

## **BYLAWS OF THE PASTEL SOCIETY OF COLORADO**

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 aka PSC

### **ARTICLE II Life of the corporation:**

The period of its duration is perpetual.

### **ARTICLE III Objects:**

The goals of the PSC are: to encourage the use and understanding of pastels, provide education about pastels and promote the use of pastels as a viable painting medium. To advance these goals, the Corporation will utilize, but is not limited to:

- (A) Pastel Shows
- (B) Workshops
- (C) Lectures
- (D) Demonstrations
- (E) Symposia
- (F) 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.

There shall be four membership categories: Associate, Patron, Honorary and Signature.

- (A) Associate: These are artists or interested persons who have been admitted to membership in PSC and whose dues are current. Associate members shall have full voting privileges and are eligible to serve on the Board of Directors.
- (B) Patron: an Associate Member paying double or more dues.
- (C) Honorary: An Honorary Membership may be granted by a unanimous vote of the Boards of Directors and approval of the Membership to any person who has made a significant contribution to PSC.
- (D) Signature: An Associate Member meeting the established signature criteria.
- (E) Spouses of member will be encouraged to participate in all PSC activities, and will have all privileges except voting and holding office.

#### Section 2.

There will be no restriction to membership and participation in PSC due to race, age, color, creed, gender or sexual orientation.

### **ARTICLE VI Dues:**

#### Section 1.

Dues are determined by the Membership and are non-transferable. The dues period will be from January 1 through December 31 and are payable in January. Any new member joining the PSC after the September General Meeting will be in good standing for the remainder of the current year and for the following year.

Section 2.

The annual dues in PSC are set by the Board of Directors, and are subject to change by a vote of the Board at the Annual Meeting, for all classifications of membership.

**ARTICLE VII Dissolution:**

No part of the income or assets of the Corporation shall be distributed to, or inure to, the benefit of any individual. Upon dissolution of the Corporation, 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:**

The Corporation, acting through its Board of Directors, 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.

**ARTICLE IX Board of Directors:**

Section 1.

The management of this Corporation shall be under the control of a Boards of Directors. The Board of Directors shall consist of the President and/or Co-Presidents, the Eastern Vice President, the Western Vice President, the Secretary, the Treasurer, the immediate Past President, and one at large Director for each 25 members, or a fraction thereof, calculated on the date the nominating committee reports (i.e., if on the date the nominating committee reports there are 215 members in good standing, the ballot will provide for the election of 9 at large Directors, in addition to Officers). At large Directors will be elected by the membership.

Section 2.

The quorum for meetings of the Board of Directors shall consist of five (5) members of the Board. The quorum shall have at least two officers of the Corporation present.

(A) Motions may be made and votes may be cast by Board Members by E-mail or by telephone or telefax.

(B) Motions brought before the Board shall be adopted when approved by a majority of the Board or by a majority of the Board members present if there is a quorum at any Board meeting or by a majority of a quorum obtained by electronic means as stated below (par. IX.2.C.).

(C) The Board may meet and propose motions if at least 5 members are present, but may not approve a motion until a quorum is obtained by telephone, Email, telefax or at a reconvened meeting where a quorum is present.

Section 3.

The Board shall meet when requested to do so by two or more members of the Board.

(A) All meetings of the Board shall be open to all members.

(B) A member may be included on the Agenda if one week's notice has been forwarded to the Chairman.

Section 4.

If any officer cannot complete the term for any reason, the directors then in office, may choose, by a majority vote, a successor. The first order of business at any meeting following creation of a vacancy of an officer of the Board of Directors shall be the filling of said vacancy by the Board.

Section 5.

An officer or member of the Board of Directors shall be recalled from office if requested by a majority of the Board.

Section 6.

The Board of Directors shall meet a minimum of four times annually or at such times as they deem necessary.

**ARTICLE X Duties of Officers:**

The duties of the officers are as follows:

Section 1. Duties of the President:

- (A) 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.
- (B) The President(s) shall appoint the chairpersons of the standing committees and in conjunction with the chairperson select the members of these committees.
- (C) The President(s) will be one of the authorized signatures on the PSC bank account, contracts, or other instruments authorized by the Board of Directors.
- (D) 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 thereon.
- (E) The President(s) will sign, or approve in writing the signing by another officer of the Board, all contracts or other non-monetary instruments authorized by the Board of Directors.

