

**ISLAND ART ASSOCIATION, INC.
CORPORATE BYLAWS
(Adopted May-2019 March 2023)**

CHAPTER I - NAME

Section 1.1 - The name of the corporation is Island Art Association, hereby after referred to as Association.

CHAPTER II - PURPOSES

Section 2.1 - The Association is organized exclusively for philanthropic and educational purposes, within the purview of Florida Statutes Chapter 617 and Section 501(c)(3) of the Internal Revenue Code, to develop and sustain an interest, appreciation, and enjoyment in and of the arts of Nassau County, Florida.

Section 2.2 - In pursuance of the foregoing purposes, the Association may or shall:

1. Sponsor arts and crafts exhibits for the education and enjoyment of the citizens of Nassau County and all visitors to the area; and to provide artists and craftsmen of Nassau County an opportunity to exhibit their works for sale as an encouragement to their creative efforts.
2. Sponsor art and craft education classes, workshops, and seminars by qualified artist and craftsmen; to stimulate creativeness in design, use of materials, and the improvement of the quality of arts and crafts produced and sold in the area.
3. Provide scholarship grants, prizes, and other assistance to outstanding Nassau County high school students in their continuing art education; to encourage richer and more meaningful art and craft educational programs and experiences in Nassau County schools.
4. Work with community organizations to use the talents of the Association membership in community development efforts.
5. Own, rent, manage and maintain such properties as the Association may need or require performing the activities listed above.

Section 2.3 - No part of the net earnings of the Association shall belong to or be distributed to its members, directors, or officers. No officer or director of the Association or any member shall be paid any salary; provided, however that, with the approval of the Board, officers and directors may be reimbursed for expenses they incur in fulfilling their duties.

Section 2.4 - Upon dissolution or other termination of the Association, a nonprofit corporation, its entire assets shall be distributed to an organization qualified and accepted under Internal Revenue Code Section 501(c)(3).

CHAPTER III - MEMBERSHIP

Section 3.1 - Membership in the Association shall be open to all persons who shall agree to:

6. Subscribe to the purposes of the Association; and
7. Abide by the Bylaws and other duly constituted rules of the Association; and

8. Pay the prescribed dues, if any, for his or ~~the~~ **the** class of membership.

Section 3.2 - The Association shall have four classes of membership:

9. Exhibiting Artist (limited to legal residents of Nassau County residing in the County).
10. Limited Exhibiting Artists (as defined in the Operations Manual).
11. **Supporting Associate** (as defined in the Operations Manual).
12. Honorary.

Section 3.3 - Persons with legal Nassau County residency and residing in the County may be admitted to Exhibiting Artist membership in the Association after their work has been accepted by a jury committee of the Association in accordance with the Association's Gallery Rules as set forth in the Operations Manual which also outlines the exhibiting members' required work obligations.

Section 3.4 - Persons may be admitted to **Supporting Associate** Membership upon the acceptance of their applications and dues. **Supporting Associate** members may have the privilege of the floor at meetings but may not vote at Annual Meetings or hold office with the exception of four (4) **supporting Associate** members serving on the Board of Directors including those who are the chair of standing committees as specified in Sections 6.2 and 6.4.

Section 3.5 - Qualified persons of high artistic attainment or who have performed distinguished service to the Association may be admitted to Honorary Membership in the Association pursuant to the amendment of these Bylaws. Honorary members may have the privilege of the floor at meetings but may not vote, hold office, or be a director or a committee chair.

Section 3.6 - Exhibiting Artist members, and only Exhibiting Artist members, shall have the right to vote at meetings of the Association's members and to be nominated, designated, and elected as officers, directors, and committee chairs, with the exception of **Supporting Associate** members eligible to serve as committee chairs and Board members as defined in Sections 6.2 and 6.4.

Section 3.7 - The Association's Operating Year shall be June 1 - May 31.

Section 3.8 - The dues for Exhibiting **Artist members** and ~~Supporting members~~ shall be due on June 1 of each of the Association's fiscal years. If such dues be not paid by July 1, the Secretary shall give written notice of such delinquency, and, if such dues remain unpaid on August 1, the delinquent member's membership may be terminated without notice. **The dues for Associate members shall be due January 1.**

Section 3.9 - Any membership in the Association may be terminated for cause by two-thirds vote of the Board of Directors for cause as outlined in the Operations Manual. An appeal for any such termination may be brought before the meeting of the membership, next following the Board's termination vote date, at which meeting by two-thirds vote, the Board's decision may be overturned. The Secretary shall give all members written notice of such meeting, and of the result of such appeal. If not so overturned, the Board's decision shall stand.

CHAPTER IV - DUES

Section 4.1 - Annual dues for Exhibiting Artist members and ~~Supporting Associate~~ members shall be established from time to time by the Board as approved by the members at the annual meeting.

