

Boca Grande Art Center Bylaws

1. Mission Statement

The mission of the nonprofit Boca Grande Art Center (BGAC) is to promote education in and community awareness of the visual arts and enhance the cultural advantages in the community.

2. Membership

A. Terms and rights of membership

1. Purchasing an annual membership does not entitle a member to renewal in a subsequent year. Memberships are not refundable and are intended for noncommercial use by individual members and cannot be transferred. Membership levels, benefits and prices are subject to change without notice.
2. The Boca Grande Art Center reserves the right to refuse or revoke membership and/or deny admission to its facility for noncompliance with applicable rules and terms or for inappropriate conduct.
3. All classes of members in good standing have the right to vote at the annual meetings called by the board of directors. They have the right to vote for members of the board of directors and changes to the bylaws. They have a right to request a hearing at a board meeting for any complaint.
4. BGAC will have two classes of membership: Exhibiting Members and Members.

B. Members

Members will be individuals who wish to participate in the educational programs, workshops, demonstrations or member exhibits sponsored by BGAC, or wish to support the goals, purposes and activities of the BGAC. They are not permitted to show work in exhibiting member shows.

C. Exhibiting Members

1. Qualifications - Exhibiting members will:
 - a) be accomplished artists who reside or own property or a business on Gasparilla or Cole Island, and spend sufficient time in Boca Grande to meet exhibiting member obligations.
 - b) demonstrate a commitment to contributing their time and talents for the benefit of the community, and actively help develop and support programs and activities sponsored by the board of directors.
2. Selection of New Exhibiting Members
 - a) The number of exhibiting members will be based on space and resource capacity, and must be approved by the board.
 - b) New exhibiting members will be selected by a committee appointed by the president of the board of directors. This selection committee will consist of at least three exhibiting members and the president.
 - c) When there are openings, qualified artists will submit an application and portfolio of artworks to be reviewed by the selection committee.
 - d) The selection of exhibiting members is based on their work in a specific medium. Exhibiting members who wish to show work in a different medium or process than the one for which they were originally selected must submit samples of their work in this medium or process for approval by the selection committee.
3. Exhibiting Member Responsibilities
 - a) Committee Participation

Exhibiting members will participate in at least one working committee per year.
 - b) Show Participation: Exhibiting members will
 - i. Be in good standing and have paid their dues before show registration.
 - ii. Show artwork in a minimum of one exhibiting member show each year, unless excused by the board.
 - iii. Serve as a coordinator or chair on at least one BGAC show every two years (exhibiting member or member show), unless excused by the board.
 - iv. Follow the published show rules.

c) Attendance at Meetings

Each exhibiting member will attend at least two membership meetings per year, unless excused by the board of directors or the president. Membership meetings include: exhibiting member meetings and the BGAC annual meeting.

4. Leave of Absence

Exhibiting members who are unable to participate in shows, committee work and meetings may take a leave of absence for up to one year, with the following conditions:

- a) The exhibiting member will submit a written letter of notification to the board.
- b) The exhibiting member will pay full dues for the period of absence.

5. Exhibiting members in good standing who move away from Boca Grande may retain their exhibiting membership, as long as they continue to meet all their exhibiting member obligations, including participation in shows and committees, coordination of shows, and attendance at exhibiting member meetings.

6. Infringement of exhibiting member show policies and rules:

The president of the board will appoint the selection committee to evaluate any infringement of show policies and rules and determine the consequence for the offense. Possible consequences include suspension from show participation for one or more shows, or revocation of exhibiting membership. The artist may request a hearing before the selection committee. The selection committee will then make a recommendation to the board. The decision by the board shall be final.

7. Termination of Exhibiting Membership

A. Membership of any exhibiting member may be terminated by the board of directors upon a determination by the board that any of the following has occurred:

1. Failure to participate in committee or community activities of the BGAC
2. Failure to pay dues on a timely basis
3. Failure to attend at least two exhibiting member meetings per year.
4. Infringement of show policies and rules (see C.6).
5. Action or conduct contrary to the goals, purposes, or best interests of the BGAC.

B. A letter of notice shall be sent to any exhibiting member who has failed to meet membership requirements before any formal action is taken by the board of directors.

D. Sustaining Exhibiting Members

1. Definition

Sustaining exhibiting members are former exhibiting members who wish to be included on the list of exhibiting members, but are unable to carry out exhibiting member responsibilities (see 2.C.3). They are not required to serve on committees or attend meetings.

2. Qualifications

- a) Exhibiting members in good standing but no longer able to meet their committee and meeting obligations may choose to transfer to a sustaining exhibiting membership.
- b) Exhibiting members who have not been active in shows, committees and/or attending meetings for two years or longer without being excused by the board will be notified by the board that they are eligible for sustaining exhibiting status, and their exhibiting membership will not be renewed.

3. Show Participation Rules: Sustaining Exhibiting Members

- a) must be in good standing and pay their dues before show registration.
- b) may exhibit one work at the Spring Show, subject to show rules.
- c) may exhibit work at the Member & Student Show, subject to show rules.
- d) will be included in exhibiting/sustaining member lists in all BGAC publications.

4. Sustaining Exhibiting Members wishing to return to exhibiting status

Subject to availability, the sustaining exhibiting member will submit an application for exhibiting membership and a portfolio for review (see C.2) by the selection committee.

