

# Constitution and Bylaws of the Pastel Society of North Carolina

## **Article I Name of Organization**

The name of the organization will be the Pastel Society of North Carolina (herein variously referred to as PSNC or the Society.)

## **Article II Purpose**

The Pastel Society of North Carolina is an educational corporation dedicated to the practice of soft pastel painting. Our goal is to provide educational opportunities for our members, to enhance community appreciation of the medium, to show and exhibit this art form to the public, and to bring together pastel artists from our region, and also nationally and internationally.

PSNC welcomes pastel artists whether amateur or professional. Members experience an environment for learning and sharing through technical demonstrations, workshops, member exhibitions (in person and on line) and plein air outings. Our programs provide opportunities for networking, communication, skill enhancement, innovative techniques and camaraderie.

## **Article III Membership**

Section 1. Membership in PSNC is open to any person high school age or older who is interested in soft pastels. Members are encouraged to attend meetings, participate in exhibits and share their talents (i.e. board and committee assignments, etc.) as volunteers for the general good.

Section 2. Only members in good standing may vote on organizational business, may exhibit or compete in Society shows and competitions. "Good standing" means those who are registered on the membership roll as having paid dues for the current calendar year.

Section 3. Membership is on an annual basis January through the end of December of each year. Dues for the current year come due January first, regardless of what month the member originally joined the society; there is no pro-rating of dues. Membership will be terminated if dues are not paid by February 28.

Section 4. Members are strongly urged to serve one year on a committee. The President may delegate members to serve on committees. (See list of committees under Article IX.)

Section 5. Visitors are welcome and may attend one meeting or zoom presentation before joining PSNC. Guests may attend workshops for full price without membership in the Society.

Section 6. Members may attend Executive Board meetings without voting privileges.

Section 7. High school art students may join with a membership fee of \$10.00 annually.

Section 8. Members inactive (non-dues-paying) for two years, need to pay current year dues, update their personal file and, where applicable, resubmit the website fee and resubmit their information to the Web Master to have a web page reinstatement.

Section 9. Payment is through a Pay Pal account, or the option to use a credit or debit card through the PayPal button.

#### **Article IV Executive Officers**

Section 1. Executive Officers (or Board of Directors) of the Society are the Director, President, Vice-President, Treasurer and Secretary. Candidates for Executive Offices of the Society will have been members in good standing for a minimum period of one year before becoming an Executive Officer.

Section 2. Terms of office are *suggested* for a period of one (1) year, and no member will hold the same office for more than two (2) consecutive terms, except by two-thirds vote of the membership. (Suggested meaning circumstance-directed and responding to the needs of the individual; this language replaces imposed term limits.)

Section 3. Incoming Executive Board Officers take office the following January, and officers are expected to attend all meetings of the Executive Board for the remainder of the year.

Section 4. The outgoing President becomes the Director, while the incoming President remains in office. The Director is, in effect, the mentor for the President. The Vice President becomes the President.

Section 5 Conflicts of Interest. When a Director or Executive Officer finds a financial or personal interest in a matter coming before the Executive Board, whereby the result may be ethically questionable, firstly, that person shall refrain from discussion, lobbying or voting on the matter. Secondly, the member will describe the potential conflict to the board whereby their decision of agreement or discount shall be adhered. Thirdly, any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested officers determine that it is in the best interest of the society to do so. Lastly, the minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

#### **Article V Executive Board**

Section 1. The Executive Board will consist of the Director, elected officers and chairpersons of these committees: Programs, Exhibitions, Membership, Publicity and Workshops.

Section 2. Executive Board meetings will be scheduled as the President and Board agree, though are generally held the week before general membership meetings. General membership meetings are currently scheduled for the second Saturday of the month 10am-noon; realizing this may be circumstance-dependent. Meetings may be in person or online as determined by circumstances. The Executive Board may call additional meetings as needed at the same or alternate venue.

Section 3. At general meetings, at least two (2) officers and one-fifth of the membership will constitute a quorum.

Section 4. Only the President may call special meetings, and may do so should any member of the Executive Board raise issues serious enough to warrant a special meeting.

Section 5. Co-officers, i.e. committee co-chairs, who share duties as agreed upon at the time of the election, will come to an agreement and constitute one vote.

## **Article VI. Amendments**

Section 1. This constitution may be amended by Executive Board majority. Membership will be advised of changes to the bylaws, and an increase in membership fees will begin at the beginning of the next fiscal year.

Section 2. Proposed amendments to the bylaws must be submitted in writing to the Executive Board by email. Issues will be discussed as soon as possible, and a vote taken to accept or reject the proposed amendment.

## **Article VII. Finance**

Section 1. The fiscal year for PSNC is January 1<sup>st</sup> through December 31<sup>st</sup> each year. Membership is on an annual basis for the same period.

