

**BYLAWS
OF THE
SOUTHEASTERN PASTEL SOCIETY, INC.**

AMENDED JUNE 1, 2014

ARTICLE 1

INCORPORATION AND TAX-EXEMPT STATUS

1.1 Charitable, Educational, and Cultural Purposes. The Corporation is a voluntary association of individuals the purposes of which, as set forth in the Articles of Incorporation, are exclusively charitable, educational, and cultural within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986. The purposes of the Corporation shall include, but shall not be limited to, the following:

(a) To engage in artistic and cultural activities and to sponsor artistic and cultural events.

(b) To promote the development and advancement of art and culture, particularly that relating to pastels, in the metropolitan area of Atlanta and in other areas.

(c) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out the purposes of the Corporation, as set forth in the Articles of Incorporation and these Bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (subject to and within the limitations of Section 501 (c) (3) of the Internal Revenue Code of 1986, as now or hereinafter amended).

1.2 Nonprofit Corporation. The Corporation shall be organized and operated under the provisions of the Georgia Nonprofit Corporation Code.

1.3 Tax-Exempt Status. The affairs of the Corporation at all times shall be conducted in such a manner as to assure its status as a "publicly supported" organization as defined in Section 509 (a) (1) or Section 509 (a) (2) or Section 509 (a) (3) of the Internal Revenue Code of 1986, as now or hereinafter amended, and in such other ways as to assure its continued qualification for exemption from tax pursuant to Section 501 (c) (3) of the Internal Revenue Code of 1986, as now or hereinafter amended.

1.4 No Authority to Amend or Change Tax Status. Notwithstanding any other provision in these Bylaws, no Director, Directors, Members, person or persons shall have the authority to amend or change the tax status of the Corporation.

ARTICLE 2

OFFICES AND REGISTERED AGENT

2.1 Registered Offices and Registered Agent. The initial registered office of the Corporation and the initial registered agent of the Corporation at said office shall be as set forth in the Articles of Incorporation of the Corporation. The registered office of the Corporation and the registered agent of the Corporation at such office may be changed from time to time by the Corporation in the manner specified by law.

2.2 Additional Offices. The corporation may establish offices at such other place or places both within and without the State of Georgia as the Board of Directors may from time to time determine.

ARTICLE 3

DIRECTORS

3.1 Number, Qualification and Term of Office. The business and affairs of the Corporation shall be managed by a Board of Directors which shall consist of not less than three (3) or more than five (5) members.

The exact number of Directors within the maximum and minimum provided above may be changed by resolution of the Members from time to time. The Directors shall be persons of the age of eighteen years or over, but need not be residents of the State of Georgia.

The Members shall elect Directors to hold office at the beginning of the next fiscal year. The slate of officers for even-numbered years shall consist of President, Second Vice President and Treasurer. The slate of officers for odd-numbered years shall consist of the First Vice President and the Secretary.

The slate of officers will be sent electronically to the current members at least 10 days in advance of the designated election date which is defined as the date of the yearly November meeting.

Member voting will be accomplished by electronic response. Close of voting will occur at Midnight on the day prior to the annual meeting. Each director shall hold office for a term of two (2) years or until such Director's earlier resignation, removal from office, death or incapacity to serve.

3.2 Vacancies. A majority of the remaining Directors, though less than a quorum, may fill the place of any Director which may become vacant prior to the expiration of such Director's term, such appointment by the Directors to continue until the expiration of the term of the Director whose place has become vacant.

3.3 Compensation. Directors shall not receive a salary for their services as Directors; but, by resolution of the Board, a fixed sum and expenses may be allowed for activities that are pre-approved.

ARTICLE 4

MEETINGS OF THE BOARD

4.1 Place and Time of Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place within or without the State of Georgia as the Board of Directors may from time to time designate.

4.2 Annual Meeting. The Board of Directors shall meet each year in the month prior to the annual meeting of the Members for the purpose of approving a slate of officer and directors and for the consideration of other business. The annual meeting is defined as the November Member meeting.

4.3 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by any two Directors.

