

**THE BYLAWS OF ARTISTS OF PALM BEACH COUNTY: FOR ARTISTS BY ARTISTS
RATIFIED UNANIMOUSLY OCTOBER 10, 2005**

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Article 1: The Bylaws

Section 1: Purpose of the Bylaws

These Bylaws govern the organization known as "Artists of Palm Beach County: for Artists by Artists" (the Organization), a nonprofit corporation organized under the laws of the State of Florida.

Section 2: Definitions

- A. "Members" and "Membership" apply to all individuals whose memberships are current and in good standing.
- B. "Good standing" applies to Members whose financial obligations to the Organization are not more than three (3) months in arrears and who are fulfilling the duties of participation and attendance.
- C. The verbs "shall," "will" and "must" share a common meaning: the actions they order are required by these Bylaws.
- D. The pronouns "he," "him" and "his" are extended to refer to a female Member or Corporate Member when and where appropriate.
- E. The nouns "vote" and "votes" refer to majority votes of attending Members, except when specified otherwise.
- F. "Consensus" is the arrival at a mutual agreement through a non-repetitive discussion of the essential elements of a decision.

Article 2: Purposes of the Organization and Limitations upon Organization Activities

Section 1: Purposes of the Organization

The Organization is organized exclusively for charitable and educational purposes within the meaning of Internal Revenue Code Section 501 (c)(3). Specifically, Artists of Palm Beach County is a coalition created by and managed by artists, for artists of all disciplines. It is dedicated to empowering individuals in the arts by reaching out to its diverse community, cultivating professional and social resources and opportunities for its members and developing collaborative relationships.

Section 2: Limitations upon Organization Activities

- A. In accordance with Article 8, Section 1, of the Bylaws, no part of the Organization's net earnings will inure to the benefit of any Organization Member.
- B. The Organization shall carry on no activity or make any statement, either verbal or in writing, in an attempt to influence legislation.
- C. The Organization shall carry on no activity or make any statement, either verbal or in writing, on behalf of any political campaign or any candidate for public office.
- D. The Organization shall carry on no activity that is not permitted under the proposed articles of incorporation.

Article 3: Individual Membership in the Organization

Section 1: Membership Qualification

- A. Membership in the Organization shall be open to any interested person of any age, sex, race or creed who:
 - 1. participates as an artist; and
 - 2. submits payment of the Organization's current membership dues with or prior to his application for membership; and
 - 3. has no outstanding financial debt to the Organization's treasury at the time of his application for membership; and
 - 4. subscribes to the purposes and basic policies of the Organization as stated here and in the organizational constitution
- B. Each membership will be nontransferable, limited exclusively to the person admitted as a Member of the Organization.

Section 2: Duties and Privileges of the Organization Members

A. Duties

- 1. Each Organization Member shall abide by these Bylaws and such rules and regulations as the members may adopt from time to time
- 2. Each member shall serve on no less than one standing committee and must attend at least one meeting of that committee and one general membership meeting per year
- 3. Each Member who accepts a position as an Organization officer, a committee Chairmanship, or any other assignment on behalf of the Organization accepts the duty to fulfill his responsibilities to the Organization to the best of his abilities. He should recognize that his fellow Members are relying upon his commitment to his position or assignment. Whenever a Member feels he cannot adequately fulfill his duties and responsibilities, he should request assistance from other Members or request either temporary or permanent relief from those duties and responsibilities.

B. Rights of Membership

- 1. Each Organization Member is entitled to all benefits of membership, including but not limited to databases, information services, placement and referral services, technical and professional development and member's discounts as developed
- 2. Each Organization Member is entitled to attend all the Organization meetings and activities, although admittance fees may sometimes be assessed to all attendees.
- 3. Each Organization Member is entitled to vote at all the Organization general membership meetings and to vote on all issues voted by the Organization Members.
- 4. Each Organization Member is entitled to attend all regularly scheduled meetings of the Organization's Board of Directors. However, the board has the right to meet in executive session as it deems necessary.
- 5. Each individual Organization Member is entitled to hold any elected or appointed office within the Organization, so long as he meets the specific requirements for the office and so long as his holding the office creates no conflict of interests as defined in Article 8, Section 2 of these Bylaws.
- 6. Members shall have the right to petition the Board of Directors for revisions to the Organization Bylaws through the committee process.
- 7. Individuals who join the organization by September 30, 2005 shall be deemed "Founding Members" of the organization and shall enjoy discounts of 10% on all membership dues and all fee-based services directly administered by the organization so long as their membership remains active. A lapse in membership will permanently forfeit this right.

