

# BYLAWS OF WATERCOLOR USA HONOR SOCIETY

## ARTICLE 1: NAME AND OFFICE/S

### Section 1: Name and Mission

The name of this organization is Watercolor USA Honor Society (WHS). It is a nonprofit organization supported by its Membership. "Corporation" shall mean and refer to Watercolor USA Honor Society, its successors and assigns. Members or others shall not use the name *Watercolor USA Honor Society* in any private enterprise or endeavor without the prior written consent of the Board of Directors, except to use the initials, WHS, after a Signature Member's name.

The mission of WHS shall be to elevate the stature of watermedia painting and to educate the public to the significance of watercolor as an important creative permanent painting medium; to further the interest of painting in watercolor by artists, art students, and others engaged in the visual arts; to establish and promote the highest aesthetic standards in the field of watercolor painting at the Springfield Art Museum, Missouri; and to cooperate with and to promote membership and participation in other similar organizations located throughout the United States and abroad.

### Section 2: Office

The principal office of the Corporation of Watercolor USA Honor Society in the state of Missouri shall be located at the Springfield Art Museum in Springfield, Greene County, Missouri. The corporation may have such other offices, either within or without the state of Missouri, as the business of the corporation may require. The registered office of the corporation required by the "General Nonprofit Corporation Law" of Missouri to be maintained in the state of Missouri may be, but not need be, identical with the principal office in the state of Missouri. The Board of Directors may change the address of the registered office.

## ARTICLE 2: MEMBERSHIP

### Section 1: Qualification Signature Membership

The Board of Directors shall provide criteria and acceptance of Members to Watercolor USA Honor Society. The following persons are eligible for Signature Membership:

- a. From 1962 to May 31, 1986: Persons who have received a Juror's Award or who have served as a Juror for Watercolor USA, a national competitive art exhibition sponsored by Springfield Art Museum, Missouri, since the inception of said exhibition in 1962.
- b. After May 31, 1986: Persons who are granted Juror-selected awards from Watercolor USA, or whose paintings are purchased for the permanent collection of the Springfield Art Museum, Missouri, from said exhibition, or who serve as jurors for Watercolor USA.
- c. Effective 2000 forward persons accepted into 3 exhibitions of Watercolor USA will be eligible for signature membership.
- d. Persons who would have qualified and have been eligible under section 1a and 1b and 1c are accepted for Signature Membership to Watercolor USA Honor Society. The person may sign WHS after their signature upon paying their joining dues. At this time they will be furnished

with their WHS Certificates and guided to the WHS website to view WHS Bylaws. New WHS members may participate in all WHS activities upon paying their annual joining dues.

## Section 2: Honorary Life Memberships

Upon recommendation of one Member and by majority vote by the Board of Directors, Honorary Life Memberships may be conferred upon a person who shall have rendered outstanding contributions to the domain of watercolor. Honorary Life Members are invited to participate in all WHS activities with the right to vote. Honorary Life Members are not required to pay dues.

## Section 3: Ex Officio Members

The Director of the Springfield Art Museum, Missouri shall serve as Ex-Officio Member of the Board of Directors without voting privileges.

Following their term of office, the President shall remain on the Board for two years as an Ex-Officio Member with voting privileges.

## Section 4: Annual Dues

- a. The Board of Directors may determine the amount of the annual dues payable by January 31 to Watercolor USA Honor Society by each member. New Memberships may be accepted any time of the year. New WHS Members may participate in all WHS activities upon paying their annual joining dues.
- b. Special circumstances may be taken into account at President's discretion.

## Section 5: Default and Termination of Membership

Voting and membership are suspended by non-payment of dues. Only paid Signature Members will be permitted to enter exhibitions sponsored by the Society. Members whose dues are in arrears will be reinstated upon payment of the current year's dues; however this reinstatement option may be used only once during a member's tenure of membership. Otherwise, at the discretion of the president/board a member may be reinstated in additional instances if hardship or extenuating circumstances warrant.

