

BYLAWS OF THE NORTHWEST PASTEL SOCIETY (A Nonprofit Corporation)

Article I

Name, Purpose and Functions

- A. Name of Corporation. The name of the corporation shall be, Northwest Pastel Society. Hereafter, the Corporation may be referred to as the *Society*.
- B. Purpose of Corporation. The principal purpose of the *Society* shall be to operate exclusively for religious, charitable, scientific, literary, or education purposes, within the meaning of Section 501 © (3) of the Internal Revenue Code, as amended (the *code*), including Artistic.

The *Society* is a nondiscriminatory organization, and does not limit membership or participation on the basis of race, color, creed or sex.

The *Society* was established to: (1) promote, encourage and foster creative painting with pastels: (2) promote and encourage pastel artists in their artistic growth and success: (3) promote instructive activities and exhibiting opportunities for the benefit of pastel artists: (4) Promote a fellowship of pastel artists: (5) promote public awareness about pastels.

The *Society* evolved as a formal organization to its present form in 1981 from a nucleus of local artists who had studied and exhibited together during the previous decade intent upon increasing public awareness and acceptance of pastel as a serious artistic medium. From this modest start, the *Society* has grown to a membership drawn from throughout the Pacific Northwest art organization to sponsor juried exhibits and promote showcase exhibits exclusively for pastel artists.

Article II

Organization

- A. There shall be four kinds of membership of this *Society*:
 - 1. Member
 - 2. Signature Member
 - 3. Patron Member
 - 4. Life
 - 5. Distinguished Pastel list
 - 6. Spousal Member
- B. Qualifications and expectations:
 - 1. Member: Anyone is eligible to become a Member upon payment of dues. Members have the privilege of voting, may hold any of the *Society's* offices, serve on any of the *Society's* committees, and may participate in *Members Only* exhibits. A member shall be in agreement with the objectives of the *Society* and pay required dues in support of *Society* Activities.
 - 2. Signature Member: Signature Membership shall be granted to a member in good standing after he or she has had three (3) paintings (one (1) per year) accepted into a juried Open International Exhibit. When this requirement has been fulfilled, the member shall be notified by the President that initials *NPS* may be affixed after their name. Signature Membership shall be for as long as the member is in good standing.

- a. Charter Signature Membership shall be granted to any member in good standing who has fulfilled the requirement for maintaining signature membership per Article II Section 2. Of the by laws in effect as of December 31, 1989.
 - b. All other (*exhibiting*) members at that time shall retain a non-signature membership.
3. Patron Member: Any person, business, or organization interested in participating in the promotion of the pastel medium may become a Patron Member by donating a sum of not less than \$100 or an equivalent amount of in kind service to the *Society*. Patron members are non-voting, non-exhibiting members, and may hold no current office in the *Society*. Patron members shall receive newsletters and a current membership mailing list.
 4. Life member: An honorarium for long service to the *Society*. Membership dues are waived for life.
 5. Distinguished Pastel list: Distinguished Pastel list designation shall be granted to recipients of three (3) of the top three (3) cash awards: Best of Show, President's Award and NPS Directors Award. The awards must be received in three (3) Open International Juried Exhibits. When this requirement has been fulfilled, the president that initials NPS shall notify the member, DP may be affixed after his or her name. Distinguished Pastel list designation shall be for as long as the member is in good standing.
 6. Spousal Member: Any two (2) people living under one roof; paying joint *dues* will be considered spousal members. They may hold any of the *Society's* offices, serve on any of the *Society's* committees, and may participate in Members Only Exhibits. They shall be in agreement with the objectives of the *Society* and pay the required dues in support of activities.
- C. Membership Application: Application for Membership shall be in writing on a form provided by the *Society*.
 - D. Dues: Dues shall be approved by a vote of the membership at the annual meeting.
 - E. Termination: Members shall be terminated for the following reasons:
 1. Non-payment of dues and or assessments.
 2. Public behaviors that is prejudicial to the reputation of the *Society*.
 3. Defamation of character.

