

Society of Decorative Painters

BYLAWS

ARTICLE I – NAME

The name of this non-profit organization shall be the National Society of Tole and Decorative Painters, Inc., doing business as the SOCIETY OF DECORATIVE PAINTERS and referred to herein as the SOCIETY.

ARTICLE II – PURPOSE

The purpose of the Society shall be to stimulate interest in and appreciation for decorative painting; to raise the quality of the art form; and to serve as a central dissemination point for information concerning decorative painting.

ARTICLE III – STRUCTURE

The structure of this organization shall be built of the relationships of Members, Chapters, Executive Committee, Board of Directors, with duties and powers as hereafter set forth.

ARTICLE IV – POWERS

The powers of this organization shall be to advance its objectives by issuance of charters to chapters; to incorporate as an association for benevolent, educational, fraternal or beneficial non-profit purposes if deemed advisable by the Board of Directors; to adopt emblem, seals and ritual; to publish newsletters or other publications; to employ legal counsel; to change the name if necessary; to establish dues and fees; and to do all things necessary to further the purposes and objectives of the National Society of Tole and Decorative Painters, Inc., in an efficient economical manner as decided upon by the Board of Directors.

ARTICLE V – MEMBERSHIP

Section 1. Classification

- A. Individual - An individual member shall be eligible to vote, to attend the Annual Meeting, to hold office, to apply for Certification and to receive the Society's official publication(s).
- B. Individual/Business - An individual/business member shall have all the rights of individual members as well as those additional Business related privileges as determined by the Board of Directors. Only one person per business membership, as listed on the membership application, has voting rights
- C. Lifetime (no longer available as of May 1977) - A lifetime member shall have all the rights and privileges of individual members.

- D. Household – A household member, whose eligibility is defined in the standing rules, shall have all the rights of individual members with the exception of receiving the Society's official publication(s).
- E. Honorary – An Honorary member shall be awarded at the discretion of the Board of Directors and shall not pay dues, vote, hold office, or be eligible to apply for Certification.
- F. Affiliated – An affiliated member shall include any non-profit organization whose goals, aims or product interests are compatible with those of the Society. Such membership may be conferred only by the Board of Directors and will not provide voting or office-holding privileges.

Section 2. Application and Obligations of Membership

- A. Membership shall be obtained by application and payment of dues as set forth in the Standing Rules.
- B. Members, in accepting membership in the Society, ratify, accept and agree to be bound in all things not contrary to law, by these bylaws, by the Society's Standing Rules, and by the Code of Ethics and to observe the provisions thereof.
- C. Failure to maintain financial obligations or meet the requirements of membership shall result in the loss of Society privileges.

Section 3. Resignation

A member may resign by filing a written resignation with the President. The resignation shall not relieve the member from the obligation of outstanding accounts due to the Society.

Section 4. Censure and/or Expulsion

Members of any classification may be censured or expelled from membership by a two-thirds (2/3) vote of the total Board of Directors for non-payment of financial obligations, or failure to abide by the Bylaws, Standing Rules, and Code of Ethics of the Society. For any cause other than non-payment of financial obligations, removal shall occur only after the member complained against has been advised of the complaint against him/her and is given reasonable opportunity for defense. If a member is expelled such member may appeal the decision of the Board of Directors at the Annual Meeting of the Society, providing that notice of intent to appeal is filed in writing with the President no less than ten days in advance of the meeting.

Section 5. Reinstatement

A former member in good financial standing with the Society who has been expelled for Bylaws, rules or ethics violations may be reinstated with the approval of the Board of Directors. If such a member is in default on payments due to the Society, such payments, as well as current membership costs, must be met before he or she is reinstated. Former members expelled solely for non-payment of dues may be reinstated at any future date with the payment of current dues and all past due accounts.

ARTICLE VI – DUES

Section 1. Dues — Membership dues as outlined in the Standing Rules of the Society are payable annually.

ARTICLE VII – MEETINGS

Section 1.

