

# JACKSONVILLE WATERCOLOR SOCIETY

## BY-LAWS

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**BY-LAWS  
JACKSONVILLE WATERCOLOR SOCIETY, INC.**

**ARTICLE I  
NAME AND LOCATION/ FISCAL YEAR**

**Section 1.** The **NAME** of this Association shall be Jacksonville Watercolor Society, Inc., hereinafter referred to as JWS, and its official address shall be the current President's address.

**Section 2.** The **FISCAL YEAR** of the corporation shall run from January 1 to December 31.

**ARTICLE II  
PURPOSE/ DEFINITION**

**Section 1. PURPOSE:** The purpose of JWS shall be:

- A. to operate solely for educational and charitable purposes within the meaning of section 501 (C) (3) of the Internal Revenue Code of 1954, as amended ("the Code");
- B. to promote and encourage watercolor painting via meetings, lectures, demonstrations, workshops and other training sessions;
- C. to contribute to the cultural atmosphere of the Jacksonville area and generate public interest in art by sponsoring shows; and
- D. to elevate the stature of watercolor and increase the appreciation of the public to the significance of watercolor painting as a fine art medium.
- E. to operate without regard to race, creed, age, sex, religion or national origin.
- F. to use income not needed for operating expenses and suitable reserves to carry out the activities described in paragraph C. above for a broad segment of the community.
- G. to otherwise carry out the functions as outlined in the corporation's Articles of Incorporation dated April 22, 1983, Article II (Purpose of the Corporation), paragraphs (e) through (h).

**Section 2. DEFINITION:** Watercolor painting as defined by JWS is painting in an aqueous medium on paper or yupo.

**ARTICLE III  
MEMBERSHIP /PATRONS**

**Section 1. MEMBERSHIP:** Membership shall be open to anyone interested in painting with watercolors, who satisfies the qualification for Active Individual, Active Family, Paid Life, Past President, or Student and pays the appropriate dues.

**A. Active Individual Members** are members who actively participate in the official business of JWS. They may serve during the year as an officer, director, committee member, or in any other capacity. They may participate in all shows, subject to provisions outlined in Article VIII. Members who move from the JWS membership area may continue as Active members, with all membership privileges, as long as they continue to pay annual dues.

**(1) Active Family Membership** shall be the amount of the annual Active Individual Membership dues plus twenty percent (20%). Active Family Membership entitles all family members to the same rights and privileges enjoyed by Active Members.

**(2) Charter Members** are members who paid dues prior to May 1, 1982, and have been members continuously, since then. Their names are noted in the permanent records of JWS.

**B. Paid Life Membership** is defined as having paid the equivalent of ten (10) times the Annual Active Individual Membership dues in effect at the time of payment. Life members who move from the JWS area

may continue with all membership privileges throughout their lifetime. Life members who move from the JWS area and do not participate in JWS for 3 or more years, will be considered inactive members.

**C. Past Presidents** who have served JWS for at least one (1) full term shall be recognized on the JWS membership rolls and their names shall be placed on the Presidents' Plaque. Past Presidents are recognized as life members. Life members who move from the JWS area and do not participate in JWS for 3 or more years, will be considered inactive members.

**D. Student** is defined as one who is enrolled in high school or college. Student membership shall be at a reduced rate to be determined by the Board of Directors.

**Section 2. PATRONS:** An individual or company that donates an award to JWS shall be designated a Patron. Patrons shall receive appropriate recognition in the JWS Newsletter and other publications.

## **ARTICLE IV DUES/ FEES**

### **Section 1. DUES:**

**A. Amount of Dues:** The amount of annual dues shall be established by the Board of Directors. The Board may recommend changes to the annual dues.

1. The membership shall be notified in writing, through whatever means is most economical and expedient, 30 days in advance of any upcoming vote on proposed change in the amount of annual dues.

2. Changes to annual dues, recommended by the Board, shall not be considered enacted until approved by a majority of the members present at the general business meeting following the 30 day notification period.

3. Changes to annual dues will take effect in the fiscal year following enactment.

**B. Cutoff date for Membership Privileges:** Annual dues shall be due and payable at the beginning of the JWS fiscal year. Dues shall be delinquent after 60 days. Failure to pay annual dues shall result in the loss of the privilege to participate in JWS shows until dues are paid in full.

**C. Termination of Membership:** Members who have not paid the current year's dues shall be deleted from the JWS membership roster.

### **Section 2. FEES:**

**A.** Fees are extra charges, other than membership dues, for events sponsored by JWS, such as workshops, show entry fees, demonstrations, trips, etc.

