

By Laws --changes

BY-LAWS ESTERO ART LEAGUE

ARTICLE I NAME AND LOCATION

- Section 1.1 The name of this organization shall be the Estero Art League, Inc. this organization is a non-profit, non-sectarian entity.
- Section 1.2 The location of this non-profit organization will be in Lee County, Estero, Florida.

Article II AIMS AND OBJECTIVES

- Section 2.1 The purpose of the Estero Art League will be to promote the interest and appreciation of visual arts to its members and to the people of Estero, Florida and its surrounding areas.
- Section 2.2 This organization is a non-profit organization. Any monies or other assets acquired by the organization through the collection of dues, contributions or fund raising events shall be used to further its aims and objectives in a manner approved by the Board of Directors and in accordance with 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.
- Section 2.3 No part of the net earnings of this non-profit organization shall inure to the benefit of or be distributed to its members, trustees, officers, or other private persons except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes of this organization .
- Section 2.4 No substantial part of the activities of this organization shall be the carrying on of propoganda or otherwise attempting to influence legislation. This corporation shall not participate in or intervene in any political campaign for or against any candidate for public office.
- Section 2.5 This corporation shall not carry on any activity not permitted by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding sections of any future federal tax codes.

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ARTICLE III MEMBERSHIP

- SECTION 3.1 Membership in the Art League will open to any adult in Lee County (and surrounding areas) that has a sincere interest in art, furthering civic and cultural growth of the art community and projecting the aims and objectives of this organization.
- Section 3.2 Annual dues shall be established by the Board of Directors at the March meeting and begin in Jan of the following year.
- Section 3.3 A member in good standing is defined as a paid member for the current year with no outstanding debts to the League.
- Section 3.4 Membership does not discriminate against applicants on the basis of race, color, or national-ethnic origin.
- Section 3.5 Membership may be cancelled at the discretion of the Board of Directors.

ARTICLE IV MEETINGS

- Section 4.1 The Board of Directors meetings will be held the second Monday of the month (Nov.- April) at a time and location established by the Board of Directors.
- Section 4.2 The General membership meeting will commence at 11:00a.m. the second Monday of the month (Nov.-April) in the location set by the Board of Directors.
- Section 4.3 Any special meeting may be called by the President or any three (3) members of the Board of Directors or 10% of current members in good standing.
- Section 4.4 All meetings will be conducted to Robert's Rules of Order.

ARTICLE V DIRECTORS

- Section 5.1 The governing body of this organization will be the elected Directors. The membership will elect six (6) officers to be the Board of Directors from within its current members of good standing with the exception of one delegate and one alternate delegate appointed by the president to represent and vote for the League at the S.W. Art Council.

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Section 5.2 The Board will serve as a steering committee to determine the policies of the League, present the annual budget, manage all organizational activities and establish dues for the members.

ARTICLE VI BOARD OF DIRECTORS OFFICERS

Section 6.1 The Estero Art League shall have a President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer (a Florida resident) and Assistant Treasurer.

Section 6.2 The duties of the officers are as follows:

PRESIDENT- The President shall have general and full management of the business of the art league and preside at all meetings of the members, appoint all Chairpersons of Standing and Special committees.

VICE-PRESIDENT- The Vice-President in the absence of the President shall assume the duties of the President. The Vice-President shall also perform any and all duties assigned by the President. The Vice-President will also succeed as President for the remainder of the unexpired term should the office of the President become vacant.

RECORDING SECRETARY- The Recording Secretary shall, as presented in Roberts Rules of Order, record, read and keep meeting minutes filed for record, all minutes of the monthly meetings as well as perform and such duties as directed by the President.

CORRESPONDING SECRETARY- The Corresponding Secretary shall notify members of all meeting which require a quorum for voting, write letters, answer all written and verbal correspondence and keep such correspondence filed for record. In the absence of the Recording Secretary, the Correspondence Secretary will take the meeting notes and provide copies for the Secretary and the President.

