

STERLING SOCIETY BYLAWS

ARTICLE-I

Name and Description

The name of the auxiliary organization of the Dunedin Fine Art Center (DFAC) shall be the STERLING SOCIETY and the mailing address shall be c/o Dunedin Fine Art Center, 1143 Michigan Blvd. Dunedin, FL 34698. The Sterling Society is an auxiliary organization of volunteers of the Dunedin Fine Art Center. It reports to the President and CEO of the DFAC and has an assigned DFAC staff liaison. The Sterling Society functions under DFAC's 501c3 and its finances and marketing are managed by the DFAC.

ARTICLE-II

Mission Statement

The mission of the Sterling Society is to inspire, connect, educate and entertain in an effort to promote and support the Dunedin Fine Art Center (DFAC).

ARTICLE-III

Purpose

The purpose of the organization is:

- A. To support the growth of the DFAC through auxiliary fundraising, Sterling Society membership recruitment and program development.
- B. To connect Sterling Society members with others interested in the arts and DFAC through social activities.
- C. To expand the art experiences of its members
- D. To advance DFAC projects and events.

ARTICLE-IV

Membership

Section 4.01 Membership in this organization shall be open to all individuals, in agreement with its purposes and requirements, and shall entitle each member to one vote in all general meetings.

Section 4.02 Members of this organization shall be required to have and maintain membership in the DFAC.

ARTICLE-V
Board of Directors

Section 5.01 The Sterling Society Board of Directors shall be composed of not less than 10 and no more than 20 members of the Sterling Society, including the Executive Committee.

Section 5.02 A member of the DFAC staff shall serve as liaison, but shall not be entitled to vote.

Section 5.03 Responsibilities of the Sterling Society Board of Directors

- A. Each member of the Sterling Society Board of Directors shall be a member in good standing of the organization.
- B. Sterling Society Board Members are expected to attend all Board of Directors meetings. If unable to attend a Board meeting, the Recording Secretary shall be notified for quorum requirements.
- C. Sterling Society Board Members have the responsibility of supporting all Sterling Society and DFAC activities. Board Members are encouraged to attend and support Sterling Society meetings and activities, unless they are out of town or cancel reservations prior to the stated deadline for such meetings and activities.
- D. The Sterling Society Board Members shall coordinate and cooperate with the Dunedin Fine Art Center on all policies, procedures, activities, projects, marketing, and properties of the auxiliary organization subject to Dunedin Fine Art Center approval through its President/CEO.
- E. Sterling Society Board Members are financially responsible for their attendance fees for any meetings or activities they attend.
- F. Sterling Society Board Members are considered automatically resigned if three (3) consecutive Sterling Society Board meetings are missed without notification. The Sterling Society Board may consider excused absences provided in advance of the meetings. The Sterling Society Board will provide the agenda and minutes in advance of each meeting to allow for input from absent members or absent members may also call into the meeting to participate.
- G. The Executive Board Committee of the Sterling Society reserves the right to request the resignation of a Sterling Society Board member with excessive unexcused absences.
- H. The Sterling Society Board shall set all dues amounts with input from the DFAC President/CEO. A review of the dues and announcement of any

changes shall be made to the membership prior to the beginning of the fiscal year (October).

ARTICLE-VI
Officers of the Board of Directors

Section 6.01 The Officers of the Sterling Society shall be the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and Immediate Past President.

Section 6.02 These Officers shall be elected **in the Spring** and take office in October.

Section 6.03 The term of officers of the Sterling Society Board shall be for one year. The Board member may hold the same office more than one term.

Section 6.04 To be eligible for the office of President or Vice President, the candidate must be serving on the Board of Directors.

Section 6.05 The Vice-President shall be a voting member of the DFAC Board of Directors for the term of office. The Sterling Society Board is required to give notice of this Sterling Society appointee to the DFAC Governance Committee and the Secretary of the DFAC Board no later than June 1 for approval by the DFAC Board.

Section 6.06 In the absence of the President, the Vice President or the immediate Past President will serve as the presiding officer during that absence.

