

**BYLAWS OF THE
PASTEL SOCIETY OF NEW MEXICO**
(Adopted on September 10, 2000
as a revision to the initial bylaws of August 10, 1990)

ARTICLE I: Name

The name of this organization shall be **The Pastel Society of New Mexico**, hereinafter referred to as **“The Society”**

ARTICLE II: Objectives

The objectives of The Society shall be:

1. To promote the use of pastel as a fine arts painting medium,
2. To provide educational programs for its members and other interested parties and opportunities for them to exhibit their work,
3. To stimulate in the general public an interest in and an appreciation of the use and qualities of pastel and
4. To conduct such other activities as are appropriate to the above objectives.

ARTICLE III: Members

Section 1. Classification

A. General Membership. General membership shall be open to all persons interested in the objectives of The Society upon application for membership and payment of dues. All members shall have exhibiting and workshop privileges and voting rights in the business of the organization. There shall be two subcategories of general membership based on criteria as indicated below:

- 1. Student Membership.** A student who is enrolled in accredited art courses in high school or in a postsecondary school and who meets the criteria for general membership shall be granted student membership with the same exhibiting, workshop and voting rights as other members. Reduced dues and age restrictions may apply as determined by The Board of Directors, hereinafter referred to as **The Board**.
 - 2. Signature Membership.** A member who has achieved certain criteria of artistic excellence as established by The Signature Member Committee may, upon application to and approved by that committee, become a signature member of The Society. Only signature members shall be allowed and encouraged to use **“PSNM”** as part of their signature. Status as a signature member shall continue as long as he or she is a member.
- B. Associate Membership.** Spouses of members may automatically become associate members. They may attend meetings and assist in Society activities but have no voting or exhibiting privileges and pay no dues.

Section 2. Dues. Annual dues shall be determined by The Board. The dues shall cover the period from January 1 to December 31 of each calendar year and are payable in January. Members shall be notified

advance of any change in the dues structure. New members who join in the last three months of the year shall pay the full amount of dues and shall be considered fully paid for the following year. A member who fails to meet the financial obligations of membership shall be subject to loss of membership and privileges. Members who are delinquent shall be notified with a date indicating when membership will be forfeited for nonpayment. A former member who applies for reinstatement shall be reinstated upon payment of current dues.

Section 3. Fees. Fees for workshops and entrance to shows shall be determined by The Board upon recommendation of the appropriate committee chair.

ARTICLE IV: Officers

Section 1: Elected Officers. There shall be four elected officers of The Society: President, Vice President, Secretary and Treasurer.

Section 2: Eligibility.

- A. To be eligible for the office of President a person shall have been a member for at least one year immediately preceding the date of nomination.
- B. To be eligible for the office of Vice-President or Secretary a person shall be a member at the date of nomination.
- C. To be eligible for the office of Treasurer a person shall be a member at the date of nomination and shall have the skills necessary to carry out the duties of the office.

Section 3: Term of Office. Elected officers shall take office on January 1 and serve a term of one year. Upon the recommendation of the Nominating Committee, an officer may serve two consecutive years in that office, following the normal nominating and election process as described in these bylaws. Subsequent terms may be served, but not consecutively.

Section 4: Vacancy in Office. If a vacancy occurs during the tenure of any of the officers, such vacancy shall be filled by at least a majority vote of The Board.

Section 5: Duties of Officers. Officers shall perform the duties provided in this section and other such duties as prescribed in these bylaws or are deemed necessary by The Board for the proper functioning and in the best interests of The Society within the confines of its objectives. Official duties may be delegated, but responsibility remains with the officer. Official records of the office shall be turned over to the successors within thirty days after the term of office.

A. The President shall:

- 1. Be the chief executive officer and official spokesperson of The Society and serve as the presiding officer over all meetings of The Board and the general membership.
- 2. Appoint, subject to approval by The Board, the chairs of all standing committees and of all ad hoc and special committees, as it shall authorize.
- 3. Sign or co-sign contracts as required.
- 4. Become a member of The Board for one year following completion of the term of office as president. The president may decline this position of immediate past-president.

