



# BYLAWS OF ARTISANS OF MOUNT DORA, INC.

## ABSTRACT

These Bylaws of Artisans of Mount Dora, Inc. are adopted to define the Rules of the Corporation.

Revised March 17, 2018

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## ARTICLE I – NAME AND PURPOSE

*Section 1. Name:* The name of the organization shall be Artisans of Mount Dora, Inc., hereinafter known as “ARTISANS.” It shall be a nonprofit organization incorporated under the laws of the State of Florida. The principal offices of the Corporation shall be located at 134 E. Fifth Avenue, Mount Dora, Florida or at such other location as the Board of Directors may hereafter designate. ARTISANS may do business as “Artisans on fifth.”

*Section 2 – Purpose:* ARTISANS is organized exclusively for charitable, scientific and education purposes, all within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as may be amended, and not for pecuniary profit.

The purpose of this corporation is:

- to promote local, emerging artists in both high quality retail and online environments;
- to encourage future artists through an educational scholarship fund;
- to support local charitable causes in the community it serves; and
- to enhance art appreciation among visitors and residents of Central Florida.

*Section 3 – Nonprofit Objective:* Notwithstanding any other provision of these Bylaws, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers, or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Furthermore, no Director, or Officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. Notwithstanding any other provision of these Bylaws, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, except as otherwise permitted by the Code. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by (1) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code; or (2) a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

## ARTICLE II – MEMBERSHIP

*Section 1 – Membership:* Membership shall consist of the Board of Directors.

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## ARTICLE III – BOARD OF DIRECTORS

*Section 1 – Board role, size and compensation:* The Board of Directors shall consist of Officers and Directors. The Board is responsible for overall policy and direction of the Corporation and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to 15, but no fewer than 6 members. Board members may be either artists or non-artists. The Board receives no compensation other than reasonable expenses. The Board shall adopt an Artisans Governance Policy and keep it current. REV. 11/13/17

*Section 2 – Terms:* All board members shall serve in the same position for two-year terms, but are eligible for re-election for additional consecutive one-year terms. The terms shall be consistent with the Corporation's fiscal year. Terms of Directors shall be staggered annually so that no more than approximately one-half the Directors shall leave the Board at one time. Rev. 11/13/17

*Section 3 – Meetings and notice:* The Board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least seven calendar days in advance. Special board meetings may be held when requested by the President or one third of the Board. Board meetings are open to the public. If the public attends a Board meeting the President shall invite public comment as convenient to the Board's agenda. The Board will also hold at least four Artist Associate meetings per year with email notification two weeks prior. These may be held in conjunction with a Board meeting as determined by the President.

*Section 4 – Board and officer elections:* During the Corporation's fourth quarter of each fiscal year, the Board of Directors shall elect directors to replace those whose terms will expire at the end of the fiscal year. At the same meeting the Board shall also elect the next fiscal year's officers. These elections shall take place during a regular meeting of the Directors, called in accordance with the provisions of these Bylaws.

*Section 5 – Election procedures:* New directors and officers shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

*Section 6 – Quorum:* A quorum must be attended by at least fifty percent of current Board members in order for any actions, transactions or votes to take place.

*Section 7 – Officers and duties:* Four officers of the Corporation, elected from the Board and consisting of a President, Vice-President, Secretary and Treasurer, shall serve two-year terms which are consistent with the Corporation's fiscal year, but are eligible for re-election for additional one-year terms. Their duties are as follows:

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- The President shall convene regularly scheduled Board meetings and shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-President, Secretary, and Treasurer. The President shall appoint committee members, conduct Associate and Board meetings, develop Corporation timelines, and perform other duties as associated with the office.
- The *Vice-President*, when requested by the President or when the President is incapacitated, shall act in place of the President. The *Vice-President* shall chair the Governance Committee.
- The *Secretary* shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained, including Bylaws, minutes of Board and committee meetings, etc. The Secretary shall file all non-financial reports required by governmental entities, including the State of Florida corporate annual report.
- The *Treasurer* shall make a report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, prepare financial reports using standard accounting practices, and make financial information available to board members and the public. The Treasurer shall also oversee collections of daily sales for entry into financial records, deposits, payment of bills, and maintenance of logistic records. The Treasurer shall file all financial reports and returns required by governmental entities, including Florida state taxes, if any, and Internal Revenue Service reporting. REV. 11/13/17 and 3/17/18

*Section 8 – Nominations and vacancies:* When a vacancy on the Board is about to occur or exists mid-term, the Secretary shall solicit and must receive nominations for new members from present Board members one week in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. A mid-term vacancy will be filled only to the end of the vacating Board member's term.

