

Delaware Watercolor Society, Inc.

Bylaws

Article I. Incorporation and Name

The Delaware Watercolor Society, Inc., is incorporated as a non-profit organization under the laws of the State of Delaware and shall conform to all rules and regulations of the Internal Revenue Service Code Section 501(c)(3).

Article II. Purpose

The Delaware Watercolor Society, founded in 2004 and incorporated as a non-profit corporation in Delaware in February 2015, is a non-profit organization whose purpose is to promote and encourage mutually shared interests in developing a high level of artistic quality and original works of art executed in watercolor media. The Corporation strives to develop excellence in watercolor and water-based media. The Corporation further aims to elevate the stature of watercolor and further the interests of watercolor painters through the Corporation's education programs, lectures, meetings, workshops, and competitive exhibitions held for members and/or the public in Delaware, Maryland, New Jersey, Pennsylvania, Virginia, and Washington, D.C.

Article III. Membership

Membership shall be open to individuals 18 years of age and above who reside in Delaware, Maryland, New Jersey, Pennsylvania, Virginia, and Washington, D.C. Any member who moves out of designated states may retain membership subject to payment of membership categories/dues.

Membership categories include Artist, Associate, Student, Honorary, and Patron.

A. An *Artist Member* is one in good standing under these Bylaws, with an active and paid membership and whose work has met the Corporation's current jury standards for Signature Status and has been awarded the privilege to sign DWS after his/her name. Artist members are voting members of the Corporation and may hold committee/team and chairperson responsibilities and may be elected to the Board of Directors.

B. An *Associate Member* may join DWS by completing an application and paying annual dues. Associate members may participate in the Corporation's educational activities, attend general meetings, exhibitions, workshops, and receive all Corporation communications. Associate members are voting members of the Corporation and may hold committee/team and chairperson responsibilities and may be elected to the Board of Directors, with the exception of the position of President, whose incumbent must be an *Artist Member*.

C. *Student Member* may be artists, non-artists, or friends of the Corporation between the ages of 18 and 25, and must present a current student identification card upon membership application or renewal. Student members receive all publications of the Corporation and discounts on classes and exhibition entry fees. They may not vote or be on the Board of Directors. Student member annual dues are fifty percent (50%) less than those of Associate members.

D. *Honorary Members* are individuals or renowned artists who have made a significant contribution to the Corporation and who are proposed and approved by the Board of Directors for complimentary membership. Honorary members have no voting privileges.

E. *Patron Members* are individuals who have been award donors or contributors to the general fund of the DWS, but who are not necessarily painters. Patron members have no voting privileges.

Article IV. Dues and Income

A. Annual dues are from 01 January through 31 December of each calendar year. Dues shall be established by a simple majority vote of the Executive Board and are due no later than 31 January of each year. Non-payment of dues will result in the termination of membership. An *Artist Member* whose membership is terminated for failure to pay his/her annual dues will be required to re-apply for Signature Status and pay Signature-level dues. *Associate Members* will be reinstated automatically upon payment of dues. Any member who moves outside the membership region and whose dues are not delinquent may retain membership.

B. Payment of dues constitutes agreement to abide by these Bylaws.

C. Contributions - monetary as well as material, or other awards for juried exhibitions - are accepted and encouraged.

D. Nominal fees may be requested for registration, transport and/or storage of paintings, lectures, workshops, demonstrations, and special events as well as commissions on paintings sold in exhibitions sponsored by the Corporation. The actual fee amounts will be set by the Executive Board.

Article V. Board of Directors

A. The full Board of Directors is the official governing body of the Corporation and shall be composed of nine (9) voting members, each member fulfilling an elected two-year term: President, Vice President, Treasurer, Secretary, Directors of Communications, Exhibitions, Workshops, Outreach, and At Large. All positions are voluntary and unsalaried. The Executive Board consists of the following officers: President, Vice President, Treasurer, and Secretary. All members of the Board shall be involved in some aspect of the successful operation of the Corporation, such as serving on committees/teams or other duties as needed.

B. Directors shall hold office until their qualified successors are elected. They shall be elected by the membership, except if there is a vacancy on the Board by reason of resignation, death, or otherwise. Such vacancy shall be filled for the unexpired term by the remaining Directors by majority vote.

C. Upon recommendation of the Board of Directors, any board member may be replaced due to failure to meet the responsibilities of office, or actions and/or behavior detrimental to the operations and image of the Corporation. A Director or officer may be removed from office by a simple majority vote of the remaining members of the Board of Directors.

D. The most recent past president in good standing may attend Board of Directors meetings in an advisory capacity and as a non-voting member.

E. The Board of Directors may hire or contract individuals necessary for the operation of the Corporation.

F. The Board of Directors may appoint committees/teams necessary for the operation of the Corporation.

G. The Board of Directors has the authority to terminate membership of, or deny membership to, any individual by a simple majority vote due to conduct past or present that is detrimental to the Corporation.

Article VI. Duties of Executive Board

As the governing body of the Corporation, the Executive Board manages the routine affairs, funds, and property of the Corporation in accordance with these bylaws and has the authority to conduct said business by mail, telephone, or other media considered appropriate. The Executive Board sets goals, establishes policies, and develops plans to carry out the purpose of the Corporation as outlined in Article II. All Board members are expected to attend board meetings and participate in discussions and planning.

A. *President:* The President shall be the chief executive officer of the Corporation. It shall be the President's duty to preside at all meetings of the membership and Directors; to have general and active management of the business of the Corporation; to see that all orders and resolutions of the Board of Directors are carried into effect; to execute all contracts, agreements, and other obligations and instruments in the name of the Corporation; and to affix the corporate seal thereto when authorized. The President shall have general supervision and direction of the other officers of the Corporation and shall see that their duties are performed properly.

