

2018

PROPOSED

NWS

BYLAWS UPDATES



## NATIONAL WATERCOLOR SOCIETY

Since 1920

### **ARTICLE I. OFFICES**

#### **Section 1.01. Principal Office**

The principal office of this corporation shall be located in the County of Los Angeles, State of California. Location since 1999, 915 South Pacific Ave., San Pedro, CA 90731-3201.

#### **Section 1.02. Change of Address**

The Board of Directors is hereby granted full power and authority to change the principal office of the corporation from one location to another in California. Any such change shall be noted by the Secretary in these By-Laws but shall not be considered an amendment of these By-Laws.

### **ARTICLE II. MEMBERS**

#### **Section 2.01. Classification of Members**

The corporation shall have at least six 6 classes of members as follows: Signature Members, Inactive Signature Members, Associate Members, Patron Members, Honorary Members and Life Members.

#### **Section 2.02. Signature Members**

Signature Members are artists who have been admitted to signature status after completing one of the application processes set forth in Article III hereof and who have paid dues through the current year (except for the year of acceptance as set forth in Article III). Only Signature Members who maintain their dues shall have the right to vote and use the initials NWS after their name.

#### **Section 2.03. Inactive Signature Members**

The Board of Directors shall determine rules and policies for failure to pay dues, Inactive Signature Member status, and reinstatement to full Signature Member status. A Signature Member who is three (3) months in arrears in payment of the annual dues shall be so notified by the Membership Director. Failure to remit such dues within 90 days thereafter shall cause the termination of membership unless the member submits a written request to the Board of Directors to be placed on Inactive Signature status.

The Board may, at its discretion, waive these requirements to deal with exceptional circumstances.

#### **Section 2.04. Associate Members**

Associate Membership is open to anyone. Associate Members shall pay dues as designated by the Board of Directors for the current year. Associate Members shall pay the same entry fee as

Signature Members when submitting work for NWS exhibitions. Associate Members shall receive all publications of the Society, shall be listed in the Catalog of the International Open Exhibition as an Associate Member and shall be invited to all Society functions. Associate Members shall not have voting privileges, nor will they be permitted to add the initials NWS after their name.

### **Section 2.05. Patron Members**

Patron Membership is open to any individuals or organization making a contribution to the society in the amount set by the Board of Directors. Patron Members shall receive all publications of the Society, shall be listed in the Catalog of the International Open Exhibition as a Patron Member, and shall be invited to all Society functions. These privileges will continue from the time of contribution through the end of the NWS fiscal year. Patron Members who hold Signature or Associate Membership in NWS shall retain their privileges.

### **Section 2.06. Honorary Members**

Honorary Members are those who have been proposed by the Board of Directors for Honorary Membership for their significant service to the Society or to the Arts as well as volunteers who work with the Society. The name of the nominee or nominees shall be presented at the Annual Meeting. Upon a majority vote of the members present in favor of granting such membership, the Honorary Membership shall be conferred. Honorary Members shall receive all publications of the Society and shall be listed in the Catalog of the International Open Exhibition as Honorary Members. Honorary Members are not required to pay dues and may participate in all activities of the Society as Honorary Associate Members or Honorary Signature Members providing that status has been earned.

### **Section 2.07. Life Members**

The special designation of Life Member shall be awarded to those Signature Members who have been elected and have served as President of the Society. This designation shall be made upon completion of their first term in office. Life Members who are nominated and approved by the NWS BOD shall retain all rights and privileges of Signature Members and shall not be required to pay dues. This section will apply to all Past Presidents of the Society.

### **Section 2.08. Membership Lists**

The Membership Lists of the Society are for the use of the Directors and Officers of the Society in the execution of their duties and for the personal use of the individual members. Names, addresses, and other information contained in these lists is privileged information and may not be provided to outside interests, commercial or private. The Board may, at its discretion, waive by specific motion, the above ruling.

