



BYLAWS **of the Watercolor Society of North Carolina**

ARTICLE I: Name, General Purpose and Vision

Section 1. Name: The name of this corporation is The Watercolor Society of North Carolina, Inc.

Section 2. Purpose: The purpose for which the corporation is organized is as stated in its Articles of Incorporation, and in particular shall be as follows: to promote watercolor throughout the State of North Carolina and to elevate the standards of excellence for the benefit of artists, collectors and appreciators, and to do any other act or thing incidental to or connected with the foregoing purposes or advancement thereof.

Section 3. Vision: The vision for the Watercolor Society of North Carolina is to be the organization of choice for watercolor artists in the state providing informative programs, advancing the interests of individual careers, helping artists to grow, providing opportunities to display artists' work and advocating the arts statewide.

ARTICLE II: Membership

Section 1. Qualification: The membership of this Society shall be composed of residents of, or owners of property in, North Carolina, 18 years of age or older, who are interested in the activities and goals of the Society. The Board of Directors shall establish the criteria and procedures for the acceptance of members to the Society.

Section 2. Criteria: The Watercolor Society of North Carolina shall be open to individuals meeting the various membership requirements set forth in Article II of the bylaws as properly amended from time to time. Submissions to the society's state-wide exhibitions shall be acceptable for consideration for inclusion in an exhibition when they are received in compliance with the published prospectus for the exhibition from full members of the society and which meet the criteria in Article IX, Exhibition Criteria.

Section 3. Annual Dues: Dues amounts, deadlines and categories are to be decided by the Board as needed.

Section 4. Honorary Life Membership: Upon signed recommendation of one member, seconded by another member, and by three-fourths approving vote at an annual meeting, Honorary Life Membership may be conferred upon an adult residing in North Carolina who shall have rendered notable service to the Society. Past Presidents of the Society shall, upon successful completion of their term as President, become eligible for Honorary Life Membership, without recommendation and regardless of their residency. Any one member, upon signed opposition, seconded by another member, may oppose the award of Honorary Life Membership to any past President with three-fourths vote at any annual meeting. Honorary Life Membership entitles those who qualify to free membership dues for life.

Section 5. Signature Membership: WSNC Signature Membership is merited by members who win two first through fifth place awards in two, separate annual statewide WSNC exhibitions after February 1999. Effective July 2002, a second method of obtaining Signature Membership is acceptance of an artist's entry into three, separate annual statewide WSNC

exhibitions. Once an artist has begun qualification under either method, membership in WSNC and payment of annual dues must be continuous to be eligible for and retain Signature Membership status. Only Signature Members are entitled to use the initials "WSNC" after their names on any painting in water media.

Section 5. Signature/ Master Status Memberships: WSNC Signature Status Membership is merited by members who obtain acceptance into and verification of participation in three (3) separate Annual Juried Exhibitions (effective as of July 2002) or earn a First Place through Fifth Place Awards in two (2) Annual Juried Exhibitions (effective as of February 1999). Only Signature Status Members are entitled to use the initials "WSNC" after their names on any painting in water media.

Master Signature Status Membership is indicated by the title WSNC Master (WSNCM) and is achieved by acceptance into and verification of participation in 15 or more separate Annual Juried Exhibitions, along with maintaining Signature Status throughout that period. This highest of designations recognizes exceptional talent and dedication to the Society. Only WSNC Master Status Members are entitled to use "WSNCM" after their names on any painting in water media. Continuous paid membership is required for eligibility and maintenance of WSNC Signature Status and Master Status Membership.

Section 6. Default and Termination of Membership: When any member shall be in default in the payment of dues for a period of three months from the beginning of the fiscal year or period for which dues became payable, his/her membership may thereupon be terminated by the Board of Directors. Only paid members will be permitted to enter exhibitions sponsored by the society. A member with consecutive paid membership shall continue all membership privileges even if they move out-of-state.