Section 3: General Meetings

General Membership meetings shall be scheduled to meet 6-12 times per year at times and at locations to be determined by the Board of Directors

Section 4: Termination of Membership

A. Resignation of Membership

1. Any Organization Member, including an Organization officer, committee chairman or volunteer worker, may resign at any time. Any Member with special duties and responsibilities to the Organization are requested to submit such resignations to the Organization's Board of Directors in writing as soon as possible.

B. Revocation of Membership for Failure to Maintain Good Standing

Organization membership is automatically revoked after the failure to pay annual membership dues or any other financial obligations of the Organization three (3) months after the failure to pay.

C. Expulsion for Illegal or Unethical Practices

1. Any group of five (5) Members may request the expulsion of any other Member for illegal or unethical practices by submitting the request in writing, including the grounds for the request, to any elected officer of the Organization.
2. Each request for expulsion for illegal or unethical practices will be presented by the officer in receipt of the complaint to the next regularly scheduled meeting of the Organization's Board
3. The Member accused of illegal or unethical practices shall be invited to all meetings at which the topic of his membership status is to be discussed, although his presence will not be necessary for due process.
4. The Board of Directors will rule on the request for expulsion by way of vote.

Article 4: Governing and Administrative Bodies

Section 1: The Board of Directors

A. Composition

1. The Organization's Board of Directors shall consist of between thirteen and seventeen members nominated and elected from within the following three groups:
 - a. Officers nominated and elected by the General Membership
 - b. Two Co-Chairs from each of the following five committees, for a total of ten board seats: Marketing, Development, Benefits and Services, Membership, Structure and Governance; and
 - c. Three At-Large members.
2. The ten committee Co-Chairs shall be elected through consensus by members of each respective committee
3. The three members At-Large shall be nominated by the ten elected Co-Chair/Board Members to ensure diversity of discipline, ethnicity and geography from within the General Membership.
4. The Board will nominate a slate of officers for each annual election, as described in Article 5, Section 2.
5. The General Membership has the right to nominate and elect Officers from outside the Board's nominees and the procedure described in Article 5, Section 2, creating the possibility of up to seventeen Directors.

B. Term of Office

1. The Term of Office for each member of the Board of Directors will be one year, beginning October 1 and ending September 30.
2. Directors may serve for a period limited to three years.
3. A Member may be elected to the Board of Directors any number of times, so long as he serves no more than three years in succession.

C. Powers

1. The Board of Directors shall present any amendments to the Bylaws to the General Membership for their acceptance by vote by mail on an annual basis or as deemed necessary by the Board.
2. The Board of Directors shall set the financial policies of the Organization, shall control financial investments of the Organization, and shall have power of audit over the Organization's treasury.
3. The Board of Directors shall have power of approval over all contractual arrangements between the Organization and other entities.

4. The Board of Directors shall be responsible for carrying out the overall policies and activities of the organization as established through a consensus building process at the committee level by the membership at large.
5. Committee Co-Chairs will represent the consensus of members serving on their respective board committees.
6. The Board of Directors shall determine what issues are to be presented to the general membership for vote beyond votes taken within Board meetings.
7. The Board of Directors shall establish major committees needed for accomplishing the activities and programs of the Organization.
8. The Board of Directors shall have power of approval over all uses of the Organization name and graphic logo.

D. Consensus and Voting

1. The Board will strive to lead the organization and its operations through the consensus process
2. In the event that consensus is not attainable, a formal vote will be called as follows:
 - a. A quorum for voting will be at least 50% of the members of the Board of Directors.
 - b. Votes will be called by the presiding officer of the Board of Directors.
 - c. Each member of the Board of Directors shall have one vote.
 - d. All decisions of the Board of Directors will be decided by majority vote.
 - e. In the case of a tie vote in the Board of Directors, the presiding officer shall be empowered to decide the issue.

E. Meetings

1. The Board of Directors shall meet at least once during each month and more often if necessary.
2. Meetings of the Board of Directors will be scheduled by the President.

Section 2: Officers

A. Composition and Duties

1. President

- a. calls and organizes general membership meetings and meetings of the Board of Directors
- b. prepares agenda for Board and Membership meetings
- c. directs and coordinates the activities of the Board
- d. acts as signatory for checks and withdrawals from the Organization bank account(s) in the absence of the Treasurer.

