

MISSOURI WATERCOLOR SOCIETY BYLAWS

ARTICLE I. NAME, PURPOSE , DESCRIPTION

Section One

_____The name of this not-for-profit corporation is **Missouri Watercolor Society**. The address of the principal office of this corporation shall be 1406 Kenwood Drive, Fulton, Missouri 65251-1317 until such time the nonprofit corporation moves its location.

Section Two

_____As set forth in the Articles of Incorporation, this nonprofit corporation was formed to increase public awareness and appreciation of water based media; to educate the public and provide support to artists through publications and exhibitions; and to maintain the highest aesthetic standards through competitive exhibitions for artists working in water based media.

Section Three

_____The Missouri Watercolor Society is a nonprofit corporation registered with the Office of the Secretary of State of Missouri, and with the IRS. Its direction is based on legal standards created by court decisions and/or by law. Both Missouri and Illinois statues are based on the Revised Model Nonprofit Corporation Act. A second federal statue also directs the organization: the Sarbanes-Oxley Act. Both of these statues give guidance on running the organization.

ARTICLE II. BOARD OF DIRECTORS

Section One (responsibility)

_____The Board of Directors is the governing body of the corporation and must comply with government requirements (see above, Section Three, description). The Board shall have the power to elect officers, make policy decisions and change the corporation's mission. The Board shall be responsible for the following:

- * To hire or appoint the Executive Director
- * Oversee the management of the organization
- * Set goals, establish policies, and develop long-range plans
- * Review budgets and program plans
- * Represent the organization to the public.
- * Attend Board meetings and serve on committees.
- * Help obtain new members

Section Two (numbers of directors)

_____Number of directors on the Board will be seven (7) to fifteen (15) at any one time. This number may be changed through an amendment to the Bylaws. Nominations to the Board may come from the membership at large, and/or the directors may nominate their own successors to fill the remaining term of office.

Section Three (terms)

Term of office will be six years. The member may elect to remain on the board for second term for a total of twelve (12) years. Directors may serve a total of two (2) terms.

Section Four (quorum)

_____ A quorum will consist of 1/3 of the total voting members of the Board.

Section Five (time, place, and number of meetings)

_____ The Executive Director shall decide when and where the meetings will take place and give notice to the Board. The Board will meet a minimum of one time during the fiscal year and that meeting should occur within the fourth quarter of that fiscal year which runs from July 1 to June 30.

- a) Special meeting may be called by the Executive Director, or two members of the Board.
- b) The Executive Director will give two weeks notice to each member of the Board prior to the regular meeting.

Section Six (compensation)

_____ The Board of Directors will receive no compensation for their services nor for travel to and from meetings. They may be reimbursed for reasonable expenses incurred serving the corporation; however, this must be approved by the vote of 1/3 of the Board.

Section Seven (resignation and removal)

_____ A director may resign by submitting a written "Statement of Reason" to the Chairperson of the Board, or the Executive Director.

A director may be removed from office, at the discretion of the Board, for the following reasons:

- * Is absent for three consecutive meetings
- * Is involved in a major conflict of interest
- * Has made unjust claims for compensation or awards

ARTICLE III. OFFICERS OF THE BOARD

Section One

_____The Board shall hire or appoint the Executive Director. The Executive Director will be the principal executive officer of this corporation and shall exercise the usual functions of a presiding officer. The Executive Director will serve as the Chairman of the Board, and will preside over all meetings of the Board of Directors. The Executive Director shall sign all legal papers authorized by the Board of Directors unless the authority is delegated by the Board or Bylaws to someone else. The Executive Director shall appoint all standing committees and shall give guidance and leadership in all activities of the corporation. His/her term of office is renewable each six years based on a positive evaluation by the Board of Directors. The Executive Director may be removed from office by a vote of 2/3 of the Board.

Section Two

_____ The officers of the Board shall consist of the Executive Director, a Vice President, a Recording Secretary, and a Treasurer.

The **Vice President** shall assume the duties and powers of the president in the president's absence, inability, or refusal to perform his or her duties. The vice president will assist the president in all plans for activities to be presented to the Board of Directors. The vice president shall be a member of the Board of Directors.

The **Treasurer** shall have the responsibility of managing the funds for the corporation: shall prepare and sign all checks; receives and give receipts for money due and payable to the corporation; and deposits money in corporation's name in accordance with the Articles of

Incorporation and the Bylaws. The Treasurer will make a fiscal report to the Board of Director at each meeting. The Treasurer is a member of the Board of Directors.

The **Recording Secretary** shall keep the minutes of all the meetings of the Board of Directors, sees that all notices are given in accordance with the Bylaws or provided by law, and distributes minutes to the Board members. The secretary is a member of the Board of Directors.

