

By-Laws
The Gulf Beach Art Center, Inc.
A Not for Profit 501(c)(3) Organization
d/b/a Beach Art Center

Article I
Organization

Section 1.1 Name

The name of this organization is THE GULF BEACH ART CENTER, INC., doing business as the BEACH ART CENTER (“BAC”).

Section 1.2 Offices

The principal place of business (is) 1515 Bay Palm Blvd., Indian Rocks Beach, FL 33785

Article II
Purpose

The organizational purpose of this corporation shall be for educational and cultural enrichment within the meaning of Section 501(c)(3) Internal Revenue Code, and Florida Statute Ch. 617, specifically:

- A. To promote knowledge and education in the fine arts, and to provide a facility for the teaching, exhibiting and promotion of the fine arts for the benefit of the public, the residents of the City of Indian Rocks Beach, Florida and surrounding communities,
- B. To function as a cultural art center, with a goal of stimulating awareness and appreciation of the arts through changing exhibitions, workshops, lectures, classes, tours/films and performing arts events in cooperation with professional institutions/groups.

Article III
Membership

Section 3.1 Eligibility

Membership shall be open to all persons. No person shall be denied membership because of race, color, creed, age, national origin, sex, marital status, gender, gender identity or sexual orientation.

Section 3.2 Dues

The Board of Directors shall establish membership levels and a dues structure.

Section 3.3 Default and Termination of Membership

Membership dues are payable upon joining and are due annually thereafter. Annual dues shall be delinquent sixty (60) days following the due date. Delinquent members may be dropped from membership for such delinquency.

Section 3.4 Liability Statute 617.0604 Liability of Members

A member of this a corporation shall not be personally liable for any act, debt, liability, or obligation of the corporation.

Section 3.5

All persons on the Board of Directors shall be BAC members in good standing.

Section 3.6 Disposition on Corporate Property and Assets

Secured transactions and other disposition of corporate property (other than repair) and assets worth up to \$5,000.00 require the approval of greater than 50% of all the Directors present at a Regular or Special Director meeting.

Article IV Meetings

All meetings of the Board of Directors and of the membership shall be open to the membership and to the public. Meeting dates and times shall be published in accordance with this document.

A quorum as set forth herein shall be required at all meetings.

Notice of meetings shall be provided by email or U.S. Mail based upon the information provided by each member.

Section 4.1 Annual Membership Meeting

The Annual Membership Meeting of the BAC shall be held no later than March 31st of the calendar year.

The Secretary of the Board shall cause notice to be provided to all members in accordance with the Notice provision above no later than ten (10) days prior to each meeting.

Quorum: 10% of the members present at a meeting shall constitute a quorum and the majority opinion of the present and voting shall prevail unless otherwise addressed in these Bylaws.

Members unable to physically attend the Annual Meeting may vote by proxy. The proxy may only be given to another member in good standing. Said proxy must be submitted to the Secretary of the Board prior to the opening of the meeting.

Section 4.2 Special Meeting of General Membership

The **President or Ten (10) Percent of the General Membership** may call for a special meeting of this organization for the best interest of organization. The Secretary of the Board shall cause notice to be provided to all members in accordance with the Notice provision above no later than ten (10) days prior to each meeting. Such notice shall state purpose for which such meeting has been called, the business to be transacted at such meeting and by whom it was called.

Section 4.3 Regular Board of Directors Meeting

Regularly scheduled Board of Director Meetings shall be held the first Monday of the month and shall be held at the Beach Art Center. A majority of the Board of Director shall be necessary to establish a quorum to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than four (4) weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all Board of Members.

Section 4.4 Special Meeting of Board of Directors

A Special Board of Directors Meeting may be called by (three) 3 members of the Board or the President. An email and/or regular mail shall be sent to all Board

members, stating the agenda, the business to be transacted at such meeting and by whom it was called. Members must be notified at least 10 business days in advance. The minutes from this special meeting shall be approved by the Board at the next regularly scheduled Board Meeting.

Section 4.5 Emergency Board Meeting

An Emergency Board Meeting shall be authorized, with notice to the entire Board only for a major disaster situation (e.g. fire, weather, water damage, change in management, etc.) Every attempt shall be made to include the Executive Director/Operations Manager via telephone, text, email.

Article V Voting

At all meetings, except for the election of Officers and Directors, all votes shall be by voice. For Election of Officers, if there is more than one officer for a position, ballots shall be provided to each director and there shall not appear any place on each ballot that might tend to indicate the person who cast such ballot.

Any regular or special meetings of the Board of Directors, if a majority so requires, any question may be voted upon in the manner and style provided for election of Officers.

Article VI Regular Board of Director Meetings Procedure

Section 6.1 Order

1. Roll Call
2. Reading and approval of the minutes of the preceding.
3. Reports of Committees
4. Report of Treasurer
5. Report of Executive Director
6. Old and Unfinished Business
7. New Business
8. For the Good of Order
9. Adjournment

Parliamentary Authority: The rules contained in the current edition of Robert's Rules of Order shall govern the conducting of business affairs.

Article VII Elections

Nomination to the Board of Directors: The Governance Committee shall appoint a Nominating Committee no later than sixty (60) days prior to the Annual Meeting. The committee shall consist of one Director whose term is not expiring at the forthcoming meeting and 2 members who are active in the affairs of the BAC.

This committee shall:

- a. collect Prospective Board Member Nominee Statements, and
- b. conduct interviews with all prospective candidates, and
- c. present to the Board for its consideration and endorsement a slate of candidates for election to the Board by the BAC membership at its annual meeting.

All Prospective Board Member Nominee Statements must be submitted to the Nominating Committee no later than 30 days prior to the election. No "Write-in" candidates shall be accepted. Upon the majority vote of the Membership present at the Annual Meeting the slate of Candidates shall become Directors.