## Section 6: Board Meeting Quorum

The presence at the annual meeting of the Board members of one half of the current Board constitutes a quorum.

## Section 7: Voting

Each Member of WHS shall be entitled to one vote on any matter brought before a meeting, or by ballots submitted electronically or by mail. If the manner of deciding a question has not otherwise been prescribed, it shall be decided by majority vote of the Members casting votes.

## Section 8: Compensation

No member of WHS shall receive compensation for any services rendered to WHS. However, at the discretion of the Board, any member may be reimbursed for actual expenses incurred in the performance of duties.

### **ARTICLE 3: ELECTED OFFICERS**

#### Section 1: Officers

The Officers of WHS shall consist of President, Vice-President (President-Elect), Secretary, Treasurer, Newsletter Editor, Membership Chair, Historian, Website Liaison, Exhibition Chair, Workshop Chair and other such Officers as the Board of Directors at Large shall determine. All Officers are members of the Board of Directors with voting privileges.

#### Section 2: Method of Election

The Officers shall be elected either at a General Membership Meeting, or by mailed or emailed ballot at least twenty-one (21) days before terms expire, except as herein otherwise provided for the filling of vacancies. Each Officer shall hold office until resignation, removal, disqualification, or a successor shall have been qualified and elected. The Vice-President/President Elect, as Chairman of the Nominating Committee, shall nominate the candidates for the election of Officers. A provision for write-in voting (with the prior approval of nominees) will be included on ballots. Ballots will be mailed or e-mailed to members. By a designated stated date, the completed ballots are to be e-mailed to the President. After being counted, the outcome will be shared with the entire board, and the actual ballots sent or given to the Historian. If elections are held at a General meeting, additional nominations from the floor by any Member in good standing will be allowed at the General Membership Meeting with the advance permission of the nominee. Term of office shall be two years. The Director of the Springfield Art Museum, Missouri, shall serve as Ex-Officio Member of the Board of Directors without voting privileges. Following the term of office, the President of WHS shall remain on the Board as a voting member for two years.

#### Section 3: Service Terms

The term of office at the first board meeting following the next annual opening of Watercolor USA. The Officers shall be elected to serve for a 2-year term. Board members are expected to attend Board meetings.

#### Section 4: Board Member Emeritus

Board Member Emeritus shall be an honorary designation awarded to board members who have demonstrated exceptional service to the Board over the years. They are invited by the President with the approval of the Board. They agree to stay on the Board with the privilege of attending annual board meetings, dinners and other WHS events if they so choose. They may also participate in board discussion, but may not vote on issues. They are considered to be an invaluable resource to the Board.

## Section 5: Duties of Officers

The duties and powers of the Officers of the corporation shall be as follows:

### **President**

The President shall:

- a. Preside at the General Membership Meetings of WHS and the Board of Directors
- b. Be a voting member of all committees.
- c. At each annual Board Meeting, call for a vote of the entire Board of Directors to establish a monetary per expenditure limit to funds requiring board approval
- d. See that the orders and resolutions of the Board are performed.
- e. Welcome new Members by providing them with a letter of invitation.
- f. Promote the prosperity and welfare and increase the usefulness of WHS
- g. Communicate to WHS Membership and to the Board of Directors and perform other duties as are necessary incident to the office of President.
- h. Designate a member or members to perform duties not assigned to Officers or Directors that are needed by the Society to advance the Society's missions and goals. (See Article 5: Committees, Section 2: Ad Hoc Committees)
- i. Approve the disbursement of funds, in consultation with the Treasurer, in amounts less than requiring Board approval.
- j. At the expiration of their term of office, the President shall deliver all books, monies, and other property to the Treasurer-elect, or to the President-elect requiring Board approval.

Following their term of office, the President shall remain on the Board for two years as an Ex-Officio Member with the right to vote.

### **Vice-President**

The Vice-President shall:

- a. Perform the duties of the President in the absence of the President. Perform other such duties as the President or Board of Directors shall designate.
- b. Assume the office of President immediately upon a vacancy in that office.