Section 2. The annual dues will be fifty dollars (\$50) per year, payable January 1<sup>st</sup> and no later than February 28<sup>th</sup> of each year. Memberships not renewed by February 28<sup>th</sup> will be considered to have lapsed. Dues are waived for anyone serving on the board or as committee members for the year of their service."

Section 3. Dues must be paid in full before entries of any artists are submitted in Society competitions, exhibits, or before participation in zoom or in-person demonstrations or workshops.

Section 4. Entry fees for PSNC-sponsored juried shows will be determined by the Exhibition Committee with acceptance by the Executive Board.

Section 5. Assets of the PSNC will be strictly dedicated to its tax exempt status within the IRC 501 C(3) and in the event of its dissolution its assets will be paid to the Pastel Society of America (PSA), a tax exempt organization which conforms to the regulations of 501 C(3)

## **Article VIII Duties of the Officers**

Section 1. The regular term of office for all officers will commence on January 1<sup>st</sup> or in mid-term on the date of installation.

### **Section 2. The Director:**

- A. Acts as a mentor and oversees the operations of the Board.
- B. Provides leadership to the Society.

### **Section 3. The President:**

- A. Appoints the chair persons of all standing committees; is member ex-officio of same (*except auditing and nominating committees*).
- B. Provides overall leadership to the Society.
- C. Conducts the proceedings of all meetings except standing committee meetings.
- D. Serves as chairperson of the Executive Board.
- E. Designates committees.
- F. Represents the Society in matters of community and public relations.

### **Section 4. The Vice-President:**

- A. Performs the duties of the President in his/her absence or at his/her request.
- B. Assists the President in activities necessary to the benefit of the Society.
- C. Confirms Society meeting location, date/time, program details and requirements are met.
- D. Confirms program details with Webmaster to be posted on website
- E. Confirms Membership Chairman emails each member.

- F. Assists Program Committee where required for scheduled programs.
- G. Becomes the President at the end of the President's term.

#### **Section 5. The Treasurer**

- A. Oversees the custody of funds, securities and assets of the society.
- B. Keeps an accurate account of the receipts and disbursements and prepares a true statement of the society's assets and liabilities at the close of the fiscal year.
- C. Prepares an annual budget including receipts and disbursements for Executive Board review no later than the February meeting.
- D. Makes the financial information available in a form available if members of the public request this information (suggest link to the status of PSNC's finances on website, or etc.)
- E. An assistant treasurer shall be appointed by the Executive Board and shall perform the duties of the Treasurer should the Treasurer be unable to fulfill these duties.

#### **Section 6. The Secretary:**

- A. Takes concise minutes of all Executive Board and Society general meetings and these minutes are present for approval at the following meeting or by posting on website in section designated for archive of minutes.
- B. Responsible for archiving minutes of Executive Board and Society meetings.
- C. Maintains all written correspondence as designated by the Executive Board; archive d minutes will be passed down to new Secretary.

#### **Section 7. The Past President (Director)**

- A. Is the Director of the Society.
- B. Aids in the transition of officers.
- C. Offers expertise for the following two years while the president is in office. When a new board is elected, the sitting President becomes the new Past President. or Director.

#### **Section 8. Zoom Coordinator and Video Editor**

- A. Sets-up Zoom meetings for in-person and online meetings for Board or Membership.
- B. Attends in-person meetings to stream the meeting live *(or gets a substitute to do this.)*
- C. Sets-up Zoom to record all meetings and edits them before sending them to the members. *(This is optional since they do not have to be edited but it is nice to be able to do so.)*
- D. Hosts/runs online meetings *(or designates another person to host/run the meeting. S/he may also set up a co-host to do this who will have the same access as the host. People can be shown how to do this. If the meeting is set up properly to begin with and the person knows how to login, the recording is automatic.)*
- E. Uploads recorded demos to our YouTube Channel *(in coordination with Google Administrator.)*

#### **Section 9. Google Accounts Administrator and Digital Librarian**

*(see addendum for additional guidance)*

- A. Maintains list of members by providing Google accounts for new members and deleting those who choose not to renew.
- B. Receives the minutes from Board and membership meetings in order to put them in the correct Google Drive folder so they are accessible on the website.
- C. Maintains PSNC documents on Google Drive for consistency and accessibility to future officers.

D, We have several generic email accounts through our Google Enterprise System such as members@pastelsnc.com, news@pastelsnc.com, etc. (These were created by the Google Administrator. Others may be needed in the future.)

E. The Digital Library is housed in four of PSNC's Google accounts. The Digital Librarian shares the files for limited times, provides access to these files. *(The Digital Library is very closely tied to the Google Accounts, it is logical to include this with the Google Administrator position.)*

#### **Article IX. Committees** *(description of scope of work follows in addendum)*

Section 1. There will be the following standing committees, the chairpersons of which will be appointed by the President and will be a member of the Executive Board.

