

Central Texas Pastel Society

Bylaws

ARTICLE I: NAME

The name of the organization is "Central Texas Pastel Society" hereinafter referred to as the "Society."

ARTICLE II: PURPOSE

The Society is organized and operated with a focus to stimulate interest in art in our community, specifically in the pastel medium. The Society is and will continue to maintain its status as an exempt organization under Section 501(c)(3) of the Internal Revenue Service Code.

The purpose for which the Society is organized is to:

- promote soft pastel as a recognized medium by engaging the central Texas art community through shows, exhibitions, workshops, and education;
- conduct monthly meetings so artists can learn from renown featured artist presentations;
- conduct workshops, demonstrations, painting directly from life through paint-outs, and other programs to help artists reach their full potential with this brilliant and fascinating medium;
- offer exchange of news, ideas, and members' achievements through the corporate website, email and social media;
- enhance the visibility and livelihoods of its artists through our annual show and year-round programs.

ARTICLE III: FISCAL YEAR

The Society fiscal year shall begin September 1 and run through August 31.

ARTICLE IV: MEMBERS

Section 1. Classes of Members

The Society shall have one (1) class of members. The designation of such class shall be as follows:

Active: The membership of the Corporation shall be open. Active members shall have all rights, duties, and privileges of membership.

Active membership includes:

- a) Individual;
- b) Registered Student (college student ID required)
- c) Senior (age 65+)
- d) Family Membership.

Section 2. Voting Rights

Each active member in good standing shall be entitled to one vote on each matter submitted to a vote of the membership.

Section 3. Payment of Dues

Dues shall be payable by the beginning of each fiscal year. Any member delinquent in payment of dues shall lose voting and all membership privileges until dues are paid.

Section 4. Annual Dues

The Executive Board shall determine the needs of the Society and shall set the amount of annual dues no later than three (3) months prior to due date of dues.

Section 5. Termination

Membership shall automatically terminate upon the failure of a person to pay requisite membership dues. Termination shall result from any conduct or action which is detrimental to the welfare of interests of the Society and its membership. Removal will be based on a two-thirds (2/3) vote of the Executive Board.

ARTICLE V: MEETINGS

Section 1. Meetings

Monthly meetings of the membership shall be held at a time and place to be designated by the Executive Board. Special meetings of the membership may be called by the President, the Executive Board, or not less than one-third (1/3) of the active membership.

Section 2. Place of Meeting

The Executive Board shall designate the place for any membership meeting.

Section 3. Notice of Meetings

Notice of meetings shall be posted on the Society website and reminders shall be emailed to all active members with email addresses on file, or by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting, when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 4. Quorum

In order to vote on any issue to be decided by the membership, twenty-five percent (25%) of the active members shall constitute a quorum. Electronic voting shall be allowed.

a. Initiation of Electronic Voting by Membership:

1. A Board member may make a motion to be voted on by the Members via email.
2. One other Board member may second the motion via email, and forward it to the President by email. The President will conduct the vote by email.
3. The motion shall consist of four parts:
 - the names of the Board members making the motion and seconding the motion;
 - description of the issue to be resolved, or other subject requiring action;
 - a brief description of the motion;

- a list of the benefits of the motion if the Executive Board adopts it.

b. Conducting the Electronic Vote:

1. The President shall forward the motion to the Members with a request for response within 72 hours but not less than 24 hours and with a response of Yes, No or Abstain. In the case of a No or Abstain vote, that member should provide a brief description of why they so voted.
2. The motion shall be considered approved by the Board on the receipt of Yes votes from a quorum of the members.

c. Ratification: The motion and vote shall be stated at the next regularly scheduled Board and general meeting, and recorded in the meeting minutes.

A majority of active members present during a meeting may adjourn the meeting without further notice.

ARTICLE VI: ELECTION PROCEDURE

The Board shall appoint members to a Nominating Committee prior to the election. The Parliamentarian shall serve as Committee Chair. The committee shall nominate, annually, members for any open Board position.

The Board shall be elected by general membership in April of each year and assume office in September.

Nominations may be made from the floor prior to the general vote. A majority vote of the members present and voting at a general meeting shall constitute the needed votes for the election.