### **Secretary**

The Secretary shall:

- a. Attend and keep a written record of all WHS meetings
- b. Deliver copies of these minutes to the Officers and Board of Directors within one month after the meeting's conclusion
- c. Carry into execution all orders, votes, and resolutions not otherwise committed
- d. Conduct correspondence, including writing notes of appreciation after each WHS program, and take care of other correspondence the President deems necessary

In case of absence or disability of the Secretary, the Board of Directors may appoint a Secretary pro tem.

### **Treasurer**

The Treasurer shall:

- a. Keep an account of all monies received and expended for the use of WHS
- b. Deposit all sums received in bank or banks approved by the Board of Directors, and submit an annual report to the Board of Directors. Additional reports are to be composed and submitted when called upon by the President.
- c. Prepare an annual budget and a statement of income and expenditures to be represented for the Membership.
- d. Keep a current, accurate list of the paid Members of the Society by adding new Members to the list. Notify members that over paid/double paid or have a problem with their check.
- e. Work with the Membership Directory Editor to provide a current membership list for the Directory.
- f. Approve the disbursement of funds, in consultation with the President, in amounts less than that requiring Board approval as established by the Board of Directors under Article 3: Elected Officers section 4: President (c) of these bylaws.

### **Newsletter Editor**

The Newsletter Editor shall:

- a. Conduct correspondence with the Membership about WHS affairs by preparing and sending the WHS newsletters to include all notices, prospectuses, and other publications to Members.
- b. Be responsible for coordinating with a graphic designer during the creation of the newsletter, as well as ensuring the newsletter is sent both electronically and by postal mail to those members without e-mail addresses. In addition, the editor shall see that each newsletter is posted on the WHS website.
- c. Coordinate with the mailing/e-mailing service to pass on to the Membership Chair any new member information if newsletters should come back as undeliverable.
- d. Provide a platform for the public discussion of events, issues and information about watercolor

### **Membership Chair**

The Membership Chair shall:

- a. Work with the Newsletter Editor to provide both current e-mail and postal mailing lists for sending WHS newsletters
- b. Periodically update the WHS Membership Roster to send on to the WHS website
- c. Send Dues Reminder e-mails and postal mailings in mid-January to members who have not paid dues.
- d. Send follow up e-mails or communicate in some fashion with members who have not paid dues by the January 31<sup>st</sup> deadline.

**Historian**

The Historian shall:

- a. Maintain and keep current the official scrapbooks and all information pertinent to WHS
- b. Maintain a copy of the former By-Laws in addition to those revised for the WHS record
- c. Noted: The Museum maintains files of entries and all art in Watercolor USA Exhibitions
- d. Send to WHS webmasters the yearly updated PDF file A Complete History of Watercolor USA Honor Society 1986-Present including WHS and Museum activities for that calendar year

**Website Liaison**

The Website Liaison shall:

- a. Post all Springfield Art Museum information and updates that are relevant to WHS
- b. Coordinate with the webmaster in posting all new images in Gallery, as well as update Member Spotlight Gallery annually.
- c. Coordinate with the webmaster in both posting and deleting News page content in a timely fashion.
- d. Proofread all information sent to webmasters for content accuracy.

**Exhibition Chair**

The Exhibition Chair shall:

- a. Serve as a lead in organizing a committee for Watercolor Now! Exhibitions
- b. Collect information from others on possible locations, dates and entry guidelines for Watercolor Now!
- c. Communicate with Watercolor Now! venue.
- d. Set up dates and responsibilities of members of the committee
- e. Communicate all activities to the Board of Directors

**Workshop Chair**

The Workshop Chair shall:

- a. Coordinate with local board member/s, workshop instructors and the Springfield Art Museum to bring watercolor workshops sponsored by Watercolor Honor Society to the Springfield Art Museum.
- b. Provide a needed service to our members, to the watercolor community, as well as generate funds for our society.

