



## **BYLAWS**

Revised on 10.17.2022

### **ARTICLE I - MEMBERSHIP**

#### **A. CLASSES OF MEMBERSHIP**

There shall be three (3) classes of membership: Regular, Life, and Junior. Regular and Life Members shall have one vote each. Each class of membership shall be individual and not transferable. The members, by two-thirds (2/3) vote, may establish classes subsidiary to any or all of the general classes without amendment to the Bylaws.

#### **B. DUES**

1. The amount of all dues shall be established by a two-thirds (2/3) vote at the annual membership meeting in May of each year. No member shall be assessed an increase or decrease during the member's current term of membership.
2. Regular and Junior Membership dues shall be paid with application and renewable as of that date.
3. Life Membership will be paid upon application for such membership.
4. Honorary Members will be named by the Board at its discretion for one year. Honorary Members do not have voting privileges.
5. Junior Membership is offered to individuals 12 through 17 and does not include voting privileges.

#### **C. MEETINGS**

1. Monthly membership meetings shall be held on the first Thursday of each month October through May. Summer meetings may be held at the discretion of the Board.
2. The annual meeting of the membership shall be held in May.
3. Monthly meetings of the Board of Directors shall be held.
4. Meetings of committees shall be held at such times and places as agreed to by a majority of the committee members and shall be called by the chairman or committee members in accordance with Roberts Rules of Order.
5. All meetings shall be held at a time and place previously agreed upon and accessible to all entitled to attend.

#### **D. VOTING AND QUORUM**

1. Each Regular Member shall be entitled to cast one vote at any meeting which shall have been authorized by the Bylaws. A member must be present in person or proxy in order to vote. Junior Members shall be entitled to cast one vote at any meeting of the Junior Membership, which shall have been authorized by the Bylaws.
2. Quorums:
  - a. A Board of Directors' meeting shall consist of a minimum of two-thirds (2/3) of the serving directors.

b. Issues calling for a vote of the membership must be authorized by a two-thirds (2/3) vote of the Board of Directors.

c. Membership meetings shall consist of a minimum of 10 percent (10%) of the members entitled to vote at the 1<sup>st</sup> of the month. Voting either present or by email to [info@verobeachartclub.org](mailto:info@verobeachartclub.org).

d. Committee meetings shall consist of a minimum of two-thirds (2/3) of the members of the committee.

#### **E. TERMINATION OF MEMBERSHIP**

Any member may be terminated as follows:

1. By failure to pay dues in accordance with the provisions then in force;
2. Upon the Board of Directors' receiving a written notice of resignation executed by the member, legally authorized representative, or by vocal statement.

#### **F. LIMITATION OF PRIVILEGES**

1. Members shall enjoy all privileges and obligations regardless of class of membership.
2. Subject to the direction of the Board, the membership may empower a committee to administer an event.

### **ARTICLE II - ELECTION AND TERMS OF OFFICE**

#### **A. OFFICERS**

PRESIDENT

VICE-PRESIDENT

ASSISTANT VICE-PRESIDENT

RECORDING SECRETARY

TREASURER

#### **B. QUALIFICATIONS FOR OFFICE**

Any member in good standing may hold office or directorship

1. No member may seek election to an office or directorship until completing one (1) year of Regular or Life Class Membership.
2. No elected officer shall hold a concurrent at-large directorship.

#### **C. TERMS OF OFFICE**

1. Officers shall be elected for a term of three (3) years. No officer may hold office for more than one (1) full term unless approved for extension by a two-thirds (2/3) vote by the board.
2. The two classes of Board Members shall serve as follows:

a. At-Large Directors shall be elected from the membership at large and shall serve for a term of three (3) years. No director elected at-large for a full term may be reelected until a period of three (3) years has elapsed.

b. Elected Officers shall serve as Officer Directors for the duration of their terms in elected office.

3. Service in the remaining term of a vacated office shall not be counted toward total terms served.

4. In order to maintain consistency of knowledge for the Art Club, the Board suggests that the outgoing President, Vice President, and Treasurer also stay on the Board as Ex Officio Board members.

Ex Officio is a one-year (1) non-voting position that is appointed by the Board. The Board can nominate past Board Members at its discretion for ex Officio positions.

#### **D. ELECTION OF OFFICERS AND DIRECTORS**

At the September Board meeting, a nominating committee shall be selected by the Board of Directors and presented for approval by a majority vote at the October membership meeting. At the October meeting, the nominating committee will accept nominations sent to the Art Club office via mail and email. Nominations from the floor may be made at the February membership meeting, thus closing further nominations. At the March membership meeting, the nominating committee shall present its slate and cause said slate to be published immediately thereafter. At the April membership meeting, the vote on the slate shall be taken. Should there be more than one (1) candidate for any position, a secret ballot shall determine the winner(s). Officers and Directors shall be installed at the annual membership meeting in May.

#### **E. RESIGNATION OR TERMINATION AND REPLACEMENT OF OFFICER OR DIRECTOR PRIOR TO EXPIRATION OF TERM**

1. Any officer or director may be removed as per ARTICLE I E.

2. Failure of the officer or director to perform the duties of the office, or for reasons not consistent with membership shall be cause for termination.

3.a. To initiate termination proceedings, the Board must give written notice to the officer or director two (2) weeks prior to a hearing to be held before the Board of Directors. A two-thirds (2/3) vote of a quorum of the Board will be required to initiate the process.

3.b. The notice of such vote must be published at least thirty (30) days in advance to the membership.

