

Santa Rosa Art Association, Inc

BY-LAWS

ARTICLE I

Name

The name of this association shall be the Santa Rosa Art Association, Inc., hereafter referred to as SRAA.

ARTICLE II

Statement of Purpose

The Santa Rosa Art Association, Inc. is organized for the purpose of educational, social, and charitable purposes for persons interested in the Fine Arts in Northwest Florida, under Section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III

Mission Statement

The Santa Rosa Art Association - People who Create - for each other, for the community, for education, for the future.

ARTICLE IV

Membership

Active Member - Anyone who has been accepted for membership and makes a reasonable effort to attend meetings, is willing to accept appointment to committees and/or positions of leadership with the SRAA and has paid the SRAA dues for the current year shall be an active member.

Active members will receive monthly information through email or regular mail, if email not available, as well as the yearly calendar and annual August newsletter.

A member who has not been contacted in regard to a monthly meeting, or who needs information, should call the secretary or any member of the Executive Board.

New members will receive a welcome letter from the Secretary and an electronic copy of the By Laws. If a member does not have access to a computer, the letter and by-laws will be mailed.

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ARTICLE V

Dues

Section 1.

The amount of the SRAA dues may be changed by the recommendation of the Executive Board to the membership. By majority affirmative vote of a quorum of the members present at a regular meeting of the SRAA, the recommended changes must be approved. Any changes in the amount of the SRAA dues shall become effective at the beginning of the ensuing fiscal year.

Section 2.

Annual dues are payable at the beginning of the fiscal year in June and shall be delinquent after the October general meeting. Membership may be resumed upon paying delinquent dues.

Section 3.

Anyone joining the SRAA in February or later will pay one-half year's annual dues. Which will cover the month of February through May.

Section 4.

There are three types of membership dues: (1) regular dues are \$30.00; (2) family dues are \$30.00 for first member and \$20.00 for one or more family members residing in the same household; and (3) a student membership (any enrolled student including college) annual fee is \$10.00.

ARTICLE VI

Finances

No refund of dues or reduction of dues in cases of membership involving less than a full fiscal year shall be made, with the exceptions as stated in these Bylaws. No special assessments shall be made against the SRAA membership without a vote of approval of the general membership.

ARTICLE VII

Officers

Section 1. Officers.

The officers shall be a president, vice-president, secretary, and treasurer.

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Section 2.

Nominations and Elections. A Nominating Committee consisting of chairperson and two members shall be appointed by the President at the March meeting. The order of business at the April meeting will include the Chairperson of the Nominating Committee presenting a slate of officers and taking nominations from the floor, following with election of officers. Consent of the nominee to serve, if elected, is necessary before his/her name can be put on the slate. Nominations are made and the motion to accept the slate as read shall be made by a member in good standing. If additional nominations are made, ballots shall be cast, and a teller appointed by the presiding officer. In case of a tie, the President shall cast a vote to break the tie. Officers shall be elected at the April meeting and inducted into office at the May meeting.

Section 3.

Limitations. Any and all of the officers, with the exception of the treasurer, may be elected to serve in the same office for two consecutive terms unless unusual circumstances occur.

Section 4.

Vacancies. If there is a vacancy in the office of president, the vice-president will become the president. At the next regularly scheduled meeting, there will be an election for vice president. If there is a vacancy in any other office, the board will appoint someone to fill the vacancy for the remainder of the year. The appointment will be announced by the next regularly scheduled business meeting.

Section 5.

Removal from office. Officers can be removed from the office with or without cause by a two-thirds vote at a regular meeting where previous notice has been given.

ARTICLE VIII

Duties

Section 1.

President. The president shall preside at all meetings and special events of the SRAA and of the Executive Board. He/She shall call special meetings of the Executive Board and call a special meeting of the SRAA membership as may be required. He/She shall perform any and all duties pertaining to the office of the President, as well as enforce all the rules and regulations as set forth by the SRAA By-Laws and detailed in the "Manual of Policies and Procedures".

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The president shall appoint such committees as may be required to the proper functioning of the SRAA, select the chairpersons of those committees, and fill by appointment any vacancies that may occur on a committee.

In conjunction with the chairperson of any committee the president, with the approval of the Executive Board, shall be authorized to approve expenditures by that committee in a sum not to exceed fifty (\$50). Such funds are to be used in the furtherance of the SRAA objectives.

