



Pastel Artists of Hawaii

P.O. Box 240207, Honolulu, Hawaii, 96824-0207 www.pastelartistsofhawaii.org

BYLAWS OF

PASTEL ARTISTS OF HAWAII

(a Hawaii non-profit corporation)

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ARTICLE I

NAME AND PURPOSE

Section 1.1 Name

The name of this organization shall be, Pastel Artists of Hawaii. Hereafter, the organization may be referred to as the “Society”.

Section 1.2 Purpose

The activities of this “Society” shall be those necessary and appropriate to accomplish the objectives of the “Society” as stated in the Articles of Incorporation.

The “Society” was established to: (1) promote the advancement and appreciation of soft pastel painting; (2) promote and encourage pastel artists in their artistic growth and success; (3) provide educational activities through art exhibits, workshops and seminars; (4) promote public awareness about pastels.

The “Society” was organized to operate exclusively for artistic, educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code. The “Society” shall not carry on any activities not permitted to be carried on by: (1) a corporation exempt from federal income tax under Section 501(c)(3); or by (2) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

Section 1.3 Restrictions

No part of the assets, funds, or earnings of the “Society” shall inure to the benefit of any individual, except that the “Society” shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws. No substantial part of its activities shall be to carry on propaganda or otherwise influence legislation and this “Society” shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE II

OFFICES

Section 2.1 Principal Office

The principal office of this “Society” shall be at such place in the State of Hawaii as the Board of Directors shall from time to time determine. The initial principal office of the “Society” is 95-319 Waianuheha Place, Mililani, Hawaii, 96789.

Section 2.2 Other Offices

The “Society” may have such other offices within the State of Hawaii as the Board of Directors, hereinafter referred to as the Board, may designate.

ARTICLE III

MEMBERSHIP AND DUES

Section 3.1 General

The members of the “Society” shall consist of all persons accepted to membership in accordance with these Bylaws. Membership in the “Society” shall be evidenced by the membership roll of the “Society”.

Section 3.2 Classes of Membership

There shall be several classes of membership:

A. General Member

General membership in the “Society” is open to persons who reside in the State of Hawaii and are interested in the medium of soft pastels. General members have the privilege of voting, may hold any of the “Society’s” offices, serve on any of the “Society’s” committees, and may participate in “Members Only” exhibits. A member shall be in agreement with the objectives of the “Society” and pay required dues in support of “Society” activities.

B. Life Member

Life membership shall be open to anyone who has been a general member in good standing for ten years. Life members shall have the rights and privileges of general members and, additionally, may be entitled to a discount in annual dues, the amount thereof to be determined by the Board.

C. Non-Resident Member

Non-resident membership may be conferred by the Board on any member in good standing whose former residence was in the State of Hawaii. They shall have the right to attend meetings and to speak, but shall not be entitled to make motions, vote or hold office. They will pay full annual dues.

D. Honorary Member

Honorary membership may be conferred by the Board on any person for outstanding service to the “Society”. Honorary members shall have the right to attend meetings and to speak, but shall not be entitled to make motions, vote or hold office. Such members shall be exempt from payment of annual dues.

E. Patron Member

Any person, business, or organization interested in art may become a Patron Member by making an annual contribution to the “Society” of a sum not less than \$100. Patron members shall have the right to attend meetings and to speak, but shall not be entitled to make motions, vote or hold office.

F. Signature Member

Signature membership category was established to provide recognition of accomplishment within the organization. It is open to any member of the “Society” in good standing, and application for such membership is voluntary. A member may apply for Signature Membership after the member has accumulated a minimum of 100 points during the artist’s career, as outlined in Section 3.4 below. Signature members may use initials PAH after their signatures on pastel works. Use of these initials will continue only as long as the person is a member of the Pastel Artists of Hawaii. No member is to use the initials PAH unless and until the entire application and approval process, as specified in Section 3.4, has been completed.

Section 3.3 Membership Application

Application for membership shall be in writing on a form provided by the “Society”.

