

## BY-LAWS OF THE PASTEL SOCIETY OF CENTRAL FLORIDA

### ARTICLE I: Name

The name of this organization shall be Pastel Society of Central Florida, hereinafter referred to as “The Society.”

### ARTICLE II: Objectives

The objectives of The Society shall be:

1. To promote the use of pastel as a fine art painting medium,
2. To provide educational programs for its members and other interested parties and provide opportunities for them to exhibit their work,
3. To stimulate interest in and an appreciation of the use and qualities of pastel and,
4. To conduct such other activities as are appropriate to the above objectives.

### ARTICLE III: Members

#### Section 1. Membership

**Membership:** General membership shall be open to all persons interested in the objectives of The Society upon application for membership and payment of dues.

1. **Active Membership.** Pastel artists in the traditional soft pastel medium, shall be granted Active Membership with exhibiting, workshop and voting rights.
2. **Associate Membership.** Spouses of members may automatically become Associate members. They may attend meetings and assist in Society activities but they do not have voting or exhibiting privileges and pay no dues.

**Section 2. Dues.** Annual dues shall be determined by the Board. The dues shall cover the period from January 1 to December 31 of each calendar year and are payable in January. Members shall be notified in advance of any change in the dues structure. New members who join in the last three (3) months of the year shall pay the full amount of dues and shall be considered fully paid for the following year. A member who fails to meet the financial obligation of membership shall be subject to loss of membership and privileges. Members who are delinquent shall be notified with a date indicating when membership will be forfeited for nonpayment. A former member who applies for reinstatement shall be reinstated upon payment of current dues.

**Section 3. Fees.** Fees for workshops and entrance to exhibits shall be determined by the Board upon recommendation of the appropriate committee chair.

## **ARTICLE IV: Officers**

**Section 1: Elected Officers.** There shall be 4 elected officers of The Society: President, Vice President, Secretary and Treasurer.

- A. To be eligible for the office of President, a person shall have been a member for at least one (1) year immediately preceding the date of nomination.
- B. To be eligible for the office of Vice President, a person shall be a member at the date of nomination.
- C. To be eligible for the office of Secretary or Treasurer, a person shall be a member at the date of nomination and shall have the skills necessary to carry out the duties of the office.

**Section 3: Term of Office.** Elected officers shall take office on June 1 and serve a term of one year. Upon the recommendation of the Nominating Committee, an officer may serve consecutive terms in that office, following the normal nominating process as described in these By-Laws.

**Section 4: Vacancy in Office.** If a vacancy occurs during the tenure of any of the officers, such vacancy shall be filled by a majority vote by the Board.

**Section 5: Duties of Officers.** Officers shall perform the duties provided in this section and such other duties as prescribed in these By-Laws or as deemed necessary by the Board for the proper functioning and in the best interests of The Society within the confines of its objectives. Official duties may be delegated, but responsibility remains with the officer. Official records of the office shall be turned over to the successors upon their installation as officers.

### **A. The President shall:**

- 1. Be the chief executive officer and official spokesperson of The Society and shall serve as the presiding officer over all meetings of the Board and the general membership.
- 2. Appoint, subject to approval by the Board, the chairs of all standing committees and of all ad hoc and special committees, as the board shall authorize.
- 3. Sign or co-sign contracts if required.
- 4. Become a member of the Board for one (1) year following completion of the term of office as President. The President may decline this position of immediate Past President.
- 5. Appoint, with the approval of the board, a fifth (at large) member to the board, if the Past President declines to serve.
- 6. Fulfill such other duties as may be assigned by the board.

**B. The Vice President shall:**

1. Preside over general membership meetings and meetings of the board in the absence of the President.
2. Assume the office of the President when that office is vacated during the tenure of the President or when the President is unable to serve.
3. Serve as a liaison, as necessary, between the board and the chairs of Society sponsored events and exhibits.
4. Assist the President in conducting the affairs of The Society.
5. Fulfill such other duties as may be assigned by the President or the Board.