5. Appoint, with the approval of The Board, a fifth member to The Board, if the past president declines to serve.
6. Be one of the two designated signers for The Society's bank accounts and shall have access to The Society's safe deposit box.
7. Fulfill such other duties as may be assigned by The Board.

B. The Vice-President shall:

1. Preside over general membership meetings and meetings of The Board in the absence of the president.
2. Assume the office of the president when that office is vacated during the tenure of the president or when the president is unable to serve.
3. Serve as a liaison between The Board and the chairs of Society-sponsored exhibitions and shows.
4. Assist the president in conducting the affairs of The Society.
5. Fulfill such other duties as may be assigned by the president or The Board.

C. The Secretary shall:

1. Record and preserve the minutes of all meetings of The Board and of the general membership.
2. Furnish a copy of all minutes to members of The Board and to such other persons as designated by the president.
3. Make available a copy of the minutes of both Board and Membership meetings at the next general membership meeting.
4. Co-sign, with the president, any contracts that require them.
5. Manage the official correspondence of The Society.
6. Assume the duties of the president in the absence of both president and vice-president. If both these offices are vacated, the secretary shall assume the office of president temporarily until such time as The Board by at least a majority vote fills these vacancies.
7. Fulfill such other duties as may be assigned by the president or The Board.

D. The Treasurer shall:

1. Serve as the custodian of all funds belonging to The Society.
2. Be responsible for receiving and disbursing all funds with the approval of The Board.
3. Be one of two designated signers for The Society's bank accounts, or other documents authorized by The Board and have access to The Society's safe deposit box.
4. Keep clear financial records of the activity of all funds, copies of which shall be kept in the permanent files held by the secretary.
5. Arrange for an audit of the books of the preceding treasurer by an independent auditor.
6. Receive all records and files pertaining to that office within one month after taking office.
7. Administer the filing of gross receipts tax and any other records as required.
8. Fulfill such other duties as may be assigned by the president or The Board.

ARTICLE V: Nominations and Elections

Section 1. Nominations. Nominations for elective office shall be made by The Nominating Committee. Nominations may also be made by any member via a written note to The Nominating Committee or at the September membership meeting.

Section 2. Nominating Committee.

A. Composition. The president, with approval of The Board, shall appoint a Nominating Committee of three members no later than the August Board meeting.

B. Duties. The Nominating Committee shall:

1. Seek and recruit at least one eligible and qualified member for each elected position and place a call for nominations in the newsletter.
2. Verify eligibility and qualifications of all nominees within the time frame of the nomination process. No name shall be placed in nomination without the consent of the nominee to serve, if elected.
3. Submit a slate of candidates to The Board no later than the September Board Meeting and shall, upon approval by The Board, announce the slate at the September membership meeting. At this same meeting the committee shall solicit additional names of members to be added as possible candidates.
4. After verifying the eligibility and qualification and securing consent, the committee shall prepare the official ballot, listing the names of all nominees. The ballots shall be sent to all members via their inclusion in the October newsletter.
5. Collect ballots received by mail and those brought to the November membership meeting during which the election is to take place.
6. Give the ballots to those members appointed by the secretary to count them.
7. Announce the results of the election before the close of the meeting.

Section 3. Elections.

A. Ballots shall be mailed to all members as inclusions in the October Newsletter.

B. Ballots may be mailed back to The Society to arrive no later than five days before the November membership meeting.

C. Ballots shall be collected at the beginning of the November membership meeting.

D. The Secretary shall appoint a committee to count votes and report the results to the chair of the Nominating Committee who shall announce the results before the end of the meeting.

E. Officers shall be elected by a majority vote of ballots cast.

F. The results of the election shall be announced in the next issue of the newsletter following the meeting.

G. The Board shall have the authority to void the results of any election if it finds the election is invalid due to fraud or ineligibility of a candidate. In this event The Board shall authorize a new election by ballot and determine a reasonable time frame for the next election.

H. If necessary in the above situation, The Board shall arrange for an extension in the term of a present officer or the appointment of a pro tern officer.

I. New officers shall assume their duties as of January 1 or as soon as possible after the election following a voided election.

Section 4. Installation of New Officers.