**Section 6: Other Duties of Officers**

The duties and powers of the Officers may be shared and/or combined during their tenure in order to best serve and promote the missions and goals of the Society.

April 2018

## Section 7: Removal of Officers and Agents

Any Officer or Agent may be removed by a vote of a quorum of the Board of Directors, whenever in the judgment of the Board the best interests of WHS shall be served thereby, provided that the President and the Vice-President may be removed only by a vote of a majority of the other Members of the Board of Directors

## Section 8: Vacancies

The Board of Directors shall fill all vacancies in any office without undue delay by meeting, quorum, or by ballot vote, mailed, or emailed

## **ARTICLE 4: DIRECTORS**

### Section 1: Board

The property, affairs, activities, and concerns of the WHS shall be vested in a Board of Directors. The Board of Directors shall be those named in the Articles of Incorporation of WHS and they shall continue in office until their successors shall be duly qualified and elected.

### Section 2: Election of Directors

The Directors (Board Members) shall be elected for a two-year term by mailed or electronic, emailed ballot at least twenty-one (21) days before terms expire, except as herein otherwise provided for the filling of vacancies. Each Director shall hold office until their resignation, removal, disqualification, or their successor shall have been qualified and elected. The Vice President/President Elect, as Chair of The Committee on Nominations, shall nominate the candidates for the election of Directors. Any Member in good standing may also make nomination by write-in vote. The Director of the Springfield Art Museum, Missouri shall serve as a non-voting ex-officio Member of the Board of Directors. Following their term of office, the President of WHS shall remain on the Board as Member for two years with the right to vote. The composition of each Board will be shared between new WHS members and veteran WHS members.

### Section 3: Duties of Directors

The Board of Directors shall manage the affairs of WHS in accordance with WHS Articles of Incorporation, WHS Bylaws, and Board policy to:

- a. Hold meetings and exhibitions at such times and places as it thinks proper.
- b. Appoint committees or particular subjects from the Members of the Board or from other Members of WHS.
- c. Audit bills.
- d. Distribute the funds of WHS in accordance with procedures prescribed in Article 7: Disbursement of Funds, of these bylaws.

- e. Print and circulate documents and publish articles.
- f. Carry on correspondence and communicate with other associations interested in the goals of WHS.
- g. Employ agents.
- h. Liaison with Springfield Art Museum.
- i. Devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of WHS and to best protect the interest and goals of WHS.

#### Section 4: Regular Meetings

A. A Regular meeting of the Board of Directors shall be held without other notice than by these Bylaws at the Springfield Art Museum, Springfield, Missouri on the day following the annual opening of Watercolor USA.

#### B. Order of Business

The order of business shall be as follows at all meetings of the WHS Board of Directors:

- a. Reading and approval of the Minutes
- b. Receiving communications
- c. Reports of the Officers
- d. Reports of committees
- e. Unfinished business
- f. New business

The President without debate shall decide any question as to the priority of business. This order of business may be altered or suspended at any meeting by a majority vote of the members present or as may be prescribed in the notice of the meeting.

#### Section 5: Special Meetings

The President or any two Directors may call special Meetings of the Board of Directors. The person or persons authorized to call Special Meetings of Directors may fix any place, either within or without the State of Missouri, as the place for holding the Special Meeting of the Board of Directors.

#### Section 6: Voting Without a Meeting

The Directors have the right to take any action in the absence of a meeting which could be taken at a regular meeting by obtaining either the written, telephone (verbal) or electronic (emailed) approval by a quorum of the Directors. A majority of the current Membership of the Board of Directors shall constitute a quorum for the transaction of business. If action is taken by phone (verbally) or by email, a follow up written verification shall be required and sent/emailed to the President, and a record of the actions remain on file for documentation and reference purposes with the Secretary and Historian. Any action so approved shall have the same effect as that at a meeting of the Directors.

