

# Oklahoma Pastel Society

## Bylaws

Revised June 28, 2016

### ARTICLE I: NAME

The name of this society shall be Oklahoma Pastel Society (OPS).

### ARTICLE II: PURPOSE

The purpose of this non-profit society shall be to promote the study and practice of pastel art, to encourage individual excellence, and to foster a wider appreciation and deeper understanding of pastel, its history and applications, by the free interchange of ideas and techniques.

Said organization is organized exclusively for charitable, religious, educational, and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the organization, assets 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. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE III: MEMBERSHIP

**Section 1.** The membership shall be open to anyone interested in pastel and who supports the society by paying the annual dues.

**Section 2. Members** shall be entitled to attend all program meetings of the Oklahoma Pastel Society and participate in all general art exhibitions sponsored by OPS. They shall be granted all rights and privileges determined by the elected Board of Directors.

**Section 3.** Members may attend all Board of Directors meetings. Any member wishing to bring a matter before the Board may make such request in writing to the President at least one week prior to the regularly scheduled program meetings. Members not elected to the Board may not discuss or vote on matters before the Board.

**Section 4.** Persons who have not paid their dues by June 31<sup>st</sup> shall no longer be entitled to the rights and privileges of the OPS. However, all rights and privileges shall be restored upon receipt of said dues. A guest may attend one OPS meeting prior to paying their membership dues.

**Section 5.** Anyone joining the OPS prior to June 1, 2004 shall be considered a Charter Member.

### ARTICLE IV: DUES

Dues shall be \$35 payable annually on June 1 for the following year. Dues will not be prorated. Changes in dues and dues procedures may be proposed and approved by the Board with a thirty day advance notice given to the general membership.

## **ARTICLE V: BOARD OF DIRECTORS**

**Section 1.** The Board of Directors shall consist of the current slate Officers (President, Vice-President, Secretary and Treasurer), immediate Past-President, and current Standing Committee chairs. Standing Committee Chairs include Show Chair, Refreshments Chair, Program Chair, Membership Chair, Publicity Chair, Communications Chair, Newsletter Chair, Exhibition Chair and Workshop Chair. The Board will not consist of less than nine (9) members.

**Section 2.** Chairs and elected officer positions may be held by the same individual. All Chairs and officers must be members in good standing, with dues paid prior to taking office.

**Section 3.** The business management and affairs of OPS shall be under the direction and control of the Board of Directors. The officers and Board of Directors shall have authority to authorize agreements, incur liabilities, expend funds and attend to such other matters connected with the conduct of the OPS.

**Section 4.** The Board of Directors shall meet prior to the regularly scheduled program meeting in order to conduct OPS business.

**Section 5.** Any Director who fails to carry out the duties of the office, or fails to attend Board meetings without just cause, shall be removed from the office by a majority vote of all Directors.

**Section 6.** Any vacancy of the Board of Directors shall be filled by a majority vote of the remaining Directors. Any interim appointment shall be only for the unexpired term.

**Section 7.** Five Directors shall constitute a quorum capable of transacting any business for the OPS.

## **ARTICLE VI: ELECTIONS**

**Section 1.** The President shall announce upcoming elections at the March Program meeting and appoint a nominating committee at that time.

**Section 2.** The Nominating Committee shall consist of two current Board Members, the immediate Past-President, and two members-at-large.

**Section 3.** The Nominating Committee shall present a slate of officers and committee chairmen. Nominations will also be accepted from the floor. All nominations will require seconding. Members may nominate or second for themselves.

**Section 4.** Officers and committee chairmen shall be elected by simple majority from the membership in good standing present at the May Program meeting. Voting may be by a show of hands.

**Section 5.** Officers and committee chairmen shall assume responsibilities on June 1.

## **ARTICLE VII: FISCAL YEAR / MEETINGS**

**Section 1.** The fiscal year shall be from June 1 thru May 31.

**Section 2.** The Program meeting shall be conducted on the second Monday of the month, September through May.

**Section 3.** The purpose of the meeting shall be the free interchange of ideas and techniques through demonstrations, lectures and participation.