The president, at his/her discretion, may produce an annual newsletter in August.

The president shall make an annual report to the Executive Board and to the membership in general at the April meeting.

In an emergency when such action is necessary to carry on the immediate business of the SRAA and the treasurer is unavailable or incapacitated, the president, in his/her capacity as Chief Executive of the SRAA, with the secretary serving as cosigner, shall sign all written contracts and obligations of the SRAA and shall sign checks against the SRAA treasury for payment or withdrawal of funds.

After the induction of new officers, the out-going Treasurer and the new Board members will make a proper transfer of bank documents as soon as possible but no later than thirty (30) days.

The President will make every effort to obtain standing committee chairs by the October meeting.

Section 2.

Vice-President. The vice-president shall act as an aide to the president and shall perform the duties of the president in the absence of that officer. He/she shall act as Program Director for the SRAA for all Work Shops, seminars, and special events as directed, the Christmas dinner party, and the Installation/Induction dinner meeting. He/she may request names of future guest artists for workshops/seminars from the SRAA membership or Board members.

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The vice-president shall act as the moderator, in accordance with Robert's Rules of Order, during the business meetings to ensure proper order is maintained.

Section 3.

Secretary. The secretary shall perform any and all duties pertaining to the office of secretary as described in the job description and detailed in the Manual of Policies and Procedures; keep an open record as well as a record of attendance of all meetings of the SRAA and of the Executive Board; and keep a general record for the Christmas dinner and a more detailed record for the Installation dinner meeting.

The secretary shall keep a record in which is entered an accurate history of all resignations of members or officers and all business actions of the SRAA. He/she shall record any amendments to the By-Laws by affixing an addendum sheet to the By-Laws. Any motion made and passed by the membership that affects the By-Laws will be annotated by the secretary. These annotations will be added to the secretary's copy of the by-laws so changes can be officially made periodically.

The secretary shall conduct official correspondence, as directed, for the SRAA and see that all such correspondence is properly preserved and filed until disposed of by the SRAA Executive Board. He/she shall be responsible for posting and distributing SRAA notices as directed by the president and Executive Board. This officer shall receive all other correspondence generated by the Executive Board and/or SRAA for proper preservation.

The secretary shall be responsible for maintaining the membership database (name, address, phone, email). From this database he/she shall create the SRAA directory, distributed each Fall, create a database for "group email" to send messages from the Executive Board to the membership. This enables a message to be sent to all active members having email capability with one address selection.

The secretary shall send monthly meeting reminders to active members by email or the U. S. Postal Service, if email is unavailable.

Committee correspondence is expected to be written and sent by the committee chairperson responsible with copies provided to the Secretary for recording purposes.

The Executive Board can elect to separate the functions of correspondence and recording into two different positions.

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Section 4.

Treasurer. The treasurer shall perform any and all duties pertaining to the office of treasurer. He/she shall be the custodian of all SRAA funds, receiving all monies collected, depositing all funds in a depository designated by the Executive Board, and maintaining a proper record thereof.

The treasurer shall sign all checks against deposits of SRAA funds, except as herein otherwise authorized; keep proper records of all sums disbursed in a book belonging to the SRAA and maintain complete and regular accounts in accordance with a system satisfactory to the Executive Board.

The treasurer shall render a financial report at all Board and regular meetings of the SRAA.

He/She will prepare and present an annual proposed budget at the September Executive Board meeting. Once approved by the Board, all monthly reports will track expenses based on the approved budget (example in the Manual of Policies and Procedures).

Section 5.

Other duties. These officers shall perform the duties assigned to them by the By Laws or other acts of the organization, and other such duties applicable to the office as prescribed by the president or Executive Board.

ARTICLE IX

Executive Board

Section 1.

Executive Board. The Executive Board shall consist of the officers of the SRAA: President, Vice-President, Secretary, Treasurer, and the immediate past president.

Section 2.

General Board. The General Board shall consist of the officers, President, Vice President, Secretary, Treasurer, standing committee chairs, and immediate past president.

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Section 3.

The Executive Board shall meet prior to the regular membership meetings or at the discretion of the president. Additional Executive Board, or General Board meetings may be called by the president or by written request of any three members of the Board to the SRAA secretary.

Section 4.