*Section 9 – Resignation, termination, and absences:* Resignation from the Board must be in writing and received by the Secretary. A Board member shall be terminated from the Board due to more than two unexcused absences from Board meetings in a one- year period. The Board shall determine what constitutes an excused absence. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors. REV 11/13/17

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Section 10 – Notwithstanding the Board size and term limit provisions of Sections 1 and 2 of this article, and to provide continuity, the immediate outgoing President may serve a new one year term on the Board, if elected, and may serve on the Executive Committee if appointed by the incoming President. Rev. 3/17/18

Section 11 – *Board Member Emeritus*: The Board of Directors may elect any member to have the honorary title of “Board Member Emeritus”, if it is deemed appropriate. The Board Member Emeritus is not required to attend Board of Directors meetings. REV. 11/13/17

## ARTICLE IV – COMMITTEES

*Section 1 – Committee formation*: These Bylaws establish the Executive Committee, Finance Committee and Governance Committee as standing committees. The Board may also create *ad hoc* committees as needed, such as artist liaison, fundraising, promotion, public relations, etc. as may be appropriate from time to time. The Board President appoints all committee chairs and committee members (except *ex officio members*) and serves as an *ex officio* member of all committees.

*Section 2 – Executive Committee*: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Director, and is subject to the direction and control of the full Board.

*Section 3 – Finance Committee*: The Treasurer is the chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to Board members and the public. Rev. 11/13/17

*Section 4 – Governance Committee*: The Vice-President is the chair of the Governance Committee whose members may be board members and non-board members. The Governance Committee shall include artist associates who serve as coordinators for the following Artisans responsibilities: Artist Liaison; Public Relations/Marketing; Jurying; Volunteer; Inventory; Charitable; Fundraising; Special Events; Maintenance/Operations Manager; Store Display/Merchandising and Community Outreach. The President of the Board shall appoint the Governance Committee members and determine whether to increase, decrease or modify coordinator positions and responsibility. The Governance

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Committee shall recommend an Artisans Governance Policy for Board adoption, including amendment from time to time as current conditions require. REV. 1/5/2011

## ARTICLE V – DIRECTOR AND STAFF

*Section 1 – Executive Director:* The Board is empowered to engage an Executive Director and other staff as appropriate. The Executive Director may be an unpaid volunteer, or a paid contractor or employee appointed by the Board. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization’s goals and policies. The Executive Director will attend all Board and committee meetings, reports on the progress of the organization, answers questions of the board members and carries out the duties ordinarily expected of an executive director and in the job description if one is adopted by the Board. The Executive Director reports to the President of the Board. If a paid contractor or employee of the Corporation, the Executive Director shall not be a member of the Board of Directors. If an unpaid volunteer, the Executive Director may also be a member of the Board of Directors and be a corporation officer.

## ARTICLE VI – CONFLICT OF INTERESTS

*Section 1 – Conflict of Interest:* Any member of the Board who has a financial, personal or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse herself/himself, will vacate her/his seat and refrain from discussion and voting on said item.

## ARTICLE VII – AMENDMENTS; OTHER

*Section 1 – Amendments:* These bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

*Section 2 – Teleconferencing:* Members of the Board or any committee of the Board may participate in a Board or committee meeting by means of telephone or other electronic means, through which all persons participating in the meeting can hear each other, for example, speaker phone. Participation in this manner shall constitute presence at the meeting for all purposes.

## CERTIFICATION

These bylaws were originally adopted at a meeting of the Board of Directors by a two-thirds majority vote on December 10, 2010.

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ADOPTED December 10, 2010 by the Board of Directors.

CERTIFIED December 10, 2010 by Scott Trundle, Acting Secretary

REVISED December 29, 2011 by the Board of Directors

CERTIFIED December 29, 2011 by Scott Trundle, Director

REVISED April 24, 2013 by the Board of Directors

CERTIFIED April 24, 2013 by Jennifer Harper, Secretary

REVISED November 13, 2017 by the Board of Directors

CERTIFIED November 13, 2017 by \_\_\_\_\_, Steve Sailors, Secretary

REVISED March 17, 2018 by the Board of Directors

CERTIFIED March 17, 2018 by \_\_\_\_\_, Steve Sailors, Secretary

Adopted 12/10/2010

Revised 12/29/2011

Revised 4/24/2013

Revised 11/13/2017

Revised 2/17/18