**A. Programs:** Responsible for the programs at each meeting, and for inviting, confirming and reminding presenters by phone or email. *(This task is made easier by surveying members for their instructor preferences, and then contacting those artists.)* Provides a written note of thanks to the presenters following the event. Reports to the Vice President.

**B. Exhibitions:** Responsible for ensuring the Society holds public exhibits at least once each year. Responsible for communicating the display requirements of each gallery to the members (e.g., restrictions on subject matter, hanging requirements). Responsible for ensuring the artwork is properly exhibited at each show. This includes all the necessary components of providing a professional show and ensuring all paintings are delivered and retrieved at designated time.

**C. Publicity and Marketing:** Ensures the Society receives widespread exposure in the media, including, but not limited to local, regional, and state newspapers, newsletters both in print and through internet, radio and television, when available.

**D. Hospitality:** Plans and executes reception accommodations, foods and accouterments. Coordinates receptions with gallery or exhibition location; works in tandem with the Exhibition Committee. Maintains neat, sanitary and decorative appearance of food and tables during reception, and secures clean-up team after the event.

**E. Workshop:** Coordinates elements necessary to conduct workshops including instructor, location, dates, times, equipment requirements, etc. Maintains communication with instructor by phone or email; manages needs of instructor, and provides written note of thanks to instructor following the event. Works with marketing committee for fliers, payments and cancellation notice if necessary. Ombudsman for workshop participants to include registration, materials distribution, classroom set-up and help with housing for out of state people. Writes Instructor Agreement and acquires signature on an Instructor Agreement which includes the terms negotiated by both parties.

**F. Membership and Communications:** Maintains Contact List of Current Members and PSNC New Email Account including home, studio, email, and website addresses and phone numbers (via a spreadsheet) on the PSNC Google Drive for ease of distribution to membership. Sends a welcome note to new members, and annual membership cards after individual dues are received. Provides each member with a name tag to wear during in-person meetings. Records visitors to online meetings. Distributes news/announcements for the other board/committee members.

**G. Website:** Acts as the PSNC's Webmaster, ensuring the website contains accurate news announcements, member news, program information, and archive information. Keeps the

Word press CMS up to date with regular plug-in and theme updates as needed. Updates online membership list, creates artist's web pages, and maintains the website blog (which serves as the organization's newsletter)

H. **Auditing:** Consists of at least two members and the Treasurer, and examines the financial records each year at the end of the calendar year, and reports findings to the Society membership.

I. **Nominating:** Consists of one to three members, assembles a recommended slate of officers for the following year by polling all members by phone. This slate of officers will be presented at the October meeting and/or online through the website or email notification at which time other nominations can be made from the floor. Tallies the votes at the end of the voting period and present the results to the Executive Board and at the December meeting.

J. **Historian:** Maintains documentation of the Society and its accomplishments including photographs, videos, new articles, publications, etc. that mention the Pastel Society of North Carolina since its inception as a non-profit status North Carolina entity. Encourages members to view the Society's history by sending (via email or on Society's website) retrospective look at past events, exhibitions, shows and gatherings.

K. **Phone:** Communication by phone has been replaced for the most part by email. This is kept in place for unforeseen contingencies and not as a matter of course.

L. **Librarian:** Maintains and manages the Society's collection of DVDs, books, and magazines and the funds associated with the library. Submits receipts and an Excel spreadsheet of financial records for the library to the Treasurer quarterly. Submits requests for new materials to the Executive Board for approval. Ensures that members have access to rent library materials at all general meetings and work with Website manger to ensure a current list of available materials is accessible on the society website. *(Director's note: There are few items left in the physical library, though the formats are outdated. We have an online library managed through Google login access.)*

M. **Parliamentarian:** Assists the President and/or Vice President in ensuring the meeting progresses in a timely and orderly manner. Helps take the politics and heat out of situations because we are committed to following Robert's Rules.

N. **Statewide Committee:** This is usually two people who manage the Statewide Show when PSNC hosts and coordinates with the sister societies when they host the event. We also need a committee for "Statewide Awards". Both of these committees are listed on the website but currently we do not have anyone for the positions

#### **Article X. Amendments to the Bylaws**

Section 1. Amendments to these Bylaws can be approved by two-thirds vote of the Executive Board by polling each Executive Board member.

Section 2. All proposed amendments approved by the Executive Board must be submitted electronically for online voting for a period of 20 days. The majority of votes cast will constitute a quorum.

Section 3. When amendments are approved by a quorum, they will be adopted at the next general meeting and made available on the society website.

Approved by the membership October, 2001.

Revised January, 2004

Revised December, 2008

Revised February, 2009

Revised January, 2012

Revised July 2014

Submitted as approved by Board of Directors

February 2022 by Emily Thompson, President PSNC