

Fort Myers Beach Art Association
By-Laws
Revised April, 2018
Previous Revisions 1991, 1995, 2001, 2008, 2013

ARTICLE I NAME

The name of the association shall be the Fort Myers Beach Art Association, Inc., a 501(c)3 non-profit organization.

ARTICLE II PURPOSE

The purpose of the Association shall be to further and provide education in cultural aspects of life in Fort Myers Beach and its environs; to promote the study, practice and appreciation of art; to hold art exhibitions and programs which shall be open to the public; and to encourage art instruction of children and junior artists.

ARTICLE III MEMBERSHIP

Any person may become a member of FMBAA upon payment of annual dues appropriate to one of the following classifications. They are encouraged to participate in all activities of the FMBAA. All regular Members are expected to gallery sit.

Regular Members may vote at all meetings of the Association, are eligible to exhibit paintings in all shows, and may be elected to the Board of Directors.

Life Members, having all the privileges of Regular Members, may receive a Life Membership upon giving a one-time payment of ten times the dues of Regular Members. The Board may elect to honor a member with the Life Membership.

Patron Members, having all the privileges of regular members, pay increased dues which relieves them of the responsibility of Gallery Sitting.

Honorary Members have all the privileges of regular members except the right to vote, may be elected to Honorary Membership by the Board for outstanding service to the Association.

ARTICLE IV DUES

Section 1 Dues for all members are due on December 31 of each year and must be paid by January 31 to remain a member in good standing.

Section 2 The amount of dues and discount for each class of membership shall be determined by the Board of Directors.

ARTICLE V MEETINGS

Section 1 The Annual Meeting of the Association shall be held in April, at which time the Officers and Directors for the coming year shall be recognized.

Section 2 The Board of Directors shall meet the first Wednesday of each month at 1:00pm at the Fort Myers Beach Art Association Building, 3030 Shell Mound Blvd., unless due and timely notice be given the Board Members. Special meetings of the Board and/or general membership may be called by the President or by the next available officer in order of rank.

ARTICLE VI BOARD OF DIRECTORS AND OFFICERS

Section 1 There shall be a Board of eleven Directors elected in February. In the odd numbered years, five Directors shall be elected for a term of two years. In the even numbered years, six Directors shall be elected for a term of two years. After two consecutive terms, Directors shall be ineligible for re-election until one year has elapsed. All Directors shall be Association members in good standing.

Section 2 Any vacancy in the Board shall be filled by the President subject to approval by the Board. The new Director shall serve for the remainder of the term of the resigned Director. Should a Director fail to

attend three consecutive Board Meetings without due cause, the Board may declare that seat vacant and fill the place of the delinquent Member without his or her formal resignation.

Section 3 At the March Board meeting, the new Board shall elect a President, one or two Vice-Presidents, Treasurer, Assistant Treasurer, Recording Secretary, and Corresponding Secretary. If necessary, some of these offices may be filled from the general membership at the discretion of the Board and given Board privileges. These Officers and Directors will assume responsibilities April 1. Any vacancies of office shall be filled by the President subject to approval by the Board.

ARTICLE VII ELECTIONS

Section 1 Each year in December, the President shall appoint from the membership of the Association a Nominating Committee of three members which shall include the Past President as chair. Their duty shall be to present to the Board at the JANUARY meeting a list of nominees, all of whom must be willing to serve as an officer of the Association during their term on the Board. The Committee is to select only the number required to fill the vacancies in the Board for the coming year.

Section 2 Two weeks prior to the FEBRUARY general membership meeting the list of nominees selected by the Nominating Committee shall be published online in the FMBAA BRUSHOFF and broadcast via email to all members in good standing.

Section 3 The election is to be held at the FEBRUARY general membership meeting. Any member may nominate qualified members to the Board of Directors from the floor, providing that nominee has previously committed to serve, if elected. A majority of votes cast shall constitute an election if a quorum (as defined in Article XI, Section 3) is present.

ARTICLE VIII DUTIES OF THE BOARD OF DIRECTORS AND OFFICERS

Section 1 The Board of Directors shall be the governing body of the Association and shall control and manage all property and funds of the Association.

Section 2 The President shall preside at all meetings of the general membership and Board of Directors; appoint the Chairpersons of all standing committees and shall define their duties, and fulfill other duties and obligations that are usually incident to this office. The President shall be an ex-officio member of all standing committees.

Section 3 The Vice President(s) shall assist the President in the discharge of the Presidents duties and shall be the Acting President in the Absence of the President.

Section 4 The Recording Secretary shall preserve all records, documents, and correspondence of the Association; and keep a record of all proceedings of the Annual Meetings and the Meetings of the Board of Directors, and, with the President, keep the Policy Manual up to date.