Article III

Society Officers and Duties

- A. Officers. The board OF OFFICERS OF THE *Society* may consist of two categories, elected and appointed. The elected officers shall be President, one or more Vice Presidents, Secretary, and Treasurer. The appointed officers shall be the Open Juried Exhibit Chairperson, Membership chairperson, Newsletter editor, and assistants for any of the officers as needed.
- B. Elections and tenure. Officers of the *Society* shall be elected biannually at the election year annual meeting by simple majority of the votes cast by the membership present plus absentee ballots submitted. The President and Vice Presidents must

have been members for one (1) year prior to nomination. Officers are elected for a two (2) year term.

- C. Resignations. Officers wishing to resign must present their resignation in writing to the membership.
 - D. Vacancies. In the event that a vacancy occurs and a candidate does not step forward the President may appoint an officer. If it is an elected position the appointment is subject to ratification by two-thirds of the ballots cast within 60 days of the appointment. A vacancy of the office of President shall be filled by the 1st Vice President.
 - E. Duties of Officers.
 - 1. President: The president shall supervise the duties of the other officers and committees and shall have general responsibility for directing the ordinary affairs of the *Society*. The president shall present a proposed program and budget to the membership at the first meeting after installation of officers; shall appoint committee chairpersons and officers, call committee meetings when necessary, conduct all regular and special meetings, and shall oversee the activities and scheduling of *Society* events. The President shall supervise the publication of the *Society* newsletter. The President shall prepare an agenda for all business meetings which shall include announcements, reading of minutes, treasurer's report, committee reports and old and new business. The president shall be responsible for alerting the members and officers to matters, which may affect the *Society*. The President shall be responsible to the membership of the *Society*. The President shall be active in promoting the *Society* and pastel exhibits.
 - 2. First Vice President: In the absence of the President, the First Vice President shall preside at meetings and perform other duties of the President. The First Vice President shall assume the duties of the President when the President is unable. The First vice President shall assist the President in managing the affairs of the *Society*. The First Vice President shall be responsible for scheduling meeting programs, i.e. guest appearances, demonstrations, field trips, etc. The First Vice President shall assist the President in preparing news bulletins and promoting the *Society* and pastel exhibits.
 - 3. Second Vice President: The Second Vice President shall co-ordinate, as needed the compilation and maintenance of proposed or future exhibitions and workshops, which might be beneficial, and/or of interest to *Society* members. This file shall be made available for membership review at the monthly meeting. The Second Vice President shall oversee the organization and activities of Members Only Exhibits.
 - 4. Secretary: The Secretary shall have principal responsibility for recording and reporting minutes of all *Society* meetings and coordinating with the President a record of *Society* correspondence. NOTE: no individual member may correspond with any group or individual under the *Society's* name. All correspondence must be issued under the name of the President and with the President's approval.
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 - 5. Treasurer: The treasurer shall deposit funds received by the *Society* in the *Society's* bank account or accounts, and shall keep an accurate record of the receipts and disbursements of the *Society* including membership dues, reconciling the *Society* checking account, maintaining a file of all bank statements, cancelled

checks and deposit slips as well as all receipts for paid bills and purchases, and all un-paid bills. The Treasurer shall present to the membership at each regular meeting an up-to-date financial report showing the total receipts and disbursements for the preceding month, the previous bank balance and the present bank balance. The treasurer shall issue checks for all bills received by the *Society* or as directed by the President. If for any reason this cannot be done in a timely manner, the Treasurer shall give the checkbook and ledger to the President and the President shall pay the bills until the Treasurer is able to assume this duty or another Treasurer is appointed. The President, Treasurer and one other Officer shall be authorized to sign checks, of which any two (2) signatures shall be required. Any member or officer expending *Society* funds shall provide to the member or officer treasurer a receipt for same. The treasurer shall prepare and file any federal and state tax and information forms that may be required as each becomes due and shall retain a copy in the *Society* files.

When needed a petty cash fund shall be available as approved by the President in coordination with the Treasurer. The Treasurer of such funds used shall keep a record. The President and Treasurer shall agree on a bank for holding the *Society* funds. The Treasurer shall coordinate with the Membership Chairperson to insure maintenance of an up-to-date roster, which will be furnished to members at the beginning of the year. The Treasurer will coordinate processing membership applications with the Membership Chairperson. At the discretion of the NPS board, an accountant or bookkeeper may be retained to assist the Treasurer.

