

**BY-LAWS of
THE APPALACHIAN PASTEL SOCIETY**

**ARTICLE I
NAME**

:
The name of this organization shall be the Appalachian Pastel Society, hereinafter referred to as 'APS' or 'The Society'.

**ARTICLE II
MISSION**

The purposes for which this Society is formed is to promote an understanding and appreciation of pastel painting throughout the Appalachian Region, by:

1. Elevating the standards of excellence for the benefit of artists, collectors, and those who appreciate the medium;
2. Promoting educational activities to benefit the artistic and professional goals and abilities of its members;
3. Fostering, encouraging, and developing general public appreciation for the pastel medium through sponsoring speakers, classes and exhibits, artists-in-the-schools, publicity and any other lawful means.

**ARTICLE III
OFFICES**

Section 1. Principal office. The principal office of the Society shall be located in Asheville, North Carolina.

Section 2. Registered Office. The registered office of the Appalachian Pastel Society is required by law to be maintained in the state of North Carolina may be but need not be identical with the principal office.

Section 3. Other Offices. The Appalachian Pastel Society may have offices at such other places, either within or without the state of North Carolina, as the Board of Directors may from time to time determine, or as the affairs of APS may require.

ARTICLE IV MEMBERSHIP

Section 1. Membership Classifications

A. General Membership. Membership in APS is open to anyone eighteen (18) years old and over, (or younger, if sponsored by an adult) who is in agreement with the aims and goals of APS and completes a membership application and pays dues.

1. Regular or Full Membership. A Full Member is entitled to vote, hold office, serve on committees and participate in all activities sponsored by the Pastel Society.

2. Student Membership. Membership at a reduced fee is offered to individuals attending a fully accredited school on a full time basis. In 2009, this reduced fee was \$10.00. Student Members paying the required dues may participate in the Regular Membership activities

3. Special Memberships.

Regular or Student Members can qualify for elevated membership status in the following ways:

Participating Member. Member who has participated in four APS shows of any kind. This category would include non-juried shows. Member who has participated in three APS shows of any kind and has been a board member or committee chair for one year.

Juried Member. Member who has been juried into three APS juried shows.

Member of Excellence. Member who has been juried into three open APS juried exhibitions or two open and two juried member exhibitions.

Signature Member. Member of Excellence who has received two awards in APS exhibitions. Signature Members are privileged to use APS initials after their name, and are eligible for an expanded listing on the APS website, with samples of their work displayed.

The Special Membership qualification will start with the 2010 APS Exhibition. All Special Members will have their names included in a special listing on the APS Website, and are privileged to state their special membership status in printed material.

4. Honorary Membership. Honorary membership for life may be conferred upon any member who shall have rendered notable service to APS

and will be determined by three-fourth vote by the APS membership at any annual meeting.

5. Patrons. Any person eighteen or older who makes a donation of \$100 or more per year to APS shall be designated as a Patron Member in membership listings and shall have rights and privileges of regular membership.

Section 2: Dues. Payment of annual dues is required to maintain current membership. The amount of Dues to be charged may be changed as deemed necessary by the Board of Directors with a 2/3 vote for the change. For 2009, a full membership shall be \$25 payable each year on September 1st. Members shall be considered delinquent and their name dropped from the published Directory if dues are not paid within three months of the due date.

Section 3: Dues Exemption of President. The President shall be exempt from paying dues only during his or her term in office.

Section 4: Fees. Fees for workshops and entrance to shows shall be determined by The Board of Directors upon recommendation of the appropriate committee chair, and are additional to membership dues.

Section 5: Meetings

Meetings of the members of APS shall be held 6 times a year on the second Saturday of every other month beginning in January. Regular meeting times may be changed as deemed necessary by the Board of Directors. Group painting sessions or other programs may be scheduled on the second Saturday of the alternate months. Workshops, additional 'Paint Outs,' or other special events may be scheduled as membership interest dictates.

Section 6: Annual Meeting

The annual meeting of the membership shall be held in September of each year at which time there will be an election of officers for the coming year, annual reports, and any other business that may arise. Committee chairs may be announced at this time if the incoming President has appointed them

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers:

The business affairs of the Appalachian Pastel Society shall be managed by the Board of Directors (hereinafter referred to as The Board or The Board of Directors) or such other executive committee as the Board may establish pursuant to these by-laws.

Section 2. Number, Term, and Qualification:

The Board of Directors shall consist of all Officers of the Appalachian Pastel Society, the Immediate Past President and Chairpersons of the standing Committees. The standing committees, as listed in Article VIII of these by-laws, are: Exhibition Committee, Gallery Committee, Hospitality Committee, Library Committee, Membership & Communications Committee, Newsletter Committee, Publicity Committee, Paint-Out Committee, Program & Workshop Committee, and Website Committee. Each Director shall hold office for one year or until death, resignation, retirement, removal, disqualification or a successor is elected and qualified. Directors need not be residents of the state of North Carolina. One person may chair more than one committee, but that person will have only one vote on the Board of Directors.

Section 3. Resignations.

Elected Officers and Committee Chairpersons who wish to resign should provide their resignation in writing to the Board.