Section 7. Out-of-State Associates *(There are no associate memberships offered at this time)*

- A. **Qualification:** Out-of-State Associate/s shall be composed of adult person/s, 18 years of age or older, residing outside of NC who are interested in the activities and goals of the Society. The Board of Directors shall provide criteria and procedures for acceptance of associate/s to the Society.
- B. **Annual Fees:** The Board of Directors may determine from time to time the amount of the annual fees payable to the Society by Out-of-State Associates and also when fees are payable.
- C. **Default and Termination of Associate Membership:** When any associate shall be in default in the payment of fees for a period of three months from the beginning of the fiscal year or period for which fees become payable, his/her associate membership may thereupon be terminated by the board of directors. No associate will be permitted to enter exhibitions sponsored by the society.
- D. **Voting:** Associate/s will not be entitled to vote on any matter brought before the society.
- E. **Exhibiting:** No Out-of-State Associate will be permitted to enter exhibitions sponsored by the Society.

ARTICLE III: Meetings and Voting

Section 1. Annual Meetings: A regular meeting of the members shall be held once a year unless otherwise directed by the Board of Directors. The meeting shall be known as the Annual Meeting and shall be for the purpose of receiving the annual reports of officers,

directors, and committees and the transaction of the Society's business. Notice of this meeting shall be published online and in the quarterly newsletter. All notices of meetings shall set forth the place, date, time and purpose of the meeting.

Section 2. Special Meetings: Special meetings may be called by the Board of Directors at its discretion. Upon written request by ten members, the Board of Directors shall call a special meeting to consider a specific subject. Notice for any special meeting is to be given in the same manner as for the annual meeting.

Section 3. Quorum: Members of the society holding one tenth of the votes entitled to be cast represented in person constitute a quorum.

Section 4. Voting at Annual Meetings: Each member shall be entitled to only one vote on any matter before a meeting. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by majority vote of the members present.

Section 5. Voting by Mail or Email: The Board of Directors may put before the membership proposed changes in these bylaws or other business for a vote by mail or email. The ballot shall be included in WSNC's newsletter or email. A simple majority of returned ballots or emails, returned by the specified deadline, will constitute a decision. The membership chair will receive the ballots, compare against current membership lists, and ensure there are no duplicates.

Section 6. Order of Business: The order of business shall be as follows at all meetings of the Society's Board of Directors:

- a) Proof of notice of meeting or waiver of notice
- b) Reading of the minutes
- c) Receiving communications
- d) Reports of the officers
- e) Reports of the committees
- f) Unfinished business
- g) New business

Any question as to priority of business shall be decided by the chairperson without discussion. This order of business may be altered or suspended at any meeting by a majority vote of members present or as may be prescribed in the notice of the meeting.

ARTICLE IV: Directors

Section 1. Number: The property, affairs, activities and concerns of the Society shall be vested in a Board of Directors consisting of not less than five and not more than twenty directors. The number of such directors shall be fixed by vote of the then-constituted Board at any meeting of such directors.

Section 2. Election of Directors and Tenure: The Directors shall be elected to the Board to two-year terms at the vote of the members at the annual meeting of members (except as herein otherwise provided for the filling of vacancies). Candidates for the election of Directors shall be nominated by the committee on nominations. No Director may serve on the Board of Directors for more than four (4) consecutive two-year terms or eight (8) years ("maximum tenure"). Individuals serving maximum tenure can be re-nominated to serve as a director or to fill a Board vacancy only after a one-year absence from service on the Board. Individuals that have served a maximum tenure may be appointed to fill a vacancy on the board for one year if the vacancy exists after the annual meeting elections.

Section 3. Duties of Directors: The Board of Directors may: 1) hold meetings at such times and places as it deems necessary; 2) appoint committees for particular subjects from the members of the Board, or from other members of the Society; 3) audit bills and disburse funds of the Society; 4) print and circulate documents and publish articles; 5) carry on correspondence and communicate with other associations interested in the goals of the Society; 6) employ agents; and 7) devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of the Society and to best protect the interest and goals of the Society.

Section 4. Regular Meetings: A regular meeting of the Board of Directors shall be held without other notice by these bylaws. There shall be a minimum of four Board meetings a year. The Board of Directors may provide, by resolution, the time and place, either within or without the state of North Carolina for the holding of additional Board meetings without other notice than such resolution.