The installation of new officers shall take place during the December general meeting or the first general meeting following a new election.

ARTICLE VI: Meetings

Section 1. Meetings of the Membership.

A. Schedule. Meetings of the general membership of The Society shall be held monthly on a regular basis unless untoward circumstances force a cancellation. The Board shall make every effort to notify the membership in the event of a cancellation.

B. Quorum. Due to the widespread membership of The Society, a quorum shall consist of fifteen percent of those members who reside in New Mexico. A quorum shall be required at any membership meeting in order to conduct a valid vote of those members in attendance and voting. A quorum shall not be required for those membership meetings at which no official business is conducted by the membership at large. This residence requirement shall in no way limit the voting rights of members wherever they may reside when such members are in attendance at a general meeting.

Section 2. Special Meetings

A. Special meetings of the membership may be called by the president or by The Board or at the written request of twenty or more members, specifying the reason for the request.

B. Members shall be notified of any special general meeting and its specific purpose at least forty eight hours in advance of the meeting. The business of the special meeting shall be confined to the purpose for which it was called.

ARTICLE VII: The Board of Directors

Section 1. Composition. The Board of Directors shall consist of the president, vice-president, secretary, treasurer and the immediate past-president of The Society. In the event the past president chooses not to serve, a fifth member, chosen by the incoming president and approved by the incoming Board, shall serve on The Board in that capacity.

Section 2. Voting. All Board actions shall be determined by vote or assent of at least three members of The Board.

Section 3. Duties. The Board shall have authority over the affairs of The Society during its tenure in office.

To this end The Board shall:

A. Rule on motions of policy and procedure and adopt such rules as are in the best interests of The Society and are in consonance with and further the objectives of The Society, provided they are not in conflict with these bylaws or state statutes.

B. Attend all regularly scheduled membership meetings of The Society, conducting such business as is germane.

C. Create and appoint such committees as may be necessary to transact the business of The Society and assist them in their performance when needed.

D. Approve the appointments of all standing, ad hoc and special committee chairs.

E. Receive periodic reports from all operating committees.

F. Authorize the collection and disbursement of funds.

G. Set the annual membership dues of The Society and set fees for shows and workshops upon the recommendation of the appropriate committees or chairs.

- H. Take action on all such business as may properly come before The Board.
- I. Perform such other duties as required by these bylaws and other policies and procedures adopted by The Board.
- J. Perform such duties and assume such responsibilities as it deems necessary for the proper functioning and for the best interests of The Society.

Section 4. Meetings of The Board.

- A. Regular meetings of The Board shall be held at least once a month prior to each regularly scheduled membership meeting and shall be open to all members.
- B. A quorum shall consist of at least three members of The Board.
- C. Special meetings of The Board may be called by the president or other member of The Board with at least a forty-eight hour notice.

Section 5. Emergency Action. If an emergency issue needs to be voted on between Board meetings, the president or the secretary shall take a vote by canvassing all board members. Report of the action taken, including the vote of each member, shall be made part of the minutes of the next regularly scheduled Board meeting.

ARTICLE VIII: Committees

Section 1. Composition.

- A. The standing committees of The Society shall be The Evaluation Committee and The Signature Membership Committee.
- B. The Board may authorize such other committees as are deemed necessary to conduct the business of The Society.
- C. The Board shall appoint at least three advisors who, upon request by The Board, shall advise it on such matters as are related to the proper functioning of The Society.
- D. All committee chairs shall be members.
- E. The Board shall provide guidance for each committee when needed.

Section 2. Committee Chairs.

A. Committee chairs shall select members of their respective committees. B. If a committee responsibility requires operating funds, the chair shall prepare a proposed budget and present it to The Board for approval. C. The committee chair shall keep The Board and the general membership apprised of the committee's progress.

Section 3. Standing Committees.

A. Evaluation Committee. This committee, consisting of three members, appointed by the president with approval of The Board, shall attend all regularly scheduled meetings of The Board and shall have the responsibility of evaluating the performance of The Board and its members. Committee members shall observe and assess these same characteristics during general meetings. The committee shall provide each Board member and The Board as a whole with a written evaluation every four months during the Board's tenure. Such evaluations shall be based on attendance and on the discharge of respective duties.

