

VWS By-Laws Revision July 30, 2023

CONSTITUTION AND BY-LAWS OF THE VIRGINIA WATERCOLOR SOCIETY

ARTICLE I: TITLE AND PURPOSES

Section 1: TITLE

The title of this organization shall be “The Virginia Watercolor Society”, hereafter referred to in the Constitution and By-Laws as the “VWS”. ~~The VWS is a non-profit, educational organization, formed under Internal Revenue code 501(c)3.~~

Section 2: PURPOSES

The purposes of VWS shall be to foster the advancement and study of water media painting and to provide information about water media painting to the public. The definition of water media shall be: Water soluble media: watercolor, acrylic, casein, gouache and egg tempera on paper or Yupo. Any collage elements shall be restricted to papers painted by the artist.

Section 3: PURPOSES

VWS is for educational and charitable purposes under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II: MEMBERSHIP

Section 1: ELIGIBILITY

VWS does not discriminate against race, color, religion or sexual identity. Any resident of Virginia is eligible for membership ~~A resident is defined as any person who maintains a voting residence in the state of Virginia.~~ with the exception as specified Paragraph E below. All members shall pay dues each year and may participate in all activities of the VWS and may vote. Membership shall consist of the following five classes:

- A. Active Membership includes residents of Virginia whose dues are current. Active Members will receive copies of the Waterlogue Newsletter, Prospectus and information about submitting works for the Annual Exhibition.
- B. Signature Membership, an honorary designation, shall be determined by the member having had work accepted for three Juried VWS Exhibitions. Signature Members will need to keep continuous membership and pay yearly membership fees to retain their status.
- C. Out of State Signature Membership shall be for those signature members who move from the State of Virginia, that artist shall have the right to continue their membership, pay the necessary dues and enter Annual Juried Shows. They need to keep continuous membership to retain their Out of State, signature membership status.
- D. Life Members are defined as members of 20 years or more, are 75 years of age or older, have been signature members for at least five years and have kept continuous membership

by paying the annual membership fees since receiving signature status. Those eligible for Life Membership should apply to the State Membership Chair.

E. Provisional Membership: When an Annual Exhibition is held in a Virginia location that borders with other neighboring states and the members of the hosting organization reside in neighboring state(s), an exception for that particular Annual Exhibition year will extend to accommodate such out of state members. Provisional Members will be eligible for membership that particular year and receive the same privileges as an Active Member for that year.

Section 2: CHANGE OF ADDRESS

It shall be the responsibility of the member to notify VWS ~~in writing~~ by mail or email of any change of address.

ARTICLE III: STATE OFFICERS AND THEIR DUTIES

The following officers shall make up the State Board, ~~hereafter referred to as the "Board"~~ and include a State President, ~~State Vice-President~~, State Treasurer, ~~State Secretary~~, State Historian, ~~Parliamentarian~~, State Membership Chair, State Newsletter ~~Editor~~ (Waterlogue Editor), ~~Web-Master~~, Creasy/Johnson Fund Chair~~person~~, ~~Social Media-Master and Ex-Officio President. SECRETARY?~~

Section 1: STATE PRESIDENT

A. The term of office shall be for ~~four~~ ~~three~~ years from the date of election, although the position may be held longer. Notice of intent to resign shall be given to the ~~STATE VICE-PRESIDENT Nominating Committee~~ at least 120 days prior to the next Annual Meeting.

B. The duties of the President shall be to:

1. Appoint ~~and work with~~ Area Representatives- ~~Coordinator. and guide their activities.~~
2. ~~Appoint VWS Annual Exhibition Committee Chair and find locations for each~~ Annual Juried Exhibition. ~~DUTY 3 is now included in DUTY 2 and reads as follows:~~ Provide a copy of the VWS Annual Exhibition Procedures Addendum to the Exhibition Chair. Provide guidance to all Exhibition Committees and complete the VWS Agreement with Exhibition Committee and Venue with the Exhibition Chair.
3. ~~Create working group of State Officers and members who have served on exhibition committees to review, simplify, update and implement changes to the VWS Annual Exhibition Procedures Addendum as needed, to be approved by a simple majority of the Board. Review the changes as amended by the Vice President. Ensure updated copies are provided to the State Historian and~~ ~~Web-Master~~ Website Consultant Contractor for inclusion on the Web Site.
4. ~~Oversee and manage~~ ~~Coordinate~~ the Annual VWS Exhibition Catalog. Work directly with Catalog Design Consultant Contractor to arrange for ~~on~~ the printing, publishing, ~~and~~ distribution, and mailing of the Annual Exhibition Catalog. The consultant contractor will secure bids from at least ~~three~~ ~~two~~ reputable printers to print all exhibited works. ~~Consultant fees and all catalog costs will be included in the Annual Budget.~~
5. Review, recommend and coordinate changes to VWS Constitution and By-Laws. ~~Exhibition Procedures Addendum. Review, simplify and update the Addendum~~

