

SEBASTIAN RIVER ART CLUB, INC. *(draft 9-6)***BY LAWS****Table of Contents**

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SEBASTIAN RIVER ART CLUB, INC.

BY LAWS

ARTICLE 1 – NAME

The organization name is Sebastian River Art Club, Inc., hereinafter known as the Association and also recognized as SRAC.

ARTICLE II – MISSION STATEMENT

The *mission* of the Sebastian River Art Club, Inc., is to promote public interest and *an* appreciation of the arts through public exhibits and placement of members' art in public and municipal *venues*. The SRAC participates in and supports local charitable functions, promotes education through art classes and open studios, and offers yearly scholarships through the Rosalee Taylor Hume Scholarship Fund to graduating high school students pursuing a career in the arts.

ARTICLE III – MEMBERSHIP

New Membership:

Any person interested in furthering the arts and the mission of the SRAC shall be eligible for membership. Membership benefits include, but are not limited to, opportunities to display their personal art in the SRAC gallery as well as public and municipal venues throughout the Sebastian area after submitting their artwork and having been approved by the Jury Committee. Members also enjoy reduced class fees.

A Membership Application/Code of Conduct form must be completed, signed and submitted with payment of the current year's dues. New member applicants joining the SRAC between July 1 and December 31 shall be afforded a reduction of one half ($\frac{1}{2}$) of the annual dues amount for their chosen level of membership. Applicants will be asked to review the SRAC BY LAWS with the understanding of and agreement to abide by the rules contained within these documents

All members must attend a minimum of one business meeting.

Dues:

The fiscal year coincides with the calendar year. Annual dues are collectible on or after September 1 of the prior year. Anyone with dues in arrears on January 1 of the current year will be assessed a late fee until March 1. Anyone unpaid on March 1 will be dropped from the membership roster.

Levels of Membership:

- a) **Individual Membership:** The Individual Membership dues are less than other memberships in exchange for participation and volunteerism. The Individual Member is required to attend a minimum of three (3) SRAC Business Meetings per year.

Also, each Individual Member must be an active participant of at least one of the SRAC committees. Individual membership will be revoked by vote of the Executive Board for failure to meet these obligations. Other levels of membership will still be available to the individual.

- b) **Associate Membership:** The Associate Membership is available to applicants who, for whatever reasons, cannot attend the required Business Meetings and /or cannot participate on any of the committees.
- c) **Patron Membership:** Available to individuals and Organizations through their charitable financial support and assistance in promoting public interest of the arts throughout the City of Sebastian and surrounding communities. Financial support is tax deductible as SRAC is a recognized 501(c)3 classified organization. Levels are as follows:

Bronze:	\$100 - \$249
Silver:	\$250 - \$499
Gold:	\$500 - \$999
Platinum:	\$1,000 and above

- d) **Spousal Membership:** Available to spouses of paid members. Spousal Members cannot display their personal art in the SRAC or any of the SRAC's events.

ANY MEMBER CAN BE EXPELLED FROM THE CLUB BY MAJORITY VOTE OF THE EXECUTIVE BOARD FOR CODE OF CONDUCT VIOLATIONS OR NONADHERENCE TO THESE BY LAWS. NO PREVIOUSLY PAID DUES OR FEES WILL BE REIMBURSED TO THE VIOLATING MEMBER.

ARTICLE IV – MEETINGS

All Business and Board Meetings shall be conducted under the guidelines of Roberts Rules of Order.

Business Meetings - Shall be convened the second Tuesday during the months of September through May (unless otherwise posted). All Business Meetings shall require a minimum of 15 members in attendance (a Quorum).

Annual Meetings - Shall take place at the November Business Meeting. Election of Officers and Directors shall be part of the Annual Meeting agenda.

Emergency Business Meetings - May be called by the President or Executive Board. Members shall be given (3) days notice of the scheduled time and date by electronic E-Blast and/or telephone call.

