



2018 Proposed Bylaw & Standing Rules Amendment

The following changes to the SDP Bylaws have been proposed. Only members in attendance at the 2018 SDP Annual Meeting in Daytona Beach, Florida may vote on these bylaw changes.

Proposed additions are underlined and deletions are ~~struck-through~~.

PROPOSED AMENDMENTS TO THE BYLAWS

Submitted by the Board of Directors

ARTICLE V – MEMBERSHIP

Section 4. Censure and/or Expulsion

Members of any classification may be censured or expelled from membership by a two-thirds (2/3) vote of the total Board of Directors for non-payment of financial obligations, or failure to abide by the Bylaws, Standing Rules, and Code of Ethics of the Society. For any cause other than non-payment of financial obligations, removal shall occur only after the member complained against has been advised of the complaint against him/her and is given reasonable opportunity for defense. If a member is expelled, such member may appeal the decision of the Board of Directors at the ~~Annual Meeting of the Society~~ a regularly scheduled board meeting, providing that notice of intent to appeal is filed in writing with the President no less than ten (10) days in advance of the meeting.

Rationale: This business can be taken care of at a meeting of the Board of Directors.

ARTICLE VI – DUES

Section 1. Dues

Membership dues as outlined in the Standing Rules are payable annually.

A member is considered in good standing if annual membership dues and any other Society financial obligations are current.

Rationale: Clarification

ARTICLE VII – MEETINGS

Section 1.

A. ~~Membership~~ Annual Meetings – There shall be an annual meeting of the members upon such date, time, and place as the Board shall determine. During the annual meeting, voting members shall have the right to vote on the following matters: election of Board of Directors and officers; and approval of any amendments to Bylaws and Standing Rules that may have been proposed by the Board. The annual meeting may be an electronic live event at which members would be required to sign-on with an active membership number.

B. Special Meetings – Special meetings of the members may be called by the President of the Board of Directors or upon the request of ten percent (10%) of the voting members or a majority of the Board of Directors. Special meetings may be electronic live events at which members would be required to sign-on with an active membership number.

C. Members shall receive not less than sixty (60) days prior written notice of annual meetings and not less than fifteen (15) days prior written notice of a special meeting. The notice shall state the purpose of any special meeting. Meeting notices shall be printed in The Decorative Painter, or shall be sent electronically to members with an email address on record and mailed to the current address on record to members who do not have an email address.

D. Annual Meeting Agenda – The agenda shall include but not be limited to: election of officers, Board Members, ~~at-Large and members of the~~ Nominating Committee members; and voting on proposed

amendments to Bylaws and Standing Rules. ~~in addition to regular business brought before the membership:~~

1. Business requiring action by the membership shall be presented in writing in the form of a main motion to the President not less than ~~ten (10)~~ fifteen (15) days prior to the first day of the meeting.

E. Quorum – Each voting member in good standing shall have one vote at any meeting of the members. A quorum shall consist of all such members present in person and members in attendance and signed in to vote by electronic means at the meeting. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

Rationale: All changes in Article VII are to establish a process so all membership can vote at annual and special meetings.

ARTICLE VIII – OFFICERS, BOARD MEMBERS-AT-LARGE, APPOINTIVE OFFICERS

Rationale: Clarification

Section 1. Elected Officers

The elected officers of the Society shall be a President, Vice President/President Elect, Recording Secretary and Treasurer.

Rationale: Clarification

B. Terms of Office

1. The term of office for the President, Immediate Past President and Vice President/President Elect shall be one (1) year or until seven (7) days after the Annual Meeting at which a successor is elected. The President, Immediate Past President and Vice President/President Elect shall serve no more than one (1) consecutive term unless the Vice President/President Elect assumes the Presidency under Section 1, C.2. Once elected, the Vice President/President Elect shall not be eligible to run for any other board position until he or she has served for one (1) year as Vice President, followed by one (1) year as President, and one (1) year as Immediate Past President.