4.4 Notice of Meetings. Notice of each meeting, setting forth the time and place of the meeting, shall be given to each Director at least two (2) days before the date of the meeting, to each Director appearing on the books of the Corporation, by or at the direction of the person or persons calling the meeting. Such notice shall be deemed to be delivered when sent electronically, addressed to the Director at such Director's email address as it appears on the books of the Corporation. No notice of any meeting of the Board of Directors need state the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors.

4.5 Quorum. A majority of the Directors shall constitute a quorum at any meeting of the Board of Directors. If a quorum is present, the affirmative vote of a majority of the Directors present at the meeting and entitled to vote on the subject matter shall be the act of the Board of Directors, unless the vote of a greater number or voting by classes is required by these Bylaws, by the Georgia Nonprofit Corporation Code or is required under any federal or state law, rule or regulation to preserve the Corporation's tax-exempt status. When a quorum is once present to organize a meeting, the Directors present may continue to do business at the meeting or any adjournment thereof notwithstanding the withdrawal of enough Directors to leave less than a quorum.

4.6 Adjournment. Any meeting of the Directors may be adjourned by a majority of the Directors present at a meeting, whether or not a quorum is present.

4.7 Action by Consent of Directors. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if written or email consent setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject thereof and such consent shall be filed with the Secretary of the Corporation. Such consent shall have the same force and effect as a unanimous vote of the Members.

4.8 Removal of Directors. A Director of the Corporation may be removed by a majority vote of the Members whenever in their judgment the best interests of the Corporation will be served by the removal.

The Directors of the Corporation may, by a majority present at a special meeting for such purpose duly called and held, pass a resolution recommending removal of a Director, which resolution shall be included in the notice to Members given for such purpose. The notice to Members shall be sent electronically. Member voting shall be accomplished electronically.

Removal of a Director shall be without prejudice to the contract rights, if any, of the person removed, except where such removal was for commission of a crime against the Corporation or for grossly negligent behavior in the performance of responsibilities to or on behalf of the Corporation.

ARTICLE 5

OFFICERS

5.1 Officers. The officers of the Corporation shall consist of a President, Secretary and Treasurer, and, if deemed by the Board of Directors to be necessary or appropriate to conduct the business of the Corporation, one or more Vice Presidents and an Advisory Board. Two or more offices may not be held by the same person. Each officer shall hold office for the term to which such officer is elected or appointed, and until such officer's successor has been elected or appointed and has qualified, or until such officer's earlier resignation, removal from office, death or incapacity to serve.

5.2 President. Unless otherwise specified by the Board of Directors, the President shall be the Chief Executive Officer of the Corporation, and shall have the responsibility for the general supervision of the business affairs of the Corporation. The President shall preside at all meetings of the Members and Directors and discharge the duties of a presiding officer, shall present at each annual meeting of the Members a report of the business of the Corporation for the preceding fiscal year, and shall perform such other duties the Board of Directors may from time to time prescribe.

5.3 Secretary. The secretary shall keep minutes of all meetings of the Members and Directors and have charge of the minute books and shall perform such other duties the Board of Directors may from time to time prescribe.

5.4 Treasurer. The Treasurer shall manage the financial affairs of the Corporation and shall have the power to recommend action concerning the Corporation's affairs to the President, and shall perform such other duties the Board of Directors may from time to time prescribe.

5.5 Vice President. In the absence or disability of the President, the Vice President, if any, elected by the Board of Directors, shall perform the duties and exercise the powers of the President. The Vice President shall perform such other duties the President or the Board of Directors may from time to time prescribe.

5.6 Second Vice President. In the absence or disability of the President and Vice President, the Second Vice President, if any, elected by the Board of Directors, shall perform the duties and exercise the powers of the President and Vice President. The Second Vice President shall perform such other duties the President or the Board of Directors may from time to time prescribe.

5.7 Advisory Board. Members of the Advisory Board, if any, elected by the Board of Directors, shall be ex-officio members of the Board of Directors. Members of the Advisory Board shall have provided long-term service and/or have made valuable contributions to the organization as determined by the Board of Directors. The Advisory Board's role is to provide insight to the Board of Directors concerning the operation of the organization. Advisory Board Members shall not have an official vote, if one is required, concerning these matters.