## **ARTICLE III. INVITATION TO SIGNATURE MEMBERSHIP**

### **Section 3.01. Artists Invited to Apply**

Following the Jury of Selection's viewing and selection of paintings from images submitted to the NWS International Open Exhibition (see Section 8.06), accepted Associates and Non-members shall be invited to apply for Signature membership at the same time they send

their exhibition painting for final review. The Board of Directors shall have full authority to establish procedures for the following methods of achieving Signature status:

- A. Qualifying Associates and Non-members shall submit three additional paintings, to be viewed by the members of the Jury of Selection, along with the accepted painting; at a time to be set by the Board of Directors. The jury of selection will make the decision regarding granting Signature Membership.
- B. Associates and Non-members shall submit a signed application for Signature Member status providing evidence that he or she has had three (3) paintings accepted and exhibited in NWS International Open Exhibitions. Acceptance in Membership Exhibitions and any other Society Exhibitions (other than Annual Exhibitions) shall not be considered for such application.

## **ARTICLE IV. FUNDING**

### **Section 4.01. Sources of Funds**

The National Watercolor Society is a non-profit corporation whose purpose is to arrange exhibitions and awards which show interest, support and appreciation of watercolor painting. The Society is tax-exempt under section 501 (c)(3) of the Internal Revenue Code. Funds to pay the costs of conducting Society business are derived from Member dues, entry fees and donations.

### **Section 4.02. Annual Dues**

The Annual Dues for Signature and Associate Members shall be established by the Board of Directors and may be changed annually by the Board as circumstances require. The basis for the change shall be reported to the Membership by Newsletter or at the Annual Business Meeting.

### **Section 4.03. Entry Fees**

Entry fees for the International Open Exhibition shall be set by the Board of Directors. The amount of the fee for Members and/or Non-members shall be determined by direct costs of the Exhibition. Fees for other exhibitions presented by the Society shall be set by the Board in a similar manner.

### **Section 4.04. Donations**

The Society may request and accept donations of the following kinds:

- A. Award donations for prizes at the International Open Exhibition and other exhibitions.
- B. Patron donations placed in a specific account when a purpose has been designated by the donor.

### **Section 4.05. Management and Reporting**

The Board may assign responsibility for management of the funds described in Section 4.04. above to any Director or other Signature Member. The duties will include identification

of sources and solicitation of contributions. Progress reports shall be made to the Board at least once each quarter of the fiscal year.

**Section 4.06. Payment to Treasurer**

All Dues and fees are payable to the National Watercolor Society. All other monies collected for the NWS by any officer of the Society shall be passed to the treasurer for deposit to the proper accounts.

**Section 4.07. Fiscal Year**

All business of the Society shall be conducted based on a fiscal year which shall begin on January 1 and end on December 31.

**Section 4.08. Membership Year**

Membership dues shall be collected based on a membership year which shall coincide with the Society's fiscal year.

**ARTICLE V. MEETINGS**

**Section 5.01. Annual Business Meeting**

There shall be an Annual Business Meeting in the month of October of each year, or to correspond with Opening of the NWS International Open Exhibition. Notice of the meeting shall be given to the members at least fifteen (15) days prior to the meeting. Fifteen (15) Signature Members shall constitute a quorum for the meeting. At the Annual Business Meeting the Society's business shall be conducted and nominations of directors, officers, and jurors of selection shall be made.

**Section 5.02. Order of Business**

The order of business for the Annual Business Meeting unless inapplicable as determined by the Board shall include: Call to Order, Reading of the Minutes of the Previous Annual Business Meeting, Reports of Board of Directors, Committee Reports, Unfinished and Current Business, Nominations for the Board of Directors and Jury of Selection, New Business and Adjournment.

**Section 5.03. Special Meetings**

The President may call special meetings of the members as deemed necessary by the Board of Directors. A Special Meeting may be called by the Board upon a request signed by Fifteen (15) or more Signature Members. Their petition shall state the purpose of the special meeting, which may include a motion to recall Officers serving on the Board.