**B.** The amount of the fees for each event shall be established by the Board.

**C.** All fees are due upon registration for the event, unless otherwise designated by the Board.

**D.** Fees are not refundable, unless the event is cancelled.

**E.** All events and their fees shall be advertised to the general membership at least two (2) months in advance of the event.

## **ARTICLE V BOARD OF DIRECTORS, OFFICERS, DUTIES OF OFFICERS, SPECIAL COMMITTEES**

### **Section 1. BOARD OF DIRECTORS:**

**A.** The governing of JWS shall be vested in a Board of Directors (hereinafter referred to as the Board), consisting of the elected officers.

**B.** The Board shall be the executive and administrative body, authorized and directed to carry out the purposes of JWS in accordance with these By-laws, as approved by the Board and ratified by the membership as stated in Article X.

**C.** The Board shall establish all policies of JWS.

**D.** The Board shall review and approve an annual budget proposed by the Treasurer.

- E. The Board shall advise the membership of Board decisions through the most expedient and economical means available.
- F. No member of the Board shall receive any monetary remuneration for services to JWS. This does not bar reimbursement for expenses incurred while carrying out JWS business.
- G. The Board shall prepare an annual review of JWS financial status and report to the membership.
- H. Each elected officer shall have one vote on the Board.
- I. Elected officers may be assisted in their duties by appointed chairpersons or coordinators.  
At times, chairpersons or coordinators may be invited to attend Board meetings but shall have no vote.
- J. In special circumstances in which no single individual can be found to fill a particular Board position, co-administrators may be nominated and, if elected, may serve jointly and concurrently to fill the position. However, such dually-occupied, elected position will continue to have only one vote.
- K. The Board may meet and vote *via* electronic means.
- L. The Board shall elect a replacement for any elected office that becomes vacant during the year.
- M. In the event that an officer is unable to execute his/her responsibility for a specific event, that duty may be delegated to another member.

## Section 2. OFFICERS

- A. **Officers of JWS** shall be the President, Vice President of Shows, Vice President of Programs, Vice President of Membership, Vice President of Communications, Vice President of Workshops, Secretary and Treasurer. They shall be elected by the membership in the manner prescribed by these By-laws. (Article VII, Section 3.)
- B. **Term of Office:** The term of office shall be for one year, from June 1 through May 31 of the following year, or until a new slate of officers has been installed. There is no limit to the number of terms that an officer may serve.

## Section 3. DUTIES OF OFFICERS:

### A. General Duties of Officers:

#### Officers:

1. shall each receive and review a copy of the By-laws at the time of installation.
2. shall uphold and abide by the By-laws.
3. may draw funds from the Treasurer to carry out the duties of each office.
4. shall be accountable for the success of their area of responsibility.
5. shall perform other duties as assigned by the President.
6. shall perform any and all other duties relevant to their respective offices as the need arises.

### B. Specific Duties of each Office:

#### 1. The **President** shall:

- a. be the chief executive officer, preside at all meetings, supervise all activities of JWS, and be responsible at all times for the location of the corporation's records, equipment and supplies.
- b. serve as an *ex officio* (non-voting) member of all committees, except the Nominating Committee.
- c. be the official signatory on all written contracts and obligations of the Society. In the absence of the President, the President may designate another officer to sign.
- d. transfer Presidential records, inventory and equipment to the incoming President at installation.
- e. appoint Special Committee Chairs as necessary.
- f. select and reserve meeting space for Board meetings.
- g. coordinate with the Board on show, workshop and general meeting locations and facilities.
- h. execute the duties of the office in accordance with Article V, Section 3. General Duties of Officers.

#### 2. The **Vice President of Shows** shall:

- a. organize and coordinate the annual juried shows, and take responsibility for all details connected with the annual juried shows including, but not limited to, publication of the show standards, fees, number of entries, prospectus, invitations, catalog, posters, program, and associated social events.

- b. appoint a Show Chair to assist in carrying out the responsibilities of each juried show and to coordinate with the Vice President of Shows on others who will assist.
- c. appoint a Hospitality Chair to arrange refreshments for show opening receptions.
- d. coordinate the dates of shows with the Vice President of Programs and Vice President of Workshops to ensure a qualified judge for each show.
- e. arrange for photographs of the winning paintings at juried shows and make them available for JWS publication and archives.
- f. research and select sites for the juried shows for the following year and present them to the Board for approval.
- g. submit a final report to the Board regarding the success of each show.
- h. remit all income and expenses to the Treasurer in a timely manner.
- i. execute the duties of office in accordance with Article V, Section 3. General Duties of Officers.

