

Adopted by vote of membership as recorded  
In Chapter Minutes of April 20, 1995,  
Amended February 13, 1997  
Amended June 7, 2001  
Amended April 3, 2008  
Amended February 6, 2014  
Amended October 2, 2014

**BYLAWS  
OF  
THE VILLAGE PAINTERS**

CHAPTER OF THE SOCIETY OF DECORATIVE PAINTERS

**ARTICLE I. NAME**

The name of this non-profit organization shall be The Village Painters, a Chapter of the Society of Decorative Painters and referred to herein as SDP or the SOCIETY.

**ARTICLE II. PURPOSE**

The purpose of this Chapter shall be, in common with that of SDP, to stimulate interest in and appreciation for the art of tole and decorative painting.

**ARTICLE III. MEMBERSHIP**

1. Membership in this Chapter is open only to persons who are in good standing of SDP, and who, in accepting membership, thereby agree to be bound in all things not contrary to law, these By-Laws and those of SDP.
2. Members of SDP may visit this Chapter. Non-member guests are welcome to visit not more than one meeting annually.

**ARTICLE IV. DUES**

1. Membership dues shall be determined only by vote of the membership.
2. Membership dues shall be paid annually on a calendar year basis. Dues for the upcoming calendar year are payable by the October General Chapter meeting and delinquent December

31. New membership privileges are effective as of the date that the applicable dues are paid in full with the exception of voting or running for office which shall begin January 1.
3. Amount of dues shall be as stated in the Standing Rules.
4. Non-payment of SDP and/or Chapter dues shall result in withdrawal of membership.
5. Dues shall be considered delinquent as of December 31 and the privileges of membership withdrawn until dues are paid in full.
6. Payment of delinquent dues provides re-instatement of privileges, except holding an office if held at the time of withdrawal.
7. New members joining and paying pro-rated dues for the current year shall be entitled to full membership privileges, upon proof of SDP membership and receipt of said dues.

#### **ARTICLE V. MEETINGS**

1. Regular meetings of this Chapter shall be held as stated in the Standing Rules.
2. The Board of Directors shall have the authority to change dates of the meetings and set places and times for meetings provided sufficient notice is given to members.
3. **A quorum of the Chapter shall consist of not less than one-fifth 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.
5. Neither voting by mail or proxy is permitted.

#### **ARTICLE VI. EXECUTIVE COMMITTEE –WITH VOTING PRIVILEGES**

1. The **Elected Officers** of this Chapter shall be the President, Vice-President, Secretary and Treasurer.
2. The term of office shall be one year except Education which shall be a two year term. No officer may hold the same office for more than two consecutive full terms unless ratified by vote of the general membership.
3. Duties of Officers shall be as follows:
  - a. The President shall preside at meetings of the Chapter and Board of Directors; shall be a member ex-officio of all committees, with the exception of the Nominating Committee; shall be an alternate signator on the bank account with the Treasurer; and perform such other duties as usually pertain to that office. At Board Meetings, the President shall serve with voice and vote. The President is responsible for all required reports and correspondence which are sent to SDP.
  - b. The Vice-President shall preside in the absence of the President, shall assist the President, shall serve as the Coordinator of Programs for General Chapter meetings and shall procure all meeting locations with the approval of the Board of Directors.
  - c. The Secretary shall record minutes of all meetings of the Chapter and of the Board of Directors. These Minutes shall be kept permanently in books which are the property of the Chapter, and shall be a complete and clear record of activities. The Secretary shall provide a copy of the Minutes of each meeting to each board member. General Meeting Minutes should be posted in the newsletter for review.

- d. The Treasurer shall receive all monies of the Chapter, keep an accurate record of expenditures, pay all bills within budget, and present a statement of account at every meeting of the Chapter and Board of Directors. The Treasurer will make a complete report at the end of the calendar year, which may be used for the audit that is to be completed prior to the February General Chapter meeting. The Treasurer shall provide a copy of the report to the President to be sent to SDP with the annual report. The Treasurer will also keep an accounting of the pence that are issued and used for seminars and raffles.

#### **ARTICLE VII – ELECTED CHAIRPERSONS –WITH VOTING PRIVILEGES**

The **Elected Chairpersons** shall be two (2) Education (Co-Chair and Chair), Membership, Newsletter Editor, Ways and Means, Librarian, Historian, Spring Fling, By-Laws, Paint with Us, Learn to Paint and Webmaster.

1. The term of office shall be one year except Education which shall be a two year term. No Elected Chairperson may hold the same office for more than two consecutive terms unless ratified by vote of the general membership.
2. Duties of Elected Chairpersons shall be outlined in the Guidelines of The Village Painters.

#### **ARTICLE VIII. APPOINTED CHAIRPERSONS AND PARLIAMENTARIAN – NO VOTING PRIVILEGES**

1. Chairpersons of the Chapter may be appointed for duties as deemed necessary by the President with approval of the Board of Directors to carry out the business of the Chapter.
2. The term of office shall be one year. No Appointed Chairperson may hold the same office for more than two consecutive terms unless ratified by vote of the general membership.
3. The President may appoint a Parliamentarian who shall attend both Board and General Chapter meetings, but shall not be a voting member of the Board.
4. The Past President serves in the assisting role of Past President without vote and may chair a committee.

