Bylaws of Tennessee Watercolor Society

Spring 2018

Article I: Name and Purpose

Section 1 – The name of this Corporation is Tennessee Watercolor Society. The address of the principal office or place of business of this Corporation shall be Tennessee Watercolor Society at the address of the current president. The official initials of this corporation are TnWS.

Section 2 – As set forth in the Articles of Incorporation, this Corporation was formed to elevate the stature of watercolor as an important, creative, permanent painting medium, and to educate the public to the significance of painters in all water media by its programs and competitive exhibits and shall encourage its study by art students and others engaged in watercolor painting, as well as all visual arts.

Section 3 - The above design shall be the logo for the Corporation for use on all documents and publications.

Section 4 - No person on the basis of race, color, national origin, disability, age, religion or gender shall be excluded from participation in or otherwise be subjected to discrimination of services, programs, and employment provided by the Tennessee Watercolor Society.

Article II: Membership

Section 1 – A member in good standing shall be one who subscribes to the purpose of the Corporation and whose dues and debts are paid up to date.

Section 2 - TnWS membership and exhibition eligibility cease upon the death of a member.

Section 3– There shall be five classes of membership: Associate, Active, Signature Artist, Patron, and Honorary.

1. Application for Associate membership in the Corporation may be made by artists who have reached the age of 18 years and who reside in the State of Tennessee. Where cities border the state line, artists who work or reside within the greater metropolitan area, whether in Tennessee or not, will be eligible for membership. Current members in good standing who move out of state may continue their membership in the Corporation by continuing to pay dues. Any lapse in dues payment shall result in loss of membership.
2. All artists in the Corporation shall be known as *Associate* Members until such time as they qualify for Active or Signature status.
3. *Active* membership in the Corporation may be attained by Associate members whose work has been accepted in a juried membership show of the Corporation. Active members who have lapsed their dues for no more than 2 years can retain their status by paying the back two years and the current year.
4. *Signature Artist* membership shall be attained by Active members by earning three (3) accrued points, from juried competitions of the Corporation, whose work has been selected by a juror (meeting the qualifications as stated in the bylaws Article VIII Section 4) and exhibited in:
    4.1.a. Juried Biennial Gallery Exhibition (Biennial Exhibition, see Article VIII Section 1) —One point is awarded to the artist per each juror-selected exhibition and that the selected painting is exhibited in said Biennial Exhibition.
    4.2.b. Juried Biennial Online Exhibition (Online Exhibition, see Article VIII Section 2)— One Half point is awarded to the artist per each juror-selected online exhibition and that the selected painting is exhibited on said Online Exhibition.
    4.3.c. Signature Status is permanent and is not lost if membership lapses.
5. *Patron* members need not be an artist; membership may be attained by paying annual Patron membership dues. Patron members may attend meetings but are not eligible to vote or hold office.
6. *Honorary* membership is a discretionary title that may be awarded to any person deemed to have made a special and significant contribution to the Corporation. The Board of Directors proposes the person for this honor and then presents their nomination to the membership for confirmation. A majority vote of those present at the next membership meeting would constitute approval. A person holding Honorary membership shall not be assessed dues, may attend meetings, will receive the newsletter, but may not vote or hold office.

Section 4 - Membership can be denied any person who harasses a juror, officer or Board Member. Removal must be by a majority vote of the Board of Directors.

Article III: Revenue

Section 1 – The dues of the Corporation for Associate, Active, and Signature Artist members shall be set by a majority vote of the Board of Directors and payable January 1 of each year.

Section 2 – The dues of this Corporation shall be $50 minimum for Patron members, payable January 1 of each year, or as set by the Board of Directors.

Section 3 – Dues shall be payable by January 1 of each year. A new member shall pay dues at the time of admission to membership and beginning thereafter on January 1. New Members joining after September will be considered paid in full through December of the following year.

Section 4 – Nonpayment of dues by March 1 shall be grounds for termination of membership resulting in removal from the directory by the end of the year. Removal from the directory will stop all news publications and notifications.

Section 5 – A lapsed membership in the Corporation may be restored only by fulfilling original membership requirements.

Section 6 – Other revenue may be derived consistent with the exempt purpose of the Corporation.

Article IV: Voting

Section 1 – Voting members of the Corporation shall be Associate, Active, and Signature Artist members in good standing. Patron and Honorary members are not eligible to vote.

Section 2 – Members must be present to vote at meetings. There shall be no proxy votes cast at meetings.

Section 3 – The Board of Directors may call a vote by conference calls.

Section 4 –

1. A quorum at a general membership meeting shall consist of those voting members present.
2. A quorum of a vote by signed mail or voice shall consist of the number of votes cast.
3. A quorum at a Board of Directors meeting shall consist of 50 percent of the Board of Directors, providing that number shall include all the elected or appointed officers of the Corporation.

Section 5 - The election of officers, selection of Juror and amendment of ByLaws must be voted on by a quorum of the membership as described.