#### **ARTICLE VII: OFFICERS AND DUTIES**

**Section 1. President:** The President shall preside at all Board and Program meetings, keeping members informed of major decisions or actions taken by the Board at the latest Board meeting. The President shall be actively involved and knowledgeable in the complete workings of all offices and committees.

**Section 2. Vice-President:** The Vice-President shall carry on the duties of the President if for any reason the President is unable to perform the duties, having the same authority as the President. If the office of President is permanently vacated for any reason, the Vice-President shall become the President for the unexpired term of election, and a new Vice-President shall be appointed by the Board. The Vice-President is responsible for knowing the location and condition of all physical assets.

**Section 3. Secretary:** The Secretary shall keep minutes of all meetings and publish those minutes on the OPS website after providing copies to the Board of Directors. The Secretary shall keep records of resolutions, election results, and make the updates to the by-laws when passed by the Board of Directors.

**Section 4. Treasurer:** The Treasurer shall be responsible for all accounts receivable and payable as directed by the Board of Directors, President or Vice-President. The Treasurer shall keep the financial books and give a full accounting annually to the membership. The Board may request a financial accounting for their monthly meeting. The current Treasurer and President shall be the two authorized signatures on the bank account (s). Only one signature will be required on each check. An audit of the books will be conducted by the incoming treasurer, out-going treasurer, and one member in good standing that is not on the Board of Directors.

#### **ARTICLE VIII: COMMITTEE CHAIRS AND DUTIES**

**Section 1. Show Chair:** shall organize a committee to conduct, coordinate, and publicize the OPS art shows, including receptions.

**Section 2. Refreshment Chair:** shall organize a committee to furnish refreshments at all Program meetings.

**Section 3. Program Chair:** shall organize a committee to book quality lectures and demonstrations by professional artists, photographers, museum directors, or gallery owners for the Program meetings.

**Section 4. Membership Chair:** shall organize a committee to record all membership dues and transactions, including meeting sign-in sheets. The committee shall produce a membership directory, reports any new members, and introduces guests at meetings.

**Section 5. Publicity Chair:** shall organize a committee to oversee all publicity involving the OPS, including but not limited to, program meetings and Art Shows.

**Section 6. Communication Chair:** shall organize a committee to monitor, create where required, and coordinate the OPS internet activities, including the OPS website.

**Section 7. Newsletter Chair:** shall organize a committee to produce a monthly newsletter for distribution by e-mail and placement on the OPS website.

**Section 8. Exhibition Chair:** shall organize a committee to oversee and locate potential places to display members' art.

**Section 9. Workshop Chair:** shall organize committee to arrange and book workshops taught by professional artists for the continuing education of current members.

#### **ARTICLE IX: AMENDMENTS TO BY-LAWS**

Any changes to this document shall be approved by a majority of the OPS Board of Directors.

#### **ARTICLE X: STANDING POLICIES**

**Section 1. Workshops:** A set deposit is required to reserve a person's place in a workshop. Money shall be collected by and / or mailed to the Workshop Chairperson, who promptly forwards the money to the treasurer for immediate deposit. Final payments are due 30 days prior to the workshop. Refunds for workshop fees or deposits will only be given if another attendee can be found for that spot, and finalized by the Workshop Chair.

**Section 2. Workshop Expense Reimbursement:** Reimbursement for long distance phone calls, workshop printed materials, mailings, etc, shall be made out of the Workshop registration fees. Mileage fees will not be paid.

**Section 3. Housing the Artists:** In selecting the person to house a guest artist, the Workshop Chairperson shall allow members the opportunity to volunteer to house the artist, ensure a rotation of members hosting, and give priority to members attending the workshop. Artist requests shall be utilized when possible.

**Section 4. Internet Website:** The OPS shall maintain an Internet website. The website will allow members to access the OPS calendar of events, current newsletter, latest meeting minutes, and other such material as the Board of Directors deem appropriate. The website will offer each member the opportunity to display one of their artworks at no charge to the artist.