

LEE COUNTY ARTS CENTER, INC.  
787 PONDELLA RD.  
NORTH FORT MYERS, FL 33903  
BY-LAWS

**Article I**  
**NAME**

The name of the organization shall be Lee County Arts Center, Inc. hereafter referred to as LCAC. The organization may elect to have a seal stating:

"Lee County Arts Center, Inc. Florida, non-profit corporation 2017"

**Article II**  
**MISSION**

LCAC will provide educational opportunities to the community in a wide variety of arts as well as encouraging appreciation of various art forms and artists in the area. To this end, the group will also promote social interaction among its members, foster the exchange of ideas and promote or provide events, displays and opportunities for local artists and the community at large.

**Article III**  
**MEMBERSHIP AND DUES**

SECTION 1. Annually the membership of the LCAC shall elect Board members to expired positions. The members may re-elect the Board member whose terms has expired. The members may also remove a Director by majority vote at a regularly called Director meeting upon at least thirty (30) days' notice to the membership. The membership list shall be made available to the members for this purpose.

A. There shall be multiple categories of membership which may include, but which are not limited to, Charter Member, Artist, Art Lover, Art Angel, Individual, Family, Student, Friend, Patron, Corporate and Honorary, as well as categories of Sponsor for corporate and other organization members. The Board shall set annual dues for each category. Eligibility to vote for Board members is conditioned upon dues being paid by January 31.

B. The categories of membership may be changed from time to time at the discretion of the Board of Directors to reflect the needs of LCAC and the community. Regular categories of membership shall have one vote at any meeting of the membership, but there will also be non-voting categories such as Student and Artist, as defined by the Board.

SECTION 2. Annual dues for each category of membership are due and payable at a

date determined by the Board of Directors.

- The amount of dues set for various categories is to be determined by the Board and announced at the next regular or special meeting of LCAC providing a fourteen (14) day written notice of the amount per category of any change has been given.
- Recognition of Sponsor and Honorary members will take place annually.

#### **Article IV MEETINGS AND ELECTIONS**

SECTION 1. The General Membership Meeting is to be held annually. Business shall be conducted only when a quorum is present. That quorum shall consist of at least ten percent (10%) of the voting membership.

SECTION 2. At the October Board Meeting of each year the outgoing Board Members will become the Nominating Committee to nominate their replacements.

SECTION 3. This Nominating Committee shall propose and mail/email the slate of prospective Board Members two (2) weeks prior to the November General Meeting. Other nominations may be made from the floor by any other voting member providing the consent of the nominee has been obtained. This slate of Board Members will be voted on at this meeting. The Board will elect the Officers from among themselves.

SECTION 4. The December General Meeting shall be the annual meeting for the purpose of installing the Board Members and their chosen Officers.

SECTION 5. Newly elected Board Members and Officers shall assume their duties immediately after the installation.

SECTION 6. Organizational Membership. LCAC may consider group membership in other local organizations. If LCAC joins as a member of another organization, two regular delegates and one alternate delegate shall be appointed by the Board of Directors to attend all appropriate meetings of the organization.

#### **Article V BOARD OF DIRECTORS**

SECTION 1. The business of LCAC shall be administrated by a Board of Directors. Interim vacancies among Board Members or Officers shall be filled by appointments made by the Board of Directors.

SECTION 2. Board Meetings shall be held monthly, or called by the President or requested by three (3) Board Members. All Board Members are to be notified of each meeting and are expected to attend.

SECTION 3. Officers and standing committee Chairs, if any, have the privilege of re-election and/or reappointment to the same office or committee.

SECTION 4. The Board shall have charge of the affairs of LCAC, and shall manage and control its property. Prior to any payment, a requisition request form shall be completed. Two LCAC officers' signatures, one of which shall be the Treasurer, are required to approve the requisition (fax or scanned signatures shall be acceptable). If the requisition is approved, a check may be issued. The check may be signed by any officer.

SECTION 5. The Officers shall serve as an Executive Committee. The Executive Committee may act for the Board between meetings on exigent matters if a majority of the Board cannot be reached.

SECTION 6. A Board member who misses three consecutive meetings without an approved excuse shall automatically be removed. A Board member missing more than three unexcused meetings, consecutive or otherwise in a twelve (12) month period, shall be removed by action of the Board. The President shall have the power to approve reasonable absences subject to objection by the Board. Board Members unable to serve due to unforeseen circumstances, may be asked to take a leave of absence until such time as they are able to return. Board Members may be removed by the Board, if their actions prove to be adverse to the Arts Center.

## **Article VI OFFICERS DUTIES**

### **PRESIDENT**

- 1) To preside at all General and Board of Directors Meetings.
- 2) To assure that the duties/obligations of the Board of Directors are carried out.
- 3) Appoint the Chair of all Committees.
- 4) Delegates to the organizational membership (see Article IV, Section V) shall be appointed by the President Elect before the installation meeting.
- 5) Responsible for all paid staff, providing direction, evaluation, and replacement of such staff.

### **VICE-PRESIDENT**

- 1) To assist the President in his/her duties.
- 2) To act for the President in his/her absence.

- 3) To work with the Finance Committee to plan funding activities, and review expenditures and budgets.

### **RECORDING SECRETARY**

- 1) Maintain a record of all meetings.
- 2) Have custody of all records and all papers of LCAC.
- 3) Authenticate all acts and orders of LCAC. Treasurer.

### **TREASURER**

- 1) Receive all monies of LCAC and deposit as directed by the board.
- 2) Keep accurate records of receipts and disbursements.
- 3) Verify all transactions on the Daily Receipts Sheet, agree to monies received and that they have been logged properly on rosters.
- 4) Present bank balances report at the monthly meeting.
- 5) Pay bills as directed by the board.
- 6) Present financial reports at monthly Board meetings.
- 7) Submit the books monthly for review and annually to an auditor or approved by the board.
- 8) Prepare a budget for the next fiscal year end to the board. The approved budget will be presented at the October General Meeting.
- 9) Oversee and file appropriate state and federal forms.

### **Article VII AMENDMENTS**

Amendments may be proposed to the Board in writing. Upon such amendment being accepted by the Board the amendment will be presented in writing to the membership noticed thirty (30) days prior to the scheduled vote. Amendments to the By-laws shall be by a majority vote of members present at the noticed meeting.

### **Article VIII PARLIAMENTARY RULES**

Robert's Rules of Order, Revised, shall be the authority in all questions of parliamentary law not covered in the By-Laws.

### **Article IX DISSOLUTION**

In the event of the dissolution of LCAC, all assets remaining after the payment of all legal obligations of LCAC shall be established in a scholarship trust fund. Interest only, from this trust, shall be awarded in annual scholarships to Lee County art students. The trust

custodians and/or trustees shall be designated by the LCAC President and the remaining Board Members, who will also decide on a suitable student selection process.

**Article X**  
**NO PROFITS TO MEMBERSHIP**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Dated: \_\_\_\_\_

\_\_\_\_\_  
**President**

Dated: \_\_\_\_\_

\_\_\_\_\_  
**Secretary**