B. *Vice President:* The Vice President, in the order designated by the Board of Directors, shall be vested with all the powers required to perform all the duties of the President in the President's absence or disability and shall perform such other duties as may be prescribed by the Board of Directors. The Vice President directs and manages the Second Tuesday operations.

In the absence or disability of the President and Vice-President, the remaining Board members may select a President Pro Tem.

C. *Treasurer:* The Treasurer shall have custody of the funds and securities of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall keep an account of the membership registered in such a manner and subject to such regulations as the Board of Directors may prescribe.

The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in such sum and in such form with a security satisfactory to the Board of Directors for the faithful performance of the duties of the office and restoration to the Corporation, in case of death, resignation or removal from office, of all books, papers, vouchers, money, and other property of whatever kind and in the Treasurer's possession belonging to the Corporation.

The Treasurer shall perform such other duties as the Board of Directors may prescribe or require, including submission of annual tax returns, provision of annual reports, and development of the budget.

D. *Secretary:* The Secretary shall attend all meetings of the Corporation and Board of Directors. The Secretary shall act as clerk thereof and shall record all the proceedings of such meetings, shall give proper notice of meetings of members and Directors, and shall perform such other duties as assigned by the President or Board of Directors.

Article VII. Elections

A. Election of Board Members shall be held on a rotating basis (four of whom shall be elected in even numbered calendar years and five in odd numbered years) and shall be held to provide continuity of

administrative services to the Corporation. At the time of said elections, only two (2) Executive Board officers will be elected. A past or present Executive Board member may be elected to additional terms of office.

B. Nominations will open six (6) weeks prior to the annual meeting. Candidates shall submit a biographical statement together with their letter of candidacy. Board members shall be elected by a ballot of a simple majority of members in good standing either electronically or by paper ballot. The results are announced at the annual meeting.

Article VIII. Meetings

A. The Executive Board shall meet at least ten (10) times annually, with any additional meetings called at the discretion of the President. All meetings of the membership shall be held in Sussex County, Delaware, at such place or places within Sussex County as may from time to time be fixed by the Board of Directors or shall be specified and fixed in the respective notices or waivers of notice thereof.

B. The annual meeting of members for the election of Directors shall be held at a date set by the Board of Directors and at that meeting the members shall elect by ballot and by a majority vote, members of the Board of Directors, and may transact such other business or matters as may come before the meeting.

C. In addition to Second Tuesday meetings, there shall be at least four activities each year scheduled for the membership, to include workshops and exhibitions.

D. A majority vote at Board of Directors' or general membership meetings shall carry the decision(s). The Board of Directors may decide to refer major decisions affecting membership to the general membership for an electronic or paper vote.

E. At any regular or special meeting of the membership, a quorum shall consist of twenty-five (25) members. No business shall be transacted unless a quorum is present.

F. All members are invited to attend Board of Directors' meetings. A member wishing to present a specific topic for discussion must submit the topic in writing one week in advance of the Board meeting in order to be included on the agenda.

G. Anything not provided for in these Bylaws shall be decided according to Robert's Rules of Order.

Article IX. Indemnification

A. The Corporation shall indemnify each member of the Board of Directors and each officer of the Corporation now or hereafter serving as such, who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by, or in the right of, the Corporation), by reason of the fact that he/she is or was a director, officer, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, or agent against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, including any appeal thereof, to the fullest extent provided by law.

B. The Corporation may purchase and maintain insurance on behalf of all directors and officers of the Corporation, and on behalf of those other agents or employees of the Corporation serving at the request of the Corporation when such risk is insurable by means of a rider to the existing insurance policy maintained by the Corporation on its directors and officers against any liability asserted against a director

officer and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify against such liability.

Article X. Conflicts of Interest

A. Procedure

1. Duty to Disclose. In connection with any actual or possible conflict of interest between the Corporation and any Director, such Director (an “Interested Person”) must disclose the existence of the financial interest with any potential vendor or other partner of the Corporation, and be given the opportunity to disclose all material facts to the Board of Directors considering the proposed transaction or arrangement. For purposes of this Article X, a financial interest shall mean: (i) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; (ii) a compensation arrangement with any entity or individual with which the Corporation has a transaction or arrangement; or (iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation may include direct or indirect remuneration, as well as gifts or favors that are not of a *de minimis* nature.

2. Determination of Conflict. After disclosure of interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board or committee shall determine if the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested Directors if the transaction or arrangement is in the Corporation’s best interest, for its own benefit, and if it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether or not to enter into the transaction or arrangement.

B. Violations of the Conflicts of Interest Policy

1. If the governing Board or committee has reasonable cause to believe a Director has failed to disclose actual or possible conflicts of interest, it shall inform the Director of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing such Director’s response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article XI. Dissolution

Upon dissolution of the Corporation, the person or persons in charge of the liquidation and winding up of the Corporation's business will distribute the remaining assets of the Company in accordance with the Certificate of Incorporation of the Corporation, and shall use commercially reasonable efforts to ensure that such assets are distributed to one or more organizations with a substantially similar purpose as the Corporation.

Article XII. Amendments

A. These Bylaws may be amended upon the presentation of the proposed amendment by the Board of Directors at the annual meeting, or at a meeting called for that purpose, or via electronic posting, e-mail or mail, notice of which shall be given to the membership thirty (30) days prior to said meeting. A majority vote of members voting in person, by mail, or electronic means shall be necessary for adoption.

B. New amendments may be submitted in writing by *Artist* and *Associate Members* for consideration by the Executive Board.

Article XIII. Non-Discrimination

The Corporation does not and shall not discriminate on the basis of race, color, religion, gender, age, disability, marital status, or sexual orientation in any of its activities or operations.