**Section 5.04. Notice of Meeting**

Notice of all meetings shall be sent to all Signature Members of the Society by the Secretary or other designated Officer as determined by the Board.

**ARTICLE VI. BOARD OF DIRECTORS**

**Section 6.01. Powers**

This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed directly by the Board, or if delegated, under the ultimate direction of the Board.

#### **Section 6.02. Number of Directors and Officers**

The authorized number of Directors shall be a minimum of five (5) Directors to a maximum of fifteen (15) Directors as provided for in Article V of the Articles of NWS Incorporation. The exact number of Directors within those specified limits may be changed by the Board of Directors from time to time as circumstances may require. The offices of the President and the Vice President must be filled by Signature members of the Society. The other offices may be filled by Signature or Associate Members.

#### **Section 6.03. Offices of the Board**

Directors shall be elected by the Membership to hold the following offices: President, Vice President, Secretary, and Treasurer. In addition, Directors-at-Large who may include but not be limited to: Exhibition, Communication or Membership, will be elected by the members to serve on the Board as Officers and carry out functions designated by the Board. They shall be entitled to vote on all matters to come before the Board for decision. Positions on the BOD not filled by the regular vote of the members, or vacated during a term, may be appointed by the President and approved by the Board to fill the position for the remainder of that president's term of office. The Immediate Past President shall serve as Advisor to the Board but shall not be considered a Board Member.

#### **Section 6.04. Election and Term of Office**

Each Director shall be elected for a term of two (2) years commencing in the fiscal year in which elected and continuing for a period of twenty-four months (24) months. Each Director may hold office until a successor has been elected or appointed.

#### **Section 6.05. Nominating Committee**

The Board shall appoint a Nominating Committee composed of three (3) Signature members. The Nominating Committee shall present to the Board a list of nominations for the Board and the Jury of Selection no later than three (3) months prior to next annual meeting.

#### **Section 6.06. Self-nomination**

Members of the Nominating Committee may place their own names in nomination for any position on the Board of Directors but not on the Jury of Selection. Should a member of the Nominating Committee desire to become a candidate for the Jury of Selection, he/she must resign from the Nominating Committee immediately. He/she may then seek nomination for the Jury of Selection.

#### **Section 6.07. Agreement to Serve**

Signature Members accepting nomination to a seat on the Board of Directors or the Jury of Selection must agree to perform all the duties required of the position.

#### **Section 6.08. Slate of Nominees**

The slate of nominees shall include at least one candidate for each board position. The Jury of Selection slate shall be made up of six (6) Signature Members from which the Signature Membership shall select three (3). The notice of the annual Business Meeting shall include this list of nominees.

#### **Section 6.09. Nominations from the Floor**

The Nominating Committee shall present the list of nominations to the members at the Annual Business Meeting. Additional nominations may be made from the floor at the Annual Business Meeting, one or more for each office on the Board and up to three (3) for the Jury of Selection. It shall be the responsibility of the Member presenting a name for nomination to have obtained prior permission from the nominee.

#### **Section 6.10. Voting**

The Board or designated Officer on the Board shall compile the lists of nominees and their biographies and design a ballot to be mailed by First Class Mail or equivalent carrier to all Signature Members within ten (10) days after the Annual Business Meeting. The ballot shall provide space for write-in votes for each office on the Board and for the Jury of Selection. It shall be the responsibility of each Member to return a completed ballot to the designated Director within twenty (20) days after the mailing, and he/she shall tabulate the votes and notify the President and Members who were elected, of those elected and their positions.

#### **Section 6.11. Limitation on Terms**

No Director shall serve more than three (3) consecutive terms in the same office.

