

**Delray Art Foundation, Inc.
Amended By-Laws**

Article I – Name

This organization shall be known as the Delray Art League, (DAL).

Article II - Purposes

The purposes of the Delray Art League are as stated in the Articles of Incorporation and shall include the advancement of the public interest in the visual arts, to nurture and promote art education through scholarships and donations of art supplies and art instruction, and for the development of excellence in the visual arts in Palm Beach County.

Article III – Membership

Section 1. **Friend Member:** Any individual with an appreciation of the visual arts may become a friend member.

Section 2. **Exhibiting Member:** Any individual who is juried-in by submitting three pieces of their original artwork in one of three categories: 2D Art (i.e., watercolor, oil, acrylic, collage, pastel, etc.), 3D Art, must be handmade, not from a kit (i.e., stone, wood, metal, etc.) (limit 3), Photography (limit 15) or Jewelry (limit 3) and attends a monthly membership meeting may become an exhibiting member.

Section 3. **Family Member:** Any family member of an exhibiting member may subscribe for membership in the Delray Art League, Inc.

Section 4. **Honorary Members:** The board may elect persons to Honorary membership to the DAL, based on having made a contribution to the arts activities in the area or through distinguished accomplishments in the arts. No dues shall be charged to honorary members. An honorary member shall have all the rights and obligations of a friend or family member.

Section 5. **Privileges of Members:** Every member not in default of his or her dues shall have the right to attend all regular meetings and special meetings of the membership, speak to and vote on all matters properly before the membership under the By-Laws or the Articles of Incorporation, be eligible to hold office in the DAL upon nomination and election or appointment and serve on committees thereto in accordance with the By-Laws. Only Exhibiting members are authorized to enter competitions and exhibits limited to members in accordance with the rules established for such competitions and exhibits. Every member has to the right to be free from Discrimination, Harassment, or Sexual harassment. Members may appeal to the Board of Directors or any Officer if such a violation is suspected.

Section 6. **Termination of Members:** An Exhibiting, Family, Friend or Honorary membership shall automatically be deemed terminated by death or resignation of the member, or by default in dues extending past time specified by the By-Laws. An Exhibiting, Family, Friend or honorary membership may also be terminated for cause by action of the Board of Directors upon a majority of the Board members present and voting. Prior to termination the board shall give written notice and notice by email to the last known addressees on file with the DAL. The notice shall be sent ten days prior to the Board meeting where the termination shall be considered. The member shall have the opportunity to be heard in the matter.

Article IV – Dues

Section. 1 The Board of Directors shall establish prospectively the amount of dues payable on an annual basis by Exhibiting, Friends and Family members. There shall be no retroactive dues increases or refunds of dues.

Section 2. Notice of the amount of the dues for the upcoming year shall be sent to each member prior to the due date for such dues.

Section 3. The due date for annual dues shall be March 1st of each year. Annual dues time frame is from March 1st to the last day in February of the next year. Dues paid October through April will be good until the last day in February of the next year as well. Any member, whose dues are in arrears after the general meeting in April, will be charged a late fee of \$10. Any member whose dues are in arrears after May 31st will be automatically dropped from the membership and must be re-juried in as a member.

Article V – Meetings

Section 1. The regular meeting of the DAL shall be the 2nd Monday of October through April or at such times and places as the Board of Directors may determine.

Section 2. Special meetings may be called by the President or a majority of the Board of Directors. Fifty-one percent of the total number of Directors will constitute a quorum at a Board of Directors meeting.

Section 3. Ten percent of the total DAL membership will constitute a quorum at a meeting.

Article VI – Voting

Section 1. Each Exhibiting, Family, Friend or Honorary member shall have one vote.

Section 2. Voting shall be done by showing of hand or ballot or in a manner prescribed by the Board of Directors.

Section 3. MAJORITY RULE: Unless otherwise provided in these bylaws or the Articles of Incorporation, or the laws of the State of Florida, all votes at regular or special meetings of the Board, any committee, or membership shall be by majority vote of those present.

Section 4. The immediate Past President shall remain a voting member of the Board of Directors of the DAL for two years.

Article VII – Election of Officers

Section 1. Any Exhibiting, Family, Friend or Honorary member may run for office or be eligible to serve as a Director. Terms of Officers shall be for two years. At the end of each two year term a nominating committee of three members shall be appointed by the Board of Directors from members at large in January. The nominating committee shall accept and make nominations for officers. The slate of officers shall be available for inspection at the February meeting. The members and the nominating committee may make additions or modifications to the slate no later than March 1st, preceding the election.

Section 2. The nominating committee shall present the final slate of Officers at the March meeting; those candidates being President, Vice President, Treasurer, and Secretary. The person with the highest number of votes shall be deemed elected by the members present at the meeting. If there is a tie for any office, a run-off election shall be held immediately.

Section 3. New officers will be installed in April.

