

04.12.08

BYLAWS
of the
Rhode Island Watercolor Society

As amended May, 2007(?)

Article I Name

The name of this corporation shall be the Rhode Island Watercolor Society.

Article II Purpose

The primary purpose of this Society shall be to encourage and promote the advancement of watercolor painting and to maintain the highest standards of ethics, quality and craftsmanship in the arts. Watercolor shall include all works using waterbased media done on paper.

Article III Members

1. The members of this society shall consist of Associate Members, Artist Members, Honorary Members, Life Members and Patron Members. *All members are expected to personally contribute toward the work of the Society through volunteerism or financial support.*
2. **Associate Members** may be artists, non-artists or friends of the Society, and shall be elected to membership as designated in Article X.par.2. Associate Members will receive all publications of the Society and discounts on classes, show entries, etc. They may vote, hold the office of the Treasurer, and hold one seat on the Board.
3. **Artist Members** shall be elected as designated in Article X.par.1. They shall have the rights of Associate Members plus they may hold any office, hold any seat on the Board, and may exhibit at the Annual Artist Members' Watercolor Exhibition. **Signature Artist Members** may also sign "RIWS" after their name.
4. **Honorary Membership** may be conferred on any individual who the Society wishes to honor for extraordinary merit, achievement, or contribution to the Society. (See Article X.par.3). They shall have the same rights as Associate Members above.
5. **Life Membership** may be conferred by the Board of Directors upon any member who has maintained a membership in the Society for at least 25 years and has made a valuable contribution by his or her active participation in the work of the Society. Life Members will be exempt from paying membership dues. (See Article IX.par.5 and Article X.par.3).

6. **Patron Members** may be artists, non-artists or friends of the Society who provide substantial financial support above and beyond the annual dues requirement for membership. They shall have the same rights as Associate Members above. Additionally, they may be invited to act as an advisor to the Board of Directors.
7. Any member may be removed from the Society by a 2/3 vote of the Board of Directors after he/she has been accorded a hearing.

Article IV Board of Directors

1. The officers of this Society shall be President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer to be elected to one (1) year terms at the Annual Meeting. Officers shall serve a maximum of six (6) years in any or all offices.
2. There shall be a Board of Directors consisting of the officers named in par.1 of this article and six (6) additional members each elected for three (3) year, staggered terms such that two (2) members are elected each year.
3. In case of death or resignation of any member of the Board of Directors, the Board shall be empowered to elect a new member to fill the vacancy for the remainder of that year.
4. The Board of Directors shall have the general oversight of the affairs of the Society. It shall make rules, subject to the BYLAWS, as it sees fit for the carrying out of the purposes of this Society. The Board of Directors shall have the general control and management of the real and personal property of the Society and may exercise in connection therewith all the powers of the Society set forth in its charter or given to it by law including, without limiting the generality of the foregoing, the power to pledge or mortgage property of the Society for its debts, but limiting any expenditure to a maximum of \$5,000. All Directors are expected to serve on at least one committee, and/or perform any other duties as directed by the President.
5. Removal from office: Officers may be removed from office by a 2/3 vote of the remaining Board of Directors after he/she has been accorded a hearing.

Article V. Nominating Committee

1. The Nominating Committee will consist of five (5) members, three (3) from the membership who will be elected at the Annual Meeting by the membership and two (2) from the Board who will be elected by the Board of Directors at its first meeting following the election, one (1) of whom will be named Chairman.
2. The Nominating Committee shall nominate the officers of the Society, the required number of members to fill expired terms on the Board of Directors, and

the remaining terms of Board members who have resigned, died, or been nominated as officers. At least a month before the Annual Meeting, the Nominating Committee shall ask the membership, in writing, to suggest nominees. It shall be the duty of the Nominating Committee to then prepare a slate of officers and present it at the Annual Meeting. The slate shall be announced in writing to the members at least two (2) weeks in advance of the Annual Meeting. Nominations may also be made from the floor in which case each nominee shall be voted on individually by those present at the Annual Meeting. Any vacancy on the Nominating Committee shall be filled the Board of Directors.