6. Membership Chairperson: The membership Chairperson shall receive all applications for membership. All those applying for membership shall be notified by the Membership chairperson under the signature of the President of their acceptance as soon as possible with a welcoming letter and a membership packet (which will include by-laws and a roster). The Membership chairperson shall coordinate with the Treasurer and the Newsletter Editor to insure maintenance of an up-to-date roster and mailing list.
7. Newsletter Editor: The *Society* Newsletter is important as a means to insure regular contact with all members on a timely basis. Therefore, the Newsletter editor shall oversee the composing, printing and mailing of the *Society's* newsletter not more than once a month or less than quarterly. The Newsletter Editor shall coordinate with the Secretary for the minutes of the last meeting, and with the President for anything he/she may want to print. The newsletter shall contain a listing of all officers and their phone numbers, information as to the time, location and activity of the next meeting, and the complete minutes including a complete treasurer's report of the last meeting. It may contain a listing of future exhibitions, workshops, etc., articles of interest to the membership, and a message from the President. The Newsletter Editor shall also compose and print any postcard notification that is necessary to inform the membership of upcoming events. The membership Chairperson shall supply the Newsletter Editor with an up-to-date roster.
8. Open Juried Exhibit Chairperson: The open Juried Chairperson shall oversee the organization and activities of the open juried exhibit. All correspondence

pertaining to this exhibit will go through this officer (in the name of the President). When a workshop is being held in conjunction with the Open Juried Exhibit, this Chairperson and the President shall select a Workshop Chairperson to oversee the organization of the workshop.

Article IV

Voting and Elections

The President shall appoint a Nomination Committee biannually, up to one year before election of officers. A slate of nominees shall be presented to the membership at the December meeting preceding election of officers. The biannual election of officers shall be the last new business on the agenda of the election year annual meeting. The President shall appoint an Election Proctor for this annual meeting. The Proctor shall appoint at least one (1) assistant. The absentee ballots received in envelopes marked *Ballot* shall be presented to the proctor unopened. In the case of a tie, another secret ballot (a run-off) shall be taken of the *Society* members present with only the top two (2) nominees on the ballot. Absentee shall not count in the run-off. All elections shall be by secret ballot. Ballots shall be sent to all members in the month prior to election of officers at the annual meeting in the election year (see Article III B). Absentee ballots shall be returned no later than one (1) day prior to the annual meeting if they are to be counted. The ballots may petition the Proctor for a recount by a written request within one (1) month. At the following meeting the Proctor shall conduct a recount with the help of at least one (1) assistant. This recount shall be final. The new officers shall be installed as the 1st order of business at the annual meeting.

Article V

Committees

There shall be several standing committees filled by volunteers and/or appointees or as deemed necessary.

- A. Hospitality Committee
- B. Past President's Advisory Committee. The past President's Advisory committee will meet with the President and/or *Society* officers as needed, in an advisory/ planning capacity. This committee will meet once annually with the Treasurer to audit the financial records and make a report to the membership. This committee may also function in a trouble shooting/sounding board capacity for the membership when appropriate or as needed.
- C. Nomination Committee. Appointed biannually one year before election of officers, as provided in Article IV (Voting and Elections).

Article VI

Irregularities

- A. Written report or complaint of misconduct or malfeasance by a *Society* member that reflects unfavorable or adversely impacts the *Society* may be made to the officers or to the Past Presidents' Advisory Committee by any person whether or not said person is a *Society* member.
The officers shall notify the member in writing stating the nature of the charge and the name of the person making the complaint within five (5) days of the

officer's decision to investigate the complaint. Should the officers investigate the complaint, they shall present their findings and recommendations to the membership in a confidential members only (executive) session. It is to be remembered that time is of the essence. The member in question shall have an opportunity to present his/her view at the same time that officers shall present their findings. Upon a two-third (2/3) written vote of the members present at any regular meeting of the *Society* where the officers shall make their findings and recommendations known to the members, the member in question shall abide by the vote.

- B. A report of misconduct of office by an officer may be made to the officers by any person whether or not said person is a *Society* member. The complaint shall be investigated and acted upon as in Section A, except that the officer in question shall not carry out their duties or participate in the investigation, and may be removed from office upon a two-thirds (2/3) vote of the membership present. An officer so removed shall not be automatically terminated from membership, unless terminated from membership under the provisions of Section A.