#### Section 7: Voting at a Meeting

April 2018

Each member of the Board of Directors shall be entitled to one vote on any matter brought before a meeting. If the manner of deciding a question has not otherwise been prescribed, it shall be decided by majority vote of the Board members casting votes.

#### Section 8: Absence

In the absence of the President and Vice-President, the quorum present may choose a Chairperson for the meeting. If a quorum of the Board of Directors is not present, a lesser number may adjourn the meeting to a later date. Should any Member of the Board of Directors be unreasonably absent from two consecutive meetings of the Board without sending a communication to the President or Secretary stating the reason for so doing; and if the excuse should not be accepted by Members of the Board, the seat on the Board may be declared vacant, and the President may forthwith proceed to fill the vacancy by the process set forth in Section 9: Vacancies.

#### Section 9: Vacancies

Whenever any vacancy occurs on the Board of Directors, it shall be filled without undue delay by a quorum vote of the remaining Members of the Board. The election shall be held as soon as possible after occurrence of the vacancy. The person so chosen shall hold office until a successor shall have been duly elected.

#### Section 10: Removal of Directors

Any one or more of the Directors may be removed with cause, at any time, by a quorum of the Members of the Board of Directors

#### Section 11: Compensation

No Director shall receive compensation for any services rendered to WHS. However, at the discretion of the Board, any Director may be reimbursed for actual expenses incurred in the performance of duties.

Section 12: Indemnification of Officers and Directors: As provided by Missouri law, WHS shall indemnify any officer, director, employee or agent who was, is or may be involved in legal proceedings by virtue of his or her good faith on behalf of WHS.

### **ARTICLE 5: COMMITTEES**

#### Section 1: Committee on Nominations

The Vice-President/President Elect, serving as Chairman of the Nominating Committee, shall appoint said Nominating Committee. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. It shall be the duty of this Committee to nominate candidates for election to the Board of Directors. It shall be the duty of the Chairperson to notify the Members of WHS of their election; and to notify Members of their appointment on committees.

## Section 2: Ad Hoc Committees

At the first meeting of the Board of Directors after their election, or as soon thereafter as practical, the President shall, subject to its approval, appoint additional committees, either standing committees or special committees, to consist of as many Members or non-members as seems advisable. The Members of such committees shall hold office until the appointment of their successors, or the dissolution of the committee.

## Section 3: Committee Quorum

A majority of any committee shall constitute a quorum for the transaction of business, unless any Committee shall by majority vote of its entire membership decide otherwise.

## Section 4: Committee Vacancies

Vacancies in the Membership of any Committee shall be filled in the same manner in which the Members were originally appointed.

## **ARTICLE 6: EXHIBITIONS**

### Section 1: Membership Exhibitions

It is intended for WHS to hold a Biennial Membership Exhibition titled “Watercolor Now!” Signature Members of WHS who have paid current dues and Honorary Members shall have the privilege of submitting their painting/s. The Membership Exhibition will be held at the invitation of Springfield Art Museum, Missouri, or held at a place approved by the Board.

### Section 2: Exhibition Fees

The Board may establish entrance fees to defray exhibition costs.

## **ARTICLE 7: DISBURSEMENT OF FUNDS**

All funds collected by WHS shall be disbursed in accordance with the requirements of the Articles of Incorporation of WHS. At each Annual Board Meeting, the President will call for a majority vote of the entire Board of Directors to establish a monetary per expenditure limit above which a Board vote is required for approval. The President and Treasurer need only approve amount below the limit established by the Board.

## **ARTICLE 8: WHS AWARDS IN WATERCOLOR USA**

At the Board’s discretion a designated amount of money may be provided annually to be given as a combination of WHS Awards of Excellence and WHS Memorial Awards in Watercolor USA Exhibitions. The amount to be provided, as well as the number of awards, may be decided and approved each year at the annual board meeting, or by board vote during the calendar year following each year’s Watercolor USA Exhibition. The WHS Board will choose a designated number of jurors to be the WHS

Jurors. WHS Jurors travel to the Museum to select the recipients of our awards, with the jurors being paid a stipend of \$200 each, or other amount approved by the Board, to defray expenses. Jurors may be WHS Board members or WHS members in any combination. WHS Board members who have work juried into the show, as well as WHS regular members who serve as WHS jurors are not eligible to receive WHS given awards in a Watercolor USA Exhibition.