Section 2. Duties of the Eastern Vice President:

- (A) The Eastern Vice President will inform himself/herself concerning the duties of the office and proceed wherefrom.
- (B) The duties of the Eastern Vice President are as set forth in the Parliamentary Authority.
- (C) In the absence of a President(s) from the Eastern Region, the Eastern VP will act as President in organizing, structuring and running the events of the Eastern Region meetings.

Section 3. Duties of the Western Vice President:

- (A) The Western Vice President will inform himself/herself concerning the duties of the office and proceed wherefrom.
- (B) The duties of the Western Vice President are as set forth in the Parliamentary Authority.
- (C) In the absence of a President(s) from the Western Region, the Western VP will act as President in organizing, structuring and running the events of the Western Region meetings.

Section 4. Duties of the Secretary:

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

Section 5. Duties of the Treasurer:

- (A) The Treasurer will inform himself/herself of the procedures set forth in the Parliamentary Authority concerning the duties of the office and proceed wherefrom.

(B) The Treasurer will keep a record of all financial transactions of the PSC. This record will be kept current and available for audit by any authorized agency.

(C) The Treasurer shall have charge of the PSC checking account, be the liaison with the bank, and be the primary signature on all checks.

(D) The Treasurer and/or another authorized signatory will have the ability to sign all PSC checks in the amount of \$1000 or less. For amounts over \$1000, the Treasurer can sign with the written approval of the President(s).

#### **ARTICLE XI Election of Officers:**

##### Section 1.

The officers shall be elected by ballot by members of good standing. The ballot shall be distributed in the November newsletter. All of the Officers of the Corporation shall hold their offices for one year, beginning January 1 and ending December 31, and be eligible for additional consecutive terms, without limitation.

##### 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 include any proposed changes to the Bylaws.

##### Section 3.

The ballots must be returned by mail or handed to the Membership Committee Chair by December 31.

##### Section 4.

A Director, but not Officers, shall serve a two-year term and is eligible for election for two additional terms. A Director, who has served three terms, may be re-elected after one year following his or her completion of a third term.

#### **ARTICLE XII Meetings:**

##### Section 1.

There will be a minimum of six general meetings including the Annual Meeting at a time and place decided by the board of Directors.

##### Section 2.

A general meeting in September shall be known as the Annual Meeting, and shall be for the purpose of: receiving annual reports, amending the Bylaws and conducting any other business that may arise.

#### **ARTICLE XIII Committees:**

##### Section 1. Standing Committees:

(A) Standing Committees and duties of such shall consist of:

1) Membership –

The Membership Committee shall record the ballots in the general election and report the results to the Board; receive applications for new and renewing membership; and keep a current list of active members.

2) National Show Committee –

The National Show Committee shall organize all of the events and activities associated with the annual Mile High National Show. Any out-of-town travel expenses of the National Show Chair and committee members will be reimbursed by PSC at the then applicable GSA rate.

3) Programs –

The Program Committee shall arrange for the educational programs to be conducted at the meetings of the members, and any other special programs as the Board may request.

4) Newsletter –

The Newsletter Committee shall prepare the PSC newsletter, to be issued 6 times per year.

5) Signature Membership Qualification –

The Signature Membership Committee shall review applications for signature membership, verify whether the applicant has met the criteria, and bring the names of the qualified applicants to the Board for approval.

6) Nominating –

The President shall appoint a Nominating Committee 70 days prior November 1. This committee shall consist of two or more members. The nominating committee shall present a slate of candidates to the Board of Directors no later than the September Annual Meeting.

(B) When a standing committee is appointed, its duties will be enumerated in the By-laws.

**Section 2. Special Committees:**

Such special committees or ad hoc committees as may be deemed necessary by the Board shall be appointed by the Board.

**ARTICLE XIV Indemnification:**

**Section 1.**

The Corporation does hereby indemnify to the maximum extent legally permissible each Director and Officer and former Director and Officer of the Corporation, and each individual who served 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 attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her 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.

**Section 2.**

This indemnification includes amounts paid or incurred in connection with reasonable settlements if made with a view to this curtailment of the costs 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 Corporation, 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 a charge of misdemeanor, provided that the conduct complained of on the part of the Director, Officer, director, officer or trustee was done in good faith and with the belief that it was in the best interest of the Corporation and on the reasonable assumption of its legality.

Section 5.

No such reimbursement or 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 Corporation, exclusive of issues or matters 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 XIV 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 XIV 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 XIV.

Approved the 22<sup>nd</sup> day of August, 2009

A handwritten signature in black ink, appearing to read 'Kathy J. Imel', is written over a light gray rectangular background.

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Kathy J. Imel, Secretary