- A. Membership Meetings—There shall be an annual meeting of the members upon such date, time and place as the Board shall determine. During the annual meeting, voting members shall have the right to vote on the following matters: election of Board of Directors and officers; and approval of any amendments to Bylaws and Standing Rules that may have been proposed by the Board.
- B. Special Meetings—Special meetings of the members may be called by the President of the Board of directors or upon the request of 10 percent of the voting members or a majority of the Board of Directors.
- C. Members shall receive not less than sixty (60) days prior written notice of meetings. The notice shall state the purpose of any special meeting.
- D. Agenda—The agenda shall include elections of officers, Board Members-at-Large and members of the Nominating Committee in addition to regular business brought before the membership.
 - 1. Business requiring action by the membership shall be presented in writing in the form of a main motion to the President not less than ten (10) days prior to the first day of the meeting.
 - 2. Business not requiring action by the membership shall be submitted to the President in writing for inclusion on the agenda not less than forty-eight (48) hours prior to the meeting.

- E. Quorum—Each voting member in good standing shall have one vote at any meeting of the members. A quorum shall consist of all such members present in person at the meeting. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

ARTICLE VIII – OFFICERS, BOARD MEMBERS-AT-LARGE, APPOINTIVE OFFICERS

Section 1. Elected Officers—The elected officers of the Society shall be a President, Vice President/President Elect, Recording Secretary and Treasurer.

A. Qualifications for Office

1. Officers shall have been members in good standing for not less than three (3) years immediately proceeding the time of election.
2. The nominee for Vice President/President Elect shall have had previous service as an elected member of the Board of Directors.

B. Terms of Office

1. The term of office for the President and Vice President/President Elect shall be one (1) year or until a successor is elected. The President and Vice President/President Elect shall serve no more than one (1) consecutive term unless the Vice President/ President Elect assumes the Presidency under Section 1, C.2.
2. The terms of office of the Secretary and the Treasurer shall be two (2) years. The Secretary and Treasurer shall be elected in alternate years.
3. The terms of office for all officers shall begin at the conclusion of the Annual Conference.
4. An officer elected or appointed to a two-year (2) term shall be eligible for election to that office for two (2) full terms.
5. An officer who has served less than one (1) term in any office shall be eligible for election to that office for one (1) additional term.
6. Elected officers shall serve no more than (2) consecutive terms in the same office, except as noted in Section 1, C.1.

C. Vacancy

1. A vacancy in the office of President shall automatically be filled by the Vice President/President Elect for the unexpired term.
2. A vacancy in an office, except that of the President, shall be filled by the Board of Directors for the unexpired term. A Vice President/President Elect so selected shall not succeed to the office of Presidency except by election at the next Annual Meeting.

D. Removal—Any officer or Board member may be removed from such office with or without cause by a two-thirds (2/3) vote of the Board of Directors

E. Duties of Officers

1. President—The President shall preside at all meetings of the members, Board of Directors and Executive Committee; shall coordinate activities of the Board of Directors and Executive Committee; shall be an ex-officio member of all committees except the Nominating and Awards Committees; and shall perform such other duties as the Board of Directors may assign or which generally pertain to this office.
2. Vice President/President Elect—The Vice President/President Elect shall act in the absence of the President; shall perform such other duties as may be assigned by the Board of Directors; and shall succeed to the office of President at the conclusion of the President's term of office or in the event of a vacancy in that office.
3. Recording Secretary—The Recording Secretary shall record minutes of business meetings of the general membership, Executive Committee, and the Board of Directors. These minutes shall be kept in books which are the property of the Society and shall be a complete and clear record of the Society's activities.
4. Treasurer—The Treasurer shall review all financial reports of the Society monthly; shall report to the Board of Directors at regular meetings; shall review financial records annually; and shall submit a written report to the membership at the Annual Meeting.

Section 2. Board Members-at-Large

- A. Number—There shall be six (6) Board Members-at-Large nominated and elected as provided in these bylaws.
- B. Qualifications for Office—Board Member-at-Large shall have been members in good standing of the Society for not less than three (3)

years immediately preceding the time of election and shall normally be selected from geographically diverse areas of the membership make up.