Section 5. Special Meetings: Special meetings of the Board of Directors may be called by the President or any two Directors. The person or persons authorized to call special meetings of the board of directors may fix any place, either within or without the state of North Carolina, as the place for holding any special meeting of the Board of Directors called by them.

Section 6. Exigencies: When issues or situations arise that demand immediate action and a formal meeting is not practical, the President or Secretary may propose a solution via telephone or email to the members of the Board. The person or persons initiating the poll shall make at least two attempts to contact each Board member and shall record the yeas and nays of each contact and report the result as soon as practical after completion. If a quorum (for exigencies only) shall consist of two thirds of the Board of Directors and when said Board has voted and if a majority has approved, the proposal shall take effect with the same authority, as would be the case in a "live" meeting. At the next regular meeting this action shall be read into the minutes for the Society's records.

Section 7. Quorum: One-half of the then membership of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the president and Vice President, the quorum present may choose a chairperson for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later date.

Section 8. Absence: Should any member of the Board of Directors absent him/herself unreasonably from two consecutive meetings of the board without sending a communication to the President or Recording Secretary stating his/her reason for doing so; and if his/her excuse should not be accepted by the members of the board, his/her seat on the board may be declared vacant, and the president may proceed to fill the vacancy.

Section 9. Vacancies: Whenever a vacancy occurs on the Board of Directors by death, resignation, removal, or otherwise, it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors. The election shall be held within thirty days after the occurrence of the vacancy. The person so chosen shall hold office until his/her 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 vote of a quorum of the members present at any meeting of the board.

ARTICLE V: Officers

Section 1. Number: Section 1. Number: The Officers of the Society shall be President, Executive Vice President/Donations Director, Vice President/Exhibition Director, Secretary, Treasurer, and such other officers, as the Board of Directors shall determine.

Section 2. Method of Election. The Vice President or the President if there is no Vice President, shall be elected at an annual meeting or special meeting of the members (except as herein otherwise provided for the filling of vacancies), and each officer shall hold a two-year term. The candidates for the election of officers shall be nominated by the committee on nominations. Additional nominations from the floor will be allowed at an annual or special meeting of the Members, with permission of the nominee. The term of office shall begin immediately upon election.

Section 3. Duties of Officers

President: The President shall preside at the meetings of the Society and of the Board of Directors and shall be a member ex officio, with a right to vote, on all committees. She/he shall, at the annual meeting of the Society and such other times as she/he deems proper, communicate to the Society or to the Board of Directors on such matters and make suggestions as may in his/her opinion tend to promote the prosperity and welfare and increase the usefulness of the Society and shall perform other such duties as are necessarily incident to the office of President. Following his/her term of office, the President shall remain on the Board as an ex officio member (Past President) for one year with the right to vote. The President shall propose to the Board of Directors nominations to fulfill the responsibilities listed below. These nominations shall assume the position only on approval of the Board of Directors by a majority vote. The President may nominate other positions for approval by the Board of Directors as necessary to execute the business of the Society.

Vice Presidents: In the absence of the President, or in the event of his/her death, inability or refusal to act, the Executive Vice President shall perform the duties of the President and when so acting shall have the power, authority and responsibilities of the President.

Secretary: It shall be the duty of the Secretary to attend and keep a written record of all meetings of the Society; to carry into execution all orders, votes and resolutions not otherwise committed; to prepare, under the direction of the Board of Directors an annual report of the transactions and condition of the Society. In case of absence or disability of the Secretary, the Board of Directors may appoint a Secretary pro tem.

Treasurer: The Treasurer shall keep an account of all monies received and expended for the use of the Society. She/he shall deposit all sums received in a bank or banks approved by the Board of Directors and make a report at the annual meetings or when called upon by the President. Funds may be drawn only upon the signature of the Treasurer or at the election of the Board, the Treasurer and the President. The funds, books, and vouchers shall at all times be under the supervision of the Board of Directors, subject to its inspection and control. At the expiration of his/her term of office, she/he shall deliver all books, monies and other property to the Vice Treasurer or to the President. The Society's books shall be reviewed by a CPA periodically.

Executive Committee: The Executive Committee shall consist of the Officers. Additional Directors input/attendance will be on a meeting needs basis.