TREASURER- The Treasurer shall have the care and the custody of the league funds and will be responsible for all documentation of such funds. Disbursements shall be made by check and covered by a sales receipt or a requisition form. The Treasurer shall maintain and file regular financial statements as prescribed by the Board of Directors and by the State of Florida for non-profit organizations. The Treasurer must be a resident of Florida to fulfill

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these duties.

ASSISTANT TREASURER- The Assistant Treasurer will assist the Treasurer, have the authority to sign checks and act as Treasurer in the absence of the Treasurer. The Assistant Treasurer shall collect membership dues and provide copies and records for the Treasurer and any other appropriate officer. The assistant Treasurer will succeed as Treasurer for the remainder of the unexpired term should the office of the Treasurer be vacant. The Assistant Treasurer must be a resident of Florida.

## ARTICLE VII STANDING COMMITTEES

Section 7.1 The President shall appoint the Chairpersons of all Standing and other committees. The Standing committees shall be Auditing, Historian, Publicity and Shows.

SECTION 7.2 The duties of the committees are as follows:

AUDITING- The Auditing Committee shall be responsible for auditing the financial records at the end of the League year. The results of the audit will be published, made available for the membership and filed in the League history by the Historian.

HISTORIAN- The Historian will record and keep an account of art league activities. This record will become the League's official history.

PUBLICITY- The Publicity committee shall be responsible for all publicity of League events and for advertising on Radio, TV, Newspapers, internet and various other forms used to promote the business and purpose of the League to the community.

SHOWS- The Show committee shall be responsible for setting up and taking down art show fixtures, accepting work to be shown and recording all works left in their care and setting up a calendar of participating artists to sit with work during visitor hours.

Section 7.3 The President shall appoint one (1) delegate and one (1) alternate to represent the League and vote at the S.W. Council meetings for the period of one year.

Section 7.4 All special committees appointed by the President shall have their scope and their duration outlined

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at the time of their implementation.

Section 7.5 Committee chairpersons will report to the President about progress of their committee before the monthly meeting.

#### ARTICLE VIII- ELECTIONS AND VOTING

Section 8.1 The election of officers will take place at the March General meeting and be elected by the Leagues current membership. Each officer, with the exception of the Treasurer, shall hold office for the period of two (2) years. The Treasurer - a permanent resident of Florida - will hold that position for the number of terms necessary to perform the duties at the will of the electorate. Installation of Board of Directors elect will take place in March and transision of duties will take place at the April meeting.

Section 8.2 Each Director is entitled to one vote. In the absence of of a Director an alternate may vote by proxy. The Directors must decide who will cast the proxy votes. A quorum of Directors must be maintained.

Section 8.3 Proxies must be made in writing and filed with the President on the day of voting.

Section 8.4 Only members in good standing may vote or participate in League activities. (See 3.3)

#### ARTICLE IX- AMMENDMENTS OF THE BY-LAWS

Section 9.1 The By Laws may be amended or rescinded by a 2/3 majority vote of the Leagues current membership at the time of the amending or rescinding.

Section 9.2 A written notice of a meeting to amend or rescind the By Laws is to be distributed to each current member 30 days in advance of the voting with all changes outlined.

#### ARTICLE X- DISSOLUTIONMENT

Section 10.1 Should there be a dissolution of this corporation, assets shall be distributed for one or more exempt purposes in the 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code or shall be distributed to the federal government or state or local government for a

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public purpose. Any assets not disposed of shall be  
disposed of by a Court of Competent Jurisdiction  
of Lee County in which the Estero Art League is  
located, for the express purposes or to such 501(c)  
(3) organizations as said Court shall determine are  
organized and operated exclusively for such purposes.

IN WITNESS WHEREOF WE HAVE HERETO SUBSCRIBED OUR NAMES THIS \_\_\_\_\_  
DAY OF 2009.

PRES \_\_\_\_\_

V. PRES \_\_\_\_\_

R. SEC \_\_\_\_\_

C. SEC \_\_\_\_\_

TREAS \_\_\_\_\_

A. TREAS \_\_\_\_\_