Section 4.2 - Honorary members shall pay no dues.

CHAPTER V - OFFICERS

Section 5.1 - The officers of the Association shall be President, First Vice President, Second Vice President, Third Vice President, Secretary, and Treasurer. The President and Treasurer must be exhibiting members.

Section 5.2 - The terms of office of all officers shall be one year beginning June 1. ~~The President may be elected to serve no more than two consecutive one year terms.~~ There shall be no limitation on the number of **consecutive or** nonconsecutive terms which may be served by ~~the President~~ **any officer**.

Section 5.3 - The President shall be liaison between the Board of Directors and Association's members and shall be accountable to the Board of Directors for all of his/her actions in office. The President shall oversee all operations of the Association; preside at all meetings of the Board and of the membership; and ~~shall, with the approval of the Board, appoint the chairs of all the Association's committees from the members of the Board as may be elected by the members. The President shall, in consultation with the appointed Committee chairs, appoint all members of all committees.~~ The President shall be an ex-officio member of all committees.

Section 5.4 - The First Vice President shall be chair of the Shrimp Festival Committee and in the absence of the President, shall assume and discharge the duties of the President.

Section 5.5 - The Second Vice President shall be Gallery Director and chair of the Gallery Committee; and in the absence of both the President and the First Vice President, shall assume and discharge the duties of the President.

Section 5.6 - The Third Vice President shall be Director of the Art Education Center and, in the absence of the President, First Vice President, and Second Vice President, shall assume and discharge the duties of the President.

Section 5.7 - The Secretary shall perform the duties which the title of the office connotes, including but not limited to:

13. A. Giving of notice and keeping records of all meetings of the Board and the membership.
14. ~~Enrolling members and maintaining membership records.~~
15. B. Being Custodian of all official documents.
16. C. Directing official correspondence and notifications.
17. ~~Setting up and maintaining a communications committee for contacting all members.~~
18. D. Discharging all further duties of the Secretary as provided in the Association's Operations Manual.

Section 5.8 - The Treasurer shall be the custodian of all funds of the Association and the chair of the Finance Committee. The Treasurer shall be responsible for all receipts and disburse-

ments of the Association and for the proper accounting and reporting thereof as provided in the Operations Manual of the Association. The Treasurer may be bonded in an amount determined by the Board of Directors, the premium for which shall be paid by the Association.

CHAPTER VI - BOARD OF DIRECTORS

Section 6.1 - The control and administration of the affairs of the Association shall be vested in the Board of Directors.

Section 6.2 - The Board of Directors may consist of up to fifteen directors and officers, the majority of whom shall be Exhibiting Artist members and up to four directors may be **Supporting Associate** members.

Section 6.3 - The six elected officers specified in Chapter V hereof shall be Directors automatically for terms of one year identical with their terms of office. The immediate past president of Association shall be a Director automatically for the year following his or her term of office; however, the past president will only vote to settle a tie vote of the Board.

Section 6.4 - In addition to the six officers, up to an additional nine Exhibiting and **Supporting Associate** members may be elected to the Board.

Section 6.5 - Any Director who, without excuse accepted by the President, is absent from three consecutive meetings or a total of five meetings in a year shall be dismissed from the Board and replaced.

CHAPTER VII - MEETINGS OF THE BOARD

Section 7.1 - Regular meetings of the Board shall be held once each month at such time and place as the Board may designate.

Section 7.2 - Special meetings of the Board shall be held at the call of their President, First, Second, or Third Vice President, or by a majority of the Directors. Notice of the time and place of such special meetings shall be given to all Directors at least three days prior to any such meeting.

Section 7.3 - A majority (seven or more) of the Directors shall constitute a quorum for a duly constituted meeting. Only directors present may vote at duly constituted meetings.

Section 7.4 - In the event any urgent situation should arise, an email or telephone concurrence of a majority of the Directors shall be the act of the Board in such situation. These actions must be noted in the minutes of the next regular Board Meeting.

Section 7.5 - Except as otherwise provided in these Bylaws, decisions of any duly constituted Board meeting shall be by majority vote of the Directors present.

CHAPTER VIII - MEETINGS OF MEMBERS

Section 8.1 - Regular business meetings of members of the Association shall be held three times a year. One shall be May's meeting for the election of officers and Directors, and the other

two meetings shall be determined by the Board. At least two weeks prior to any such meeting, the Secretary shall give notice of the meeting to each member by mail or publication in the Association's Newsblast.

Section 8.2 - During May of each year, there shall be an annual meeting for the election of officers and Directors and for such other business as may come before the meeting.