#### **Section 6.12. Filling Board Vacancies**

Any elected Member of the Board, with the exception of the President, vacating the office before the end of the term of office shall be replaced by another Member appointed by the Board to complete the term. If the office of the President should become vacant before the end of the term of that office, the Vice President shall automatically assume that office.

#### **Section 6.13. Privileges of the Board**

Directors, including the Directors-at-large shall have their work represented in the IO Exhibit catalog. The Members of the Board shall be allowed to enter the Membership Show. Signature Members of the Board including the Directors-at-large shall not be permitted to enter the International Open Exhibition. Associate Members of the Board including the Directors-at-large shall be permitted to enter the International Open Exhibition.

#### **Section 6.14. Meetings of the Board**

The Board of Directors shall meet monthly to conduct the business of the Society. A monthly meeting may, however, be dispensed with at the discretion of the President or a majority vote of the Board.

#### **Section 6.15. Quorum**

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business. A meeting at which a quorum is initially present may continue to

transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

### **Section 6.16. Open Meetings**

Regular meetings of the Board shall be open to all Signature Members. A request by a Signature Member to be included on the agenda shall be forwarded to the President or the Recording Secretary at least two (2) weeks in advance of the meeting.

### **Section 6.17. Board Member Votes and Proxy Votes**

Each Board Member may have one vote.

Board Members may not utilize Proxy Votes for Board decision issues.

### **Section 6.18. Standard of Care**

The following standard of care applies:

#### **A. General:**

A Director shall perform the duties of the office including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner that such Director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

#### **B. Basis for Action:**

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

1. One or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented;
2. Counsel, independent accountants or other persons, as to matters which the Director believes to be within such person's professional or expert competence;
3. A committee of the Board upon which a Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence, so long as in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of a Director in accordance with the above shall have no liability based on any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation, or assets held by it are dedicated.

#### **C. Self-Dealing Transactions:**

Except as provided in subsection (D) below, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the corporation is a party and in which one or more of the Directors has a material financial interest or a transaction between this corporation and one or more of the Directors or between this corporation and any person in which one or more of its Directors has a material financial interest.

#### **D. Approval of Self-Dealing Transaction**



The Board of Directors may approve a self-dealing transaction if the Board determines that the transaction is in the best interests of and is fair and reasonable to this corporation and, after reasonable investigation under the circumstances, determines that this corporation could have not obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors.

### **Section 6.19. Inspection**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of this corporation.

### **Section 6.20. Compensation**

Officers and Directors shall be entitled to reimbursement for necessary costs and expenses reasonably incurred in connection with the Society's business.

## **ARTICLE VII. OFFICERS**

### **Section 7.01. Board of Directors**

The Officers of the corporation shall be: President, Vice President, Treasurer, Secretary, and Directors-at-Large as determined by the Board. (As per Sections 6.02-6.03)

### **Section 7.02. President**

The President, as the chief executive officer of the corporation, shall supervise and direct the affairs of the corporation. He/she shall specifically perform the following duties.

- A. Preside at all meetings of the Society and the Board of Directors.
- B. With the Board's approval, appoint committees as may be needed to carry out the various functions of the Society and its officers. Such committees automatically cease to function at the end of each President's term of office.
- C. Serve as an ex officio member of all committees except the Nominating Committee.
- D. Develop a calendar of events and activities.
- E. Arrange for the preparation of an annual budget and an annual audit.
- F. Supervise the Board of Directors in their Board defined scope of responsibility.
- I. Instruct committee chairpersons on their assignments.
- J. Instruct the Chairman of the Jury of Selection and the Juror of Awards on the approved jurying procedures and direct the staff assisting at the jurying itself.
- K. Present awards at the International Open Exhibition or other Exhibitions.
- L. Serve as Advisor to the Board for one year following his/her term of office.
- M. Keep the purpose and meaning of the organization before the Board Members and gain the cooperative effort of the Board to achieve the Society's objectives.

