

BYLAWS

SANFORD SEMINOLE ART ASSOCIATION, INC.

Revised and Adopted by majority vote of the members

On

Date: \_\_\_\_\_

This revision replaces and supersedes all prior versions.

Action of the Membership Certified by:

Secretary: \_\_\_\_\_

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## ARTICLE I

### Name of Organization

The name of this corporation is **Sanford Seminole Art Association, Inc.**

## ARTICLE II

### Purpose

Our purpose is to promote a friendly and inspiring atmosphere among those interested in the appreciation and creation of works of art; to provide opportunities to meet and work together; to exchange ideas and increase our knowledge in the field of art; and to promote student artists.

### By Laws

A permanent certified hard copy shall be kept by the President and Secretary and digital copy kept on flash drive, disc, cloud, etc.

## ARTICLE III

### Board of Directors

#### Section 1. Number, Qualification, Election and Tenure

The **Board of Directors** shall be the four elected **Officers** and **three additional persons elected from the General Membership**. The General Membership members shall each have specific committee chairperson responsibilities with Board oversight. Board Members shall serve for a term of one (1) year or until their successors have been installed. Board Members' dues must be paid in full during their period of service. Board Members shall be nominated and elected by the general membership with duties as outlined in the Bylaws Job descriptions. There are no term limits for Board Members, if elected in accordance with these Bylaws.

#### Section 2. General Powers

Subject to the limitations of the **Articles of Incorporation**, these **Bylaws**, and the **Florida Not-For-Profit Corporation Act**, all corporate powers shall be exercised by or under the authority of the Board Members and the management and affairs of the Corporation shall be controlled by the Board Members.

#### Section 3. Meetings

All regular or special meetings of the Board of Directors may be suggested or requested by any Board Member, but called for by the President, with three (3) days notice, to be held at a mutually determined time and place.

#### Section 4. Phone/Electronic/Digital Meetings

When necessary the President may call Board meetings to be held by phone or other digital or electronic means. Such participation shall constitute presence in person.

#### **Section 5. Action without Meeting**

Upon a recorded vote, the Board may authorize specific assignments without requiring an additional Board Meeting for another vote.

#### **Section 6. Notice and Objection**

Notice for all Board Meetings shall be by email, phone, or other means as necessary. Any Board Member may object to the place of a meeting or the manner in which it has been called or convened. Upon such objection, the called for meeting may not be held until all Members are in mutual agreement.

#### **Section 7. Quorum and Voting**

A minimum of five (5) Board Members shall constitute a quorum for the transaction of business. The vote of a majority of a quorum shall constitute the action of the Board. If no majority is reached, such action may not be taken, unless further discussion results in a quorum majority.

#### **Section 8. Vacancies**

Any vacancy on the Board or increase of Board Members must be filled by the affirmative vote of a majority of the General Membership present at a regular monthly meeting.

#### **Section 9. Suspension of Board Member**

A Board Member may be suspended from office, with cause, only at a special meeting of the Board for that expressed purpose. A majority vote of a quorum is required to suspend a Board Member. Any Board action taken regarding suspension of a Board Member shall be presented to the General Membership at a regular monthly meeting. The suspended Board Member will be allowed to present his/her case to the General Membership prior to a vote. The General Membership shall uphold the suspension, remove the Board Member permanently from office, or affirm the suspended Member's right to remain in office. If a Board vacancy results, the position will be filled according to Section 8.

### **ARTICLE IV**

#### **Officers**

##### **Section 1. Officers**

The Officers of this Corporation shall be **President, Vice President, Secretary, and Treasurer**, each of whom shall be elected by the General Membership. A person may hold more than one office. Failure to elect any or all of the officers shall not affect the existence of the Corporation.

## **Section 2. Election and Term of Office**

The Officers shall be nominated by the General Membership at the meeting immediately preceding the Annual Meeting. All nominees will be notified by the Secretary within 7 days. Prior to the Annual Meeting the President will notify the General Membership of the slate of nominees. Subsequently, elections will be held at the Annual Meeting. If the election of officers cannot be held at that meeting, such election shall be held as soon thereafter as possible.

## **Section 3. Removal and Vacancies**

Any officer may be removed from office at any time, with cause, on the affirmative vote of a majority of the General Membership. Vacancies in offices, however occasioned, may be filled at any time on the affirmative vote of the General Membership for the unexpired term of such offices,

## **Section 4. Duties**

### **PRESIDENT**

- Serve as leader of the corporation
- Preside over corporation meetings
- Prepare meeting agendas
- Appoint committee chairs

### **VICE PRESIDENT**

- Serve as leader in President's absence
- Preside at meetings in President's absence

### **SECRETARY**

- Take minutes of the meetings
- Serve as leader at meetings in President's or Vice President's absence
- Maintain printed and electronic copies of current Bylaws and all Corporate Documents

### **TREASURER**

- Handle financial business
- Keep accurate account of monies received and spent
- Report to the Board and Membership on organization's finances
- Meet corporate financial responsibilities in a timely manner
- Lead meetings if other Board Members are absent

The officers shall have other powers and duties pertaining to their offices as conferred by law, by the Articles of Incorporation or by these Bylaws.

