

Pastel Society of New Jersey, Inc.

Bylaws

ARTICLE I - Name and Mission

Section A. The name of this organization shall be the Pastel Society of New Jersey, Inc., hereafter referred to as “the PSNJ”.

Section B. the PSNJ is a non-profit organization recognized by the Internal Revenue Service (IRS) under section 501(c)(3).

Section C. The mission of the Pastel Society of New Jersey shall be to secure a membership of dedicated pastel painters, to promote educational activities such as programs, demonstrations and workshops of pastel techniques, to benefit the artistic and professional goals of its members, to exhibit pastel paintings of professional quality, to increase and expand opportunities for pastel artists in New Jersey, and to promote and educate the public interest in pastel painting.

Section D. The focus of the Pastel Society of New Jersey shall be traditional, dry pastels.

ARTICLE II - Membership

Section A. Membership in the PSNJ is open to any interested person, group, or business, which supports its aims and objectives.

Section B. A member in good standing is one who has paid their membership dues for the current year.

Section C. Membership Categories

1. *Member:*

- a. Pays yearly membership dues
- b. Is eligible to vote on the PSNJ business
- c. May serve as an officer, committee chairperson, or member of a committee
- d. Pays entry fees as a member in the PSNJ open juried exhibitions
- e. Can participate in all “members only” exhibitions
- f. Is invited to all meetings, receptions, openings, workshops, and demonstrations
- g. Receives the PSNJ newsletter

2. *Charter Member:*

- a. A “Member” who has been instrumental in founding the Pastel Society of New Jersey
- b. Any member who joined the PSNJ by December 31, 2005 will be considered a Charter Member
- c. Retains all the rights and privileges as a Member as noted above

3. *Signature Member:*

- a. For Signature Member status, a member must first acquire an acceptance into a Pastel Society of New Jersey juried show and then attain two more acceptances into juried shows within a five year period.
- b. Pays yearly membership dues as a Signature Member
- c. Can participate in “Signature member only” exhibitions
- d. Retains all the rights and privileges as a Member as noted above
- e. May use the “the PSNJ” initials after his/her name

4. *Distinguished Signature Member:*

- a. For Distinguished Signature Member status, a member must first acquire a Signature Member status and

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then be accepted into 3 Pastel Society of New Jersey Biennial Signature Juried Shows. In addition, as a Signature Member, if the person wins two top awards, either in the regular Annual Members Juried Show or the biennial Juried Signature Members Show, that counts as an additional acceptance to the Biennial Juried Signature show. Top awards are Best in Show and Award of Excellence. If an artist earns a top award in the same year as attaining Signature status, that would count.

- b. Pays yearly membership dues as a Signature Member
- c. Retains all the rights and privileges as a Member as noted above
- d. Can participate in all “Signature member only” and “Distinguished Signature member only” exhibitions
- e. May use the “D-PSNJ” initials after his/her name

5.. *Patron:*

- a. Any individual, group or business whose level of financial support indicates a special interest in the Pastel Society of New Jersey.
- b. Is invited to all meetings, receptions, openings, workshops, and demonstrations
- c. Receives the PSNJ newsletter
- d. Shall be recognized in the PSNJ’s publications, prizes, public relations articles, and newsletter

ARTICLE III - Executive Board

Section A. The Pastel Society of New Jersey will be governed by an Executive Board consisting of twelve members comprised of ten elected officers: President, First Vice-President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer; Programs Director, Newsletter Editor, Publicity Coordinator, and Webmaster plus two appointed positions: Exhibitions Co-Chair and Assistant Webmaster

