

## **Santa Rosa Arts and Culture Foundation, Inc.**

### **ARTICLE I - GENERAL**

#### **SECTION I - NAME**

The name of this organization shall be "Santa Rosa Arts and Culture Foundation, Inc.", a Florida not for profit, IRS 501(c)(3) organization. Also referred herein as "The Foundation" or "SRACF".

#### **SECTION II - PURPOSE AND MISSION**

The purpose of this organization is:

- A. To be a catalyst for growth and appreciation of the visual arts, literary arts, performing arts, and historic and cultural preservation for the people of Santa Rosa County;
- B. To encourage continued development of the arts and culture in Santa Rosa County, FL;
- C. To foster charitable, educational, and recreational activities in the arts through support of arts and cultural programs on a local and regional basis.

The mission of this organization is to vitalize, promote and enrich the arts and culture in Santa Rosa County, FL.

#### **SECTION III - VISION**

The Santa Rosa Arts and Culture Foundation, Inc. shall fulfill its purpose and achieve its mission through the establishment and operations of the Arts and Cultural Center which:

(1) promotes education and public interest in arts and culture to continually broaden the spectrum of visual, literary and performing artists to reflect the cultural diversity of our community and the interests of our patrons; and

(2) encourages our children to discover the wonder of arts and culture through the development of young audiences by actively supporting the essential Arts and Culture educational programs and events for children attending our community schools.

Foundation programs shall bring Fine Arts to Santa Rosa County, FL, encourage the creation of new works of art, promote new relationships and ideas within the arts and culture community, build new audiences, advocate for the arts and culture in education and connect the arts and artists of the region to present the work of emerging local artists in a gallery setting. The foundation supports this mission through special events, exhibitions, historic preservation, festivals, symphonic performances and concert series, arts and culture advocacy and volunteerism.

## **SECTION IV-AREA**

The geographic area of responsibility for the organization consists primarily of Santa Rosa County, but may on occasion, be extended to include services to and from surrounding areas for combined efforts or regional programs.

## **ARTICLE II - MEMBERSHIP**

### **SECTION I - QUALIFICATIONS**

Santa Rosa Arts and Culture Foundation, Inc. is organized upon a non-stock basis. A person or entity shall become a member of Santa Rosa Arts and Culture Foundation, Inc. by contributing the annual membership fee (dues) as established by the Board of Directors, which may be amended from time to time, or by an in-kind contribution agreement between the person or entity and the Board of Directors.

### **SECTION II - VOTING**

Each contributing member shall be entitled to one (1) vote.

## **ARTICLE III – MEETINGS OF THE GENERAL MEMBERSHIP**

### **SECTION I - REGULAR MEETINGS**

An annual meeting of the general membership shall be held each fiscal year at such time and place as may be determined by the Board of Directors for the purpose of electing Officers and Board Members and transacting such other business as may be properly brought before the meeting.

### **SECTION II-ADDITIONAL MEETINGS**

General meetings of the membership may be called by the President at any time, or upon petition in writing of any ten (10) members to the President. The President shall confer with the Executive Committee upon request from members for such a meeting and provide the basis for the request. The President must confer with the Executive Committee and provide an agenda and at least twenty four (24) hours notice to the Executive Committee prior to calling such a meeting.

Notice of general meetings of the membership must be mailed or emailed to the address of each individual member as shown in the corporation's records. The timing of such mailings must be calculated in such a manner as to give each member at least five (5) days advanced notice of the meeting. It is the responsibility of each Foundation member to provide and/or update his/her contact information for such notices.

### **SECTION III - QUORUM**

A quorum to conduct business at the General Membership meetings shall be no less than a total of ten (10) voting members in attendance. Two (2) elected Officers must be among the ten (10) present.

## **ARTICLE IV - BOARD OF DIRECTORS**

### **SECTION I - POLICY**

The policy-making responsibility of the Foundation shall be vested in the Board of Directors, who shall control its property, be responsible for its finances, and direct its affairs. Also herein referred to as “the Board” and each member as “Board Member”.

### **SECTION II - COMPOSITION OF THE BOARD**

There shall be fifteen (15) voting Board Members. Among the voting members, there shall be four (4) elected officers: President, Vice President, Treasurer and Secretary. In the event of a tie, the President will cast his or her vote to pass or fail the motion.