Special Meetings - May be scheduled at the direction of the President or Executive Board. Members shall be given (10) days notice of the scheduled date and time by electronic E-Blast and/or telephone call.

Quorum – Attendees required for the purposes of conducting SRAC business. If a quorum of 15 is not present, the President shall have the power to adjourn and reconvene the meeting at a later date and time. Any business on the agenda of the original meeting may be carried forward until a quorum is obtained.

ARTICLE V – OFFICERS AND DIRECTORS

OFFICERS AND DIRECTORS MAKE UP THE EXECUTIVE BOARD. THE MAJORITY OF EXECUTIVE BOARD MEMBERS MUST BE LOCAL RESIDENTS OF THE CITY OF SEBASTIAN, FLORIDA, PER TERMS OF THE PROPERTY LEASE AGREEMENT WITH THE CITY OF SEBASTIAN.

The Officers and Directors must be members in good standing at the SRAC at the time of nomination and remain as such throughout their term(s) of office.

Elections of Officers and Directors are held at the Annual Meeting in November.

Officers – Shall be President, Vice President, Treasurer and Secretary. SRAC Officers shall serve without compensation. The positions have two-year terms of office. Officers shall assume the position on January 1 of the year following election. The President and Vice President shall be elected in one year and the Treasurer and Secretary in the alternate year. It is recommended that officers serve no more than two (2) consecutive terms in any one office. However, they may remain on the Executive Board in any other elected position.

Directors – Four (4) elected Director positions are part of the Executive Board. SRAC Directors shall serve without compensation. The elected Directors shall assume the office on January 1 of the year following election. Directors are elected for a two-year term of office, with two Directors being elected every year. It is recommended that Directors serve no more than two (2) consecutive terms. If a Director cannot complete the two-year term of office, the Executive Board shall appoint a replacement.

The immediate Past President shall also serve as an additional Director. If the immediate past President is not available to serve as this Director, the Executive Board shall appoint a replacement, attempting to appoint another past president.

OFFICERS AND DIRECTORS duties and responsibilities:

President – Shall -

Preside over all Business and Executive Board Meetings.

Work with standing committees to identify chairpersons for Standing Committees to be approved by the Executive Board.

By choice or by request, attend Standing Committee meetings and offer comments and opinions at the meetings.

Standing Committee chairs shall keep the President apprised regarding new plans or suggestions put forth by their committee and shall convey participation of committee members to the Membership Chair.

Sign and/or instruct the SRAC Secretary to sign all contracts and documents approved by the Association.

Checks of \$100 or more require two signatures being either the President, Vice President, Secretary or Treasurer.

Be an ex-officio member of all committees, excepting the Nominating Committee.

Be a participant on the Budget Committee in preparation of the Annual Budget.

Act as representative of SRAC in all civic matters except when such representation is specifically designated to a special committee appointed for that particular purpose.

Take no action binding upon SRAC without specific prior authorization by the Association membership or the Executive Board.

After the term for President is over, he or she will remain on the Executive Board as a Director, 'Past President.'

Vice President - Shall

Assume the duties and responsibilities of the President in the event of the absence of, resignation of, or refusal of, or inability to act as the President.

Assist the President in conducting SRAC business when assistance is needed.

Sign SRAC disbursements as needed.

Historically, the Vice President has assumed or run for President when that position is vacated. If the Vice President does not assume the vacated position of President, the Executive Board may select an acting President from within the Executive Board or Association membership to serve until the next Annual Meeting in November.

Secretary - Shall

Have the duty and responsibility of being the recorder and custodian of the SRAC Charter, BY LAWS, Standing Rules, Business and Executive Board meeting minutes, and incoming communications, in current up-to-date files.

Assists the President in conducting SRAC business when assistance is needed.

Signs SRAC disbursements as needed.

Treasurer - Shall

Be custodian of all monies of SRAC. Monies must be held in an insured financial institution(s) or invested at the instruction of the Executive Board.

Maintain, keep in balance and file all SRAC financial records and reports for both the SRAC Business, Scholarship and Food Bank Funds.

