

# 2014 Bylaws of the Ohio Watercolor Society

## ARTICLE I. NAME AND DEFINITIONS

1. The name of this organization is the Ohio Watercolor Society (hereafter “OWS” or “Society”).
2. Watercolor is a term that refers either to a type of paint in which pigments are dissolved or suspended in a water-based medium or to a painting that results from the application of such paint to a surface that supports it.
3. A watercolorist is an artist who paints with watercolors.

## ARTICLE II. PURPOSE AND OBJECTIVES

The purpose and objectives of the OWS are:

- a. To promote and ensure high standards of watercolor painting in Ohio.
- b. To guide and assist the student and aspiring watercolor artists in Ohio and adjoining states.
- c. To encourage among the general public, the advancement and understanding, appreciation and awareness of the broad scope of watercolor painting.

## ARTICLE III. MEMBERSHIP AND AFFILIATION

1. There are four categories of affiliation with the OWS: (a) Signature Member, (b) Associate, (c) Honorary Associate and (d) Patron. Only Signature Members have voting privileges and may hold office in the OWS. All members and affiliates must be at least 18 years of age.
  - a. **Signature Members** (also referred to in these Bylaws as “Members”) are artists who have attained a high level of professionalism in watercolor painting as indicated by meeting the standards and requirements specified in Article III.2. The Signature Members have the authority to make the decisions about the programs, finances, and other matters that are necessary to promote and sustain the Society. Signature Members are entitled to receive all benefits of the OWS that are set by the Executive Board and are permitted to use the letters “OWS” after their signatures on paintings. At the time of election to Signature Member status, an artist must:
    - i. Reside in the State of Ohio; or
    - ii. Have a place of business in Ohio; or
    - iii. Live in an adjoining state (PA, WV, KY, IN or MI) and be a member of an Ohio art organization.An artist will not cease to be a Signature Member by subsequently moving to another state. A Signature Member becomes officially designated as such upon receipt of his or her dues.
  - b. **Associates** are artists who are interested in watercolor painting, meet the residency criteria specified in Article III.1.a, and apply to the OWS on an authorized form along with payment of dues. Associates may not use the letters “OWS” after their signatures nor publicly promote themselves as members of the OWS. Such conduct shall be regarded as grounds for terminating their affiliation with the OWS. Associates are entitled to receive the benefits given to Signature Members except for voting and holding office. An Associate may serve on committees, including in the role of co-chair with a Signature Member.
  - c. **Honorary Associates** are persons recommended and elected by a majority vote of the Executive Board at one of its meetings. An Honorary Associate will be honored by the presentation of a certificate in an appropriate venue. An Honorary Associate is intended to be:
    - i. An outstanding person who has done meritorious work in Art; or
    - ii. One who has done for and aided in the advancement of Art and in the protection of the rights of artists; or
    - iii. One who has done outstanding development and/or teaching of Art.Honorary Associates are elected for three-year terms, which may be renewed indefinitely by the Executive Board. Honorary Associates may not use the letters “OWS” after their signatures nor publicly promote themselves as members of the OWS. Honorary Associates will not receive the benefits given to Members and Associates.
  - d. **Patrons** are individuals, couples or organizations whose financial contribution to the OWS during a fiscal year equals or exceeds an amount specified by the Executive Board. A Patron’s term is one year, conforming to the fiscal year in which the contribution was made; and the corresponding Annual Exhibition Catalog will list Patron’s names to honor their contributions.

2. Any artist is eligible to apply to be a Signature Member once his/her work has been accepted twice into the OWS Annual Exhibition (Article XI). The application process occurs once each year and follows criteria

established by the Executive Board. Eligible artists are responsible to apply to the Membership Secretary for Signature Membership before the application deadline. There is no limit to the number of times an artist may apply before achieving Signature Member status.

3. At the time of the adoption of these Revised Bylaws, artists who are presently designated Active members will be termed Signature Members and those called Associate members will be termed Associates. The Executive Board will vote to elect Honorary Associates at its next regular meeting.

