

**BYLAWS OF THE
PASADENA SOCIETY OF ARTISTS, INC.**
A California Non-Profit Corporation

This document, dated _____, supersedes the Constitution and Bylaws of Pasadena Society of Artists dated June 18, 1992, amended in 1994, revised on February 1, 1997.

ARTICLE I NAME

Section 1.1 Corporate Name

The name of this organization shall be “Pasadena Society of Artists, Inc.,” also known as “PSA”, as designated in the Amended Articles of Incorporation. PSA is a membership corporation incorporated in the state of California in 1954. It is not organized for profit.

ARTICLE II OFFICES

Section 2.1 Principal Office

The principal office for the transaction of the business of the PSA may be established at any place or places within or without the State of California by resolution of the Board of Directors.

Section 2.2 Other Offices

The Board of Directors may establish branch or subordinate offices at any place or places where PSA is qualified to transact business.

ARTICLE III PURPOSE

Section 3.1 General Purpose

PSA is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California (“California Nonprofit Corporation Law”) for charitable purposes.

Section 3.2 Specific Purpose

PSA is a nonprofit organization whose mission is to promote the understanding and appreciation of art through the work of dedicated volunteers. This is accomplished through exhibitions, lectures, demonstrations, workshops, and other methods of teaching and demonstrating excellence in a diversity of art forms.

ARTICLE IV LIMITATIONS

Section 4.1 Political Activities

PSA has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities of PSA shall consist of carrying on propaganda, attempting to influence legislation, participating in or intervening in any political campaign.

Section 4.2 Prohibited Activities

PSA shall not engage in any activities that do not advance of the purposes described in Article 3. Furthermore, nothing in Article 3 shall be construed as allowing PSA to engage in any activity not permitted under section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE V DEDICATION OF ASSETS

Section 5.1 Property Dedicated to Nonprofit Purposes

The property of PSA is irrevocably dedicated to charitable purposes. PSA is authorized to make payments and pay reasonable compensation for services rendered in furtherance of the purposes set forth in Article 3. However, no part of its net income or assets shall ever inure to the benefit of any of its Directors, Officers or any private person.

Section 5.2 Distribution of Assets upon Dissolution

Upon the dissolution of PSA, all remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

ARTICLE VI MEMBERS

Section 6.1 Types of Members

Section 6.1.1 Artist Members

Shall be artists accepted by PSA who have met the membership requirements of submitting work, having that work juried and accepted by a panel of PSA jurors, and paying their membership dues (at a rate set by the Board). New Members who do not pay their dues within 45 days of acceptance shall be declined membership. Artist Members shall have full voting rights.

Section 6.1.2 Artist Members - Students

Shall be artists who are currently attending college on a full-time basis and who have met the membership requirements of submitting work, having that work juried and accepted by a panel of PSA jurors, and paying their membership dues (at a rate set by the Board). Student Artist members who do not pay their dues within a time set by the Board will be declined membership. Student Artist Members will have full voting rights.

Section 6.1.3 Distinguished Artist Members

Shall be Artist Members of PSA whom the Board of Directors wishes to honor for outstanding service to PSA. Distinguished Artist Members shall be appointed for life and are not required to pay dues. Distinguished Artist Members will have full voting rights.

Section 6.1.4 Honorary Artist Members

Shall be Artists of pre-eminence who are invited from outside the ranks of PSA by the Board of Directors to become members. Honorary Artist Members are appointed for life and not required to pay dues. Honorary Artist Members do not have voting rights.

Section 6.1.5 Patron Members (Non-Artists)

Shall be persons interested in art who wish to support PSA. Patron members must contribute funds and/or services (with the contribution level set at the discretion of the Board) in order to receive Patron membership. Patron Membership is renewable annually at the discretion of the Board of Directors. Patron members shall receive acknowledgement. Patron members do not pay dues. Patron members do not have voting rights.

Section 6.1.6 Associate Members

Associate Members are those persons who have been recognized by the Board. These members shall be allowed to participate as volunteers in all programs and events, with the exception of submitting works to art exhibitions. Associate Members may serve on committees but shall not have voting rights.

Section 6.2 Voting Membership

The voting Membership shall consist only of Artist Members, including Students and Distinguished Artist Members.

Section 6.3 Membership Rules

Section 6.3.1 Dues and Obligations

A member in good standing is one who has paid current dues and assessments to PSA. Each member of PSA is obligated to follow the Bylaws and any policies adopted by the Board of Directors or the voting membership of PSA.

Section 6.3.2 Service as a Volunteer

In order to achieve the aims of the organization, the Board may prescribe certain minimum volunteer hours upon members. If such requirements are enacted, a system shall be developed for recording and tracking the total volunteer hours of each individual member.

Section 6.4 Termination of Membership

Membership may be suspended or terminated whenever the Board of Directors, in good faith, determines that any of the following events have occurred: (a) resignation of a member, (b) expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board of Directors; (c) failure of a member to pay dues or assessments in the amount and under the terms set by the Board of Directors; (d) occurrence of any event that renders a member ineligible for membership, (e) failure to meet any established volunteer service requirements, (f) or any action by a member which could bring harm or discredit to the organization.

