

BYLAWS
The Key West Art Center, Inc.
301 Front Street, Key West, Florida 33040

Adopted October, 1960
Revised May, 2007
Revised October, 2016
Revised July, 2020

ARTICLE I. NAME

This organization shall be known as the Key West Art Center, Inc., a corporation not for profit, organized and existing under the laws of the State of Florida. This charter was filed in the office of the Secretary of State on October 10, 1960. This charter serves the Art Center in lieu of a Constitution.

ARTICLE II. PURPOSE

The general nature, object and purpose are as follows:

- A. The promotion of visual fine art and crafts in all its forms, as determined in Gallery Rules
- B. The encouragement and fostering of artistic talent in all age groups.
- C. Education in art by means of instruction, lectures, demonstrations and discussion groups.
- D. The maintenance of a building as a cultural center for the citizens of and visitors to Key West. This building shall be used for the purpose of exhibiting paintings and other artistic works and to provide a meeting place for artists and others interested in art.
- E. The KWAC shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Florida and as may be necessary or expedient for administration of the affairs and attainment of the purposes of the KWAC. At no time and in no event shall the KWAC participate in any activities which have not been permitted to be carried out by a corporation/organization exempt under Section 501(c) of the Internal Revenue Code of 1986.

ARTICLE III. MEMBERSHIP

It shall be open to all people without discrimination because of race, creed, sex or national origin. The male pronoun used in these Bylaws is for simplification only and indicates no restriction of gender. Applicants for Artist membership are limited to permanent residents of Monroe County, Florida who must prove status of residency by furnishing appropriate residency documents at any time during their membership

Section A. There shall be three classes of membership: Artist, Associate, Legacy .The Board may from time to time name a Legacy member in recognition of services and or support to the KWAC.

Section B. Membership:

Membership shall be approved by the Board of Directors, upon acceptance of application and payment of dues. Privileges of Membership: Voting rights and eligibility to hold office are held by all members in good standing. All members have the right to review any official

records. Only Artist members are entitled to exhibit artwork approved by the Jury Committee of three samples of the prospective member's recent artwork. Artist Member: Successfully juried in, must pay annual dues, is full time resident, has exhibition rights. Associate Member: Does not need to be full time resident, does not have exhibition rights except for special shows, must pay annual dues. Legacy Member: no dues.

Section C. Termination of Membership:

If the conduct of a member constitutes a clear violation of the Bylaws or if the conduct or action of a member reflects adversely upon the ethics and principles of the Center, a written complaint shall be given to the Board, with a copy to said member. After investigation of the complaint, the member shall be invited to attend the Board meeting. A two-thirds vote by the Board shall terminate the membership with automatic forfeiture of all monies paid to the Center.

Section D. Dues:

Annual dues for Artist members will be determined by the Board. In addition, Artist members will contribute a minimum number of hours of service work, to be determined by the board at the Center. If an Artist member is unable to contribute volunteer work, he may opt to pay out the hours at a dollar rate determined by the board. Dues shall be payable in full on January 1 of each year. Dues not paid shall result in suspension of membership privileges. Upon payment within 6 months of delinquent dues, membership privileges shall be reinstated. If over 6 months, member must go through application process again. Dues are not refundable.

ARTICLE IV. OFFICERS

Section A. Elected Officers: The majority of the Board of Directors must be exhibiting members of the Center.

