



BYLAWS

ARTICLE I: NAME AND PURPOSE

A. This document, updated and ratified December 15, 2022, replaces all previous bylaws and amendments of the Florida Watercolor Society.

B. **NAME:** The name of the organization is the Florida Watercolor Society (FWS).

C. **PURPOSE:** The purpose of this society shall be to:

a. Educate the public as to the importance of watercolor and watermedia as a creative and permanent painting medium.

b. Contribute to the cultural atmosphere and standards of the State of Florida.

c. Support and educate members of FWS and other watercolor organizations in their worthwhile endeavors in watercolor and watermedia painting.

D. **LOCATION:** FWS is a non-profit, tax-exempt, Florida Corporation with headquarters located at the address of the Treasurer. The FWS website address is floridawatercolorssociety.org and is referred to in subsequent sections of these bylaws as the FWS website.

E. **DEFINITION:** Watercolor painting is defined as painting in water-soluble watermedia on all surfaces created for watermedia, framed, and placed under Plexiglas (acrylic) or sealed with an approved material. FWS approved substrates and framing will be revised and approved by the Board of Directors periodically. More detailed information will be provided to members in a Prospectus to cover watermedia, substrate, and framing requirements for each Annual Exhibition.

ARTICLE II: MEMBERSHIP/SPONSORSHIP

A. **MEMBERSHIP CATEGORIES.** There shall be two classes of participation in FWS Membership categories: Basic and Associate/Participating. Membership period begins January 1 and expires on December 31 each year. Members may join at any time during the year. All membership categories may enjoy FWS private YouTube video access to all demonstrations posted for members only, newsletters, and Annual Exhibition Show catalog. State of Florida residency requirements vary by membership class. Any Florida resident member who after joining moves out of the State of Florida may retain membership subject to payment of dues according to the respective membership category.

1. **Basic Membership:** Students (under 22 years of age) and non-residents are encouraged to participate in the activities and events of FWS including Exhibition Receptions, Convention Workshops at a reduced member rate, and other events that may be offered to other members at a discounted price. Florida residency is not required for this class of membership. Basic members are not eligible to enter the annual or online exhibitions, vote on FWS business, or hold a position on the Board of Directors.

2. **Associate/Participating Membership:** Three (3) progressive classes of membership are available including Associate, Participating and Signature. All Associate, Participating and Signature members) may vote in all elections and hold office according to Board of Directors eligibility requirements. In addition, there are special membership subcategories of Life, Charter, and Honorary.

a. **Associate Membership**

i. Only Florida residents are eligible to become Associate Members. Since many people do not spend the entire year in the state, residency requirements include possession of a Florida mortgage or lease or a Florida drivers' license. This is offered as a guide only and will be subject to review by the Membership Chair and the Board of Directors.

ii. Associate Membership shall be extended to any individual meeting the residency requirements and paying the annual dues. A person who does not fulfill the requirements for membership in the Society may become a "Basic Member".

iii. Honorary Associate Membership is given as an honor only, without the usual monetary requirements. No membership privileges are granted, nor is entry into the Annual Exhibition allowed. Honorary Membership is granted only upon unanimous approval of the Board.

iv. The Nominating Committee may, in the interest of the Society, select an Associate Member to run for any office except for the positions of Presidency, any Vice President, or Exhibition Director. Board of Directors may make exceptions for Associate members with appropriate experience. If elected, that member would have all the rights and privileges of fellow Officers and Directors during the term of office only.

b. **Participating Membership**

i. In order to become a Participating Member, one must:

1. Be a paid-up Associate Member, not in arrears.
2. Enter a watermedia eligible painting and have such painting exhibited at one (1) FWS Annual Exhibition, or alternatively, receiving a one-time only single point for having won an award in the Non-Signature Online Show. It is noted that an individual may enjoy Associate Membership, by payment of dues, until such time as he/she/they qualifies for Participating Membership.
3. Participating Members enjoy this status with either one (1) or two (2) eligible paintings having been accepted or having won as noted in 2.a.ii. above and are identified in the FWS Membership ranks as either P1 or P2 accordingly. Each accepted entry must be different.

