

BYLAWS  
of the  
GREEN COUNTRY WATERCOLOR SOCIETY

ARTICLE I – NAME

The name of this nonprofit corporation 501 (C) (3) as provided by its Articles of Incorporation, shall be the Green Country Watercolor Society.

ARTICLE II – PURPOSE

To promote a strong awareness of, and interest in watercolor painting.

To further the interests of painters in watercolor by sponsoring programs and competitive exhibits.

To encourage the study of watercolor by art students and others engaged in the visual arts.

To establish the highest aesthetic standards in the field of watercolor painting.

To encourage members to participate in exhibitions, attend the general meetings and become actively involved in GCWS.

To encourage non-members to attend exhibitions, general meetings, and to become members of GCWS.

To obtain greater recognition of watercolor painting from the general public and the art world.

To be recognized by art critics, news media, galleries, and the viewing public as a vital and growing visual arts organization.

ARTICLE III – MEMBERSHIP

Members. There shall be five (5) classes of members of the corporation: (a) Active Members, who shall be referred to in these Bylaws as “Active Member(s)”; (b) Honorary Members, who shall be referred to in these Bylaws as “Honorary Members”; (c) Life Members, who shall be referred to in these Bylaws as “Life Members”; (d) Patrons, who shall be referred to in these Bylaws as “Patrons”; and (e) Signature Members, who shall be referred to in these Bylaws as “Signature Members.”

Voting Rights. Each Active Member, Life Member and Signature Member in good standing shall be entitled to cast one vote with respect to those matters submitted to the membership for action or approval. In these Bylaws, where the term member(s) is used relative to quorums, the ability to call special meetings and majority votes, it is intended to include Active Members, Life Members and Signature Members. Honorary Members and Patrons shall have no voting rights.

Qualifications. (a) Active Members. Active Members shall be individuals who have an interest in promoting the goals and purposes of the corporation and shall have paid the annual dues. Death, resignation or removal of any Active Member for non-payment of dues shall automatically terminate such membership. (b) Honorary Members. Honorary Members shall be distinguished individuals who have been elected as Honorary Members by the Board of Directors. They shall not be required to pay annual dues. (c) Life Members. Life members shall be individuals who have been recommended by the Board of Directors as Life Members in recognition of their outstanding contributions to the goals and purposes of the Green Country Watercolor Society. They shall be elected by the vote or written consent of a majority of the members, or the vote of a majority at a meeting of members duly called for that purpose, at which a quorum is present, and which is the vote of the majority of those present and voting. They shall not be required to pay annual dues but shall retain all of the rights and privileges of active members. (d) Patrons. Patrons shall be those interested in the promotion of and education in watercolor painting and shall be invited to join the Society as Patron Members. Such members shall not be eligible for election to any office nor shall they have voting rights. (e) Signature Members. Signature Members shall be any member of GCWS in good standing whose work is accepted and exhibited for three (3) years, not necessarily consecutively, in the GCWS *annual open invitational exhibit*. Signature membership status entitles the artist to use GCWS after his or her name.

#### ARTICLE IV – MEMBERSHIP DUES

Dues shall be as follows:

1. General Membership (annual)	\$ 35.00
2. Lifetime Membership	no fee
3. Honorary	no fee
4. Patron	100.00
5. Signature Membership	35.00

Annual dues are payable at the beginning of each fiscal year (January 1).

Dues may be increased or decreased by the Board of Directors as required.

## ARTICLE V - FISCAL YEAR

The fiscal year shall be January 1 through December 31, which shall also be the membership year.

## ARTICLES VI – MANAGEMENT OF THE ASSOCIATION

- A. The Board of Directors shall consist of the officers, chairs of committees and 1 to 3 members-at-large.

The Board of Directors shall have the responsibility of programs, projects, exhibitions, policies, and personnel to carry out the Association's purposes and activities.

All officers shall be elected for a two (2) year term (January 1 – December 31 of the following year). Any officer may be elected to succeed him-or-herself for one term only; however, if no replacement can be found to run for election, at the discretion of the Board of Directors and a vote of the membership, an officer may serve additional terms.

The quorum for any meeting of the Board shall consist of one half (1/2) plus one (1) of the current members of the Board.

A majority vote is needed for approval of the business of the Board.

Vacancies arising among the officers may be filled for the remainder of the term by action of the remaining directors of the Board.

An officer failing to perform the duties of the office or failing to attend board meetings without just cause shall resign at the request of the Board. Should such officer fail to tender resignation, the Board shall declare the office vacant, and fill the position by majority vote of the remaining members of the Board.

## ARTICLE VII – ELECTION OF OFFICERS

On or before October 1, the President shall appoint a nominating committee who shall two weeks prior to the November meeting post the list of nominees to the membership by e-mail, and at the November meeting present nominations for the officers and members-at-large, if any members-at-large are desired, to the membership for election. Additional nominations may be made from the floor by any member, with permission of the person nominated.

Nominees for office or member-at-large shall be elected by the majority vote of members

present at a general meeting that has been previously announced for this purpose.

No officer or Association member shall be paid a salary for his or her services except that the Workshop Chair shall receive without cost the workshop of which he or she is in charge. The President shall receive one (1) workshop without cost during each year of presidency. Any member hosting a guest artist conducting a workshop shall receive one (1) workshop without cost.