Section B. Election and Terms

- 1. The general membership shall elect new officers at the October General Membership Meeting.
 - a. Election of new officers will be made by a majority vote of the members present at the October General Membership Meeting.
 - b. Notice of the proposed slate of officers shall be published in the September issue of the PSNJ Newsletter. The final slate will be announced and communicated ahead of the October General Meeting.
- 2. Each officer shall hold his/her respective office for a term of two (2) years.
- 3. Terms shall be staggered so not all of the board members change at same time. Cycle 1 (even-numbered years): President, First Vice President, Corresponding Secretary, Programs Director, Newsletter Editor. Cycle 2 (odd-numbered years): Second Vice-President, Treasurer, Recording Secretary, Publicity Coordinator, Webmaster
- 4. New officers will begin their position as soon as elected.
- 5. The President, with the approval of the Executive Board, will appoint a member to fill an officer position if that position becomes vacant before the October General Membership Meeting.
- 6. Executive Board members are expected to attend all scheduled Executive Board meetings. If an officer misses more than two consecutive meetings without satisfactory explanation, the Executive Board may vote to dismiss the officer from his/her position. A vote by the other Executive Board members following Bylaws procedure is required Amendment III.

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Section C. The President shall appoint all Standing Committee Chairpersons and special committees as deemed necessary with the approval of the Executive Board.

Section D. General Officer and Committee Chairperson Responsibilities

1. Keep an accurate record of his/her activities and job description to present to their successors
2. Submit summaries of all correspondence, reports, and other records relative to their current activities on the PSNJ's behalf to the President
3. Submit written statements of income and expenses to the Treasurer for record keeping and reimbursement
4. Shall assist the Treasurer in preparing a budget for the year

Section E. Duties of Officers

1. *President*

- a. Shall be the Chief Executive Officer of the Pastel Society of New Jersey and the Chairperson of the Executive Board
- b. Shall sign all necessary legal contracts of the Pastel Society of New Jersey along with the corresponding executive board member concerned. Example: Programs Director or Exhibition Chairperson.
- c. Shall be an ex-officio member of all committees
- d. Shall call and preside over all Executive Board and General Membership Meetings

2. *First Vice President*

- a. Shall perform all such duties as may be assigned by the President
- b. Shall assume the duties of the President in the President's absence
- c. Shall serve as the Membership Chairperson
- d. Shall keep a complete roll of the PSNJ members and their status
- e. Shall be responsible for the publishing and distribution of an annual roster of all members
- f. Shall bill and receive dues for the PSNJ in conjunction with the Treasurer
- g. Shall send membership materials to new members
- h. Shall issue all Membership Cards
- i. Shall be responsible for internal communications

3. *Second Vice President*

- a. Shall assume duties of the President and the First Vice-president in their absence
- b. Shall keep a complete roll of Signature Members
- c. Shall serve as the Exhibition Committee Chairperson
- d. Shall be in charge of all PSNJ sponsored exhibits

4. *Recording Secretary*

- a. Shall keep a record of the proceedings of all meetings of the Pastel Society of New Jersey and the Executive Board
- b. Shall maintain custody of the Bylaws and be responsible for periodic reviews

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- c. Shall be responsible for nominations for the election of the PSNJ Board members and chair the Nominating Committee
- d. Shall be responsible for proposing a slate of officers and for all open positions to the membership for election at the October General Membership Meeting.
- 5. *Corresponding Secretary*
 - a. Shall be responsible for general correspondence deemed necessary for transaction of the business of the PSNJ
 - b. Shall be responsible for picking up and distributing the incoming PSNJ mail
- 6. *Treasurer*
 - a. Shall collect and disburse all funds of the PSNJ
 - b. Shall keep regular accounts in books belonging to the Pastel Society of New Jersey, which shall be open to inspection by any member
 - c. Shall submit in writing the financial statements of the PSNJ for the past year
 - d. Shall have the President cosign all checks over \$500 and the President shall be a signatory for all checks in absence of the Treasurer
 - e. Shall be responsible for creating an annual budget.
- 7. *Program Director*
 - a. Shall plan for and schedule any educational programs, demonstrations, or workshops on behalf of the PSNJ
- 8. *Newsletter Editor*
 - a. Shall issue at least two newsletters per year, containing information about the PSNJ and its members as well as news about the field of pastel painting
- 9. *Publicity Coordinator*
 - a. Shall represent the views of the general membership and shall head the Publicity Committee.
 - b. Shall be responsible for all publicity, newspaper and magazine articles, and posters.
- 10. *Co-chair of Exhibitions*
 - a. Shall assist the Second Vice President as Co-chair of Exhibitions
 - b. Shall assume the duties of the 2nd Vice President in his or her absence.
- 11. *Webmaster*
 - a. Shall be responsible for the content, design, and maintenance of the PSNJ website and any Social Media
- 12. *Assistant Webmaster*
 - a. Shall be responsible for assisting the Webmaster with the maintenance of the PSNJ website and any Social Media
 - b. Shall assume the duties of the Webmaster in his or her absence