3. The **Vice President of Programs** shall:

- a. reserve meeting space for all general membership meetings.
- b. schedule programs for the general membership meetings
  - (1) schedule guest artists for general membership meetings.
  - (2) work with the Vice President of Shows and the Vice President of Workshops to contract with two (2) of the guest artists to serve as demonstrators for general membership meetings, as jurors for shows and as workshop guest artists; and correlate the timing so that the guest artist may serve in all three capacities.
  - (3) introduce guest artists at the general membership meetings
  - (4) be responsible for equipment used during programs in coordination with Audio Visual Technical Coordinator.
  - (5) request funds from the Treasurer to pay guest artists in accordance with a prior, Board-approved budget.
  - (6) assure that all preparations for guest artists are complete.
- c. execute the duties of office in accordance with Article V, Section 3. General Duties of Officers.

4. The **Vice President of Membership** shall:

- a. have responsibility for all aspects of JWS membership recruitment and processing.
  - (1) process membership applications, renewals, collect dues and maintain membership records.
  - (2) provide a membership roster as requested, and as required for the determination of eligibility for JWS events and voting privileges.
  - (3) be present or represented by another member at take-in for all shows to collect membership dues and to ensure eligibility of entrants.
- b. remit all income and expenses to the Treasurer in a timely manner.
- c. execute the duties of the office in accordance with Article V, Section 3. General Duties of Officers.

5. The **Vice President of Communications** shall:

- a. work closely with the Webmaster and Newsletter Editor to provide current information about events, meetings, shows, and other matters of interest.
- b. have direct oversight of the Newsletter Editor, the Publicity Coordinator, the Media Librarian and the Webmaster and shall represent them on the Board. In coordination with the Board, appoint:
  - 1). **Media Librarian** who shall be responsible for keeping records of items borrowed from the library; be available at general meetings; replace media items as needed to ensure the maintenance of quality and add new materials designed to maintain members' interest in the library.
  - 2). **Newsletter Editor** who shall be responsible for publishing and distributing a newsletter prior to meetings and at other times deemed necessary for the purpose of informing the membership and stimulating interest in, and attendance at, JWS activities; compile and disseminate information pertinent to artistic opportunities available to JWS members.

3). **Publicity Coordinator** who shall arrange for publicity of JWS events such as meeting notices, shows and special events; work with the Board to compile and edit material for the Annual JWS Brochure, and arrange for publication and distribution; and keep copies of any published articles or news items about JWS .

4). **Webmaster** who shall be responsible for all technical aspects of the JWS website; redesign and update the JWS website as necessary; and maintain digital archives of guest artists, newsletters, shows, and information of interest to membership.

c. execute the duties of the office in accordance with Article V, Section 3. General Duties of Officers.

6. The **Vice President of Workshops** shall:

a. execute all duties associated with scheduling and presenting JWS workshops, including, but not limited to

(1) organizing and executing each JWS workshop subject to Board approval.

(2) accepting reservations, collecting and recording workshop fees, arranging hospitality, promoting the workshop to the general membership and, working closely with the Vice President of Communications to advertise the Workshops to the public.

b. collect all workshop fees and compile expenses and remit to the Treasurer in a timely manner.

c. work with the Vice President of Shows and the Vice President of Programs to correlate the timing of each workshop with that of a JWS juried show to maximize the contract of the guest artist not only as workshop guest artist, but also as juror and guest artist for the general membership meeting.

d. be responsible for equipment and supplies used during workshops.

e. assure that all preparations for guest artists are complete.

f. work with the Vice President of Shows and the Vice President of Programs to research and select qualified artists, sites, dates, times and places for future JWS workshops.

h. submit a report to the Board after the workshop.

i. execute the duties of the office in accordance with Article V, Section 3. General Duties of Officers.

7. The **Secretary** shall:

a. be responsible for recording and publishing the results of general membership votes.

b. keep minutes of all Board meetings and present minutes of previous Board meetings for approval by the Board. Board meeting minutes are for the sole use of the Board and shall not be available to the general membership.

c. execute the duties of the office in accordance with Article V, Section 3. General Duties of Officers.

8. The **Treasurer** shall be custodian of the fiscal records of JWS and shall:

a. prepare a proposed budget for Board approval based on previous years' expenditures, and adjusted up/down according to the goals at the time of the meeting.

b. be responsible for depositing all dues and other fees received into JWS' account(s).

c. disburse funds according to a prior approved budget; unanticipated expenses and non-budgeted items must be approved by the Board for payment.

d. assure that an annual financial report is available for review by the membership at a general membership meeting.

e. provide an up-to-date written financial report at each Board meeting for review by the Board.

f. make financial records available to the Board upon request.

g. make JWS books available annually for a review by the Board and audit, if requested.

h. execute the duties of the office in accordance with Article V, Section 3. General Duties of Officers.

