

BYLAWS of the Pastel Society of Colorado
Adopted November 2008
(Amended on November 2020)

Pursuant to the provisions of the Colorado Non-profit Corporation Act, the Undersigned Corporation, pursuant to a resolution duly adopted by its membership, hereby adopts the following bylaws.

ARTICLE I. NAME

The Name of the Corporation is PASTEL SOCIETY OF COLORADO (hereinafter referred to as "PSC").

ARTICLE II. LIFE OF THE CORPORATION

The period of its duration is perpetual.

ARTICLE III. MISSION

The Mission of the PSC is to enlighten and educate the public about art using pastel as the medium. In promotion of this mission, the PSC will encourage the use and understanding of pastel as a painting medium for student, emerging, and professional artists. To advance these goals, the PSC will utilize, but is not limited to, the following activities: pastel shows, workshops, lectures, demonstrations, symposia, paint outs, and awards and donations at art shows.

ARTICLE IV. PARLIAMENTARY AUTHORITY

The rules contained in the Modern Edition of Robert's Rules of Order shall govern, except where they are inconsistent with the laws of the State of Colorado.

ARTICLE V. MEMBERSHIP

Section 1. Qualifications of Members

Membership in the PSC is open to all people who have an interest in art and the pastel medium.

Section 2. Requirements of Members

The payment of annual dues is required of all PSC Members, except for Honorary Life-Time Members.

Section 3. Membership Categories

There shall be the following membership categories:

- a. Associate: These are artists or interested persons who have been admitted to the membership in the PSC and whose dues are current.
- b. Signature Member: An Associate Member meeting the established PSC's Signature criteria as set by the Board of Directors.
- c. Master Signature Member: A Signature Member meeting the established Master Signature Member criteria as set by the Board of Directors.
- d. Honorary Life-Time Member: An Honorary Membership may be granted to an individual who has made a highly significant contribution to the PSC as defined by criteria set by and a nomination supported by a 90% favorable vote of the Board of Directors. Dues are not required of Honorary Members.

Section 4. Responsibilities of Members

- a. As Individuals - Voting Members of the PSC are 18 years of age or older and may be elected to the Board of Directors. Eligible voting Members of the PSC, acting in accordance with provisions in these bylaws, are responsible for electing a Board of Directors and its Officers to whom they delegate responsibility for the direction of the PSC.
- b. As a Corporate Body - The PSC's voting Members, acting in accordance with provisions of these bylaws, are responsible for having the final vote on any changes in the constitution and bylaws and on any questions affecting the PSC's Members, and discharging other responsibilities that are outlined in these bylaws, such as approving an annual report from Board of Directors for the past year, discussing proposals for the ensuing year, and acting on matters submitted by the Board of Directors for a vote at the Annual Membership Meeting.

Section 5. Membership Meetings

There will be a minimum of six general meetings including the annual meeting at a time and place decided by the Board of Directors. Members, as well as non-members, are welcome to attend any meeting. Attendance of non-members is especially encouraged in order to interest people in joining the organization and benefit from its educational mission.

- a. Regular Membership Meeting: Members convene at times specified by the Board of Directors. The agenda for the regular meetings may include but is not limited to: welcoming new members and visitors, brief summary of recent organizational business, announcement of upcoming events and opportunities for artists, a demonstration, a critique session, or other program.
- b. Annual Membership Meeting: A general meeting in the fall shall be known as the Annual Membership Meeting, and shall be for the purpose of receiving annual reports, presenting proposed bylaw changes and

proposed slate of directors and officers, and conducting any other business that may arise. It shall be held at a central location accessible to members across the state.

- c. Special Membership Meetings. Special membership meetings shall be called by the President of the Board of Directors, upon action of the Board of Directors, or upon written request of twenty-five (25) or more voting Members. Notice of all Special Membership Meetings shall state matters to be considered, and no other business shall be transacted.

ARTICLE VI. MEMBERSHIP DUES

Section 1. Annual Dues Cycle

The annual dues in the PSC are set by the Board of Directors, are non-transferable, and are subject to change by a vote of the Members at the Annual Membership Meeting, for all classifications of membership. Dues are payable by December 31 for the ensuing year. Any new Member joining the PSC after the Annual Membership Meeting will be in good standing for the remainder of the current year and for the following year.

