CONSTITUTION AND BY-LAWS
OF THE
VIRGINIA WATERCOLOR SOCIETY
September 27, 2025

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".

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.
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 on the basis of race, color, religion or sexual identity.
Any resident of Virginia is eligible for membership 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 and those specified in Paragraph C below, whose dues are current. To maintain active status members must renew and pay their dues within 4 months of their membership renewal date, and if they do not, their membership will lapse and the member will be removed from the membership directory. Please refer to ARTICLE IX: DUES. Active Members will receive the Exhibition Catalog, Waterlogue Newsletter, Prospectus and information about submitting works for the Annual Exhibition, and contact information for their regional VWS Area Representative.

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 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 Membership Chair, State Newsletter Editor (Waterlogue Editor), Creasy/Johnson Fund Chair, Social Media-Master, Area Representative Chair and Ex-Officio President.

Section 1: STATE 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 VICE-PRESIDENT 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 Representative Chair.
2. Appoint VWS Annual Exhibition Committee Chair and find locations for each Annual Juried Exhibition. 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 Secretary-and Website Consultant Contractor for inclusion on the Web Site.
4. Oversee and manage the Annual VWS Exhibition Catalog. Work directly with Catalog Design Consultant Contractor to arrange for the printing, publishing, distribution, and mailing of the Annual Exhibition Catalog. The consultant contactor will secure bids from at least 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. Review the changes as amended by the Vice President. Make sure updated copies are provided to the State Secretary and the Website Consultant Contractor 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 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.
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 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 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. Before the Annual Membership Meeting review the 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 Secretary 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 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 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 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.
3. Maintain and preserve an archival collection for VWS.
4. Receive and maintain hard copies of the catalog, newsletters, and annual treasurers report for the Exhibition year.

Section 5: 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.

A. 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 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.

Section 6: 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 exhibitions.
2. Coordinate and publish three to four newsletters annually.
3. Provide a copy of the Newsletter to Web Consultant Contractor for inclusion on the VWS Web Site.
4. Manage and post guidelines for newsletter postings.

SECTION 7: CREASY/JOHNSON CHAIR

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/Johnson Chair 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 8: 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 9. AREA REPRESENTIVE CHAIR

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 Area Representative Chair are to select the Area Representatives and provide guidance to the Area Representatives.

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 Chair, Incoming Exhibition Chair 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. 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 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.

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.

Any change to the exhibition entry fee must be approved by the Board. Current entry fee is $40 per exhibition. A change to the entry fee does not require approval by the membership. The Board approves the By-Laws change and notifies the Exhibition Committee Chair of the change.

ARTICLE VI: AREA REPRESENTATIVES

A. The Area Representatives work with and receive guidance from the Area Representative Chair.

B. 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 Five 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 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.

E: Amended by the Board only, for changes to the Exhibition Entry Fee. The Board notifies the membership of the changes.

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 January 1, 2024 the Annual Membership dues shall be $40 per year.

B. Effective November 1, 2024 all memberships will be processed on line and paid by credit card through the membership system on the Virginia Watercolor Society Website.

C. Dues, after the initial membership application and payment, will be renewable each year on the members' membership renewal date. To maintain active status members must pay their dues within 4 months of their membership renewal date, and if dues are not paid by this time the membership will lapse, and will affect eligibility for signature and life member status. Lapsed members may contact the Membership Chair for details on how to pay back dues to regain continuous membership status.

D. 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.

Revisions:
By Laws Revisions September 16, 2023, approved by unanimous vote on September 16, 2023, at the VWS Annual Meeting in Williamsburg, VA. By Laws Revision presented by VWS President Trish on May 4, 2024, and approved by unanimous vote at the VWS Annual Meeting and 45th Exhibition in Lynchburg, VA. By Laws Revision presented by VWS President Trish on September 27, 2025, and approved by unanimous vote at the VWS Annual Meeting and 46th Exhibition in Radford, VA.