

BY LAWS OF PALM COAST DECORATIVE PAINTERS

A chapter of the National Society of Decorative Painters, Inc.

ARTICLE I – NAME AND ORGANIZATIONAL STATUS The name of this non-profit organization shall be Palm Coast Decorative Painters of the National Society of Decorative Painters, Inc. and referred herein as the Society. The Chapter operates under the IRS 501(c) (6) tax exempt status of the Society as a non profit educational organization. The fiscal year of the Chapter is the fiscal year.

ARTICLE II – PURPOSE The purpose of this Chapter shall be to stimulate interest in and appreciation for the art of decorative painting. Members shall work with the Society and other chapters to upgrade the status of decorative painting.

ARTICLE III – MEMBERSHIP. Membership is open to persons who are members in good standing of the Society under any classification, i.e., student, teacher, general, honorary and shop owners, and who, in accepting membership, thereby agree to be bound in all things not contrary to law by these bylaws and those of the Society. Section 1: Use of the symbol or other membership designation: Members shall be authorized to use the symbol of the Society in conjunction with their name or the designation “Palm Coast Decorative Painters” with their name. These designations may be used by members as long as their membership is in good standing and they fulfill the requirements of membership. Section 2: Resignation:

A member may withdraw from the Chapter after fulfilling all obligations to the Chapter by giving written notice to the President, which notice shall be presented to the Board of Directors at the first meeting after its receipt. Any property of the Chapter shall be returned to the Chapter on or before the effective date of withdrawal. Section 3: Visitors: Non-resident members of the Society and non-member guest may visit as specified in the standing rules.

ARTICLE IV – DUES. The amount and schedule of payment of annual dues for members will be established from time to time by the Board of Directors, subject to vote by membership. All dues must be used for the purpose of the Chapter and shall not benefit any individual member.

Section 1: Payment of Dues: Membership dues shall be paid on a calendar year basis. Dues are payable September 1 and considered delinquent January 1. Section 2: Delinquency and Expulsion Any member who is delinquent in payment of dues for sixty (60) days may be expelled from the membership by the Board of Directors.

ARTICLE V – MEETINGS Regular meetings of the Chapter shall be held as stated in the Standing Rules of the Chapter as noted in Article XI Section 1: Member Privileges The privilege of holding office, voting, making motions and participating in chapter activities shall be limited to Chapter members in good standing for the current calendar (fiscal) year. Section 2: Quorum: One-third (1/3) of the membership shall constitute a voting quorum. Section 3: Voting

Neither voting mail nor proxy voting is permitted except for absentee ballots for election of officers, as stated in the Standing Rules of the Chapter and as noted in Article XI, Section 1, © of the By-Laws.

ARTICLE VI, - ELECTED OFFICERS. The elective officers of this Chapter shall be President, First Vice President, Second Vice President, Secretary and Treasurer. These officers shall be elected annually at the November meeting of the Chapter. The newly elected officers shall assume their official duties on January 1 of the following year. Each officer is elected to serve a one year term and shall not serve for more than two consecutive terms. Section 1: President The President shall preside at meetings of the Chapter and meetings of the Board of Directors; shall be an ex-officio member of all committees with the exception of the Nominating Committee; shall be one of the co-signers of the checks of the Chapter; and shall perform such other duties as usually pertain to the office. The President shall be responsible to see that all required reports and correspondence are sent to the Society officers. Section 2: First Vice President. The First Vice President shall preside in the absence of the President; shall assist the President; and will serve as the Program Chairman; also serves as one of the signatories on the bank card and can be a second signature on checks in the absence of the President or Treasurer.

Section 3: Second Vice President The Second Vice President shall serve as the Membership Chairman; shall preside over meetings in the absence of the President and First Vice President. Section 4: Secretary The Secretary shall record minutes of all meeting of the Chapter and the Board of Directors. These minutes shall be kept in books which are the property of the Chapter, and shall be a complete and clear record of all activities. Minutes will be read at the Chapter meetings and/or published in the newsletter. Copies of the minutes will be forwarded to the Society. The Secretary shall handle all correspondence of the Chapter and correspondence of the Chapter with other chapters of the Society. Section 5: Treasurer The Treasurer shall receive all monies of the chapter and shall keep an accurate record of receipts and expenditures. Any expenditure of more than \$100.00 will require prior approval of the membership; all bills shall be paid upon approval of the Board of Directors. The Treasurer shall be one of two signatories on all checks along with the President and/or First Vice President; shall prepare a statement of account at every meeting of the Chapter and when requested by the Board of Directors; and shall prepare a complete report at the end of the calendar year. The Treasurer shall report the Chapter's total gross receipts to the President to be sent to the Society office with the annual report. The Treasurer shall complete and file all necessary State of Florida tax reports and IRS forms 1099 and 990.