~~Procedures processes- Review the changes as amended by the Vice President Parliamentarian- Provide updated/amended copies each year according to any resolutions passed at Annual Business Meetings.~~ Make sure updated copies are provided to the State Historian and the ~~Website Consultant Contractor Web Master~~ for inclusion/amendment on the Web Site. Fulfill the notice of intent to amend the By-Laws to the membership at least 30 days before the Annual Meeting.

6. Oversee the Creasy/Johnson Fund Grant Program and appoint a ~~Chair Coordinator~~ when necessary. ~~Work with the Creasy/Johnson Fund Chair and the Board on options to fund the program.~~
7. The President will receive a stipend of \$300 per year to cover required travel and administrative expenses. ~~The president's banquet dinner and breakfast will be paid for from the Exhibition Committee Bank Account. plus the cost of the President's banquet dinner and breakfast will be abstained by the Exhibition Committee Account.~~
8. Oversee and manage VWS Website and work directly with the Web Consultant Contractor on all requirements and requests to update and maintain the website. Develop a budget statement and memorandum of understanding with the Web Consultant that defines scope of work to be performed and the cost.
9. Work with the Board to develop an annual budget, to be approved by a simple majority of the Board, and present Annual Budget at the Annual I Membership Meeting.
10. Give notice of Committee and Board meetings to be arranged during the Exhibition Weekend and approximately six months later for a Board Meeting. Create an Agenda for all meetings and distribute to attendees before the meeting so they may prepare. ~~The State President may call Board or Committee Meetings as needed, and conduct them by teleconference.~~
11. Consult with Exhibition Chair on the planning and operation of the Annual Juried Exhibition.
12. Appoint members in good standing to all the following roles and present new appointees to the membership for a vote of approval.

Section 2: STATE VICE PRESIDENT

A. The term of office shall be for ~~four~~ three years from the date of election. Notice of intent to resign shall be given to the State President at least 120 days prior to the next Annual Meeting.

B. The duties of the Vice President shall be to:

1. Serve as the President in his/her absence and assist the President with his/her duties.
2. Keep and maintain the accuracy of the Constitution and By-Laws. ~~and the Exhibition Procedures Addendum.~~ Before the Annual Membership Meeting review the ~~above mentioned~~ document and edit for any changes and check for accuracy, legitimacy and understanding; Amend the document for any Resolutions from the previous Annual Meeting. Present any proposed amendments to the Board for approval before submission to the membership at the Annual Meeting.
3. Provide amended/approved copies to the State Historian and the State President. The State President will provide copies to Web Consultant Contactor for inclusion on the VWS Web Site.

4. When necessary, locate nominee(s) for State President and determine the persons availability and willingness to serve and present nomination at the Annual Meeting for election.
5. Keep and maintain the accuracy of the Exhibition Procedures Addendum. Amend the documents for any Resolutions from the State President.

Section 2 3: STATE TREASURER

A. The term of office shall be for three years from the date of election. Notice of intent to resign shall be given to the State President at least 120 days prior to the next Annual Meeting.

B. The duties of the Treasurer shall be:

1. Receive monies and pay State expenses.
2. Keep a correct accounting of all VWS financial transactions.
3. Provide a financial statement at each Board and Annual Meeting.
4. Sign all checks from the VWS State Treasury.
5. Advise Exhibition Committee about how to establish bookkeeping and bank account, including making sure they have a copy of Constitution and By-Laws and Articles of Incorporation to open a Juried Exhibition Account.
6. Liaise with Society attorney with any legal matters.
7. Present accounts for ~~audit by Certified Public Accountant~~ internal review designated by the State President at the end of every third fiscal year and during the quarter of the calendar year, January 1-December 31 prior to the resignation of the Treasurer.
8. Write checks for the following Annual Exhibition Awards: The Best in Show (\$1,500) and the Robert C. Carter Fund (\$1,000) and send them to the Exhibition Chair.