### **SECTION III - TERMS OF OFFICE**

Each Board Member shall serve a term of three years. There shall be staggered terms of office so that one third (1/3) of the Board Members shall be up for election each year with terms divided as follows: Positions 1-5 election in 2006 and 2009; positions 6-10 election in 2008 and 2011; positions 11-15 election in 2007 and 2010. For perpetuity, each group of positions will follow a three (3) year election cycle respective to the dates stated herein.

### **SECTION IV - SELECTION AND ELECTION OF BOARD MEMBERS**

Each year, a Nominating Committee shall be appointed by the President and announced at the March meeting of the Board of Directors with the specific purpose as follows:

- A. identify the offices up for election;
- B. make recommendations to the Board of potential candidates who are qualified and willing to fill the requirements and duties of their respective office or position consideration for placement on the ballot for the April Board meeting to fill vacancies for:
  - 1) Board Member positions from the general Foundation membership
  - 2) Officer positions from the current Board of Directors.

Upon approval of the nominees, the President shall direct that a ballot be prepared as follows:

- A. List the nominations by board position number;
- B. Provide space for qualified write-in candidates;
- C. Assure that all nominees and write-ins are qualified, willing and current members according to the provisions of these bylaws.

The Nominating Committee may nominate and the membership may elect not to fill an office, leaving that office at the discretion of the Board of Directors.

Any member wishing to vote must complete a ballot and submit it at the annual meeting in person by attendance. No proxy votes will be accepted nor counted. The President shall appoint at least three, but not more than five judges who are not candidates for election. Such judges shall have complete supervision of the election, including the auditing of the ballots. The judges shall report the results of the election at the annual meeting. Tie votes shall be decided by vote of the Board of Directors at the next regular or special meeting.

Officers and Board Members shall be installed at the annual meeting, and shall assume their duties immediately thereafter. The annual meeting shall be scheduled by the Board of Directors.

## **SECTION V - MEETINGS**

The Board shall meet monthly at times and dates established by the members of the Board. Additional Board meetings may be called by the President, or upon written application of a majority of the members of the Board, or by the membership as provided in Article III, Section II. Notice of board meetings shall be given to each Board Member no less than two (2) days nor more than ten (10) days prior to the meeting.

## **SECTION VI - QUORUM**

A quorum for the Board of Directors' meeting for conducting business shall be one-half (1/2) of the voting members of the Board. The quorum shall be based on the number of filled voting Board Member positions and shall not be less than a total of five (5) Board Members present. Two (2) elected Officers must be among the five (5) present.

## **SECTION VII - ABSENCES**

A member of the Board of Directors who is absent from three (3) regular meetings of the Board within a six (6) month time period may be removed from the Board and replaced by the Board of Directors.

## **ARTICLE V - OFFICERS**

### **SECTION I**

The Officers of the Foundation shall consist of a President, Vice President, Secretary, and Treasurer. Officers shall be elected by the general membership and shall serve one-year terms in this official capacity. Officers may be re-elected to continue their official position for more than one year.

### **SECTION II**

Except as hereinafter provided, Officers of the Foundation shall each have such powers and duties as generally pertains to their respective offices, as well as those that from time to time may be conferred by the Board of Directors.

- A. President - shall preside over and moderate all business meetings, but may at his or her discretion or at the suggestion of the Board arrange for another Officer to preside at other meetings; shall perform such duties as are usually incumbent upon that Officer and such as may be directed by resolution of the Board of Directors. The President will appoint all committee chairpersons.
- B. Vice President - shall have duties and responsibilities as the President or Board of Directors may from time to time prescribe; shall assume duties of the President in the absence of the President and should the office of the President become vacant, assume the duties of that office until an election is held.
- C. Secretary - shall record and maintain in good order minutes of all meetings of the Board of Directors, Executive Committee/Budget and Finance Committee and of the General Membership and shall submit such recordings as draft copies of the minutes to each respective group's Board Member within 14 days from the conclusion of each meeting for timely review, correction and acceptance by the respective Board group as permanent record for the Foundation; will disclose to the Board all business and correspondence received or transacted for the Foundation; all Board approved minutes and Foundation records must be filed and maintained in good order at the Foundation office to comply with the IRS 501(c)3 regulations for public inspection; shall have such other duties as may be assigned by the membership of the Board of Directors.
- D. Treasurer - shall have the responsibility of accounting all funds of the Foundation as directed by the Board in accordance with the guidance provided by the Budget and Finance Committee and shall be one of the three (3) Budget and Finance Committee Board Members authorized to sign Checks and pay bills; shall maintain in good order all financial records

of the organization; shall meet with the Gallery Committee Chair on a quarterly basis to ensure all financial records of the Dragonfly Gallery are maintained in good order; and shall have such other duties as may be assigned by the membership of the Board of Directors.

