

BY-LAWS OF FRIENDS OF MARY C. O'KEEFE CULTURAL CENTER

Article I Name

The name of this corporation shall be Friends of Mary C. O'Keefe Cultural Center of Arts and Education (shortened to Friends of Mary C. O'Keefe Cultural Center)

Article II Mission Statement

The mission or purpose of the Friends of Mary C. O'Keefe Cultural Center for Arts and Education is to restore the 1927 Ocean Springs Public School Building and to create an environment for artistic activities including Music, Visual and Performing Arts, and Education.

Purpose

1. To Receive and maintain funds for the restoration of the building known as the Mary C. O'Keefe Cultural Center.
2. To use and apply the whole or any part of the income after restoration, exclusively for art oriented, literary, music and educational purposes.
3. To save this building TREASURE and the educational heritage of Ocean Springs, Mississippi.
4. This corporation shall not have the power to dissolve itself while there are 10 members remaining in good standing who wish to continue the corporation. Upon dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation the remaining assets, excluding monies designated as building fund by the donor, Such money shall be returned to the donor and the remaining money shall be distributed to a non-profit fund, foundation or corporation as selected by the Board of Directors to be used toward the Mary C. O'Keefe center.

Article III Membership

Section I

The membership shall be composed as follows:

1. Any person having interest in the restoration, maintenance, welfare or the Mary C. O'Keefe Cultural Center.
2. Membership in the Corporation shall continue upon timely payment of dues as directed by the Board of Directors.
3. Members whose conduct conflicts with the By-laws or spirit of the Corporation may be asked

to resign by the majority of the Board of Directors.

Section II

There shall be the following classes of Membership:

Individual	-	\$ 30	Business Angel	-	\$ 500
Family	-	\$ 60	Business Benefactor	-	\$1,000
Contributor	-	\$ 100	Business Cultural Leader	-	\$2,500
Patron	-	\$1,000			
Sustainer	-	\$5,000			

Section III

All members have full privileges of the corporation.

Section IV

The Board of Directors may award Life membership to an individual for outstanding contribution to the progress or the assets of the corporation. The president, with the concurrence of the Board, may award Honorary Membership on a limited scale for one year.

Article IV DUES

Membership fees shall be fixed by the Board of Directors on an annual basis or as otherwise directed by that body.

Section I

Dues are payable on anniversary date and are delinquent after 90 days. Failure to pay dues will result in the removal of the name from the membership roll, and loss of all privileges of the corporation.

Section II

The fiscal year shall be January 1 through December 31.

Section III

Termination of membership for any cause shall operate as a release of all rights or title or interests in the assets of property of the corporation.

Section IV

Former members having resigned in good standing may be reinstated as members without formal application.

Section V

New members shall be introduced at a regular meeting of the corporation and presented a membership card within 30 days.

Article V
Officers and Board of Directors

Section I

The elected officers shall be the President, Vice President, Treasurer and Secretary ~~and Director of Finance.~~

Section II

The officers shall serve for a period of two years, or until their successors qualify, are elected and installed.

Section III

The President or the Vice President ~~Director of Finance~~ shall preside at all meetings of the Corporation and enforce all rules and regulations. The president may appoint such assistants to the Board as may be required.

Article VI
Board of Directors

Section I

The affairs of the Corporation shall be governed by the Board of Directors. The Board, in all cases, shall act and may adopt rules and regulations for the conduct of their meetings and the management of the Corporation as they deem proper cannot be inconsistent with these Bylaws.

Section II

The Board of Directors shall consist of the elected President, Vice President, Treasurer and Secretary ~~Director of Finance~~ along with representatives from the ~~of all interested Organizations~~ listed areas which may include, but not limited to:

Performing Arts

Visual Arts

Music

Education

Historic Preservation

Ocean Springs City Alderman

Ocean Springs City Planner

Immediate past President

~~Together not exceeding 19~~ The Board of Director shall not exceed 19.

Section III

The above group shall be appointed by the President and shall serve for 2 year terms with one half the number appointed each year for continuity.

