

**Bylaws  
of  
Pastel Society of Southern California  
A California Public Benefit Corporation**

**ARTICLE 1  
OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation for the transaction of its business is located in Los Angeles County, California.

**SECTION 2. CHANGE OF ADDRESS**

The county of the corporation's principal office can be changed only by amendment of these bylaws and not otherwise. The board of directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these bylaws.

_____	Dated: _____
_____	Dated: _____
_____	Dated: _____

**SECTION 3. OTHER OFFICES**

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

**ARTICLE 2  
PURPOSES**

**SECTION 1. OBJECTIVES AND PURPOSES**

The primary objectives and purposes of this corporation shall be:

To bring together pastel artists in the Southern California region for camaraderie and collaboration.

To educate the public in and promote pastel as a fine art medium through local shows and exhibitions. (Eligible work for exhibitions will follow IAPS guidelines.)

To foster artistic excellence through public demonstrations, workshops, paint-outs, critiques, and exchange of technical and product information.

To be a member society of the International Association of Pastel Societies (IAPS).

## **ARTICLE 3**

### **MEMBERS**

#### **SECTION 1. CLASSIFICATION**

**a) General Membership.** General membership shall be open to all persons interested in the objectives of PSSC upon application for membership and payment of dues. All members shall have voting rights at any regular meeting of the corporation.

**b) Signature Membership.** The Board of Directors will establish the criteria by which a member who has achieved a certain level of artistic excellence may, upon application to and approved by the Board of Directors, become a signature member of PSSC. Only signature members shall be allowed and encouraged to use “PSSC” as part of their signature. Status as a signature member shall continue as long as he or she is a member.

**c) Student Membership.** The Board of Directors may establish a category of membership for college students who would have a reduced dues amount as established by the board and would not have membership voting rights.

#### **SECTION 2. DUES.**

Annual dues shall be determined by The Board. The dues shall cover the period from July 1 to June 30 of each fiscal year and are payable in July. Members shall be notified in advance of any change in the dues structure. New members who join in April, May, or June 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.

## **ARTICLE 4**

### **MEETINGS OF THE GENERAL MEMBERSHIP**

#### **SECTION 1. ANNUAL MEETING**

An annual meeting of the members shall be held in the month of May each year, for the purpose of electing officers and for the transaction of such other business as may come before the membership as determined by the Board of Directors. If the election of directors shall not be held on the day designated herein for any annual meeting, the Board shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

#### **SECTION 2. SPECIAL MEETINGS.**

Special meetings of the members may be called by the president, the Board, or not less than five percent (5%) of members having voting rights at one time.

#### **SECTION 3. PLACE OF MEETING.**

The place of meeting will be determined by the Board of Directors and will be stated in the notice of meeting as detailed below.

#### **SECTION 4. NOTICE OF MEETING.**

Whenever members are required or permitted to take any action at a meeting, a notice of the meeting shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote. The notice shall state the place, date, and time of the meeting. Notice shall be provided by email, mail, or other means. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to members.

#### **SECTION 5. WRITTEN CONSENT TO ACTION BY MEMBERS.**

Any action required or permitted to be taken by the members may be taken without a meeting, if a majority of all active members or by two thirds majority of all active members in cases so required by these bylaws shall individually or collectively consent to the action in writing or by suitable electronic vote tabulation. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the majority vote of a quorum of the general membership.

#### **SECTION 6. QUORUM.**

A quorum for purposes of the general membership will be constituted if 25% of the active members are present at a generally noticed open meeting of the membership. A majority will be met for member voting if a simple majority of those present at any meeting vote in favor or rejection of an issue or, if a

majority of the votes cast by an acceptable electronic method and the total votes cast meet the requirements of a quorum.

## **ARTICLE 5 DIRECTOR OFFICERS**

### **SECTION 1. NUMBER**

The Board of directors and the Officers of the Pastel Society of Southern California shall be one and the same. The Board of Directors shall consist of 5 officers who shall be the duly elected officers of the PSSC, specifically a President, Vice President, Secretary, Corresponding Secretary, and Treasurer. The number may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws.