ARTICLE IV - Standing Committees

Section A. Committee Chairpersons shall be appointed by the President, with the approval of the Executive Board, as deemed necessary

Section B. Committee Chairperson

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1. Shall select their own committee members
2. Shall call their own committee meetings
3. Shall submit reports to the Executive Board as needed

Section C. The *Hospitality Committee* shall provide refreshments and welcome members and guests at all the PSNJ events.

Section D. The *Special Events Committee* shall plan for and schedule any special events on behalf of the PSNJ

Section E. The *Fund Raising Committee* shall plan and coordinate any fund raising activities on behalf of the PSNJ.

Section F. The *Master Pastelist Committee* shall be responsible for the creation and implementation of the Master Pastelist category of membership

ARTICLE V - Meetings

Section A. General Membership Meetings

1. The Semi-Annual Meetings shall take place each April and October and will be presided over by the President. The date of the meeting and the location of the meeting shall be set by the Executive Board. The Program Director shall secure the meeting location.
2. Special meetings may be ordered at any time by the Executive Board or by request by 1/5th of the general membership.
3. A notice of the General Meeting shall be communicated to the general membership at least two weeks in advance of all General Membership Meetings.
4. The order of business at each Semi-Annual General Membership Meeting of the Pastel Society of New Jersey shall be as follows:
 - a. President's Report
 - b. Recording Secretary will provide the minutes of the preceding Semi-Annual General Membership Meeting
 - c. First Vice-President's Report
 - d. Second Vice-President's Report. The Exhibition Co-Chair will report in the absence of the Second Vice-President
 - e. Treasurer's Report
 - f. Program Director's Report
 - g. Newsletter Editor's Report
 - h. Publicity Coordinator
 - i. Corresponding Secretary
 - j. Webmaster
 - k. Presentation of the slate of new officers by the Recording Secretary (October General Membership Meeting)
 - l. Election of new officers (October General Membership Meeting)
 - m. Miscellaneous business

Section B. Executive Board Meetings

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1. Executive Board Meetings will be called by the President. Meetings will be held as often as necessary to take care of the Pastel Society of New Jersey's business.
2. Officers may request that an Executive Board meeting be held.
3. The President shall notify the officers in advance of all Executive Board meetings.
4. A quorum will consist of at least seven (7) members of the Executive Board.
5. In the event of vacant board positions, half the serving members plus one shall constitute a quorum.

Section C. Committee Meetings

1. Committee Chairpersons shall call their own committee meetings.
2. The President shall be notified and invited to all committee meetings.
3. Each committee shall meet as often as necessary to carry out its responsibilities.

ARTICLE VI - Annual Membership Dues

Section A. Membership Year

- a. The Executive Board shall set the amount of dues for each membership category periodically.
- b. Membership Dues are payable by September 1st of each year.
- c. Dues paid after June 1 of the membership year will be applied to the upcoming year's membership drive.
- d. Dues shall cover membership from September 1st to August 31st.
- e. Members must be in good standing in order to participate in any PSNJ exhibitions.

Section B. A member in good standing is one who has paid their membership dues for the current year. They shall qualify for full rights of membership.

Section C. The fiscal year shall run from January 1st to December 31st.

ARTICLE VII - Amendments

Section A. Amendments to the Bylaws shall be made by a two-thirds vote of the members present at a Semi-annual Meeting, or at a special meeting called for this purpose.

Section B. Notice of the proposed changes must be sent to all members not less than two weeks in advance of the meeting.