Article VI Duties of Officers

1. The **President** shall preside at all meetings of the Society and shall perform the usual duties of a presiding officer. All contracts and obligations of the Society, first having received approval of the Board of Directors, shall require his/her signature. The President, or an alternate designated by him/her, shall be the official representative of the Society. He/She shall be empowered to appoint necessary committees, with the exception of the Nominating Committee, and be a member ex-officio of all committees with the exception of the Nominating Committee.
2. The **First Vice-President** shall be empowered to perform all the duties of the President in the latter's absence or inability to act, and perform such duties as are assigned to him/her by the President.
3. The **Second Vice-President** shall assist the First Vice-President and shall perform such duties as are assigned to him/her by the President or the First Vice-President.
4. The **Recording Secretary** shall keep a true record of the proceedings of all meetings of the Society and preserve and file all documents and reports connected with the business of the Society.
5. The **Corresponding Secretary** shall carry on the correspondence of the Society and send out the necessary notices of all meetings to the members.
6. The **Treasurer** shall be in charge of all moneys of the Society, keep a true and accurate account of the Society's finances, submit a report at each Board of Directors meeting, and present an audited financial report at the Annual Meeting.

Article VII Operation of the Society

1. The Board of Directors may appoint committees it feels are necessary for the operation of the Society such as, but not limited to the following:
 - Hanging Committee
 - Hospitality Committee

Membership Committee
House Committee
Exhibition Committee
Fund raising
Publicity Committee

2. The Board of Directors may hire employees it feels are necessary for the operation of the Society.
3. There shall be at least one exhibition each year by the Artist Members of the Society.
4. Other exhibitions may be held at the discretion of the Board of Directors.

All entries for exhibition must be approved by the Hanging Committee or the Board of Directors.

5. Commissions may be charged on sales at the discretion of the Board of Directors.

Article VIII Meeting

1. The Annual Meeting of the Society for the election of officers and general business shall be held during the Annual Artist Members' Exhibition.
2. A Special Meeting of the Members of the Society may be called at any time at the request of three (3) members of the Board of Directors, sent in writing to the Corresponding Secretary. It may also be called at the discretion of the President.

At a Special Meeting, no business except that set forth in the notice thereof shall be transacted.

3. Quorum: At any Regular or Special Meeting of the membership a quorum shall consist of twenty-one (21) members. No business shall be transacted unless a quorum is present.

A quorum for the Board of Directors shall consist of five (5) members.

4. Anything not provided for in these BYLAWS shall be decided according to Robert's Rules of Order.

Article IX Dues

1. The Fiscal Year shall be from January 1 through December 31.
2. Dues must be paid by the due date, January 1. If dues are not paid by March 1, the member will be dropped. Reapplication will then be treated as a new request for

membership; that is an application fee is required along with payment of the current year's dues. In the case of unusual circumstances, these requirements may be excused by a 2/3 vote of the Board of Directors.

3. Dues paid by new members accepted after October 1 each year will cover the balance of the year and the succeeding year. Dues are payable by January 1 each year.
4. Life Members are exempt from paying membership dues.

Article X Election of Members

1. Members shall be elected by the Board of Directors upon receipt of a completed application form and a check for the required dues and fees.
2. Any artist who has been accepted and exhibited into three (3) separate open juried shows sponsored by the RIWS, within a five (5) year time period starting with the 2006 RIWS National Watermedia Show, will qualify to become an **Artist Member**. The artist who believes he/she has fulfilled this requirement must submit to the Membership Committee Chairperson an Application for Artist Membership along with a check for the required dues and fees. The Membership Chairperson will verify the placements and advise the artist and the Board of Directors of his/her new status.

Signature Artist Members must have had paintings accepted and exhibited in three (3) RIWS National Watermedia Shows, in any ten (10) year period, beginning 1997. A Member who believes they have fulfilled this requirement may notify the Board of Directors which will verify the placements and advise the member of his or her new status.

3. Honorary Members and Life Members may be proposed and elected at the Annual Meeting, a General Business Meeting, or any meeting of the Board of Directors.

Article XI Amendments

These BYLAWS may be amended upon the presentation of the proposed amendment by the Board of Directors at the Annual Meeting, or at a meeting called for the purpose, notice of which shall be given to the membership at least 15 days prior to the meeting at which action shall be taken. A 2/3 vote of members voting in person or by mail shall be necessary for adoption. □