#### **Section 4. SPECIAL COMMITTEES:**

When the need for a Special Committee is identified by the Board, the President shall:

A. obtain Board approval for appointed chairs.

B. specify the duties of the Special Committee at the time of appointment.

- C. appoint a Special Committee chair, who shall attend Board meetings for the purpose of reporting to the Board on the progress of the Special Committee until the assigned task is completed. The chair of a Special Committee shall not vote.
- D. convey any previous documentation pertaining to this committee to the chair.
- E. make budgetary provision for all Special Committees.
- F. instruct the Special Committee chair to appoint members to the committee. There is no limit to the number of members who may serve on a Special Committee. Upon completion of its assigned task, and after submission of a final report acceptable to the Board, a Special Committee shall be considered dissolved.

**ARTICLE VI  
BOARD OF DIRECTORS MEETINGS,  
GENERAL MEMBERSHIP MEETINGS,  
ADJOURNMENT, ROBERT'S RULES**

**Section 1. BOARD OF DIRECTORS MEETINGS:**

**A. QUORUM:**

- 1. A **Quorum** of the Board of Directors shall be a simple majority of voting members of the Board present in person at the meeting.
- 2. A Director cannot be represented by proxy at a Board meeting.
- 3. Secret ballots shall not be permitted.

**B.** The **BOARD OF DIRECTORS** meet regularly with adequate advance notice of time and place as shall be determined by the Board of Directors or the President.

**C. SPECIAL/SHORT-NOTICE MEETINGS OF THE BOARD OF DIRECTORS:**

- 1. Special/short-notice meetings of the Board may be called by the President or by any two (2) Directors.
- 2. Written notice shall be given to each Director at least 2 days in advance through whatever means is most expeditious and economical.

**Section 2. GENERAL MEMBERSHIP MEETINGS:**

**A. Meetings of the General Membership shall:**

- 1. be held eight (8) times during the year, in January, February, March, April, May, September, October, and November.
- 2. be held on the fourth (4<sup>th</sup>) Tuesday of the month unless changed by the Board. The Board shall provide written notice to the membership of any change in meeting date, time or place at least 10 days in advance through whatever means is most expedient and economical.
- 3. feature an art demonstration or program by a guest artist. A stipend, approved by the Board in the annual budget may be paid to the guest artist.

**B. General Membership Special Meetings:**

- 1. Additional meetings of the general membership may be called by a two-thirds (2/3) majority vote of the Board.
- 2. Additional meetings of the general membership may also be called by signed petition of ¼ the total eligible voting members.
- 3. The general membership shall be given ten (10) days advance written notice of any special meetings. Written notice shall be provided by whatever means is most expedient and economical.

**C. General Membership Quorum:**

A quorum of the general membership shall be one tenth (1/10<sup>th</sup>) of the total membership qualified to vote. Eligible members must be present to vote; no proxy votes shall be accepted.

**Section 3. ADJOURNMENT OF MEETINGS:**

A Board meeting or a general membership meeting may be adjourned, for cause, to another date/time/place by consent of a majority of the members in attendance. No additional advisement of this action is necessary and any business under consideration at the time of the first meeting may be continued to the new situation.

#### **Section 4. ROBERT'S RULES OF ORDER:**

Robert's Rules of Order shall govern in situations not covered by these By-laws, unless other rules of order have been previously adopted by the membership.

### **ARTICLE VII NOMINATIONS, ELECTIONS, INSTALLATION OF OFFICERS, TRANSITION OF INCOMING & OUTGOING BOARDS**

#### **Section 1. NOMINATING COMMITTEE AND NOMINATIONS:**

##### **A. The Nominating Committee members shall:**

1. be appointed at the general membership meeting in February or January.
2. consist of three(3) to five(5) eligible members. One(1) to two(2) members shall be appointed by the President. Two(2) to three(3) members shall be nominated from the floor.
3. themselves be eligible for nomination for office.

##### **B. The Nominating Committee shall:**

1. prepare a slate of candidates for JWS offices.
2. ascertain that all nominees are eligible and willing to serve, if elected. Provide each nominee with a copy of the By-laws, and confirm the duties of each office.
3. have the authority to nominate co-administrators to a Board position, in emergency situations and after considerable effort, and after all possibilities have been exhausted.
4. announce the proposed slate of officers at the March meeting. Additional nominations for office may be made from the floor at the March meeting.
5. announce the slate of nominated candidates in the April JWS newsletters.
6. conduct the elections of officers at the April general membership meeting; assure that only eligible members are voting, count the ballots when necessary and announce the successful candidates election.

