

BY-LAWS
WISCONSIN PASTEL ARTISTS
(A not-for-profit corporation)

ARTICLE 1 CORPORATION

1.01. Name of the Corporation. The name of the corporation shall be Wisconsin Pastel Artists. Hereafter, the corporation may be referred to as "WPA".

1.02. Purpose of the Corporation. WPA was established to:

- (a) Promote, encourage and foster creative painting with pastels;
- (b) Promote and encourage pastel artists;
- (c) Promote instructive activities and exhibit opportunities to benefit pastel;
- (d) Promote a fellowship of pastel artists;
- (e) Promote public awareness of pastels.

WPA operates exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code, is nondiscriminatory and does not limit membership nor participation either on the basis of race, color, creed or gender.

ARTICLE 2 MEMBERSHIP

2.01. Membership.

(a) Anyone who pays the required dues is eligible to vote, hold any of the WPA offices, serve on any of the WPA committees, and may participate in "members only" exhibits. A member shall be in agreement with the objectives of the WPA.

(b) Signature Member: This is granted to a member in good standing after he/she has won place awards in 2 or more WPA exhibitions, and has held a position on the WPA board or on one of the WPA standing committees. Once this requirement is fulfilled, the president shall notify the member that "WPA" may be affixed after their name. Signature membership shall remain as long as the member is in good standing.

(c) Honorary Director. Selected by the board on the basis of merit, a number of Master Pastelists may be designated as honorary directors, subject to their consent to serve the WPA in this capacity.

2.02. Dues. The amount of annual dues shall be approved by the membership at the WPA annual meeting.

2.03. Termination. Membership shall be terminated for these reasons: (1) non payment of dues or assessments; (2) public behavior that is detrimental to the WPA reputation; (3) defamation of character.

ARTICLE 3 BOARD

3.01. Officers. The board of WPA shall consist of these elected officers: president, vice-president, recording secretary, and treasurer. Appointed officers may include the membership coordinator, newsletter editor, publicity coordinator, exhibition coordinator and chairs of other committees deemed necessary by the board.

3.02. Elections. Officers shall be elected at the annual meeting by a simple majority of votes cast by members present plus absentee ballots submitted. The president and vice president must have been members for at least one (1) year prior to nomination. Officers are elected for a two (2) year term.

3.03. Resignations. Officers who wish to resign must present their resignation in writing to the board.

3.04. Vacancies. Should a vacancy occur in mid-term, the president may appoint an officer, subject to ratification within sixty (60) days of the appointment by two-thirds (2/3) of ballots received from members. A vacancy of the office of president shall automatically be filled by the vice-president.

ARTICLE 4 DUTIES OF OFFICERS

4.01. President. The president is responsible for directing the ordinary affairs of WPA, supervise the duties of the other officers, appoint committee chairperson, set the agenda and preside at board and general membership meetings. The president may attend any or all standing committees as an ex-officio member.

The president shall alert members to matters that may affect WPA, and promote WPA and it's activities. The president shall be accountable to the WPA membership.

4.02. Vice President. In the absence of the president, the vice-president shall preside at meetings and assume other duties when the president is unable. The vice-president shall be responsible for scheduling programs for the member meetings, hiring judges for member exhibitions, and jurors for juried shows.

4.03. Recording Secretary. The position is primarily responsible for recording and reporting minutes of all WPA general meetings, and maintaining a permanent file of minutes which includes all treasurer's reports.

4.04. Treasurer. The treasurer shall deposit funds received in the WPA bank account(s) and keep an accurate record of receipts and disbursements, reconciling the checking account and maintaining a file of bank statements, canceled checks as well as receipts for paid bills and purchases. The treasurer shall issue checks for all bills submitted to WPA, or as directed by the president. Both the treasurer and president shall be authorized to sign checks. Only one signature is required.

The treasurer shall present to the membership at each general meeting an updated financial report. The treasurer shall prepare and file any federal and state tax and information forms that may be required to keep the WPA status current.

4.05. Membership Coordinator. The membership coordinator shall promote and solicit membership in WPA, process membership applications and membership renewals, welcome new members and maintain an up-to-date membership roster.

4.06. Website Coordinator. This position is responsible to keep members informed by way of uploading forms, posting and adding information, and removing outdated information on the WPA website.

ARTICLE 5 VOTING AND ELECTIONS

Prior to the election meeting, the upcoming nominations for Officers to the Board shall be announced. Nominations of the elected officers are open to any member in good standing as defined in Article 2: Membership 2.01 paragraph (a). All elections shall be by show of hands of members present at the election meeting. New officers shall be installed as the last order of business at the election meeting.

ARTICLE 6 COMMITTEES

6.01. Hospitality Committee.

6.02. Exhibitions/Program Committee.

The president shall determine the task and parameters of each optional, standing committee, if formed.

ARTICLE 7 IRREGULARITIES

7.01. Irregularities. A written report or complaint of conduct by a WPA member which reflects unfavorably or adversely impacts WPA may be made to the officers by any person whether or not said person is a WPA member. The officers shall notify the member in writing stating the nature of the charge and the name of the person who made the complaint within five (5) days of the officers' decision to investigate the complaint.

Should the officers decide to investigate this complaint, they shall present their findings and recommendation to the membership at a members-only, executive session. The member in question will have an opportunity to present his/her view at the same time the officers present their findings. The member in question must abide by the written vote of at least two-thirds (2/3) of the membership present at this meeting.

7.02. Misconduct of Office. Similar rules apply to a complaint made against a WPA officer, except that the officer in question shall not carry out his/her duties or participate in the investigation, and may be removed from office by a two-thirds (2/3) vote of members present. An officer so removed shall be automatically terminated from membership.

ARTICLE 8 AMENDMENTS

Proposed amendments to these By-laws shall be submitted to the membership at a regular meeting by (1) the officers, (2) a by-laws committee, (3) a petition signed by at least twenty percent (20%) of the membership.

The officers shall consider such a proposal and pass their recommendation to the membership with a copy of the amendment within thirty (30) days of submission, to be dealt with at the next general meeting. Passage of the proposed amendment shall require approval of two-thirds (2/3) of the ballots cast.

ARTICLE 9 GENERAL

9.01. Dissolution. A motion to dissolve WPA shall require a written petition of at least twenty (20) percent of the members. Written notice of this motion shall be submitted to all WPA members at least thirty (30) days in advance of its consideration. Approval of the motion shall require a three-fourth (3/4) majority of the ballots cast.

9.02. Debts and Assets. Upon dissolution, all the debts of WPA 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.

ARTICLE 10 PROVISIONS FOR REGULATION OF INTERNAL AFFAIRS

The WPA name and/or logo shall not be used to promote or sponsor any event without the express written permission of the WPA board of officers. Its name is reserved for the collective benefit of its membership.

No part of the net earnings of WPA shall benefit any individual except where reasonable compensation for services rendered has been authorized, and/or where payments are made to further the purposes set forth in Article 1.

ARTICLE 11 FISCAL YEAR

The WPA fiscal year shall run from January 1 to December 31. The annual meeting will be held at the last scheduled meeting of each calendar year, unless scheduled otherwise by the president.

History of Revisions Made

Changes to Article 5 – Voting and Elections – May 4, 2010

Changes to Article 2 – Membership – May 9, 2012

Changes to Article 4 – Duties of officers – May 9, 2012

Changes to Article 2 – Membership – March 11, 2016

Signature Membership reinstated