

Fort Myers Beach Art Association

TIN # 59-1004609

By-Laws

Revised June 11, 2025

Previous Revisions: 1991, 1995, 2008, 2013, 2018, 2025

ARTICLE I NAME and FISCAL YEAR

The name of the association shall be the Fort Myers Beach Art Association, Inc., a 501(c)(3) non-profit organization. The Fort Myers Beach Art Association (FMBAA) shall have a fiscal year that runs from April 1 through March 31.

ARTICLE II PURPOSE

The purpose of the FMBAA shall be to further and provide education in cultural aspects of life in Fort Myers Beach and its environs; to promote the study, practice and appreciation of art; to hold art exhibitions and programs which shall be open to the public; and to encourage art instruction of children and junior artists.

ARTICLE III MEMBERSHIP

Any person may become a member of the FMBAA upon payment of the set annual dues. They are encouraged to participate in all activities of the FMBAA. All members are expected (if able) to gallery sit.

Members may vote at all designated membership meetings of the FMBAA, and are eligible to exhibit paintings in all shows and may be elected to the Board of Directors.

Lifetime Membership is awarded to all Presidents of the FMBAA and will have all of the same privileges as any other member.

ARTICLE IV DUES

Section 1 Dues for all members are due on December 31st of each calendar year and MUST BE PAID by January 31st to remain a member in good standing.

Section 2 The amount of dues shall be determined by the Board of Directors. Any and all current Lifetime Members will be grandfathered.

ARTICLE V MEETINGS

Section 1 Each year at the February Board Meeting, the nominated slate of Directors is presented and voted on at the February General Membership meeting.

Section 2 The Annual Membership Meeting of the FMBAA shall be held in April, at which time the Officers (President, Vice President, Treasurer and Recording Secretary) and elected Directors for the coming year (April 1) shall be recognized.

Section 3 The Board of Directors shall meet each month. The date, time and location of the meeting will be announced in a timely manner prior to each meeting. Meetings may take place either in person, video conference, or audio chat as determined by the President. Special meetings of the Board and/or general membership may be called by the President or by the next available officer in order of rank. Rank order as follows: President, Vice President, Treasurer, Recording Secretary.

ARTICLE VI BOARD OF DIRECTORS AND OFFICERS

Section 1 There shall be a board of eleven Directors elected in February. In the odd numbered years, five Directors shall be elected for a term of two years. In the even numbered years, six Directors shall be elected for a term of two years. After two consecutive terms, Directors shall be ineligible for re-election until one year has elapsed. All Directors shall be an FMBAA member in good standing.

Section 2 Any vacancy in the Board of Directors shall be nominated by the President subject to approval by the Board. The new Director shall serve for the remainder of the term of the resigned Director. Should a Director fail to attend three consecutive board meetings without due cause, the Board may declare that seat vacant and fill the place of the delinquent board member without his/her formal resignation.

Section 3 At the March board meeting, the new Board of Directors shall elect:

President; Vice President, Treasurer, and Recording Secretary. This constitutes the Executive Board.

If necessary, some of these positions may be filled from the general membership at the discretion of the Board and will be given Board privileges. These Officers and Directors will assume responsibilities April 1st. Any vacancies of office shall be nominated by the President and voted on by the Board of Directors.

ARTICLE VII ELECTIONS

Section 1 Each year in November, a Nominations Committee will be formed, consisting of three board members. The Chairperson for the Nominations Committee will be the past President. This committee will identify upcoming potential Officers and/or Directors. The purpose is to fill required board vacancies for the coming year. During the January Board Meeting, these nominees will be presented.

Section 2 Two weeks prior to the FEBRUARY general Membership Meeting, the list of nominees selected by the Nominating Committee shall be published via email to all of the members who are in good standing.

Section 3 The election of Directors is to be held during the FEBRUARY general Membership Meeting. The Nominating Committee will ask if there are any nominations from the floor. Any member may nominate qualified members to the Board of Directors, providing that nominee has previously committed to serve if elected. A majority of votes cast shall constitute an election if a quorum (as defined in Article XI, Section 3) is present.

ARTICLE VIII DUTIES OF THE BOARD – OFFICERS AND DIRECTORS

Section 1 The Board of Directors shall be the governing body of the FMBAA and shall control and manage all property and funds of the FMBAA.

Section 2 The President shall preside at all meetings of the general membership and Board of Directors; appoint the Chairpersons of all standing committees and shall assist the chairperson in defining their duties and fulfill other duties and obligations that are usually incident to this office. The President shall be an ex-officio member of all standing committees.

Section 3 The Vice President(s) shall assist the President in the discharge of the Presidential duties and shall be the acting President in the Absence of the President.

Section 4 The Recording Secretary shall preserve all records, documents, and correspondence of the FMBAA, and keep a record of all proceedings of the;

- Boards of Director's Meetings;
- Annual Membership Meetings;
- And, with the President, keep the Policy Manual & By-Laws up to date.

Section 5 The Corresponding Secretary shall write and send appropriate cards and letters required by the Directors and Officers in conducting the affairs of the FMBAA and shall furnish copies and/or notify all such correspondence to the Recording Secretary and President.

