

JEKYLL ISLAND ARTS ASSOCIATION, INC.

BY-LAWS

Last Revised December 7, 2015

SECTION I: NAME

The corporation shall be known as the Jekyll Island Arts Association, Inc.

The address of the Corporation shall be:

P. O. Box 13201
Jekyll Island GA 31527

SECTION II: PURPOSE

The Corporation is a tax exempt organization under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code. The Corporation is organized exclusively for charitable purposes; its general purpose is the the artistic, cultural, literary and educational development of Jekyll Island, Glynn County, Georgia. The Corporation will not engage or participate in any campaign or other political activity; the Corporation will not and will not attempt to influence any legislation.

SECTION III: FISCAL YEAR

The fiscal year of the Corporation shall be January 1 through December 31, to agree with the calendar year.

SECTION IV: MEMBERSHIP

A Member is an individual who has submitted the requested contact information and paid the annual dues as established by the Board of Directors. (Revised January 7, 2013) A quorum of the Members is twenty percent (20%) of the membership.

The membership year shall be April 1 through March 31 of each year to facilitate class and festival participation. (Revised December 2014)

SECTION V: BOARD OF DIRECTORS

The governance of the Corporation shall be vested in a Board of Directors consisting of fifteen (15) Corporation members. A quorum of the Board of Directors is eight (8) Directors.

In order to stagger the terms of the Directors, five (5) Directors shall be elected by the Corporation members at the Annual Meeting each year. A Director shall be elected to serve a term of three (3) years.

At least two months prior to the Annual Meeting, the President shall appoint a Nominating Committee consisting of three (3) Corporation Members who are not Directors. At least five weeks prior to the Annual Meeting the Nominating Committee shall advise the Secretary of one or more candidates for each three-year term vacancy on the Board. The Secretary shall give notice to all Corporation Members of these nominations and invite nominations from the Membership. These nominations from Members, together with accompanying biographies and nominees' consent to serve, must be delivered to the Secretary at least one week prior to the Annual Meeting. (Revised December 7, 2015.)

If there are more than the required minimum number of candidates nominated to fill the three-year term vacancies on the Board, the election shall be by written ballot at the Annual Meeting. A plurality of votes is required to elect.

The unexpired term of a Director shall be filled by majority vote of remaining Directors.

SECTION VI: MEETINGS

Annual Meeting: The Annual Meeting of the Corporation for the election of Directors and the transaction of the general business of the Corporation shall be during the first two weeks in December, as determined by the Board.

Special Meetings: Special Meetings of the Corporation may be called by the President or a majority of the Board and shall be held after notice to all Corporation members of the date, time and purpose of the Special Meeting.

Board of Directors Meetings: The Board of Directors shall meet monthly from September through May on the dates and at the times determined by the Board.

SECTION VII: ELECTION OF OFFICERS

The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer. All officers shall be Directors; officers shall be elected annually by the Board at the first meeting of the Board after the Annual Meeting. All officers shall serve for a term of one (1) year commencing with their election. Officers may serve more than one term.

SECTION VIII: DUTIES OF OFFICERS

President: The President shall preside at the Annual Meeting of the Corporation, at any Special Meeting of the Corporation and at all Board of Directors meetings. The President, with the advice and consent of the Board, shall appoint all Committees of the Corporation and of the Board and shall exercise general supervision over all affairs of the Corporation. The President shall be a member *ex-officio* of all Committees.

Vice-President: The Vice-President shall assume and perform the duties of the President in the President's absence or inability to serve. If the President's office becomes vacant, the Vice-President shall succeed to that office for the remainder of the term.

Secretary: The Secretary shall keep a complete record of all proceedings and correspondence of the Corporation and of the Board. The Secretary shall send notices of meetings to the Members of the Corporation and to Directors as may be required. The Secretary shall perform all of the usual duties of the office of Secretary.

Treasurer: The Treasurer shall keep a complete record of all Corporation monies received and expended. The Treasurer is responsible for the financial books and statements of the Corporation. The Treasurer shall perform all of the usual duties of the office of Treasurer. An Assistant Treasurer may be appointed by the Treasurer and approved by the Board. The Treasurer, the Assistant Treasurer and the President are authorized to sign the checks of the Corporation. One signature only is required.

SECTION IX: GUILDS

An affinity group, all of whom must be Corporation members, may be organized as a Guild. A Guild shall be a subsidiary organization within the Corporation and shall produce its own organizing and governing documents subject to approval of the Board of Directors. A Guild shall elect such officers as it chooses, one of whom the Guild will designate as an *ex officio* Director of the Corporation. A Guild may plan and conduct its activities independent of Board approval, but will conduct its affairs to conform with Corporation By-Laws and policies.

A Guild shall operate on a financially self-sustaining basis; and may apply to the Board of Directors for non-operating financial support. A Guild shall maintain records of its financial activity; annually at the end of the fiscal year or as requested by the Board the Guild shall make written report of its finances to the Treasurer of the Corporation for inclusion in the financial records of the Corporation. A Guild may maintain bank accounts separate from Corporation bank accounts and may use the EIN (federal tax ID number) of the Corporation.

SECTION X: MAJOR ACTIVITIES

The Board, from time to time, may designate certain activities as a Major Activity. The Board will appoint a Corporation Member or a Director as Chairperson for the Major Activity; the Chairperson, if not a Director, shall become an *ex officio* Director. The Chairperson will name a co-Chairperson willing to succeed and to assume the duties of the Chairperson. The duration of a Major Activity may be more than one year and shall continue until the Major Activity is disbanded by the Board.

A Major Activity may set and collect fees for participation, if appropriate, and, unless otherwise specified by the Board, will be revenue producing with expenses not to exceed revenue. If the Major Activity is not revenue producing, it shall submit an annual request for financial support to the Board. A Major Activity shall conduct all financial transactions through the Treasurer of the Corporation.

SECTION XI: COMMITTEES

Executive Committee: The Executive Committee is a permanent Committee consisting of the officers of the Corporation: the President, the Vice-President, the Secretary and the Treasurer. A quorum of the Executive Committee is three officers; a majority vote of the officers present is required to adopt an action. The Executive Committee shall act on behalf of the Board of Directors on matters requiring action before the next scheduled Board meeting. The Executive Committee may approve expenditures up to \$500 per request with a cumulative limit of \$2,500 per fiscal year.

Other Committees: The President, from time to time, may appoint committees from the Board and the Corporation membership to oversee or conduct specific activities and operations of the Corporation. The appointment of a committee shall include the designation of a Chairperson and a specific limit on the financial obligations to be incurred by the committee. A committee shall conduct all financial transactions through the Treasurer of the Corporation.

SECTION XII: AMENDMENT OF BY-LAWS

These By-Laws may be amended at any regular meeting of the Board of Directors by the affirmative vote of ten (10) Directors.

Revision/Update Register

May 4, 2015: By-Laws Update

December 7, 2015: Section V Revision

