

**THE DUNEDIN FINE ART CENTER, INC  
BY-LAWS**

**ARTICLE I NAME AND ADDRESS**

The name of this organization shall be the Dunedin Fine Art Center, Inc., a corporation not for profit, organized and existing under the laws of the State of Florida. The principal place of business shall be 1143 Michigan Boulevard, Dunedin, Florida 34698.

**ARTICLE II PURPOSE**

The purpose for which this Corporation is organized is to offer creative educational experiences in the cultural arts within the meaning of Section 501(c)(3) Internal Revenue Code (as amended).

**ARTICLE III MEMBERSHIP**

Section 3.01 Eligibility

- A. Membership shall be open to all persons interested in the arts and in promoting the arts and art education in the City of Dunedin and adjacent areas.
- B. No person shall be denied membership because of race, color, creed, age, marital status or sex.

Section 3.02 Dues

- A. Membership dues shall be established by the Executive Committee with approval of the Board of Directors.
- B. Membership dues are payable upon joining and are due annually.
- C. Annual dues shall be delinquent sixty (60) days following the due date.

Section 3.03 Termination of Membership

Delinquent members shall be dropped from membership.

### Section 3.04 Liability

Members shall not be liable for debts or obligations of the Corporation, nor shall they be liable for any assessment for the purpose of raising funds or otherwise.

## **ARTICLE IV OFFICERS**

Section 4.01 The officers of the Corporation shall be the Chairperson, Vice-Chairperson, Secretary, Treasurer and Parliamentarian.

Section 4.02 The officers shall be elected from members of the Board of Directors at the September meeting.

Section 4.03 The term of office shall be for one (1) year. An officer may be re-elected for one succeeding term.

Section 4.04 The terms of office shall begin immediately after the September meeting.

### Section 4.05 Duties

#### A. Chairperson of the Board

1. Presides at all meetings of the Executive Committee and Board of Directors
2. Is an ex-officio of all committees except the Nominating Committee
3. Appoints all Committee Chairs
4. Execute any and all documents requiring concurrence of the Board of Directors

#### B. Vice Chairperson

1. In the absence of the Chairperson shall preside and perform all of his/her duties
2. Shall assist the Chairperson in the performance of these duties
3. Shall serve as a member of the Budget Committee

#### C. Secretary

1. Shall be responsible for keeping and transcribing the minutes of the Board of Directors and Executive Committee
2. Shall be responsible for the correspondence of the Board of Directors and Executive Committee

3. Shall make the minutes of each meeting available for inspection and furnish copies to Board members
  4. Have custody of the records of the Board of Directors and Executive Committee
- D. Treasurer
1. Shall be responsible for financial books and records of the corporation
  2. Prepares monthly reports of the financial condition of the corporation for the Board of Directors meetings
  3. Shall procure an independent audit of the books of the corporation
  4. Shall serve as Chair of the Budget Committee
- E. Parliamentarian
1. Shall be responsible for all matters of procedure not specifically covered by the By-Laws
  2. Shall serve as Chair of the By-Laws Committee
  3. Shall maintain a record of the terms of office of the members of the Board of Directors

## **ARTICLE V BOARD OF DIRECTORS**

Section 5.01 The Board of Directors shall consist of not less than thirteen (13) nor more than twenty-five (25) members, excluding the Sterling Society Designee.

- A. The Board of Directors shall elect, by majority vote of a quorum, members to the Board of Directors
- B. All members of the Board of Directors shall be members in good standing of the corporation
- C. The Executive Director of the corporation shall be an ex-officio member of the Board of Directors and shall be allowed full participation in the meetings.

Section 5.02 Tenure

- A. Members of the Board of Directors shall be elected for a term of three years and may be elected for a second three year term.

- B. After an absence of one (1) year, a member shall again be eligible for election to the Board of Directors
- C. The three (3) year term of a Board of Directors member shall commence on the first day of October and end on the thirtieth of September.

#### Section 5.03 Vacancies

When appropriate, members of the Board of Directors may be elected to the Board for a term of three (3) years at any time during the calendar year, with the proceeding October 1<sup>st</sup> being the official date of assumption of the position.