## **Section 5. Delegation of Duties**

If any officer is unable to perform his/her duties, the Board has authority to delegate such duties to any other Board Member.

## **ARTICLE V**

### **General Membership**

#### **Section 1. Member Responsibilities**

Notification of all announcements, special meetings, and other matters deemed necessary by the Board will be by email, phone or other means when necessary. **Members are individually responsible to notify the membership chairperson of current email address and phone number, and of any changes as soon as possible. If a member does not have email, it is that member's responsibility to notify the membership chairperson so he/she may be contacted by phone, or other means when appropriate or necessary.**

#### **Section 2. Dues**

The Membership Year runs from September 1 through May 31 and annual dues are currently established at \$25 per membership year and should be paid in full on or before May 31 for the next Membership Year. In June The Membership Chairperson will notify any member who is delinquent.

If dues are not paid by May 31, the delinquent member's name and contact information will not appear in the Membership Directory. Dues may be paid any time after May 31. If dues are not paid by the submission deadline of the September Casselberry Art House Show, member may not submit Artwork for the show. Dues may be paid at any time after September but will not be prorated. Dues must be paid in full upon returning to the organization.

New members joining after September 1 must pay upon joining. A prorated monthly assessment will apply for new members.

Dues are waived for members who have had membership for thirty (30) years or longer and will have Life Membership and automatically qualify to enter all shows and exhibits.

#### **Section 3. Meetings**

The general membership meets regularly, usually on the fourth Saturday of each month during the membership year. For voting purposes by the general membership, a quorum is a simple majority of those present. Changes in meeting time, meeting date and/or location will be by email, with as much advance notice as possible. Most meetings have demonstrations or programs by outside artists that enhance artists' skill and knowledge. Honorariums shall be determined by the Board. Members are encouraged to present at meetings for an honorarium and paid up dues for the next membership year.

The President or other officer will provide a written agenda via email to the General Membership prior to each meeting. A printed copy will also be available at each meeting.

#### **Section 4. Annual Meeting**

The April meeting will usually be the **Annual Meeting**, during which time the slate of nominated officers and chairpersons will be elected for the following membership year. Voting will be a show of hands, or secret ballot if necessary. Only dues paying members may vote.

#### **Section 5. Annual Show and Casselberry Art House Exhibition**

The rules for eligibility and entry of each of our shows, exhibitions, or other displays of SSAA members' art will be set by the committee established for each event, subject to Board approval.

### **ARTICLE VI**

#### **Books, Records and Reports**

##### **Section 1. Fiscal Year**

The fiscal year of the corporation shall be May 1-April 30.

##### **Section 2. Report to General Membership**

The Treasurer shall send an Annual Report to the Board and General Membership, usually at the **Annual Meeting** in April. The Annual Report shall be approved by the General Membership at the Annual Meeting.

### **ARTICLE VII**

#### **Non-Discrimination**

The organization shall not intentionally discriminate against nor favor any person or entity regardless of race, creed, national origin, sex, age or sexual orientation.

### **ARTICLE VIII**

#### **Contracts, Loans, Checks and Deposits**

##### **Section 1. Contracts**

Contracts and obligations of the Corporation, and other papers, shall be executed as the Board may direct. The President or the Treasurer shall duly execute all business matters as approved by the Board.

##### **Section 2. Loans, Checks and Deposits**

No evidences of indebtedness shall be issued in the Corporation's name. The funds of the Corporation shall be deposited to its credit in such banks or trust companies as the Board directs. Monies on deposit

shall be drawn out only for purposes of the Corporation. The Treasurer is the duly authorized officer elected to execute and manage all fiduciary responsibilities on behalf of the Corporation.

### **Section 3. Authorization and Limits of Expenditures**

The General Membership shall have the exclusive authorization to approve all expenditures exceeding \$250.00 at any general meeting. The President, or delegate, shall have the authority to authorize spending for urgent needs of the corporation not to exceed \$250.00. Any such expenditure and its justification shall be reported to the members at the next regular meeting.

## **ARTICLE IX**

### **Indemnification of Officers and Members**

#### **Section 1. General Insurance Provisions**

The general membership shall approve a budget for common carrier insurance coverage as may be required for conducting the business of the corporation and for the protection of the members and officers. Liability insurance is also required to be provided for the protection of any facility used by the corporation.

## **ARTICLE X**

### **Changes to Bylaws**

The General Membership shall have the power to amend, delete or adopt additional Bylaws by majority vote at any regular or special General Membership meeting.

## **ARTICLE XI**

### **Committees**

**Each committee shall have a designated chairperson, and all committee activities are subject to Board Approval.**

Art Shows and Exhibits Committee

Outreach

Scholarship

Website

Publicity

Membership

Historian

Holiday Dinner