



BYLAWS OF THE LEEPA-RATTNER MUSEUM OF ART, INC.

ARTICLE I - NAME AND MISSION

Section 1: The name of this organization shall be “The Leepa-Rattner Museum of Art, Inc.”

Section 2: The Leepa-Rattner Museum of Art, Inc., a direct-support organization for St. Petersburg College pursuant to the provisions of §1004.70(1), Florida Statutes, is organized exclusively for educational purposes and shall operate in a manner consistent with the mission and goals of St. Petersburg College and in the best interest of the state.

Section 3: The current Mission Statement of The Leepa-Rattner Museum of Art, Inc.: is to collect, conserve, exhibit and protect the works of art entrusted to its care and stewardship. Through its exhibitions, programs and expanding collection of 20th and 21st century art, the Museum strives to engage and inspire our diverse community by providing opportunities for education, enlightenment, interpretation and research to students, scholars and visitors.

ARTICLE II – OFFICE

Section 1. The principal office of the Museum shall be the Tarpon Springs Campus, St. Petersburg College, 600 Klosterman Road, Tarpon Springs, Florida, 34689.

Section 2. The official mailing address of the Museum shall be P.O. Box 1545, Tarpon Springs, Florida, 34688.

ARTICLE III - MEMBERSHIP

Section 1. Membership shall consist of individuals and groups interested in the mission of The Leepa-Rattner Museum of Art, Inc. regardless of race, color, religion, sex, age, national origin, marital status or against any qualified individual with disabilities.

Section 2. Membership fees and dues shall be determined and regulated by the Board of Directors. Fees and dues are subject to change at the Board of Directors discretion, provided such alterations are published within 30 days of the effective date of any such change. The Board of Directors will review membership fees and dues as necessary.

Section 3. The **Board of Directors** will provide a list of membership benefits based on membership levels. Benefits and membership levels may be changed at the discretion of the **Board of Directors**.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Organizational Structure; Adding Directors; Expenses; Ex-Officio Members. The Board of Directors is responsible for overall policy and direction of The Leepa-Rattner Museum of Art, Inc. and delegates responsibility for day-to-day operations to the Museum Director and staff. The **Board of Directors** may have up to 30 directors and not fewer than 5. **Board of Directors** shall receive no compensation but may be reimbursed for expenses associated with official duties in keeping with reimbursement provisions of Chapter 112.061, Florida Statutes, as determined by **Board of Directors** policy. Ex-Officio **Board of Directors** members shall consist of the President of St. Petersburg College; the Director of the St. Petersburg College Foundation; and, the Provost of the Tarpon Springs Campus. Ex-Officio members have no vote.

Section 2: The Governance Committee shall recommend candidates to serve on the **Board of Directors** when there are vacancies or when terms of Board directors are expiring. The Governance Committee recommendation(s) must be approved by the President of St. Petersburg College prior to the consideration of an official vote by the **Board of Directors** on the recommendation(s).

Section 3: Meetings. The **Board of Directors** shall meet at least four times a year, at an agreed upon time and place. One of the four meetings shall be the annual meeting to be held in May.

Section 4: Board of Directors Membership. Re-nomination of current directors, appointment of new directors, officers of the **Board of Directors**, and term assignments, as recommended by the Governance Committee and approved by the College, will occur as the first item of business at any quarterly meeting. Replacement of director positions and nominations for new directors, as recommended by the Governance Committee and approved by the College, may occur as the first item of business at any quarterly board meeting. While starting dates for new **Board of Director's** members may stagger, the ending terms would be consistent with the Board of Directors annual calendar. Pursuant to §1004.70(2), Florida Statutes, one director shall be appointed by and from the Board of Trustees of St. Petersburg College. The President of St. Petersburg College shall designate an appointee to serve as a director and who shall also serve on the Executive Committee. **Board of Directors** must be members of the Museum. As custodians of a public trust, persons serving on the board of directors shall be, and remain, persons of high moral character, free from taint of conduct that may be considered immoral or illegal, or bring unfavorable publicity to the Museum. Any person who is or has been convicted of a crime shall be ineligible to serve and a member who is investigated or arrested for a crime shall be subject to suspension or removal from the **Board of Directors**. The **Board of Directors** may include one SPC student government member to serve a one-year, renewable term. The student shall be recommended by the Student

Services Department and agreed upon by the Tarpon Springs Campus Provost and the LRMA Governance Chair.

Section 5: Terms. The following policy will be initiated at the expiration of the sitting directors' current terms (current as of August 1, 2012): All directors shall serve three-year terms but may be re-nominated for up to a maximum of two consecutive terms. One year after an expired term, the former director will be eligible to return to the **Board of Directors** for up to two, three-year terms. Past **board of director's** members may be re-nominated to fill a vacancy created by another director's unfulfilled term at any time.

Section 6: Quorum. A quorum for the transaction of any business shall consist of at least 50% plus one of the members of the Board of Directors (excluding the Secretary and Ex-Officio members) and must include two members of the Executive Committee (consisting of the **Board of Directors** Chair, Vice Chair and the Treasurer).

Section 7: Notice. A regular **Board of Directors** meeting requires that each director have written, verbal, electronic and/or faxed notice at least two weeks in advance. Special meetings shall require at least five days' advance verbal, electronic or faxed notice.

