

BYLAWS OF  
MARYLAND PASTEL SOCIETY, INC.  
P.O. BOX 54  
RIDERWOOD, MARYLAND 21139  
AMENDED AND REVISED 2008  
{revision for Membership review 7/27/08}

**ARTICLE I: THE ORGANIZATION**

- SEC. 1. The name of this organization shall be The Maryland Pastel Society, Incorporated, hereinafter referred to as the Society, a non-profit Corporation formed under the non-profit corporation laws of the State of Maryland on October 4, 1977, and having its principal office in Baltimore County, Maryland.
- SEC. 2. This Corporation shall not be authorized to issue capital stock. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the corporation shall pay reasonable compensation or reimbursement of expenses for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. There shall be no political activities or any other activities not permissible to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- SEC. 3. Distributions may be made to organizations which qualify as exempt organizations under Sec. 501(c)(3) of the Internal Revenue Code, or corresponding section(s) of any future federal tax code.

**ARTICLE II: OBJECTIVES**

- SEC. 1. The purposes for which the Society was formed are as follows:
- a. The Society has as its primary objective, the promotion and development of professional and original works of art, principally in the medium of dry pastel,
  - b. To provide educational opportunities for artists and the public through the Society's website, lectures, art demonstrations,

workshops, and art exhibitions, including awards and certificates of achievement.

### **ARTICLE III: MEMBERSHIP**

- SEC. 1. There shall be four classifications of membership: *SIGNATURE MEMBERS*, *ARTIST MEMBERS*, PATRONS, and CORPORATE MEMBERS.
- a. *SIGNATURE MEMBERS are those who have been elected to this level of membership based on the quality of their work by a majority of Board members at specified meetings of the Executive Board. Signature members may vote and participate in all juried and non-juried exhibitions, and may serve as committee members or chairs. They are represented on the Society's web site with images, web site address, and contact information.*
  - b. *ARTIST MEMBERS are those who have paid the specified fee for this level of membership but have yet to apply for or be accepted as Signature Members. Artist Members may vote and participate in all activities, with the exception of non-juried exhibitions and serving as a chair of a committee. Artist Members are encouraged to participate in all open-juried exhibitions and to apply for Signature Membership.*
  - c. PATRONS are individuals who wish to become an important part of the promotion of the arts in Maryland and the surrounding region. Monetary contributions, which are tax deductible, are welcomed at any time during the fiscal year. *They will be listed on the Society's website.*
  - d. CORPORATE MEMBERS support the Society's efforts in promoting public interest in pastel paintings and art works through the purchase of paintings, as well as contributions, monetary and merchandise awards. Contributions and awards are tax deductible. *They will also be listed on the Society's website.*

## ARTICLE IV: DUES

- SEC 1. The annual dues of SIGNATURE and ARTIST MEMBERS shall be determined by the Executive Board.
- SEC. 2. *SIGNATURE and ARTIST MEMBER dues are payable during the month of January. Dues are in arrears after February 15th. ARTIST MEMBERS whose dues are not received by March 15<sup>th</sup> are not in good standing and will be deleted from the roster. New members admitted after October 1<sup>st</sup> are automatically paid through the following year.*

## ARTICLE V: OFFICERS, EXECUTIVE BOARD

- SEC. 1. The elected officers of the Society shall be President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer.
- SEC. 2. The Executive Board shall consist of the five elected officers and chairs of *such* Standing Committees as:
- a. Exhibitions
  - b. Communications*
  - c. Membership
  - d. Special Events
  - e. Publicity
  - f. Education*
- SEC. 3. Other committees may be formed and dissolved as necessary to serve the needs of the Society, and chairs of any added standing committees will be members of the Executive Board.

## ARTICLE VI: NOMINATIONS AND ELECTIONS

- SEC. 1. The President *may appoint*, by June 30<sup>th</sup> of odd-numbered years, a nomination committee of *two Signature members and one Artist member*; none of whom may be an elected officer, to select a slate for Vice-President, Corresponding Secretary, Recording Secretary, Treasurer, and, if necessary, President.