New offices may be created and filled at any meeting of the Executive Board.

ARTICLE VII: EXECUTIVE BOARD

The governing unit of the Society is designated as the Executive Board and shall be composed of duly elected officers, elected annually by the active membership. All members of the Board shall be voting members of the Board.

Section 1. General Powers

The Executive Board will have the authority to:

- set long-term goals for the Society, and set short-term objectives and programs;
- revise, review, and terminate the policies, programs and operations of the Society as defined in the Bylaws;
- when and as required, establish policies, programs and operating procedures not contained in the Bylaws, provided all governing actions are made in accordance with the amending procedures prescribed in the Bylaws.

Section 2. Meetings of the Executive Board

Meetings of the Executive Board may be called at the request of the President or any three (3) Board members. The person or persons authorized to call special meetings of the Executive Board may fix the time and place, within the State of Texas, as the place for holding a special meeting of the Board called by them.

Section 3. Notice

Notice of any special meeting of the Executive Board may be either written or oral, and shall be given not less than forty-eight (48) hours prior to such meeting.

Section 4. Quorum

A simple majority of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Board or electronic voting by the Board. If less than a majority of the Board are present at said meeting, a majority of the Board present may adjourn the meeting from time to time without further notice.

Section 5. Electronic Voting Procedure

a. Initiation:

4. A Board member may make a motion to be voted on by the Board via email.
5. One other Board member may second the motion via email, and forward it to the President by email. The President will conduct the vote by email.
6. The motion shall consist of four parts:
 - the names of the Board members making the motion and seconding the motion;
 - description of the issue to be resolved, or purchase to be made, or other subject requiring action before the next regular Board meeting;
 - a brief description of the motion;
 - a list of the benefits of the motion if the Board adopts it.

b. Conducting the Electronic Vote:

3. The President shall forward the motion to the Board members with a request for response within 72 hours but not less than 24 hours and with a response of Yes, No or Abstain. In the case of a No or Abstain vote, that Board member should provide a brief description of why they so voted.
4. The motion shall be considered approved by the Board on the receipt of Yes votes from a quorum of the Board.

c. Ratification: The motion and vote shall be stated at the next regularly scheduled Board meeting and recorded in the meeting minutes.

Section 6. Vacancies

Any vacancy occurring in the Executive Board shall be filled by election by the Executive Board. A Board member elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 7. Liability

Any Board member may be indemnified for expenses and costs, including attorney fees, actually and necessarily incurred by him in connection with any claim asserted against them, by action in court, or otherwise, by reason of his being or having been such a Board member, except in relation to matters as to which he may have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

Section 8. Removal

A Board member may be removed by the Executive Board whenever, in the Board's judgment, it is in the best interest of the Society. Removal of a Board member shall require an affirmative vote of two-thirds (2/3) of the Executive Board.

ARTICLE VIII: EXECUTIVE BOARD DUTIES

Section 1. Executive Board

The Executive Board of the Society shall be President, Vice President, Secretary, Treasurer, Membership Chair, Program Chair, Workshop Chair, Exhibit Chair, Publicity Chair, IAPS Representative, Parliamentarian, Webmaster and Hospitality Chair. These officers shall constitute the Executive Board. The Executive Board may elect or appoint such other officers, including assistants as needed. Any two offices may be held by the same person, except the offices of President and Treasurer.

Section 2. Removal of Chair

Any Chair elected or appointed by the Executive Board may be removed by the Executive Board when in its judgment, the best interests of the Society would be served thereby.

Section 3. Vacancies

A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Executive Board for the unexpired portion of the term.

Section 4. Responsibilities of Officers

Executive Board duties are described here. Chair positions not included herein Section 1 are also described, to aid in decisions to open Chair positions during a fiscal year.