Section 4. Removal

Directors may be removed from office with or without cause by a vote of two-thirds of the Board of Directors.

Section 5. Vacancies:

If a vacancy occurs in mid-term, the President may appoint a member to complete the term of office. A vacancy in the office of the President will automatically be filled by the Vice President or the sole remaining Director. If the Vice President is unable to serve, a new election will be called by the Board of Directors.

Section 6. Ineligibility:

Any member of the Board completing three one-year terms in the same position shall be ineligible for re-appointment to the Board in that particular position for one year thereafter unless a successor cannot be found.

Section 7. Executive Committee:

The Executive Committee shall oversee day-to-day operations of the Society and shall consist of the President, Vice President, Secretary, and Treasurer who are elected at the annual meeting of the members. The immediate past President is requested by the President to sit on the Executive Committee. Except to the extent to which the Board of Directors may, from time to time, limit the authority of the executive committee, it shall have and may exercise all the authority of the Board of Directors in the day-to-day management of the Appalachian Pastel Society.

ARTICLE VI MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. A regular meeting of the Board of Directors shall be held in conjunction with regular membership meetings, either before or after the membership meeting. On months where there is no regular membership meeting, a longer Board meeting shall be scheduled. Notice of each Board meeting should be provided to the membership. In addition, the Board of Directors may provide, by resolution, the time and place either within or without of the state of North Carolina, for the holding of additional regular meetings.

Section 2. Special Meetings:

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. Such meetings may be held either within or without the state of North Carolina.

Section 3. Notice of Meetings:

Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least three days prior to the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is being called.

Section 4. Quorum:

One third of the Board of Directors fixed by these by-laws, shall constitute a Quorum for the transaction of business at any meeting. If all Committee Chairs are filled the quorum would be five (5 Officers and 10 Committee Chairs).

Section 5. Manner of Acting:

Except as otherwise provided in these by-laws, a decision made by the majority of the Directors present at a meeting at which a quorum is present shall be an act of the Board of Directors.

Section 6. Informal Action by the Directors:

Action taken by a majority of the Directors outside a regularly scheduled meeting is nevertheless Board action if written consent (by regular or electronic means) to the action in question is provided by all the Directors and filed with the Secretary in a timely manner. If by email vote, written consent or votes will be provided by email sent to the President, with a copy to the Secretary for official recordkeeping.

ARTICLE VII OFFICERS

Section 1. Number. The Officers of the Appalachian Pastel Society shall consist of a President, Vice President, Secretary, and Treasurer.

Section 2. Election and Term. The officers of the Appalachian Pastel Society shall be elected annually by the membership at the regular annual meeting of the membership. Each officer shall hold office for one year or until his death, resignation, retirement, removal, disqualification, or his successor is elected and qualifies.

Section 3. Election Procedure. A slate of proposed officers will be presented by the Nominating Committee Chairperson to the APS membership via email at least two weeks before the annual meeting. Write in or floor nominations will be accepted. Officers shall be elected at the annual meeting by a simple majority (more than half) of the votes cast by the members present at the meeting, in addition to absentee ballots that have been properly submitted. When necessary, the President will appoint a proctor to manage the voting process.

Section 4. Removal. Any officer or agent elected or appointed by the membership may be removed by 2/3 vote of the membership voting, but such removal shall be without prejudice of the contract rights, if any, of the person so removed.

Section 5. President. The President shall preside at all meetings and may designate any other officer to preside in his or her absence. The President shall assume the initiative of leadership of APS in all phases of its work: shall appoint the chairman of the nominating committee, and shall be an ex-officio member in all such committees, however, without vote on those committees. The President shall be exempt from paying dues during the period of tenure. The President shall execute conveyances, contracts, agreements and other instruments of special nature when authorized to do so, and shall monitor and assure that all of the officers and agents of APS perform their duties.

Section 6. Vice President. The Vice President shall preside at any meeting in the absence of the President or his designate, and assume other duties as necessary should the President be unable to fulfill his/her responsibilities. The Vice President shall assist in coordinating the Pastel Society's activities and exhibits by publicizing all events; reserving space in designated facilities for APS to hold its membership meetings, workshops and events throughout the year; and initiating and assuring payment for rental of the spaces.

Section 7. Secretary. The Secretary shall keep minutes of all meetings and records pertaining to membership (Board meetings, membership meetings, and Annual Meeting), and shall keep accurate records of any changes of any by-laws passed. He shall have general charge of the corporate book. He shall sign such instruments as may require his signature, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or Board of Directors. He shall engage in necessary correspondence for the organization and notify all members of any changes in the by-laws.

Section 8. Treasurer. The Treasurer shall keep records of all organizational funds, administering such funds to the best interest of the organization. The Treasurer will deposit funds received in the Pastel Society's bank account(s) and keep accurate records

of receipts and disbursements. The Treasurer shall reconcile the checking account and maintain a file of bank statements, cancelled checks and receipts for purchases and bills paid. The Treasurer shall issue checks for all bills submitted to the Society, or for special purposes as directed by the President. Both the Treasurer and the President shall be authorized to sign checks. The Treasurer shall prepare and file appropriate state and federal information forms, and work with an auditor to close out the books each fiscal year in preparation for transition to a new, incoming Treasurer.