Is responsible for all tax filings and registrations to maintain good standing with the government and respective agencies for the SRAC.

Make all financial records available in sufficient time for an audit conducted in March.

Be responsible for payment of all SRAC obligations approved by the President, Executive Board or vote by Membership authorizing payment.

Issue checks and maintain and file all financial records.

Sign checks for authorized disbursements on behalf of the Association. Two signatures are required on all checks of \$100 or more being Treasurer, President, Vice President or Secretary.

Participate with the other members of the Budget Committee in preparing the Annual Budget.

The Treasurer shall appoint Treasury assistant(s) who are trustworthy and can be trained to help with financials for membership, scholarships, gallery, park shows and special events, perform other duties as assigned by the Treasurer, and who can take over if the Treasurer is absent

Present up-to-date financial statements to the membership at Business Meetings and to the SRAC Officers and Directors at the Executive Board meetings. Copies of these records shall be given to the Secretary for filing within the meeting records.

ARTICLE VI – EXECUTIVE BOARD

Members include the SRAC President, Vice President, Secretary, Treasurer and 5 Directors (4 elected and the past president).

The President shall call meetings on an as needed basis and preside over the meetings.

If the President is unavailable to conduct the meeting, the Vice President shall conduct the meeting in the President's absence.

The Officers and Directors shall have one vote and that shall not be by proxy.

SRAC Officers and Directors shall serve without compensation.

A quorum of at least five (5) Executive Board members is required to conduct a meeting. If a quorum is not available at the meeting, the meeting will be reconvened at a later date when a quorum of the Executive Board members can be in attendance at the meeting.

Executive Board Duties and Responsibilities:

During the interim between Business Meetings, the Executive Board may pass resolutions relative to the Association. Results of such action shall be reported to the Association within a reasonable time, and be ratified by the full membership at the earliest Business Meeting following the said action.

Shall authorize disbursements as defined in the Annual Budget.

No amount of money over \$100 may be spent without approval of the Executive Board and subsequent affirmative vote of the membership.

Reserves the right to modify the requirements under which individual memberships are based, due to hardship and/or unusual circumstances.

Shall consider, approve or deny event plans and budgets presented by Standing Committee Chairs.

When Vacancies Occur on the Executive Board:

By 2/3 vote of the Executive Board, any Executive Board Member may be removed from office for failure to comply and/or perform the duties and responsibilities of the office and/or enforce the SRAC BY LAWS.

Executive Board members can resign the office by presenting or mailing a written resignation to the SRAC Secretary who will report it immediately to the President. The President shall inform the other Executive Board members.

If a Board member resigns publicly without prior notice to the Executive Board, they relinquish their membership for their lifetime. No reimbursement of dues or fees will be made to the member. *(order changed from fourth to third bullet)*

If a vacancy occurs on the Executive Board due to removal, resignation, illness or death of a member, then a member of the SRAC in good standing shall be appointed by the remaining Executive Board members to complete the remaining term of office until the next Annual Meeting in November.

ARTICLE VII – NOMINATIONS AND ELECTION OF OFFICERS AND DIRECTORS

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Directors – Four (4) elected Director positions are part of the Executive Board. SRAC Directors shall serve without compensation. The elected Directors shall assume the office on January 1 of the year following election. Directors are elected for a two-year term of office, with two Directors being elected every year. It is recommended that Directors serve no more than two (2) consecutive terms. If a Director cannot complete the two-year term of office, the Executive Board shall appoint a replacement.

The immediate Past President shall also serve as an additional Director. If the past President is not available to serve as this Director, the Executive Board shall appoint a replacement, attempting to appoint another past president.

Nominating Committee:

The Executive Board shall select a Nominating Committee of three (3) SRAC members by the September Business Meeting of the election year. The Committee members must be active and in good standing within the SRAC.

