



## SOUTHERN WATERCOLOR SOCIETY BY-LAWS

### ARTICLE I - NAME AND PURPOSE

#### **Section One**

The name of this nonprofit corporation is Southern Watercolor Society. The address of the principal office of this corporation shall be the address of the current elected president.

#### **Section Two**

As set forth in the Articles of Incorporation, this corporation was formed to elevate the stature of watercolor painters and educate the public to the significance of watercolor painting as an important creative, permanent painting medium. The corporation shall be dedicated to the highest aesthetic standards. The organization shall further the interest of painters in watercolor painting by its programs and competitive exhibits, and shall encourage watercolor study by art students and others engaged in painting.

### ARTICLE II - BOARD OF DIRECTORS

#### **Section One (responsibility)**

The Board of Directors is the governing body of the corporation and must comply with government requirements. The Board shall have the power to elect officers, make policy decision and change the corporation's mission. The Board shall be responsible for the following:

1. Oversee the management of the organization
2. Set goals, establish policies, and develop long-range plans
3. Review budgets and program planning
4. Represent the organization to the public
5. Attend Board meetings and serve on committees.
6. Help get new members

#### **Section Two (numbers of directors)**

Number of directors on the Board will be five (5) to seven (7) at any one time. This number may be changed through an amendment to the By-laws. The Board shall consist of the current officers and past president and any others deemed proper by the officers. ( In 1999 the Board decreed that the Membership Chairperson would be a member of the Board of Directors because of the importance of that job. This was not a by-law change, as that was not required by these by-laws.)

#### **Section Three (terms)**

Term of office will be two years. Directors may serve a total of two (2) terms.

#### **Section Four (quorum)**

A quorum will consist of 1/3 of the total voting members of the Board.

#### **Section Five (time, place and number of meetings)**

The Board of Directors shall decide when and where the meetings will take place. The Board will meet a minimum of one time during the fiscal year and that meeting should occur within the first quarter of that fiscal year.

- a) Special meeting may be called by the president, or two members of the Board.
- b) The president will give two weeks notice to each member of the Board prior to the regular meeting.

#### **Section Six (compensation)**

The Board of Directors will receive no compensation for their services. They may be reimbursed for reasonable expenses incurred serving the corporation; however, this must be approved by the vote of 1/3 of the Board.

**Section Seven (resignation and removal)**

A director may resign by submitting a written statement of reason to the Chairman of the Board (president). A director may be removed from office for the following reasons:

1. If absent for three or more meetings
2. Will not help in the activities of the organization
3. Has not avoided a major conflict of interest
4. Has made unjust claims for compensation or awards

**ARTICLE III - OFFICERS and BOARD OF DIRECTORS**

**Section One**

The elected officers of this corporation are the Board of Directors. Officers shall consist of a president, a vice president, a recording secretary, and a treasurer, and past president. ( In 1999 the Board of Directors decreed that the Membership Chairperson would be a member of the Board of Directors because of the importance of that job. This was not a by-law change, as that was by required by these by-laws.)

**Section Two**

The president will be the principal executive of this corporation and shall exercise the usual functions of a presiding officer. The president will serve as the Chairman of the Board, and will preside over all meetings by the Board of Directors. The president may sign all legal papers authorized by the Board of Directors unless the authority is delegated by the Board or By-laws to someone else. The president shall appoint all standing committees and shall give guidance and leadership in all activities of the corporation.

The vice president shall assume the duties and powers of the president in the president's absence, inability, or refusal to perform his or her duties. The vice president will assist the president in all plans for activities to be presented to the Board of Directors. The vice president shall be a member of the Board of Directors.

The treasurer shall have the responsibility of the funds for the corporation: shall prepare and sign all checks; receive and give receipts for money due and payable to the corporation; and deposit money in corporation's name in accordance with the Articles of Incorporation and the By-laws. The treasurer will make a fiscal report to the Board of Director at each meeting. The treasurer is a member of the Board of Directors.

The secretary shall keep the minutes of all the meetings of the Board of Directors, sees that all notices are given in accordance with the By-laws or provided by law, and distribute minutes to the Board members. The secretary shall send notices of meetings and take care of all documents and papers of the corporation and assist the president with correspondence. The secretary is a member of the Board of Directors.

The past president shall serve as advisor and have a vote as a member of the Board of Directors.

The corporation shall have state representatives. The representatives shall speak to and for the artists within their states on matters as directed by the Board of Directors or the president of the corporation. They are not members of the Board.

**ARTICLE IV - MEMBERSHIP AND DUES**

**Section One**

Signature, Active, and Associate Membership in Southern Watercolor Society is open only to residents of Alabama, Arkansas, Delaware, Florida, Georgia, Kansas, Kentucky, Louisiana, Maryland, Mississippi, Missouri, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia, West Virginia, and Washington, D. C. or those who are members in good standing at the time of moving to another area.

There shall be five classes of membership:

- Associate Member, pays annual dues
- Active Member, pays annual dues
- Artist Signature Member, pays annual dues
- Patron or Friend, pays annual dues or donation of current dues or more
- Life Member, Honorary, pays no dues

### **Section Two (members)**

An individual or business does not have to reside in the state of Tennessee to hold membership in the organization.

An **Associate Member** is an artist who wishes to belong to the Southern Watercolor Society, but whose work has not yet been accepted into a juried membership competitive exhibition.

An **Active Member** is an artist whose work has been accepted in one (1) or two (2) of the juried membership competitive exhibitions of Southern Watercolor Society, but has not achieved Signature status. The Active Member has voting privilege.