The Treasurer shall present an updated financial report to the Board of Directors and the membership of APS at each meeting. A record of expenses incurred for each major event or workshop, as well as a profit or loss statement at the conclusion of events and workshops, will be provided to the Board.

Any additional APS officers and/or Board members who shall be authorized to accept checks for the organization will be designated by the Treasurer, and provided with specific procedures to safeguard the management and deposit of those checks.

ARTICLE VIII COMMITTEES

Section 1. Nominating Committee

The President shall appoint a nominating committee 90 days prior to the annual membership meeting to submit names for consideration by the general membership for the offices of President, Vice President, Secretary, and Treasurer, who will serve as members of the executive committee. Those names plus any names proposed from the floor at the Annual Meeting for officers will be the nominees to be voted upon by the membership at this Annual Meeting.

Section 2. All Other Committees

The President shall appoint a chairman of the following committees, each to assume their term of office *after* the annual meeting. These committee chairs, along with the officers, constitute the Board of Directors. Each chairman shall be entitled to select those who serve on the committees with the chairman.

Exhibition Committee shall schedule all juried exhibits and workshops taught by the juror, and shall make all physical arrangements for the same. Provide complete information on accepted entries and show awards to the Membership and Communications Chairperson.

Gallery Committee shall arrange for non-juried member shows throughout the region.

Hospitality Committee will be in charge of any social hours taking place at meetings and events, and greeting the membership at bimonthly meetings.

Library Committee shall maintain and manage a lending library of books, DVDs and other materials, establishing a recording system for the lending and return of items before and after membership meetings; bring items from the collection to the membership meetings; notify members of overdue items and arrange for their return; evaluate educational resources suggested and purchase or solicit donations of items; provide Website and Newsletter Committees with titles of new resources when available.

Membership & Communications Committee shall keep track of all levels of membership, welcome new members, publish a Directory annually, send out special announcements as needed to promote APS programs, workshops and shows as well as other events of interest to the membership, and prepare certificates to recognize special membership levels.

Newsletter Committee shall be responsible for publications and mailing/e-mailing the Monthly/bi-monthly newsletter. Each edition should include a list of officers and Board members with phone numbers, minutes of the meetings, the Treasurer's report, details of upcoming programs, workshops and other APS activities, and member news. Notice of workshops and exhibitions of interest to the membership should be provided. It is the responsibility of the committee chairpersons to provide news articles about their committee's activities for each edition. In order to encourage member news, the Committee will provide an email reminder to the membership ten days before each newsletter deadline.

Paint Out Committee shall schedule 'plein air' painting events for months that don't have membership meetings, and at other times based on membership interest.

Programs & Workshops Committee shall be responsible for the arrangements of lectures, demonstrations, workshops and facilities associated with the meetings and member events.

Publicity Committee shall handle all publicity for APS and its events. The Vice President shall act as chairperson or co-chairperson of this committee.

Website Committee shall be responsible for maintaining the APS website.

Section 3. Additional Appointments

The Board of Directors may create additional committees as may be needed for special events and projects, and the President will appoint each new committee chairperson.

ARTICLE IX GENERAL PROVISIONS

Section 1. Seal:

The corporate seal of APS shall consist of a circle in which appears APPALACHIAN PASTEL SOCIETY, and such seal as impressed on the margin thereof is hereby adopted as the corporate seal of APS.

Section 2. Waiver of Notice:

Whenever any notice is required to be given to any Director under the provisions of the North Carolina Non-Profit Corporation Act or under the provisions of the charter or by-laws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 3. Income Year:

Unless otherwise stated by the Board of Directors, the income year of APS shall be September 1 to August 31.

Section 4. Distribution of Revenue

No part of the net earnings of this association shall inure to the benefit of or be distributable to its members, officers, or other private persons, except that APS shall be authorized and empowered to pay reasonable compensation for services rendered and supplies obtained and used for APS purposes and to make payments therefore.

Section 5. Amendments

Except as otherwise stated herein, these by-laws may be amended or repealed and new by-laws may be adopted upon a recommendation by a two-thirds vote of the Board of Directors present at any meeting of the Board of Directors for which such matter could be considered and thereafter adopted by a majority of the members at any general meeting or duly called special meeting of the members.

Section 6. Dissolution

A motion to dissolve the Pastel Society shall require a written petition supported by at least twenty percent of the members. Written notice of this motion shall be submitted to all Pastel Society members at least thirty (30) days prior to its consideration. Approval of the motion shall require a three fourths (3/4) majority of the ballots cast, including absentee ballots submitted one (1) day prior to its consideration. When necessary, the president will appoint a proctor to manage the voting process.

Section 7. Debts and Assets

Upon dissolution, the debts of the Pastel Society shall be paid. Any property or remaining assets shall be liquidated if possible and/or donated to one or more charitable art organizations, selected by the remaining members, provided that such an organization has established a tax-exempt status under section 501 © (3) of the Internal Revenue Code.