Rationale: Clarification

~~4. A secretary or treasurer elected or appointed to a two-year (2) term shall be eligible for election to that office for two (2) full terms.~~

Rationale: Covered in No. 5.

5. ~~4. An appointed~~ secretary or treasurer who has served less than one (1) term shall be eligible for election to that office for one (1) additional term.

5. Elected officers and Board Members shall serve no more than two (2) consecutive terms in the same office, except as noted in Section 1, B. 1.

Rationale: Clarification

C. Vacancy

2. A vacancy in an office, except that of the President, shall may be filled by the Board of Directors for the unexpired term. A Vice President/President Elect so selected shall not succeed to the office of Presidency except by election at the next Annual Meeting.

E. Duties of Officers

President – The President shall preside at all meetings of the members, Board of Directors and Executive Committee; shall coordinate activities of the Board of Directors and Executive Committee; shall appoint members to committees and be an ex-officio member of all

committees except the Nominating and Awards Committees; and shall perform such other duties as the Board of Directors may assign or which generally pertain to this office.

Rationale: Clarification

3. ~~Recording Secretary~~ – The ~~Recording Secretary~~ shall record ~~or cause to be recorded~~ minutes of business meetings of the general membership, Executive Committee, and the Board of Directors. These minutes shall be kept in books ~~or electronic media~~, which are the property of the Society and shall be a complete and clear record of the Society's activities.

Rationale: Clarification

4. Treasurer – The Treasurer shall review all financial reports of the Society monthly ~~and annually~~; shall report to the Board of Directors at regular meetings; ~~shall review financial records annually~~; and shall submit a written report to the membership at the Annual Meeting.

Rationale: Simplify wording.

Section 2. Board Members at Large

A. Number – There shall be ~~four (4)~~ six (6) Board Members ~~at Large~~ nominated and elected as provided in these bylaws.

Rationale: This reduces the cost of doing business and still represents the membership. The three (3) board members whose terms have not expired and the three (3) newly elected board members as of the passing of this bylaw change in 2018 will continue to serve for the duration of their term. Two (2) new board members will be elected each year beginning in 2019 to alternate the terms of the two (2) board members.

B. Qualifications for Office – Board Members ~~at Large~~ shall have been members in good standing of the Society for not less than three (3) years immediately preceding the time of election. ~~and shall normally be selected from geographically diverse areas of the membership make up.~~

Rationale: Not practical with only four board members.

C. Terms of Office

1. The term of office shall be two (2) years. Board members ~~at large~~ shall not serve more than two (2) consecutive terms.

2. The term of office for Board Members ~~at Large~~ shall begin seven (7) days after the Annual Meeting at which they are elected.

D. Vacancy – A vacancy in the office of Board Member ~~at Large~~ shall may be filled by the Board of Directors until seven (7) days after the next Annual Meeting at which a successor is elected. The vacancy of an Immediate Past President shall not be filled until the current President moves into that position.

Rationale: Clarification

ARTICLE IX – NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

There shall be a Nominating Committee composed of five (5) members who shall hold individual ~~or individual/business~~ membership in the Society at the time of election or appointment; three (3) of whom shall be elected by the members at the Annual Meeting for a term of one (1) year; one (1) who is selected by and from the immediately preceding Nominating Committee; and one (1) who is appointed as Chairperson of the Committee by the President and approved by the Board of Directors.

Rationale: Clarification

B. Duties of the Nominating Committee

1. The Nominating Committee shall be responsible for submitting to the membership of the Society, nominees for the office of Vice-President/President Elect, ~~Recording Secretary~~, Treasurer, ~~and for Board Members at Large~~ and the Nominating Committee. ~~Both the Board Members at Large and those for the Nominating Committee shall normally be selected from geographically diverse areas of the membership make up.~~ The Nominating Committee shall obtain the consent of the nominees prior to the nomination.