President

The President shall:

- act as the principal executive officer of the Society, and supervise and control all the business and affairs;
- preside at all meetings of the membership and of the Executive Board;
- prepare the agenda, call for votes;
- co-sign with the Treasurer any check in amounts greater than \$750;
- sign on all bank accounts and pay bills of the Society in absence of the Treasurer.
- co-sign with the Treasurer or Secretary any written deeds, mortgages, contracts, instruments the Executive Board has authorized to be executed, and obligations of the Society;

- listen to and respond to members' suggestions and requests;
- actively assist in publicity work and in coordinating activities, scheduling and communicating information for the Webmaster to post online;
- help to coordinate meeting schedules and locations.

President-Elect:

In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President. The Vice President shall work directly with the President to learn all aspects of the President's duties so as to be ready to assume the role of President as needed. It is assumed that the Vice President will become President when the current President steps down.

Treasurer:

The Treasurer shall keep accurate financial accounts for the Society, and:

- keep an accurate record of all receipts and expenditures;
 - balance financial records, pay bills, reimburse members for approved expenses, and purchase supplies;
- report the total of all monies on hand at each Board meeting;
- prepare an annual budget for review, approval and adoption by the Board;
- prepare an annual financial report to be reviewed by the Executive Board;
- prepare and submit any required state and federal forms;
- coordinate with the Membership Chair to maintain current information as to membership and member dues status;
 - prepare a list of current paid members and their contact information for use in a membership directory;
- retain, protect and destroy records by the guidelines set forth in the "CTPS Document Retention Policy."

Secretary:

The Secretary shall:

- keep the minutes of the meetings of the membership and of the Executive Board;
- provide a written report at the next Executive Board meeting;
- maintain a record of all the minutes, as required for a nonprofit corporation;
- write correspondence as deemed necessary by the President or the Board;
- furnish a copy of the minutes to the Webmaster to post online.

Parliamentarian:

The Parliamentarian shall enforce Robert's Rules of Order at Board, General and Special Meetings. The Parliamentarian shall:

- keep a current copy of the Bylaws and Policies;
- provide governing documents to the Webmaster to post on the Society website;
- ensure that monthly business meetings progress in a timely manner to allow ample time for the planned agenda and programs;
- participate as Chairman of the Nominating Committee.

Historian:

Should the Executive Board appoint or elect an Historian, duties shall be to:

- keep track of Society events and chronicle them in a scrapbook;
- collect and organize clippings, photos and articles pertaining to the Society meetings, events and members throughout the year;
- coordinate with the Webmaster and share information for the website.

Program Chair:

The Program Chair shall:

- coordinate speakers and activities for programs at the monthly meetings, with final approval by the Executive Board;
 - confirm the speaker's scheduled date one month in advance;
 - contact the speaker two (2) weeks prior to the meeting to confirm arrival time and discuss any needed equipment;
 - arrange to meet the speaker before the meeting to assist with set up;
 - at the meeting, introduce the speaker; give a brief bio and description of the program or demonstration to follow;
- coordinate and arrange mini-workshops, with final Executive Board approval;
- after a schedule is set, coordinate with the Webmaster to post online;
- write thank-you notes to the speakers after their programs are provided.

Exhibit Chair:

The Exhibit Chair shall:

- locate potential exhibit sites and coordinate dates and times for these events, entrance requirements and entry fees for the shows sponsored by the Society, with final Executive Board approval;
- appoint committees for hanging and removing shows;
- seek donations from vendors, art organizations, manufacturers and retailers to provide as prizes for the annual competition;
- organize and direct the annual exhibition and other shows as needed.

Hospitality Chair:

The Hospitality Chair shall:

- coordinate for snacks to be provided at the regular meetings;
- arrange tablecloths and food on the tables; make the coffee, if needed;
- ensure utensils and napkins are kept in stock;
- replenish as needed and supply receipts to the Treasurer for reimbursement;

Workshop Chair:

The Workshop Chair shall obtain the confirmed date of the Annual Membership Exhibition and Competition from the Exhibition Chair. Workshop arrangements shall be made a year in advance. The Workshop Chair shall:

- organize a major workshop to coincide with Annual Membership Exhibition and Competition; the workshop instructor will also act as juror of the competition;

- discuss fees potential workshop instructors charge and their anticipated expenses with the Board members;
- after Board approval, confirm the workshop details with the instructor;
 - present a written contract outlining the financial agreement;
 - contact the instructor periodically to be aware of any possible changes and to head off any potential scheduling conflicts;
- arrange the instructor's lodging, if needed, and arrange to meet the instructor before the workshop to assist in setting up;
- collect the instructor's expense receipts and furnish them to the Treasurer for reimbursement;
- arrange for the instructor to view and judge the exhibition the competition prior to the artist reception.