- ii. Having once qualified for Participating Membership in accordance with 2.a. criteria above, regular payment of dues is required to maintain status. After an individual has qualified for Participating Membership, he/she/they may be so informed by a member of the Board.
- iii. Participating Members are permitted to vote and are authorized to hold office with all powers and authority of the Society invested, except as noted below.
- iv. In exceptional cases, a membership may be terminated for cause by the Board of Directors, a majority of members present and concurring.
- v. Reinstatement of a Participating Membership which has lapsed because of non-payment of dues may be affected by the payment of dues for the current year and those years in arrears.

c. Signature Membership

- i. In order to become a Signature Member, one must:
 - 1. Be a paid-up Participating Member with no annual payments in arrears.
 - 2. Enter watermedia eligible paintings and have such paintings exhibited in three (3) FWS Annual Exhibitions or alternatively, have such painting accepted into one (1) FWS Annual Exhibition and a one-time only single point for having won an award in the Non-Signature Online Show. This includes qualifying for Participating Membership and acceptance and participation in two (2) additional Annual FWS Exhibitions or alternatively, have such painting accepted into one (1) FWS Annual Exhibition and a one-time only single point for having won an award in the Non-Signature Online Show. Each accepted entry must be different.
- ii. Having once qualified for Signature Membership in accordance with 3.a. above, and paragraphs b, c, d, and e under Participating Membership, the Board member acting as Membership Chair will change the status of qualifying members to Signature Membership.
- iii. Signature Members are authorized to use “FWS” in their painting signatures. No other category is so authorized.

d. Special Member Classifications

- i. *Life Membership* is granted to all Past Presidents. Board Members, other than Past Presidents, who have served five or more years, or the equivalent time spent on special projects, are eligible for Life Membership by approval of the full board. Life Membership cannot be purchased. All Life Memberships purchased prior to January 2004 will maintain that status.
- ii. *Charter Members* are those who have paid dues prior to January 1, 1973. Their names are in the permanent records of FWS.

B. SPONSORSHIP CATEGORIES. Two additional sponsorship categories are available to offer benefits and options for those who wish to support the activities of FWS financially. The two levels of sponsorship include Diamond and Platinum levels for member supporters. Sponsors in either of these categories will be considered full members with all member benefits and shall be eligible for FWS Exhibitions if they reside in the State of Florida. Voting privileges and opportunities to hold office extend to all Florida residents as eligible per the Board of Directors requirements. Common benefits for Sponsors include recognition at the Annual

Exhibition opening reception each year; recognition in the Annual Exhibition catalogue, FWS website, and Annual Convention; and special badge recognition at FWS events.

1. **Diamond Sponsors** enjoy additional benefits including one (1) Premium Seating ticket, newsletter recognition for six months, and recognition for the Annual Gala Awards Dinner.

2. **Platinum Sponsors** enjoy additional benefits including two (2) Premium Seating tickets, newsletter recognition for 12 months, and recognition for the Annual Gala Awards Dinner.

C. DUES

1. Annual dues shall be paid by each member except those in the Life Membership category. All membership dues shall be paid online through the FWS website.

2. For renewals, an annual dues notice will be sent to each member, such notice, shall state that:

a. Renewal dues shall be paid between January 1 through the date of the entry deadline of the Annual Exhibition.

b. Dues must be current to be eligible for the Annual Exhibition. Alternatively, members with dues in arrears must bring dues current no later than the date they submit their entry, up until the deadline of the Annual Exhibition if that is when they submit their entry.

3. For new members to be eligible for the Annual Exhibition, new members must join a minimum of seven (7) days before the entry deadline of the Annual Exhibition to allow time for processing their membership to coincide with their entry submittal.

4. All dues paid at any time during the current year are for the current year only with one exception: new members joining at the convention or within the remaining year after the convention will be members for the following year.

5. On the closing date of the current year's entry window for the Annual Exhibition of each year, all unpaid members shall be immediately dropped from the membership rolls will lose all status and privileges thereof. A former member may regain his/her/their status by paying all back dues. He/she/they will only be eligible for the current year's Exhibition if the current and former years' dues are paid prior to entry submittal and before the closing date of the Exhibition entry window.

ARTICLE III: ORGANIZATIONAL AND BYLAWS

A. BYLAWS

1. The provisions of adopted bylaws and amendments thereto shall govern membership, organization, and activities of the Florida Watercolor Society.

