

**BY-LAWS OF**  
**PALM CITY ART ASSOCIATES, INC.**  
**A FLORIDA CORPORATION**  
**NOT FOR PROFIT**

**NAME**

The name of the corporation is PALM CITY ART ASSOCIATES, INC.

**PURPOSE**

Palm City Art Associates, Inc. is organized to engage as a non-profit 501 (c)(3) organization governed by a Board of Directors. The purpose of the organization is dedicated to encourage and promote fine arts among its members and in the community and to give scholarships to high school seniors who are pursuing an art education.

**MEMBERSHIP**

Membership shall be comprised of those interested in or active in the fine arts and in the objectives of this association. Members may vote, hold office, and show their work in all PCAA exhibits and shows immediately upon payment of dues.

Honorary membership may be conferred on any individual who has performed special service to the arts. Honorary membership shall be bestowed by a majority vote of the Board of Directors. Honorary members shall be exempt from payment of dues.

**MEETINGS**

A regular meeting shall be held at least once per month, October through May, or as determined by the Board of Directors. Once a regular meeting date and time has been established it shall not be changed without at least thirty (30) days notice. A Special Meeting may be called at any time by the President or by written request to the Secretary by at least 15 members.

## QUORUM

For all meetings, a quorum shall consist of one third of the members in good standing who are present at a regular or special meeting. Fifty percent of the members of the Board of Directors shall constitute a quorum.

## ELECTION OF OFFICERS AND APPOINTMENT OF TRUSTEES

By or before January 1, in an election year, the President shall appoint a nominating committee chair person, who, in turn, will select four additional members of the Association to form the committee. The committee will prepare a slate of names stating the positions to which they have been nominated. The slate of nominees cannot be altered without formal approval of all committee members. Members may submit nominee proposals to the committee, in writing, prior to March 31.

At the April meeting, the slate shall be presented to the membership. The candidate receiving the most votes will be elected and the results of the election will be announced. Installation of the new officers will take place at the May meeting. The retiring President will turn the gavel over to the newly elected President who will adjourn the meeting. At this time all newly elected officers will assume their duties.

The President, Vice-President, Secretary and Treasurer shall be elected biannually. The officers shall be elected to serve for two years but may succeed themselves if duly elected. The two Trustees shall be appointed by the President and will serve for two years at the discretion of the President.

## BOARD OF DIRECTORS

The Board of Directors shall have full control of the affairs of the Association, subject to the limitations of these By-Laws.

The Board shall consist of seven members - the President, the Vice-President, the Secretary, the Treasurer, two (2) Trustees and the immediate Past President if a member of the Association. If the immediate Past President is not able to serve, the President shall appoint an additional Trustee.

The Board of Directors shall have one meeting per month, October through May, or as determined by the Board of Directors, at a time and place as designated by the President. The Board shall make all the decisions pertaining to all matters of the

Association. If the Board is unable to reach an agreement on a matter, the issue will be placed before the membership for a vote. The Board may spend up to \$300.00 of previously unbudgeted funds within a three month period without the approval of the membership.

The Board of Directors shall have the power to fill vacancies in its own membership and other officers except that the Vice-President shall perform the duties of the President in case of the President's absence or inability to act.

The office of any Director failing to attend four consecutive Board meetings shall be declared vacant unless the Board, deeming such absence to have been reasonable and unavoidable, shall vote to continue that person in office.

### DUTIES OF OFFICERS

**PRESIDENT:** The President shall preside at all regular and special meetings, shall appoint all committee chair persons, who, in turn, shall select the members of their committees. The President shall execute the general administration duties of the office. The President shall be an ex-officio member of all committees with the exception of the nominating committee.

**VICE-PRESIDENT:** The Vice-President shall perform the duties of the President in the event of the absence of or inability of the President to serve.

**SECRETARY:** The Secretary shall perform secretarial duties as directed by the President and shall record the proceedings of Board and General Meetings. The Secretary shall distribute all Board minutes to the Board of Directors and post all minutes at general meetings.

**TREASURER:** The Treasurer shall have custody of all the funds, shall keep accurate accounts of receipts and expenditures. The Treasurer shall distribute a written report to the Board of Directors monthly and post the report at general meetings. The Treasurer shall file a 990-N Internal Revenue Service (IRS) report, State of Florida Annual Report and a Sales Tax Exempt Certificate.

The Membership Chairperson shall collect and deposit dues, maintain a record of the names and addresses of members and report directly to the Treasurer regarding collected monies.

## DUES

The fiscal year shall begin on May 31. Dues are payable May 1 through May 31. If dues are not paid by May 31, all privileges of membership will be forfeited. Annual dues are determined by a majority vote of the membership after the proposed amount is made available to each member. Dues paid by members joining after the opening of the Annual Art Show and Sale shall be applied to the following year.

## ELECTRONIC TRANSMISSIONS

Electronic transmission (Email) decisions may be made by the Board of Directors provided the vote is unanimous.

## CHANGES IN BY-LAWS

The President will appoint a chair person who will select a committee to develop and propose By-Law changes. After Board approval, the proposed By-Law changes shall be made available to each member. They can be amended by a majority vote of the membership at a subsequent regular meeting. PCAA Bylaws can be accessed on the website "palmcityartassociates.org".

PCAA By-Laws Revised 11.15.18