Section 6.5 Disciplinary Actions

A member may be reprimanded, fined, suspended or have their membership terminated if the Board of Directors determines that the member has actively and knowingly disregarded or otherwise failed to observe the Bylaws and operational practices of PSA. A written notice must be submitted to the member by the Board fifteen (15) days in advance of any proposed disciplinary action. Notice may be sent by mail, email, or delivered in person to be effective. Members have the right to answer the allegations, either orally or in writing, prior to the disciplinary date. The Board of Directors is not required to follow the above procedure when imposing lesser discipline, such as a private reprimand.

Section 6.6 Member Liability

No member of PSA who acts in good faith in discharging their duties and responsibilities as agents and volunteers of PSA shall be personally or otherwise liable for any of the debts or obligations of PSA.

Section 6.7 Member Meetings

Section 6.7.1 General Meetings

General Meetings may be held in the months of September to June, inclusive, at the discretion of the Board of Directors. PSA shall hold at least three (3) General Meetings per fiscal year.

Section 6.7.2 Annual Business Meeting

An annual business meeting for the election of officers and for the transaction of other official business shall be held at the discretion of the Board of Directors. Elections are to be held when a Board member's term of office is at or near its end.

Section 6.7.3 Special Meetings

Special meetings may be called by the President, the Officers/Executive Board, or a simple majority of the Board of Directors. Additionally, a petition signed by five percent (5%) of voting members may also call a special meeting.

Section 6.7.4 Notice

Printed notice of each meeting shall be given to each voting member, by mail or email, not less than two weeks prior to the meeting.

Section 6.7.5 Quorum

All of the Voting Members present at the duly noticed meeting shall constitute a quorum for all membership voting. The quorum of the Board of Directors shall be six members in attendance or attending via electronic means.

Section 6.7.6 Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place, unless otherwise stated in another provision of these bylaws.

Section 6.8 Dues and Fees

Section 6.8.1 Active Members

All active Members shall pay the amount of annual dues designated by the Board of Directors. Dues shall be for the fiscal year beginning the first day of January and ending the 31st day of December the following year.

Section 6.8.2. Dues

All dues are payable on January 1st and are delinquent on March 1st. Dues must be paid in full before participating in PSA exhibitions and/or voting. Members whose dues have not been paid by December 31st will lose membership privileges.

ARTICLE VII BOARD OF DIRECTORS

Section 7.1 Composition of Board of Directors

The Board of Directors shall consist of no more than eleven (11) members: five (5) elected Officers (the Executive Board): President, Executive Vice President, Vice President for Exhibitions, Treasurer, and Recording Secretary, and up to six (6) additional Directors, appointed and defined by the Board to further the goals and activities listed in Article III. One of these additional Directors shall be the Immediate Past President and no less than one shall be a Member at Large. When practical, the number of the members of the Board shall be kept so as to avoid the possibility of tie votes.

Section 7.2 Authority

The **Officers/Executive Board** shall control all of the business of PSA, both in governing and operationally, and shall make the appointments necessary to fill vacancies on the Board of Directors.

Section 7.3 Meetings and Attendance at Meetings

Any meeting may be held by conference or other communication methods, as long as all Directors participating in the meeting can communicate with one another. All Board of Directors members are required to attend 51% of all Board of Directors meetings.

Section 7.4 Quorum

The quorum of the Board of Directors shall be six members in attendance or attending via electronic means.

Section 7.5 Board Member Liability

No Board Member of PSA who acts in good faith in discharging their duties and responsibilities as agents and volunteers of PSA shall be personally or otherwise liable for any of the debts or obligations of PSA.

Section 7.6 Removal of Officer, Director or Chairperson

Any Officer, Director or Chairperson who actively and knowingly disregards or fails to observe the Bylaws and/or who refuses or is unable to perform their official duties may be subject to removal from their position. Prior notice will be given to the person involved and an opportunity for a fair hearing before the Board of Directors prior to a vote will be observed. An affirmative vote for removal by no less than 75% members of the Board of Directors or 75% of the attending membership must be obtained. The person involved will be given an opportunity to be present and to be heard at the meeting at which their removal is considered.

Section 7.7 Replacement of Officer or Director

Replacement of an Officer or Director who has resigned, retired, or been removed shall be the responsibility of the Board of Directors. The position shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 7.8 Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section VIII of this Article by March 1st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy.

Section 7.9 Compensation for Board Services

Members of the Board of Directors shall not receive any compensation for their services on the Board.

Section 7.10 Compensation for Non-Board Services

A member of the Board of Directors who receives compensation, directly or indirectly, from PSA for non-Board services is precluded from voting on matters pertaining to that member's compensation. PSA may advance or reimburse money to any member for reasonable expenses incurred in the performance of PSA duties. These expenses must have prior approval from the Board of Directors.