2. Proposed amendments to the bylaws may be submitted by any interested member to the Director appointed as Parliamentarian by the President. This Committee will report to the Board at least annually on the status of the bylaws and any proposed changes.

3. All proposed amendments to bylaws shall be considered and voted upon by the Board of Directors at the next Board Meeting called by the President.

4. All votes at Board Meetings will be decided by a simple majority of those present. To hold a meeting where votes can be taken, there must be a quorum of a simple majority of all board members. Action of the Board is final.

5. All bylaw changes must be published in the newsletter and voted upon by the membership to be ratified. This voting will be conducted by written ballot by email or other electronic means. A simple majority of those voting is required for a vote to pass.

B. OFFICERS AND DIRECTORS

1. Positions

- a. President
- b. Director of Operations
- c. First Vice President (Membership Chair)
- d. Second Vice President (Awards and Nominating Chair)
- e. Third Vice President
- f. Recording and Corresponding Secretary
- g. Treasurer
- h. Three (3) Directors, who shall be the three (3) most recent Past Presidents, with the most senior Director retiring each year. The Board may propose to the membership the election of more than three (3) Directors if necessary to improve functioning of the Board and to achieve representation from all regions of the state.
- i. Standing Committee Directors, when appointed by the President with the approval of the Board, will serve as Board Members with full voting privileges for their term. Standing Committee Directors may include, but not be limited to, the Convention Facilities Director, Trade Show Director, Digital Director, Exhibitions Director, and Director of Communications.

2. Election, Appointment and Terms of Office

- a. The following Officers will be chosen by a signed ballot submitted to the membership by email or other electronic means – President, First Vice President, Second Vice President, Treasurer, Recording and Corresponding Secretary, and Director of Operations.
- b. All other Board of Directors will be appointed by the President and approved by the elected members of the Board of Directors.
- c. Both elected and appointed Officers and Directors will be announced at the Annual General Meeting and start a one (1) year term on the following January 1st.
- d. Officers and Directors appointed after the Annual General Meeting will be announced in the next newsletter after their appointment and will serve the remainder of the one (1) year term starting on January 1 after the Annual General Meeting.

C. DUTIES

1. President

- a. Shall be chief executive officer of the Society and shall preside at all meetings of the member and the Board of Directors.

- b. Shall appoint the membership of all standing committees except as provided herein.
- c. Shall be ex-officio (nonvoting) member of all committees.
- d. Shall appoint a nominating committee.
- e. Shall sign all written contracts and obligations of the Society, provided he/she/they is able to do so. In his/her/their absence, the First Vice President, the Director of Operations, or the Second Vice President may sign in his/her/their place.
- f. Shall perform such other duties as may be appropriate or assigned by the Board of Directors.

2. Director of Operations

- a. Shall appoint an auditor to perform an annual review of financial accounts as required by the Internal Revenue Service. Copies of the audit and year-to-date financial statements shall be distributed to the Board at the September Meeting by the Treasurer and Director of Operations.
- b. Shall provide the Treasurer and Board of Directors with recommendations as to proper investments of the Society's assets and shall have signature authority on all bank and investment accounts.
- c. Shall supervise the preparation of the Budget by the Treasurer in cooperation with the President and President-elect.
- d. Shall negotiate contracts and agreements with museums for exhibitions and with hotels for convention accommodations.
- e. Will create a slate of Officers in conjunction with the Board, and with input from the Nominating Committee.
- f. Will create a slate of Directors in conjunction with the Board, and with input from the Nominating Committee, to be presented to the President for consideration for appointment in the subsequent year.

3. First Vice President – (Membership Chair and Nominating Chair)

- a. Shall perform all duties of the President when the President is not available.
- b. Shall serve as Membership Chair and be available to inform and assist new members as they enter the Society.
- c. Shall send out annual membership dues statements.
- d. Shall ensure that the Membership Directory and bylaws are kept current on the FWS website.
- e. Shall serve as Chair of the Nominating Committee; he or she will be assisted in this role by a Past President.
- f. Prepares, records, and receives ballots.
- g. Ballots to be verified by the President.
- h. Shall perform such other duties as assigned by the President.

4. Second Vice President – Awards

- a. Shall perform all duties of the presiding officer in the absence of both the President and First Vice President.
- b. Shall serve as Chair of the Awards Committee.
- c. Shall perform such other duties as assigned by the President.