**C. The Secretary shall:**

1. Record and preserve the minutes of all meetings of the Board and of the general membership.
2. Furnish a copy of all minutes to members of the Board and to such other persons as designated by the President.
3. Make available a copy of the minutes of both Board and membership meetings at the next general membership meeting via email, or if requested, provide a written copy.
4. Assume the duties of the President in the absence of both President and Vice President. If both of these offices are vacated, the Secretary shall assume the office of President temporarily until such time as the Board, by a majority vote, fills these vacancies.
5. Fulfill such other duties as may be assigned by the President or the Board.

**D. The Treasurer shall:**

1. Serve as the custodian of all funds belonging to The Society.
2. Be responsible for receiving and disbursing all funds with the approval of the Board.
3. Be the designated signer for The Society's bank accounts, or other documents authorized by the Board.
4. Keep clear financial records of the activity of all funds, copies of which shall be kept in the permanent files held by the Treasurer.
5. Arrange for a review of the books of the preceding year by a committee
6. Receive all records and files pertaining to that office upon taking office.

7. Administer the filing of gross receipts tax and any other records as required.
8. Fulfill such other duties as may be assigned by the President or the Board.

## **ARTICLE V: Nominations and Elections**

**Section 1. Nominations.** Nominations for elective office shall be made by the Nominating Committee. Nominations may also be made by any member via a written note to the Nominating Committee or at the March membership meeting.

### **Section 2. Nominating Committee.**

**A. Composition.** The President, with approval of the Board, shall appoint a nominating committee of three members no later than the January board meeting.

**B. Duties.** The Nominating Committee shall

1. Seek and recruit at least one eligible and qualified member for each elected position and place a call for nominations by email to membership.
2. Verify eligibility and qualifications of all nominees within the time frame of the nomination process. No name shall be placed in nomination without the consent of the nominee to serve, if elected.
3. Submit a slate of candidates to the board no later than the March board meeting.
4. Solicit additional names from members to be added as possible candidates during the March meeting or via email prior to the meeting. Upon approval by the board, announce the slate at the April membership meeting.
- 5.. Vote on slate of candidates at the April Meeting and announce the results of the election before the close of the meeting.

### **Section 3. Elections.**

- A. Officers shall be elected by a majority vote of members present.
- B. The results of the election shall be announced Via e-mail following the meeting.
- C. New officers shall assume their duties as of June 1.

#### **Section 4. Installation of New Officers.**

The installation of new officers shall take place during the May general meeting or the first general meeting following a new election. The Board may adjust the installation of new officers if untoward circumstances require rescheduling.

### **ARTICLE VI: Meetings**

#### **Section 1. Meetings of the Membership.**

A. Schedule. Meetings of the general membership of The Society shall be held monthly, between September and May unless untoward circumstances force a cancellation. The Board shall make effort to notify the membership in the event of a cancellation.

B. Quorum. Due to the widespread membership of The Society, a quorum shall consist of fifteen percent of members. A quorum shall be required at any membership meeting in order to conduct a valid vote of those members in attendance and voting. A quorum shall not be required for those membership meetings at which no official business is conducted by the membership at large.

### **ARTICLE VII: The Board of Directors**

**Section 1. Composition.** The Board of Directors shall consist of elected officers: President, Vice President, Secretary, Treasurer; the immediate Past President of The Society, and chairpersons of the Membership, Workshop, Exhibit and Publicity Committees. In the event the immediate Past President chooses not to serve, a new At Large member, will be chosen and approved by the incoming Board and, shall serve on the Board in that capacity. An Executive Board shall consist of: President, Vice President, Secretary, and Treasurer.

**Section 2. Voting.** All board actions shall be determined by vote or assent of a majority of the members of The Board.

**Section 3. Duties.** The Board shall have authority over the affairs of The Society during its tenure in office. To this end the Board shall:

A. Rule on motions of policy and procedure and adopt such rules as are in the best interests of The Society and are in consonance with and further the objectives of The Society, provided they are not in conflict with these By-Laws or state statutes.