Within 30 days after the election, an organizational meeting shall be held by the Board for the purpose of the election of officers.

Article VIII Executive Director

- A. **Position:** The Executive Director shall be an employee of the Corporation, hired by the board of directors, subject to the control and direction of the Board, with salary and earned bonuses established by the board.
- B. **The Executive Director shall be:**
 - a. chief administrative officer of the Corporation business and affairs of the Corporation.
 - b. shall be an ex-officio member of all committees, except the Nominating Committee, and ex-officio member of the Executive Committee and shall report directly to the Board. **Functions:** The Executive Director shall:
 - a. Provide leadership and develop plans to achieve objectives of the corporation.
 - b. Recommend policies, organizational changes, budget formulation and performance to the Board of Directors.
 - c. Direct and advise day-to-day operation of the corporation.

- d. Participate in, or be represented in community, state and professional activities relating to the Corporation.

Article IX
Board of Directors

- A. Number and Term: The Board of Directors (hereafter referred to as the Board) shall consist of seven to nineteen (7/19) members, elected by the members at the annual membership meeting for a term of three (3) years without limit on the number of terms.
- B. Functions: The Board shall have the powers and privileges of directors of a corporation organized under the Not-for-Profit corporation law of Florida. The Board shall:
 - a. formulate policy,
 - b. organize structure,
 - c. adopt an annual budget,
 - d. provide oversight of all committees and programs.
- C. The Board shall have the sole authority to enter into employment contracts with all employees and/or contractors including establishing terms and conditions, salary and separate bonus structure as appropriate.
- D. Removal and Vacancies: A director may be removed, with cause, at a meeting called for that purpose by a majority vote of all the executive committee members. Any vacancy occurring, by resignation or otherwise, during the term of a director may be filled by the appointment of a new director by the Board, to serve out the unexpired term of the vacated directorship.
- E. Expenses: Expenses incurred in connection with performance of the official duties may be reimbursed upon approval by the Executive Director or the Board of Directors.

Article X
Officers of the Board

- A. President: The President shall preside at all meetings of Officers and at the Annual Membership Meeting.
- B. Vice President: The Vice President shall preside in the absence of the President and shall perform such duties as assigned by the President.

C. Secretary: The Secretary shall take and keep minutes of all meetings of the Corporation and shall distribute the minutes in a timely fashion and may perform such other duties as assigned by the President.

D. Treasurer: The Treasurer shall be responsible for the financial books and records of the corporation and to prepare quarterly and monthly reports of the financial condition of the corporation for the Board of Directors. In conjunction with the appropriate committee, present a proposed budget for the following year to the Board of Directors.

Article XI

Board Committees

All members in good standing shall be eligible to participate in the activities of these committee.

Executive Committee: The Executive Committee shall consist of the President, Vice President, Treasurer, and Secretary. In cases where an immediate decision is necessary to avoid significant harm to the Art Center, a majority of the members of the Executive Committee shall have the power to make a decision that shall be reviewed at the next Board Meeting. An “immediate need” shall be defined as requiring a response within twenty-four hours to avoid significant harm to the Art Center.

Governance and Nominating Committee: The Governance & Nominating Committee shall:

- a. review BAC Bylaws and Policies & Procedures and, make recommendations for changes to the Board of Directors,
- b. conduct ongoing assessments of the Board performance,
- c. construct plans for leadership (Board and Staff) succession.
- d. present for nomination new board members for BAC.
- e. manage Board orientation and continuing education program,
- f. develop a Board Member Manual for use by the BAC.

Finance Committee: The Finance Committee shall:

- a. work with the Committee and Program Chairs and Staff to develop and monitor the development of the annual operating plan and budget.
- b. review the current FY budget performance on a quarterly basis and recommends changes as appropriate based on financial results and trajectory.
- c. work with the President on the preparation of the BAC Annual Report.

Marketing/Public Relations: The Marketing/Public Relations Committee shall:

- a. create marketing campaigns, promote events, create advertising and post on social media platforms,
- b. create partnerships with the community businesses and organizations to promote the BAC's contribution to the community,
- c. manage all printed publications, such as brochures, flyers, leaflets and whitepapers,
- d. manage the website directly or oversees someone who does.

Development/Fundraising: The Development/Fundraising Committee shall:

- a. lead the Board's participation in resource development and fundraising,
- b. work with the Board to develop the organization's fund development plan,
- c. propose policies and develop plans, procedures, and schedules for Board involvement in fundraising,
- d. educate Board members about the resources needed to realize the organization's plans and fulfill its mission
- e. identify, cultivate, and approach major donors.

Article XII Audit or Compilation

At the end of the fiscal year there shall be a compilation of the financials by the financial officer of the Beach Art Center. A copy of the report shall be made available to the Board on an annual basis.


Article XIII
Amendments to the By-Laws

These By-Laws, may only be altered, amended, repealed, or added to by the concurrence, affirmative support, and vote of all the following conditions:

- 1) A majority vote of the Board (Quorum required)
- 2) A Majority vote of all members present at the Annual BAC or Special Meeting (Quorum required)
- 3) Registration/Recording of these dated and approved By-Laws with all applicable Federal, State and Local authorities.

Approved by:

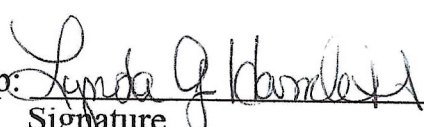
President of Board of Directors:


Signature

BARBARA L. PARKER
Print name.

Date: 04-03-2023

Board Secretary on behalf of the Membership:


Signature

Lynda G. Hamlett
Print name.

Date: 04-03-2023