An **Artist Signature Member** is one whose work has been accepted into Three (3) juried membership competitive exhibitions of Southern Watercolor Society. The acceptance must be in three separate juried exhibitions, not one exhibition that has two or three entries accepted. The Artist Signature Member has voting privileges and has earned the right to the initials "SW" with artist's signature on paintings. Acceptance in any other membership category does not assign the rights to use the initials "SW" in any official capacity in relation to this Corporation.

A **Patron or Friend** is one who is not an artist but enjoys and supports the activities of the Southern Watercolor Society. This status is reserved for individuals and families, businesses or corporations. A Friend contributes \$25 to \$99. A Patron is a donor of \$100 or more. The Patron or Friend has no voting privilege.

A **Life/ Honorary** is a member who has exhibited in ten Annuals or has been president. Life/ Honorary membership may be bestowed upon any individual who in the eyes of the Board of Directors has made a significant contribution to the visual arts. Nominations may be made to any Board member at anytime during the year by the membership at large. The nomination must be accompanied with a brief statement of reasons, accomplishments of the individual, and letters of recognition from two other sources. A Life Honorary member has voting privilege.

### **Section Three (dues and discipline)**

1. Dues shall be paid annually on or before January 1 of each year and become delinquent as of March first of each year.
2. Nonpayment of dues within the calendar year terminates the membership and Active or Artist Signature status,
3. To reinstate Active or Artist Signature membership, a member must fulfill membership requirements again, or a member may be reinstated by payment of the current year dues and any of the past three years dues that are unpaid.

## **ARTICLE V - FISCAL AND LEGAL AUTHORITY**

### **Section One (legal)**

The Board of Directors shall set the fiscal year for the corporation. The Board shall determine and authorize the following officers to sign legal documents and checks: the president and the treasurer. Both signatures are required.

### **Section Two (fiscal)**

At the direction of the Board of Directors, the fiscal year shall begin on JAN. 1 and shall end DEC. 31.

## **ARTICLE VI - AMENDMENTS**

### **Section One**

The By-laws may be amended at any meeting of the Board of Directors by a majority vote, a majority being more than one-half (1/2) of the votes.

Prior notice of the amendment must be sent to each Board member two weeks before the next meeting of the Board by the sponsoring Board member. Any member of the at large membership may bring a proposal for consideration by the Board of a change in the By-laws. This must be in writing and presented to a Board member three (3) weeks before the Board meeting.

### **Section Two**

The By-laws shall be reviewed by the Board of Directors annually.

## ARTICLE VII - MEETING OF MEMBERSHIP AND ELECTIONS

### **Section One (meeting of membership)**

The members shall meet once a year in conjunction with the annual members' exhibition. This exhibit will be held each year at the direction of the Board of Directors.

### **Section Two (elections)**

Elections will be held biennially at the annual members meeting. Members in good standing may vote from a list of candidates supplied by a nominating committee. Members will be given the opportunity to nominate other candidates from the floor by the president who shall preside over the meeting.

### **Section Three**

Simplified parliamentary procedure will be followed. Adequate minutes will be kept by the secretary.

## ARTICLE VIII - COMMITTEES

The organization of various committees shall be the responsibility of the Board of Directors and the president.

**Membership** shall be a committee whose duty it is to keep the Board informed on ways to increase the membership of the organization. This committee will work with the Exhibition committee and shall make recommendation for membership drives. A Board member will chair this committee.

**Exhibition** shall be a committee whose duty it is to make arrangements for the annual members' competitive exhibition and meeting held in on a date specified by the Board of Directors of each year, The president shall chair this committee and may request members at large to serve on the following: prospectus, invitations, catalog, reception, program, banquet

**Public Relations and Information** shall be a committee whose duty it is to make recommendations to the Board on ways to promote the corporation. Prepare news releases for the news media. Be responsible for a newsletter concerning activities and membership accomplishments. The Public Relations and Information Committee shall set the number of times the newsletter will be published in any given year. The committee will be responsible for maintaining an accurate budget. The committee shall be member of the Exhibition committee. The Historian will be a member of this committee. This individual may be a member at large who will compile all events into a meaningful history of the Southern Watercolor Society.

**Social** shall be a committee whose responsibility it will be to plan for the reception and banquet at the yearly meeting of the membership and exhibition.

## ARTICLE IX - EXHIBITS

### **Section One (juried exhibition)**

The corporation shall have a juried exhibit annually. An exhibition fee shall be set by the Board of Directors.

### **Section Two ( juror)**

The juror shall be outside the membership and outside the membership area as stated in Article IV Section 1. The Juror and the place of exhibition for the following year shall be announced to the membership at the annual meeting.

### **Section Three (president and exhibit chair, exhibit option)**

The president and the exhibit chairperson shall have the right to exhibit one piece, not in competition, at the annual exhibit following all other rules in the prospectus. This right does not preclude the option of entering the competition if desired.

*Continued on page 5.*

## ARTICLE X - STATUS OF CORPORATION

The corporation is a nonprofit organization created under and pursuant to the provisions of the law of the State of Tennessee. The corporation is organized and operated exclusively for nonprofit purposes.

### ***Section One (income)***

No part of its net earnings of the corporation shall be to the benefit of, or be distributable to, its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

### ***Section Two (legislative or political activities)***

No substantial part of the activities of the corporation shall be carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene (including the publishing of distribution of statements) in any political campaign on behalf of any candidate for public office.

### ***Section Three (operational limitations)***

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law.

### ***Section Four (dissolution clause)***

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

—End—