### **SECTION 2. POWERS**

The affairs of the corporation will be managed by the Board of Directors. Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

### **SECTION 3. SUBORDINATE OFFICERS**

The corporation may also have, as determined by the board of directors, one or more vice presidents, assistant secretaries, assistant treasurers, or other officers. The board of directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the board of directors.

### **SECTION 4. TERMS OF OFFICE**

Any member of the Pastel Society of Southern California may serve as an Officer of this corporation. Officers shall be elected by the membership as directed in Article 4 of these by-laws. Each officer shall hold office until he or she resigns, is removed, or is otherwise disqualified to serve, or until the next annual meeting for election of the board of directors as specified in these bylaws, and until his or her successor is elected and qualifies. At least two officers must be re-elected as a director/officer to maintain consistency in the affairs of the corporation.

### **SECTION 5. REMOVAL, RESIGNATION, AND VACANCIES**

Vacancies on the board of directors shall exist (1) on the death, resignation, removal, or disqualification of any officer, and (2) whenever the number of authorized directors is increased.

The board of directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of

any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

If the corporation has fewer than fifty (50) members, directors may be removed without cause by a majority of all members, or, if the corporation has fifty (50) or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present, as defined within these by-laws.

Any officer may resign effective upon giving written notice to the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director officer may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the attorney general.

Vacancies on the board may be temporarily filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these bylaws, or (3) a sole remaining director. However, the new director officer must be elected by the membership at the next general meeting. The members of this corporation may elect a director officer at any time to fill any vacancy not filled by the directors.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the board of directors or until his or her death, resignation, or removal from office.

#### **SECTION 6. COMPENSATION**

Directors shall serve without compensation; this is a volunteer organization. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 7 of this Article..

#### **SECTION 7. RESTRICTION REGARDING INTERESTED DIRECTORS**

Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

#### **SECTION 8. PLACE OF MEETINGS**

Meetings shall be held at such place within or without the State of California which has been determined by the board of directors. Any meeting shall be valid only if held after all board members have been given notice of the meeting.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting.

#### **SECTION 9. REGULAR AND ANNUAL MEETINGS**

Regular meetings of directors shall be held monthly, unless agreed in a previous meeting to cancel one month's meeting.

#### **SECTION 10. SPECIAL MEETINGS**

Special meetings of the board of directors may be called by the president, the vice president, the secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting.

#### **SECTION 11. NOTICE OF MEETINGS**

Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or email. If sent by mail or email, the notice shall be deemed to be delivered on its delivery to the mail system. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation. Notice of meetings shall specify the place, day, and hour of the meeting. The purpose of any board meeting need not be specified in the notice. Any officer not present at a particular board meeting shall sign a copy of the minutes of that meeting to show their consent.

#### **SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

#### **SECTION 13. QUORUM FOR MEETINGS**

A quorum shall consist of 3 director officers.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the articles of incorporation or bylaws of this corporation.

#### **SECTION 14. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the bylaws of this corporation require a greater percentage or different voting rules for approval of a matter by the board.

#### **SECTION 15. CONDUCT OF MEETINGS**

Meetings of the board of directors shall be presided over by the president of the corporation or, in his or her absence, by the vice president of the corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings of the board of directors shall be governed by Roberts's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with provisions of law.

#### **SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

#### **SECTION 17. NONLIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### **SECTION 18. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS**

To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

#### **SECTION 19. INSURANCE FOR CORPORATE AGENTS**

The board of directors will make a good-faith effort to obtain liability insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

#### **SECTION 20. GENERAL DUTIES OF THE DIRECTOR OFFICERS**

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- (c) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these bylaws;
- (e) Register their addresses with the secretary of the corporation and notices of meetings mailed or electronically transmitted to them at such addresses shall be valid notices thereof

#### **SECTION 21. DUTIES OF PRESIDENT**

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the

officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. The president shall preside at all meetings of the board of directors and meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

## **SECTION 22. DUTIES OF VICE PRESIDENT**

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

## **SECTION 23. DUTIES OF SECRETARY**

The secretary shall:

Certify and keep the original, or a copy of these bylaws as amended or otherwise altered to date.