### **Section 7.03. Vice President**

The Vice President shall have the following duties:

- A. Preside at all meetings in the absence of the President.
- B. Assumes the duties of the President during an unanticipated absence
- C. Oversee appropriate duties assigned by the Board.

- D. Be available to assist with jurying.

#### **Section 7.04. Treasurer**

The Treasurer shall have the following duties:

- A. Assist the President in development of the budget.
- B. Receive and deposit all monies in the name of the National Watercolor Society.
- C. Record all receipts and expenditures.
- D. Pay bills and charges approved by the Board.
- E. Report monthly to the Board and present an annual Financial summary to the membership at the annual Business Meeting.
- F. Prior to March each year request an audit of the financial operation of the Society, report the audit results to the Board, and file appropriate documents of audit to designated State and Federal agencies.
- G. Prepare the required tax forms and submit these to appropriate State and Federal agencies.

#### **Section 7.05. Secretary**

The Secretary shall have the following duties:

- A. Prepare and keep the minutes of the Society and the Board of Directors.
- B. Provide members of the Board with copies of the minutes.
- C. Maintain secure permanent storage of minutes of the Society and the Board of Directors.
- D. Maintain By-Laws and advise Board when proposed actions appear to conflict with the By-Laws.

#### **Section 7.06. Directors-at-Large**

Directors-at-Large shall have the following duties:

- A. Perform and oversee all responsibilities in their Board defined scope of responsibility.
- B. Perform all duties of the position to which he or she has been elected or appointed, as detailed in the current procedures described by the Board of Directors.
- C. Be available to assist with jurying.

#### **Section 7.07. Regional Representatives**

The President, with the Board's approval may from time to time appoint Regional Representatives from among the Signature and Associate Members to assist with Society activities in their geographic areas.

### **ARTICLE VIII. JURY OF SELECTION**

#### **Section 8.01. Election**

The Jury of Selection shall be elected annually by the Signature membership and shall serve for one year. Only Signature Members may serve on the Jury of Selection. From a list of six (6) nominees on the ballot, the three (3) candidates receiving the largest number of votes shall be designated as the three (3) member Jury of Selection.

#### **Section 8.02. Alternate Jurors**

The three candidates receiving the next greatest number of votes will be designated as Alternate Jurors, to be called to duty only in the absence of a designated Juror of Selection. If an Alternate Juror is called on to replace a Juror in the Image Jury procedure, that

Alternate Juror will then permanently replace that designated Juror for further duties. If an Alternate is needed to fill in on the Final Painting Jury and Travel Show selection, that Alternate Juror may not eliminate any Painting(s) except that they do not match the image.

### **Section 8.03. Director**

The Juror nominee receiving the greatest number of votes shall be designated as Director of the Jury.

### **Section 8.04. Limitations of Service**

No Signature Member may serve on the Jury of Selection more than once in a period of five (5) years. This restriction applies only to those Jurors, including Alternates, who serve as members of the Jury of Selection for the International Open Exhibition.

### **Section 8.05. Privileges**

Only the Jurors who serve as members of the Jury of Selection for the International Open Exhibition shall be included in the catalog.

### **Section 8.06. Jury Procedures for International Open Exhibition**

The International Open Exhibition shall be held at a time and place arranged by the Board. The International Open Exhibition is open to all artists who may submit one image. All work submitted for the Exhibition shall be required to be passed by the Jury of Selection. The BOD will establish and approve a procedure for the selection process for paintings to be accepted for the International Open Exhibition.

### **Section 8.07. Selection of Travel Show Paintings**

All award winners including the National Watercolor Society Purchase Award, but not including other purchase awards, will automatically be in the Travel Show (when held from time-to time) with the permission of the artist. If more paintings are needed to fill out the Travel Show, the Juror of Awards shall make the necessary selections.