Rationale: Clarification

2. The committee shall select one (1) of the three (3) elected members of the committee to serve on the succeeding Nominat-

ing Committee.

3. The committee shall be accountable to the members of the Society, and ~~shall have the responsibility~~ report to the Board of Directors.

Rationale: Clarification

C. Report of the Nominating Committee

1. The Nominating Committee shall submit its slate of nominees to the Society office ~~Board of Directors~~ by November 1.

Rationale: Clarification

2. No later than sixty (60) days prior to the Annual Meeting, ~~The~~ slate of nominees shall be printed in *The Decorative Painter* ~~or shall be sent electronically to members with an email address on record and~~ ~~or~~ mailed to the current address on record to ~~for each current members who do not have an email address.~~ no later than 90 days prior to the Annual Meeting.

Rationale: Clarification

D. Vacancy – A vacancy on the Nominating Committee shall may be filled by appointment of the President with approval of the Board of Directors.

Rationale: Clarification

Section 2. Election of Officers, Board Members at Large and elected members of the Nominating Committee

A. The election shall be by ballot. The ballot for Board Members ~~at Large~~ and the Nominating Committee ~~shall normally represent a general geographic area of the membership make up~~, and shall include the name, city and state of each ~~incumbent~~ nominee.

Rationale: Not practical with only four board members.

B. The ~~three (3)~~ two (2) Board Members ~~at Large~~ candidates and the three (3) Nominating Committee candidates receiving the highest number of votes shall be elected.

Rationale: Clarification

C. In the event a write-in candidate receives the highest number of votes, the candidate shall meet all necessary qualifications for the office prior to ~~being elected~~ announcement of the election results.

Rationale: Clarification

D. Absentee Voting

1. A ballot listing the slate of nominees submitted by the Nominating committee, with a space for eligible write-in candidates, shall be mailed to current members with *The Decorative Painter*, ~~or other written notice containing the slate of officers~~ or shall be sent electronically to members with an email address on record and mailed to the current address on record to members who do not have an email address.
2. Absentee ballots shall be mailed to the Society office in a sealed envelope with the member's active membership number on the front of the envelope.

~~2-3.~~ The absentee ballot shall be received in the Society office on or before the deadline date established by the Board of Directors.

~~3-4.~~ Absentee ballots shall be held unopened until the Annual Meeting when a Tellers Committee designated for absentee ballots shall be responsible for verifying eligibility and duplication prior to tallying the votes.

E. Tellers Committee

2. Absentee ~~and electronic~~ ballots shall be counted separately from, but simultaneously with in-person votes.

3. The Head Tellers shall prepare the final tally for the absentee, ~~elec-~~ tronic and in-person votes, prepare and sign a report and deliver it to the Chair ~~President~~.

Rationale: Sections D & E accommodate electronic voting for all members at Annual Meeting or Special Meetings.

ARTICLE X – BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall be composed of the President, Vice-President/President Elect, Secretary, Treasurer, Immediate Past President, and the ~~six (6)~~ four (4) Board Members ~~at Large~~. The Board of Directors shall meet on dates fixed by it or as called by the President.

Rationale: Clarification

Section 4. Conference-Telephone and Electronic Meetings
Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone call or other electronic means approved by the Board of Directors. and Participation in such a meeting shall constitute presence in person at such a meeting.

Rationale: Clarification

Section 8. Officers and directors shall serve without compensation

However, by resolution of the Board of Directors, officers and directors may be reimbursed for reasonable and direct expenses incurred in the carrying out of their duties and in accordance with reimbursement policies.

Rationale: Clarification

ARTICLE XI – EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall be composed of the President, Vice-President/President Elect, Recording Secretary and Treasurer.

Rationale: Clarification

Section 2. Responsibility

C. Provide assistance to the Board in fulfilling its fiduciary responsibilities relating to account, reporting reimbursement practices.

Rationale: Redundant

D. Make recommendation for appointment of Approve the hiring of independent certified public accountants to perform regular audits, evaluate audits, and maintain a direct line of communication with these accountants.