1. President: whose duties are to conduct all meetings, host official functions, and supervise the duties of all elected and appointed officers. He may appoint special committees or chairmen as necessary with the approval of the Board. He shall appoint all chairmen with the approval of the other elected officers and dismiss chairmen as needed with the approval of the majority of the Board.
2. First Vice-President: whose duties are to assist the President in carrying out the duties of his office and to officiate in the absence of the President He shall coordinate the members' shows and coordinate special events.
3. Second Vice-President: whose duties are to officiate in the absence of the First Vice-President or President. He is responsible for scheduling speakers and programs for regular and special meetings, set up as needed by guest speakers, and provide information about guest speakers for Press Releases.
4. Secretary: whose duties are to take, write and disseminate minutes of board meetings. He shall cause to be filed a paper copy and electronic copy to be retained at the Center.
5. Treasurer: It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the business transactions of the

Organization and other information contained in Financial Statements. The Treasurer shall be responsible for ensuring the deposit of all money as designated by the Board of Directors. The Treasurer is responsible, or cause to be disbursed, funds of the Organization and shall make all financial information available to the Board of Directors as requested. The Treasurer will work with Executive Director to maintain all Financial Duties of the Organization

6. Past President: The immediate past president shall be considered an elected, but advisory and nonvoting, member of the Board of Directors.

7. The Board of Directors is comprised of the six office positions described above and any at-large positions elected by the membership.

Section C. Committees:

Any elected or appointed Board officer may appoint a committee to assist him in his duties.

It is required that the Board President select a Standing New Member Jury Committee which shall consist of no fewer than three artist members. Committee members shall be Center members. The committee will determine the frequency of the jury process without any annual limitation.

Section D. Elections shall be conducted as follows:

1. The President, with the approval of the Board, shall appoint a nominating committee of three members who shall prepare a slate of candidates for each elected office. The slate of candidates shall be presented to the members prior to the April meeting. At the April meeting the President shall read the slate and accept nominations from the floor. No nominations shall be presented without permission of the nominee. After the close of nominations, the President shall call for a vote of the members. If nominations have been submitted from the floor, the vote shall be conducted by secret ballot; otherwise it shall be via show of hands. Only votes for the duly certified nominees may be counted. After all ballots have been counted by the nominating committee, they shall be certified to the President, who shall announce the newly elected officers and their term of office shall begin as of the date of the election.
2. In the event of resignation or declared vacancy the Board may appoint a replacement for the unexpired term.
3. Any member of the Board absent for three consecutive Board meetings without the approval of the Board shall be considered to have resigned; the office will be declared vacant by the Board and shall be filled as prescribed in "2" immediately above.
4. In cases of natural disaster, civil emergency or other major crisis, when the Board determines a physical members meeting is either not possible or ill-advised for public safety or other compelling reason, the Board may elect to hold a members meeting and vote, including a slate of board candidates, by email or other electronic participation. A simple majority of respondents will be considered approval of the proposal in such a case.

Section E. Terms of Office:

1. The term of office for each Board Member shall be one year, The office of President shall be limited to two consecutive terms. There shall be no limitation on terms, consecutive or otherwise, for the other officers.

Section F. Removal of Officers:

1. Any officer may be removed, with or without cause, by a majority vote of the Board of Directors through written notice to the officer's home or business address which notice shall be effective upon delivery unless the notice specifies a later date.

ARTICLE V. BOARD OF DIRECTORS

The government of the Key West Art Center shall be vested in a Board of Directors, consisting of the elected and appointed officers, and the immediate past president, who shall serve in an advisory capacity. The Board shall meet as needed to handle routine matters of operational procedure and formulate recommendations to present to the membership regarding any changes needed. No two members of the same family will serve on the Board in the same term. The Board will hire the Executive Director.

Each Director shall be required to sign a statement acknowledging that he understands and will comply with the Organization's Conflict of Interest Policy Each Director understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VI. EMPLOYMENT, SALARIES AND HOURS

Section A. The Board is authorized to hire an Executive Director and professional advisors as necessary. The Executive Director will report to the President and the Board of Directors and shall be responsible for operations of as the organization and gallery outlined in the job description and policy and procedure manuals. Executive Director is responsible for staffing of the gallery. The accountant shall provide audits and advice as needed.

Section B. Raises in salaries, bonuses and wages for Director and staff and any consultant fees will be decided by majority vote of the Board.

