



EST. 2017

BYLAWS

Revised January 31, 2022

CREDO

Florida Deaf Art Show (FDAS) is a nonprofit organization that promotes both emerging and experienced Deaf artists from the State of Florida. FDAS is committed to raising funds and awareness to benefit Deaf community programs in the cities that host our events. FDAS believes in improving the quality of life for all members of the Deaf community, particularly when it comes to literacy education and the creative arts—both of which are crucial for Deaf students to flourish.

The aim of FDAS is to promote the idea that “Deaf Can!” FDAS strives to create an inclusive environment by using art to build a bridge between Deaf and Hearing populations. When FDAS provides a platform for Deaf artists to showcase their unique artwork, FDAS is empowering the entire Deaf community. FDAS fearlessly envision a future where the world is more accessible.

If FDAS could convey one message to the world, it would be this:

“Deaf Can!”

ARTICLE I

DESIGNATION OF ORGANIZATION

Section A: Organization Name

- a. *Florida Deaf Art Show, Inc.*

Section B: Tax Exemption Status

- a. This corporation is organized exclusively for educational purposes with the meaning of Section 501(c)(3) of the International Revenue Code of 1954, which grants an exemption from federal income tax. Accordingly, this corporation shall not engage in any activities not permitted by those sections of the law.

Section C: Non-Partisan Activities

- a. The corporation shall remain non-partisan. It shall not publish or disseminate materials with the purpose of attempting to influence legislation. It shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any measure being submitted to the general public for a vote.

Section D: Dedication of Assets

- a. The assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings or assets of this corporation shall inure to the benefit of any private person, member, or director of this corporation. On liquidation or dissolution, all properties assets, and obligations shall be distributed to the art-related organization(s) qualified under Section 501(c)(3).

ARTICLE II

OFFICERS

Section A: Nomination of Officers

- a. Every Officer must be and remain in good standing with the organization.
- b. Members of the same household or family or romantic relationship shall not serve simultaneously on the Board of Directors.
- c. The same person may hold no more than two board positions.
- d. An individual holding two board positions may have only one vote.

Section B: Election of Officers

- a. All elections shall be held on January 1st after a two-year term is completed.
- b. The outgoing President at the annual December board meeting shall install all incoming elected Officers.

Section C: Term of Officers

- a. Officers shall serve for a term of two years or until their successors are qualified and elected.
- b. An officer can serve in the same office continuously for as long as they want.
- c. If necessary to replace an officer whose term has not yet expired, candidates for the unexpired term shall be chosen by the Board of Directors.

Section D: Duties of Officers – All Officers:

- a. Shall be a member of the Board of Directors.
- b. Shall report directly to the President, excluding the President.
- c. Shall be familiar with the Florida Deaf Art Show's bylaws and sign the Florida Deaf Art Show's Code of Conduct (at the bottom of the bylaws).

1. President:

- a. Shall preside at all Board meetings pertaining to the Florida Deaf Art Show.
- b. Shall be a signatory on **ALL** accounts, debit card, and safe deposit box.
- c. Shall assume the role of advisor with voting privileges to Florida Deaf Art Show and the Board of Directors.
- d. Shall manage FDAS' President email, President@floridadeafartshow.org.
- e. Shall be responsible for all pick-up mail pertaining to the organization, whether it is sent to a place of residence or a P.O. box.

- f. Shall supervise staffing of the Florida Deaf Art Show. The Board of Directors shall review any new or existing staff changes prior to implementation.
- g. Shall confer with Board members of any potential decisions, changes, or issues that have been brought up to the President in a timely manner.

2. Vice President:

- a. Shall preside at **ALL** board meetings at the Florida Deaf Art Show in the absence of the President.
- b. Shall supervise staffing of the show along with the President. The Board of Directors prior to the action shall review any staff changes.
- c. Shall manage FDAS' Vice President email, VicePresident@floridadeafartshow.org.
- d. Shall be responsible for all pick-up mail pertaining to the organization, if it is sent to a place of residence if not to the P.O. Box.
- e. Shall supervise and coordinate all special and short-term projects as delegated by the President.
- f. Shall manage, supervise, and coordinate all volunteers for any FDAS-related event.

3. Secretary:

- a. Shall keep records; including all votes and proposals, of all regular and special Board meetings.
- b. Shall manage Secretary's email, secretary@floridadeafartshow.org.
- c. Shall maintain an up-to-date copy of the corporate legal records including Bylaws, but excluding tax records and shall file all required corporate and incorporation reports before the deadline.
- d. After final review and corrections, the Secretary shall distribute final Board meeting minutes to the Board prior to the next meeting for board approval, preferably a week after the end of the most recent Board meeting.
- e. Shall be responsible for all pick-up mail pertaining to the organization, if it is sent to a place of residence if not to the P.O. box.

4. Treasurer:

- a. Shall keep and oversee an accurate and verifiable current account of all incoming and outgoing funds, including a comprehensive review of all check and bank card charges on a monthly basis; be knowledgeable about who/what organization has access to the Florida Deaf Art Show's cash and credit funds and oversee the Florida Deaf Art Show's financial policies.
- b. Shall manage FDAS' Treasurer email, treasurer@floridadeafartshow.org.
- c. Shall approve payees on all check, credit, and debit card purchases.