All files and records (electronic or otherwise), bills, correspondence, checkbook, bank records and/or any materials belonging to the Foundation shall be kept and maintained at the principal location of business for the Foundation.

## **ARTICLE VI – COMMITTEES**

### **SECTION I - EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the four (4) elected Officers of the Board of Directors (President, Vice President, Secretary and Treasurer) and the Gallery Committee Chairperson; shall act for and on behalf of the Board when the Board is not in session but shall be accountable to the Board for its actions.

The Executive Committee shall also serve as the Budget and Finance Committee. See Article VI, Section III – Standing Committees, Item (6) Budget and Finance Committee and Article VII, Section IV – Budget.

### **SECTION II – ADVISORY COMMITTEE**

The Advisory Committee is composed of no more than six Ex Officio Board Members. The Board of Directors may nominate former Board members, Officers or interested individuals from the community who may provide professional services, expertise or general guidance to the Board of Directors to serve as an Ex Officio Board Member. The Advisory Committee Members serve only in an advisory capacity and have an Ex Officio, non-voting membership on the Board of Directors. Ex Officio Board Members shall be elected by the general membership and shall serve one year terms in this official capacity. Ex Officio Board Members may be reelected to continue their advisory position for more than one year. Nominations to the Advisory Committee shall originate only from the Board of Directors, appear on the annual election ballot and the general membership must vote to approve or disapprove the nominations from the Board of Directors.

Should a vacancy occur during the fiscal year, the Board of Directors may or may not fill the position until the next election is held.

## **SECTION III - STANDING COMMITTEES**

The following committees shall be standing committees of the organization and the chairperson of each committee shall be appointed by the President and submitted to the Board of Directors and general membership within three (3) weeks after annual election. It is not required that Committee Chairpersons serve on the Board of Directors, but must be a member of the Foundation.

Each Standing Committee Chairperson must attend the monthly Board of Director's Meeting; submit a written report on its committee activities and associated volunteer/in-kind service hours expended to be filed with the Board's monthly minutes as permanent record; may serve more than one term at the direction of the President; and with the exception of the Grants Committee, each chairperson is responsible for appointing members from the Foundation membership to serve on their respective committee.

- (1) Gallery Committee** - Shall have duties and responsibilities for development and operations of the Dragonfly Gallery. Responsible for recruiting artists, art, jury selection, etc., as appropriate to establish and operate the Artist's Gallery. The Chair of the Gallery Committee shall serve and be referred to as the Director of the Dragonfly Gallery until otherwise defined by a majority vote of the Board of Directors. The Gallery Director shall propose a budget for approval to the Budget and Finance Committee (Executive Committee) by October of each year. The Gallery Director shall develop Operating Procedures, Policies and Guidelines to govern the operation of the Dragonfly Gallery for approval by the Board of Directors.
- (2) Membership and Volunteers Committee** - Shall have duties and responsibilities for recruiting and maintaining a database of members, donors and volunteers. Shall receive dues, sends renewal notices, and recruit volunteers. Duties may also include coordination with the Public Relations/Publicity Committee and Fund Raising/Special Events Committee to educate and schedule volunteers. The Membership and Volunteers Committee Chair shall develop volunteer recruitment and management procedures for approval by the Board of Directors. The Chair shall propose a budget for approval to the Budget and Finance Committee (Executive Committee) by October of each year.
- (3) Public Relations (PR)/Publicity Committee** - Shall have duties and responsibilities to raise public awareness of the Santa Rosa Arts and Culture Foundation, Inc. resulting in sustained public outreach and public financial support. May include coordination with all committees to enhance the image and visibility of the Foundation and its activities.

The Chairperson of the PR/Publicity Committee shall oversee the development and maintenance of media contacts; shall compile an annual calendar of events with the cooperation of the other committee chairpersons; shall oversee the development and maintenance of the Foundation and Gallery website(s) and associated newsletters; shall develop standard procedures for Public Relations and Publicity for approval by the Board of Directors; shall propose a budget for approval to the Budget and Finance Committee (Executive Committee) by October of each year.