Section 4 : STATE HISTORIAN

A. The term of office shall be for three years from the date of election, although the position may be held longer. Notice of intent to resign shall be given to the State President at least 120 days prior to the next Annual Meeting.

B. The duties of the State Historian shall be:

1. Maintain and preserve an archival collection for VWS.
2. ~~Insure Roberts Rules of Order shall govern all meetings of VWS insofar as they are applicable.~~

~~Section 4: PARLIMENTARIAN~~ DUTIES MOVED S TO VICE -PRESIDENT

~~A. The term of office shall be for three years from the date of election, although the position may be held longer. Notice of intent to resign shall be given to the State President at least 120 days prior to the next Annual Meeting~~

~~B. The duties of the Parliamentarian are to:—~~**DUTIES COMBINED and MOVED to State President and Vice President**

~~1. Keep and maintain the accuracy of the By-Laws. Before the Annual Membership Meeting review the By-Laws and edit for any amendments and check for accuracy, legitimacy and understanding; Amend the document for any Resolutions from the previous Annual Meeting and present any proposed amendments to the Board for approval before submission to the membership at the Annual Meeting. Fulfill the notice of intent to amend to the membership at least 30 days before the Annual Meeting~~

~~2. Keep and maintain the accuracy of the Exhibition Procedures Addendum. Before the Annual Membership Meeting review the Exhibition Procedures Addendum and edit for any amendments, check for accuracy, legitimacy and understanding. Amend the document for any Resolutions from the previous Annual Meeting and present any proposed amendments to the Board for approval before submission to the membership at the Annual Meeting. Fulfill the notice of intent to amend to the membership at least 30 days before the Annual Meeting~~

Section 5. WEB MASTER— WORK DONE by PRIVATE CONTACTOR OVERSIGHT MOVED to PRESIDENT’S DUTIES:

~~A. The term of office shall be for three years from the date of election, although the position may be held longer. Notice of intent to resign shall be given to the State President at least 120 days prior to the next Annual Meeting.~~

~~B. The duties of the Web Master are to~~

~~1. Maintain VWS Website to include but not limited to membership information to include names, addresses, phone numbers, email addresses, membership status and history. The database will also include exhibition entries, accepted artists, exhibition awards and award donors. VWS History, Calendar, Grant Information, Art Links, Annual Exhibition announcements, Exhibition Prospectus, Workshop Information, Galleries of Exhibitions and Awards, State Board Members, current Exhibition Committee and past Exhibition Chairpersons, Copies of Articles of Incorporation, By-Laws, VWS Policies, Exhibition Procedures Addendum, Minutes of each Annual Meeting and the Waterlogue.~~

~~2. Web Master shall send bulk emails at the request of the State President or Exhibition Chairperson.~~

~~The website will include relevant reports of the above data which will be made available to designated Exhibition Committee members and State Board Members.~~

~~The Web Master will explain and give access to State Membership Chair to enable direct edit of membership database.~~

~~The aster will explain and give access to the Exhibition Committee Chair or designee to enable direct edit of Exhibition Entry database for the exhibition year.~~

Section 5: STATE SECRETARY

A. The term of office shall be for three years from the date of election, although the position may be held longer. Notice of intent to resign shall be given to the State President at least 120 days prior to the next Annual Meeting.

B. The duties of the State Secretary shall be to:

1. To record and maintain minutes of the proceedings of all VWS Board and Annual Members meetings and send minutes to the Board.

2. Ensure Roberts Rules of Order shall govern all meetings of VWS insofar as they are applicable.

Section 6: STATE MEMBERSHIP CHAIR

A. The term of office shall be for three years from the date of election, although the position may be held longer. Notice of intent to resign shall be given to the State President at least 120 days prior to the next Annual Meeting.