Regional Directors: There shall be three regions in the state: Eastern, Central, and Western. Each shall have two (2) directors. It shall be the duty of each director to assist with soliciting and retaining members in his/her area, and as needed, to welcome and serve as liaison for new members in his/her region. He/she will serve as a spokesperson for his/her region and assist with transportation of artwork from artists in his/her area to and from exhibitions.

He/she will circulate information about activities within the state and gather information from his/her area for the newsletter. The regional director will be responsible for planning and implementing at least one fund-raising event in his/her area per year. The directors, at their discretion, shall devise a committee(s) to assist in fulfilling these duties.

The Central Region is identified by the following counties thus also defining Eastern and Western regions: Alamance, Anson, Caswell, Chatham, Cumberland, Davidson, Davie, Durham, Forsyth, Franklin, Granville, Guilford, Harnett, Hoke, Johnston, Lee, Montgomery, Moore, Orange, Person, Randolph, Richmond, Rockingham, Rowan, Scotland, Stanly, Stokes, Surry, Vance, Wake, Warren, Yadkin.

Executive Director: The Society may have a paid Executive Director who shall be the general executive officer of the Society under the direction and subject to the control of the Board of Directors. Subject to such direction and control, she/he may accept contributions to the Society and shall transmit to the Treasurer all monies received by him/her for the account of the Society. It shall be the responsibility of the Executive Director to conduct correspondence with the membership about Society affairs by preparing and mailing the Society's newsletter, prospectuses, membership directories, notices and all other publications as needed. The executive director shall be responsible for the general supervision and formulation of the Society's work and other work as deemed in the job description.

Membership Chair: it shall be the duty of the Membership Chair to maintain all records of each member, including, but not limited to: name, mailing address, email address, phone number, region, type of membership, amount of dues paid, date of last dues paid, and signature status. This information will be made available to officers and committees as needed for the purposes of, but not limited to, mailings, website listings, preparation of the Members' Handbook, and disseminating information to the membership. The Membership Chair shall answer all correspondence from members or prospective members, and shall forward all dues monies collected to the Treasurer.

Section 4. Removal of Officers and Agents: Any officer or agent may be removed by the Board of Directors whenever in the judgment of the board the best interests of the society shall be served thereby, provided however, that the President and Vice President may be removed only by action of all of the other members of the board of directors.

Section 5. Vacancies: All vacancies in any offices shall be filled by the Board of Directors without undue delay, at its regular meeting or at any special meeting, to be approved by the general membership at its next meeting.

ARTICLE VI: Committees

Section 1. Committee on Nominations: A nominating committee of four members shall be appointed by the Board of Directors every other year at the first meeting of the Board. One member of the committee on nominations shall serve as chairperson as determined by the board. It shall be the duty of this committee to nominate candidates for the Board of Directors to be elected at an annual meeting; to notify the members of the society of their election; and to notify members of their appointment on committees.

Section 2. Other Committees: The President shall, subject to Board approval, appoint additional committees, either standing 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 their charges have been fulfilled. These committees may consist of, but are not limited to the following:

Personnel: This committee is responsible for the annual performance review of the executive director. This committee shall also be responsible for maintaining the governing policies and bylaws. This committee shall also function as the committee on nominations and will perform the duties as described in Article VI, Section 1 above.

Exhibitions: This committee serves as liaison between the Society and the local exhibitions chairperson for statewide exhibitions. This committee is responsible for exhibition/workshop site selection, program development, guest artist/juror selection, contract negotiation and prospectus development in a manner consistent with these by-laws. The committee shall be responsible for preliminary review of all submissions by members to any of the Society's statewide exhibitions for compliance with the prospectus. The committee shall exclude submissions not in conformance with exhibition's prospectus and shall notify submitting member of the basis for exclusion. This committee shall also annually review the Society's criteria set forth in the prospectus, and assess submitting members' compliance therewith and make written recommendations for changes or revisions to the Board as appropriate. The Exhibition Chair shall be the keeper of the Society's Seal.

Exhibitions Criteria Panel: This panel serves as the body tasked with ensuring members' compliance with the Society's criteria as set forth in Article II, Section 2 when submitting artwork to the Society's state-wide exhibitions.