Section 6.07 The term of the new Sterling Society Board shall begin in October to coincide with the fiscal year of the Dunedin Fine Art Center. The new Sterling Society Board Members shall participate in annual planning meetings for the coming year which are scheduled prior to the beginning of the fiscal year typically in May or June.

ARTICLE-VII
Duties of the Officers

Section 7.01 The President shall preside at all meetings of the membership, the Sterling Society Board of Directors, and the Sterling Society Executive Committee. The President shall appoint all committee Chairpersons and shall function as an ex-officio member of all committees. The President shall execute any and all documents approved by the Sterling Society Board of Directors. The President shall be chair of the Development and Fundraising Committee of the Sterling Society for the year. The President shall appoint new Sterling Society Board Members to fill vacancies for any unexpired term.

Section 7.02 The Vice President shall perform the duties of the President in absence of the President. The Vice President shall serve on the DFAC Board of Directors.

Section 7.03 The Recording Secretary shall keep a record of all meetings of the membership, the Sterling Society Board of Directors, and the Sterling Society Executive Committee and provide such information including minutes of meetings of the membership to the DFAC. The Recording Secretary shall record attendance and maintain the directory of the Sterling Society Board and any chair and committee appointments of the Sterling Society. The Secretary shall also be custodian of all records of the organization, which no longer are needed for current operations and which have historical significance and these records should be passed on to each newly elected Recording Secretary.

Section 7.04 The Corresponding Secretary shall conduct the correspondence of the organization, as the board requests. The Corresponding Secretary shall also address all email correspondence for the Sterling Society Board. These records should be passed on to each newly elected Corresponding Secretary.

Section 7.05 The Sterling Society Treasurer shall receive and review all records kept by the Finance Manager of the DFAC and make a report of the financial condition of the Sterling Society at all meetings of the membership, the Board of Directors, and the Executive Committee. The Treasurer shall obtain and provide any records or reports required by the Sterling Society Board. The Treasurer shall work with committee chairs and the Sterling Society Board to audit committee budgets and financial reports. These records should be passed on to each newly elected Treasurer.

Section 7.06 The Immediate Past President shall act as an advisor and parliamentarian and shall be the Chair of the Sterling Society's annual Founders Luncheon.

ARTICLE-VIII
Executive Committee

Section 8.01 the Executive Committee shall consist of the following Officers: The President, Vice President, Recording Secretary, Treasurer, Immediate Past President and such other member of the Board as the President may appoint.

Section 8:02 The Executive Committee may meet to review and make suggestions for the board. They may not vote on any items.

Section 8.03 The President may call Executive Committee meetings as needed.

Section 8.04 Vacancies in all offices except the President shall be appointed by the President, for the affirmation of the Board, for the un-expired term.

Section 8.05 The Executive Committee is responsible for the process of an unexcused, excessive Board absences resulting in the request for resignation of a Board member.

ARTICLE-IX
Meetings

Section 9.01 Board meetings shall be held at least six (6) times yearly as determined by the incoming board.

- A. Additional meetings may be held upon call by the President, and in the President's absence, by the Vice-President, or upon request of three (3) members of the board.
- B. The QUORUM shall be a simple majority of board members.

Section 9.02 A General Meeting of the Sterling Society membership shall be held at least one (1) time per year and open to all members. A QUORUM shall be such members as are present at any general meeting.

General meetings are for the benefit of the Sterling Society membership to elect officers, approve by laws, review annual programs, social activities and accomplishments; recruitment of the Board and committees, share membership benefits, gather input from members, etc.

ARTICLE-X

Fiscal Year

The fiscal year of this organization shall begin on the first day of October and end on the last day of September.

ARTICLE-XI
Standing Committees

Standing Committees shall be but not limited to functional committees: Membership, Nominating, Development and Fundraising, and Marketing. The Sterling Society Board shall develop a strategic plan and define the committees and identify the chairs of each committee at an annual planning meeting prior to the beginning of the next fiscal year typically in May or June.