Section 6 - Additions and changes to Policies and Procedures are to be made by a majority vote of the Board of Directors.

Article V: Officers

Section 1 – The elected officers of this Corporation shall be members in good standing and shall consist of a president, a vice-president, a secretary, and a treasurer. Any office may be held by the same person up to, but no more than four (4) consecutive years.

Section 2 –

The President: It shall be the duty of the President to exercise the usual functions of a presiding officer. The President shall be an ex-officio member of all committees except the Nomination Committee. It shall be the duty of the President to preside at all meetings and to enforce all laws and regulations relating to the administration of the Corporation. He/She shall call meetings of the Corporation or the Board of Directors as he/she feels necessary, or when requested to do so by the Board of Directors, or upon written request of at least one-fourth of the membership, but at least one per year. He/she shall appoint a Corresponding Secretary if deemed necessary. The President shall serve as Chair of the Board of Directors.

The Vice President: It shall be the duty of the Vice-President to act as the first assistant to the President in all plans for activities to be presented to the Board of Directors or membership approval. The Vice-President shall, in cooperation with the President, arrange and communicate all programs for the membership. The Vice-President will coordinate Regional “contacts/ coordinators” throughout the State. He/She shall also act in the absence of the President. If for any reason, the President’s office is vacated during the fiscal year, the Vice-President shall

perform the duties pertaining to that office. The Vice-President shall be a member of the Board of Directors.

The Secretary: It shall be the duty of the Secretary to record all resolutions and proceedings of meetings, whether of the Corporation or of the Board of Directors. The Secretary shall, under the direction of the President, transact business as requested. The Secretary shall be a member of the Board of Directors.

The Treasurer: It shall be the duty of the Treasurer to have charge of the funds. He/She shall prepare and sign all checks. All monies payable by the Corporation shall be paid by check or credit card. All monies paid to the Corporation will be received by the Treasurer or His/Her designated chairperson. Paypal will notify the Treasurer and a respective chairperson of payments received. He/she shall have an up-to-date record of the funds and financial transactions at all times. The Treasurer will maintain an open book policy, and a review of all financial records will be done at the conclusion of the Treasurer's two year term by a person or persons other than the Treasurer. The Treasurer shall be a member of the Board of Directors. A credit card can be obtained by the Treasurer for the use of officers or Chairs under guidelines established in the Policies and Procedures. It's use will be monitored by the Treasurer.

Section 3 –

1. The voting members of the Corporation shall elect the Officers at the Biennial Meeting.

    A. Election shall be from a list of qualified Associate, Active, or Signature Artist candidates supplied by the Nominating Committee composed of Members-at-Large and the immediate past President. Nominations may be made from the floor at the Biennial Meeting by any member in good standing, with the consent of the nominee.

    B. Except for the Treasurer, the newly elected Officers shall take office during the Biennial Meeting. The Treasurer will assume office October 1 in conjunction with the outgoing Treasurer.

2. A vacancy arising among the Officers of the Corporation may be filled for the remainder of the term by action of the remaining Board of Directors, including the office of President, if there is no Vice President.

Article VI: Directors and Administration

Section 1 –

1. Board of Directors shall consist of the Officers, the three immediate past Presidents, the Members-at-Large, and the Committee Chairs.

2. Committees shall be the Membership, Workshop, Juried Exhibitions, Historian, Publications, By-Laws, Regional Contacts/coordinators, Website, Social Media, Grants and any other committees deemed necessary by the President.

Section 2 – The Board of Directors shall be the executive and administration body authorized and directed to carry out the purpose of the Corporation in conformity to its Articles of Incorporation and By-Laws. Members shall act only through, and shall be bound by, the proceedings of the Board of Directors.

Article VII: Meetings

Section 1 – There shall be a Biennial Business meeting and installation of officers at the Biennial Exhibition opening,

Section 2 – Meetings of the Board of Directors shall be held at least once a year or as specified in Article V, Section two.

Section 3 - Meetings of the Board of Directors may be held by conference phone call with advance notice and vote by voice roll call.

Article VIII: Exhibits

Section 1—The Corporation shall have a Juried exhibition biennially for the membership.

1. The Juried Biennial Exhibition (the Biennial Exhibition) will occur on the even years, is held at aBoard selected Gallery, rotates around the state and is overseen by the Board and the hosting region.
2. The Juried Biennial Online Exhibition (the Online Exhibition) will take place on the odd years. It will be an "image only" exhibition. Paintings must be aqueous in nature but can be on a non-paper substrate, unlike the Biennial Exhibition, which is aqueous on paper substrate only. Size of painting is not restricted. The physical painting is not required to be framed nor is it presented physically. The juror will meet the qualifications for jurors as stated in Article VIII .

Section 2 - All works submitted and exhibited must be original. Paintings copied from commercial or published photographs or other artist's work will not be exhibited. If an award-winning painting is later found to be not original, the artist must return any award. The submittal of non-original work may result in loss of the rights of membership.

