

BYLAWS

SANFORD SEMINOLE ART ASSOCIATION, INC.

Revised and Adopted by majority vote of the members On

Date: April 22,2023

This revision replaces and supersedes all prior versions.

Action of the Membership Certified by:

Secretary: Laurie Linsley

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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 **five 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 fiscally from September 1 to August 31. Annual dues are currently established at \$25.00 for the calendar and membership year. The active membership period for SSAA is loosely defined as September 1 through May 31, with a break in membership meetings and scheduled activities during the summer. Because of this, the membership dues shall be due on May 31.

Membership dues of \$25.00 should be paid in full on or before May 31 for the next Membership Year. Individual membership dues must be current by the submission deadline of the September Casselberry Art House show, or that member may not submit artwork for that show.

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.

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 be present at meetings for an honorarium and must have paid dues for the 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 Exhibitions

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 evidence 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.

Standing Committees:

Art Shows and Exhibits

- Determines dates and scheduling for SSAA Shows
- Coordinates venue, theme and logistics of the show
- Works with publicity chair to advertise the show
- Coordinates entry forms, entry requirements
- Coordinates drop off, hanging, and pickup of entries
- Selects and approves judge for juried shows
- Coordinates ordering awards
- Prepares judging forms, art piece list, artist list
- Coordinates the judge's schedule with the show schedule

This committee should consist of at least 4 team members to assign and execute tasks

Art Show Coordinator

- Forms and Entry Duties
- Venue and Judging Procurer
- Receive and hang entries
- Other duties as needed or determined by the Coordinator

This committee should consist of at least 4 team members

Outreach

- Coordinate and research opportunities for SSAA to participate in community events
- Contact businesses and other groups for donations and/or sponsorship for SSAA
- Solicit new members from the local artist community
- Work with the Publicity Committee to achieve these goals

This committee should consist of at least 2 team members

Publicity

- Establish contacts with local media outlets
- Issue press releases describing current SSAA activities
- Work with other committees to develop print material for SSAA events
- Provide members with promotional materials to help advertise SSAA activities and events

This committee should consist of at least 2 team members

Website

- Coordinate the website function and content
- Update events and member information as needed
- Work with Website Provider to maintain relevance
- Work with members to provide acceptable content

This committee should consist of at least 4 team members:

1. **Updates**
2. **Consultant**
3. **Members**
4. **Content Coordinator**

Membership

- Maintain an accurate record of contact information for all members
- Maintain an accurate record of dues and payments
- Communicate deadlines and schedules for payment to members
- Welcome new members with a ***New Member Kit***

This committee should consist of at least 4 team members:

1. **Dues and Payments**
2. **Web and E-Mailing List**
3. **New Member greeting and orientation**
4. **New Member Kit creator**

Demonstration Artists

- Research and contact local artists for demonstrations at monthly meetings
- Coordinate their schedule and physical needs for the demonstration
- Work with the Publicity Committee to promote the demonstration

This committee should consist of at least 2 team members

Meeting Coordinator

- Secure and confirm meeting venue for the fiscal year
- Determine equipment needs for demos
- Provide, setup, and store equipment as needed

This committee should consist of at least 2 members

1. Venue Procurement

2. Equipment Wrangler

Reception and Hospitality

- Coordinate and setup decor and refreshments for monthly meetings
- Coordinate and setup decor and refreshments for opening receptions
- Coordinate and setup decor and refreshments for Potluck events
- Solicit membership for refreshment needs

This committee should consist of at least 2 team members

Plein Air Paint-Out Event

- Research Sanford and Seminole County locations for a Plein Air event for SSAA members
- Contact owners or officials to get needed permission
- Coordinate publicity and scheduling of the event

This committee should consist of at least 2 team members

Dinner and Parties

- Solicit membership for venue preferences
- Research and confirm venue for the event
- Coordinate and announce dates for event to replace monthly meeting

This committee should consist of at least 4 team members

Annual Elections (April)

- Announce elections and solicit nominations
 - President
 - Vice President
 - Secretary
 - Treasurer
 - Board of Directors (5)
- Track voting and tally results
- Announce new officers and committee members

This committee should consist of at least 1 member

Care and Concern

- Send a card or flowers or appropriate communication to a member suffering illness or loss
- Send a "Miss You" card to a regular member who has missed several meetings
- Ask the membership for information as needed

This committee should consist of at least 1 member