C. Term of Office

1. The term of office shall be two (2) years. Board Members-at-Large shall not serve more than two (2) consecutive terms.
2. The terms of office for Board Members-at-Large shall begin at the conclusion of the Annual Conference.

D. Vacancy—A vacancy in the office of Board Member-at-Large shall be filled by the Board of Directors until the next Annual Conference.

Section 3. Appointive Officers

- A. Authority—The appointive officers of the Society shall be those appointed for special duties of the Board of Directors as they deem necessary and may include a parliamentarian, historian and others.
- B. Limitations—Appointive officers shall not be members of the Board of Directors but may be invited to attend Board meeting in an advisory capacity.

ARTICLE IX – NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee—There shall be a Nominating Committee composed of five (5) members who shall hold individual membership in the Society at the time of election or appointment; three (3) of whom shall be elected by the members at the Annual Meeting and Conference for a term of one (1) year; one (1) who is selected by and from the immediately preceding Nominating Committee; and one (1) who is appointed by the President and approved by the Board of Directors.

A. Qualifications and Term of Office

1. All members shall have been members in good standing of the Society for not less than the three (3) years immediately preceding the time of election or appointment.
2. The elected members shall serve a term of one (1) year. No members shall be eligible for re-election to the Nominating Committee until two (2) years shall have elapsed. The chairman, to be appointed by the President with the approval of the Board of Directors, shall be limited to a one-year-term in that capacity.

B. Duties of the Nominating Committee

1. The Nominating Committee shall be responsible for submitting to the membership of the Society, nominees for the office of Vice-President/President Elect, Recording Secretary, Treasurer, and for Board Members-at-Large and the Nominating Committee. Both the Board Members-at-Large and those for the Nominating Committee shall normally be selected from geographically diverse areas of the membership makeup. The Nominating Committee shall obtain the consent of the nominees prior to the nomination.
2. The committee shall select one (1) of the three elected members of the committee to serve on the succeeding Nominating Committee.
3. The committee shall be accountable to the members of the Society, and have the responsibility to report to the Board of Directors.

C. Report of Nominating Committee

1. The Nominating Committee shall submit its slate of nominees to the Society office by November 1.
2. The slate of nominees shall be printed in *The Decorative Painter* or mailed to the address on record for each current member no later than 90 days prior to the Annual Meeting.

D. Vacancy—A vacancy on the Nominating Committee shall be filled by appointment of the President with the approval of the Board of Directors.

Section 2. Election of Officers, Board Members-at-Large and elected members of the Nominating Committee

- A. The election shall be by ballot. The ballot for Board Members-at-Large and the Nominating Committee shall normally represent a general geographic area of the membership make up, and shall include the name, city and state of each incumbent and nominee.
- B. The three (3) Board Members-at-Large candidates and the three (3) Nominating Committee candidates receiving the highest number of votes shall be elected.
- C. In the event a write-in candidate receives the highest number of votes, the candidate shall meet all necessary qualifications for the office prior to being elected.

D. Absentee Voting

1. A ballot listing the slate of nominees submitted by the Nominating committee, with a space for eligible write-in candidates, shall be mailed to current members with The Decorative Painter or other written notice containing the slate of officers.
2. The absentee ballot shall be received in the Society office on or before the deadline date established by the Board of Directors.
3. Absentee ballots shall be held unopened until the Annual Meeting when a Tellers Committee designated for absentee ballots shall be responsible for tallying the votes.

E. Tellers Committee

1. A Tellers Committee appointed by the President shall tally votes. Absentee ballots shall be counted separately from, but simultaneously with, in-person votes.
2. The Head Tellers shall prepare the final tally for both the absentee and in-person votes, prepare and sign a report and deliver to the Chair for announcement of results.

ARTICLE X – BOARD OF DIRECTORS

Section 1. Composition—The Board of Directors shall be composed of the President, Vice-President/President Elect, Secretary, Treasurer, Immediate Past President, and the six (6) Board Members-at-Large. The Board of Directors shall meet on dates fixed by it or on call of the President.