Section 7.11 Action Without a Meeting

Any action required or permitted to be taken - by the Board or by law - may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the 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 Corporation Law. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting and shall be filed with the minutes of the proceedings of the Board. Written consent may be

transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the Chairperson.

ARTICLE VIII OFFICERS

Section 8.1 Officers (the “Executive Board”)

The Officers of this Board shall be the President, Executive Vice-President, Vice President for Exhibitions, Recording Secretary, and Treasurer. All officers must have the status of active members of the Board.

Section 8.2 Term of Office

All Officers (“Executive Board”) shall be elected for a 3-year term and must be Artist Members, Student Artist Members, and Distinguished Artist Members in good standing, with dues paid in full within 45 days after the beginning of the fiscal year.

Section 8.3 Duties of Officers

Section 8.3.1 President

The President shall serve as the Chief Executive Officer of PSA. The President shall have the following duties:

- a. Shall preside at Board Meetings.
- b. Shall have general and active management of the business of the PSA.
- c. Shall submit an Annual Report for the fiscal year to the Board of Directors and members at their annual meetings.
- d. Shall be ex-officio member of all standing committees.
- e. Shall represent PSA throughout the community.

The President does not pay dues during term of office.

Section 8.3.2 Executive Vice President

In the absence of the President, or at the will of the President, the Executive Vice President (EVP) shall assume and perform any or all of the duties of the President.

Section 8.3.3 Vice President for Exhibitions

- a. Shall find and evaluate new exhibition venues and be responsible for arranging and handling all of PSA’s art exhibitions.
- b. Shall report all proposed exhibition plans and obtain approvals from the Board of Directors before finalizing exhibition plans.
- c. Shall be responsible for enforcement of all applicable Exhibition Policies and Standards during the exhibition take-in process.

Section 8.3.4 Treasurer

- a. Shall receive dues and all other income and maintain a record of all receipts and disbursements.
- b. Shall report the organization's current fiscal status at every Board of Directors meeting. At the end of each fiscal year, the Treasurer shall issue an Annual Report, including all revenue and expenditures.
- c. Shall file PSA's official tax returns and other fiscal documents as necessary.
- d. Shall be the primary signatory of the bank account. The President and Executive Vice President also shall also be authorized signatories on the bank account.
- e. Shall ensure that a master list of all banking, tax, insurance and other necessary accounts and passwords are on file with the President and the Executive Vice-President.

Section 8.3.5 Recording Secretary

- a. Shall record and preserve the minutes of all Board Meetings and maintain a record of the names of all persons who attend.
- b. Shall record all motions and tallied votes. Minutes shall be distributed to all Board of Directors for approval **via email**. If unable to attend a meeting, the Secretary shall arrange for a substitute to perform these duties.

ARTICLE IX COMMITTEES

Section 9.1 Committee Formation

The **Board of Directors** may create one or more Committees to serve at the discretion of the Board. Any such committees will have a charter of duties, responsibilities and authorities approved by the full Board of Directors.

Section 9.2 Meetings and Action of Committees

Committees shall report to the Board, as the Board may require. The Board may adopt rules for the governance of any Committee, and in the absence any rules, the Committee may adopt such rules, so long as they are consistent with the provisions by these Bylaws.

Section 9.3 Revocation of Delegated Authority

The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee.

Section 9.4 Advisory and Ad Hoc Committees

The Board of Directors may create one or more advisory and/or ad hoc committees for specific and particular needs to serve at the pleasure of the Board.

ARTICLE X CONFLICTS OF INTEREST

Section 10.1 Injunctions

Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying, and/or voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determines that it is in the best interest of PSA to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Section 10.2 Loans to Directors and Officers

PSA shall not make any loan or guarantee the obligation of any Director or Officer, however, PSA may advance money to a Director or Officer for reasonable expenses incurred in the performance of duties of such Director or Officer.

ARTICLE XI EXECUTION OF INSTRUMENTS

Section 11.1 Execution of Instruments

The Board of Directors may authorize any Officer of PSA to enter into any contract on behalf of PSA. Unless so authorized, no Officer or member shall have any power or authority to bind PSA to any financial liability.

Section 11.2 Deposits & checks

All funds of PSA shall be deposited to financial institutions selected by the Board. All checks shall be signed by the Treasurer, and in his/her absence, by the President or Executive Vice President.

Section 11.3 Gifts

The Board may accept on behalf of PSA any contribution, gift, or bequest for the charitable or public purposes of PSA.

ARTICLE XII AMENDMENTS

Section 14 Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes shall be given to each Director within the time and the manner provided for the giving of notice of meetings of directors.

AUTHENTICATION

I certify that I am the duly elected and acting Secretary of Pasadena Society of Artists (PSA), a California nonprofit public benefit corporation; that these Bylaws, consisting of eleven (11) pages, are the Bylaws of this Corporation as adopted by the Board of Directors on _____, and that these Bylaws have not been amended or modified since that date.

Executed on _____ at Pasadena, California.

_____,
Secretary