Section 3.4 Application and Approval of Signature Membership

A Pastel Artists of Hawaii member may apply for Signature Membership after the member has accumulated a minimum of 100 points. These points may be accrued only during the time the artist is an actual member of Pastel Artists of Hawaii. Eighty percent (80%) of the points must be earned in juried Pastel Artists of Hawaii event and must include Pastel Artists of Hawaii award. Points listed below are on “per painting” basis and will be applied as follows:

	<u>Prior to 2008</u>	<u>From 2008</u>
Award in a National juried exhibition	30 points per award	30 points per award
Top award in a juried Pastel Artists of Hawaii exhibition	30 points per award	30 points per award
Other awards in juried Pastel Artists of Hawaii exhibition	20 points per award	20 points per award
Honorable mention in Pastel Artists of Hawaii exhibition	15 points per award	10 points per award
Juror’s merit award in Pastel Artists of Hawaii exhibition	10 points per award	5 points per award
Purchase award by an art institute	20 points per award	15 points per award
Top award in another juried exhibition	20 points per award	15 points per award
Other awards in another juried exhibition	10 points per award	10 points per award
Acceptance in a National juried exhibition	20 points per work	20 points per work
Acceptance in Pastel Artists of Hawaii exhibition	5 points per work	3 points per work
Acceptance in other juried exhibitions	3 points per work	2 points per work

All works must have been executed in soft pastel media. For “mixed” media, the work should appear to have a dominance of at least eighty percent (80%) pastel (hard, medium and/or soft). The eighty percent (80%) cannot include oil pastel. Any non-PAH points will be accepted with catalog, or other proof, which states it was a juried competition, and the work was entered as a pastel painting. Honorable Mention in a juried exhibition, other than Pastel Artists of Hawaii, qualifies as other awards. No points will be awarded for gallery exhibitions, invitationals, curated shows, peoples choice award, or sales.

Signature membership applications should be requested from and submitted to the Board of Directors of the “Society” and must include a legible list and originals or photocopies of show catalogs or award certificates for each point claimed. The Board of Directors will review the application for completeness and accuracy and will make the final determination at the next scheduled meeting. The member shall be notified in writing, by the President, that the initials PAH may be affixed after their name.

Section 3.5 Dues

The Board shall establish a schedule of annual dues for the several classes of membership. The annual dues will cover the period from July 1 to June 30. The payment of such dues shall be made prior to September 1 of each calendar year. Dues shall be deemed delinquent if not paid by September 1. No member whose dues are delinquent shall be entitled to participate in any "Society" activity and the Board may direct that such a member's name be removed from the membership roll of the "Society". Dues are nonrefundable and non-transferable. Dues paid by new members joining after January 1, shall be one half of the annual dues for the first year. There will be no other proration of dues for the new members joining the "Society".

Section 3.6 Fees

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

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 Number and Qualification of Directors

The initial directors of the "Society" shall be set forth in the Articles of Incorporation and such directors shall hold office until the first election is held by the "Society".

The number of directors may be increased or decreased from time to time by amendment to these Bylaws. The number of directors of the "Society" shall not be less than three and not more than seven.

Except for the initial directors, the Board shall consist of the President and one immediate Past President. The remaining directors shall be elected in accordance with the provisions of Article VI.

Section 4.2 Duties

The affairs of the "Society" shall be managed and supervised by the Board of Directors. The Board shall perform such duties and assume such responsibilities as it deems necessary for the proper functioning and for the best interests of the "Society" which shall include:

- (1) Set the annual membership dues of the "Society" and set fees for shows and workshops upon the recommendation of the appropriate committees or chairs.
- (2) Authorize the collection and disbursement of the funds.
- (3) Rule on motions of policy and procedure and adopt such rules as are in the best interest of the "Society", provided they are not in conflict with these Bylaws or state statutes.
- (4) Approve the creation and appointment of all standing, ad hoc and special committees.
- (5) Receive periodic reports from all operating committees.
- (6) Take action on all such business as may properly come before the Board.

Section 4.3 Resignations

Board members wishing to resign must present their resignation in writing to the membership.

Section 4.4 Vacancies

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum, or by a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

ARTICLE V

OFFICERS

Section 5.1 Elective Officers

The initial officers of the "Society" shall be set forth in the Articles of Incorporation and such officers shall hold office until the first election is held by the "Society".

The elective officers of the "Society" shall be President, Vice President, Secretary and Treasurer. Except for the initial officers, officers shall be elected in accordance with the provisions of Article VI.

Section 5.2 Eligibility

Only members in the class of General and Life shall be eligible to hold office in the "Society".

To be eligible for the office of President or Vice President a person shall have been a general member for at least one year immediately preceding the date of nomination or shall be a life member at the date of nomination.

To be eligible for the office of Secretary a person shall be a general or life member at the date of nomination.

To be eligible for the office of Treasurer a person shall be a general or life member at the date of nomination and shall have the skills necessary to carry out the duties of the office.

