

BY-LAWS
Of
THE OKALOOSA ARTS ALLIANCE, Inc.

(Amended: Annual Meeting October 18, 2005)
(Amended: Annual Meeting December 4, 2006)
(Amended: Annual Meeting October 7, 2013)

ARTICLE I. OFFICE

The Okaloosa Arts Alliance is located in Okaloosa County, Florida. Its principal mailing address is Post Office Box 4426, Ft. Walton Beach, FL 32549.

ARTICLE II. PURPOSE

The purpose of the Okaloosa Arts Alliance (“OAA” or “Alliance”) is to facilitate the growth and development of art and culture in Okaloosa County through coordination and communication among tax exempt art and cultural organizations as well as individual artists of the county. Members of the OAA work collectively to gather public funding and resources where available and to distribute such resources back into the arts community.

ARTICLE III. MEMBERSHIP

Section 1 Tax exempt art or cultural organizations (according to section 501(c)(3) of the Internal Revenue Code), corporations or businesses, or individuals may become members provided that they submit application and are accepted by the Board of Directors or whomsoever the Board of Directors designates. Whoever is so accepted will be declared member upon payment of appropriate dues.

Section 2 *(as amended Oct 7, 2013)* Various levels of membership will be offered, with varying levels of benefits according to a schedule established by the Board, except the dues will start at a lowest amount for each class of membership: Students-\$10 , tax-exempt art or cultural organizations- \$60, for individuals-\$30; Family- \$50, and for businesses- \$100.

Section 3 *(as amended Oct 7, 2013)* Membership shall be for one calendar year beginning upon *the month of joining*. Dues for higher levels of membership shall be established by the Board of Directors and may be changed with 30 days prior notice to the membership. Members whose dues are delinquent after the first of the OAA’s fiscal year may be dropped from membership by the Board of Directors after appropriate notice

Section 4 Each membership shall have one and only one vote, shall have access to all records of the organization, shall be notified of all membership meetings or membership vote at least 15 days before such meeting or vote. A representative of an organizational membership, voting on behalf of an organization, may also vote as an individual if and only if he or she is also an individual member of OAA.

Section 5 Protection of the membership. The Board of Directors shall insure OAA's corporate body, its members, its officers, and its employees from any judgment as a result of suits alleging their liability while performing their duties within the scope of their employment or while under the direction of the Board of Directors.

ARTICLE IV. BOARD OF DIRECTORS

Section 1 The conduct of business and management and control of the assets and resources of the OAA shall rest in a Board of Directors selected from individual members and representatives of the organizational or commercial members of the Alliance.

Section 2 The number of members of the Board of Directors shall neither be less than 13 nor more than 29. The Board shall have representation from each of the following types of non-profit organizations: visual arts, performing arts, literary arts, cultural and historical.

Section 3 The board shall include an executive committee consisting of the President, Vice President, Treasurer and Secretary of the Alliance and such other OAA members as are appointed by the Board to conduct the activities of the Alliance.

In the event of a vacancy in the office of the President, the Vice-President shall assume the duties and responsibilities of the President, and the Board of Directors shall elect a Vice-President to fill the vacancy thus created.

In the event of a vacancy in other offices, the Board of Directors shall elect replacements for the remainder of the term of office. The board of directors may declare a position on the Executive Committee vacant due to such causes as resignation, failure to attend meetings of the Board of Directors or to fulfill the duties of the office, or for such other reasons as the Board in its discretion may deem necessary to warrant the declaration of a vacancy. Vacancies occurring between meetings of the Board of Directors may be filled by the President, with continuance in the office subject to confirmation by the Board of Directors. Only the membership-at-large can remove a Board member.

Section 4 Compensation. Directors shall serve without compensation except that they may be allowed reasonable advancement or reimbursement of expenses incurred in performance of their duties of said expenses received Board approval prior to the debt being incurred.

Section 5 The President, Vice-President, Secretary and Treasurer shall be elected by the Board of Directors.

ARTICLE IV. DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall have the following responsibilities: (*as amended on Oct 7, 2013*)

- A. All members of the Board are expected to attend meetings and to support the Alliance actively.
- B. The President's duties are to:
 1. Preside at all meetings.
 2. Call meeting, regular or special.

