

**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 Greater Tampa Bay area.

- B. No person shall be denied membership because of ethnicity, race, color, creed, age, marital status, gender or sexual orientation.

Section 3.02 Dues

- A. Membership dues shall be established and approved by 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 Chair, Vice-Chair, 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, extending said officer's board tenure by that one year term.

Section 4.04 The terms of office shall begin October 1.

Section 4.05 Duties

A. Chair 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. Executes any and all documents requiring concurrence of the Board of Directors

B. Vice Chair

1. In the absence of the Chair, presides and performs all of his/her duties
2. Assists the Chair in the performance of these duties
3. Serves as a member of the Finance Committee

C. Secretary

1. Is responsible for overseeing, reviewing, and signing the minutes of the Board of Directors and Executive Committee.
2. Is responsible for the correspondence of the Board of Directors and Executive Committee
3. Makes the minutes of each meeting available for inspection and furnish copies to Board members
4. Has access to the records of the Board of Directors and Executive Committee, which will be maintained by DFAC.

D. Treasurer

1. Be responsible for the oversight of financial books and records of the corporation
2. Oversees 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 Finance 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 in addition to 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 President/CEO of the corporation shall be a non-voting ex-officio member of the Board of Directors and shall be allowed full participation in its 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 preceding October 1st 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 Secretary of such an appointment in writing.
- C. This appointee will be entitled to a vote.

Section 5.06 Extended Term

- A. Upon leaving office, the Chair may serve an additional one (1) year as a member of the Board of Directors in the capacity of Past Chair 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 may 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 approve the banks, trust companies or other insured depositories 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 fiscal year.
- B. Shall review the budget with the President/CEO.

Section 6.06 Appointment of President/CEO

- A. Shall appoint a President/CEO 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 and reported to the Board of Directors for discussion and salary approval.

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 Chair-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) days 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 misses three (3) Board meetings in a fiscal year 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 a majority of the members of the then sitting Board of Directors.

ARTICLE VIII PRESIDENT/CEO

Section 8.01 Shall serve at the pleasure of the Board of Directors.

Section 8.02 Shall advance and execute the mission and vision of DFAC.

Section 8.03 Employees

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

Section 8.04 Shall be entitled 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 8.05 Shall have the power to sign and execute contracts in the name of the Dunedin Fine Art Center, Inc.

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-members of the Board may be invited to serve on standing committees.

Section 9.02 Ad-hoc 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 the following: Chair, Vice-Chair, Secretary, Treasurer, Parliamentarian, immediate Past Chair and two (2) members of the Board of Directors appointed by the Chair.
- B. Shall meet at designated times for a review of the activities of the corporation and when the full Board of Directors are not having a monthly meeting.
- 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.
- D. Committee minutes including the Executive Committee shall be presented to the Board of Directors.

Section 9.04 Governance Committee-Nominating and ByLaws

- A. Approved by the **Chair** for a one-year term at the first meeting of the Board in October.

- 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. Facilitate the evaluation of board members and examine the skills and characteristics needed in board candidates.
- F. Reviews by-laws and other corporate documents related to operations and corporate governance of the Dunedin Fine Art Center.

Section 9.05 Finance Committee

- A. The Finance Committee shall consist of the Treasurer serving as Chair, Vice-Chair and at least two (2) additional members selected by the Chair.
- B. Shall prepare an annual budget, including anticipated income and expenditures for the ensuing year.
- C. Shall present proposed budget for approval at the September Board of Directors meeting.
- D. Shall review financial positions and oversee short-term management of finances on a monthly basis with monthly reports to the Board of Directors.
- E. Shall function as an audit committee and select or confirm auditor.
- F. Shall establish an Endowment Committee to review and oversee DFAC's investment policy.

Section 9.06 Advisory Committee

- A. Members are individuals who are in support of the purposes of the Dunedin Fine Art Center, Inc., are from the greater Tampa Bay area and shall act as advisors to the Board of Directors and the President/CEO.
- 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 Chair and the President/CEO 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 _____

CERTIFICATION

Amended and restated by the Board of Directors at a regular meeting on _____ by a two-thirds vote of the Board of Directors present and entitled to vote at which a quorum was present following a written notice setting forth the purpose of the meeting and containing the proposed amendment transmitted on November 9, 2017 to each member of the Board of Directors at least ten (10) days prior to the November 2017 meeting.

Secretary

Date