Section C. The Executive Board shall be responsible for periodic review of the Pastel Society of New Jersey's Bylaws and proposal of amendments, which shall be voted on at a semi-annual General Membership Meeting.

ARTICLE VIII - Dissolution

Section A. A motion to dissolve the Pastel Society of New Jersey shall require a written petition of at least twenty percent of the members. Written notice of this motion shall be submitted to all the PSNJ members at least thirty days in advance of its consideration. Approval of this motion shall require a three-fourth majority of the ballots cast.

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Section B. Upon dissolution, all the debts of the PSNJ shall be paid. Any property or remaining assets shall be liquidated and donated to one or more charitable art organizations, provided that such a foundation or corporation has established a tax-exempt status under section 501(c)(3) of the Internal Revenue Code.

AMENDMENTS

ADMENDMENT I – Conflicts of Interest Policy

Section A. The Officers of the PSNJ owe a duty of loyalty to the organization which requires that in serving the PSNJ, they act, not in their personal interests or in the interests of others, but rather solely in the interests of the PSNJ. Officers must have undivided allegiance to the PSNJ mission and may not use their positions as Officers, information they have about the PSNJ or the PSNJ's property, in a manner that allows them to secure a financial benefit for themselves or their relatives.¹

Section B. The conduct of personal business between any Officer and the PSNJ is prohibited. Business transactions of the PSNJ in which an Officer has an interest shall not be prohibited, but they are subject to close scrutiny. Such proposed transactions shall be reviewed carefully to determine that they are in the best interests of the PSNJ and that they will not lead to conflict of interest. For the purposes of this policy, an Officer has an interest in a proposed transaction if he/she has a substantial financial interest in it, or has a substantial financial interest in any organization involved in the proposed transaction, or holds a position as trustee, director, general manager, or principal officer in any such organization. Prior to the start of any negotiations, or consideration of a grant request by the organization, Officers are expected to make full disclosure to the best of their knowledge of any dual interest in a proposed transaction by submitting a report to the President, or other officer designated by the Board to handle such matters, supplying any reasons why the transaction might not be in the best interest of the PSNJ. In matters requiring prior approval of the Officers, the President or other officer shall forward copies of this disclosure report to the Executive Board before its approval.

Section C. An Officer with a dual interest in a proposed transaction shall not vote on the matter and, depending on the circumstances, may be excluded from any discussion of the matter.

Section D. An Officer shall not use inside information of the PSNJ for his/her personal benefit, or use such inside information or his/her position as an Officer to the detriment of the PSNJ. Inside information is information obtained through the Officer's position that has not become public information.

Section E. Each Officer has a duty to place the interests of the PSNJ foremost in any dealings involving the organization and has a continuing responsibility to comply with the requirements of this Policy.

¹ For the purposed of this policy, relative means spouse, parents, siblings, children, grandchildren, the spouses of children and grandchildren, and any other blood relatives, if the latter resides in the same household.

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AMENDMENT II - Parliamentary Authority

Section A. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Pastel Society of New Jersey in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the PSNJ may adopt.

AMENDMENT III – Dismissal of a Board Member

- A. Dismissal of a serving member of the PSNJ Executive Board should be considered when the actions of a board member cease to further or support the purpose of the board. Valid reasons to consider a dismissal, such as criminal activity, insubordination, failure to perform the duties of the office, conflict of interest, violation of policy, offensive behavior or behavior that impedes the functioning of the board, should be brought to the attention of the President.
- B. The President should inform the board member of the concerns and work with him/her to find corrective action or alternate solutions to resolve the situation within an appropriate time frame. Some or all members of the board may be consulted as deemed appropriate or necessary. Dismissal from the board should be a last resort measure.
- C. The board member involved should be given the opportunity, at his/her request, to address the situation with the full board.
- D. A decision to dismiss a board member requires a vote, which can be done at a board meeting or by polling board members individually. A majority of at least two-thirds of the full board must be obtained to support dismissal.
- E. Allowing a dismissed board member to be considered for future board positions, after an optional, designated time frame, will also be discussed and voted on. The decision by the board will be considered final and kept in board records