ARTICLE VII – APPOINTED OFFICERS AND PARLIAMENTARIAN Section 1: Appointed officers of the Chapter may be appointed for special duties as deemed necessary by the President with the approval of the Board of Directors. The President may appoint, with the approval of the elected officers, the Newsletter Editor and Ways and Means Chair, all whom shall serve on the Board of Directors with vote. The term of office shall be one year. No

appointed officer may hold the same office for more than two (2) consecutive full terms. The number of appointed officers with vote shall not exceed the number of elected officers. Section 2: The President may appoint a parliamentarian who shall attend both board and chapter meetings but shall not be a voting member of the board.

ARTICLE VIII – BOARD OF DIRECTORS Section 1: The Board of Directors shall consist of the elected officers, Newsletter Editor, Ways and Means Chair and any other officers as deemed necessary. Section 2: The duties of the Board of Directors shall be: a. To transact necessary business in the intervals between chapter meeting and other business referred to it by the chapter. b. To submit an annual budget to the chapter for approval. c. To review all non-budgeted expenses and make recommendations to the chapter regarding payment. Section 3: Meetings of the Board of Directors shall normally be held prior to the regular chapter meetings. A majority of the Board shall constitute a quorum. Special meetings of the board of Directors may be called by the president upon written request of two members of the board. Section 4: All meetings of the Board of Directors are open to all members in good standing without vote. Section 5: Members in good standing who wish to be heard at a regular meeting of the board of Directors must make a written request, stating the subject matter, to be received by the President 1 week prior to the meeting.

ARTICLE IX – FINANCES Section 1: The Board of Directors, upon recommendation of the Treasurer, shall designate all financial institutions that shall be the depository of chapter funds. Signature cards shall be executed by the President, Treasurer and First Vice President. All checks shall require two signatures. Section 2: To ensure that accounting procedures are accurate, consistent and current, a year-end audit of the Treasurer shall be performed by an Audit committee designated by the Board of Directors. The Treasurer shall not serve on the Audit Committee.

ARTICLE X – COMMITTEES Section 1: Standing committees may be created as needed to promote the objectives and interests of the Chapter. The President, with the approval of the Board of Directors, shall appoint chairs and committee members. Each member shall serve for a term of one year and may serve no more than two consecutive terms. Section 2: The duties of any special committees shall be stated upon their appointment and such committees shall cease to exist when their final report is accepted or adopted. Section 3: No committee work, monies expended or requests for monies or supplies from non-club members shall be undertaken without prior approval of the Board of Directors.

ARTICLE XI – NOMINATIONS AND ELECTIONS Section 1: Nominations shall be made in October for the coming year. a. The Nomination Committee composed of not less than three (3) nor more than five (5) shall be appointed by the president with the approval of the Board of Directors. The nomination committee shall be appointed at least two months before the meeting at which elections are held, which is normally November. b. The Nominating Committee shall prepare a slate for the elections of officers and shall submit the slate to the members at least one month prior to the meeting at which elections will be held. c. Members

who will be unable to attend the meeting when the election of officers is scheduled may request an absentee ballot for the purpose of voting for officers. The request must be made to the Chair of the Nomination Committee 2 weeks prior to the election and the ballot must be completed, signed, and received prior to the election in order to be counted. d. There shall be provision for nominations from the floor for each officer, at the meeting which the slate of officers is presented, provided that prior consent from the nominee has been obtained.

Section 2: Elections shall take place before the close of the calendar year. a. Officers shall be elected prior to the first of the year, and shall take office January 1 and shall hold office until a successor is duly named. b. A majority vote is required to elect. If there is more than one (1) candidate for officer, voting shall be by written ballot. c. Vacancies in office shall be filled by a majority vote of the Board of Directors.

ARTICLE XII – AMENDMENTS Section 1: Proposed amendments to these bylaws shall be submitted in writing to the President for review by the Board of Directors. Section 2: These bylaws may be altered or changed by a two-thirds vote of the members at a meeting at which a quorum is present, provided the proposed changes have been presented in writing to the members at least two (2) weeks prior to the meeting at which voting is to take place. Section 3: Proxy voting or absentee voting is not permitted on bylaws amendments. Section 4: If at two (2) successive meetings, a quorum has not been present, these bylaws can be changed upon written ballot of the members, provided that a majority of the members return the written ballot.

ARTICLE XIII – PARLIAMENTARY AUTHORITY Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters not in conflict with these bylaws or the bylaws of the Society.

ARTICLE XIV – DISSOLUTION In the event of dissolution of the Chapter, all liabilities and obligations of the Chapter shall be paid, satisfied, and discharged or adequate provision made therefore. Any remaining funds as are in the treasury at the time shall be given to the Society or to the Decorative Arts Collection, Inc., as determined by a majority of the remaining members. Bylaws accepted March 22, 2003 Amended January 2006.