

BYLAWS of the Pikes Peak Pastel Society
Adopted (date)

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 PIKES PEAK PASTEL SOCIETY (hereinafter referred to as “PPPS”).

Article II. LIFE OF THE CORPORATION

The period of its duration is perpetual.

Article III. MISSION

The mission of the PPPS is to promote, educate and encourage artistic excellence in soft pastel painting among the members and within the community.

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 PPPS 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 PPPS Members.

Section 3. Membership Categories

There shall be the following membership categories:

Associate Membership

- Anyone can join as an Associate member upon payment of dues.
- Associate members’ work must be juried into PPPS shows.
- Associate members’ work will state Associate member on label
- To obtain Signature status, associate members must meet Signature criteria.

Signature membership

To obtain Signature status, Associate members must meet Signature criteria.

Criteria for Signature membership: Applicant must accumulate 5 points within any 5-year period. (must produce documentation)

- Three points for acceptance into a national or international juried show
- Two points for acceptance into any state or regional juried exhibit
- Two points for Best of Show or 1st Place award in a national, international, regional, or state juried exhibit.
- One point for any other award in a national or international exhibit.

All shows must be juried. Regional shows must state they are Regional.

Points can be combined so it is possible to meet criteria in just one show (acceptance into National show and taking 1st place in that show equals 5 points.)

Signature members will have a Signature member name tag.

Signature members' work will state Signature member on label in some way.

New members can join as Signature members if criteria met.

Section 4. Responsibilities of Members

- a. As Individuals □ Voting Members of the PPPS are 18 years of age or older and may be elected to the Board of Directors. Eligible voting Members of the PPPS, 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 PPPS. Members are responsible for voting on revisions to the Bylaws. Members are expected to participate on committees, the Board of Directors, or in other capacities to promote the welfare and mission of the organization.
- b. As a Corporate Body □ The PPPS's voting Members, acting in accordance with provisions of these bylaws, are responsible for having the final vote on any changes in the bylaws and on any questions affecting the PPPS'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 a strategic plan 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 4 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. Fall Annual Membership Meeting: A general meeting in the fall shall be known as the Fall 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 determining a strategic plan for the coming year.

- 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 request of 20% 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 PPPS 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 PPPS after the Annual Membership Meeting will be in good standing for the remainder of the current year and for the following year.

Section 2: Re-instatement 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 Member status will be forfeited, if not paid by the end of January. The Board of Directors may re-instate a lapsed membership based on dire circumstances, such as a life-threatening illness or accident. Re-instated members must pay back dues for the lapsed year.

ARTICLE VII. DISSOLUTION

No part of the income or assets of the PPPS 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 PPPS, acting through its Board of Directors and where specified, the vote of the Members, shall have the general powers to adopt and alter Bylaws and 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. Board Composition

The management of the PPPS shall be under the control of a Board of Directors. The Board of Directors shall consist of the President(s) Secretary(s), Treasurer(s), and Immediate Past-President (if applicable, non-voting) as well as the Chairs of each Standing Committee (2). The Standing Committees are:

Exhibit and Education Committee

Publicity and Membership Committee

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 PPPS.

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 PPPS;
- d. Control operating funds and capital assets for the use and benefit of the PPPS;
- e. Approve contracts, leases, and promissory notes;
- f. Communicate the PPPS'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 PPPS's Members at the Annual Membership Meeting.

Section 4. Directors' Term of Office, Vacancies, and Removal from Office

Director's Term of Office – A Director shall serve a two-year term and be eligible for additional consecutive terms, without limitations.

- a. Exception to Term of Office: Under special circumstances, a Director may be requested to serve an additional period based upon a two-thirds vote of the Board of Directors and election by the Members.
- b. Resignation: Any Director or Officer who wishes to leave office during his or her term shall notify the Board President/Co-Presidents in writing. Resignation shall take effect as specified or immediately, if unspecified. The acceptance of the resignation is not necessary to make it effective.
- c. Vacancies: 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 two succeeding terms.

Section 5. Board Meetings

- a. Regular Board Meetings: The Board of Directors shall meet a minimum of two 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-Presidents.
- 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 three (3) members of the Board, including President(s)/Co-Presidents or designee.

Section 6: Action Without Board Meetings

The PPPS'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 PPPS 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 special 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. Such a meeting shall be held within 30 days following a written request signed by 3 or more members. Such removal requires a 2/3 vote of the members present.

ARTICLE X: OFFICERS OF THE BOARD OF DIRECTORS

Section 1. Terms of Officers

All of the Officers of the PPPS shall hold their offices for two (2) years, beginning January 1 and ending December 31, and be eligible for additional consecutive terms, without limitations.

Section 2: Multiple Officers

There may be more than one person holding an Office position at the same time, allowing for the duties to be shared by Co-officers.

Section 4. Duties of the Officers

Duties of the PPPS 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) or one of the Co-Presidents will be the authorized signatory on the PPPS's bank account;
 - iii. 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;
 - iv. During the year following his/her term of Office, he/she will serve as an advisory non-voting member of the Board of Directors.

- b. **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 PPS 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.
- iv. The Secretary serves as Archivist for the organization and is responsible for keeping the records of the Organization in good order.

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 PPS. This record will be kept current and available for audit by any authorized agency;
- iii. The Treasurer shall have charge of the PPS'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.
- vi. The Treasurer is responsible for paying all accounts including membership dues of the PPS to other organizations, such as The International Association of Pastel Societies.
- vii. The Treasurer will document the health of the organizations finances in an end-of-the-year report to be presented at the Fall Annual Member's Meeting.

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 PPS's policies and activities;
- iii. He/she shall remain on the Board and its Executive Committee for one year.

Section 3. Elections

Voting for the Board of Directors shall take place at the Fall Annual Membership meeting. With the term of office to begin on January 1 of the following year.

ARTICLE XIII: COMMITTEES

The Chairs of the Standing Committees shall serve on the Board of Directors and 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. Standing Committees (2) are the Exhibit and Education Committee and the Publicity and Membership Committee. The committee may have co-chairs.

ARTICLE XIV AMENDMENTS

These bylaws may be amended and agreed upon by a majority vote of the Board of Directors and passed by a majority vote of those members responding. Voting may occur in a general meeting, by mail-in-ballot or by electronic ballot.

ARTICLE XV. INDEMNIFICATION

Section 1.

The PPPS does hereby indemnify to the maximum extent legally permissible each Director and Officer and former Director and Officer of the PPPS, 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 PPPS.

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 PPPS, 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 PPPS 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 PPPS 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 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 by the Membership on this Date

Officers' Signatures

President(s) _____

Secretary(s) _____

Treasurer(s) _____

Exhibit and Education

Chair _____

Publicity and membership Chair _____