B. The duties of the Membership Chair shall be:

1. Maintain a record of current VWS members and Artist Members:
2. Liaise with Web Consultant Contractor ~~Master~~ to keep a regularly up-dated membership database.
3. Post Membership dues notice in the newsletter (Waterlogue).
4. Mail reminders of Membership dues to members without email capabilities.
5. Receive and record membership renewal and new membership applications and transfer to the State Treasurer all membership dues payments.
6. Provide a current Membership List to VWS members at least yearly and to the State President upon request.
7. Provide a printed statement in the Membership List that VWS Policy prohibits sharing or distributing any part of the list to any entity.
8. Work with Exhibition Postal Secretary to compile a list of lapsed members to send invitations to renew.
9. Assign a VWS Area to each new member. Inform Area Representative of new member when a new member has become part of his/her Area.

Section 7: STATE NEWSLETTER EDITOR (WATERLOGUE EDITOR)

A. The term of office shall be for three years from the date of election, although the position may be held longer. Notice of intent to resign shall be given to the State President at least 120 days prior to the next Annual Meeting.

B. The duties of the Newsletter Editor shall be:

1. Collect news and information from the area representatives about the membership and yearly exhibitions.
2. Coordinate and publish ~~Publish, coordinate and liaise with printer for~~ three to four newsletters annually.
3. Provide a copy of the Newsletter to Web ~~Master~~ Consultant Contractor for inclusion on the VWS Web Site.
4. Manage and post guidelines for newsletter postings.

SECTION 8: CREASY/JOHNSON CHAIRPERSON

A. The term of office shall be for three years from the date of election, although may be held longer. Notice of intent to resign shall be given to the State President at least 120 days prior to the next Annual Meeting.

B. The duties of the Creasy/Johanson Chairperson shall be:

1. Provide outreach to locate possible recipients and regularly write reminders and reports for inclusion in the Waterlogue.
2. Convene the Creasy/Johnson Committee to choose and decide on grants; request checks from the State Treasurer and forward to the grant recipient with a letter requesting feedback after the program.
3. Keep a log of all grants and feedback from the recipients.

SECTION 9: SOCIAL MEDIA-MASTER

A. The term of office shall be for three years from the date of election, although may be held longer. Notice of intent to resign shall be given to the State President at least 120 days prior to the next Annual Meeting.

B. The duties of the Social Media-Master shall be:

1. Accept submitted materials from the Area Representatives to publish on VWS's social media sites to include Awards, Publications and works in print, solo and small group show, serving as a juror, additions to permanent collections, unusual art adventures and special honors or recognitions relating to watercolors.
2. Manage and post guidelines for social media postings.

SECTION 10. EX-OFFICIO PRESIDENT

A. The term of office shall be for three years from the date of appointment or until the new State President resigns and becomes Ex-Officio. Notice of intent to resign shall be given to the State President at least 120 days prior to the next Annual Meeting.

B. The duties of the Ex-Officio shall be:

1. Provide advice and guidance to an incoming State President and Board.

ARTICLE IV: MEETINGS

Roberts Rules of Order shall govern all meetings of VWS insofar as they are applicable.

Section 1: ANNUAL MEETINGS

- A. The annual meeting shall be called by the State President and held at the Annual Exhibition location during the Annual Exhibition weekend.
- B. Notice of the meeting shall be made by mail or email at least thirty days prior to the meeting with an Agenda provided by the State President. The meeting shall be composed of the State Board, Exhibition Chairperson, Incoming Exhibition Chairperson and any other person the State President deems necessary.
- C. A quorum for conducting business at the Annual Meeting shall be a majority of the members present.
- D. An Agenda for the meeting will be created between the President and the Committee Chair.

E. The meeting will be run by the State President who will include on the Agenda a Report from the Exhibition Chair ~~person~~. The State President will also introduce the Exhibition Committee for the following year.

Section 2 : BOARD MEETINGS

Board Meetings should be held **at least** twice a year, once at the Annual Membership Meeting if time allows and ~~once~~ again six months later at a central location convenient for each Board Member and arranged by the State President. **The State President may call Board Meetings as needed, and conduct them by teleconference. Each Board Member will be given \$200 to cover their travel expenses, hotel and meals if such expenses are incurred.**