The Panel shall be comprised of three (3) individuals:

- (1) a member of the board's exhibition committee as designated by the president at least sixty (60) days prior to any state-wide exhibition of the society;
- (2) a member of the local exhibitions committee for the particular state-wide exhibition for which the artwork is being evaluated as designated by the chairperson of the board's exhibitions committee; and
- (3) the regional director for the region in which the exhibition is located, if available. If the regional director is not available, the President may appoint another member of the Board to serve on the panel. The Vice President shall serve as an ex-officio member of the panel and be permitted to participate in the panel's discussions and considerations but shall have no vote in the panel's determination of compliance.

The panel shall evaluate, prior to its display at the exhibition and/or judging for awards, each piece of artwork that has received notice of acceptance into a statewide exhibition of the Society for compliance with the criteria set forth in Article IX and/or the exhibition's prospectus. Any questions or concerns of the panel regarding whether the artwork is in compliance with the criteria in Article IX and/or the exhibition's prospectus shall be resolved by recorded vote of the panel's members with a majority vote of the panel determining whether the artwork will be included or excluded from the exhibition. The panel shall exclude submissions not in conformance with Article IX and/or the exhibition's prospectus and notify the submitting member of the basis for exclusion. No entry fees will be returned to the submitting member for artwork excluded for noncompliance with Article IX. The decision of the panel is final.

Annual Traveling Exhibition: The Juror shall select paintings from the annual exhibition to comprise a smaller exhibition which will travel to other regions of the state.

Finance/Fundraising: This committee is responsible for budget development, solicitation of funds for exhibitions, programs, general operating expenses, and for researching and implementing other methods of generating funds.

Strategic Planning: This committee is responsible for conducting periodic strategic planning assessments and establishing and maintaining plans for the WSNC to achieve its long range strategic plans.

Permanent Collection: This committee shall be made up of at least three members, appointed annually by the President of the Watercolor Society. Duties include:

- Soliciting funds from Society members and other interested parties, to be used for the purchase of artwork for the Collection;
- Choosing one painting from each Annual Exhibit, to be included in the Collection;
- Accepting donated paintings when deemed appropriate for the Permanent Collection;
- Overseeing safe storage of the artwork;
- Overseeing release of the Collection for exhibits as appropriate and
- Maintaining complete and accurate records of the items in the Permanent Collection.

Section 3. Committee Quorum: A majority of any committee of the Society 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 VII: Disbursement of Funds

Section 1. General Funds: All funds collected by the society shall be disbursed in accordance with the articles of incorporation of the society and by a vote of the majority of the Board of Directors, irrespective of the quorum provisions of these bylaws, in a regular meeting or a special meeting called for the purpose of voting on the disbursement of such funds. Such disbursement shall be made in accordance with the provisions of this section.

Section 2. Restricted Long Range Funds: Funds designated as "Restricted Long Range Funds" by a majority vote of the Board of Directors, irrespective of the quorum provision of these bylaws, in a regular or a special meeting shall be segregated from the general funds. Restricted long range funds are intended to fulfill the society's Vision Statement (see Article I).

ARTICLE VIII: 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 recording Secretary or the Treasurer may execute the same in the name and on behalf of the Society and may affix the corporate seal thereto.

ARTICLE IX: Exhibition Criteria

Each submission for consideration for inclusion in the Society's state-wide exhibitions shall conform with the prospectus published for that year.

ARTICLE X: Seal

The seal of the corporation shall be kept by the Chairperson of the Exhibitions Committee.

ARTICLE XI: Parliamentary Authority

The rules contained in the current edition of *Roberts Rules of Order* shall govern the society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the society may adopt.

ARTICLE XII: Amendments

These bylaws may be amended, repealed or altered in whole or in part by, according to Roberts Rules, a two-thirds counted vote at any duly organized meeting of the corporation,

provided the membership received notification of the proposed amendment(s) from the Board of Directors at least ten days before the meeting at which such change was to be considered or that the proposed change was submitted in writing at the previous regular meeting.

ARTICLE XIII: Fiscal Year

The fiscal year of the corporation shall end on December 31 of each calendar year.

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