5. Third Vice President

- a. Shall assist the Convention Facilities Director and the Digital Director as needed.
- b. Shall perform such other duties as assigned by the President.

6. Recording and Corresponding Secretary

- a. Shall be available to the President and shall keep and record all of the Society's business. Such records shall be available to all Officers and Board Members within thirty (30) days after any policy-making meeting is held.
- b. In the absence of the President, the First Vice President and the Second Vice President shall preside until a member of the Board of Directors is elected to perform all duties of the presiding officer.
- c. Shall keep the Roll of the Society as a historic record.
- d. Shall perform such other duties as assigned by the President.
- e. Shall be responsible for receiving the registration fees of all convention activities.

7. Treasurer

- a. Shall receive all monies of the Society.
- b. Shall pay, upon approval of the Board of Directors, all legitimate financial obligations of the Society.
- c. Shall keep accurate accounts, in normally accepted formats, of all financial transactions of the Society and make such accounts available to the Board of Directors at all times. Shall prepare, in cooperation with the President, the President-elect, and the Director of Operations, a budget of estimated income and expenses for the ensuing year. This budget to be reviewed and approved by the Board at the mid-winter meeting. Also, shall provide to the President, First and Second Vice President and other interested members of the Board, monthly statements of the Society's Net Worth and Profit and Loss statements for the year-to-date.
- d. Shall make a complete financial report to the membership at each annual meeting.
- e. Within ten (10) days of the end of his/her/their term, or upon the receipt of the December bank statement, shall transfer all records of accounts to the new Treasurer. Any delay beyond this shall be with the prior approval of the incoming President.

8. Director of Communications – Shall prepare newsletters and arrange for their dissemination.

9. Trade Show Director – Shall be responsible for all Trade Show activities.

10. **Convention Facilities Director** – Shall be responsible for convention operations.

11. **Exhibition Director** – Shall be responsible for entries to the annual and online exhibitions.

12. **Digital Director** – Shall be responsible for digital content including but not limited to the FWS YouTube Channel, digital content provided through webinars throughout the year and recorded at the FWS Convention, and FWS website liaison and coordinator.

D. BOARD OF DIRECTORS

1. **Composition.** The above listed elected Officers, together with the three (3) most recent Presidents (who serve as Directors for three (3) years) and the appointed Directors, shall constitute a Board of Directors with voting privileges. The duties of the Directors who are Past Presidents will be assigned by the President in January, including but not restricted to advising the President and the Director of Operations, being responsible for storage and archives, Parliamentarian and Bylaws Chairperson, and running the FWS booth at the Trade Show. The outgoing President will be the advisor to the current President and the Director of Operations.

2. **Authority, Duties and Responsibilities.** The Board of Directors is granted general authority, as a policymaking body, to take all legitimate actions appropriate to the proper functioning of the Society and the advancement of its interests.

a. The Board shall meet in person for the conduct of business not less than twice per year, preferably at the following times:

i. At the beginning of each year.

ii. At the annual meeting for the organization of the Board, appointment of committees, etc.

b. Society business shall be conducted at official Board Meetings attended by a simple majority of the Board of Directors. The President will set meeting dates. Directors will submit requests for placement of items on the meeting agenda at least 30 days in advance. The President will furnish a copy of the final meeting agenda to each Director at least two (2) weeks before the meeting date.

c. Electronic and email voting can be used at the Board's discretion. This type of vote will be conducted by the Corresponding Secretary, with responses to him/her. The full results of such votes will then be reported to the President and each Board Member.

3. **Interim Directors.** In the event a member of the Board is unable to complete his/her/their term, the President, with the approval of the Board, may appoint a replacement to serve until the next annual election. If the vacancy is due to a Past President being unable to serve his/her/their three (3) years on the Board, the President, with the approval of the Board, shall appoint a replacement to serve until the next annual election. For the remaining years of the three (3) year term, a replacement shall be elected annually.

E. COMMITTEES

1. **Standing Committee.** Standing committees may be appointed by the President.
2. **Ad Hoc Committees.** Ad Hoc Committees may be appointed by the President or the presiding officer.
3. **Subcommittees.** Committee Chairs may appoint such subcommittees as they deem appropriate.