#### **ARTICLE IX. THE BOARD OF DIRECTORS**

1. The Board of Directors shall consist of the members of the Executive Committee, Elected Chairpersons, Appointed Chairpersons, Parliamentarian if applicable and the immediate past President.
2. The duties of the Board of Directors shall be:
  - a. To transact necessary business in the intervals between General Chapter meetings and such as may be referred to it by the Chapter.

- b. To approve the plans of work of the Appointed Chairpersons.
  - c. To approve the proposed budget and submit it to the Chapter for membership approval.
  - d. To review all unbudgeted expenses and if necessary make recommendations to the Chapter regarding payment.
3. Meetings of the Board of Directors shall normally be held prior to the regular General Chapter meetings. A majority of the elected Board of Directors based on the number of voting directors shall constitute a quorum. All chairs will have only one vote regardless of the number of people holding the position. A member will only have one vote regardless of the number of voting positions they hold. The immediate past President may attend Board meetings with voice but without vote. She shall not be counted in the quorum. Special meetings of the Board of Directors may be called by the President and shall be called by the President upon written request of two members of the Board.
  4. Voting by Electronic Means: The Board of Directors may vote by FAX, telephone conference, or other electronic means when deemed necessary.
  5. Conference Telephone Meeting: The Board of Directors may participate in a meeting of the Board by means of a conference telephone call when deemed necessary.
  6. Should the position of an Elected Chairperson fail to be filled at the time that the Board of Directors is voted into office, the President may appoint a member to fill the position with vote if appropriate. The number of Appointed Chairpersons may not exceed the number of Elected Chairpersons of the Board.

## **ARTICLE X. FINANCES**

1. The Board of Directors, upon recommendation of the Treasurer, shall designate all financial institutions which shall be the depository of Chapter funds. Signature cards shall be signed by the President, the Treasurer and a designated Village Painter member in good standing.
2. To insure that the accounting procedures are accurate, consistent and current, audits shall be conducted as established by the Guidelines of the Village Painters, or as requested. A year-end audit of the Treasurer's records shall be performed by an Audit Committee designated by the Board of Directors and completed prior to the February General Chapter meeting.
3. All checks or share drafts shall be signed by the Treasurer, the President or the designated member.

## **ARTICLE XI. APPOINTED CHAIRPERSONS**

1. Committees without vote may be created as needed to promote the objectives and interests of the Chapter. Chairpersons may be appointed by the President with the approval of the Board of Directors. Each member may serve for one year and may serve for not more than two consecutive full terms in the same position unless ratified by vote of the general membership.
- 2.. The duties of the Appointed Chairperson shall be discharged when their final report is accepted and a Financial Report is published in the newsletter.
3. No Committee work or monies expended shall be undertaken without approval of the Board of Directors.

## **ARTICLE XII. NOMINATIONS AND ELECTIONS.**

1. Nominations shall be made in the Fall for the upcoming year.
  - a. The Nominating Committee shall be composed of not less than three nor more than five members. The Nominating Committee shall commence recruitment six months in advance of the election meeting.
  - b. The Nominating Committee shall prepare a slate of at least one candidate for each office or chair with the approval of each candidate and submit it to the members two weeks prior to the election by newsletter or special mailing. Only one Education Chair position is elected each year.
  - c. There shall be provision for nominations from the floor for each position during the election provided that prior consent of the nominee has been obtained. If the nominee is not present, written consent must be presented at the time of nomination.
2. Elections shall take place at the October General Chapter meeting.
  - a. The Board of Directors shall take office January 1 and hold office until December 31 or until a successor is duly named.
  - b. A majority vote of the members present at the meeting is required for election, the membership having been given prior notice as stated above in 1 (b). If there is more than one candidate for office, voting shall be by written ballot.
3. A member of the Nominating Committee may become a candidate for office without resigning from the committee.
4. A vacancy in the office of President shall be filled by the Vice-President for the unexpired term. A vacancy in any other office shall be filled by appointment by the President with approval of the Board of Directors.
5. An Officer or Chairperson can be removed from office by recommendation of the Board of Directors and a majority vote of the membership if the Officer or Chairperson is unable to fulfill the responsibilities of their office. Prior to being brought to the membership for a vote of removal, the Officer or Chairperson should be invited to meet with the Board and given an opportunity to rectify the situation. If this fails, the membership can be notified of the pending action.

## **ARTICLE XIII. AMENDMENTS**

1. Proposed amendments to these By-Laws shall be submitted in writing to the President for review by the Board of Directors..
2. These By-Laws may be altered or changed by a two-thirds vote of the members at a meeting at which a quorum (1/5 of the general membership) is present, providing that two weeks notice has been given prior to the meeting at which the voting takes place.
3. If a quorum has not been present at two successive meetings, these By-Laws can be changed upon written ballot of the members, provided that a majority of the members return the written ballots.

### **ARTICLE XIII. PARLIAMENTARY AUTHORITY**

Roberts Rules of Order, Newly Revised, shall be the parliamentary authority for all matters not in conflict with these By-Laws or the By-Laws of the SDP.

### **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 therefor. Any remaining funds in the treasury at the time of dissolution shall be given to the Society of Decorative Painters or to the Decorative Arts Collection, Inc. as determined by a majority of the remaining members.