

BYLAWS
CACTUS WREN TOLERS, INC.
CHAPTER OF THE NATIONAL SOCIETY
OF TOLE AND DECORAIVE ARTISTS

ARTICLE I. NAME

The name of this non-profit organization shall be Cactus Wren Tolers, Inc. doing business as Cactus Wren Decorative Artists, Chapter of the National Society of Tole and Decorative Painters, Inc. also known as the Society of Decorative Painters.

ARTICLE II. PURPOSE

1. The purpose of this Chapter shall be, in common with that of the Society, to stimulate interest in, and appreciation for, the art of Tole and Decorative painting.

ARTICLE III. BASIC POLICIES

- 1 To establish in our organization an ethical code of behavior which will promote the climate of friendship, courtesy and mutual consideration among members, teachers and shops.
2. The name of the Chapter or the names of any members in their official capacities shall not be used to promote or endorse any commercial concern or in connection with any partisan interest or for any purpose not appropriately related to the promotion of the object of the organization.

ARTICLE IV. MEMBERSHIP AND DUES

1. Membership in Cactus Wren Decorative Artists is open only to persons who are members in good standing of the Society, 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.
2. Proof of membership in the Society must be provided.
Show Society membership card or canceled check or photo copy
3. Non-resident members of the Society and non-member guests may visit this Chapter as specified in the Standing Rules.
4. Membership dues shall be determined only by vote of the membership, and the amount stated in the Standing Rules.

5. Membership dues shall be paid annually on a calendar year basis. Dues for the ensuing calendar year are payable October 1 and delinquent November 1. New members joining during the months of June through September will *pay one-half the annual dues as stated in the Standing Rules*. This extension will not exceed four months.

ARTICLE V. MEETINGS

1. Regular meetings of this Chapter shall be as stated in the Standing Rules.
2. The Board of Directors shall have authority to change dates of meetings, and set places and times for meetings, provided sufficient notice is given to members.
3. A quorum shall consist of not less than $\frac{1}{4}$ of the membership.
4. The privilege of holding office, making motions, debating and voting shall be limited to members in good standing for the current calendar year.

ARTICLE VI. ELECTED OFFICERS

- A. The elected officers of this Chapter shall be President, Vice President/President Elect, Second Vice-President, Secretary and Treasurer.
- B. Qualifications and terms of Office
 1. Officers shall have been members in good standing for not less than one year.
 2. The term of office shall be for one year. No officer may hold the same office for more than two consecutive full terms. No officer may be Committee Chairman during term of office unless waived by membership vote.
- C. Vacancy:
 1. A vacancy in the office of President shall automatically be filled by the Vice President/President Elect for the expired term.
 2. A vacancy in any office, except that of President, shall be filled by the Board of Directors. A Vice President/President Elect so selected shall not Succeed to the office of President except by election.

ARTICLE VII. DUTIES OF OFFICERS

1. **President:** The President shall preside at all of the meetings of the members and Board of Directors; shall be a member ex-officio of all committees, with the Exception of the Nominating Committee; shall sign all checks in the absence of the Treasurer, and shall perform such other duties as usually pertain to the office of *President*. The President shall sign all legal documents. The President shall be responsible to see that all required reports and correspondence are sent to the National Office.
2. **The Vice President/President Elect:** The Vice President/President Elect shall act in the absence of the President; shall serve as the Coordinator of Membership being the liaison between the Board and the Membership Committee; shall perform such other duties as may be assigned by the Board of Directors; shall succeed to the office of President in the event of a vacancy in that office.
3. **Second Vice President:** The Second Vice President shall serve as Co-ordinator of Programs being the liaison between the Board and the Program Committee.
4. **Secretary:** The Secretary shall record minutes of all meetings 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 activities including Treasurers Report; shall maintain all correspondence of the Chapter. Changes to the Standing Rules should be kept up and available to the membership at all times. **
5. **Treasurer:** The Treasurer shall receive all monies of the Chapter; shall keep a permanent, accurate record of receipts and expenditures. No check shall be signed by the person to whom it is written. The Treasurer will pay all bills upon approval of the Board of Directors; present a statement of account at every meeting of the Chapter and *every Board meeting*; and when requested by the Board; shall prepare a complete annual report at a meeting during the first quarter; shall provide a copy of the report to the President to be sent to the Society with the Annual Report.