Section 2: Reinstatement of Lapsed Membership

A grace period of thirteen months from January 1 of the current year through January 31 of the following year will be honored, after which all status and points accumulated towards Signature and Master Signature Member status will be forfeited, if not paid by the end of January. The Board of Directors may reinstate a lapsed membership based on dire circumstances, such as a life-threatening illness or accident. Reinstated members must pay back dues for the lapsed year.

ARTICLE VII. DISSOLUTION

No part of the income or assets of the PSC shall be distributed to, or inure to, the benefit of an individual. Upon dissolution of the assets on hand 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 VIII. POWERS

Section 1. General Powers

The PSC, acting through its Board of Directors and the vote of the Members, shall have the general powers to adopt and alter Bylaws, amend its Articles of Incorporation, consolidate or merge with any other corporation, and exercise every

right, power, and privilege necessary, incident or pertaining to its business, object or purposes, and to conduct its affairs as a non-profit Corporation under the laws of the State of Colorado.

Section 2. Standing Rules

Standing Rules can be put into effect by a majority of the Board of Directors present at any meeting. Standing Rules, which are temporary, can be added to or removed by the next year's elected Board of Directors. If they are found to be of major importance, they can be added to the proposed Bylaws at an Annual Membership Meeting. When a Standing Committee is appointed, its duties will be enumerated in the Standing Rules.

ARTICLE IX. BOARD OF DIRECTORS

Section 1. Board Composition

The management of the PSC shall be under the control of a Board of Directors. The PSC shall maintain 10 – 20 Directors on its Board. The Board of Directors shall have the following Officers: President(s), Eastern Vice President(s), Western Vice President(s), Secretary(s), and Treasurer(s). The Board of Directors shall also include the Immediate Past-President and Directors at Large. There may be more than one person holding an Officer position at the same time, allowing for the duties to be shared by the Co-Officers. The Board of Directors and their Officers are elected by the Membership.

Section 2. Qualification for Membership on the Board of Directors

Candidates for membership on the Board of Directors must be qualified Voting Members of the PSC.

Section 3. Board Responsibilities

- a. Attend meetings in person, by telephone, or via conference call;
- b. Participate in ongoing discussions of board business between meetings;
- c. Determine and carry out the policies and programs of the PSC;
- d. Control operating funds and capital assets for the use and benefit of the PSC;
- e. Approve contracts, leases, and promissory notes;
- f. Communicate the PSC's mission to Members and ensure that they have opportunities to take part in furthering the mission;
- g. Present an annual report of activities and financial status to the PSC's Members at the Annual Membership Meeting.

Section 4. Directors' Term of Office, Resignation and Vacancies

- a. Term of Office:

- i. **Officers:** All Officers, with the exception of Eastern Vice President, shall serve a two-year in-office term and may be re-elected for up to two additional two-year terms. The Eastern Vice President shall serve a one-year term (consistent with Article IX, Section 9 (b)(iv)). Whenever possible, Co-Officers terms shall be staggered such that when one Co-Officer's second year begins, the other Co-Officer's first year begins.
 - ii. **Directors At Large:** All Directors at Large shall serve a two-year term and may be re-elected for two additional consecutive two-year terms. Any Director at Large who has served three (3) consecutive terms may be re-elected after a one year absence following their completion of the third term.
 - iii. **Immediate Past President:** The Immediate Past President shall automatically serve one (1) one-year term (not elected) and may be eligible for any Board position after serving that term.
- b. **Exception to Term of Office:** Under special circumstances, an officer can be asked to continue to serve upon a 2/3 vote of the Board of Directors.
 - c. **Resignation:** Any Director or Officer who wishes to leave office during his or her term shall file a letter of resignation with the President/Co-Presidents.
 - d. **Vacancies:** The first order of business at any Board meeting following creation of a Board vacancy shall be the filling of said vacancy by a majority vote of a quorum of the Board of Directors. The person elected to fill such a vacancy shall serve the remainder of the term and shall be eligible for nomination and election by the Membership for additional terms as specified in Section 4(a).

Section 5. Board Meetings

- a. **Regular Board Meetings:** The Board of Directors shall meet a minimum of four times annually or at such times they deem necessary. All meetings of the Board shall be open to all Members. Any member shall be included on the agenda if one week's notice has been forwarded to the President(s)/Co-President.
- b. **Special Board Meetings:** The Board shall meet when requested to do so by two or more members of the Board. Notice of a Special Board Meeting shall state the matters to be considered, and no other business shall be transacted.