- d. Shall keep the Board informed of key financial events, trends, concerns, and assessment of fiscal health as well as comparing the actual revenues and expenses incurred against the budget.
- e. Shall report directly to the President and Vice President.
- f. Shall file all required tax returns and pay all assessed taxes before the deadline. Two auditors must examine all assessed taxes before filing the tax return. Afterward, the complete transactions must be forwarded to the Certified Public Accountant for finalizing the transactions before sending them out to the Internal Revenue Service.
- g. Shall transmit all duties concerning all accounts and undistributed funds to the new Treasurer.
- h. Shall be responsible for keeping the non-profit designation up to date. 501(c)(3) designation, to be specific.

5. Events Coordinator:

- a. Shall manage FDAS' Event email, Events@floridadeafartshow.org.
- b. Shall lead/coordinate any events FDAS has.
- c. Shall manage a team of volunteers to support any events FDAS has.

6. Communications Coordinator:

- a. Shall manage FDAS' general e-mail, info@floridadeafartshow.org.
- b. Will communicate with the members, attendees, artists, and potential attendees about anything and everything related to the FDAS and its' events.
- c. Will design and modify any and all graphics, linking, and coding that pertain to the FDAS as an organization, and its events. They can be but are not limited to:
 - i. Logos
 - ii. Website
 - iii. Banners
 - iv. Flyers
 - v. Designs for merchandise
 - vi. T-shirts
- d. Ensure FDAS and its' brand image is kept in a positive and encouraging light with the audience
- e. Will manage FDAS' social media accounts, including but not limited to:
 - i. Website
 - ii. Facebook
 - iii. Instagram
 - iv. Twitter
 - v. Newspapers
- f. Will ensure notifications and social media messages are kept up-to-date.

ARTICLE III

BOARD OF DIRECTORS

To exhibit clarity and emphasis: This is an article where powers, duties, and other information about officers are expanded but are NOT limited to those officers, as explained below.

Section A: Members of the Board

- a. President, Vice President, Secretary, Treasurer, Event Coordinator, and Communications Coordinator
- b. Parliamentarian.

Section B: Compensation

- a. Officers, Directors, and any Member of the Board shall **not** receive compensation for their duties as officers and directors and/or their assigned role.

Section C: Terms

- a. Shall serve a term of 2 years, from January 1 to December 31.
- b. If necessary to replace an officer whose term has not yet expired, candidates for the unexpired term shall be chosen by the Board of Directors.

Section D: Board Meetings

- a. A quorum of the Board of Directors shall consist of at least three members.
- b. Board Meetings shall be conducted under *The Basics of Parliamentary Procedure* authored by Gerald "Bummy" Burstein, distributed by the Gallaudet University Alumni Association.
- c. In the absence of the President at any Board Meeting, the presiding officer shall be, in succession: Vice President.
- d. The Board of Directors shall meet every quarter on the first available weekday of the month. The President shall assign the location or video conference link in a timely manner.
 - i. The location or video conference link shall be conferred via video phone, text messaging, email, or in person.

Section E: Powers and Duties of the Board

- a. The Board of Directors shall operate in a manner consistent with the Bylaws of the Florida Deaf Art Show, Inc.

- b. The Board's actions shall be final and binding upon this organization and long as they follow the Florida Deaf Art Show, Inc.'s Bylaws and Mission Statement.
- c. The Board shall review and approve monthly and annual financial statements and may request an outside audit review.
- d. The Board shall review and approve the federal income tax documents before they are filed.
- e. All Board members shall agree to sign the Code of Conduct at the end of the Bylaws.

Section F: Parliamentarian

- a. Shall be a member of the Board appointed by the President and approved by the Board of Directors.
- b. Shall advise the presiding Officers and Directors on points of parliamentary law together with the Bylaws of the organization.
- c. Shall serve for at least two years.

ARTICLE IV

AMENDMENTS

Section A: Selection

- a. These bylaws may be amended by a two-thirds (2/3) majority vote of the Board.

Section B: Notice

- a. All members shall receive advance notice of the proposed amendment at least five days before the meeting or vote. [The time may be extended to the following meeting.]

Section C: VIP Tickets for Former Members

- a. All members who have served on the board for *five full years* or more are eligible for one lifetime VIP ticket each.
 - i. Former Executive Members shall receive 1 free VIP ticket annually; waiving 6 named individuals and they are:
 - a. Lawrence Odum
 - b. Lissandra Clark
 - c. Barbara O'Keefe
 - d. Adam Ledo
 - e. Brian Steinhoff
 - f. Dan Matamoros
- b. Each VIP ticket is non-transferable if the intended former member does not attend the show.

Section D: Fundraisers

- a. FDAS is to host a fundraiser twice a year (January 1 to December 31), with the requirement of Board Members to attend at least one of the two.