ARTICLE IV: ACTIVITIES

A. MEETINGS

1. **Annual Meeting.** There shall be an annual meeting of the membership to receive reports of officers and standing committee directors and conduct such other business brought before it.
 - a. This meeting shall be held at the time and place of the Annual Exhibition and Convention of the FWS.
 - b. General preparations and an agenda for this meeting shall be the responsibility of the Board of Directors.
 - c. In the event that nominations for officers of the Board of Directors are made outside of the scheduled Annual Meeting of the FWS, provisions shall be made by the Board of Directors for members to propose, nominate and vote by email or other electronic means to offer members an opportunity to participate in leadership decisions.
2. **Board Meetings.** Boards of Director Meetings are provided for elsewhere herein.

B. EXHIBITIONS

1. **Annual Exhibition of FWS.** As the primary purpose of the Society, an annual exhibition shall be planned and conducted by the Exhibition Committee in accordance with the following general rules:
 - a. The objective shall be to produce the best annual watercolor and watermedia exhibition in the state.
 - b. The Annual Exhibition shall be open only to members in good standing to include payment of all past-due membership dues, if any.
 - c. A new member's application must be received a minimum of seven (7) days before the entry deadline of the Annual Exhibition to qualify for entry. Final deadline dates will be established each year and included in the Prospectus for that year's exhibit.
 - d. The predetermined, non-refundable entrance fee shall be paid by all members entering the Annual Exhibition.
 - e. Because of the demands of the President's job and the inevitable loss of painting time, the President of the Society may, if he/she/they so desires, exhibit one work at the Annual Exhibition, and be included in the Catalog, without going through the jurying process. The displayed work will be labeled as the work of the President and such label will also

state that the work did not go through the juried competition. This procedure is entirely optional to the President.

2. Juror of Selection and Awards

- a. The juror of selection shall be one highly competent in the medium and a nationally recognized painter. The juror should be preferably a Signature member of a national watercolor association and should not be a member of the FWS.
- b. No individual shall serve as juror of the Annual Exhibition any two (2) years in succession.

3. Compliance Committee. The Compliance Committee shall consist of the President and two (2) Signature Members chosen by the President. This committee solves all compliance problems for the Exhibition and ensures that the paintings chosen by the Juror are in compliance with the Prospectus which is the governing rules of the Exhibition.

C. NEWSLETTER. For the purpose of keeping the membership informed, and for stimulation interest, a newsletter shall be published whenever practicable.

ARTICLE V: MISCELLANEOUS RULES AND PROCEDURES

A. AUDITOR. A Certified Public Accountant, appointed by the President or Director of Operations shall provide an auditor's review to the Board at the time of transfer of financial records to an incoming Treasurer.

B. TREASURER BOND. The Treasurer shall not be required to furnish bond.

C. RULES OF ORDER. "Roberts Rules of Order, revised", shall apply to all appropriate cases.

D. SIGNATORY AUTHORITY. The President, Treasurer and Director of Operations will have signing authority on the organization's bank account.

E. ELECTION OF OFFICERS AND DIRECTORS.

1. The following Officers shall be elected by the Membership – President, First Vice President, Second Vice President, Treasurer, Recording and Corresponding Secretary, and Director of Operations.
2. The Nominating Committee, chaired by the Second Vice President, shall provide nominations for elected and appointed Directors and Officers. Any Participating or Signature Member of the FWS may also submit recommendations to the committee. The committee must nominate at least one (1) and not more than three (3) individuals for each office. Nominations for office other than those made by the Nominating Committee should be made by email.
3. Elected Officers and Directors shall be elected by a signed ballot submitted to the membership by email or other electronic means, sent by the Second Vice President to the membership. The Nominations Chairperson will provide a written report to the President and the results will be published in the next newsletter.

4. All Officers are elected annually for the term of one (1) calendar year. There is no limit to the number of terms that can be held.

F. RULES OF COMPENSATION.

1. Those on FWS official business may receive reimbursement for their documented travel expenses in amounts as approved by the Board.

2. Officers, Board Members and others who have been granted spending privileges by the Society, may spend up to one-hundred dollars (\$100.00) per transaction without prior approval. In no case, however, can a person's quarterly reimbursable expense exceed \$300.00 without prior approval of the President. Expense vouchers will be submitted to the Treasurer monthly and must include receipts for all expenses. On occasion, the President may grant prior approval to exceed the stipulated limits if the situation so warrants.