Article VIII – Government

Section 1. The Board of Directors shall not be less than three or more than twenty. Directors shall include Officers, Chairpersons and Advisors. (At-Large members are now deemed Advisors.) All Directors shall hold terms of two years commencing in April. Any Director may succeed him/herself in office.

Section 2. The President may nominate committee chairpersons and advisors, who will also serve on the Board of Directors, upon approval of the Board of Directors.

Section 3. Vacancies on the Board of Directors shall be filled by appointment of the President with approval by a majority of the Board of Directors and serve out the unexpired term of their predecessor.

Section 4. The Board of Directors shall establish, eliminate or modify committees and their duties as needed by a majority vote of the Board of Directors.

Section 5. All questions of Parliamentary procedure shall be settled according to Robert's Rules of Order, when not inconsistent with the By-Laws, unless other governing rules have been adopted by the Board of Directors.

Section 6. No committee member or individual Board member shall have the authority to commit the DAL on matters of policy or to create financial obligations. All committee plans and actions shall be subject to the approval of the Board of Directors.

Article IX– Duties of Officers and Directors

Section 1. The President shall be the Chief Executive Officer of the DAL and of the Board of Directors and shall preside over all meetings. The President shall be an ex-officio member of all committees. The President and the Treasurer shall sign all written contracts and obligations of the DAL, which have met prior approval by a majority of the Board of Directors to be legal and binding. If neither the President nor Treasurer is available a special meeting of the board will be held to appoint a temporary signatory.

Section 2. The Vice-President shall be vested with all the powers and shall perform the duties of the President in the absence or disability of the President.

Section 3. The Secretary shall record the minutes of all General, Special & Board meetings, issue notices of special meetings when required, keep all records and prepare correspondence.

Section 4. The Treasurer shall ensure that all receipts are deposited in the name of the DAL, in banks, savings and loan, associations, or trust companies selected by the Board of Directors. The Treasurer oversees all DAL finances, including receipts and authorized disbursements. The Treasurer shall, at each Board meeting provide an itemized statement of the financial condition and the receipts and disbursements of the DAL for the current fiscal month and the current status of all budgets. The Treasurer shall keep a ledger listing each transaction and any information needed for taxes. The Treasurer shall assist with finding a CPA to file the year end taxes. An audit of the treasury shall be held every two years unless otherwise directed by the board.

Article X– Fiscal Year

Section 1. The fiscal year shall begin January 1st each year. (The IRS code requires that a non-profit corporation's fiscal year and tax year be from January 1 to December 31.)

Article XI – General Provisions

Section 1. Directors, officers, employees and others charged with responsibility for administering the affairs and property of the DAL shall exercise those responsibilities with that degree of diligence, prudence and good faith which is normally required of individuals in like positions. They shall be entitled to rely on the advice and reports of Officers, Directors and others to whom specific responsibilities have been entrusted, as long as such reliance is reasonable under the circumstances.

Section 2. No officer or director of the DAL shall be held personally liable to the DAL for any act carried out on behalf of the DAL in accordance with Article XI, Section 1. The DAL may, by two thirds concurring vote of the total number of directors, indemnify any officer, director or member against any liabilities he or she may incur to any third person, including reasonable attorney's fees and costs and amounts reasonably paid in settlement, as a result of his or her service to the DAL, to the extent permitted by the laws of Florida and to the extent the act or omission that gave rise to the liability was done or made in accordance with Article XI, Section 1. Nothing herein shall relieve any such person from liability nor authorize indemnification for willful misconduct, gross negligence, for self-dealing to the detriment of the DAL, or for willful and intentional criminal acts.

Section 3. The Board is authorized to procure insurance in such amounts and of such type as it shall deem adequate for the protection of the DAL, including, but not limited to, director and officer liability insurance without regard to whether or not the DAL has the right to indemnify its directors, officers, members or employees.

Section 4. The Board shall interpret these Bylaws. The Board shall have the power & right to implement rules and policies as needed. The Board shall uphold Anti-Discrimination, Anti-Harassment, or Sexual harassment policies.

Section 5. Solicitation and Acceptance of Contributions: All fund-raising efforts and solicitations and acceptances of any contribution, gift, or grant, including any devise or bequest, must be approved by the Board and must be used for the Education Fund or other charitable purpose that will not jeopardize the tax-exempt status of the DAL Education Foundation. It is not appropriate to use such funds (other than monies collected from members as dues and entry fees.) for prizes or awards to members.

Article XII – Amendments

Section 1. These By-Laws may be amended or repealed by two thirds of the members present at any general meeting or at any special meeting called for the express purpose of amending same. Notice of any proposed amendments must be emailed or mailed to all members two weeks in advance of a meeting.

Article XIII – Enactment

Section 1. These By-Laws shall be effective upon the filing of the amended and restated Articles of Incorporation and the adoption of the By-Laws by two-thirds vote of the members present at a meeting called for that purpose.

Passed and adopted at a meeting of the members of the Delray Art Foundation, Inc. this 13th day of October 2014, in accordance with the Articles of Incorporation & By-Laws.