#### ARTICLE VIII – OFFICERS

Officers shall be the President, Vice President, Secretary, and Treasurer.

Other Officers may be appointed or elected as necessary.

#### ARTICLE IX – DUTIES OF OFFICERS

The President Shall:

1. Preside at all meetings of the Board of Directors and of the general membership, and propose plans for future goals of the organization.
2. Call general membership meetings as the Board of Directors deems necessary.
3. Keep general membership informed of major decisions or actions taken by the Board at previous Board meetings or other meetings.
4. Call meetings of the Board of Directors as necessary.
5. Appoint all committee chairs, and serve ex officio on such committees except the nominating committee.
6. Work closely with the Board of Directors to coordinate a time schedule for funding for programs and activities.
7. Work closely with the Secretary in maintaining minutes and issuing timely newsletters to the membership.
8. Apply for grants to augment programming and exhibitions.
9. Serve as an ex officio member of the Board of Directors for the first year following the term(s) of office.

The Vice President Shall:

1. Preside at meetings and perform the duties of the President in the absence of the President.
2. Be responsible for contacting and securing contracts with judges and related workshop instructors for the members exhibitions and workshops after consultation with the Board of Directors as to acceptable choices.
3. Be responsible for all phases of work necessary for exhibits under such

terms and conditions as the Board of Directors may establish which may include securing a judge, catering, etc., accounting of funds and expenditures, arranging for exhibition space, installation of artwork, setting dates of show and reception, catering reception, preparing entry forms, preparing and mailing invitations, preparing awards, preparing of program of exhibitors and awards, community relations and publicity. The Vice President will report to the Board of Directors and provide an accounting of funds and expenditures in writing at the end of each event or at the end of each fiscal year as advised by the Board of Directors.

4. Act as publicity chair and submit information regarding workshops, local and national shows and any other Association news to newspapers, television and radio stations, art publications and public relations chairs of other organizations. A *Prospectus*, *Call for Entry*, or other details and instructions for each exhibit and/or special educational event shall be prepared and also be published in The GCWS Newsletter and/or announced to General Meetings.

The Secretary Shall:

1. Attend all meetings of the Board and keep minutes of such meetings, furnish copies of the minutes to members of the Board, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined by the Board to be necessary.
2. Take responsibility for the safekeeping of all documents of the Association.
3. Sign official documents as required.
4. Prepare and distribute newsletters to the membership.
- 5 Prepare general correspondence as necessary.

The Treasurer Shall:

1. Be responsible for the corporate treasury, receiving and banking the monies of the Association and distributing funds as authorized.
2. Provide written financial reports each month to the Board of Directors.
3. Secure signature of President (second signature) on all checks in amounts over \$500.
4. Provide checks to President in time of absence in order to carry on the business of the Association.
5. Submit books for audit at the end of each fiscal year to a committee appointed by the President.

## ARTICLE X – COMMITTEES

Education Committee Chair Shall:

1. Be in charge of all educational sessions and make facility or location arrangements. The Chair may from time to time secure volunteers from the membership to be in charge of the sessions and/or secure volunteers to present demonstrations or mini-workshops during sessions.
2. Act as workshop chairman by reserving proper facilities well in advance and/or selecting outdoor workshop locations. Conduct workshop by assisting the instructor in any way necessary, such as making reservations for lodging, furnishing transportation to and from the workshop location, and providing any assistance necessary to the instructor.

Submit for newsletter publication, workshop schedules for the next fiscal year before the fiscal year begins.

Schedule programs for regular monthly meetings.

#### ARTICLE XI – MEETINGS

General Membership Meetings – Membership meetings will be held on the dates determined by the general membership and the Board of Directors. Dates must remain flexible to accommodate visiting artists' demonstrations, special activities and facility availability.

Board Meetings – Board meetings will be held no less than six (6) times during the fiscal year and may be called by the President at any time necessary.

#### ARTICLE XII – FINANCES

Expenses – In order to defray expenses incurred by the Society for the benefit of all members, charges in addition to annual dues may be made for workshops, show entries, exhibitions and other activities.

B. Operating Fund – At the end of each fiscal year, assets remaining in the Treasury shall be held to be available for program funding of educational events or other necessary expenses for the coming year.

#### ARTICLE XIII – BYLAWS

General Acceptance – Payment of membership dues infers acceptance of the bylaws and

governance of Green Country Watercolor Society. GCWS bylaws shall be printed and published in the membership directory or otherwise made available to the membership.

Review and Amendments of Bylaws – The bylaws may be reviewed and amended as necessary by way of a proposal furnished to the Board of Directors for discussion and subsequently presented to the membership for vote.

All amendments to the bylaws shall be printed and published or otherwise made available to the membership. The amended bylaws shall appear in the next year's membership directory.

#### ARTICLE XIV – DISSOLUTION OF THE ASSOCIATION

In case of dissolution of the Society after satisfaction of all debt, remaining Treasury assets will be donated to a non-profit organization for arts education. The Board of Directors shall choose the specific recipient at the time of the dissolution of the Society.

PAGE 7