

AMENDED BYLAWS

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 the Corporation of this organization is THE GULF BEACH ART CENTER, INC., doing business as BEACH ART CENTER

Section 1.2 Offices

The principle place of business of this organization shall be; 1515 Bay Palm Blvd., Indian Rocks Beach, FL 33785

Article II
Purpose

The Purpose for which this corporation is organized is for educational and cultural purpose within the meaning of Section 501(c)(3) Internal Revenue Code, State of Florida Statue Chapter 617, specifically;

- A. To promote knowledge of and education in the fine arts, the visual arts, and to provide a facility for the teaching, exhibiting and promotion of all aspects of the fine arts spectra for the benefit of the public and for the benefit of the residents of the City of Indian Rocks Beach, Florida and surrounding communities, specifically.
- B. To function as a cultural art center for the general public, essentially educational and aesthetic in purpose, 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 and in promoting the arts and art education. No person shall be denied membership because of race, color, creed, age, marital status or sex.

Section 3.2 Dues

Membership dues and/or terms shall be established by the Board of Directors.

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 Statue 617.0604 Liability of Members

A member of a corporation is not, as such, personally liable for any act, debt, liability, or obligation of the corporation.

Section 3.5

Board of Directors members shall be members in good standing.

Section 3.6 Disposition on Corporate Property and Assets

Reference to Florida Statutes, Business Organization, Corporations Not for Profit 617; Secured transactions and other disposition of corporate property (other than repair) and assets worth more than \$10,000.00 require the approval of greater than 50% of all the **General Membership Members**. Secured transactions and other disposition of corporate property (other than repair) and assets worth up to \$10,000.00 require the approval of greater than 50% of all the **Directors** present at a Regular or Special Director meeting.

Article IV Meetings

All Beach Art Center meetings; (Board of Directors and Membership) are open to all our membership and public both Board of Directors and Membership Meetings date and time shall be published in accordance with this document.

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

Notice 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 this organization shall be held on a date likely to generate the highest attendance possible that is approved by the majority of the Board of Directors present at such a vote by a quorum within the first three months of each 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 shall be able to appear by electronic means to be approved by the Board of Directors or shall be able to have another individual (member) appear and vote on the non-appearing member's behalf as a proxy so long as the member provides the proxy with written consent.

Section 4.2 Special Meeting of General Membership

The **President or Ten (10) Percent of the General Membership** shall 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 the agenda that 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 Director Meeting

Regularly scheduled **Board of Director Meetings** will be held the first Monday of the month and shall be held at the Beach Art Center. The presence of not less than fifty (50) percent of the board members shall constitute a quorum and shall be necessary 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 Directors Members who were not present at the meeting originally scheduled.

Section 4.4 Special Meeting of Board of Directors

A Special Board of Directors Meeting can be called by three (3) members of the Board of Directors or the President; an email and/or mail should be sent to all Board of Directors, stating the agenda that such meeting has been called, the business to be transacted at such meeting and by whom it was called. Members must be notified at least 15 business days in advance. The minutes from this special meeting shall be read by the Secretary at the next regularly scheduled Board Meeting.

Section 4.5 Emergency Board Meeting

An Emergency Board Meeting shall be allowed, without notice to the total membership of the Board only for MAJOR DISASTER situation (e.g. Fire, Weather, Water Damage, change in management etc.); however, all attempts must be made to include the Executive Director (via telephone, email, etc) in such Emergency Situation.

Section 4.6 Executive Committee

The Executive Committee shall consist of the President, Vice President, Treasurer, and Secretary. In cases where an immediate decision is necessary in order 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.

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 meeting 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

Elections: The President of the board shall appoint a Nominating Committee sixty (60) days prior to the Annual Meeting in March, consisting of three (3); one Director whose term is not expiring at the forthcoming meeting and two (2) members who are active in the affairs of the Art Center. This committee shall present to the Membership at the Annual Meeting a slate of Candidates for the positions of

Director on the Board of Directors, all of who have agreed to serve. "Write-in" nominations are accepted 30 days prior to the Election. A "write in candidate" shall present the Nominating Committee with a resume 30 days prior to the meeting. Subsequent to the elections, an organizational meeting shall be held by the board for the purpose of the election of officers. Upon the majority vote of the Membership present at the Annual Meeting the slate of Candidates or the write-in Candidate(s) shall become directors.

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. Duties: The Executive Director shall be the chief administrative officer of the Corporation, directing and supervising business and affairs of the Corporation. Shall be an ex-officio member of all committees, except Nominating committee, and ex-officio member of the Panel of Officers. The executive director may co-sign contracts and checks with an any officer of the corporation.
- C. 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. Manage, hire, and terminate employees and contractors of this organization.
 - e. 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 two (2) years.
- 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 formulate policy;
- C. Approve organization and adopt an annual budget.

- D. A Director present at the meeting is presumed to have assented to an any action taken unless he or she has recorded a vote against it or has, at the meeting, given a written note to dissent to the chairperson.
- E. 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 election of a new Director by the remaining members of the Board, to serve out the unexpired term of the vacated directorship.
- F. 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.
- G. Specific Duties:
 - a. President: The President shall preside at all meetings of Officers and at the Annual Membership Meeting.
 - b. Vice President: The Vice President shall function as a officer of the Board of Directors, shall preside in the absence of the President; shall perform such duties as assigned by the President.
 - c. Secretary: The Secretary shall keep minutes of all meetings of the Corporation and make such records available to the Board of Directors upon request, and may perform such other duties as assigned by the President.
 - d. Treasurer: The Treasurer shall be responsible for financial books and records of the corporation. Prepare with the Executive Director and Bookkeeper the 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. Sign checks for the Corporation upon approval by an Executive Committee member or the Executive Director.

Article X

Audit or Compilation

At the end of the accounting year there shall be an audit/compilation by a Certified Public Accountant, selected by the Board. A copy of the report shall be made available to the Board on an annual basis.

Article XI

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:

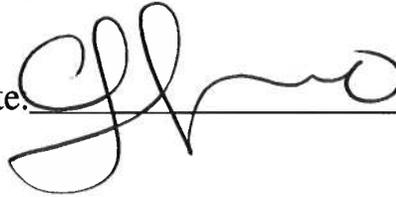
- 1) A majority vote of the Board (Quorum required)
- 2) A Majority vote of all members present at the Annual BAC or Special Meeting (Quorum required)
- 3) Registration/Recording of these dated and approved By-Laws with any and all applicable Federal/State/Local authorities.

Approved by:

Board of Directors President/Date


4/15/2019

Board Secretary o/b/o Membership/Date


4/15/2019