Section 5.3 Term of office

Elected officers shall take office on the first day of the month following the date of election and shall serve a term of two years.

Section 5.4 Duties of Elective 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 interest 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, and if there be no successor, to the President,

within thirty (30) days after the term of office.

A. President

The president shall be the chief executive officer and official spokesperson of the “Society”. The president shall preside at all meeting of the “Society” and shall appoint the chairs of the standing committees, all chairs of special committees, and the chairs and members of the nominating committee. The president shall also perform such duties as pertain to the office, are required by the bylaws or are directed by the Board of Directors, and shall be an ex-officio member of all committees except the nominating committee.

B. Vice President

The vice president shall assume the duties of the president in the absence of the president. The vice president shall be responsible for the programs at membership meetings and shall perform such other duties as directed by the president or the Board of Directors.

C. Secretary

The secretary shall be responsible for recording and reporting minutes of all “Society” meetings and for coordinating with the president a record of “Society” correspondence. No individual member may correspond with any group or individual under the “Society’s” name unless appointed and approved by the board.

The secretary shall give all notices provided in these bylaws and shall have such other powers and duties as may be assigned by the Board of Directors.

D. Treasurer

The treasurer shall be responsible for the proper recording, safekeeping and accounting of all receipts and disbursements of “Society” funds. The treasurer shall maintain complete and accurate accounting records, shall present to the membership at each regular meeting an up-to-date financial report and shall perform all other duties assigned by the Board of Directors. “Society’s” accounting records shall be available for inspection or verification.

The Board of Directors, may at its discretion, appoint some responsible person, firm, or corporation engaged in the business of auditing to serve as the auditor for the purpose of examining the accounts and records of the “Society”, comparing them with the statements of the treasurer and reporting audit results to the members.

Section 5.5 Resignations

Officers wishing to resign must present their resignation in writing to the membership.

Section 5.6 Vacancies

In the event of death, resignation, or incapacity of the president, the vice president shall assume the office of president for the remainder of the unexpired term. In the event of a vacancy occurring in any other elective office, such vacancy shall be filled for the remainder of the term by appointment by the president with the approval of the

Board of Directors.

In the event that both the president and vice president should be unable to carry out the responsibilities and duties of their respective offices because of death, resignation or other cause, the Board of Directors shall declare a vacancy to exist and call a special meeting of the “Society” for the election of a new president and vice president for the remaining unexpired terms. The previous year’s nominating committee shall submit a list of candidates.

Whenever an elective or appointive officer (other than the president) is temporarily unable to perform the duties of such office, the president may appoint an acting officer for the period of the temporary vacancy.

Section 5.7 Appointive Officers

The President may appoint subordinate officers, including assistant vice presidents, assistant secretaries, assistant treasurers and chairpersons of standing committees.

ARTICLE VI

VOTING AND ELECTIONS

Section 6.1 Voting members

Only members in the class of General and Life, and no others, shall be entitled to vote for elective officers and elective directors. Each such member shall have one vote on any questions to be voted upon by the “Society” to be exercised either in person or by proxy, and members in these classes only shall be eligible to hold office in the “Society”.

Section 6.2 Nominations

Nominations for elective office shall be made by the Nominating Committee. Nominations may also be made by any voting member via a written note to the Nominating Committee or at a membership meeting immediately prior to the annual meeting in the election year.

Section 6.3 Nominating Committee

A nominating committee of three members, one of whom shall be designated as chairperson, shall be appointed by the President biannually, up to six months before the election.

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) Present a slate of nominees to the Board no later than sixty (60) days preceding the scheduled annual meeting in the election year. Upon approval by the Board, the committee shall prepare the official ballot and deliver it to the Secretary, no later than forty-five (45) days prior to scheduled annual

meeting, for mailing to the voting members.

- (4) Announce the results of the election before the close of the annual meeting in the election year.