Section 5 The Corresponding Secretary shall write letters required by Directors and Officers in conducting the affairs of the Association, and shall furnish copies of all such correspondence to the Recording Secretary and President.

Section 6 The Treasurer

- a. Shall have the care and custody of the general funds of the Association and shall be responsible for these funds excluding Endowment.
- b. The Treasurer shall be responsible for oversight of all collections/disbursements and shall make financial reports at the Annual Meetings and Meetings of the Board of Directors
- c. Shall submit the records to the Auditing Committee once a year.
- d. May be bonded at the discretion of the Board.

Section 7 The Assistant Treasurer shall assist the Treasurer upon request; and in the absence of the Treasurer, shall be accountable for all duties and shall be vested with all authorities placed in the Treasurer.

ARTICLE IX EXECUTIVE BOARD

The President, a Vice President, Recording Secretary and Treasurer shall constitute the Executive Board who shall have the authority to transact routine business and to act in emergencies.

ARTICLE X COMMITTEES

Section 1 Standing and Special Committees shall be created and discharged by the Board of Directors

according to the needs of the organization. Duties and responsibilities of these committees will be detailed in the FMBAA Committee Profiles on file in the library. Committees will be listed in the Policy Manual.

Section 2 The chairperson of any committee must obtain approval of the Board of Directors for any expenditure in excess of the amount listed in the FMBAA Annual Budget for that committee.

Section 3 Committees with outlined structure and particular responsibilities:

a) Auditing Committee

The Auditing Committee will annually audit the financial records of the Art Association and the Endowment Committee and report at the Annual Meeting. This Committee is to be comprised of three members in good standing of the Association, who are not currently serving as treasurer or as a member of the Endowment Committee. The three members will each serve a three-year term. (One member leaves the Committee each year and one new member joins each year.) A chairperson will be elected each year from members of the Committee. The Committee will recommend new members from the general membership to be approved by the Board of Directors. The Board, at the recommendation of the Auditing Committee, may request an outside audit.

b) Budget Committee

The Budget Committee shall present a proposed budget to the Board of Directors. The approved budget will be presented at the Annual Meeting.

The Committee shall be comprised of the Past President and the Executive Committee with the Treasurer as chair.

c) Endowment Committee

The Endowment Fund of the Fort Myers Beach Art Association (FMBAA) shall be managed by a member of the FMBAA chosen by the Board of Directors for an annual term. The Manager shall not be an officer of the association, a board member nor be a member of the audit committee. The Manager may be appointed for successive terms at the Board's discretion. The Manager may be terminated by the majority vote of the Board of Directors for cause at any time.

Manager of the Endowment Fund shall employ a professional firm for the direct management of the investment portfolio. The firm is to report on the activity within the fund monthly to the FMBAA manager who then reports to the Board of Directors. The monthly report shall be filed with the association.

All disbursements from the Endowment Fund shall be at the direction of the Board of Directors of the FMBAA Association. Such disbursements shall be limited to capital projects and costs of administering the portfolio.

The Treasurer of the FMBAA shall be a co-signer with the Manager on all requests for disbursements. The Treasurer shall accept said funds into the Treasury of the FMBAA for specific projects.

An annual audit of the Endowment Fund will be performed by an internal audit committee and filed with an annual report to the FMBAA Board of Directors.

d) Policy Committee

The Policy Committee consisting of the President and the Recording Secretary is responsible for maintaining a Board Policy Manual of current procedures approved in Board minutes for quick reference and easy access to the Board of Directors. A copy of the Manual will be on file at the Art Association.

ARTICLE XI QUORUMS

Section 1 Six Directors shall constitute a quorum for the Board.

Section 2 Three members shall constitute a quorum for the Executive Board.

Section 3 Twenty-five members shall constitute a quorum for any regular or special meeting of the Association.

ARTICLE XII EXPENDITURE LIMITATION

Expenditures over \$10,000.00 may only be made with a 2/3 vote of the Board of Directors and then by a majority vote of the membership present at a pre-publicized meeting called for the purpose.

ARTICLE XIII

These By-Laws may be amended by a 2/3 vote of the Board of Directors and approved by a majority of the membership present at the meeting called to consider the changes. A copy of the pertinent By-Laws and of the proposed changes shall be posted at the Association at least twenty days prior to the membership meeting, and published in the online FMBAA Newsletter. These By-Laws should be reviewed every five years.

These By-Laws were prepared and approved by the By-Laws Committee comprised of Julie Nusbaum, Kathy Taylor, George Buelow, Pam Flaherty, Lynne Wesolowski, Meg Bushnell, and Joan Zeoli. The By-Laws were approved by the Board of Directors on February 7, 2018, published on the FMBAA website, and approved by the membership at the General Meeting on April 5, 2018.

Kathy Taylor, Recording Secretary