#### **ARTICLE IV: DUES**

1. The Executive Board will establish the amounts of dues.
2. The Membership Secretary will notify Signature Members and Associates of their dues accounts at least 30 days before the renewal date of October 1.
3. Honorary Associates are not required to pay dues.
4. Members on the Executive Board may elect to forego the payment of dues while serving on the Board.
5. Signature Members and Associates who fail to pay their dues by December 1 will be suspended until such time as payment is made. Suspension means that the Member or Associate will not receive mailings or other benefits. A Member who fails to pay dues before October 1 of the following year will no longer be a member in the OWS and will no longer be permitted to use the letters "OWS" with their signatures. The artist will have to reapply according to Article III.2 in order to meet the required criteria to become a Signature Member.

#### **ARTICLE V: GOVERNANCE**

1. To facilitate making routine and day-to-day decisions throughout the year, the Members have created a governing body called the Executive Board (also referred to as "Board"), which is composed of the Officers (Article VI) and nine Trustees, elections of which will be held according to Article IX. The Board is responsible to the Members and Affiliates to perform the duties and to manage the affairs, programs, assets and finances of the OWS according to these bylaws and any amendments thereof.
2. The Officers serve two-year terms that are indefinitely renewable.
3. The nine Trustees will be grouped into three classes, each comprising three members who serve three-year terms that are indefinitely renewable.
4. The terms of Officers and Trustees will commence January 1 and end on December 31 of the pertinent year.
5. All Officers and Directors of the Board shall serve without compensation.
6. Each of the Officers and Trustees of the OWS shall be subject to removal from office for malfeasance or dereliction of duty, by unanimous vote of the other members of the Board. Ten days' previous notice of such action shall be given to the member so charged, and before action may be taken, the Officer or Trustee shall be permitted to present a defense at a meeting of the entire Executive Board, specifically called for such purpose. Within three weeks after a removal action by the Board, the Signature Members will be sent a letter or email explaining the action taken by the Board. The vacancy will be filled according to Article IX.10.
7. The Board will meet not less frequently than three times each year. Board meetings are open to attendance by Members and Associates, who are allowed to enter into discussions but do not have voting privileges.
8. A quorum at Board meetings will consist of at least seven trustees and an officer.
9. Action permitted at any meeting of the Board or committee may be taken without a meeting, if a written record of such action is submitted by at least two-thirds (2/3) of the members of the Board or committee, and such written record is filed with the minutes of proceedings of the Board or committee. Such written consent may be given by signed letter, fax, or verifiable email.

#### **ARTICLE VI: OFFICERS**

1. The Officers of the OWS are President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, 3<sup>rd</sup> Vice President, Corresponding Secretary, Recording Secretary, Membership Secretary and Treasurer.
2. The President shall exercise the usual functions of a presiding officer, including the following;
  - a. Preside over all meetings and serve as an ex-officio member of all Standing Committees.
  - b. Serve as the OWS representative in business, legal or social contacts with other organizations.
  - c. Sign all contracts and legal papers for the OWS or designate another officer to act as the authorized representative for such purpose.
3. The 1st Vice President is to exercise the usual functions of a presiding officer in the absence or the inability of the President to serve and will supervise all Exhibitions and related activities including, but not limited to,

receptions, banquets, and the printing and distribution of exhibition documents. The 1st Vice President has the authority to sign all contracts and legal papers related to the Exhibition and related activities.

4. The 2nd Vice President will communicate with and assist the other Officers and Trustees in matters and expenditures pertaining to budget and finances.
5. The 3rd Vice President will coordinate educational programs and aid in implementing such programs statewide.
6. The Corresponding Secretary will notify all Signature Members of the Annual and Special Meetings and elections and will attend to special mailings and correspondence as designated by the President, Recording Secretary or Treasurer.
7. The Recording Secretary will record minutes of all meetings of the Board and is responsible for the safekeeping of all permanent records of the OWS, including the Articles of Incorporation and Bylaws. The Secretary will assemble such data or material as needed by the Board.
8. The Membership Secretary will maintain an up-to-date roster, send dues notices to Members and Associates, be responsible for publishing a roster of all Members and Associates not less than every three years, issue applications to prospective Members and Associates, and receive and process applications from prospective Members and Associates.
9. The Treasurer is responsible to the Executive Board for the control of all finances of the OWS, in order to insure its solvency. The Treasurer will:
  - a. Maintain and keep current accurate records of assets and liabilities for the OWS.
  - b. Contract with an independent CPA to audit such records within 60 days from the close of each fiscal year.
  - c. Maintain the proper bank accounts and be responsible for deposit of all income and for prompt payment of all obligations of the OWS. All financial transactions paid by check as well as withdrawals greater than \$500 require the signature of the Treasurer and another Officer or Trustee designated by the Board.
  - d. Disburse no funds in excess of the current spending cap established by the Executive Board without prior approval of the Board.
  - e. Maintain a system of control that will provide an accurate statement of all income, expenses, liability and material worth of the OWS whenever such statement is requested by the Finance Committee or the Board.
10. The OWS may employ a permanent Executive Secretary with responsibilities to cover any or all of the duties assigned to the Recording, Corresponding, or Membership Secretaries or to assist any Standing Committee.