3. Sign instruments for OAA unless otherwise specified by the Board of Directors.
 4. Direct and supervise the business of the Alliance.
 5. Appoints committees and committee chairpersons, acting on Board approval.
 6. The President may not serve more than two consecutive terms *unless continuation is approved by the Board of Directors.*
- C. The Vice-President
1. Acts for the President in case of absence.
 2. Assists the President in directing and supervising the business of the Alliance.
 3. Contacts board Members about meetings.
 4. The Vice President may not serve more than two consecutive terms *unless continuation is approved by the Board of Directors.*
- D. The Treasurer
1. Maintains the financial records, bank accounts and securities.
 2. Collects and disburses funds of the Alliance.
 3. Issues bills as mandated or as directed by the Board of Directors.
 4. Signs all instruments pertaining to finance. In absence of the Treasurer, the President or Vice-President (acting for the President) may sign.
 5. Collects and records dues.
 6. Expenditures in excess of \$500 shall require written authorization of at least two officers.
 7. Prepares annual budget to be presented to membership at Annual Meeting for approval.
 8. Shall be a member of any fund raising committee.
 9. Files required tax forms.
- E. Secretary
1. Maintains full and accurate written records of all membership and Board of Directors meetings.
 2. Reads minutes at meetings, accepts corrections, and then files them.
 3. Maintains files for all records of OAA
 4. The Secretary may not serve more than two consecutive terms *unless continuation is approved by the Board of Directors.*
- F. *The Board of Directors can direct any and all duties they see fit to the Executive Director.*

ARTICLE V. ELECTION PROCEDURE

Section 1 All Board members face election at the annual membership meeting. Nominations for board members may be made, at any time until the annual membership meeting, by any member with the consent of the proposed nominee, by providing that nomination in writing to the secretary or to a member of the nominations committee.

Section 2 Ballots with the list of nominees will be published and distributed to the membership not less than 15 days before the annual membership meeting. Ballots may be cast in person at the annual membership meeting, via email or may be submitted by mail. Nominations from the floor of the annual membership meeting will be accepted provided the nominee agrees to serve.

Section 3 The election shall take place at the annual membership meeting. Additional ballots shall be provided at that meeting. The ballots shall be verified and then counted by at least two members during that meeting. In the event of a tie, the board of directors will select the winner.

Section 4 The elected Board shall meet and elect its Executive Committee immediately after the annual membership meeting.

ARTICLE VI. SPECIAL COMMITTEES

Section 1 *(as amended on Oct 7, 2013)* The President shall appoint annually the following committees and designate their chairpersons *or these duties can be assigned to the Executive Director with the approval of the Board of Directors.*

Nominating Committee: To nominate a slate of directors and officers consistent with article V of these By-laws.-

Audit Committee: To verify the accounts prior to acceptance of same by the incoming Board of Directors.

Membership Committee: To keep accurate records of membership and send notifications of membership renewals.

Section 2 The President, acting for the Board of Directors, may appoint such **ad hoc committees** as it deems necessary to carry on the business of the Alliance.

Section 3 There may be, at the discretion of the Board of Directors, an **Executive Director of OAA** responsible for day-to-day management of the assets of the OAA and its staff (if any), for administering the affairs of OAA, and for assisting board members according to a job description provided by the board, and at a salary set by the Board. The Executive Director shall be an ex-officio non-voting member of the Board of Directors and all standing committees.

ARTICLE VII. GRANT ADMINISTRATION

Section 1 The Board of Directors will establish policy, develop procedures and designate committees as needed to determine how candidates for support are treated.

Section 2 Directors may enlist any member to help in the development of policies and procedures.

Section 3 these policies and procedures will be advertised to the public.

Section 4 No member, organizational or individual, shall be allowed to vote on any support being given directly to it, him, or her.

Section 5 If any member or the organizational member he or she represents is a candidate competing for support in any deliberation in which a vote might be taken, then he or she shall be recused and shall not participate in judging that competition.

ARTICLE VII. MEETINGS

Section 1 There shall be an annual membership meeting for the election of the Board and for other purposes as needed. Other membership meetings may be held at the President's discretion, provided adequate notice (either 30 days, or according to a well publicized schedule)

to the membership is provided. Membership and Board meetings shall be conducted in accordance with Roberts's Rules of Order.

Section 2 Meetings shall be held at a time and location designated by the Board of Directors and announced to its members at least seven days in advance. Public notice of the time and place of each meeting will be advertised with adequate notice.

Section 3 Special meetings of the membership may be called or held at any time by order of the President, or upon demand by five voting members of the Alliance with the same adequate notice required of the President.

Section 4 A quorum for a general membership meeting is ten percent of the Alliance membership entitled to vote. A quorum for Board of Directors meetings is ten percent of the Board membership or seven directors, whichever is larger. Voting by proxy is not permitted.

Section 5 Should a decision by the Board of directors be needed between Board meetings, the President may authorize a telephone/email polling of the Board. The polling must attempt to reach the entire Board, and its results must be made a matter of record. Written confirmation of every vote cast must be sent to the Secretary of the Alliance for inclusion in the record. A simple majority of the entire Board of Directors is required on any action except as is expressed or implied by these Bylaws.

ARTICLE VIII. AMENDMENTS

These by-laws may be amended provided that each proposed amendment is read a general membership meeting, or is published and distributed to the membership, and voted upon at a subsequent membership meeting at which there is a quorum, and is carried by two thirds vote of the voters present,

ARTICLE IX. DISSOLUTION

This Alliance may be dissolved at any general membership meeting, at which there is a quorum, by a two-thirds vote, following two successive monthly notices to the membership of the proposed dissolution action by first-class mail. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.