- SEC. 2. Elections shall be held at the Autumn meeting in odd-numbered years. A term of office shall be for two years.
- SEC. 3. The President may serve no more than two consecutive terms, but may serve again as President after an interval of two years. All other elected officers may be re-elected without restrictions.
- SEC. 4. No members shall be nominated without their consent to serve.
- SEC. 5. Nominations may be made from the floor, with the nominee's consent.
- SEC. 6. Election shall be held by ballot vote of those present at the election meeting. In the event that there is but one nominee for each office, election may be by voice vote. A majority vote shall elect.
- SEC. 7. *Newly elected officers shall assume their duties upon conclusion of the voting at the general meeting.*
- SEC. 8. If any elected officer or committee chair is unable to fulfill his or her duties, the President shall have the power to appoint, with the approval of the Board, another qualified member to serve out the unexpired term.

## **ARTICLE VII: DUTIES OF OFFICERS AND EXECUTIVE BOARD**

- SEC. 1. The President shall preside at all general and board meetings, sign all contracts and obligations of the Society, and shall be, ex-officio, a member of all committees except the committee on nominations. The President shall have the power to appoint the chair and members of all committees, may fill vacancies, and may convene the Board in special session if necessary.
- SEC. 2. The Vice-President shall, in the absence of the President, preside at the meetings, and perform such other duties as are required by the President. The Vice-President *may* serve as a committee chair or serve actively on a committee during the two-year term, and should expect to assume the presidency when the President's term of office ends.
- SEC. 3. The Recording Secretary shall keep accurate, written minutes for all general, executive, and special meetings, and shall perform such

other duties as may be required by the President and the Executive Board.

- SEC. 4. The Corresponding Secretary shall conduct the general correspondence of the Society, keeping permanent records thereof, and shall perform such other duties as may be required by the President and Executive Board.
- SEC. 5. The Treasurer shall be responsible for bank accounts and any special funds, and shall collect and receive all payments, fees, and dues for the Society, and pay all legitimate bills. Further duties include preparing accurate treasurer's reports for all meetings, keeping thorough written records of all financial activities, maintaining a current, accurate roster of all SIGNATURE MEMBERS, ARTIST MEMBERS, PATRONS, and CORPORATE MEMBERS, including addresses and telephone numbers. The Treasurer shall send dues invoices in January each year, and mail out delinquent notices as necessary. The Executive Board shall be notified of all recorded changes in the roster. The fiscal year for the Society shall be January 1 through December 31. The Treasurer shall work closely with the President and the Executive Board regarding an annual budget.
- SEC. 6. Retiring officers and chairs shall turn over all Society records to their successors.

## **ARTICLE VIII: MEETINGS**

- SEC. 1. All general meetings are open to the public and shall emphasize educational programs to promote knowledge and appreciation for art and the medium of dry pastel.
- SEC. 2. *At least four* general meetings are scheduled annually.
- SEC. 3. Meetings at which officers are elected or by-law amendments are approved require a quorum of 25 members.*
- SEC. 4. *At least four* Executive Board meetings shall be scheduled by the President. A majority of the total Board shall constitute a quorum for such meetings.
- SEC. 5. Special Executive Board meetings may be scheduled by the President as necessary.

SEC. 6. MEMBERS may be asked, at times, to vote on certain issues or proposals by mail *or email* if they cannot be present at a meeting. (Exception, election of officers, when they must be present in order to vote.)

## ARTICLE IX: AMENDMENTS TO THESE BYLAWS

SEC. 1. At least (30) days in advance of a general meeting, amendments to these Bylaws may be offered to the Executive Board in writing by any MEMBER, to be voted upon at the next general meeting of the Society. A copy of any such proposed amendment(s) *shall be made available to the membership* at least ten (10) days prior to the meeting at which it is to be acted upon.

## ARTICLE X: DISSOLUTION

SEC. 1. Upon the majority vote of the membership to dissolve the Society, 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. The Executive Board shall decide which exempt purposes with benefit from these assets.

**NOTE:** These revised Bylaws supercede any and all prior bylaws for the Maryland Pastel Society, Incorporated. Changes and revisions were adopted by the MEMBERSHIP of the Society at a general meeting held on

\_\_\_\_\_.

**President** \_\_\_\_\_  
Date

Address \_\_\_\_\_

**Vice-President** \_\_\_\_\_  
Date

Address \_\_\_\_\_

**Recording Secretary** \_\_\_\_\_  
Date

Address

**Corresponding Secretary** \_\_\_\_\_  
Date

Address

**Treasurer** \_\_\_\_\_  
Date

Address \_\_\_\_\_