Rationale: Clarification

Section 3. Authority

The Executive Committee shall have the authority to act between Board meetings in place of the Board of Directors only in cases of such emergency that it is not possible to arrange a meeting of the Board of Directors by conference telephone call or other electronic means.

Rationale: Clarification

ARTICLE XII – COMMITTEES

Section 1. Standing Committees

Standing Committees shall include the Nominating, Awards, Business, Certification, Chapters, Education, Member Recruitment and Retention, and Teachers Committees.

Rationale: New committee narrowly focused.

A. Standing Committees may be created by the Board of Directors as may be deemed necessary and shall be accountable to the Board of Directors.

Rationale: Redundant

A. Committees shall normally have a membership of five (5), one of whom shall be a member of the Board of Directors. The chairmen and committee members shall be selected by the Vice-President/Elect (for service during that officer's term of office as President) and shall be approved by the Board of Directors.

C. Committee members may serve no more than two (2) consecutive terms on the same committee, except a member may be eligible to serve a third consecutive term if named chairman of that committee or with approval of the Board of Directors.

Rationale: Clarification

E. Composition, duties, and responsibilities of Standing Committees shall be:

1. Awards Committee

a. (1) Selecting a person or persons for awards as outlined in the Standing Rules whose endeavors have furthered the purposes of the Society and/or have contributed substantially to the Society itself.

Rationale: Clarification

2. Business Committee

a. The Business Committee shall review and recommend policy specific to Individual/Business Associate Members for approval by

the Board of Directors. Responsibilities shall include but not be limited to:

(2) Planning educational events and providing information for Individual/Business Associate Members.

(3) Advising Individual/Business Associate Members of current trends, reforms and policies via business publications.

Rationale: Redundant

3. Certification Committee

b. All A majority of the committee members shall be Certified.

Rationale: Clarification

d. The Certification Chairman shall:

(5) Be required to attend entire Annual Conference and be eligible for reimbursement of travel expenses as provided in reimbursement policies.

Rationale: Clarification

6. Membership Retention and Recruitment Committee

a. The Membership Retention and Recruitment Committee shall review and recommend policy specific to member concerns for approval by the Board of Directors. Responsibilities shall include but not be limited to:

(1) Discussing creative ways to bring new members into chapters and the Society.

(2) Encouraging members and chapters to reach out to other community organizations where there may be opportunities for partnerships as well as potential new members.

b. Members of this committee shall be members of the Society in good standing for no less than three (3) years.

Rationale: Focus specific attention on gaining and retaining membership.

6: 7. Teachers Committee

b. Members of this committee shall be members of the Society in good standing for no less than three (3) years.

Rationale: Clarification

Section 2. Special Committees

The Board of Directors may, from time to time, create such other committees or sub-committees as are necessary and which are not in conflict with other provisions of these bylaws. The composition and duties of any such committees shall be defined by the Board of Directors. when created. The members shall be appointed by the President in accordance with the Board resolution and approved by the Board of Directors.

Rationale: Clarification

ARTICLE XIII – EXECUTIVE DIRECTOR

Section 1. Structural Responsibility

The Executive Director shall serve as a non-voting, ex-officio member of all standing committees of the Society with the exception of the Nominating and Awards Committees. The Executive Director shall normally attend meetings of the Board of Directors and Executive Committee. The Executive Director shall report to the President.

Rationale: Clarification

ARTICLE XIV – FINANCES

Section 1. Audit

The accounts of the Society shall be audited not less than once every two (2) years annually by a certified public accountant as determined by the Executive Committee, who shall be recommended by and appointed by the Board of Directors.

Rationale: Clarification

Section 6. Reimbursement of Expenses

Members of the Board of Directors and others may be reimbursed for Society related expenses in accordance with the reimbursement policy adopted by the Board of Directors.