The Nominating Committee has the duty and responsibility of selecting qualified nominees, who must be an active member in good standing and have the skills to perform the duties of the office, from the membership for the offices of President, Vice President, Secretary, Treasurer and Directors.

NOMINEES FOR THE OFFICER POSITIONS MUST BE YEAR-ROUND RESIDENTS OF THE SEBASTIAN, FLORIDA, AREA.

The Nominating Committee shall obtain the consent of the nominees to serve in the positions for which they have been nominated.

Nominees shall be presented at the October Business Meeting.

Additional nominations can be made by the general membership from the floor at the Annual November Meeting. These nominees must be active and in good standing within the SRAC. They must either be present at the November Annual Meeting to accept the nomination or have provided written consent to serve if elected prior to the November Annual Meeting.

The nominees shall be given the floor for not more than five (5) minutes at the November meeting to present their qualifications, membership history and reason(s) for seeking the position to the membership. These details should assist the members in their decision as to which nominee is the best suited for the office.

Voting:

All members in good standing are eligible to vote in SRAC elections.

Each Office election is taken separately.

Voting shall be by voice vote when only one candidate is running for the office. If more than one candidate is running for an office, the voting shall be by written ballot.

No vote may be accepted by proxy.

Majority vote rules.

ARTICLE VIII – STANDING AND SPECIAL COMMITTEES

ALL INDIVIDUAL MEMBERSHIP LEVEL MEMBERS MUST PARTICIPATE ON A STANDING COMMITTEE

Standing Committee members must be visible and active participants in the committee. Standing Committees in the SRAC have typically covered these areas: Budget, Membership, Publicity, Gallery, Charitable Funds, Education, Art in Public Venues, and the Jury Committee.

Special Committees shall be established to conduct business for special events and fundraisers as well as some on-going services. Each of these committees shall have a Chair and Co-Chair. The committees for special events will exist only for the time needed to complete the project.

Committee Chairs or Co-Chairs shall be present at SRAC Business Meetings to provide the membership with updates on their Committee projects and plans.

Each Chairperson shall:

Provide committee reports to the Membership at the Business meetings.

Notify the SRAC President when a major action or decision is being considered by their committee between report times.

Maintain attendance and volunteer contribution records of the committee members and provide an on-going or at least a year-end report to the Membership Chair to enable determination if requirements for Individual Membership are being met.

ARTICLE IX – DISSOLUTION OF THE ASSOCIATION

The Corporation shall have perpetual existence, unless dissolved according to the law. Liquidating distributions by the Executive Board, to SRAC members after sale of SRAC assets, will be consistent with exemption under IRC501(c) 3, and does not constitute inurement. Rev. Rul. 58-501, 1958-2C.B. 262.

ARTICLE X – PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised, shall govern the Association in all cases in which they are applicable, and which are not inconsistent with these BY LAWS and any standing rule.

ARTICLE XI– AMENDMENTS

Amendments to the BY LAWS must be presented to the Executive Board for discussion and approval prior to presentation to the membership for a vote.

The SRAC President shall present the pending amendment to the membership at the next Business Meeting. Members shall be given the opportunity to discuss and make changes to the amendment if required.

By members two-thirds (2/3) majority vote, the amendment shall immediately become part of the SRAC BY LAWS.

SRAC NOTES ON PREVIOUS BY LAW AMENDMENTS

NOTE: Articles of these BY LAWS have been amended over the years on various dates including those listed below, but not exclusive to these dates.

At a business meeting September, 1996; May 11, 1999; August 28, 2001 approved by Executive Board September 9, 2001; November 11, 2003, January 11, 2011 – Amendments approved by vote of membership to align with corporation papers, and changing to financial calendar year as well as others.

Eight amendments to these BY LAWS were approved by the membership at the Annual Meeting held November 8, 2016.

An amendment made to Article XI to these BY LAWS was approved by the membership on November 9, 2021.

A general review and revision the BY LAWS was carried out in 2025 and was approved by the membership on XXXXXXX, 2025.

(Latest printing XX/XX/2025)