

## **BYLAWS**

SANFORD SEMINOLE ART ASSOCIATION, INC.

Revised and adopted by the majority vote of the members.

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This revision replaces and supersedes all prior versions.

Action of the Membership Certified by:

Secretary: Beverly Deich

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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

The President and Secretary shall keep a permanent certified hard copy and a digital copy on a 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 individuals chosen from the general membership as "Members at Large"**.

The Members at Large 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. If a Board member is installed within the last quarter of the membership year, their term will be extended through the following year.

Board Members' dues must be paid in full during their service period.

Board Members shall be nominated and elected by the general membership, with duties outlined in the Bylaws and 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 Board Members shall control the management and affairs of the Corporation.

### **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 how it has been called or convened. Upon such objection, the call for a meeting may not be held until all Members mutually agree.

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

A minimum of five (5) Board Members shall constitute a quorum for the transaction of business. The majority vote 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 the 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 their 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 of the Corporation**

#### **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 the leader of the corporation
- Preside over corporation meetings
- Prepare meeting agendas
- Appoint committee chairs

##### **VICE PRESIDENT**

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

##### **SECRETARY**

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

## **TREASURER**

- Handle financial business
- Keep an accurate account of monies received and spent
- Report to the Board and Membership on the 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 cannot perform their duties, the Board has the 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 for notifying the membership chairperson of their current home address, email address, phone number, and any changes as soon as possible.

If a member does not have an email account, it is their responsibility to notify the membership chairperson so they 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 by the Board of Directors and voted upon by the membership. The active membership period for SSAA is loosely defined as September 1 through May 31, with a break in membership meetings from June 1 through August 31. Because of this, the membership dues shall be due on May 31.

Membership dues must be paid in full on or before May 31 for the next Membership Year. Individual membership dues must be current to be eligible for any show participation and inclusion on our website.

In June, the Membership Chairperson will notify any member who is delinquent.

If dues are not paid by June 30, the delinquent member's name and contact information will not appear in the Active Members listings, and they will be ineligible to participate in SSAA exhibits and activities.

New members joining after September 1 must pay full annual dues upon joining.



Members with 30 consecutive years of paid membership will become “lifetime members”, exempt from dues and eligible for all shows.

### **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 announced by email and posted on the website, with as much advance notice as possible.

Meetings will have demonstrations or programs by members or outside artists to enhance the General Membership artists’ skills and knowledge.

Honoraria shall be determined by the Board.

Members are encouraged to attend meetings and must have paid dues for the membership year.

The President will provide a written agenda via email to the General Membership before each meeting. A printed copy will also be available at each meeting at the discretion of the President.

### **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 a 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 September 1-August 31.

#### **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 General Membership shall approve the Annual Report at the Annual Meeting.

## **ARTICLE VII**

### **Non-Discrimination**

The organization shall not intentionally discriminate against or 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 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 the Corporation's purposes.

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 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 general 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 corporation's business 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
- Works with website editor to send and post to “Call to Artists “ announcement
- Coordinates venue, theme, dates, and logistics of the show, including reception date/time
- Announces the show and solicits the committee and/or ad-hoc team to include planning, setup, and breakdown of the exhibit
- Works with publicity chair to advertise the show and reception dates/times
- Coordinates with Hospitality chair for Meet the Artist reception
- Coordinates entry forms and entry requirements
- Coordinates drop off, set up, breakdown, pickup of entries, and clean up as necessary
- Selects and approves judges for juried shows and coordinates judges’ schedule with the show schedule
- Prepares judging forms, art labels, artist and art piece lists
- Coordinates ordering awards
- Discusses continued partnership with the director of the venue for future shows as appropriate

**This committee can be formed ad hoc and consist of at least 4 team members to execute tasks.**

##### Casselberry Art in the Park

- Announces the date of the upcoming event at the membership meeting
- Solicits “Make and Take” instructors who will bring supplies if appropriate for the date
- Creates promotional cards to place in the Casselberry Art House
- Signs up/confirm the number of participants who want to sell art, no later than 1 week before the event
- Reserves at least two (2) tents and an appropriate number of tables (2 artists per table)
- Coordinate setup, teardown, and cleanup (table covers, lights, extension cords, and art supplies)

##### Community 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 other committees and individual members to achieve the SSAA mission and vision

**This committee consists of the Board of Directors, requesting assistance from the membership as appropriate**

### **Demonstration (Demos) Artists**

- Collect recommendations for an on-site artist demo from any member of SSAA
- Contact the artist and discuss requirements, depending on the medium, for an on-site demo/participation by members
- Discuss honorarium, arrival time, and time allotted for set up and demonstration
- If requirements are met, submit name, photo, bio, and samples of art/artist's website to the **Board** of Directors for approval, with the potential date of demo
- After approval, re-contact the artist for confirmation and answer any questions
- Submit all the above information to the Publicity chair and Website editor
- Coordinate with the Treasurer for artist payment

### **Hospitality**

#### **Membership meetings**

- Recruit members for set up and clean up
- Bring tablecloths, napkins, plates, utensils for serving and eating, and condiments

#### **Art Show Receptions**

- Recruit members for set up and clean up
- Monitor alcohol on the table (if needed)
- Bring tablecloths, napkins, utensils for serving and eating, plates, trays, or bowls as **needed**.
- OPTIONAL – Assigns student servers appropriately

**This committee should consist of 1-2 coordinators and 2-3 members to assist.**

### **Membership**

- Works with the President to secure and confirm the meeting venue for monthly membership meetings
- Coordinates with the Web Editor to maintain accurate records of member status and contact information
- Communicates deadlines and schedules for member payments
- Communicates new member information to the New Member Welcome and Orientation Chair
- Send a card/appropriate communication to a member suffering illness or loss

### **New Member Welcome & Orientation**

- Upon receipt of the application, contact the new member to welcome them, review the website, and answer questions
- Ask the new member to submit a photo, bio, and up to five (5) photos of their work
- Discuss meeting format (sign-in, raffle, snack assignments, etc.) and upcoming meeting dates
- Provide date and information about upcoming SSAA events and shows
- Review their application "talents and strengths" and determine interest in joining committees  
\*If they don't want to join a committee, ask about possible "ad hoc" assistance
- Sit with a new member at the next meeting (or assign an alternate member) and introduce them to other SSAA members
- Introduce the new member to the SSAA Board members
- Give info about SSAA business cards and name tags

### **Plein Air Paint-Out Events**

- Determine dates, times, and location of plein air experiences and gain site approval, if needed
- Identify the number of artists interested in the event
- Communicate with the Web editor to publish the event on the website

### **Publicity**

#### **Paper/Magazine**

- Establish contacts with local media outlets
- Issue press releases describing current SSAA activities (art shows, exhibits, etc)
- Work with other committees to develop print material for SSAA events
- Maintain a history of published announcements
- Search for new media outlets to announce SSAA events
- Provide members with promotional materials to help advertise SSAA activities and events

#### **Electronic/Social Media**

- Work with the Publicity Chair to establish a social media presence
- Identify social media forums to market SSAA and its events/activities (ie, Instagram/Facebook)
- Coordinate with City, County, or other Association sites for the purposes of marketing SSAA events and activities
- Request photos and videos from the SSAA membership, as needed
- Maintain continuous posts, reels, and stories on SSAA media sites

**This committee should consist of at least two members**

#### **Website Editor**

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

**This committee should consist of at least 2 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 Board member**