Article VII Amendments

- A. Proposed amendment to the Bylaws shall be submitted in writing to the membership at a regular meeting by the officers, the bylaws committee, or by a petition signed by at least twenty percent (20%) of the membership.
- B. The officers shall consider the amendment and pass on their recommendations to the membership at the next regular meeting.
- C. A copy of the proposed amendment shall be sent to each member of the *Society* within thirty (30) days of submission.
- D. Passage of the proposed amendment shall require approval of two-thirds (2/3) of the ballots cast.

Article VIII Dissolution

- A. A motion to dissolve the *Society* shall require a written petition of at least twenty percent (20%) of the members.
- B. Written notification of the motion shall be given to all *Society* members at least thirty (30) days in advance of its consideration.
- C. Approval of the motion shall require vote of three-fourths (3/4) of the ballots cast not less than sixty (60) days after first notification of a vote.
- D. Upon dissolution of the *Society*, the debts of the *Society* shall be paid. Any property or remaining assets of the *Society* shall be liquidated and donated to one or more charitable art organizations, provided that, such foundation or corporation has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, in a manner that business properties, and assets of the *Society*, or proceeds thereof shall then be used for and devoted to objects and purposes similar to the *Society*. Any such assets not so disposed of by the Court of Common Pleas of the county in which the

principal office of the *Society* is located to exempt 501(c) (3) organizations as set forth above.

Article IX

Ratification

- A. Ratification of the Bylaws shall require approval of three-fourths (3/4) of the members present at a regular or special meeting. Absentee ballots shall be accepted.
- B. The Bylaws shall take effect immediately upon passage.

Article X

Provisions for regulation of Internal Affairs of the *Society*

- A. No part of the net earnings of the *Society* shall inure to the benefit of any individual, except that the *Society* shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I of the Bylaws.
- B. The Northwest Pastel Society name and logo shall not be used to promote or sponsor any event or activity without the express written permission of the *Society's* Board of Officers. Its name is reserved for the collective benefit of its membership.

Article XI

Fiscal Year

The fiscal year of the *Society* shall begin with the first day of January and end with the thirty-first day of December. The annual meeting will be held at the beginning of the year (January-baring any unforeseen circumstances).

Article XII

Parliamentary Authority

Robert's rules of Order, Revised shall govern procedure at all meetings of the *Society* as the ultimate authority clarifying action of the officers and *Society* members.

Article XIII

Amendments to Bylaws

The Bylaws may be amended at any regular meeting of the *Society* by a two-thirds (2/3) vote of the ballots cast provided notice of the proposed change has been submitted to each member in writing at least thirty (30) days prior to the time action is to be taken.

These revised Bylaws were adopted at a meeting of the members of the Northwest Pastel Society on the 10th day of May 1997 in the city of Seattle, County of King, State of Washington.

Peggy Braeutigam, President
Darlene Morgensen, First Vice President
Lynett Fink, Second Vice President
Jo Bowers, Secretary

Dorene Elster, Treasurer

Northwest Pastel Society Web Site

<http://www.nwps.org>

As a service to members with Internet Services, NPS provides a *Communications Links* page on the *Members Only* pages of its web site. To have your name and e-mail address included, you must authorize its publication and therefore contact the Webmaster (Jennifer@televar.com) via e-mail. This means of authorization also allows the Webmaster to verify that our record of your address is correct. If for some reason you feel that NPS e-mail is not getting to you, go to the communications links page and click on your name. Send yourself a message. If you get your message everything is okay. If you do not get your message, contact the webmaster (Jennifer@televar.com) It is important that your e-mail address be kept current as it is by this means that we keep you informed of any changes to the access code for the *Members Only* page.

Elected Officers

Trish Harding, President
Helen Dorn, Interim Vice President
Shirley Fjoslien, Secretary
Gary Gumble, Treasurer

Appointed Officers

Beth Brooks, Second Vice President
Miki Willa, Membership Chair
Judith Hill, Historian
Penny Chadwell, Webmaster

All information to be posted to the NPS website should be emailed to:

Penny Chadwell, Webmaster

pennychadwell@mac.com or webmaster@nwps.org

All correspondence other than newsletter items, membership application and dues, should be mailed to:

Trish Harding, President

310 W Holly St.

Bellingham, WA 98229

Membership Applications, dues, and corrections to this roster should be mailed to:

NPS Membership Chair, Mikki Willa