ARTICLE VIII. APPOINTED OFFICERS AND PARLIAMENTARIAN

- A. Appointed officers of the Chapter may be appointed for special duties as deemed necessary by the President with approval of the Board.
 1. The term of office shall be one year. No appointed officer may hold the same office for more than two consecutive terms.

2. The number of appointed officers with vote shall not exceed the number of elected officers.
 - B. The President may appoint a Parliamentarian who shall attend both Board and Chapter meetings, but shall not be a voting member of the Board. The Parliamentarian shall ensure adherence to these Bylaws and shall assure the President of a quorum.

ARTICLE IX. BOARD OF DIRECTORS

- A. The Board of Directors shall consist of the elected officers and appointed officers.
- B. **Duties of Board of Directors:** The Board shall transact necessary business in the intervals between Chapter meetings; shall approve the plans of the Standing Committees; shall along with the incoming Board of Directors prepare and submit to the Chapter for approval an annual budget; shall approve routine bills within the limit of the budget; review all unbudgeted expenses and make recommendations to the Chapter regarding payment.
- C. Meetings of the Board of Directors shall normally be held prior to the regular Chapter meetings. Majority shall constitute a quorum. Special meetings of the Board may be called by the President or shall be called by the President upon written request of two or more members of the Board provided four days notice has been given to all Board members.

ARTICLE X. FINANCES

- A. The Board of Directors, upon recommendation of the Treasurer, shall designate all financial institutions which shall be the depository of the Chapter funds. Signature cards shall be executed by the President and Treasurer.
- B. To insure that accounting procedures are accurate, consistent and current, a year end audit of the Treasurer's Records shall be performed by an Audit Committee designated by the Board.

ARTICLE XI. COMMITTEES

- A. **Standing Committees:** Standing Committees in addition to the Nominating Committee shall be Membership, Paint - Ins, and Seminars.

Revised June 2000

1. Standing Committees may be created as may be deemed necessary to promote the objectives and interests of the Chapter and shall be accountable to the Board of Directors. Chairmen and members shall be appointed by the President, with the approval of the Board. Each member shall serve for a term of one year and may serve no more than two consecutive full terms in the same position with the exception of *Charity*.
- B. **Special Committees:** Special Committees may be created at the discretion of the President, with the approval of the Board. The duties of any special committee shall be stated upon their appointment and such committee shall cease to exist when their final report is accepted or adopted.
- C. No committee work or monies expended shall be undertaken without approval of the Board of Directors.
- D. Any functioning committee must have a complete report to the membership within two months of the end of the event or activity.

ARTICLE XII. NOMINATIONS AND ELECTIONS

A. Nominations.

1. The Nominating Committee, composed of three 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 will be held.
2. The Nominating Committee shall prepare a slate for the election of officers of not less than one candidate for each office and shall submit it to the members at least two weeks prior to the meeting at which elections will be held, either through means of Chapter Newsletter or a special mailing.
3. There shall be a provision for nominations from the floor for each office at the meeting at which elections are held provided that prior consent of nominee has been obtained.
4. A member of the Nominating Committee may become a candidate without resigning from the Committee.

B. Elections

1. Elections shall be held in the fall of the year, in the month as designated by the Standing Rules
2. Officers shall take office January 1 and hold office *for their elected term*. Installation may be held at the convenience of the Chapter.
3. A majority vote is required to elect. If there is more than one candidate for office, voting shall be by written ballot.

ARTICLE XIII. AMENDMENTS **

- A. Proposed amendments to these Bylaws shall be submitted in writing to the President for review by the Board of Directors. **
- B. These Bylaws may be altered or changed by a **2/3** vote of the members present at a meeting at which a quorum is present, provided that the proposed changes have been presented in writing to the members at least two weeks prior to the meeting at which voting takes place.
- C. If, at two consecutive 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 XIV. PARLIAMENTARY AUTHORITY

Roberts 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 XV. DISSOLUTION

In the event of dissolution of the Chapter, all liabilities 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 of Tole and Decorative Painters, Inc. or to the Decorative Arts Collection Inc., as determined by a majority vote of the remaining members. Any remaining assets shall also be given to the Society, or to the Decorative Arts Collection, Inc., as determined by the majority of the membership remaining.

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(Society ruling 2000 – no longer send in minutes or by law changes) *Revised June 2000