Rationale: Covered in Article X, Board of Directors

Section 6. Dues and Other Income

All dues and other income of the Society must be used for the purpose of the Society and shall not be used to the benefit of any individual member or Society employee.

Rationale: Clarification

ARTICLE XVIII – PUBLICATIONS

Section 1. Official Publication

The official publication of the Society shall be The Decorative Painter and shall be the primary method of disseminating information concerning the activities of the Society. Other printed publications and electronic means of communication may also be used to officially communicate with the membership.

Rationale: Social media and other sources are used as official communication methods.

ARTICLE XX – AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) vote of participants eligible to vote at the Annual Meeting of the Society, including those who vote in person or electronically the members present and eligible to vote at the Annual Meeting of the Society, subject to the following conditions:

Rationale: Clarification

Section 1. Proposed by Board of Directors

All proposed amendments shall have been printed in the official publication last distributed before the Annual Meeting or have been made available by email notification to the membership at least 90 days prior to the Annual Meeting.

At least ninety (90) days prior to the annual meeting, all proposed amendments shall be printed in The Decorative Painter, or shall be sent electronically to members with email addresses on record and mailed to the current address on record to members who do not have an email address.

Rationale: Clarification

ARTICLE XXI – DISSOLUTION

Section 3 . Remaining Assets

Any remaining assets shall be sold to meet financial obligations or distributed to the Society of Decorative Painters Foundation or any other 501(c)(3) organization that shares the same or similar mission as the Society; as designated by the Board of Directors. All dues collected and other income of the Society must be used for the purpose of the Society and shall not inure to the benefit of any individual member.

Rationale: Redundant

With Approved Amendments 05/13 05/2018

PROPOSED AMENDMENTS TO THE STANDING RULES

Submitted by the Board of Directors

Standing Rule 1. Name: The legal name of this organization shall be National Society of Tole and Decorative Painters, Inc., doing business as the Society of Decorative Painters referred herein as the Society.

Rationale: Clarification

Standing Rule 4.

B. Non-Voting Members

1. Annual Student Membership: \$20 ~~annually~~. Application for student membership shall be accompanied by proof of full-time enrollment in an educational institution.

Rationale: Simplify

Standing Rule 5. Certification: There shall be three (3) levels of Certification

A. Accredited Decorative Painter

1. An applicant shall be a ~~voting~~ member in good standing of the Society.

B. Certified Decorative Artists:

1. An applicant shall be a ~~voting~~ member in good standing of the Society.

C. Master Decorative Artist:

1. An applicant shall be a ~~voting~~ member in good standing of the Society.

Rationale: Clarification

Standing Rule 6. Awards:

A. The Silver Palette Award may be presented in recognition of noteworthy service of an exceptional nature in the furthering of the purpose of the National Society of Tole and Decorative Painters, Inc. Nominee must be a member in good standing of the Society.

B. The Chapter Service Award may be presented in recognition of an individual for outstanding and dedicated service to his/her chapter. Nominees must be a member in good standing of the Society. Nominee would fit in this category if they are chapter members.

C. The Dedicated Service Award may be presented to recognize individuals for outstanding and dedicated service to the Society. Nominee must be a member in good standing of the Society.

D. The Priscilla Hauser Award for Business and Industry may be awarded to recognize individuals and business groups for consistent and exceptional business contributions to the painting industry and to SDP. Nominee must be a business member in good standing of the Society.

Rationale: Clarification

Standing Rule 7. Use of Position and/or Certification: National Society of Tole and Decorative Painters, Inc. The Society encourages use of certification and/or position within the Society for advertising purposes so long as such certification and/or position is current and accurate.

Rationale: Simplify

Standing Rule 8. Amendment: The standing rules may be adopted, amended, suspended or rescinded by a two-thirds (2/3) vote of those present in person and members in attendance and signed in, with an active membership number to vote by electronic means, and eligible to vote at the Annual Meeting and Convention.

Rationale: Clarification

Standing Rules Approved 05/17 05/18