#### **ARTICLE VII: RESPONSIBILITIES**

All Officers and Committee Chairpersons are required to:

- a. Keep accurate records and maintain a written summary of their responsibilities and activities;
- b. Submit to the Recording Secretary original or copies of all formal correspondence, reports and other records related to their current activities in the OWS;
- c. Transfer to the archives, through its authorized representatives, all material related to their activities for which they no longer have a current need;
- d. Prepare, for submission to the Executive Board at its Annual Meeting, a written summary report including all pending or completed plans.

#### **ARTICLE VIII: MEETINGS**

1. The Annual Meeting of the OWS will be held on the day of the opening reception for the Annual Exhibition at a time and place to be designated by the Board. The Corresponding Secretary will send a notice of the Annual Meeting by mail or email to each Member not later than three weeks before the date of the meeting.
2. Special Meetings may be called at any time by the President or by written request of at least seven Members, specifying the purpose of such meeting. All Members are to receive notice of the Special Meeting and its purpose at least five days prior to the meeting. No business apart from the announced purpose may be transacted at a Special Meeting.
3. A quorum at any Annual or Special Meeting of the OWS shall consist of at least fifteen Members present in person or by mailed proxy or ballot.
4. Meetings will be conducted in the manner of "Modified Consensus".

#### **ARTICLE IX: ELECTIONS**

1. Elections will take place at the Annual Meeting for those Officers and Trustees whose terms will expire on December 31 of the same year.

2. At least one month before the Annual Meeting, the President, along with at least one other Officer or Trustee, will generate a list of nominees for Offices and Trustees whose terms will expire later that year. The work may be done through meetings, phone calls or emails, and the President will submit the nominations to the Corresponding Secretary.
3. The Corresponding Secretary shall prepare a ballot so that Members not present at the Annual Meeting may vote by mail. Except as described in Article IX.4, this ballot will be sent by mail or email to all Members not less than 14 days before the Annual Meeting and will list the names of nominees submitted to the Corresponding Secretary by:
  - a. The President, as specified in Article IX.2; or
  - b. A letter signed by at least three (3) Members; or
  - c. A self-nomination letter from any Member.
4. A ballot is not required to be sent to Members to vote for Officer positions in which a candidate is running unopposed or for Trustee positions in which the number of candidates is equal to or less than the number of vacancies. Instead, Members present at the Annual Meeting will vote to confirm the appointment of candidates to these positions.
5. The presence of a Member at the Annual Meeting will revoke his/her mailed proxy or ballot vote.
6. The nominee receiving the greatest number of votes for each office will be declared elected.
7. The three (3) nominees for trustees receiving the greatest number of votes will fill the class elected that year. In case of a tie, the Members present at the Annual Meeting will vote in a runoff election among those nominees receiving the same number of votes until three trustees have been chosen.
8. A vacancy in the nominations for an office or trustee position at the time of the Annual Meeting may be filled by a nomination made from the floor and voted upon by the Members present.
9. The Executive Board will designate tellers of election for the counting of the Members' votes. Any ballot or proxy not signed by a Member shall be deemed to be invalid.
10. A vacancy arising in any office or on the Board subsequent to an Annual Meeting will be filled by a majority vote of the Executive Board, the elected to serve until the next Annual Meeting and election.