## **ARTICLE IX. JURY OF AWARDS**

### **Section 9.01. International Open Exhibition**

One or more qualified persons who are not members of the Society shall be appointed by the Board to serve as the Judge or Jury of Awards for the International Open Annual Exhibition. The Judge or Jury of Awards shall make the selection of award winners from the paintings accepted for the International Open Exhibit by the Jury of Selection.

### **Section 9.02. Awards in Other Exhibitions**

In exhibitions other than the International Open Exhibition, the President shall recommend a qualified person who is not a member of the Society to serve as Judge of Selection and Awards. Upon approval of the Board, that person shall be invited to so serve.

## **ARTICLE X. DEFINITION OF WATERCOLOR**

### **Section 10.01.**

Watercolor is currently defined as aquamedia, watercolor, acrylic and other water-soluble media. The term "watercolor" shall exclude work in encaustic or oil. Each Exhibition Prospectus shall define acceptable entries.

## **ARTICLE XI. OTHER EXHIBITIONS**

### **Section 11.01. Scope**

The Board may organize other exhibitions as it has the means to support. Such exhibitions may include, but are not limited to, Membership Exhibitions, Traveling Exhibitions, Theme Exhibitions, et cetera.

### **Section 11.02. Eligibility**

Work by all members shall be eligible for such special exhibitions.

## **ARTICLE XII. AWARDS AND SPECIAL RECOGNITION**

### **Section 12.01. Awards**

The Board shall determine the number and type of awards to be made in each exhibition.

### **Section 12.02. Special Recognition**

The Board may at its discretion, confer special recognition, to be known as the NWS Arts and Humanities Award, on a person or organization for outstanding contributions to the Society itself or to the arts and humanities in general. The name of the recipients shall be carried in the catalog of the International Open Exhibition thereafter in the same manner, as are the names of the Past Presidents of the Society.

## **ARTICLE XIII. AMENDMENT OF ARTICLES OR BY LAWS**

### **Section 13.01. Initiation of Amendment**

A proposal to amend the Articles or the By-Laws may be initiated by the Board of Directors or by a Signature Member of the Society. The proposal shall be made in writing, shall state the reasons for and the purposes of the proposed amendment and shall set forth the proposed amendment in the specific language to be used if it is adopted. The Article or the Section to be amended shall be designated. If the proposal is being made by a Signature Member, it must bear the signatures of the Member and fourteen (14) other Signature Members who support it.

### **Section 13.02. Time Limitations**

Proposals to amend initiated by a Signature Member shall be received by the Board of Directors not less than sixty (60) days prior to the Annual Business Meeting. An amendment proposed by the Board shall be made not later than thirty (30) days prior to the Annual Business Meeting. The Board shall, not later than fifteen (15) days prior to the Annual Business Meeting, advise the Membership in writing of the proposed amendment(s), including arguments pro and con.

### **Section 13.03. Discussion**

Discussion of the proposed amendment(s) shall be included in the agenda of the Annual Business Meeting. Minor changes in the wording of the proposed amendment(s) may be made at that time if acceptable to the initiator.

### **Section 13.04. Vote of Membership**

The amendments in the final form shall be included on the ballot sent to the membership following the Annual Business Meeting. An affirmative vote to amend by two-thirds (2/3) of the Signature Members responding and returning the ballot shall be required for passage.

**Section 13.05. Proposal to Amend Made at the Annual Meeting**

Proposals to amend may also be made from the floor at the Annual Business Meeting, but no action may be taken on the proposal until the Annual Business Meeting one year thereafter, following the procedure outlined above for proposing and voting.

**Section 13.06. Filing of Amendment**

Amendments of the Articles of Incorporation approved by the membership shall be filed with the Secretary of State of California, and a copy filed with the Recording Secretary as part of the official Document of Record.

**ARTICLE XIV. MISCELLANEOUS**

**Section 14.01. Corporate Seal**

This Corporation shall have a seal which shall be specified by resolution of the Board of Directors. The seal shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of the instrument.