#### **Section 2. ELECTION OF OFFICERS:**

**A.** Officers will be elected by acclamation if there is only one nominee per office.

**B.** The vote shall be by secret ballot if there is more than one nominee for any office. Should a secret ballot be required, expenses involved in preparing the ballots shall be reimbursed.

#### **Section 3. INSTALLATION OF NEW OFFICERS:**

New officers shall be installed at the general membership meeting in May. New officers will work in tandem with their coinciding Officer/Coordinator/Presidential Appointee for the following month.

#### **Section 4. TRANSITION OF INCOMING AND OUTGOING BOARDS:**

The incoming and outgoing Boards of Directors shall meet briefly at the close of the May general membership meeting to:

- A.** establish a date for the first Board meeting, which shall be a meeting of the combined, incoming and outgoing, Boards.
- B.** provide each incoming Board member with a copy of the By-laws, if such copy was not provided previously and confirm the duties of each incoming Board member as iterated in the JWS By-laws.
- C.** arrange for exchange of all records, equipment and inventory of office to each incoming Board member, if such transfer was not accomplished at an earlier date.
- D.** answer any questions of incoming Board members.

### **ARTICLE VIII ANNUAL JURIED SHOWS**

#### **Section 1. SITES AND DATES OF ANNUAL SHOWS:**



Sites and dates for annual juried shows shall be:

- A. researched and proposed by the Vice President of Shows. The Vice President of Shows shall confer with the Vice President Programs and Vice President of Workshops to establish the dates for juried shows for the following year.
- B. accomplished at least one fiscal year in advance of any juried show.
- C. approved by the Board.

**Section 2. CRITERIA FOR ENTRY:**

Criteria for entering a juried show:

- A. Entrant must be a member of JWS.
  - 1. All dues must be paid.
  - 2. Entry fees must be paid.
- B. Entry must be:
  - 1. an original work;
  - 2. completed within the previous two (2) years.
  - 3. framed and matted in accordance with JWS Show Standards. (JWS Show Standards are available upon request from the Vice President of Shows.)
- C. Entry may **NOT**:
  - 1. be a workshop or classroom project.
  - 2. be a copy of any other artists' work.
  - 3. be based upon photographs, other than those that are the right and legal property of the entrant.
  - 4. have been accepted in a prior JWS show, whether juried or not juried.

**Section 3. JURYING PROCESS FOR SHOWS:**

- A. The annual juried shows shall be juried by a qualified watercolor artist.
- B. The juror shall:
  - 1. be enlisted by the Vice President of Shows in coordination with the Vice President of Workshops.
  - 2. be advised of the awards available for presentation and show standards.
  - 3. select those paintings to be hung and select those paintings to receive awards.
  - 4. have the final decision on all matters related to judging the show.
- C. The Vice President of Shows or Show Chair may accompany the juror, at the preference of the juror, and assist where needed.

**ARTICLE IX  
INDEMNIFICATION**

**Section 1. INDEMNIFICATION**

The **Indemnification** of directors, officers shall be to the full extent permitted by Chapters 607 and 617, Florida Statutes.

**ARTICLE X  
ASSOCIATION BY-LAWS & AMENDMENTS**

**Section 1. BY-LAWS:**

- A. The power to adopt, amend or rescind the By-laws of this corporation shall be vested in the active members of this corporation.
- B. The provisions of the adopted By-laws and amendments thereto shall govern the membership, organization and activities of JWS.

**Section 2. AMENDMENTS TO BY-LAWS:**

- A. Proposed amendments to the By-laws may be submitted to the Board in writing at any time by any active member.

- B.** All submitted amendments to the By-laws shall be considered and voted upon by the Board within thirty (30) days of receipt.
- C.** Board-approved changes to the By-laws shall be submitted to the membership for ratification or refusal at the next general membership meeting.
- D.** By-laws changes shall be disseminated to the membership for consideration, in writing, through whatever means is most economical and expedient at least thirty (30) days prior to the next General Membership meeting.
- E.** By-laws changes approved and ratified during any fiscal year shall take affect at the beginning of the month following ratification; changes to membership dues approved and ratified during any fiscal year shall take affect at the beginning of the next fiscal year.

**Log of changes:**

Original effective June 1, 2004.

Revised effective July 15, 2004.

Revised effective June 1, 2006.

Revised effective Feb 1, 2014 by vote of membership January 28, 2014.