Section 6 The Treasurer shall have the care and custody of the general funds of the FMBAA and shall be responsible for these funds, including the organization's investment funds alongside of the Investment Chairperson; AND

- Be responsible for the oversight of all collections/disbursements and shall prepare financial reports to share, review, and discuss at all of the Annual Meetings and all meetings of the Board of Directors;
- Submit the records to the Audit Committee once a year;
- Complete and Submit all required government forms;
- Complete and Submit all required forms to maintain our 501(c)(3) status.
- May be bonded at the discretion of the Board of Directors.

The position of Treasurer is not subject to the two-year term limit at the discretion of the Board of Directors.

Section 7 The Assistant Treasurer shall assist the Treasurer upon request; and in the absence of the Treasurer, shall be accountable for all duties and shall be vested with all authorities placed in the Treasurer.

ARTICLE IX EXECUTIVE BOARD

The Executive Board shall consist of:

- President
- Vice President
- Treasurer
- Recording Secretary

The Executive Board shall have the authority to transact routine business and to act in emergencies.

ARTICLE X COMMITTEES

Section 1 Standing and Special Committees shall be created and discharged by the Board of Directors according to the needs of the organization. Duties and responsibilities of these committees will be detailed in the FMBAA Committees Description binder on file. Committees will be listed in the FMBAA Policy Manual.

Section 2 The Chairperson of any committee must obtain approval of the Board of Directors for any expenditure in excess of the amount listed in the FMBAA annual budget for that committee.

Section 3 Committees with outlined structure and particular responsibilities:

a. Auditing Committee:

The Auditing Committee will annually audit the financial records (including the Investments) of the FMBAA and present their report at the December Board of Directors meeting. Once the report is approved by the Board of Directors, the report is presented at the subsequent Annual Membership Meeting (April). The fiscal year ends on March 31st of each year.

This committee is to be comprised of three members in good standing of the FMBAA, who are not currently serving as Treasurer or as a member of the Investment Committee. The three members will each serve a three-year term rotating in order of seniority:

- Longest term member (Senior);
- Second longest term member;
- Junior Member.

(One member leaves the committee each year and is replaced by the next in line in order of seniority.

The Senior member will be the Committee Chairperson. The Committee will recommend new members from the general membership to be approved by the Board of Directors. The Board, at the recommendation of the Auditing Committee, may request an outside audit.

b. Investment (Committee) Manager:

The Investment Manager of the FMBAA is a member chosen by the Board of Directors for an annual term. The Manager shall not be an officer of the association, a board member, nor be a member of the audit committee. The Manager may be appointed for successive terms at the Board's discretion. The Manager may be terminated for cause at any time by a majority vote of the Board of Directors.

The Manager of the Investment Committee shall employ a professional firm for the direct management of the investment portfolio. The firm is to report on the activity within the fund monthly to the FMBAA Investment Manager who then reports to the Board of Directors. The monthly report shall be filed with the FMBAA.

All disbursements from the Investment Fund shall be at the direction of the Board of Directors of the FMBAA. Such disbursements shall be limited to capital projects and costs of administering the portfolio.

The Treasurer of the FMBAA shall be a co-signer with the Manager on all requests for disbursements. The Treasurer shall accept said funds into the Treasury of the FMBAA for specific projects.

An annual audit of the Investment Fund will be performed by an internal audit committee and filed with an annual report to the FMBAA Board of Directors.

c. By-Laws & Policy Committee:

A By-Laws & Policy Committee of the FMBAA consisting of the Executive Board of Directors is responsible for maintaining the Policy Manual of the organization and the updating of the By-Laws. The Policy Manual consists of current procedures approved in the BOD minutes for quick reference and easy access to the Board of Directors. A copy of the manual and By-Laws will be on file with the FMBAA and available on the FMBAA website for all members to read.

ARTICLE XI QUORUMS

Section 1 Six Directors shall constitute a quorum for the Board.

Section 2 Three Members shall constitute a quorum for the Executive Board (President, Vice President, Treasurer, Recording Secretary)

Section 3 25% of all Members in good standing shall constitute a quorum for any regular or special meeting of the FMBAA. Proxies may be utilized.

ARTICLE XII EXPENDITURE LIMITATION

Expenditures over \$20,000 may only be made with a 2/3 vote of the Board of Directors and then by a majority vote of the membership present at a pre-publicized meeting called for this purpose.

ARTICLE XIII BY-LAWS APPROVAL

These By-Laws may be amended by a 2/3 vote of the Board of Directors and approved by a majority of the membership. A copy of the pertinent By-Laws and any proposed changes shall be provided to members for their vote to approve and published on the FMBAA website. These By-Laws should be reviewed every five years.

These By-Laws were prepared by and approved by the By-Laws Committee comprised of Star Sherwood (President); Julie Nusbaum (Vice President); Steve Eaton (Treasurer); and Suzan Lanz (Recording Secretary) on June 11, 2025. These By-Laws were approved by the Board of Directors on _____ and published on the FMBAA website. They will be presented and approved by the Membership at the next General Membership Meeting.