Section IV

The Board shall meet as required to conduct the Corporations business but not less than once each six months. A Director missing three consecutive meetings automatically forfeits his office and the President may appoint a member to fill the vacancy until the next annual meeting.

Section V

The President may with the concurrence of the Board appoint an advisory Board to the Board of Directors.

Section VI

The President may, with the concurrence of the Board, appoint such committees and study groups as will facilitate the conduct of the affairs of the corporation to promote its objectives.

Article VII

Section I

The President shall be the principle executive officer of the Corporation and subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the Board. He may sign, with any other proper officer of the corporation there unto authorized by the Board of Directors any deeds, mortgages, bonds, contracts, or other instruments which the Directors authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The president is ex-officio of all committees except the nominating committee. He holds possession of one key to the Post Office Box and other keys as necessary.

Section II

1. The Board of Directors governs the corporation and sets all policies. The Board is appointed in accordance with the Bylaws.
2. The Board of Directors is expected to be a working Board as well as a policy-making Board. Each Director should expect to serve over a specific function.
3. Each incoming President should set a time, and place for the meeting of the coming year.

Section III

1. Duties of Directors (all appointed by the president except the Director of Finance the same as standing committee).

- a. Director of Finance:

If required by the Board of Directors the Director of Finance shall have a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive, and give receipts for, money due and payable to the Corporation from any source whatsoever; and deposit all such monies in the name of the corporation in a banking institution where the deposits are insured by an agency of the United States Government such as FDIC or FSLIC and in general perform all the duties incident to the office of Finance and such other duties as from time to time may be assigned to him by the President or Board of Directors.

The Director of Finance is responsible for the maintenance of a correct and up-to-date membership roll and mailing list. The Director of Finance should furnish an up-to-date list with addresses and telephone numbers to each Director each year.

It is important that the Director of Finance send out dues notices as soon as possible after anniversary date each year. Delinquent members will be retained for year, then purged.

New members should have their membership card, along with a letter of welcome to the corporation at least by 30 days upon joining. If the Director cannot do this he may appoint someone to handle this for him.

Director may appoint others as needed, to accomplish whatever tasks are designated Director, such as Certified Public Accountant or any other financial.

He must prepare and file annual taxes.

He holds and is responsible for a second key to the Post Office Box.

b. Director over Communication - consist of Director plus 2 other members to assist as needed.

He is responsible for writing and mailing newsletter to the membership. (This is where assistants are needed)

The Director is also responsible for all out going news, articles, etc. Writing said articles either by hard copy or electronic transmission. Using radio and television air waves. By posting signs, banners etc. whatever it takes to send out the word and communicate to the membership and public. He shall be responsible for maintaining the web site.

c. Director over Records

Records all minutes of Board Meetings and/or general membership meetings, regular meeting etc. providing a copy of each to the President before the next confirmed meeting.

He keeps an up-to-date roll of the Board Members and records attendance at the Board and regular meetings.

Has custody of the minute books and the Seal of the Corporation. He may be assigned other duties from time to time by the President or Board of Directors. He must maintain the official minute books which must contain a copy of Charter, by-laws, any amendments thereto, and the standing rules.

He must restate all motions so that the motions are accurately recorded.

He is responsible to notify the Board of Directors of their meeting.

All annual reports should be made in writing to be filed with the records for the corporation at the back of that year's minute book.

d. Director over History

The Director shall be responsible for the complete history of the corporation, and shall purchase a scrapbook for the history documents, newspaper clippings, articles and by taking photographs necessary to document the record.

He shall obtain a membership roll of that year from the director of Finance and affix into the scrapbook. Newsletters should also be placed into this historic record.

e. Director of Revenue

The Director shall find ways to raise revenue for the restoration, maintenance, and preservation of the Mary C. O'Keefe Arts and Cultural Center. The Director shall be responsible for any other tasks designated by the Board of Directors pertinent to this office.