Section 8.3 - Special meetings may be called by the President of the Board or by written request of any group of fifteen Exhibiting Artist members. Notice of such shall be given to all members by the Secretary by email, mail, and/or in the Association's newsletter. The purpose of the special meeting and its agenda shall be included in the notice calling the special meeting.

CHAPTER IX - COMMITTEES

Section 9.1 - Committees shall be the basic organizational units of the Association for their conduct of its work. The standing committees listed hereinafter shall be constituted year after year, unless terminated by amendment to these Bylaws, as part of the permanent structure of the Association. Special (ad hoc) Committees may be created by the President with the confirmation of the Board for temporary purposes.

Section 9.2 - The President working with specific committee Chairs and the Board shall ensure that all committees are properly staffed to handle the required work of the committee. If any Exhibiting **Artist** members fail to sign up for required committee work, the President shall consult with committee chairs before appointing those members to committees.

Section 9.3 - The standing committees shall be the Nominating, Finance, Membership, Arrangements, Scholarship, Shrimp Festival, Gallery, Art Education Center, House and Properties, Historian, ~~Marketing/Publicity and Computer Support~~ **Marketing / Communications and Technology Support** Committees. Each such committee shall have a chair and the number of members to fulfill the duties, functions, rules, and course of conduct as set forth in the Association's Operations Manual.

Section 9.4 - At least sixty days prior to the annual May meeting of the Association, the Nominating Committee shall present nominations for the office of President, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer, and other members who are running for the Board. The list of nominations shall be provided to the membership in the Association's newsletter and/or in writing at the time of announcement of the annual business meeting where election shall be held by a paper ballot.

CHAPTER X - SHRIMP FESTIVAL PROJECT

Section 10.1 - The Shrimp Festival Arts and Crafts Exhibit Project (Shrimp Festival Project), conducted annually by the Association in cooperation with other community organizations, shall be a continuing, major project of the Association and a mechanism for the advancement of its purposes.

Section 10.2 - The Shrimp Festival Project shall be open to all members of the Association under the direction of the Shrimp Festival Committee, subject only to these Bylaws, the approval of

the Board, and actions of the Exhibiting Artist members at duly constituted meetings of the Association.

Section 10.3 - The Shrimp Festival Committee shall organize and supervise their Shrimp Festival Project, and shall promulgate rules and procedures to assure optimum participation by Association members and the success of the Project. Said rules and procedures shall be detailed in the Association's Operations Manual.

Section 10.4 - The Shrimp Festival Committee shall be part of and conform to the financial structure and planning of the Association, and shall observe all rules and procedures, and shall keep all records and books as are detailed in the Association's Operations Manual.

CHAPTER XI - GALLERY PROJECT

Section 11.1 - The Gallery Project of the Association shall be a continuing major project of the Association as a mechanism for the advancement of its purposes.

Section 11.2 - The Gallery Project shall be structured, operated and managed by the Gallery Committee and its subcommittees, subject only to these Bylaws, approval of the Board, and actions of the Exhibiting Artist membership at duly constituted business meetings of the Association.

Section 11.3 - The Gallery Committee shall promulgate such rules and procedures necessary to encourage optimum, fair use of the Gallery by Exhibiting Artist members of the Association. Said rules and procedures shall be detailed in the Association's Operations Manual.

Section 11.4 - The Gallery Project shall be part of and conform to the financial structure and planning of the Association, shall observe all rules and procedures, and shall keep all records and books as are detailed in the Association's Operations Manual.

CHAPTER XII - ART EDUCATION CENTER

Section 12.1 - The Art Education Center (AEC) shall be a continuing major project of the Association as a mechanism for the advancement of its charitable community serving purposes.

Section 12.2 - The Art Education Center (AEC) Project shall be structured, operated and managed by the Art Education Center committee and its subcommittees, subject only to these Bylaws, approved by the Board, and actions of the membership at duly constituted business meetings of the Association.

Section 12.3 - The Art Education Committee shall promulgate such rules and procedures necessary to encourage optimum, fair use of the Education Center by artists, members of the Association and others in the Nassau County community. Said rules and procedures shall be detailed in the Association's Operation Manual.

Section 12.4 - The AEC Project shall be part of and conform to the financial structure and planning of the Association, shall observe all rules and procedures, and shall keep all records and books as detailed in the Association's Operations Manual.

CHAPTER XIII - AMENDMENT OF BYLAWS

Section 13.1 - Any five Exhibiting Artist members may propose amendments to these Bylaws by submitting the same in writing to the Secretary at least thirty days prior to the annual business meeting or any regular business meeting of the Association. Notice of such proposed amendments shall be given in writing by the Secretary to all members in good standing at least two weeks prior to the meeting. An affirmative vote of at least two-thirds of the members present and voting shall constitute adoption. Amendments shall take effect immediately upon adoption unless otherwise specified.