B. Attend all regularly scheduled membership meetings of The Society, conducting such business as is germane.

- C. Create and appoint such committees as may be necessary to transact the business of The Society and assist them in their performance when needed.
- D. Approve the appointments of all standing, ad hoc and special committee chairs.
- E. Receive periodic reports from all operating committees.
- F. Authorize the collection and disbursement of funds.
- G. Set the annual membership dues of The Society and set fees for exhibits and workshops upon the recommendation of the appropriate committees or chairs.
- H. Take action on all such business as may properly come before the Board.
- I. Perform such other duties as required by these By-Laws and other policies and procedures adopted by The Board.
- J. Perform such duties and assume such responsibilities as it deems necessary for the proper functioning and for the best interests of The Society.

#### **Section 4. Meetings of The Board.**

- A. Regular meetings of the Board shall be held at least once a month prior to each regularly scheduled membership meeting and shall be open to all members.
- B. A quorum shall consist of at least three members of the Board.
- C. Special meetings of the Board may be called by the President or other member of the Board with at least a forty-eight-hour notice.

**Section 5. Emergency Action.** If an emergency issue needs to be voted on between Board meetings, the President or the Secretary shall take a vote by canvassing all Executive Board members. Report of the action taken, including the vote of each member, shall be made part of the minutes of the next regularly scheduled Board meeting.

### **ARTICLE VIII: Committees**

#### **Section 1. Composition.**

- A. The standing committees of The Society shall be Membership, Workshop, Exhibit, and Publicity committees.
- B. The Board may authorize such other committees as are deemed necessary to conduct the business of The Society.

- C. All committee chairs shall be Society members.
- D. The Board shall provide guidance for each committee when needed.

### **Section 2. Committee Chairs.**

- A. Committee chairs shall select members of their respective committees.
- B. If a committee responsibility requires operating funds greater than \$100, the chair shall prepare a proposed budget and present it to the Board for approval.
- C. The committee chair shall keep the Board and the general membership apprised of the committee's progress.
- D. Chair description and responsibilities will be given to selected chair.

### **ARTICLE IX: Indemnification**

The officers and members of The Society shall be indemnified for any costs, expenses or liabilities as a result of the performance of their duties as provided in state and federal law.

### **ARTICLE X: Voluntary Dissolution**

If it becomes necessary for The Society to dissolve, the Board shall adopt a resolution recommending dissolution and send prior notice via email to all members that the advisability of such action will be considered at a meeting of the membership, giving date, time and place of the meeting. The resolution to dissolve must be passed by at least two-thirds of those members in attendance. Given the passage of the resolution to dissolve, The Board shall oversee the distribution of The Society's property and assets as follows:

- A. All liabilities and obligations of The Society shall be paid or adequate provisions shall be made therefore.
- B. Tangible assets may be sold in order to satisfy remaining liabilities and obligations.
- C. Any and all remaining assets shall be distributed to other societies or charitable organizations having similar objectives. No tangible assets shall be distributed to any member or former member of The Society

### **ARTICLE XI: Amendments/Additions to the By-Laws**

The Board may authorize an amendment or amendments to these By-Laws. Any member may propose an amendment or amendments by submitting a written proposal to The Board. After approval by the Board, such amendment(s) shall be submitted to members for review by email

and read at the next scheduled meeting before the voting. Passage shall be by at least two-thirds of the members in attendance and voting.

*(Amendments to these By-Laws were reviewed and submitted in writing to the Board of Directors on December 3, 2013. The Board approved amendments and By-Law changes were read at the December 7, 2013 regular meeting. Amended By-Laws were further submitted to members by email on January 24, 2014 and minor changes were submitted. Additional changes were made August 3, 2022 with Board approval. Changes submitted to membership at the September 2022 meeting for vote.*

Sonya Chapman, Acting President

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Prepared by Suzanne Zielinski, Co-Founder

Prepared by Kathleen Karol, Vice President