

BYLAWS OF THE LOUISIANA WATERCOLOR SOCIETY

ARTICLE I NAME AND PURPOSE

1. The name of this association shall be "The Louisiana Watercolor Society". Its headquarters shall be the city of New Orleans, Louisiana.
2. Its purpose is two-fold: to advance the art of painting in watercolors, and to hold an annual international exhibition of watercolors. Watercolors are here defined as paintings in transparent and/or in opaque watercolor on paper, and in unvarnished water soluble casein, acrylic, and gouache on paper.

ARTICLE II ORGANIZATION

1. The Board of Directors shall have general charge of the affairs, funds and property of the Society.
2. It shall be the duty of the Board of Directors to carry out the purpose of the Society. To this end, it may exercise all powers of the Society subject to the Bylaws and to such action as the Society may take at its business meetings. Committee budgets shall be approved by the Board.
3. The Board of Directors shall develop the policy of the Society's Annual International Exhibition.
4. The Board shall meet at such times as may be necessary for the transaction of business of the Society. It shall meet on call of the President or on request of three of its members, who must give ten days notice to board members. A majority of board members shall constitute a quorum.
5. The minutes of the Board's proceedings shall be kept in the same book with the minutes of the Society.
6. Except as set forth in Article VIII, upon written, telephonic or electronic notice to all members of the Board of Directors, the Board is authorized to conduct business and vote at a meeting at which a quorum consisting of a majority of the members of the Board are present in person or on conference call, and by majority vote timely transmitted to the Recording Secretary by United States Mail or electronic mail.
7. The Board shall adopt an annual budget to apportion the funds of the Society.

ARTICLE III DIRECTORS, OFFICERS AND THEIR DUTIES

1. The Board of Directors of the Society shall consist of the elected Officers of President, a 1st Vice-President, a 2nd Vice-President, a Recording Secretary, a Corresponding Secretary, a Treasurer, the appointed Chairmen of the five Standing Committees, and three elected Directors at Large.

A. THE PRESIDENT

- (1) The President shall preside at the meetings of the Society and of the Board of Directors.
- (2) The President shall, with the Treasurer, sign all written contracts of the Society.
- (3) The President shall be ex-officio member of all committees except the Hanging and the Nominating Committees.
- (4) The President shall perform such other duties as may be assigned to him by the Board of Directors.

B. THE 1st VICE-PRESIDENT

- (1) The 1st Vice-President shall perform all the duties of presiding officer in the absence of the President.
- (2) The 1st Vice-President shall be Chairman of the International Exhibition Committee.

C. THE 2nd VICE-PRESIDENT

- (1) The 2nd Vice-President shall perform all the duties of presiding officer in the absence of the President and the 1st Vice-President.
- (2) The 2nd Vice-President shall be the Chairman of Member Show(s).

D. THE RECORDING SECRETARY

- (1) The Recording Secretary shall keep a record of the society's business, including voting and attendance records and minutes of all meetings.
- (2) In the absence of the President and the Vice-Presidents, the Secretary shall preside until a member of the Board of Directors is elected to perform all the duties of presiding officer.

E. THE CORRESPONDING SECRETARY

- (1) The Corresponding Secretary shall be responsible for correspondence for the International Exhibition and shall discharge such other duties as may be assigned to him/her by the Board of Directors.

F. THE TREASURER

- (1) The duties of the Treasurer are: (a) to receive all moneys due the Society; (b) to pay, upon approval of the Board of Directors, all bills of the Society; and (c) to keep accurate accounts of all financial transactions, provided for that purpose, which at all times are available for inspection by the Board of Directors.
- (2) The Treasurer shall make a report at each Regular Meeting, and shall make a full report at the Annual Meeting of the receipts and disbursements of the past year.
- (3) The Treasurer's accounts shall be audited by an Auditor appointed for that purpose by the Board of Directors. He/she shall not be an Officer of the Board of Directors.
- (4) The Treasurer shall not be required to furnish bond.

G. The Secretaries and the Treasurer, with the approval of the Board of Directors, have the power to defray necessary clerical expenses in the discharge of their duties.

H. DIRECTORS-AT-LARGE

- (1) Three Directors-at-Large are elected to represent the Society.

I. CHAIRMEN OF STANDING COMMITTEES

- (1) The Chairmen of the five Standing Committees are appointed by the Board.
- (2) The Standing Committees shall be Hospitality, Hanging, Programs and Workshops , Publications and Juried Member Show.

ARTICLE IV MEMBERSHIP

1. Membership is divided into four categories: Charter, Active (Active 1, Active 2, Signature, and Signature Master), Patron Associate, and Life.

A. CHARTER MEMBERSHIP

- (1) Charter members are those individuals who organized and founded the Louisiana Watercolor Society. These individuals are granted membership in the Society for life. Charter members may enter and submit paintings to exhibits sponsored by the Society subject to the same requirements imposed on any member entering an exhibit and may achieve Active 1, Active 2, Signature and Master Status.

B. ACTIVE MEMBERSHIP

- (1) Active members are those individuals who annually and timely pay dues to the Society and who achieve the following status. Except as set forth in Article IV Section D, Active members must continuously pay dues in order to retain such Status and be eligible to achieve the next level of Status.