Section 6.4 Election

Elective officers and directors of the “Society” shall be elected biannually in accordance with the following procedure:

- (1) Thirty (30) days before the scheduled annual meeting, the Secretary shall mail to each voting member an official election ballot showing the nominations for each office.
- (2) The Secretary shall indicate on the official ballot the mailing address for the ballots and the date set for the close of the polls for the ballots. Such date shall be set at least three (3) days before the scheduled annual meeting. In order to be valid, each ballot must be received by such a date or must be delivered in person to the annual meeting.
- (3) The Secretary will appoint an Election Proctor and two Tellers no later than ten (10) days before the scheduled annual meeting in the election year. The Secretary shall deliver all official ballots received, unopened, to Election Proctor at the beginning of the scheduled annual meeting in the election year.
- (4) The ballots will be opened and tabulated by two Tellers, and supervised by Election Proctor, during the scheduled annual meeting in the election year. Elective officers and directors shall be elected by a simple majority of valid votes cast by the voting membership of the “Society”. The results will be given to the chair of the nominating committee who will announce the results before the end of the annual meeting.

ARTICLE VII

STANDING AND OTHER COMMITTEES

Section 7.1 Standing Committees

The following are standing (permanent) committees established for the purpose of assisting the President and the Board of Directors.

- (1) Membership committee
The membership committee has the responsibility for keeping a record of current members and making this information available to the Board and to those committees and members who need that information.
- (2) Newsletter committee
The newsletter committee has the responsibility for publishing the “Society” newsletter on quarterly basis and distributing it to all members as well as other interested organizations and individuals.
- (3) Education committee
The education committee has the responsibility for arranging and conducting workshops, seminars and exhibits for members, interested individuals and public, in areas appropriate to the objectives of the “Society”. The committee is also responsible for maintaining and managing the “Society’s” lending library of books, videotapes and other appropriate material.

(4) Program committee

The program committee has the responsibility of providing program topics and agendas for each membership meeting throughout the year.

Chairpersons of the standing committees shall be appointed by the President. The chairpersons of standing committees may appoint their own committee members.

The President with the approval of the Board of Directors may establish additional standing committees as needed. The President may with the approval of the Board of Directors abolish a standing committee.

Section 7.2 Special Committees

Special committees may be established as needed by the President with the approval of the Board of Directors and shall have such powers and terms of appointment as may be needed to accomplish their special purposes.

All committee reports and/or recommendations shall be submitted to the President and the Board of Directors.

ARTICLE VIII

MEETINGS

Section 8.1 Annual Meeting

The annual meeting of the "Society" shall be held in June of every year, unless otherwise ordered by the Board and shall be open to all members.

The president shall render an annual report outlining the activities of the "Society" for the past year, which report will include a summary of the financial affairs of the "Society". On biannual basis the annual meeting will also be held for the election of officers and directors.

Notice of the annual meeting shall be sent by mail to all members at least thirty (30) days in advance of the date thereof.

Robert's Rules of Order shall govern the procedure to be followed at all meetings of the "Society" and the Board of Directors, when such Rules are not in conflict with the Articles of Incorporation of the "Society" and its Bylaws.

Section 8.2 Special Meetings

Special meetings may be called by the President, or at a written request of ten (10) members.

Section 8.3 Board of Directors Meetings

The Board of Directors shall meet quarterly at a time and place determined by the President and shall be open to all

members.

Section 8.4 Quorum

The quorum for annual or special meetings will be 2/3 of the members present who are eligible to vote. The quorum for the Board of Directors meetings will be 2/3 of the total members of the Board.

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, 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

DISSOLUTION

In the event that it becomes necessary for the “Society” to dissolve, the Board shall adopt a resolution recommending dissolution and shall send written prior notice to all members at least thirty (30) days in advance of the scheduled meeting of the membership where such action will be considered. The resolution to dissolve must be passed by at least two-thirds of those members in attendance and voting.

Upon dissolution of the “Society” all liabilities and obligations of the “Society” shall be paid. Any and all remaining asset of the “Society” shall be distributed to one or more charitable art organizations, provided that such organizations have established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE XI

AMENDMENTS

These bylaws may be amended at any membership meeting by a two-thirds (2/3) vote of the members present, entitled to vote and voting, provided notice of the substance of the amendment is submitted in writing to the membership at least thirty (30) days before the day of such meeting.

ADOPTION

These Bylaws were adopted at a meeting of the members of the Pastel Artists of Hawaii held on September 29, 2001 in the City of Honolulu, State of Hawaii.

BYLAW AMENDMENTS SINCE ADOPTION

These Bylaws were updated for the amendments voted on and passed by the members, in accordance with Article XI.

- Bylaw amendment #1, passed in membership meeting held on June 13, 2004.
- Bylaw amendment #2, passed in membership meeting held on January 30, 2005.
- Bylaw amendment #3, passed in membership meeting held on May 29, 2005.
- Bylaw amendment #4, passed in membership meeting held on February 3, 2008.