#### Section 5.04 City Commission Liaison

- A. The City Commission of the City of Dunedin may designate a member of the City Commission as liaison to the Board of Directors.
- B. The liaison may attend all regular meetings of the Board of Directors and shall not be subject to any term limits, but shall not be entitled to vote.

#### Section 5.05 Sterling Society Designee

- A. The Sterling Society may annually nominate a member of The Sterling Society as a member of the Board of Directors for a one (1) year appointment.
- B. The Sterling Society will notify the Chairperson and Dunedin Fine Art Center Nominating Committee of such an appointment in writing.
- C. This appointee will then be considered for nomination to the Board of Directors and entitled to a vote.

#### Section 5.06 Junior League of Clearwater-Dunedin

- A. The corporation will maintain a regular contact with the Junior League of Clearwater-Dunedin and encourage that organization to offer one or more of their members for appointment to the Board of Directors.
- B. This does not establish a required membership on the Board of Directors, but is intended to be an encouragement for the continued participation of the Junior League of Clearwater-Dunedin.

#### Section 5.07 Extended Term

- A. Upon leaving office, the immediate Past Chairperson may serve for an additional one (1) year as a member of the Board of Directors in the event that his/her two (2) consecutive, three (3) year terms have expired while in office.

- B. The term limitations set forth in Section 5.02 shall not apply in this instance.

## **ARTICLE VI DUTIES OF THE BOARD**

### Section 6.01 Governance

- A. The Board of Directors shall be the governing body of all operations, policies and rules regarding the Dunedin Fine Art Center.
- B. The Board shall have power and duty to adopt, amend, review and/or change the By-Laws of the corporation.

### Section 6.02 Vacancy

The Board of Directors shall fill any unexpired term or vacancy of an office on its own motion.

### Section 6.03 Removal

The Board of Directors shall have the authority to remove any officer or director for any reason that it deems to be in the best interest of the corporation by a vote of two-thirds (2/3) of the members of the Board of Directors present and voting at a meeting at which a quorum is present.

### Section 6.04 Bank Depository

- A. The Board of Directors shall select and designate the bank, trust company or other depository as the depository to receive the funds of the corporation.
- B. All checks, drafts and other orders for payment of money, notes and other types of indebtedness, issued in the name of the corporation shall be signed by such officer or agents of the corporation as may be determined by resolution of the Board of Directors.

### Section 6.05 Budget

- A. Shall have the duty to adopt a budget for each succeeding year
- B. Shall semi-annually review the budget with the President.

### Section 6.06 Appointment of President.

- A. Shall appoint an President to serve for whatever term and compensation the Board may decide.

- B. Such appointment and compensation shall be adopted by a majority vote of the Board present.
- C. The compensation shall be reviewed annually by the Executive Committee and a recommendation made to the Board of Directors.
- D. The President's performance shall be reviewed not less than annually by the Executive Committee.

#### Section 6.07 DFAC Staff Communications Liaison.

The Chairman of the Board and one other volunteer from the Executive Committee agree to act in the capacity of Staff Communications Liaison in the event of an extraordinary issue that a staff member believes warrants the Board's attention. Each year the staff shall be apprised of the name of the Chair and Co-Liaison.

### **ARTICLE VII MEETINGS**

#### Section 7.01 Board of Directors

The Board shall determine a regular meeting time and place to be held at least once per month unless otherwise provided by the Board of Directors.

#### Section 7.02 Special Meetings

- A. May be called by the Chairperson or five (5) members of the Board of Directors.
- B. Notice of special meetings shall be given to all members of the Board of Directors at least three (3) day prior to the date of the meeting and such notice shall specifically state issues to be discussed.

#### Section 7.03 Attendance

Any member of the Board of Directors who miss's three (3) Board meetings, without an excused absence shall forfeit his/her seat on the Board of Directors.

#### Section 7.04 Quorum

A quorum for a Board of Directors meeting shall be **forty (40%)** of the members of the then sitting Board of Directors.

### **ARTICLE VIII PRESIDENT**

Section 8.01 Shall be employed by and serve at the pleasure of the Board of Directors.