ARTICLE-XII
Tasks and Events
under Unforeseen Circumstances

If unforeseen circumstances beyond the Sterling Society Board Members' control make it difficult or impossible for planned tasks, events or meetings to take place, including those referred to in these bylaws, then the Sterling Society Board Members may cancel, suspend, reschedule or modify the activity or its timing within the Sterling Society's discretion with notice to its members and the DFAC President/ CEO and its assigned staff liaison. The Sterling Society Board will use its best efforts to minimize any effect this may cause for the Sterling Society and the furtherance of its mission.

ARTICLE-XIII
Nominating Committee

Section 12.01 The appointment of the Nominating Committee Chairperson shall be in October. The nominations shall take place in the Spring of each year.

Section 12.02 The Nominating Committee shall consist at least three (3) members – the Chairperson (a Sterling Society Board Member, appointed by the President), plus two (2) additional Sterling Society members at large.

Section 12.03 The Nominating Committee shall act transparent of the Board in representing the membership.

Section 12.04 The Nominating Committee shall present the slate of officers to the Sterling Society Board for approval in the Spring. The slate must be approved and accepted by two-thirds (2/3) vote of the eligible Sterling Society Board Members. After the approval the officers shall then be presented to the general membership.

Section 12.05 New Officers shall be installed at the beginning of the fiscal year at the October Meeting.

Section 12.06 Any Sterling Society member can recommend new Board Members to the Nominating Committee Chairperson. The Nominating Committee shall confirm the person's qualifications as stated in the bylaws and present qualified candidates to the Sterling Society Board for approval. A new member must be approved and accepted by two thirds (2/3) vote of the eligible Sterling Society Board Members. The approved Sterling Society member shall then be invited to join the Board.

ARTICLE-XIV Amendments

Section 13.01 These Sterling Society Bylaws may be altered, amended or replaced and new bylaws proposed by submission in writing of the changes from the Sterling Society Bylaws Committee to the Sterling Society Board for their approval. The changes must be approved and accepted by two thirds (2/3) of the eligible Sterling Society Board Members. The changes shall subsequently be submitted to the President/CEO of the DFAC and the DFAC Board Governance Committee for approval.

Section 13.02 If approved by the Sterling Society Board, the President/CEO of DFAC and the DFAC Board Governance Committee, the Sterling Society Board must provide notification of the proposed changes to eligible Sterling Society members and allow two (2) weeks for response. If further changes are made by the Sterling Society Bylaws Committee to the bylaws, the changes must again be submitted to the Board for their approval. If no further changes are made, the bylaws shall then be submitted to the DFAC Board for approval.

Section 13.03 In addition to the Bylaws, suggested Policies and Procedures for the Sterling Society will be developed and may be amended, changed and voted on by

the Sterling Society Board. Policies and Procedures involving DFAC are subject to review by the President/ CEO of DFAC.

ARTICLE-XV

Parliamentary Rules - Robert's Rules of Order Newly Revised (the most current edition) shall be the authority on all questions of parliamentary law not covered by these Bylaws, unless waived by vote of the membership.

Revised _____

CERTIFICATION

Amended and restated by the Sterling Society Membership at a general meeting on MONTH DAY YEAR by a simple majority vote of the general membership 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 approved by Sterling Society Board on MONTH DAY YEAR, the DFAC /President/CEO on MONTH DAY YEAR, and the DFAC Board Governance Committee on MONTH DAY YEAR prior to the meeting.

Sterling Society Recording Secretary

Date

Amended and restated by the DFAC 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 to each member of the Board of Directors prior to the meeting, on _____.

DFAC Secretary

Date

First Revision 2009: Revision Committee: Past President Mary Louise Pollock, Immediate Past President Sara Kessinger and Member Julie Scales.

Second Revision 2013: Revision Committee: Past Presidents – Syd Entel, Sara Kessinger and Mary Louise Pollock

Third Revision 2017: Revision Committee: Past President Cindy Gorshe Collman, Dianne Wheatley-Giliotti and Julie Scales, Members

Fourth Revision 2018: Revision Committee: Linda Wittmershaus-Macik, Julie Scales, Alison Freeborn, Gail Gamble

Fifth Revision 2021: Linda Wittmershaus-Macik, Syd Entel, Alison Freeborn, Sara Kessinger