E. Member Meetings

1. Call

Annual meetings and special meetings may be called by the board of directors or by the president.

2. Time

- a) The annual meeting will be held at a date and time fixed by the board of directors.
- b) Each annual meeting will be held on a date within thirteen months after the date of the preceding annual meeting.
- c) Special meetings will be held at a date and time fixed by the board of directors.

3. Place

Annual meetings and special meetings will be held on Gasparilla Island.

4. Annual Meeting

- a) Written notice of the annual meeting will be given, stating the place, date and time of the meeting. Notice will be not less than seven days prior to the annual meeting.
- b) The notice of an annual meeting will state that the meeting is called for the election of directors, with an agenda for the transaction of all business that may properly come before the meeting.
- c) A nomination committee, chosen by the president, will present a list of those nominated for the board of directors and this list will be sent to the members, along with a proxy and ballot, at least seven days prior to the annual meeting.
- d) Additional nominations for board members will be asked from the floor.
- e) At the annual meeting, any member may authorize another person to act for that member by a signed proxy in all matters pertaining to the vote.
- f) Members will be notified in the event a meeting is cancelled.
- g) Voting will be by simple majority of those present.

5. Special Meetings Notice

- a) Written notice of any special meetings will be given, stating the purpose, place, date and time of the meeting. Notice will be not less than seven days prior to the meeting.
- b) Members will be notified in the event a meeting is being cancelled.

6. Conduct of Meetings

- a) Meetings of the members will be presided over by the president, or in absence of the president, by the vice president.
- b) *Roberts Rules of Order* will apply at all meetings.

3. **Board of Directors**

A. Function and Definition

The activities and business of the BGAC will be managed by the board of directors.

B. Qualifications and Numbers

A director must be an exhibiting member or a member. The board will make every effort to maintain an equal number of exhibiting members and members. The board will have between six and ten directors, determined by the board.

C. Election and Term

1. Directors will hold office for three years, voted on at the Annual Meeting. Directors may choose to run for a second consecutive term of three years.
2. Any vacancy on the board may be filled by a majority vote of the remaining directors.
3. Any appointed director filling an unexpired term must be voted on at the next annual meeting.
4. No person will serve as director for more than six consecutive years, but will be eligible for reelection after being off the board for at least one year.
5. Any directors changing from exhibiting member to member status, or from member to exhibiting member status may serve their remaining terms.

D. Board Meetings

Meetings will be scheduled by the board, except that the first meeting of a newly elected board will be held as soon after its election as it can conveniently assemble. Meetings will be held at a place on Gasparilla Island chosen by the board. Meetings may be called by or at the direction of the president or a majority of the directors, with seven days notice given for all Board meetings.

E. New Business

Any board meeting may be attended by a member who is not a board member, to bring up an issue as "new business".

F. Quorum and Action

1. *Roberts Rules of Order* will be followed at board of director meetings.

2. A majority of the board will constitute a quorum, and is necessary to vote on policy. Without a quorum the meeting will be rescheduled.
3. Any member of the board of directors or any committee chair designated by the board may either attend a meeting of the board in person or use any communications equipment which will allow all participants to hear one another.

G. Removal of Directors

Any director may be removed, with just cause, by a vote of the majority of the board.

H. Officers

1. The officers of the board will consist of current board members, of president, secretary, treasurer, vice president and such other officers as the board of directors shall designate.
2. The officers will be voted by a majority of the newly elected board of directors, following the annual meeting, and will serve a term of two years.
3. No person may hold two offices simultaneously.
4. Any officer may be removed or reinstated by a majority vote of the board of directors.
5. Any vacancy in any office may be filled by the board of directors at any time, with this person being voted on at the next annual meeting.
6. The president will be the chief executive officer of the BGAC, and will preside at all meetings of the members and the board of directors.
7. In the absence of the president, the vice president will perform all duties of the president in the management of the BGAC.
8. The secretary will record the proceedings of all board meetings, the annual meeting and any special meetings, and will perform such additional duties as the board may assign. Minutes will be filed at the next month's board meeting for approval. Minutes at annual meetings will be approved at the next year's annual meeting.
9. The treasurer will be responsible for the financial records of the BGAC and will work with the executive director to prepare monthly reports for the board.

4. Executive Director

- A. The executive director will be selected by the board of directors with the input of a search committee appointed by the president. The executive director will serve at the pleasure of the board.
- B. The executive director will direct and advise the day-to-day operation of the BGAC, attend all board meetings, and carry out the duties described in the job description. The board may designate other duties as necessary.

5. Working Committees

- A. The board of directors has the authority to form or disband working committees as needed. At present the committees are: Finance, Fundraising and Events, Membership, Show, Scholarship, and Workshop.
- B. The responsibilities of the working committees include:
 1. Making recommendations to the board
 2. Acting on recommendations from the board
 3. Developing programs, events and activities that further the mission of the BGAC
- C. Each committee will have a charter defining its purpose, membership, and self-management.
- D. Committee structure
 1. Each committee will consist of one board member liaison and at least three exhibiting members or members.
 2. Each committee will have a secretary, and meeting minutes will be available to the board of directors.
 3. The committee chair will set the meeting schedule.

6. Fiscal Year

The fiscal year of the BGAC will be the calendar year unless another year is chosen by the board of directors.

7. Amendments

Bylaws will be reviewed annually, and any revisions or amendments to them will be voted on by the members at the annual meeting.