



Adopted October 12, 2006

OCALA ART GROUP, INC.

BY LAWS

ARTICLE I – NAME

The name of this Corporation shall be Ocala Art Group, INC., as filed with the Florida Department of State, Division of Corporations, as a not-for-profit corporation, and shall here in after be referred to as Ocala Art Group. The Ocala Art Group logo will be displayed on all official documents.

ARTICLE II – DECLARATION

- A. The general purpose and goal of Ocala Art Group shall be to promote and encourage among its members and the public an appreciation of art in its various media.
- B. Membership and service in Ocala Art Group are voluntary. Hence, unless otherwise provided herein, no member shall receive any compensation for his or her services as a member of the Executive Board or of any committees. Nothing in this provision, however, shall prevent compensation from being given to any member who renders professional services such as by giving an art demonstration or art workshop; nor shall anything in this provision prevent members of the Executive Board and/or committees from being reimbursed for any reasonable and approved expenses which the member has advanced on Ocala Art Group's behalf.

ARTICLE III – MEMBERSHIP

- A. A person, 18 years of age and older is eligible to join Ocala Art Group. The amount of the yearly dues will be reviewed, established, and approved by the Executive Board. After Board approval the President will present yearly due amount at the General Membership meeting for approval if the yearly dues are changed.-Dues are payable at the start of the group's new fiscal year, which is from June 1st of the current year until May 31st of the following year. Anyone who has not paid the dues by the first meeting of the new fiscal year shall be sent a reminder.
- B. A member shall be entitled to all rights and privileges such as attending monthly meetings, art demonstrations, art workshops and participating in Ocala Art Group's art shows and exhibits, including juried and/or judged shows.
- C. If a member or board member exhibits any destruction of property, conflicts of interest, or repeated disruptive behavior, a board approved written warning, will be mailed or emailed to the said member.

Subsequent violations will affect removal from the membership after two-thirds vote of the Board of Directors.

ARTICLE IV – MANAGEMENT

A. Ocala Art Group shall be managed and operated by Executive Officers consisting of the President, 1st Vice-President, 2nd Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, collectively referred to as the Executive Officers. The Executive Officers shall constitute Ocala Art Group's Executive Board. Committee Chairs can be appointed by the President. The Executive Board plus the Committee Chairs constitute The Board of Directors. The Immediate Past President will be Ex Officio member of the Board of Directors.

B. The Board of Directors quorum is fifty percent plus one determined from the total number of Officers plus Committee Chairs on the Board of Directors that fiscal year.

C. Any vacancy arising during the tenure of any of these Executive Officers shall be filled by a nominee selected from the Board of Directors. That nominee will immediately take office and the President will fill the vacant position from within the membership. If there are no Board of Director members qualified or willing to assume the responsibilities of the vacant position the President may authorize a search of the membership to fill the vacancy.

D. The Executive Officers shall perform their duties as prescribed by Ocala Art Group's Articles of Incorporation, these bylaws and by the parliamentary procedure.

E. All Executive Officers shall be elected by the Membership and their tenure shall be for one (1) year.

F. The election of Executive Officers shall be accomplished at the May General Meeting and the new Executive Board shall start its term in office on the first day of June of the same year, which coincides with the start of Ocala Art Group's fiscal year.

ARTICLE V – DUTIES OF THE EXECUTIVE OFFICERS

The President shall:

1. Preside at all Ocala Art Group Executive Board and membership meetings
2. Represent Ocala Art Group at all art related public meetings
3. Appoint all Committees and Committee Chairpersons for any purpose deemed necessary in the interests of Ocala Art Group
4. If it becomes necessary for the 1st Vice President to become President ProTem the Treasurer shall produce a letter to the Bank accompanied by relevant meeting minutes that assigns alternate signatory status to the 1st Vice President and, if appropriate, ask to remove the President's signature as the alternate signatory.
5. Review and approve all payments made by the Treasurer
6. Assure that mail is picked up and distributed.
7. Be an ex-officio member of all committees, both standing and special.
8. Negotiate contracts unless assigned to Committee Chair.
9. The President shall oversee maintenance of filing for state and federal requirements

The First Vice-President shall:

1. Perform all of the duties of the President in his/her absence, , in the event of the President's resignation, death or incapacity, and become the President Pro Tem until a successor is selected by a special election.

2. Take charge of and oversee either directly or through committees the major art shows and exhibits of Ocala Art Group including, but not limited to, selecting judges and awards.

The Second Vice-President shall:

1. Assume all of the duties of the 1st Vice-President in their absence
2. Assume all the duties of the President and 1st Vice-President in their absence.
3. Report and respond to the Executive board
4. Plan, arrange for, negotiate, and contract for all programs, demonstrations and workshops.