#### **ARTICLE X: COMMITTEES**

1. The Executive Board, acting as a Committee of the Whole, will oversee and make the decisions about the activities and programs conducted or sponsored by the OWS.
2. Matters that require long range planning and action or decisions that are not easily resolved in a single meeting of the Board will be referred to one of the Standing Committees. The Chairperson serves as liaison to the Board, which must approve decisions made by any committee.
3. The Standing Committees are:
  - a. The Exhibitions Committee: the 1<sup>st</sup> Vice-President serves as Chairperson
  - b. The Finance Committee: the 2<sup>nd</sup> Vice President serves as Chairperson; the Treasurer is an ex officio member
  - c. The Education Committee: the 3<sup>rd</sup> Vice President serves as Chairperson
  - d. The Membership Committee: the Membership Secretary serves as Chairperson
4. The Board may from time to time convene *ad hoc* committees to act on any matter not in the purview of a Standing Committee. At least one member will be a Trustee, who serves as liaison to the Board.
5. Each committee is responsible to the Board and to OWS Members for the proper administration of its income and expenses. Each committee, through its chairperson or authorized representative, must submit to the Treasurer for payment or reimbursement, a written request with the date of contract, description of the purpose, name of payee and the amount to be paid.

#### **ARTICLE XI: EXHIBITIONS**

1. To promote and implement the "Purpose and Objectives" specified in Article II as well as to provide an avenue for attaining Member status outlined in Article III.2., the OWS will hold an annual, juried exhibition. The general eligibility criteria, fees and other matters related to the submission, jurying, acceptance and display of works will be established solely by the authority of the Board each year and set forth in an Exhibition Prospectus that will be made available to all Members and Associates and will be openly publicized and accessible to the general public.
  - a. The eligibility criteria will be easily and clearly defined in the Exhibition Prospectus.

- b. Prior to adopting any major changes related to eligibility criteria, especially for allowed mediums, the Executive Board will take into consideration the opinions and viewpoints that are in the best interest and reflect the general outlook of the majority of the Members.
  - c. The Exhibition Committee (Article X.3.a) for each annual, juried exhibition will ensure that all accepted entries adhere to the eligibility criteria.
2. In addition to the Annual Juried Exhibition, the OWS may promote or sponsor other regional and/or special exhibitions specifically designed for either or both Signature Members and Associates and may include artists not affiliated with the OWS. The eligibility criteria for these exhibitions will be established by the Board and set forth in an Exhibition Prospectus that will be openly announced to all qualifying artists.

**ARTICLE XII: PERMANENT COLLECTION**

- 1. To fulfill the purposes and objectives of Article II, the OWS will continue to develop, maintain and preserve a Permanent Collection (hereafter “Collection”) of watercolor paintings created by its Members.
- 2. Additions to the Collection may be made in either of two ways:
  - a. Through purchase of outstanding paintings at each Annual Exhibition selected by the juror thereof. The Board must approve the expenditure of funds for such purchase subsequent to selection.
  - b. Through donations of paintings from past or present Members or their estates:
    - i. Donors must express their intent in writing to the Board in order to receive an application form.
    - ii. Submitted donations may be added to the collection only after approval by the Board.
- 3. The Permanent Collection will be managed by a Curator who is appointed by the President with approval by the Board.
- 4. The Curator may solicit Members and Associates to assist with his or her responsibilities, which include:
  - a. Maintaining, storing and cataloguing the paintings in the Collection.
  - b. Arranging promotional presentations to Ohio museums, schools, art organizations, and other educational institutions.
  - c. Scheduling exhibits, including arrangements for transportation.
- 5. Selling or otherwise disposing of the Collection, if necessary, requires the approval of the Board and a written favorable vote of two-thirds of the Signature Members. Disposal of the Collection in the event of dissolution of the OWS will be carried out according to Article XVII.2.

**ARTICLE XIII: AMENDMENTS**

Proposed amendments to these Bylaws must be presented in writing at a meeting of the Executive Board and subsequently adopted by a two-thirds (2/3) majority of those voting at the Annual Meeting or at a Special Meeting, provided that

- a. A quorum is present by ballot, proxy or Member’s attendance, and
- b. The proposed amendment has been sent to each Member by mail or email along with a ballot or proxy for voting by mail at least thirty days prior to the Annual or Special Meeting.

**ARTICLE XIV: FISCAL YEAR**

The fiscal year of the OWS commences October 1 and ends on September 30 of the following year.