Membership Chair:

The Membership Chair shall:

- compile and maintain a roster of the current membership, including dues status;
- collect dues, report and turn in all monies to Treasurer;
- email membership information to prospective members;
- send a welcome email or letter to new members and issue membership cards;
- Coordinate with the Treasurer to manage publication of an annual membership directory, if provided;
- ensure the Webmaster has new member details, for the online Membership profile pages.

IAPS Representative:

The International Association of Pastel Societies' (IAPS) Representative shall develop contact with IAPS officers and keep the Society members informed of upcoming competitions, conventions and general IAPS activities. The IAPS Representative shall coordinate these details with the Webmaster, for online posts.

Webmaster:

The Webmaster shall maintain the Society website with past, current and upcoming events, monthly challenges, winners of competitions, list of donors, member discounts, and any other appropriate content of interest to the membership, and shall:

- keep website fees current;
- present the Treasurer with receipts for reimbursement of such fees;
- maintain a membership online gallery and current Society details on the IAPS website page designated to our Society;
- manage electronic forms and payments for membership, workshops, and other programs; report such transactions to the Treasurer;
- maintain Board email addresses and forwarders with the Society domain name;
- maintain a website management document for ease of transition in the event a new Webmaster is selected; provide this document to the Board for record-keeping;

- train an understudy to assist with website management, as needed.

Publicity Chair:

The Publicity Chair shall:

- write news articles and press releases concerning Society events, exhibitions and meetings;
- write follow-up articles after winners are announced in annual competitions, and furnish photos of the winners with their paintings;
- post notices about Society events, exhibitions and meetings on appropriate free websites in the central Texas area;
 - TV stations, social media, newspapers and magazines offer community notice space on their websites;
- keep a publicity mailing list up-to-date;
- collect copies of all published articles, notices, etc. and furnish them to the Historian for inclusion in the scrapbook, and the Webmaster for the Society website posts.

Librarian:

The Librarian shall:

- take possession of the Society's Video Library and bring it to each meeting;
- find a substitute to perform this duty if unable to attend the meeting;
- allow members to check-out videos with a \$50 deposit check (which will not be cashed unless the video is never returned);
- keep track of videos checked out and, prior to the next meeting, send a reminder to borrowers to return the video at the meeting.

Newsletter Editor:

Should the Executive Board appoint or elect a Newsletter Editor to revive the newsletter (previously named "Pastel Expressions"), the duties shall be to:

- collect and compile pastel and art related information of interest to the members;
 - upcoming events, recently past events, competitions, photos, awards, articles, etc.;
- format the content into a newsletter style;
- upon Board approval, email it to the members, and provide to the Webmaster for posting on the Society website.

Article IX: Standing and Temporary Committees

The President may appoint new Committee Chair positions, with approval of the Board. The Board shall assign responsibilities for such Chair positions and committees. Each Committee Chair shall be responsible for selecting their own committee members, with the assistance of the President and other Officers as needed.

ARTICLE X: RULES OF ORDER

The deliberation, debate and discussion of questions in the Board and general membership meetings shall be governed by parliamentary procedures as contained in Robert’s Rules of Order.

ARTICLE XI: PERIOD OF DURATION

The period of duration of the nonprofit organization (the Society) is perpetual.

ARTICLE XII DISSOLUTION

Upon dissolution of the Society, any assets lawfully available for distribution shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XIII: AMENDMENTS

The Bylaws of the Society may be amended, repealed, added to, or new Bylaws may be adopted. Approval by two-thirds (2/3) majority vote of the Executive Board is required to amend the Bylaws.

The current Bylaws shall be placed on the Society website, and made available to the Society members.

The Central Texas Pastel Society Bylaws was approved and adopted by the Board of Directors on this 23 day of June, 2017.



President



Secretary