ARTICLE IV. MEMBERSHIP AND DUES

Section One (privacy)

The members of the Missouri Watercolor Society are protected by the following privacy statement:

The Missouri Watercolor Society will not release your name, address, phone number, fax, or e-mail address to any individual. MoWS neither rents nor shares its membership list. At times, MoWS may give certain necessary information to third parties performing services for MoWS for example: Monarch Web Site Design for use on the MoWS Web site and the MoWS magazine, Watercolor Studio. In addition, MoWS may share information with our corporate sponsors providing the sponsor follows strict guidelines and safeguards to keep the information confidential. MoWS will provide necessary information to inquiries about its Web site galleries: for example: a buyer wanting information about a painting that is for sale.

Section Two (dues and discipline)

_____ Nonpayment of dues within the period from January 1 to March 1 will terminate the membership. Notice of dues will be sent out by the treasurer annually. A member may be reinstated by payment of the current year's dues.

Section Three

There shall be eight classes of membership with annual dues:

Signature Member	\$25.00
Active Member	\$25.00
Family	\$40.00
Business and Corporations	\$500.00 - \$1000
Silver Mentor	\$100.00
Gold Mentor	\$500.00
Honorary Member	0

Section Four (members)

An individual or business does not have to reside in the state of Missouri to hold membership in the organization.

_____A **Signature Member** is one whose work has been accepted into two separate annual juried "Watercolor Missouri National" competitive exhibitions. The Signature Member has voting privilege and has earned the right to use the initials "MoWS" as long as dues remain current.

Signature membership is the only membership category which confers the right to use the initials "MoWS" in any official capacity in relation to this organization.

An **Active Member** is an artist working with water based media and participates in the activities of the Missouri Watercolor Society, but has not achieved Signature status.

A **Family** is defined as individuals of the same name living under the same roof. Individuals with the same name living apart are required to pay for their own (separate) membership

A **Patron** is one who is not an artist but enjoys and supports the activities of the Missouri Watercolor Society. This status is reserved for individuals and families. The Patron has no voting privilege. A Patron may achieve membership status by being an awards donor or by contributing in other substantial ways to further the goals and objectives of the Missouri Watercolor Society.

Businesses or corporations that are active supporters of the Missouri Watercolor Society. They can achieve membership status by being an awards donor or by contributing in other substantial ways to further the goals and objectives of the Missouri Watercolor Society. They have no voting privilege.

Silver and Gold Mentors are special memberships set aside for persons or organizations who support the arts through philanthropy.

Honorary membership may be bestowed upon any individual who in the eyes of the Board of Directors has made a significant contribution to the visual arts in the state of Missouri. Nominations may be made to any board member at anytime during the year, or by the membership at large to any board member. The nomination must be accompanied with a brief statement of reasons, accomplishments of the individual, and letters of recognition from two other sources.

ARTICLE V. FISCAL AND LEGAL AUTHORITY

Section One (legal)

_____The Board of Directors shall set the fiscal year for the corporation. The Board shall determine and authorize the following officers to sign legal documents and checks Executive Director and the treasurer. In the absences of the president Executive Director, the vice president may be asked to sign for the corporation.

Section Two (fiscal)

_____At the direction of the Board of Directors, the fiscal year shall begin on July 1 and shall end June 30.

ARTICLE VI. AMENDMENTS

Section One

The Bylaws may be amended at any official meeting of the Board of Directors by a two- thirds (2/3) vote. Prior notice of the amendment must be sent to each board member two weeks before the next meeting of the Board by the sponsoring board member. Any member of the at large membership may bring a proposal for consideration by the Board of a change in the By-laws. This must be in writing and presented to a board member three (3) weeks before the Board meeting.

Section Two

The Bylaws may be reviewed by the Board of Directors annually, and shall be reviewed at the end of each six (6) - year period.

ARTICLE VII. MEETING OF MEMBERSHIP AND ELECTIONS

Section One (meeting of membership)

_____The members may meet once a year in conjunction with the annual Members' Invitational exhibition. This exhibition will be held each September.

Section Two

_____Simplified parliamentary procedure will be followed. Adequate minutes will be kept by the secretary.

Section Three (elections) (nominations and elections)

Upon a board member completing his/her term of office, or being unable to complete said term, members of the nonprofit corporation, in good standing, may nominate a candidate. Nominations shall be sent to the Executive Director. The Executive Director will send each member a ballot with the list of candidates. Again, members will be given an opportunity to nominate a candidate by writing in a name in the space provided. The election to the board shall be made by a simple majority of returned votes from the membership. The board members will elect the individual officers from amongst themselves.

ARTICLE VIII. STATUS OF CORPORATION

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section One (increment of income):

No part of its net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.

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 in (including the publishing or distribution of statements) any political campaign on 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contribution to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section Four (dissolution clause):

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed

of shall be disposed of by a court of Competent jurisdiction 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.