He may have a minimum of 5 other members to help assist in these efforts.

f. Director over Grants

He Ocean Springs Historic Preservation, Ocean Springs Art Association and The Walter Anderson Players etc.

He will work with the City Planner whose job it is to assist in the writing and applying for grants. He will also be available to other organization when needed.

g. Director Printed Promotional Sales

Printing, packaging, placing in locations for sales and overseeing all matters pertinent to the revenue of these materials.

h. Director over Education

The Director shall be liaison between the Friends and the Supt. Of Schools, school personal and school organizations.

i. Director over Performing Arts

j. Director over Visual Arts

Advise the Board as to the needs of the visual arts flat or 3 dimensional. These consist of studios, Art Library, Art Gallery, pottery, sculpture and production area.

l. Director over Music

This Director shall be the liaison between the Friends and the local community of musicians and recording artists. The Director shall advise the Board on all aspects pertinent to the outfitting of and potential of the recording studio and music room.

m. Director State Archives & History

Liaison and advisor to the Board. Any other assistance the Board deems necessary.

n. Director Mississippi Arts Commission and National Endowments of the Arts

Liaison and Advisor and any other tasks the Board of Directors may require.

Section IV

The Friends shall establish an executive committee consisting of the President and Treasurer of the board of directors and three *(3) members at-large who will be responsible for overseeing and executing the management of the Mary C. O'Keefe Cultural Center (the facility) and its staff, and establish policies for the operation of same. The term of office shall be two (2) years. The initial members at-large shall be appointed by the President, ratified by the Board of Directors with all future members at-large being nominated and elected from the board of directors.

Section V

These officers/Directors shall perform the duties prescribed by these by-laws and by parliamentary authority adopted by the Corporation by Robert's Rules of Order Newly Revised.

Article VIII Meetings

Section I

The corporation shall meet at least six times annually on the third Monday of the month. A notice of meeting shall be sent to each Board member prior to the meeting. All meetings are open to the membership.

Section II

The annual meeting shall be held in the January at which time annual reports from the President and Board of Directors shall be presented. Following the business meeting, installation of the new President and Directors shall be conducted.

Section III

Special meetings may be called by the president. A notice of the special meeting must be sent to all Board members before such meeting, stating the business to be transacted.

Section IV

Each member in good standing is entitled to one vote, in person or by proxy.

Article IX Election of Officers

Section I

The ~~president~~ Board of Directors, at least 60 days prior to the election date, shall appoint ~~five~~ members to serve as a nominating committee. This committee shall report its recommendations to the ~~membership~~ Board at the November meeting for a vote by the membership in December. Nominations must include a statement that the person nominated has indicated a willingness to serve.

Section II

The ~~President and Directors~~ Officers shall be elected ~~at the annual meeting~~ in December. ~~or at an adjournment thereof.~~

Section III

At any meeting of the membership a majority of those present constitute a quorum. To constitute

Article X

Treasury

Section I

All monies of the organization shall be deposited in a bank insured by either FDIC or FSLIC as soon as possible, in either a commercial or savings account as directed by the Board of Directors.

Section II

The names of the Corporation's President and Director of Finance shall be affixed upon the bank's signature cards. Any of these signatures shall be required for withdrawal purposes. If the Director of Finance cannot perform this function than the President, may perform for the Director of Finance. The Director of Finance shall be responsible for such matters as pertain to this position described in Article VII, section III 1. No withdrawal over \$500.00 shall be made without both signatures of the President and the Director of Finance

Section III

All monies not budgeted for the day to day conduct of the Corporation's business shall be transferred to the savings account.

Section IV

The Director of Finance shall establish such petty cash funds as are approved by the Board of Directors for the conduct of the Corporation's business.

Article XI

Acquisitions

Art work, artifacts, property, and any asset donated to or acquired by the corporation shall not be loaned out without the permission of the Board. A written contract between parties is required and approved by the Board.

Article XII

Amendment of By-laws

These by-laws may be amended at any regular meeting of the Corporation by a two thirds vote, provided that the amendment has been submitted in writing at the previous regular meeting.