- c. Quorum: The quorum for meetings of the Board of Directors shall consist of five (5) members of the Board, including two Officers participating in person.

Section 6: Action Without Board Meetings

The PSC's Board of Directors may take action by written or an email vote absent a meeting, provided that notice stating the action to be taken and the time by which a Director may respond is transmitted in writing to each Director. A majority vote of the quorum is required in order for Board action. The actions taken hereunder shall be published in the minutes

Section 7: Motions

- a. Motions may be made to the President(s)/Co-Presidents by PSC Directors and Members in person or in writing.
- b. Motions brought before the Board shall be adopted when approved by a majority of the Board members present, if there is a quorum at any Board meeting.

Section 8: Removal of a Director or Officer

A Director elected by voting Members may be removed by the voting Members only at a meeting called for the purpose of removing that Director. The meeting notice shall state that the purpose, or one of the purposes, of the meeting is the removal of the Director. A Director may be removed only if the number of votes cast for his/her removal is at least equal to votes required to elect a Director. Such a meeting shall be held within 30 days following a written request signed by 3 or more members.

Section 9: Duties of the Officers

Duties of the PSC Officers are as follows:

- a. **President/Co-Presidents**
 - i. The President(s) will inform himself/herself of the procedures set forth in the Parliamentary Authority concerning the duties of the office and proceed wherefrom;
 - ii. The President(s) shall appoint the chairpersons of the Standing Committees and in conjunction with the chairperson, select the members of these committees;
 - iii. The President(s) or one of the Co-Presidents will be the authorized signatory on the PSC's bank account;

- iv. The President(s) will sign, or approve in writing the signing by another Officer of the Board, of all contracts or other non-monetary instruments authorized by the Board of Directors;
- v. During the year following his/her term of Office, he/she will serve as a member of the Board of Directors with full voting privileges thereof.

b. Eastern Vice President

- i. The Vice President(s) will inform himself/herself concerning the duties of the office and proceed wherefrom;
- ii. The duties of the Vice President(s) are as set forth in the Parliamentary Authority;
- iii. In the absence of the respected President(s) or Co-President, the Vice President shall act as President in organizing, structuring and running the events of the PSC until the return of the President(s);
- iv. The Eastern Vice President agrees to the expectation of being the President-elect, although the election of the next year's President may be competitive.

c. Western Vice President/Co-Vice Presidents

- i. The Western Co-Vice Presidents will inform himself/herself concerning the duties of the Office in organizing, structuring, and running the events of the Western Slope Region;
- ii. The duties of the Co-Vice Presidents are as set forth in the Parliamentary Authority;
- iii. The Western Co-Vice Presidents may be authorized signatories on the PSC's bank account for Western slope business.

d. Secretary

- i. The Secretary will inform himself/herself of the procedures set forth in the Parliamentary Authority concerning the duties of the office and proceed wherefrom;
- ii. The Secretary of the PSC is also the Secretary of the Board of Directors;
- iii. The Secretary shall assume the duties of the President(s) in the absence of the President and Vice Presidents.

e. Treasurer

- i. The Treasurer will inform himself/herself of the procedures set forth in the Parliamentary Authority concerning the duties of the office and proceed wherefrom;
- ii. The Treasurer will keep a record of all the financial transactions of the PSC. This record will be kept current and available for audit by any authorized agency;
- iii. The Treasurer shall have charge of the PSC's checking account, be liaison with the bank, and be the primary signatory on all checks and/or online transactions with the bank;
- iv. The Treasurer and/or another authorized signatory will have the ability to sign all checks in the amount of \$1000.00 or less. For checks over \$1000.00, the Treasurer can sign with the written approval of the President(s);
- v. The Treasurer may work with outside accounting experts to file required Federal, state, and local financial reports.

f. Immediate Past-President

- i. The Immediate past-President has completed a term as President and/or co-President;
- ii. He/she will share expertise, contacts, and perspectives important to developing and implementing the PSC's policies and activities;
- iii. He/she shall remain on the Board and its Executive Committee for one year.