Section 2. Authority and Responsibility—The governing body of this Society shall be the Board of Directors which shall have supervision, control and direction of the affairs of the Society, its committees and publications, shall determine its policies or changes therein; shall consider ethical matters referred to it by the Executive Committee; shall have the authority to establish all fees except dues, shall actively promote its objectives; shall adopt the budget; shall supervise disbursements of its funds and shall review all employment contracts.

Section 3. Committee Liaison—One (1) member of the Board of Directors shall be assigned by the President to chair, co-chair, or be a liaison member of each Standing Committee, except the Nominating Committee.

Section 4. Conference Telephone Meeting—Members of the Board of Directors may participate in a meeting of the Board by means of a conference

telephone call, and participation in such a meeting shall constitute presence in person at such a meeting.

Section 5. Voting by Electronic Means—The Board of Directors may vote by FAX, telephone conference, or other electronic means.

Section 6. Indemnification—The Society shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or complete action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Society, by reason of the fact that such person is or was a director, officer, employee or agent of the Society, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action suit or proceeding, including attorney fees, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Society.

Section 7. Quorum—At any meeting of the Board of Directors, a majority shall constitute a quorum.

ARTICLE XI – EXECUTIVE COMMITTEE

Section 1. Composition—The Executive Committee shall be composed of the President, Vice-President/President Elect, Recording Secretary and Treasurer.

Section 2. Responsibility—The Executive Committee responsibilities shall include but not limited to:

- A. Review and consider reports of possible breach of ethics by Society members prior to presentation to the Board.
- B. Conduct the annual performance review of the Executive Director.
- C. Provide assistance to the Board in fulfilling its fiduciary responsibilities relating to accounting, reporting reimbursement practices.
- D. Make recommendation for appointment of independent certified public accountants and maintain a direct line of communication with these accountants.

Section 3. Authority—The Executive Committee shall have the authority to act between board meetings in place of the Board of Directors only in

cases of such emergency that it is not possible to arrange a meeting of the Board of Directors by conference telephone call.

Section 4. Voting by Electronic Means. The Executive Committee may vote by FAX, telephone conference, or other electronic means.

Section 5. Quorum—Two-thirds (2/3) of the Executive Committee shall constitute a quorum at any duly called meeting.

ARTICLE XII – COMMITTEES

Section 1. Standing Committees—Standing Committees, shall include the Nominating, Awards, Business, Certification, Chapters, Education and Teachers Committees.

- A. Standing Committees may be created by the Board of Directors as may be deemed necessary and shall be accountable to the Board of Directors.
- B. Committees shall normally have a membership of five (5), one of whom shall be a member of the Board of Directors. The chairmen and committee members shall be selected by the Vice-President/President Elect (for service during that officer's term of office as President) and shall be approved by the Board of Directors.
- C. Committee chairmen shall normally have served on the same committee before appointment to the chairmanship and shall have been a member in good standing of the Society for not less than three (3) years. Members of the committee shall be members in good standing of the Society.
- D. Committee members may serve no more than two (2) consecutive terms on the same committee, except a member may be eligible to serve a third consecutive term if named chairman of that committee.
- E. Composition, duties, and responsibilities of Standing Committees shall be:
 1. Awards Committee
 - a. The Awards Committee shall review and recommend policy specific to the Awards Program for approval by the Board of Directors. Responsibilities shall include but not limited to:

- (1) Selecting a person or persons for awards whose endeavors have furthered the purposes of the Society and/or have contributed substantially to the Society itself.
 - b. There shall be not less than three (3) members of the committee who shall:
 - (1) Be members of the Society in good standing for not less than three (3) years.
 - (2) Be ineligible for re-appointment to the committee for five years with the exception of the committee member who is selected to serve on the succeeding Awards Committee.
 - c. The committee shall select one (1) of the members of the committee to serve on the succeeding Awards Committee.
2. Business Committee
- a. The Business Committee shall review and recommend policy specific to Individual/Business Associate Members for approval by the Board of Directors. Responsibilities shall include but not be limited to:
 - (1) Reviewing policies regarding the Annual Conference Exposition and make recommendations for changes and implementation.
 - (2) Planning educational events and providing information for Individual/Business Associate Members.
 - (3) Advising Individual/Business Associate Members of current trends, reforms and policies via business publications.
 - b. Members of this committee shall be selected from a cross section of the business community within the Society and shall be members in good standing for no less than three (3) years.
3. Certification Committee
- a. The Certification Committee shall review and recommend policy specific to the Certification Program for approval by the Board of Directors. Responsibilities shall include but not be limited to:

- (1) Content of the Certification portfolio
 - (2) Planning of educational events and provide information for Certification applicants
 - b. A majority of the committee members shall be Certified.
 - c. Members of the committee shall be members in good standing for no less than three (3) years.
 - d. The Certification Chairman shall:
 - (1) Have a Master Certification.
 - (2) Have served as a recent judge.
 - (3) Be responsible for selecting judges all of whom must be Master Certified and approved by the Board of Directors.
 - (4) Supervise the judging process
4. Chapters Committee
- a. The Chapters Committee shall review and recommend policy specific to the Chapters Program for approval by the Board of Directors. Responsibilities shall include but are not limited to:
 - (1) Planning for service, information and training for chapters and their leaders.
 - (2) Studying and recommending policies for the regulation of chapters.
 - b. Members of this committee shall be an active member of an affiliated chapter and be members of the Society in good standing for no less than three (3) years.
5. Education Committee
- a. The Education Committee shall review and recommend policy specific to educational programs and activities for the membership for approval by the Board of Directors. Responsibilities shall include but not be limited to:
 - (1) Planning educational programs for presentation at the Annual Conference.
 - (2) Making recommendations for educational articles to be published.

(3) Studying other appropriate methods for the education of the members.

b. Members of this committee shall normally be selected from the diversity of membership categories and shall be members of the Society in good standing for no less than three (3) years.

6. Teachers Committee

a. The Teachers Committee shall review and recommend policy specific to teacher concerns for approval by the Board of Directors. Responsibilities shall include but not be limited to:

(1) Selecting class projects for the Annual Conference that best represent the excellence of the varied styles of painting.

b. Members of this committee shall be members of the Society in good standing for no less than (3) years.

Section 2. Special Committees—The Board of Directors may, from time to time, create such other committees or sub-committees as are necessary and which are not in conflict with other provisions of these bylaws. The composition and duties of any such committees shall be defined by the Board of Directors when created. The members shall be appointed by the President in accordance with the Board resolution.

Section 3. Approval of Committee Plans—Each Standing and Special Committee may present plans and budget requests for approval by the Board of Directors. No project shall be undertaken without such approval.

ARTICLE XIII – EXECUTIVE DIRECTOR

Section 1. Structural Responsibility—The Executive Director shall serve as a non-voting, ex-officio member of all standing committees of the Society with the exception of the Nominating and Awards Committees, and shall normally attend meetings of the Board of Directors and Executive Committee.

Section 2. Leadership Responsibility—Overall direction, coordination and implementation of the policies of the Society shall be provided by the Executive Director who shall seek opportunities to represent the membership in the interest of promoting the purpose of the Society.

- Section 3. Policy Responsibility—The Executive Director shall provide information to the Board of Directors in order to assist it in keeping alert to changing needs and modifying its policies accordingly.
- Section 4. Administrative Responsibility—The Executive Director shall be responsible for employing an administrative staff to adequately fulfill the duties of the Society office and shall be the authorized representative of the Society to sign contracts within the limits set by the Board of Directors.
- Section 5. Financial Responsibility—The Executive Director shall be responsible for the collection of monies due the Society; for establishing proper accounting procedures for the handling of the Society's funds; and for the safekeeping and investing of the funds as instructed by the Board of Directors.
- Section 6. Limits of Responsibilities—The Executive Director shall act within the policies and guidelines of the Board of Directors, as well as the limitations of the Bylaws and Standing Rules of the Society and within the terms of the employment contract which shall be reviewed annually by the Executive Committee.