- (a) Active 1 Status: This status is accorded to any member whose painting has been accepted and exhibited in one Louisiana Watercolor Society International Exhibition.
- (b) Active 2 Status: This status is accorded to any member whose paintings have been accepted and exhibited in two Louisiana Watercolor Society International Exhibitions.
- (c) Signature Status: The third appearance by a member in an LWS International Exhibition signifies an accomplishment and designation of Signature Status. Only members who have achieved such status and recognition may use the Society's initials, "LWS", after the member's name.
- (d) Master Status: The 10th appearance by a member in an LWS International Exhibition signifies a mastery of the art of watercolor, and designation of Master Signature Status. This accomplishment is also known as *Fleur-de-lis Level*. Only members who have achieved such status and recognition may use the Master level Society's initials "LWS-M", after the member's name.

C. PATRON ASSOCIATE MEMBERSHIP

- (1) Patron Associate members are those persons who are granted membership in the Society upon application and payment of dues to the Society. Patron Associate members are eligible to become Active Members.

D. LIFE MEMBERSHIP

- (1) Life members are those individuals who applied for and were granted lifetime membership in the Society by paying an elevated level of dues prior to 2011. All past presidents of the Society are also granted life membership after having served two years as president. Additionally, lifetime membership may be granted to those individuals who are invited by the unanimous consent of the Board to become Honorary Life members based on their encouragement, appreciation, support, contributions to and sponsorship of the art of watercolor in the State of Louisiana. No annual dues are paid by Life members. Life members may achieve Active 1, Active 2, Signature and Master Status.

- 2. MEMBERSHIP is open to any person irrespective of race, creed, gender, national origin or location of residence.

ARTICLE V ELECTIONS

1. ELECTION OF OFFICERS

- A. Officers shall be elected from the dues paying Membership.
- B. All officers are elected annually for the term of one year. No officer may serve in the same office more than two consecutive years, with this exception:
 - (1) The Treasurer and secretaries may serve more than two consecutive years if duly elected.
- C. The Nominating Committee shall consist of two to three members. They shall be appointed by the Board of Directors. Consent of the nominees to serve if elected should be obtained. Nominations for elected Officers must be made to the Nominating Committee at least 30 days prior to the Annual Meeting. The Board shall mail the slate of Nominees to the membership at least ten days prior to the Election.
- D. The Board will provide the printed ballots of nominees for election with the following exception:
 - (1) Where there is only one nominee for office, the election shall be by voice.
- E. A majority of current members present and voting shall constitute election.
- F. Any vacancy in office shall be filled for the balance of the term by a member of the Society elected by the Board of Directors.

ARTICLE VI RULES FOR MEMBERS

1. DUES AND FEES

- A. Annual dues shall be paid by all Active, Charter and Patron Associate Members.
- B. Should the necessity arise, the Board of Directors shall have power to fix the rate of annual dues, subject to the approval of the Society.
- C. Annual dues shall be due January 1st.

2. TERMINATIONS AND REINSTATEMENTS

- A. A member whose dues are in arrears for two months shall be so notified by the Treasurer. Thirty days after the date of such notification, the name of any member not responding shall be removed from the rolls of the Society.
- B. All resignations shall be made in writing to the Board of Directors.
- C. Any member resigning, or otherwise ceasing to be a member of the Society, shall forfeit all interest in the property of the Society.
- D. Lapsed Signature Members must pay all past and current dues for reinstatement of their signature status.
- E. Any Member whose conduct endangers or compromises the welfare, reputation, objectives, or best interest of the Society may be expelled from the organization by a majority vote of the Board of Directors.

ARTICLE VII MEETINGS

- 1. The Annual Meeting for the election of officers and the transaction of other business shall be held in April, the time and place to be determined by the Board of Directors.
- 2. Fifteen members shall constitute a quorum. Proxies shall not be permitted.
- 3. The President may call a Special Meeting of the Society at his/her discretion; and shall call one at the written request of ten members. The request shall specify the object of the meeting. At any such special meeting no business other than that specified in the call shall be considered except by the unanimous consent of the members present.

ARTICLE VIII AMENDMENTS

Any proposed Amendment to the Bylaws shall be signed and submitted in writing to the President of the Board of Directors by at least two voting member of the Society. The President shall transmit a copy of the proposed Amendment to each member of the Board of Directors at least ten days prior to a meeting at which such Amendment(s) will be considered by the Board. Any such proposed Amendment to the Bylaws shall be adopted by unanimous written consent of the Board of Directors or, provided a quorum is physically present at the meeting, upon two-thirds majority vote of the members of the Board of Directors who are present at the meeting.

ARTICLE IX PROCEDURE

"Robert's Rules of Order Revised" shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with applicable Federal and Louisiana State Laws, the Articles of Incorporation and these Bylaws.

ARTICLE X DISSOLUTION OF THE LOUISIANA WATERCOLOR SOCIETY

In the event that Louisiana Watercolor Society should cease and desist, any and all monies in the treasury at such time, after payment of all prior debts, will be distributed by the Board of Directors among local 501-c-3 art institutions or organizations with similar focus and which will promote the advancement of the art of painting in watercolors.

Order of Business

1. Recording of members present.
 2. Reading of minutes.
 3. Treasurer's report.
 4. Report of officers and committees.
 5. New Business.
 6. Election of officers (Annual Meeting).
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Revised - January, 1980

Revised – February 1983

Revision in Progress – September 2011

Revised-September 2014