Section 8: Officers and Duties. The officers of the **Board of Directors** shall consist of a Chairman, Vice-Chairman, Secretary, and Treasurer, and they also shall serve as the Executive Committee, along with the President of the college or the President's designee. Their duties are as follows:

- A. The **Chairman** shall preside at all regular and special meetings. The Chairman shall have the right to call special meetings of the **Board of Directors**, upon five days' notice to each **Board of Directors** member.
The Chairman shall be an ex-officio member of all committees. The Chairman shall ensure that each committee has at least two members and that each committee has elected a committee chair. Within 30 days of taking office, the Chairman shall provide all standing and ad hoc committees with their charges. The Chairman shall sign on behalf of the **Board of Directors** documents requiring signature by an official of the organization with the attestation thereto by the Secretary (Museum Director, The Leepa-Rattner Museum of Art, Inc.) Documents relating to fiscal matters may be signed by the Treasurer.
- B. The **Vice-Chairman**, in the absence of the Chairman, shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice-Chairman will also be a member of the Executive Committee.
- C. The **Secretary** (Museum Director, The Leepa-Rattner Museum of Art, Inc.) shall be responsible for having the minutes of all meetings recorded and maintained, shall have charge of all papers, archives, records, and property of the **Board of Directors**; shall issue all notices of meetings, maintain an up-to-date membership roster, and provide periodic reports on the activities of the organization to the entire membership. The

Secretary shall serve on the Executive Committee but is not a member of the **Board of Directors** and has no vote.

- D. The **Treasurer** shall provide a report at each **Board of Directors** meeting. The Treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to **Board of Directors** members and the entire membership.
- E. The **Board of Directors**, by two-thirds vote, may establish other officer positions as may be needed.

Section 9: Vacancies. When a vacancy on the **Board of Directors** exists, the procedures in Article IV, Section 2 shall be followed. These vacancies will be filled for the unexpired term(s) only. **Terms may be extended based upon a two-thirds majority member vote.**

Section 10: Resignation, Termination and Absences. Resignation from the **Board of Directors** must be in writing and received by the Secretary. A director may be dropped for excess absences from the **Board of Directors** if s/he has three unexcused absences from regularly scheduled **Board of Directors** meetings in a year. Ex-Officio directors and the SPC President Appointee are not subject to this absentee policy. A director may be removed for other reasons by two-thirds vote of the remaining directors.

Section 11: Special Meetings. Special meetings of the **Board of Directors** may be called, as provided, by the Chairman or one-third of the **Board of Directors**.

ARTICLE V – COMMITTEES

Section 1: The **Board of Directors** may create committees and taskforces as needed, such as fundraising, projects, etc. The **Board of Directors** Chairman appoints all committee chairs.

Section 2: Executive Committee. The **Board of Directors** Chairman, Vice-Chairman, Secretary, Treasurer and the President of the college or the president's designee, shall 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 of the powers and authority of the **Board of Directors** in the intervals between meetings of the **Board of Directors**, subject to the proscriptive direction and control of the **Board of Directors**.

Section 3: Standing Committees. There shall be five standing committees:

- A. The **Governance Committee** shall be responsible for reviewing the credentials of interested members to the **Board of Directors** and preparing and presenting a final slate of candidates for all director and/or officer vacancies. This committee will also review and propose revisions to the Bylaws and Articles of Incorporation as needed.

- B. The **Collections Development Committee** will develop, review, and revise policies for exhibitions and acquisitions/accessions/deaccessions of art for the Leepa-Rattner Museum of Art, Inc. as needed.
- C. The **Development Committee** will assist in finding donors and in raising funds for the Museum. The Committee will be in charge of the Annual Gala and other auxiliary activities.
- D. The **Education and Outreach Committee** will provide a liaison between the community and the Leepa-Rattner Museum of Art, Inc.
- E. The **Finance Committee** will provide oversight, review and recommendations regarding the financial revenues, expenses, and investments of the Leepa-Rattner Museum of Art, Inc.

Section 4: Ad-Hoc Committees. Ad-Hoc Committees may be appointed at the discretion of the Chairman. Such committees shall remain active until they have accomplished the purposes for which they are appointed.

ARTICLE VI – FINANCES

Section 1: The **Board of Directors** is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with the Director, staff and the College - after which, the **Board of Directors** must approve the budget, and all expenditures must be within the budget. The **Board of Directors** must approve any major change in the budget. The fiscal year shall be from April 1 to March 31 each year. Annual reports are required to be submitted to the **Board of Directors** showing past income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, **Board of Directors**, and the public pursuant to the provisions of Chapter 119, Florida Statutes, subject to the confidentiality exemption provisions of §1004.70(6), Florida Statutes.

Section 2: The **Board of Directors** shall provide for an annual financial audit in accordance with rules adopted by the State Auditor General and pursuant to §1004.70(6), Florida Statutes.

ARTICLE VII - AMENDMENTS

Section 1: A two-thirds majority of the **Board of Directors** and approval of the College may amend these Bylaws when necessary. Proposed amendments must be submitted to the Secretary to be sent to all voting and non-voting members at least one month prior to the time of consideration by the **Board of Directors**.

The Leepa-Rattner Museum of Art, Inc. Bylaws were originally approved by the **Board of Directors** on November 6, 2002. The Bylaws were subsequently amended November 2, 2005, February 7, 2007, August 1, 2007, May 7, 2008, May 6, 2009, August 4, 2010, August 3, 2011, August 1, 2012, February 4, 2015, May 3, 2017, November 7, 2018); May 1, 2019 (changes in yellow)