ARTICLE XIV – FINANCES

- Section 1. Audit—The accounts of the Society shall be audited not less than annually by a certified public accountant who shall be recommended by the Executive Committee and appointed by the Board of Directors.
- Section 2. Society Funds—The Board of Directors shall designate one financial institution which shall be the primary depository of Society funds and may establish limited purpose accounts as they deem necessary. Signature cards shall be executed by the President, Vice-President/President Elect, Treasurer, Executive Director, and a designated employee. The Board of Directors shall designate the amount over which two signatures are required for disbursements.
- Section 3. Investments—The Board of Directors shall have full authority and responsibility to adopt an investment policy in keeping with the purpose of the Society.
- Section 4. Budget—The Executive Director and the Executive Committee shall annually prepare the financial budget for adoption by the Board of Directors and for presentation to the membership in the official publication and at the Annual Meeting.

- Section 5. Bond—All persons whose responsibility involves the handling of money shall be bonded in an amount determined by the Board of Directors.
- Section 6. Reimbursement of Expenses—Members of the Board of Directors and others may be reimbursed for Society related expenses in accordance with the reimbursement policy adopted by the Board of Directors.

ARTICLE XV – CHAPTERS

- Section 1. Affiliation—The Society may grant affiliation to chapters that comply with all requirements as set forth in Procedures for Chapter Affiliation.
- Section 2. Membership Requirements—Chapters of the Society, shall be composed only of members of the Society.
- Section 3. Limitation—Chapters shall be governed by the bylaws of the Society, the bylaws of the chapter and policies and procedures of the Board of Directors of the Society.
- Section 4. Chapter Authority—Chapters shall have authority to elect officers and set forth chapter dues and fees.
- Section 5. Withdrawal of Affiliation—The Board of Directors of the Society shall have the authority to withdraw affiliated chapter status from chapters who fail to comply with Section 3 of this Article.

ARTICLE XVI – TITLE AND EMBLEM

Title and emblem authorized by the Board of Directors may be used by all members in good standing. The emblem may be used at the discretion of the members to promote or stimulate interest in the art of decorative painting. The title and emblem shall not be used for pecuniary gain of the members of the Society.

ARTICLE XVII – POLICIES AND PROCEDURES

Policies and procedures not inconsistent with these bylaws, embodying additional provisions for the governance of the Society, may be adopted by the Board of Directors.

ARTICLE XVIII – PUBLICATIONS

- Section 1. Official Publication—The official publication of the Society shall be *The Decorative Painter* and shall be the primary method of disseminating information concerning the activities of the Society.

- Section 2. Other Publications—The Society may publish such other materials as authorized by the Board of Directors.
- Section 3. Advertising—The Society maintains the right to refuse advertising in any of its publications.

ARTICLE XIX – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the bylaws or standing rules of the Society.

ARTICLE XX – AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) vote of the members present and eligible to vote at the Annual Meeting of the Society, subject to the following conditions:

- Section 1. Proposed by Board of Directors—All proposed amendments shall have been printed in the official publication last distributed before the Annual Meeting and Convention.
- Section 2. Proposed by Others—Proposed amendments which originate outside the Board of Directors shall have been submitted by January 1 to the Board of Directors for clarification, for consistency of wording and to communicate to the framer of the bylaw change any conflict with existing bylaws. The Board of Directors shall have no power to make substantive changes in proposed amendments without approval of the one proposing the amendment.

ARTICLE XXI – DISSOLUTION

Upon any dissolution of the Society, its property and assets shall be distributed as follows:

- Section 1. Society Obligations—All liabilities and obligations of the organization shall be paid, satisfied and discharged, or adequate provisions shall be made therefore.
- Section 2. Society Assets—Assets held by the organization 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.
- Section 3 Remaining Assets—Any remaining assets shall be distributed to the Society of Decorative Painters Foundation or any other 501(c)(3) organization that shares the same or similar mission as the Society, as designated by the Board of Directors. All dues collected and other

income of the Society must be used for the purpose of the Society and shall not inure to the benefit of any individual member.

With Approved Amendments 05/10