

# Pennsylvania Watercolor Society (PWS)

## ByLaws

### Article I. Name

The name of this organization shall be the Pennsylvania Watercolor Society. (PWS)

### Article II. Purpose

The purpose of the Pennsylvania Watercolor Society is to encourage, promote, and advance water media painting through the education of the artist and the general public.

### Article III. Members

#### Section A. Types of Memberships

Any member must be eighteen years of age to vote or hold office.

1. **Regular:** Regular members may vote, hold office, exhibit in members/ shows, be listed in any PWS artist directory or on the website, receive the newsletter, and be entitled to discounts for both the juried show and PWS workshops.
2. **Signature:** Signature membership is limited to those Regular members whose paintings have been accepted and shown in two of the PWS Juried Exhibitions within eight calendar years provided the membership is continuous from the first acceptance through the second. (Subtract the year of the first acceptance from the year of the second acceptance. If the difference is 8 or less, signature status is attained). Signature membership entitles said members to put the initials "PWS" after their signature. Signature status will be forfeited when dues are not current and paid in full. Signature members have all the rights and privileges of regular members.
3. **Student:** Student membership is open to all full-time high school students between the ages of 14-18 upon proof of full-time student status. Student members have all the rights and privileges of a regular member except they must be eighteen years of age to vote or to hold office or to enter regular PWS shows.
4. **Life:** Any **Signature** member who is 65, who has been a member for the past 5 years as of January 1 each year, may purchase a lifetime membership according to the fee determined by the Board of Directors. A life member has all the rights and privileges of a regular member. On rare occasions, the PWS Board may bestow Life Membership on a member. Life memberships are available after January 1, 2014. There will be no change in status for current Life members.
5. **Patron:** This membership is open to friends and supporters of the Pennsylvania Watercolor Society. These members may be listed in any PWS directory or on the website and receive the newsletter. Patrons may hold office and vote.

#### Section B. Eligibility for Membership

Any person in agreement with the purpose of the Society, who wishes to support water media arts or wishes to participate as an artist, may become a member by payment of the yearly dues. Membership is open to all persons who support the purposes of the Society and maintain their yearly payment of dues with the except of Life Members.

#### Section C Dues

1. **Determination of Dues:** The amount of dues for all memberships will be determined by the Board of Directors at the board meeting in September by a 2/3 vote. The increase in dues for any membership type is limited to no more than \$5.00 within a five (5) year period.
2. **Dues Period:** Dues shall be payable by January 1 and are valid from January 1 to the last day in December of each year.
3. **Dues Amount:**
  - a. Dues shall be shown on the website under Membership tab.

#### Section D Termination

Any member may be dropped from the membership for non-payment of dues.

Members acting in a manner that is detrimental or harmful to the welfare of the Society may be removed from membership by a majority vote of the Board of Directors. If the member being removed is on the Board, the majority vote refers to the remaining Board members.

#### Section E. Grievance Procedures – When a member has a grievance, the following procedure shall be followed.

1. The member must provide the complaint in writing to the Officers of the Society
  - a. The complaint must be in the hands of the officers two weeks prior to a normal board meeting.
  - b. The Officers must reply in writing to the complainant with their decision and rationale within 30 days of the meeting when the grievance is discussed.
2. **Appeal or Failure to Resolve:**
  - a. If the Officers fail to resolve the issue in the timeframe above.
  - b. If the complainant is not satisfied with the decision, the issue will go to the full Board, to be placed on the agenda and resolved at the next full board meeting.
  - c. If the complainant is not satisfied with the written decision, he/she [they] must file an appeal in writing to the full board within one week of receipt of the decision of the Officers.

### Article IV. Officers

#### Section A. Names

The Officers shall be President, Vice President, Secretary, and Treasurer

#### **Section B. Duties**

- 1. President:** The President shall preside at all meetings, have general supervision of the Society's affairs, and carry out the directions of the Board of Directors, appoint committee chairperson with the advice and counsel of the board, review the Bylaws annually, and may serve on all committees except nominating. The President will review the operating procedures annually with each officer or chairperson and define their scope of responsibility. The President may serve as non-voting advisor to the Board for one year following his/her term of office.
- 2. Vice President:** The Vice President shall assume any presidential duties during the absence of the President and assist with supervision of the Society affairs as well as assist on any other committees except nominating.
- 3. Secretary:** The Secretary shall keep minutes of all meetings and maintain the permanent records of the Society.
- 4. Treasurer:** The Treasurer shall receive all income, deposit and disperse funds as directed by the President and/or the Board of Directors and report on the finances of the Society at each meeting.  
The Treasurer, with the assistance of the President, shall prepare a tentative budget to be presented at the January meeting of the Society each year.

#### **Section C. Nominations and Elections**

- 1. Nominating:** A nominating Committee of at least two members will be appointed by the President with the consent of the Board at least one year prior to elections to prepare a slate of candidates for office for election. This committee will have Standing Committee status.
- 2. Additional Nominations:** In addition to the slate of officers put forth by the nominating committee, nominations by the membership may be made via email, regular mail, or from the website.
- 3. Elections:** Officers will be elected by a majority vote of the membership in good standing who participate in the election process. Ballots may be submitted by email, regular mail or online.

#### **Section D. Eligibility of Officers**

Candidates for office must be paid members in good standing and at least eighteen (18) years of age.

#### **Section E. Term of Office**

Officers shall be elected to a two-year term from January 1<sup>st</sup> through the last day of December the following year, with a limit of two full terms served consecutively by any officer. If there are no willing candidates for any office and no further nominations from the membership, a current officer may serve again for one full term.