Powers of the Executive Board. The Executive Board shall have the power to choose a successor to hold office for the unexpired term in the event of a vacancy in the office of president, vice-president, secretary, or treasurer.

The Executive Board shall direct the president to call special meetings of the SRAA.

The Executive Board shall have the power to remove a member from the Executive Board for cause. Cause shall include, but not be limited to, absence from three consecutive meetings of the Board without representation in their absence. This Board may also recommend to the SRAA membership expulsion of a member of the SRAA for good and sufficient reason, after such member has had an opportunity for a hearing before the Executive Board.

The Executive Board shall have power to approve the proposed budget and all expenditures of the SRAA funds.

The Executive Board shall select one or more qualified persons, preferably members of the SRAA, audit the books of the SRAA. The audit is required at the end of each fiscal year. The Audit committee will complete the audit within 30 days of 31 May. The audit results will be presented at the September meeting.

ARTICLE X

Committees

Section 1. Standing committees shall be appointed by the president as needed and shall consist of a chairperson and co-chairperson, if preferred, and selected members of the SRAA. The chairperson may be re-appointed by the president for a succeeding term and may serve more than two consecutive years in their respective chairpersonship if so desired.

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Section 2.

Ad Hoc committee chairs are appointed by the President and are disbanded after completion of the tasks.

Section 3.

The Chairperson of a committee must have at least one meeting with members of his/her committee during the SRAA year. The chairperson must make a reasonable effort to attend General Board meetings or when requested by the Executive Board. If the chairperson cannot attend, the committee is to be represented by the co-chairperson or a member of the committee.

Section 4.

The standing committees shall be, but not limited to: Hospitality, History, Nominating, Publicity and Marketing, and Community Outreach & Grants, and Membership.

Section 5.

The Ad Hoc committees shall serve at the pleasure of the president to include Nominating, Audit, and ArtFest.

ARTICLE XI

Meetings

Section 1.

Business meetings of the membership shall be held monthly at such places, dates and times as shall be designated by the Executive Board.

Section 2.

Monthly meetings will be held September through May. Two (2) of the monthly meetings, December, and May, will be set aside for special events. There will be a Christmas holiday season dinner held in December and an Installation dinner meeting in May. August will be a kick-off social occasion for the new year. This function will consist of welcoming back the members, a time for sharing our art projects and working on our charitable outreach.

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Section 3.

Order of meeting. The general meetings will include a workshop or seminar and a business meeting. A suggested order of business at the monthly meetings shall include call to order, reading of the minutes (or an approved alternative), reports from correspondence affecting SRAA, treasurer's report, program report by Vice-President, reports from those committees that need to update members, unfinished business, and new business. Attendance and other records of participation are to be recorded as directed by the president.

Section 4.

Workshop fees. Members are not required to pay for workshops. Any non-member can attend workshops or seminars; however, these individuals will be charged \$10 class fee and if there is a kit, an additional fee will be required for both guests and members. Class and fees will be collected by the treasurer.

ARTICLE XII

Exhibitions

The SRAA shall plan exhibitions of original works. For the SRAA exhibitions, an "original work of art" shall be interpreted as one executed by the exhibitor, and was not copied from a published picture, a professional photographer, or the work of another artist.

ARTICLE XIII

Quorum

Ten members present at a SRAA meeting (not including Executive Board members) shall constitute a quorum for the general meeting. Three members of the Executive Board shall constitute a quorum in the Board meeting.

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ARTICLE XIV

Amendments

These By-Laws may be amended, after approval of the Executive Board, by a majority vote of those present and voting at any meeting of the Association. Previous notice must be given at the prior meeting in writing and then sent to all members of the organization by the secretary.

Notice can be sent by post, email or fax. Notice of a proposed amendment shall have been given to the membership at least ten (10) days prior to the meeting.

ARTICLE XV

Statement of Dissolution

Upon the dissolution of the Santa Rosa Art Association, Inc., all funds and assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue code, or corresponding section of any future federal tax code, or shall be distributed to the Santa Rosa County School System or another 501 (c)3 organization devoted to art.

ARTICLE XVI

Rules of Procedure

In all matters of parliamentary procedure, Robert's Rules of Order, Newly Revised, shall be accepted as authority.

Revision - November 2022

Dave Persell, President

Revision of minor grammatical corrections made – March 2025

Vicki Ford, President