Section 8.02 Shall have administrative and artistic authority over the operation of the Dunedin Fine Art Center, Inc within the policies of, and under the supervision of the Board of Directors.

Section 8.03 Employees

- A. Shall hire and terminate employees for the positions approved and funded in the budget.
- B. Shall determine and classify all positions.
- C. Shall define the duties and responsibilities of each position.
- D. Shall recommend to the Board of Directors the position and compensation for each position through the budget process.

Section 8.04 Shall be responsible for the curatorial activities, programming the exhibits and determining class schedules, as well as administrative and public relations activities of the Dunedin Fine Art Center, Inc.

Section 8.05 Is responsible for administering the placement of all art and exhibits in the galleries, and no work is to be taken out of the Art Center without permission of the Executive Director.

Section 8.06 Shall be entitle to attend all meetings of the Board of Directors and Executive Committee and shall be an ex-officio member of the Board of Directors and all committees created by the Board of Directors.

Section 8.07 Shall have the power to sign and execute contracts in the name of the Dunedin Fine Art Center, Inc. when specifically authorized by the Chairperson and when approved by the Board of Directors or Executive Committee for contracts of a commitment of more than \$10,000. The Chairperson's authorization may be written or oral, if later memorialized.

## **ARTICLE IX COMMITTEES**

Section 9.01 Standing Committees

- A. The Board may create such standing committees as it feels are necessary to properly conduct the affairs of the Dunedin Fine Art Center, Inc.
- B. Non-member of the Board may be invited to serve on standing committees.

#### Section 9.02 Special Committees

- A. Special ad-hoc committees for certain short term projects may be created.
- B. Non-members of the Board may be invited to serve on such committees.

#### Section 9.03 Executive Committee

- A. Membership of this committee shall be: Chairperson, Vice-Chairperson, Secretary, Treasurer, Parliamentarian, immediate, Past Chairperson and two (2) members of the Board of Directors appointed by the Chairperson.
- B. Shall meet at designated times for a review of the activities of the corporation.
- C. Is authorized to act on behalf of the Board of Directors in any situation requiring immediate action, which shall be reported to the Board at the next meeting with a request for ratification of such action.

#### Section 9.04 Nominating Committee

- A. Appointed by the Chairperson for a one year term at the first meeting of the Board in September.
- B. Shall consist of the Parliamentarian and not less than **two (2)** members from the Board of Directors.
- C. Annually submits a slate of officers to the Board of Directors for approval at the June Board meeting.
- D. Search for, review and recommend prospective Board candidates.
- E. Conduct a Board prospect meeting for one or more candidates.

#### Section 9.05 Budget Committee

- A. Shall prepare an annual budget, including anticipated income and expenditures for the ensuing year.
- B. Shall present proposed budget for approval at the September Board of Directors meeting.

#### Section 9.06 Board of Advisors

- A. Members are individuals who are in support of the purposes of the Dunedin Fine Art Center, Inc. and shall act as advisors to the Board of Directors and the President.



- B. Shall be elected by a majority vote of a quorum of the Board of Directors from nominations made by any member of the Board of Directors.
- C. Shall be elected for a term of two (2) years and may be re-elected.
- D. The Chairperson and the President shall be ex-officio members.
- E. Shall elect its own chair.

### **ARTICLE X INDEMNIFICATION**

The Dunedin Fine Art Center, Inc. shall indemnify all current or former members of the Board of Directors and all current and former officers of the Corporation, including the Executive Director of the Corporation, to the full extent permitted by law, for any act committed by them while engaging in the lawful performance of their duties as officer or director.

### **ARTICLE XI AMENDMENTS**

Section 11.01 These By-Laws may be amended, repealed or altered in whole or in part by a two-thirds vote of the Board of Directors at a meeting of the Board of Directors.

Section 11.02 Written notice setting forth the purpose of the meeting and containing proposed amendments, alterations or changes must be transmitted to each member of the Board of Directors at least ten (10) days prior to the meeting.

### **ARTICLE XII RULES OF ORDER**

The latest edition of Robert's Rules of Order shall be the parliamentary authority not otherwise specified in these By-Laws.

Revised \_\_\_\_\_