ARTICLE X. ELECTIONS

Section 1. Nominations

Prior to the May Board meeting, the PSC's Board of Directors shall appoint a Nominating Committee to receive nominations from the Membership of candidates for the next year's Board of Directors and its Officers. The Nominating Committee shall inquire with nominees of their interest in serving as a Director and/or Officer and, if interested, request information about their relevant prior experience. Working with the Board of Directors, the Nominating Committee will develop a slate of candidates that shall be presented for approval at the Annual Membership Meeting.

Section 2. Ballots

The Board of Directors shall instruct the Nominating Committee to prepare ballots listing the nominees, including spaces for write-in candidates and including any proposed changes to the bylaws.

Section 3. Elections

The ballot shall be distributed to the Membership in the first week of November. The online voting process closes at midnight on November 30. The votes are counted by the Membership chair and reported to the Members in the December e-newsletter.

ARTICLE XI. ADVISORY COUNCIL

The PSC's Advisory Council serves to retain individuals to serve as advisors and through their experience, prestige, and external affiliations may help to further the organization's mission. Qualifications of Advisors include, but may not be limited to: prior service as a Director, Master Signature Status, national to international recognition for artistic achievements, and other criteria as deemed appropriate by the Board of Directors. An advisor is appointed by the Board of Directors for a two-year term.

ARTICLE XII: COMMITTEES

The Board of Directors shall appoint Chairs of Standing Committees whose work is essential to the mission of the PSC. The Chairs shall recruit Committee participants from the Membership and outside partners, if appropriate. Special or ad hoc Committees shall be appointed by the Board as deemed necessary.

ARTICLE XIII. INDEMNIFICATION

Section 1.

The PSC does hereby indemnify to the maximum extent legally permissible each Director and Officer and former Director and Officer of the PSC, and each individual who serves at its request as a director, officer or trustee of another corporation, Partnership, Joint Venture, Trust, other Enterprise or Employee benefit plan, against expenses (including attorney's fees) in connection with or arising out of any threatened or pending or completed claim, action, suit, proceeding, issue or matter of whatever nature, whether civil, criminal, legislative, administrative or investigative, in which he or she may be involved as a party or otherwise by reason of his or her being or having been such Director, Officer, director, officer, or trustee, that no person will be indemnified for any act of dishonesty, willful malfeasance, illegal conduct, or breach of fiduciary duties to PSC.

Section 2.

This indemnification includes amounts paid or incurred in connection with reasonable settlements if made with a view to this curtailment of the cost of litigation.

Section 3.

This indemnification includes amounts paid or incurred in connection with acts of negligence, whether liability on the part of such Director, Officer, director, officer or trustee exists as to the PSC, its Directors, Officers, agents or employees or as to third parties, including creditors.

Section 4.

This indemnification also extends to any criminal action, suit, investigation, or proceeding, provided that the same shall be dismissed against such Director, Officer, director, officer or trustee or that he or she shall have been found not guilty. Such indemnification likewise extends to a criminal action, suit, investigation or proceeding that is terminated by a plea of nolo contendere, or its equivalent, to the charge of misdemeanor, provided that the conduct complained of on the part of the

Director, an Officer, director, officer or trustee was done in good faith and with the belief that it was in the best interest of the PSC and on the reasonable assumption of its legality.

Section 5.

No such reimbursement of indemnification shall relate to any expense incurred in connection with any matter as to which such Director, Officer, director, officer or trustee has been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to the PSC exclusive of issues of matter not related to the conduct on which the judgment was based, unless and only to the extent that the court in which the action or suit was brought shall determine that despite such adjudication of liability and in view of all the circumstances of the case, such Director, Officer, director, officer or trustee is fairly and reasonably entitled to indemnification for those expenses that the court shall deem proper.

Section 6.

The indemnification provided by the by-law shall not be deemed exclusive of any other rights which such Director, Officer, director, officer or trustee may have under any agreement, vote of the Board of Directors or otherwise.

Section 7.

No indemnification shall be made under this Article XIII if such indemnification would result in any liability for tax under chapter 42 of the internal Revenue Code of 1986

Section 8.

Every provision of this Article XIII is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article XIII.

Approved on this Date November 30, 2020
Submitted to the Colorado Secretary of State on December 07, 2020

Officers' Signatures:

Co-President David Dubas

Co-President Ross James

Vice President(s) Dale Harding

Secretary(s) Cathy Schlein

Treasurer(s) Xenia Sease and Phoebe Kaplan

Immediate Past President(s) Lisa Hale