Section C. Termination of employment: Executive Director may be terminated by a majority vote of the Board of Directors and in accordance with any Employment Contract or agreement and the Florida State Laws. When the KWAC Board of Directors is contacted for a reference by any prospective employer (or other individual) regarding a former KWAC employee, it shall be the policy of the Board simply to verify the position held by the former employee and dates of employment. KWAC current employees receiving such requests are to refer them to the Board.

Section D. No officer shall receive any salary or goods in lieu of a salary for Board service. They will, however, be compensated for-any out-of-pocket expense incurred in carrying out the duties of their office when approval was received from the Board.

Section E. Hours: The Board will determine operating hours and days for the Center.

ARTICLE VII. MEETINGS

Section A. General Membership meetings throughout the calendar year shall be held at a time and day established by the Board .

Section B. The Board shall meet regularly at the direction of the President or the Board. Actions needing a vote outside of meetings or during emergency situations may be transacted by email vote. A quorum of votes must be cast for a vote to be valid. The Secretary shall print and maintain email correspondence to be filed with other minutes.

Meetings held via telephonic or online communications are considered valid and must meet requirements for in person meetings such as quorum and recording of minutes etc.

Section C. Quorums shall be one more than half the voting members for the Board; and, at any scheduled general meeting, a majority of the members present.

Section D. Special meetings may be called by the President or the Board, but only the business for which the meeting was called shall be transacted.

ARTICLE VIII. PARLIAMENTARY AUTHORITY AND PROCEDURES

The rules contained in Robert's Rules of order, revised, shall govern all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or the charter.

ARTICLE IX. AMENDMENTS

The Bylaws may be amended by a majority vote of the members who are present at a regular meeting.

ARTICLE X. RULES FOR EXHIBITING

Section A. All works of art exhibited at the Center must be for sale.

Section B. A commission on all sales, amount to be determined by the Board of Directors, will be retained by the Center, and a 10% referral fee will be charged for sales resulting from a buyer's initial introduction to a specific work occurring in the Art Center and finalizing elsewhere. All work for sale must be presented in accordance with the Gallery Rules

Section C. No work of art shall infringe on copyrights. The artist takes full responsibility for reimbursement to a customer should a copied work be sold as an original.

Section D. Although care will be exercised, the Center shall not be held responsible for damage or loss of any work of art while in the possession of the Center. Artists exhibiting shall sign a release to this effect.

Section E. Liability: The officers of the Board shall not be personally liable for the Art Center's debts, liabilities or other obligations.

Section F. The Center will permit any student with a disability, which does not allow for use of a painting medium, to hang digital artwork, or work in another media accessible to that student, as a reasonable accommodation in any show otherwise limited to member artists. This pertains to student shows.

ARTICLE XI. DEDICATION OF ASSETS

The properties and assets of the KWAC are irrevocably dedicated to and for nonprofit purposes only. No part of the net earnings, properties or assets on dissolution or otherwise shall inure to the benefit of any person or any member, associate member or board member of the KWAC. On liquidation or dissolution, all remaining properties and assets of the KWAC shall be distributed and paid over to an organization dedicated to nonprofit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

The KWAC will loan no money to any of its members, associate members, board members or staff.

The KWAC may contract in due course of its business with its board members for services rendered to the extent permissible under Section 501(c) (3) of the US Internal Revenue Code and consistent with terms stipulated in its Conflict of Interest Policy.

Filename: Document1
Directory:
Template: /Users/mallyweaver/Library/Group
Containers/UBF8T346G9.Office/User
Content.localized/Templates.localized/Normal.dotm
Title:
Subject:
Author: Mally Weaver
Keywords:
Comments:
Creation Date: 7/25/20 10:13:00 AM
Change Number: 1
Last Saved On: 7/25/20 10:13:00 AM
Last Saved By: Mally Weaver
Total Editing Time: 0 Minutes
Last Printed On: 7/25/20 10:13:00 AM
As of Last Complete Printing
Number of Pages: 6
Number of Words: 2,256 (approx.)
Number of Characters: 12,862 (approx.)