2. Vice-President

- a. performs all executive duties in the stead of the President
- b. acts as signatory for checks and withdrawals from the Organization bank account(s) in the absence of the Treasurer and the President

3. Secretary/Co-Secretary

- a. records minutes of meetings of the Board of Directors and General Membership meetings
- b. oversees the Organization's membership and mailing list Database, updating it monthly and providing labels and reports as needed by other officers and chairpersons
- c. performs all executive duties in the stead of the Vice-President and the President

4. Treasurer

- a. sets up and conducts transactions with the Organization's bank account(s)
- b. maintains monthly updates of all bookkeeping pertaining to the Organization's financial activities
- c. prepares current financial reports to be presented at each monthly meeting of the Board of Directors
- d. oversees preparation of all forms for reporting the Organization's financial activities to local, state and federal governing and taxation authorities
- e. acts as primary signatory for checks and withdrawals from the Organization bank account(s)
- f. acts as liaison for any Board of Directors ordered audit of the Organization finances
- g. oversees production of the annual financial report to be presented to the Board of Directors

at the end of the year

B. Terms of Office

1. The term of office for each Executive Officer shall be one year, beginning October 1 and ending September 30 of each year.
2. A Member may serve in the same Executive Office for a period limited to three years.
3. A Member may be elected to any Executive Office any number of times, so long as he serves no more than three years in succession in the same office.

Section 3: Committees and Chairmanships

- A. Major committees will be instituted and empowered by the Board of Directors.
- B. These committees will be led by two Co-Chairs, who also represent that committee on the Board.
- C. All recommendations of each committee shall be arrived at through consensus.

Article 5: Elections of Executive Officers and Board of Directors

Section 1: Process

- A. The ten committee Co-Chairs shall be elected by members of each respective committee through consensus.
- B. The three At-Large members shall be nominated by the ten elected Co-Chairs to ensure diversity of discipline, ethnicity and geography.
- C. The thirteen Board members will nominate a slate of officers from within their own group for each annual election. They also have the option to nominate officers from within the General Membership, if they so choose.

Section 2: Election Meetings

- A. Beginning in April of each year, 3 election meetings will be held monthly to determine the proposed Board and Officers for the coming year
 1. In April of each year, committee members select two Co-Chair/Board representatives.
 2. In May of each year, these ten Board members invite three members to serve at large, predicated on the need for balance and diversity.
 3. In June of each year, the thirteen prospective board members select officers, at a Board meeting prior to that month's General Membership meeting.
 4. The standing Board of Directors then submits the entire slate of prospective Board Members and Officers to the membership for ratification through voice vote and mail ballots at the September meeting.
- B. Each Election Meeting is scheduled for the second Monday of each month
- C. The Election Meeting may be held in congress with the regularly scheduled General Membership meeting for each month.

Section 3: Election Chairman

- A. At a date no later than the June meeting of the General Membership, the Structure Committee shall appoint an Election Chairman from within its members who are not seeking office.
- B. The Election Chairman shall preside over the Election Meeting and the tallying of the votes cast.
- C. The Election Chairman shall collect, count, tally and record all votes cast.
- D. The Election Chairman shall record and announce the results of the election as soon as the tally is completed.

Section 4: Casting and Tallying Votes

- A. Each Organization Member shall have one vote.
- B. Separate votes shall be called for the slate of Directors and the slate of Officers.
- C. Votes may be cast in person or by proxy.
- D. In the event that the slate of officers fail to be ratified, the structure committee will compel the Board to revisit the officers for presentation within ten business days
- E. The Election Chairman may opt to conduct the reelection by show of hands or by secret write-in ballot prior to the beginning of October.

F. In the event of a second vote, only members in good standing at the time of the first vote may vote again.

Article 6: Special Elections

Section 1: Special Election Meeting

- A. A Special Election Meeting may be held at anytime, so long as ample public notice is given to allow and encourage all Organization Members to attend.
- B. A Special Election Meeting may be held in congress with a regularly scheduled General Membership meeting.

Section 2: Special Election Chairman

- A. The Structure Committee shall appoint a Special Election Chairman.
- B. The Special Election Chairman shall preside over the Special Election Meeting and the tallying of the votes cast in the election.
- C. The Special Election Chairman shall collect count, tally and record all votes cast.

Section 3: Casting and Tallying the Votes

- A. Each Organization Member shall have one vote.
- B. At the discretion of the Special Election Chairman, the votes may be cast by show-of-hands or by secret written ballot.
- C. The issue being voted upon must pass by a minimum of a majority vote, and the Board of Directors may prescribe a larger percentage for any specific issue.
- D. In the case of a tie vote, a tie-breaking election will be held immediately, during the same Special Election Meeting as the original vote.
- E. In the event that a tie exists following a second round of voting, the Organization President shall be empowered to decide the issue.
- F. The Special Election Chairman shall record and announce the results of the special election as soon as the tally is completed.