Recording Secretary shall:

1. Keep minutes of all Executive Board meetings.
2. Keep minutes for membership meetings when a vote is taken.
3. Read or email the minutes of the previous meeting of the Executive Board or membership.
4. Maintain approved minutes in notebooks of each meeting.

The Corresponding Secretary shall:

1. Correspond with membership to maintain social relationships.

The Treasurer shall:

1. Be entrusted with Ocala Art Group's funds and, in conjunction with the President, be responsible for the receipt and disbursement of these funds
 - a. Collect the dues
 - b. Prepare a yearly budget and have it approved by the Executive Board each new fiscal year.
 - c. Make all treasurer reports available when requested by the membership.
2. Have access to all of Ocala Art Group's investment information.
3. Give an oral report at each meeting of the Executive Board as to the financial status and furnish a written copy of that report to the Recording Secretary.
4. Sign checks for expenditures approved by the executive board within that year's fiscal budget, noting any expenditures over budget will be first approved by the Board of Directors.
5. Prepare a final income and expense report at the end of each fiscal year and submit the report to the Executive board.
6. Oversee that a reminder is sent to any member who has not paid their dues by the first meeting of the new fiscal year.
7. Coordinate with the Membership Chair to ensure an updated paid membership list is current.

ARTICLE VI – RULES OF ORDER

Ocala Art group shall follow and adopt the most current authorized edition of Roberts' Rules of Order, these Bylaws, the Articles of Incorporation, Committee Job Descriptions or any special rules and/or amendments adopted by Ocala Art Group.

ARTICLE VII – MEETINGS

A. The Executive Board shall have a minimum of nine (9) meetings per each fiscal year, one of which must be in August. The President, however shall have the discretion to call for more meetings than the minimum.

B. Membership meetings shall take place on a monthly basis for each fiscal year for the months of September through (and including) May.

C. Special membership meetings may be called at the President's discretion.

ARTICLE VIII – QUORUM AND VOTING

- A. At Executive Board and Membership Meetings the President or presiding officer shall determine and orally declare that a quorum is present as the first order of business.
- B. At **Executive Board** meetings the quorum shall be fifty percent plus one based on the total number of Board of Directors for the current fiscal year.
- C. At **Membership Meetings**, when Membership is to be asked to vote on any matter including but not limited to, the election of Executive Officers, (excluding bylaw and Article of Incorporation amendments) the quorum shall be based on thirty percent (30%) of the number of paid memberships for the new fiscal year (June 1 to May 31).
- D. When voting for **Articles of Incorporation** or **Bylaw** amendments or changes, these items can be voted for at a membership meeting, online or by email. The membership can choose to agree or disagree with any changes in the Articles of Incorporation, Bylaws by responding to the email or on-line notification. When voting online or by email, if the required number of votes are not reached during the online or email vote, then the online or email votes will be carried forward to the next meeting and be added to the in-present votes to establish a quorum. Once the required quorum is established, a 2/3 majority vote of the combined online and in-present votes will decide to accept or reject the changes or amendments.

ARTICLE IX – ELECTION OF THE EXECUTIVE BOARD

Election of the new Executive Officers shall take place during the May General Meeting of the membership. Members of the current year must renew their membership for the next fiscal year to be eligible to vote.

- A. The Treasurer and Membership Chair will calculate the numbers of members that have paid their dues for the next fiscal year (June 1 to May 31) and add that number to those members that joined mid-year. These two numbers, added together, will be used to determine a quorum.
- B. When the election is contested by one or more candidates the vote shall be taken by a show of hands with the Recording Secretary counting the hands voting for each candidate. The candidate with the majority of votes is elected.

ARTICLE X – AMENDMENTS

- A. (1) These Bylaws may be amended from time to time but all amendments/changes shall first be reviewed and approved by the Executive Board before being submitted to the membership for approval. (2) All proposed changes/amendments shall be made in proper order and shall contain the full text of the proposed changes/amendments.
- B. Notice of any changes or amendments will be sent by email to the membership at least ten (10) days and again at five (5) days prior to the date on which the membership is asked to approve such changes and/or amendments.

ARTICLE XI - Dissolution of Corporation Process

When the Executive Board determines that the Ocala Art Group can no longer deliver its required services, the Board shall resolve by a quorum vote to propose to the full membership in writing dissolution of the corporation. At the next monthly meeting, the OAG membership will be asked to vote on such resolution to be decided by a majority vote of the total membership at that time.

Distribution of remaining OAG funds will be discussed with the membership and distribution of remaining funds will be carried out by the Executive Board. This provision for dissolution will carry and be adopted upon acceptance by the majority of the total membership.

ARTICLE XII – EFFECTIVE DATE OF THESE BYLAWS

These Bylaws shall immediately take effect on the date the membership approves them as recorded in the minutes of the Membership Meeting.

(Amended Feb 29, 2017) (Amended Sept 13, 2021)