~~ARTICLE V: NOMINATING COMMITTEE~~

~~DUTIES combined AND MOVED TO VICE-PRESIDENT~~

- ~~A. The term of office shall be for three years from the date of election or longer with the permission of each member.~~
- ~~B. Notice of intent to resign by any member of the Nominating Committee shall be given to the other members of the Nominating Committee and the State President at least 120 days prior to the next Annual Meeting. The State President shall be included in the membership of the Nominating Committee. New/replacement appointments will be made by The Nominating Committee and shall consist of five members in good standing.~~
- ~~C. The duties of the Nominating Committee shall be to:
 - ~~— 1. When necessary, locate nominee(s) for the slate of State President and determine the persons availability and willingness to serve.~~
 - ~~— 2. Present names of persons nominated at the Annual Meeting for election.~~~~

ARTICLE V: EXHIBITION COMMITTEE

The Exhibition Committee shall stage the Annual VWS Juried Exhibition and will be composed of positions as outlined in the VWS Annual Exhibition Procedures Addendum.

The entry fee for the Annual Juried Exhibitions shall be \$40.00.

ARTICLE VI: AREA REPRESENTATIVES

- A. Area **Representatives Coordinator Representatives** may be appointed by the State President at his/her discretion, **for a term of three years.**
- B. The duties of the Area Representative **Coordinator are to select and provide guidance to the Area Representatives.**
- C. **The duties of the Area Representative are to:**
 - 1. Receive and disseminate information from members within their designated areas.
 - 2. Forward information about prospective members and activities of members in their districts to the State Newsletter (Waterlogue) Editor and the Social Media-Master.

ARTICLE VII: OTHER ACTIVITIES

VWS may fulfill its purposes by scheduling other appropriate activities. Only those activities and their funding approved by the Board may be promoted, presented or advertised as official activities of VWS.

ARTICLE VIII: AMENDMENTS

Section 1. These By-Laws may be amended in one of Four ways:

A. Amended by the Board presenting the proposed amendment to the Annual Meeting, or at a Membership Meeting called for that purpose.

1. Notice shall be presented to the membership by the Board at least 30 days prior to the Annual Meeting in which action shall be taken. This notice should be via Newsletter, special mailing and/or notice on the VWS web site with an email to the membership.

2. Two-Thirds vote of the members present at the Annual Meeting shall be necessary for adoption.

B. Amended by a member presenting the proposed amendment to the State President and the Web Consultant Contractor ~~Master~~ for inclusion on the VWS web site, in writing, signed by no fewer than ten members, at least 60 days prior to the Annual Meeting.

1. Two-Thirds vote of the members present at the Annual Meeting shall be necessary for adoption.

C. Amended by the Board who may meet in person or electronically to vote on an emergency or pressing matter.

D: Amended by Email to the entire membership asking for interim approval for amendments. Amendments will still need to be presented at the Annual Meeting for final approval.

1. Two-Thirds vote of the Board shall be necessary for a temporary measure.

2. The vote will then be presented to the Members at the Annual Meeting for an official amendment with the 30 days' notice prior to the Annual Meeting.

Section 2: AMENDMENT FORMAT

Proposed Amendments shall be written in a format to note where in the By-Laws the amendment shall fit, with its exact wording and before and after examples.

ARTICLE IX: DUES

A. Any change of dues as established must be approved by the membership. ~~As of February 6, 2014 the Annual Membership dues are \$35 per year. As of January 1, 2024 the Annual Membership dues shall be \$40 per year.~~

B. Dues, after the initial membership application and payment, will be renewable each year by January 31. New members who pay their initial dues in October, November or December shall have their membership extended until December 31 of the following year.

Existing or lapsed members who pay in the last quarter of the year shall have their membership period applied to the following calendar year to start in January. Lapsed members who pay in the last quarter and wish to keep continuous membership need to pay for that year and the following year. All who do not pay membership fees by the due date may submit late membership dues to the Membership Chair~~person~~ up until the deadline of the Annual Exhibition submission fees to be eligible for that year's Annual Exhibition and receive VWS mailings. Exhibition submission fees and membership dues have separate addresses and must be sent separately.

C. Life members (as defined in Article II D) are exempt from paying dues. Life members must keep their continuous membership of signature status up until their eligibility for Life Membership. Application for Life Membership should be made to the State Membership Chair~~person~~.

*Revised by: Lynn Hosegood 2014; updated 2016 KAS; updated 2017 KAS and LH.
VWS By-Laws Revision July 30, 2023. VWS State President Trish Crowe and VWS Board.*