- (4) Fund Raising/Special Events Committee** - Shall be responsible for organizing and implementing all fundraising activities and special events regardless of its details. This includes any year-long fundraising and special events, as well as any one time fundraising activities; shall be responsible for soliciting funds and sponsorships from outside resources; shall be responsible for reporting to the Public Relations and Publicity Committee dates, times, locations and any other pertinent details of upcoming fundraising and special events.
- (5) The Riverwalk Fine Arts Show and Festival Committee** - Shall have the duties and responsibilities for development and operations of the Riverwalk Fine Arts Show and Festival. Responsible for recruiting artists, art, and jury selection, etc., as appropriate. The Chairperson shall propose a budget for approval of the Budget and Finance Committee (Executive Committee) by October of each year. The Chairperson shall develop Operational Procedures to govern the operation of the Riverwalk Fine Arts Show and Festival for approval by the Board of Directors.
- (6) Budget and Finance Committee** – Shall advise the Board of Directors with respect to the financial condition and financial policies of the Foundation. The committee will be chaired by the Treasurer and include the President, Vice-President, Secretary, Gallery Director (Executive Committee) and others appointed by the President as deemed necessary; shall be responsible for establishing the budget necessary to meet the requirements of The Foundation’s program of work; shall propose a budget of estimated income and expenditures to the Board of Directors and the Advisory Committee by November of each year. The proposed budget shall also reflect the proposed budgets of all Standing Committees and any other committee in need of budget approval. When approved by the Board, this budget shall serve as the appropriation measure for the Foundation. No Committee may exceed its appropriation without prior consent of the Board.

The Budget and Finance Committee shall select the Treasurer and two (2) other members of the Executive Committee for a total of three (3) to be designated as Bank Authorized Signers to transact financial business for the Foundation. All checks will have a minimum of any two (2) authorized signatures.

- (7) Grants Committee** – Shall be responsible for the process involved in the acquirement and disbursement of grants; shall include a Chairperson, two (2) Board Members appointed by the President, maximum of five (5) Santa Rosa County residents who are Foundation members and maximum of three (3) other Santa Rosa County residents who are beneficial to the grant process. The number of members serving on the Grants Committee may change depending on its purpose of acquiring or disbursing of the grants. Each non-appointed Grants Committee Member must be approved by the Board.

**To award grants from the Foundation**, the Committee shall have the duties and responsibilities of advising and assisting the public and potential grant recipients as to proper application process with guidelines of the program; shall work closely with the PR/Publicity Committee to give general notice of Foundation Grant opportunities in a timely and effective manner to reach those potential recipients.

Grant guidelines must be approved each year by the Board of Directors before process begins, as community needs may change. After process is complete, Grants Committee, in writing, will recommend the list of grant recipients, with grant amounts, to the Board of Directors for approval attaching every application received.

**To pursue grants for the Foundation**, the Committee shall seek grant opportunities from local, state and federal levels and other Arts and Culture benevolent organizations; gather necessary information to complete grant applications as deemed necessary by the grantor; present grant opportunities to the Board of Directors; complete and submit grant applications on behalf of the Foundation and follow through to its resolve. For funded grants, the Committee will fulfill any documentation or reports required by the funding organization for allocations of monies received and used.

**(8) Education Committee** - Shall provide art and culture opportunities for development through workshops, seminars, and other educational programs, activities and events for the community.

The Committee's duties are as follows: Determines educational needs of people in the region; Develops roster of potential workshop instructors, program facilitators, and sites for educational programs and events. Encourages prospective instructors, leaders, or organizers to submit written proposals for educational programs; Locate, adapt, review and develop SRACF educational programs and associated program proposal format.

Shall submit an annual plan to the Board for its approval. Plans for individual programs [including information on content, budget, and fees] must be approved by the Board at least one meeting prior to proposed program. Shall devise evaluation forms for workshops and other educational offerings, after which, submit compiled responses to the Board.

Shall work with the Grants Committee to monitor opportunities for potential educational initiatives such as grants, or conferences, securing Board approval to develop or pursue such initiatives. Coordinate with other regional and national allied professional groups to develop and execute educational programs and events.

Coordinate with the Gallery Committee to schedule educational programs and events. Coordinate with the Treasurer to insure that the budget is within the guidelines provided by the Budget and Finance Committee (Executive Board). Coordinate with the PR/Publicity Committee for publicizing educational programs and events.