Section 3 – Exhibitions may be cancelled at the discretion of the Board of Directors, when deemed necessary, due to lack of resources or volunteers for said exhibition.

Section 4 – The Biennial Exhibition juror shall not be a TnWS member, past or present, and must reside outside of the State of Tennessee. The names of two or more prospective jurors shall be nominated by the members at the Biennial Exhibition meeting. A list of the nominees for juror shall be printed in the Newsletter prior to the next general meeting. Prospective jurors shall be voted on and elected by a majority at a general meeting three to four *years in advance of the biennial exhibition.*

Section 5 — Submittal of paintings to TnWS exhibitions must be by or at the direction of the artist. Should an artist of an accepted painting pass away prior to the delivery and installation at a juried TnWS exhibition, said painting will be included in the catalog, but not exhibited or considered for awards.

Section 6 — Other statewide exhibits may be held at the discretion of the Board of Directors.

Article IX: Committee Chairs

Regional Contacts / Coordinators: The state is divided into five geographic regions. The metropolitan areas associated with each region are: Region I, Memphis/Jackson; Region II, Nashville; Region III, Chattanooga; Region IV, Knoxville and Region V, the Tri City area in east Tennessee. Regional Contacts / Coordinators are appointed by the President to serve as liaison contacts of the geographic regions of the State to stimulate programs which represent the purposes of the Corporation. Regional Contacts should coordinate their program ideas through the Vice President.

Members-At-Large: Are appointed by the President and shall serve on the nominations committee along with the immediate past president. Members-at-Large shall be members of the Board of Directors.

Membership: It shall be the duty of the Membership Chair to receive all membership applications, keep accurate records of membership, and coordinate membership records with the Treasurer. The Membership Chair will assume his/her position with the election of officers at the biennial exhibition meeting. He/she shall be a member of the Board of Directors.

Statewide Workshop: Each workshop will have a Chair who will be responsible for all details of the workshop including venue, instructor, date, refreshments and other arrangements. For the Juried, Biennial Exhibition's workshop, the Chair will be a member of the Exhibition Team.

Biennial Juried Exhibition: There shall be a Chair appointed in the Hosting Region. It shall be the duty of the Exhibition Chair and Committee to make arrangements for the Biennial Juried Exhibition of the Corporation. He/she will be responsible for all details connected with the Exhibition, which may include the workshop, prospectus, invitations, catalog/postcards, reception, program, banquet, etc. The Chair may appoint sub-committees and assign duties as needed. He/she shall be a member of the Board of Directors.

Traveling Exhibition: It shall be the duty of the Traveling Exhibition Chair, working with the Regional Contact/Coordinators and the Exhibition Chair to make arrangements for the calendar of venues, receptions, and transportation of the paintings selected by the Exhibition Juror to travel. The Chair shall communicate all expenses with the Treasurer for approval. He/she shall be a member of the Board of Directors.

By-Laws: It shall be the duty of the By-Laws Chair to make recommendations to the President of changes which need to be made in the By-Laws and to give guidance to the President on correct proceedings according to the By-Laws. General parliamentary procedures shall be respected. He/she shall be a member of the Board of Directors.

Historian: It shall be the duty of the Historian to gather and compile all present and past history of the Tennessee Watercolor Society. He/she shall be a member of the Board of Directors.

Newsletter: It shall be the duty of the Newsletter Chair to be responsible for collecting news and information, edit with the assistance of a proof reader, work with a Graphics volunteer and create a statewide email for delivery or print for those that need hard copy. He / she shall create at least two "***ArtBeat***" Newsletters (Spring and Fall) annually to the total membership. The President can have the board publication "***Medium***" produced, as needed, in the months between the ***ArtBeat***s. Information for the ***ArtBeat*** is provided by Officers, Members-At-Large, Committee Chairs, and members of the Corporation. He/she shall be a member of the Board of Directors.

Website: It shall be the duty of the Website Chair to coordinate with the website host and designers to keep the website fresh and up to date. He shall be a member of the Board of Directors. He / she can create a team of volunteers as needed for assistance.

Social Media: It shall be the duty of the Social Media Chair to promote watercolors / water media, TnWS members and the Tennessee Watercolor Society by such social media on a TnWS Facebook Page and other social media as approved by the Board of Directors. At no time shall the social media reflect any political or inappropriate discussions. He/she shall be a member of the Board of Directors.

ARTICLE X: Liability

All members of the Board of Directors and members of committees shall serve without liability for their lawful activities. Any exhibiting artist will be required to sign a liability waiver.

ARTICLE XI: Amendments

The By-Laws may be amended at any regular business meeting of the Corporation, if a notice of the content of such amendment has been given by mail, email or publication to the membership of the Corporation at least two weeks prior to the meeting. Amendment may also be made if notice of the content of such amendment has been given by publication with voting ballot enclosed to be returned to the Board of Directors within a predetermined set time. A proposed amendments to the ByLaws can be established as Policy by the Board of Directors until verified by membership.

ARTICLE XII - Status of the 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 an 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 created 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.