4. The Board of Directors may appoint any qualified member to fill a vacated office or directorship. The position shall be filled on a permanent basis for the remainder of the term within sixty (60) days in a manner consistent with the provisions of ARTICLE II D.

### **ARTICLE III – DUTIES OF OFFICERS AND DIRECTORS**

#### **A. OFFICERS**

##### **PRESIDENT**

1. Shall preside at all membership meetings and shall also serve as Chairman of the Board of Directors and preside at meetings of same.

2. Shall carry out all general business of the Corporation, including the signing of contracts and agreements, within guidelines set by the Board of Directors and in accordance with the Articles of Incorporation and Bylaws. Contracts above \$500 must be cosigned by the President.
3. Shall, in the absence of the Treasurer, be empowered to pay out money.
4. Shall be an ex officio member of all committees with the exception of the nominating committee.
5. Shall, together with the Treasurer, recruit and select all paid employees and present same to the Board of Directors for approval.

#### **VICE PRESIDENT**

1. Shall perform, in the absence of the President, all the duties of the President and shall be empowered to pay out money in the absence of both the President and Treasurer.
2. Should the office of President become vacant, the Vice President shall assume that office and serve for the remainder of the term as per ARTICLE II C3.

#### **Assistant Vice President**

1. shall perform, in the absence of the Vice President, all the duties of the Vice President.

#### **RECORDING SECRETARY**

1. Shall keep all minutes of all business meetings and meetings of the Board of Directors;
2. Shall be custodian of the Corporate seal and shall maintain all corporate records in a manner consistent with the laws of the State of Florida.

#### **TREASURER**

1. Shall be the custodian of all funds and pay out all money as ordered by the Corporation;
2. Shall submit monthly and annual reports to the board and the membership.
3. Shall, at the end of the fiscal year, submit all financial records and books of account to an independent auditor.
4. Shall courier between club office and contracted bookkeeper service and take deposits to bank.
5. Shall obtain permission of the President or his/her designee prior to transferring funds between club accounts and have transfer reported at the next board meeting.
6. Shall be the custodian of all funds and review no less than monthly financial statements produced by contracted bookkeeping service.
7. Shall coordinate with office manager to ensure that contracted bookkeeping service and/or contracted tax accountant pays/files all taxes and tax returns in on time and reviews same as necessary.
8. Shall copy Board President on all communications.
9. Shall convene and chair a finance committee at year's beginning to produce a new budget.

## **B. DIRECTORS**

1. Shall attend each meeting of the Board of Directors unless specifically excused by the President.
2. Shall participate in making all Corporate policies and shall be entitled to submit minority reports to the membership.
3. Must not have three (3) unexcused absences.

## **ARTICLE IV - COMMITTEES**

### **A. CREATION**

1. STANDING COMMITTEES - Standing committees shall be created by the Board of Directors and shall exist until dissolved by the Board of Directors.
2. SPECIAL COMMITTEES - Special committees shall be created by the membership at membership meetings. The term and powers of each special committee shall be determined at time of creation.

### **B. CHAIRMEN OF COMMITTEES**

1. The President shall name the chairman of each standing committee and shall submit same to the Board of Directors for approval by a majority affirmative vote.
2. The chairman of each special committee shall be appointed by the President.
3. In the case of either a standing or special committee having only one member, that person is the chairman.
4. Standing committee chairs may sign contracts up to a maximum of \$500 for contractors and expenses of their committee. Contracts above \$500 must be co-signed by the President.

### **C. CO-CHAIRMEN OF COMMITTEES**

1. Unless the committee has but one member, each chairman of a standing or special committee shall name a co-chairman to conduct meetings in the absence of the chairman and to serve as temporary chairman until a new chairman is selected.
2. The co-chairman of a standing committee shall serve as temporary chairman only until a new chairman is appointed by the President through the Board of Directors. The temporary chairman may receive the appointment. The new chairman must name a co-chairman.

### **D. MEMBERS OF COMMITTEES**

1. Standing Committees - shall be chosen by the chairman and submitted to the Board of Directors for approval.
2. Members of special committees may be chosen from among those volunteering at the time of creation, or at any subsequent time when additional members are needed.

3. In the event of the resignation of a chairman, from any committee whose term has not yet expired, the new chairman shall not have the right to select a new membership for that committee.

**ARTICLE V - FISCAL YEAR**

The fiscal year of the Corporation shall be from July 1 to the following June 30, inclusive.

**ARTICLE VI - AMENDMENTS OF BY-LAWS**

All Bylaws of the Corporation shall be subject to alteration, amendment, or repeal, and new Bylaws, not inconsistent with the Articles of Incorporation or any provision of law added by a two-thirds (2/3) vote at any membership meeting provided a quorum is present, and provided that such changes have been read at a previous membership meeting and notices of the vote sent to members by at least electronic means (email), if the members have indicated to the corporation they have such capability, or posted on the Corporation website for thirty (30) days, stating in advance that changes to the Articles of Incorporation or Bylaws will be voted on at the coming meeting, and are in compliance with the laws of the State of Florida applicable to corporations not-for-profit.

**ARTICLE VI I- CONDUCT AT MEETINGS AND MATTERS NOT COVERED BY ARTICLES AND BY-LAWS**

A. All membership meetings and meetings of the Board of Directors shall be conducted in accordance with Roberts Rules of Order. Committees may elect to conduct their meetings informally.

B. Matters coming before the Corporation not specifically covered by the Articles of Incorporation or Bylaws shall be governed by Roberts Rules of Order and by law.