**ARTICLE XV: PROHIBITED ACTIVITIES**

The OWS and its members are not permitted to engage in activities that are prohibited under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any other applicable current or future United States Internal Revenue Law.

**ARTICLE XVI: INDEMNIFICATION**

- 1. To the extent permitted by Ohio law, the OWS shall indemnify any present or former Trustee, officer, committee member, or employee against expenses (including attorney's fees), judgments, decrees, fines, penalties, amounts paid in settlement, and other liabilities in connection with the defense of any pending or threatened action, suit, or proceeding whether criminal, civil, administrative, or investigative, to which such person is or could reasonably expect to be made a party, provided:
  - a. that such person was not guilty of willful or wanton misconduct in the performance of their duty to the OWS;

- b. that such person acted in good faith in what they reasonably believed to be the best interests of the OWS; and
- c. that, in any matter the subject of a criminal action, suit, or proceeding, such person had no reasonable cause to believe that their conduct was unlawful.

The determination as to a., b., and c., directly above, shall be made:

- i. by a majority vote of a quorum of the Board consisting of said Trustees and Officers who are not or were not parties to or threatened with such action, suit, or proceeding; or
  - ii. if such a quorum is not available, or even if obtainable, if a majority of such quorum of disinterested Trustees and Officers so directs, by a written opinion of independent legal counsel to whom the matter may be referred by a majority vote of the Board. Any independent counsel or a firm associated with the attorney shall not have performed services for the corporation or any person to be indemnified within the past five years.
- 2. The termination of any claim, action, suit, or proceeding by judgment, order, settlement, conviction, or plea of guilty or nolo contendere shall not create a presumption that such person did not meet the standards of conduct set forth in this Article.
  - 3. To the extent that any such person has been successful on the merits, on a procedural basis or otherwise, with respect to any such action, suit, or proceeding, or in the defense of any claim, issue, or matter therein, such person shall be indemnified against expenses, including reasonable attorneys' fees, incurred in connection therewith regardless of the determination specified in the above paragraph of this Article.
  - 4. The indemnification provided by this Article shall not be deemed exclusive of, or in any way to limit, any other rights to which any person eligible for indemnification may be or may become entitled as a matter of law, or pursuant to the Articles of Incorporation, the Bylaws, agreements, insurance coverage, or otherwise. The indemnification provided by this Article shall continue as to a person who has ceased to be a Trustee, officer, committee member, or employee and shall inure to the benefit of the heirs, executors, and administrators of such person.
  - 5. Irrespective of the provisions of this Article, the Board at any time or from time to time, may approve the indemnification of Trustees and Officers or other persons to the full extent permitted by the provisions of the Ohio General Non-Profit Corporation law at the time in effect, whether on account of past or future transactions.
  - 6. The extension of rights of indemnification hereunder by liberalization of any existing law of the State of Ohio shall not be construed as limiting any right of indemnification of any Trustee or Officer, which has accrued under an existing law. It is the intention of this provision that any liberalization of the law of the State of Ohio shall inure to the benefit of Trustees and Officers entitled to indemnification. No change in the law of Ohio decreasing the rights of indemnification shall be deemed to derogate from or decrease any right of indemnification which shall have accrued or vested prior to the change in such law.
  - 7. If any part of this Article shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effect of the remaining provisions of this Article shall not be affected.

#### **ARTICLE XVII: DISSOLUTION OF THE SOCIETY**

- 1. Dissolution of the Society requires an affirmative vote of a majority of the Members of the OWS, after which the Executive Board will—after payment or making provision for the payment of all the liabilities of the corporation—dispose of all the assets of the corporation, exclusively for the purpose of the corporation in such manner or to such organization or organizations organized 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 the corresponding provisions of any future United States Internal Revenue Law) as the Executive Board shall determine.
- 2. In the event of dissolution of the OWS, the Executive Board will seek a buyer for the Permanent Collection (Article XII) and disburse the proceeds of its sale according to Article XVII.1. If the Collection cannot be sold for an amount agreeable to the Board, it will be donated to a museum or museums in Ohio chosen by the Board, with the right of first refusal for the entire collection given to the Canton Museum of Art in Canton, Ohio.
- 3. Any such assets not so disposed of according to Article XVII.1 and XVII.2 shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organizations or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.