In the event that the committee ascertains that a member or members of The Board or The Board as a whole is not performing adequately, it shall request a meeting with the appropriate member(s) to discuss suggestions for improvement. If, after such meeting, performance does not improve, the committee may present to the general membership at a regular meeting a recommendation for the removal from office of that officer or those officers. The recommendation must contain specific reasons for removal. A vote shall be taken and a vote of at least a majority of members present and voting shall constitute approval of removal. In this event, the remaining members of The Board shall appoint a member or members to such vacant positions for the remainder of the year.

B. Signature Membership Committee. This committee shall establish guidelines for signature membership with approval by The Board; receive evidence of eligibility from applicants and, upon verification, award signature membership to qualifying members.

ARTICLE IX: Policies and Procedures

Policies and procedures consistent with these bylaws and with the objectives of The Society and embodying additional provisions for the governance of The Society shall be adopted and amended by The Board and considered official as long as they do not violate any federal, state or municipal laws and ordinances. Such policies and procedures and any changes made thereto shall be distributed to the members of The Society with an official copy kept by the Secretary.

ARTICLE X: Indemnification

The officers and members of The Society shall be indemnified for any costs, expenses or liabilities as a result of the performance of their duties as provided in the New Mexico Corporation Act and Related Statutes for Non-Profit Corporations and any amendments thereto.

ARTICLE XI: Voluntary Dissolution

In the event it becomes necessary for The Society to dissolve, The Board shall adopt a resolution recommending dissolution and send written prior notice to all members that the advisability of such action will be considered at a meeting of the membership, giving date, time and place of the meeting. The resolution to dissolve must be passed by at least two-thirds of those members in attendance and voting. Given the passage of the resolution to dissolve, The Board shall oversee the distribution of The Society's property and assets as follows:

A. All liabilities and obligations of The Society shall be paid, satisfied and discharged, or adequate provisions shall be made therefore.

B. Assets held by The Society upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution shall be returned, transferred or conveyed in accordance with such requirements.

C. Tangible assets may be sold in order to satisfy remaining liabilities and obligations.

D. Any and all remaining tangible assets shall be distributed to other societies having similar objectives. No tangible assets shall be distributed to any member or former member of The Society.

ARTICLE: XII: Amendments to the Bylaws

Section 1. Amendments to the Bylaws.

The Board may authorize an amendment or amendments to these bylaws. Any member may propose an amendment or amendments by submitting a written proposal to The Board. After approval by The Board, such amendment(s) shall be submitted in writing and read at a general meeting one month prior to the announced meeting of the vote on the amendment. The proposed amendment(s) shall be distributed to all members prior to the announced meeting. The proposed amendment(s) shall be submitted in writing and read at the meeting before the voting. Passage shall be by at least two-thirds of the members in attendance and voting.

Section 2. Revision of the Bylaws.

If The Society continues to grow in size and/or complexity, a restructuring of the organization may be in order and a revision of these bylaws may be necessary. The following steps shall be followed to process such revision:

1. The president shall appoint, with Board approval, an ad hoc Bylaws Committee consisting of at least five members. One member of The Board may serve on this committee.
2. The Bylaws Committee shall examine the existing bylaws and, after identifying areas of needed change, shall prepare a draft of a revised set of bylaws.
3. The Bylaws Committee shall submit this document to The Board for its modification and approval.
4. The Board-approved proposed revision shall be distributed to all members for their comments and/or suggested modifications which then shall be submitted to the Bylaws Committee for its consideration.
5. The Bylaws Committee shall review the members' suggestions and make changes where deemed appropriate.
6. The finalized proposed revision shall be presented in writing at a membership meeting one month prior to the announced meeting of the vote on the revision.
7. Copies of this proposed revision shall be distributed to all members prior to the meeting of the vote.
8. The proposed revision shall be presented in writing at the announced membership meeting at the time of the vote.
9. Passage of the revision shall be of its entirety by at least two-thirds of the members in attendance and voting.

Signed 9-25-00

Bernard E. Nurry, President, PSNM
Sheila D. Richmond, Secretary, PSNM