#### **SECTION IV - OTHER COMMITTEES**

The Board of Directors shall determine any other committee deemed proper and necessary to fulfill the objective and purpose of the Foundation. Prior to establishing new committees, a clear statement of purpose and list of objectives, must be presented to the Board of Directors for approval.

#### **SECTION V – VACANCY**

The President may request that one Board Member assume the additional responsibilities of another for a period of one (1) month when a vacancy occurs on the Board. The Board of Directors may request a longer commitment if the office remains unfilled.

#### **SECTION V – EX OFFICIO MEMBERS**

The President and Vice President shall be Ex Officio Members of all committees.

### **ARTICLE VII - FINANCES**

#### **SECTION I – FUNDS**

All monies paid to the Foundation or the Dragonfly Gallery shall be placed in an interest bearing savings account. Any one of the three bank authorized account signers may transfer monies from the savings account to the checking account for disbursement as necessary. All fund transfers will be reported to the Treasurer for immediate accounting.

#### **SECTION II - GENERAL DISBURSEMENTS**

Upon approval of the budget, the Treasurer of the Santa Rosa Arts and Culture Foundation, Inc. is authorized to make disbursements on accounts and expenses for day-to-day business operations of the Foundation as provided for in the budget. Disbursements shall be made by check and require the signatures of two (2) of the three (3) members of the Budget and Finance Committee registered with the bank as authorized "Check Signers". Approval of the Budget and Finance Committee is required for disbursements greater than \$500.00.

Disbursements not included in the annual budget shall require a budget amendment recommendation by the Budget and Finance Committee and approved by the Board.

### **SECTION III - FISCAL YEAR**

The fiscal year of the organization shall extend from January 1 of one calendar year to December 31 of the same calendar year.

### **SECTION IV - BUDGET**

The Budget and Finance Committee (Executive Committee) shall propose a budget for approval of the Board of Directors. The proposed budget shall also reflect the proposed budgets of all Standing Committees and any other committee in need of budget approval to be presented for approval at the November meeting of the Board of Directors.

### **SECTION V – Audit**

**The accounts of The Foundation may be audited annually, as soon as practical, after the close of the fiscal year. The audit shall at all times be available to members of The Foundation within the offices of The Foundation**

### **SECTION VI - BONDING**

The Santa Rosa Arts and Culture Foundation, Inc. Gallery Director and such other Officers and staff as well as the Board of Directors may be designated as being bonded as directed by the Board of Directors.

### **SECTION VII – COMPENSATION, CONDUCT AND CONFLICTS OF INTEREST**

No Board Member or Officer of the Foundation shall receive any salary, fee, payment honorarium or other compensation of any kind from the organization or any other organization relating to its projects. Nothing contained herein shall prevent any person from being reimbursed by the Foundation for reasonable expenses related to its purpose as approved by the Executive Committee. Only exception will be paid contract hires based on qualifications or paid staff for a specific position, service and/or task.

No Board Member or Officer of the Foundation may engage in the following: any course of conduct that may result in a conflict inconsistent with the best interests of the organization; questionable activities detrimental to the Foundation and its goals; conflicts of interest with personal or biased gain at the expense of the Foundation; involve the Foundation in any unethical business practice(s) through direct or indirect means without serious consequence of immediate and permanent removal from the Board.

Any Officer or Board Member may be relieved of his duties by a majority vote among the remaining Board members whenever it is the judgment of that majority that the best interest of the organization would be served thereby.

## **ARTICLE VIII - DISSOLUTION AND DEDICATION OF ASSETS**

No part of the net earnings, properties or assets of this Foundation on dissolution or otherwise, shall inure to the benefit of, or be distributed to its members, Board Members, Officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(3), or as the same may be amended, or shall be distributed to the Federal government or to a state or local government for a public purpose.

## **ARTICLE IX -AMENDMENTS**

### **SECTION I - REVISIONS**

The Board of Directors shall have the power to alter, amend, repeal these by-laws or adopt new by-laws by a majority vote of the Board of Directors present at any duly called meeting of the Board, provided that all proposed changes are received by the board a minimum of 30 days prior to the vote and that no such action shall be taken if it would in any way adversely affect the organization's qualifications under the Internal Revenue code of 1954 or corresponding provision of any subsequent Federal tax law.

Amendment of these bylaws was approved by unanimous vote at the **November 20<sup>th</sup>, 2007** meeting of the Board of Directors of Santa Rosa Arts and Culture Foundation, Inc.