5.8 Vacancies. When a vacancy occurs in one of the executive offices, it may be filled by an appointment by the Board of Directors. The officer so selected shall hold office for the remainder of the term of the officer vacating such office, and until such officer's successor has been elected or appointed or until such officer's earlier resignation, removal from office, death or incapacity to serve.

5.9 Delegation of Duties. Whenever an officer is absent or whenever for any reason the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other Director or Directors.

ARTICLE 6

COMMITTEES

6.1 Committees. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate one or more additional committees which shall have such name or names and such powers as the Board of Directors shall determine.

6.2 Removal. The Board of Directors shall have power at any time to remove any member of any committee, with or without cause, and to fill vacancies in and to dissolve any such committee.

ARTICLE 7

MEETINGS OF MEMBERS

7.1 Place and Time of Meetings. Meetings of the Members shall be held at the registered office of the Corporation or at such other place either within or without the state of Georgia as the Board of Directors or the Members may from time to time select, at such time as may be fixed by the Board of Directors or the Members.

7.2 Annual Meeting. An annual meeting of the Members shall be held on the second Monday of the month prior to the end of the fiscal year of the Corporation, if not a legal holiday, and if a legal holiday, then during that month at such date and time as shall be designated by the Board of Directors.

7.3 Special Meetings. Special meetings of the Members may be called at any time by the President, by a majority of the Board of Directors, or by not less than twenty-five percent (25%) of the Members of the Corporation in good standing and entitled to vote in an election of directors.

7.4 Notice of Meeting. Written notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than five (5) days before the date of the meeting to each Member of record entitled to vote at such meeting. Such notice shall be deemed to be delivered when sent electronically to the Member at such Member's email address as it appears in the membership records of the Corporation.

7.5 Quorum. 10% of the Members entitled to vote shall constitute a quorum. Voting will be accomplished electronically. No response will be considered an affirmative vote. The affirmative vote of a majority of the Members entitled to vote on the subject matter shall be the act of the Members, unless the vote of a greater number or voting by classes or series is required herein, by the Georgia Nonprofit Corporation Code or is required under any federal or state law, rule or regulation to preserve the Corporation's tax-exempt status.

7.6 Adjournment. Any meeting of the Members may be adjourned by a majority of the Members represented at a meeting.

7.7 Voting Rights. Each Member whose dues are current shall be entitled to one vote

ARTICLE 8

MISCELLANEOUS

8.1 Inspection of Books. The Board of Directors shall have power to determine which accounts and books of the Corporation, if any, shall be open to the inspection of Members, except such as may by law be specifically open to inspection, and shall have power to fix reasonable rules and regulations not in conflict with the applicable law for the inspection of said accounts and books.

8.2 Seal. The corporate seal shall be in such form as the Board of Directors may from time to time determine. In the event that it is inconvenient at any time to use the corporate seal of the Corporation, the words "Seal" or "Corporate Seal" enclosed in parentheses shall be deemed the corporate seal of the Corporation.

ARTICLE 9

AMENDMENT

9.1 Bylaws. The Bylaws of the Corporation may be altered, amended, or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors. Proposed alterations and amendments must be approved by a quorum of the members. If such action is to be taken, proposed changes shall be sent to each member electronically at least ten (10) days prior to the adoption of the proposed changes. Voting shall be accomplished by electronic response. Bylaws adopted by the Board of Directors may be altered, amended or repealed, and new Bylaws adopted by a quorum of the Members. If such action is to be taken, notice of the general nature of the proposed change in the Bylaws shall have been given to the Board of Directors at least ten (10) days prior to the adoption of the proposed changes. The Members may prescribe that any Bylaw or Bylaws adopted by them shall not be altered, amended or repealed by the Board of Directors.

ARTICLE 10

DISSOLUTION

10.1 Dissolution of the Corporation. The Corporation may be dissolved by a majority vote of the Board of Directors. Assets of the Corporation, if any, shall be distributed to a non-profit arts-related organization to be named by the Board of Directors at the time of dissolution.