Article 7: Succession and Recall of Directors and Officers

Section 1: Succession of Directors

- A. If one of the ten Co-Chair Board Member positions becomes vacant, the Committee that the member represents will hold a special meeting to reach consensus in choosing an interim Co-Chair Member to the Board.
- B. If one of the three At-Large Board Member positions becomes vacant, the Board of Directors will hold a special meeting in order to reach consensus in choosing an interim At-Large Board Member who will continue to reflect the diversity of the organization.
- C. If an Executive Officer position, other than the President, becomes vacant the Board of Directors will hold a special meeting in order to reach consensus in choosing an interim Executive Officer.
- D. If the office of President becomes vacant, the Vice-President will assume the office of President for the remaining term of office, and the Board of Directors will hold a special meeting in order to reach consensus in choosing an interim Vice-President.
- E. Under any of the above scenarios, if a consensus cannot be reached, a majority vote of the members involved may be taken.

Section 3: Recall of Directors and Officers

- A. Any group of two (2) members of the Organization may request the recall of any Director or Officer for dereliction of duty or for illegal or unethical conduct by submitting the request in writing, including the grounds for the request to the Chairman of the Board or to the Vice-President if the individual being recalled is the Chairman of the Board.
- B. Each request for recall of a Director or Officer will be presented by the Chairman to the Board of Directors no later than the next regularly scheduled meeting of the Board.
- C. The Director or Officer whose recall has been requested shall be invited to all meetings at which the

- topic of his official status is to be discussed, although his presence will not be necessary for due process.
- D. The Board shall decide, by way of majority vote, whether to proceed with a Recall Hearing.
 - E. Following a Recall Hearing, in which all sides can be heard, the issue of recall of a Director or Officer will be resolved by a vote of the General Membership.

Article 8: Remuneration and Conflict of Interests

Section 1: Remuneration of Directors, Officers and Chairpersons

All Directors, Officers and Chairpersons shall serve their offices without remuneration other than reimbursement for out-of-pocket expenses approved by the Board of Directors. The Board of Directors may elect to hire specific Members or other individuals to perform services for the Organization, but in each case a specific contract shall be instituted between the Organization and the contractor, as specified in Article 9, Section 2 of these Bylaws.

Section 2: Conflict of Interests

The name of the Organization or the names of any members in their official capacities shall not be used in connection with any commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objectives of the Organization and as approved by vote of the membership.

Article 9: Commitment of the Organization's Name and the Signing of Instruments

Section 1: Commitment of the Organization's Name

- A. The Organization's name and graphic logo are the property of the Organization, and their use will be controlled by the Board of Directors and held subject to review by the General Membership.
- B. Under no circumstances shall the Organization's name or logo be lent to or be associated with any individual person, company or organization whose activities or public image are in conflict with the purpose and Bylaws of the Organization.

Section 2: Signing of Contracts

- A. Contractual arrangements between the Organization and other entities, including individual persons shall require the signature of the President and will be subject to review and approval by the Board of Directors.
- B. Any single contractual arrangement between the Organization and any other entity or person that obligate the Organization's treasury to pay an amount greater than \$600.00 shall require the signatures of the President and the Treasurer and will be subject to review and approval by the Board of Directors.

Section 3: Signatories for Checks and Withdrawals from the Organization's Account(s)

- A. The Organization's checking account(s) will require the signature of one of the following Organization Executive Officers:
 - 1. the Treasurer, who should sign all checks and withdrawal slips, unless he is unavailable or otherwise unable to act as signatory
 - 2. the President, or
 - 3. the Vice-President
- B. Other accounts or financial holdings which the Organization may institute will require the signatures of two Executive Officers.
- C. At the beginning of each calendar year and each new Term of Office for Executive Officers, the incoming Treasurer shall update all bank records to reflect alterations in the Organization signatories.

Article 10: Rules of Order at the Organization Meetings

Section 1: Chairman

- A. Each committee meeting will be chaired by one of the Co-Chairs of that committee.
- B. The President of the organization will chair meetings of the Board of Directors and General Membership with the Vice-President performing this duty in his stead.
- C. The President may appoint a chairman for any specific meeting or for any segment of any specific meeting.

Section 2: Maintaining Order

- A. The chairman may conduct each meeting as informally as he chooses, so long as no terms of these Bylaws are abridged.
- B. The Chairman may institute strict rules of order, according to the procedures set forth in Robert's Rules of Order, whenever he deems it to be in the interest of maintaining good order and the integrity of the meeting. Once Robert's Rules are put into effect, they shall remain in effect until retired by voice vote of the General Membership.

Article 11: Adoption of the Bylaws

The Bylaws shall be adopted and instituted by a majority vote of the Organization Members.

Article 12: Amendments to Bylaws

The Bylaws and any amendments must comply with the Articles of Incorporation.