#### **ARTICLE 9: CONTRACTS, CONVEYANCES, ETC.**

When the execution of any contract, conveyance or other instrument has been authorized by the Board of Directors without specification of the Officers, the President or Vice-President, and the Secretary or the Treasurer may execute the same in the name and on behalf of WHS.

#### **ARTICLE 10: WHS NON-PROFIT STATUS IN THE STATE OF MISSOURI**

Watercolor USA Honor Society is registered as a non-profit corporation in the State of Missouri. In order to maintain our status as a non-profit, either a WHS member or WHS Board member who is a Missouri resident must serve as the Registered Agent for WHS. When the agent receives a prompt from the State of Missouri that agent must go online to pay renewal fees and provide an updated list of current Executive Board Members, thus filing an Annual Registration Report for a Non-Profit. The state will offer either an annual or biennial payment of fees. WHS is registered with the state as Watercolor USA Honor Society under the Charter number N00684867. The agent will be reimbursed for expenses by the WHS Treasurer

#### **ARTICLE 11: WHS LIFETIME ACHIEVEMENT AWARDS**

- a. The WHS Lifetime Achievement Award proposal was initiated by WHS member Harold Gregor
- b. Award recipients will be chosen every 3 years based on their achievement in the realm of watermedia painting. Recipients must have made outstanding contributions in many areas of watermedia painting including artistic achievement, writing, teaching, service or research.
- c. Recipients are to be chosen no later than at the annual board meeting one year before the awards are to be presented. Potential recipients may either be nominated by the general membership of WHS, or by board members present at the annual board meeting. Recipients are not required to be member of WHS. The number of recipients for any given year of the Lifetime Achievement Awards will be determined by the WHS Board of Directors. Artists may also be nominated to receive Posthumous Lifetime Achievement Awards.
- d. Each recipient will, if not posthumous, be expected to come to the awards ceremony in their honor, speak and give a visual presentation of their work. If posthumously given, relatives of the recipient will be invited to accept the award, as well as speak and give a visual presentation of the artist's work at the awards ceremony.
- e. Each recipient will receive a cash honorarium, the amount of which will be determined by the board, to help defray travel expenses, and will have the cost of their dinners and drinks at evening events covered by WHS. The honorarium amount is currently \$400, but may be changed at the Board's discretion. A recipient will also receive either an engraved medallion, certificate or both to commemorate their achievement.

- f. Lifetime Achievement Award recipients will become perpetual members of WHS, and will not pay dues.

## **ARTICLE 11: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order shall govern WHS in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order WHS may adopt.

## **ARTICLE 12: AMENDMENTS**

### Section 1: Changes to Bylaws

These Bylaws may be amended, repealed, or altered in whole or in part by majority vote taken by a majority vote of the membership taken by ballot or electronically.

### Section 2: Bylaws vs. Articles of Incorporation

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control.

## **ARTICLE 13: FISCAL YEAR**

The fiscal year of the Corporation shall be January 1 to December 31.

## **ARTICLE 14: DISSOLUTION**

The Board of Directors must meet to exclusively discuss dissolution of Watercolor USA Honor Society Corporation. A two-thirds affirmative vote by the Board of Directors shall be required to approve a resolution of dissolution. Such a resolution shall direct the Board of Directors to prepare a dissolution plan for subsequent approval by the members as provided under Missouri law. Dissolution of the WHS shall not be final until the members, by majority vote, shall have approved the dissolution plan, either at a meeting or by a binding mail, or email, electronic referendum. As adopted in the Articles of Incorporation, upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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, artistic, 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 the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed by the Court of Common Pleas 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.