#### **Section F. Removal from Office**

1. Officers or Directors may be removed from office for cause:
  - a. Failure to carry out the duties of the office.
  - b. Conduct detrimental or harmful to the Society.
2. Removal will occur only after two thirds vote by secret ballot by the other Board members.

#### **Section G. Vacancies**

Officer vacancies will be filled by the Board of Directors.

### **Article V. Meetings**

#### **Section A. Meeting Times**

- 1. An Annual Meeting** of the Society may be held at the discretion of the Board of Directors. At that meeting members may elect officers and transact other business brought before the meeting. Formal notice, including a list of nominees, shall be distributed to members at least 30 days prior to the meeting.
- 2. Board of Director meetings** are held monthly, if not monthly, at least six times a year to conduct the business of the Society. Board of Directors meetings are open to the general membership unless some disciplinary action is on the agenda.
- 3. Membership Meetings** may be held to promote the objectives of the Society and will be open to all members and may be open to the general public.

#### **Section B. Quorum**

1. A quorum at the Annual meeting will be a majority of those members in attendance.
2. A quorum for a Board of Directors meeting will be two thirds of the board of directors members.

### **Section C. Special Meetings**

1. Special meetings of the Board of Directors, or the entire membership, may be called by the President and a majority of the Board of Directors, or by a petition in writing by a majority of the Board of Directors, or 15 members. Business transacted at the special meeting shall be confined to the objectives stated in the call and matters related thereto. Special meeting of the Board of Directors may be closed to the general membership. Special meetings called by the membership will be open to all members. Special meetings called for the membership be announced at least 15 days prior to the meeting date.

### **Section D. Cancellation of a Meeting**

1. The President of the Board of Directors may cancel a scheduled meeting due to weather or emergencies.
2. Notice of a meeting cancellation will be relayed to all involved parties in the most expedient way.
3. Involved parties will also be notified if the cancelled meeting is rescheduled.

### **Section E. Electronic**

1. The board of Directors reserves the right to be able to conduct business via email, online meeting applications, telephone, or video conferencing.

## **Article VI. Board of Directors**

### **Section A. Composition**

1. The Board of Directors shall be composed of the President, Vice President, Secretary, Treasurer and the Chairpersons of each of the Standing committees. Each member will have one vote.

### **Section B. Meetings**

1. Refer to Article V, Section A, 2.

### **Section C. Removal from Office and Vacancies**

1. Removal from Office Refer to Article IV, Section F
2. Vacancies on the Board will be filled by the Board of Directors

### **Section D. Duties**

1. The duties of the Board of Directors are to manage the affairs and business of the Society.

## **Article VII. Committees**

### **Section A. Standing Committees**

#### **1. Names and Duties**

##### **Membership**

1. Refer to the Membership Standard Operating Procedures for duties of the Membership Chairperson

##### **Newsletter**

1. Refer to the Newsletter Standard Operating Procedures for duties of the Newsletter Editor.

##### **Workshop:**

1. Refer to the Workshop Standard Operating Procedures for the duties of the Workshop Chairperson.

##### **Juried Exhibition**

1. Refer to the Juried Exhibition Standard Operating Procedures for the duties of the Juried Exhibition Chairperson

##### **Video Library**

##### **Historian**

1. The chairperson is responsible for keeping past records of the Society except for minutes, membership, and financial records. A monthly report may be created by the chairperson.

##### **Webmaster**

1. The webmaster is responsible for the maintenance of the PAWCS website. A monthly report will [may] be created by the chairman.

#### **Publicity and Social Media**

1. The publicity chairperson will be responsible for producing and overseeing the publicity for the Society. This position may involve coordinating and directing publicity efforts via regional committee members across the state/country. A monthly report may be created by the chairman.

#### **Members Show**

1. The members show chairman will be responsible for organizing and handling the members show (See members show standard operating procedures)

#### **Awards**

1. The awards chairman will be responsible for soliciting monetary and merchandise awards for the PWS exhibitions.

#### **Selection and Vacancies**

See Article IV, Section B, Number 1

#### **Section B. Special or Ad Hoc Committees**

- 1 **Audit:** An audit committee may be appointed by the President with the consent of the Board of Directors with the purpose of auditing the financial records of the Society.
- 2 **Other:** Special.ad hoc committees may be created as the need arises.

#### **Article VIII. Parliamentary Authority**

##### **Section A. Robert's Rules of Order**

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedures.

#### **Article IX. Amending the Bylaws**

These Bylaws may be amended or revised by a 2/3 vote of all the board of directors and by a majority of the Society membership who vote. Any proposed amendments or revisions shall be submitted to the Board and the members in writing at least 30days before the meeting at which they may be acted upon. Electronic voting may be used for this purpose.

#### **Article X Property Rights**

##### **Section A. Property Rights**

No member shall have any property rights in the assets of the Society.

##### **Section B Dissolution**

If the Society shall be dissolved by a majority of the active members at a meeting called for that purpose, or, in the event of the sale, liquidation, dissolution or winding up of the Society, whether voluntary, involuntary, or by operation of law, the Board of Directors, after paying or making provision for the payment of all liabilities of the Society shall transfer the assets of the Society to an educational, cultural charitable or other non-profit organization or organizations operating in the state of Pennsylvania, provided, however, that such organization or organizations are exempt public charitable organizations under the provisions of Section 501 (c)(3) of the Internal Revenue Code, and are described in Section 509 (a)(1), (2) or (3) of the code. Should the Society fail in this task under this Article, the Court of Common Pleas in which the principal office of the Society shall be located at the time of the sale, liquidation, dissolution or winding up of the Society shall provide for the distribution of the net assets of the Society consistent herewith.

##### **Section C. Alterations**

This Article shall not be altered or amended except by the written consent of all current members of the society.

Approved March 27, 2023