Section E: Artist's Commission

- a. Florida Deaf Art Show, Inc. will keep 20% commission of the selling price from the artists who sell their artwork at the Florida Deaf Art Show and report 80% of the selling price of the art on a 1099-Misc which will be sent to each artist for their end of the year tax reporting purposes.
 - i. The artists will receive their commission check within the first 30 days after the art show.

Section F: Venues

- a. For each following year, FDAS is to scout, provide a list of available venues with links/POC, sq footage, dates, the cost for 3 days - by the first weekend of May, with the expectation of reserving the venue in August. Board Members are assigned the city they reside in or have vast knowledge/networking in.
- b. Location:
 - i. Every four major cities take turns each year.
 - ii. Four major cities in Florida are
 - 1. Central Florida (Orlando)
 - 2. South Florida (Miami)
 - 3. West Florida (Tampa)
 - 4. North Florida (St. Augustine/Jacksonville)

ARTICLE V

WHISTLE-BLOWER POLICY

The Florida Deaf Art Show, Inc. urges its members to notify the President of any conflict, transactions, or facts related to Florida Deaf Art Show's operations that may be a violation of any law, regulation, or community standard of fair dealing and decency, including but not limited to, any claims of sexual harassment or abuse, improper financial dealings, and any actions that might violate Florida Deaf Art Show's tax-exempt status. Such notices will be reported to the President for investigation and action. The Board has been instructed in their obligation to advance such reports to the President and keep them confidential, except as required to investigate and respond.

ARTICLE VI

LIABILITIES

Section A: Waiver of Liability

In consideration of the volunteer unpaid service of the Florida Deaf Art Show Officers and Directors, and the inability of Florida Deaf Art Show to insure all those acting in its behalf, Florida Deaf Art Show, its Directors, Officers, and Members agree to waive, release, discharge and covenant not to sue Florida Deaf Art Show and its officers, and directors, and their agents, servants, consultants, (hereinafter referred to as releases) from any and all liability, claims, demands, actions, and causes of action whatsoever arising out of or related to their duties or actions in the name of or on behalf of Florida Deaf Art Show allegedly giving rise to or relate to any personal or property loss, damage, or injury whether caused by the negligence of the releasee(s), or otherwise except, this release shall not bar an action against an officer, director or Member for criminal wrongdoing including but not limited to, fraud or theft, nor actions arising out of a conflict of interest not reported to and released by the Board of Directors. If any action is brought against a release(s) contrary to this release, said release(s) shall recover all costs of such actions, including reasonable attorney fees.

Section B: Conflicts Of Interest

The purpose of this policy is to avoid even the appearance of impropriety that arises when a person who makes or influences a decision on behalf of Florida Deaf Art Show, Inc. also has a personal interest on the other side of the transaction.

- a. **Gifts** – the acceptance of gifts by any Florida Deaf Art Show, Inc. representative from an organization with which Florida Deaf Art Show, Inc. does business creates a conflict of interest or the appearance of one.

- b. **Procedure** – prior to making or participating in a decision on behalf of Florida Deaf Art Show, Inc., a conflicted person shall disclose all the facts of his/her position in the transaction to the Board. These facts and the Board’s decision shall be included in board meeting minutes. Likewise, if a board member is aware of the possible conflicted transaction by others in the future as in the past, these transactions shall be disclosed to the Board so that interested parties can be invited to the board meeting to discuss how to handle any conflicts.

Section C: Memorandum Of Understanding

All Memorandums (of understanding) will be approved by the Board and signed by the President, as the Partner (representative) in the official Memorandum of Understanding document with any other organization, corporation, or foundation. Said Memorandum will be separate from the Bylaws, in terms of text.

Section D: Code Of Conduct

All board members shall agree to serve in the best interest of the Florida Deaf Art Show, Inc., respect the Florida Deaf Art Show, Inc.’s status as a member organization, and participate actively to fulfill this express mission of the Florida Deaf Art Show, Inc. All Board members shall agree to adhere to the Bylaws of the organization, maintain courtesy and respect for fellow board members and all others, both members and non-members, with whom they interact as a representative of the Florida Deaf Art Show, Inc. All board members shall sign the Code of Conduct at the first board meeting of the year.

<p style="text-align: center;">President</p> <hr/> <p>Print Name</p> <hr/> <p>Signature</p> <hr/> <p>Date</p>	<p style="text-align: center;">Vice President</p> <hr/> <p>Print Name</p> <hr/> <p>Signature</p> <hr/> <p>Date</p>
<p style="text-align: center;">Secretary</p> <hr/> <p>Print Name</p> <hr/> <p>Signature</p> <hr/> <p>Date</p>	<p style="text-align: center;">Treasurer</p> <hr/> <p>Print Name</p> <hr/> <p>Signature</p> <hr/> <p>Date</p>
<p style="text-align: center;">Events Coordinator</p> <hr/> <p>Print Name</p> <hr/> <p>Signature</p> <hr/> <p style="text-align: center;">Date</p>	<p style="text-align: center;">Communications Coordinator</p> <hr/> <p>Print Name</p> <hr/> <p>Signature</p> <hr/> <p style="text-align: center;">Date</p>