Keep a book of minutes of all meetings of the directors, and meetings of members, recording therein the time and place of holding, whether regular or special, the names of those present or represented at the meeting, and the proceedings thereof.

Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be recorded in the corporate records of this corporation within sixty (60) days after the date of the meeting or written consent.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

With the possible assistance of a membership chairman, keep a membership list containing the name and address of each and any member, and, in the case where any membership has been terminated, the secretary shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request thereof, the bylaws, the membership list, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

#### **SECTION 24. DUTIES OF CORRESPONDING SECRETARY**

To initiate, respond to, and follow up on communications with other groups, agencies, or other entities. Keep a record of these communications and keep the board of directors informed on this correspondence. Assist the Secretary as necessary.

#### **SECTION 25. DUTIES OF TREASURER**

Subject to the provisions of these bylaws relating to the "Execution of Instruments, Deposits, and Funds," the treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

### **ARTICLE 6**

#### **EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

##### **SECTION 1. CONTRACTS**

The Board must approve any contract to be entered into on the part of the Corporation that is over a certain limit set by the Board.. Any contract under that limit can be entered into by the President of the

Corporation. A contract over that limit will be only considered in effect if signed by the President or Vice-President and one other director.

## **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation. Checks under the amount of \$200 may be signed by either the Treasurer or the President.

## **SECTION 3. DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

## **SECTION 4. GIFTS**

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

# **ARTICLE 7 CORPORATE RECORDS**

## **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors and of all meetings of members;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) A record of its members, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times.

## **SECTION 2. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

## **SECTION 3. MEMBERS' INSPECTION RIGHTS**

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.

(b) To inspect and make copies or extracts at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

#### **SECTION 4. ANNUAL REPORT**

Annual financial reports shall be generated as required for tax-exempt filing status and shall be shared with members.

### **ARTICLE 10 AMENDMENT OF BYLAWS**

#### **SECTION 1. APPROVAL**

Subject to the limitations of the articles of incorporation, these bylaws and the General Nonprofit Corporations Law of California, concerning corporation action that must be authorized or approved by the members of the corporation, these bylaws, or any of them, or any additional amended bylaws, may be altered or repealed and new bylaws may be adopted by the general membership or the Board at any regular or special meeting or through acceptable electronic voting methods as specified herein. The notice shall be set for the terms of the proposed amendment,

#### **SECTION 2. POWER OF THE MEMBERS TO AMMEND BYLAWS.**

The bylaws of this corporation may be amended, replaced, or added to, or new bylaws may be adopted by the vote of a majority of the members of the Corporation.

#### **SECTION 3. POWER OF THE DIRECTORS TO AMMEND BYLAWS.**

The bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted by a resolution of a two thirds majority of the Board of Directors in Writing.

#### **WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS**

We, the undersigned, are all of the persons acting as the initial directors of the Pastel Society of Southern California, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing bylaws, consisting of 14 pages, as the bylaws of this corporation.

Dated: 7 September, 2010

\_\_\_\_\_  
\_\_\_\_\_, Director

\_\_\_\_\_  
\_\_\_\_\_, Director

\_\_\_\_\_  
\_\_\_\_\_, Director

\_\_\_\_\_  
\_\_\_\_\_, Director

\_\_\_\_\_  
\_\_\_\_\_, Director

**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such bylaws were duly adopted by the board of directors of said corporation on the date set forth below.

Dated: 7 September 2010

\_\_\_\_\_  
\_\_\_\_\_, Secretary