization. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of Purpose & Talent Inc. income properties and transactions. The Treasurer shall send or cause to be given to necessary Members and Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board of Directors. The books of account of the Organization shall be open to inspection by any Director at all reasonable times. The Treasurer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Purpose & Talent Organization with such depositories as the Board of Directors may designate; (ii) disburse Purpose & Talent's funds as the Board of Directors may order; (iii) render to any Director, when requested, an account of all transactions and the financial condition of the P & T Organization; and (iv) have such other powers and perform such other duties as the Board of Directors may require. The Treasurer shall give the P & T Organization a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of the office and for restoration to the P & T Organization of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his/her death, resignation, retirement, or removal from office. The Treasurer may, but need not be, a Director.

#### **ARTICLE V – NOMINATIONS**

**SECTION 1. NOMINATIONS:** For the purposes of identifying nominees and candidates for Committee Heads and other offices for annual election shall be the responsibility of the Leadership Development Committee. The P & T President shall build and appoint a **“Leadership Development Committee”** composed of three (3) or more Directors and/or industry leaders. The Leadership Development Committee shall recommend at least two (2) and no more than four (4) candidates for each open Director position. Board of Directors may add nominees to the slate of Director candidates

#### **ARTICLE VI - AMENDMENTS**

**SECTION 1. AMENDMENTS:** Upon a vote of two thirds (2/3) of Directors present at a meeting or via electronic ballot, the Board of Directors may recommend to the Members that the Bylaws be amended. Any proposed amendment shall be submitted by written, internet, and/or electronic

ballot to the Members, and a majority of the ballots returned within the time specified by the Board or Directors, shall be required for membership approval of any such Amendment. The President shall appoint a tenable process for the purpose of organizing the results of the ballot.

#### **ARTICLE VII - ANNUAL AWARDS**

**SECTION 1. AWARDS:** At a time and place determined, the Board of Directors shall opt to acknowledge excellence in various categories concerning the Purpose & Talent Incorporated field by presenting awards to the selected individual/s of each category (the “**Awards**”). Categories and timeframe for Awards shall be determined from time to time by the Board of Directors.

**SECTION 2. VOTING PROCEDURE:** The voting procedure for Awards shall be determined from time to time by the Board of Directors, subject to the requirements of these Bylaws and any other applicable legal requirements. Unless designated as a “**Board Award**” by two-thirds (2/3) vote of the Directors in attendance at a Board of Directors meeting, the finalists and winners for each Award shall be determined by a vote of the Members entitled to vote on Awards. All ballots shall contain a space to write-in a candidate. Voting procedures shall be established by the Board of Directors and may include procedures for electronic voting. The ballots shall be tabulated under strict procedures by an independent firm to ensure accuracy, fairness, security and to prevent fraud and tampering. All voting shall be confidential and shall be accomplished by secret ballot. The voting procedure shall be kept on file at the P & T Organization’s principal office.

**SECTION 3. AWARD CRITERIA:** The criteria to be used to nominate candidates for each Award shall be determined from time to time by the Board of Directors. The Award criteria shall be kept on file at the P & T Organization’s principal office.

#### **ARTICLE VIII - MISCELLANEOUS**

**SECTION 1. CHECKS, DRAFTS, AND CONTRACTS:** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Purpose & Talent Inc., shall be signed or endorsed by at least one officer of the P & T Organization or by such person or persons and in such manner as, from time to time, shall be determined by a resolution of the Board of Directors. Except as otherwise provided by a resolution of the Board of Directors, any two (2) officers appointed by the Board of Directors may enter into any contract or execute any instrument in the name of and on behalf of the P & T Organization, and unless authorized by the Board of Directors, no other agent or employee shall have any power or authority to bind the

Organization by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

**SECTION 2. RECORDS:** The P & T Organization shall keep adequate and correct books and records of accounts and shall keep minutes of the proceedings of its Board of Directors, and the committees of the Board of Directors, and the Members, and a record of the name, address, phone number, e-mail address (if any), facsimile number (if any) and Membership Class of each Member. All books and records shall be kept either in written form or in any other form capable of being converted into written form.

**SECTION 3. CONSTRUCTION AND DEFINITIONS:** Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in General Provisions for made Florida Non-Profit Charitable Organizations under Chapter 617 Corporations Not for Profit. Any such laws shall govern the construction of these Bylaws.

**SECTION 4. INDEMNIFICATION:** To the fullest extent permitted by law, the Purpose & Talent corporation may indemnify its Directors, officers, employees, and other persons described in Chapter 617 corporations for not for profit, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the P & T Organization, by reason of the fact that the person is or was a person described in that section.

**(a)** On written request to the Board of Directors by any person seeking indemnification under Chapter 617 corporations for not for profit has been met and, if so, the Board of Directors may authorize indemnification.

**(b)** If the Board of Directors cannot authorize indemnification, because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board of Directors shall promptly call a meeting of Members. At that meeting, the Members shall determine under Chapter 617 corporations for not for profit whether the applicable standard of conduct has been met and, if so, the Members present at the meeting in person or by proxy may authorize indemnification.



**SECTION 5. INSURANCE:** The Purpose & Talent Incorporated shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising from the officer's, Director's, employee's, or agent's status as such.

#### **CERTIFICATE OF SECRETARY**

I, Cindy Jennings Barnes, hereby certify:

I am the duly appointed Secretary of the Purpose & Talent Incorporated, a Florida 501 c 3 Non Profit- Charitable Corporation (the "**P & T Organization**"). The foregoing Bylaws are a true and correct copy of the Bylaws of the P & T Organization as duly amended and restated effective as of March 26, 2013, as voted on and accepted by the Board of Directors of the P & T Organization via electronic ballot on January 14, 2014, and approved by the required vote of the Members (as described therein).

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Purpose & Talent Incorporated this 14<sup>th</sup> day of January, 2014.

Cindy Jennings Barnes, Secretary

The Purpose & Talent Incorporated is always looking for new ways to promote music and talent growth to the P & T Organization. P & T members are the backbone of the organization, and the P & T Organization relies on their support to develop programs to expose the world to not only the talent of the Purpose & Talent Organization, but also the aim to expose the up-and-coming of new artists.