

CALIFORNIA WATERCOLOR ASSOCIATION BYLAWS

PREAMBLE

The members of California Watercolor Association in order to create, foster and sustain an interest in the art of water media painting, to sponsor education programs, entertainments, paint-outs, displays and exhibitions, to increase the skill of its members, to further the understanding and appreciation of water media art on the part of its members and the general public to the end that a better community may result, do set up and adopt these Bylaws.

ARTICLE I NAME

The name of the organization is and shall be CALIFORNIA WATERCOLOR ASSOCIATION, also known as CWA.

ARTICLE II MEMBERSHIP

The members of this corporation, hereinafter referred to as the "Association," their respective classifications, qualifications, privileges and other membership conditions shall be as follows:

Section 1. Active Members:

Section 1a. Associate Members. Anyone with an interest in the arts may be an Associate Member of the California Watercolor Association.

Section 1b. Signature Members. Signature Membership may be granted to an Associate Member applicant upon fulfillment of the requirements and approval by the Board.

Section 1c. Outstanding Achievement Membership. May be conferred on an active member who has made an outstanding contribution toward the furtherance of the aims of the Association. Affirmation is by a majority vote of the Board. Outstanding Achievement members shall be exempt from payment of dues and shall continue to enjoy all the rights and privileges of an Active Member. Any member in good standing shall have the right to exercise one vote and is eligible for election as a Board Member of the Association.

Section 1d. Master Signature Member. Master Signature Membership may be granted to an Associate or Signature Member applicant upon fulfillment of the requirements and approval by the Board.

Section 2. Benefactor(s). Gold, Silver or Bronze Benefactor Membership(s) may be conferred by recommendation of a Board Member and approved by a majority vote of the Board on a person, company, corporation or business, who has provided a special contribution or other good and valuable service. Benefactor members shall not have the right to vote, make motions or suggest resolutions.

Section 3. Honorary Membership. Honorary Membership may be conferred by a majority vote of the Board on an individual who has made an outstanding contribution in the field of art. An Honorary Member shall be exempt from payment of dues and shall have no voting privileges.

Section 4. Student Membership. Student Membership may be conferred on a full-time student of an accredited school or college provided the age is between 16 and 25 years. A Student Membership must be affirmed by a majority vote of the Board. Students under the age of 21 shall be ineligible to hold office, either elective or appointive.

Section 5. Dues. All members, unless otherwise stated in these Bylaws, shall pay annual dues as determined by the Board. Dues are payable when joining CWA. Members may pay dues for 1 - 3 years. All Board members shall be exempt from payment of one year's dues for each full year of service.

Section 6. Change of Dues, Levying of Fees and Assessments. The Board may change dues, levy fees and assessments, giving not less than thirty (30) days advance notice in writing to the entire membership.

Section 7. Change in Classifications, Qualifications and Privileges. Changes in classifications, qualifications and privileges of members as provided herein shall be made by the Board.

Section 8. Resignation and Reinstatement. (1) Resignation or termination of membership shall constitute relinquishment to the Association of the resigning member's rights and privileges, but shall not affect the resigning member's financial obligations to the Association which have accrued to the date on which said resignation was received by the Secretary and all Association property returned. (2) The Board shall pass on the reinstatement of any member dropped for nonpayment of dues or for any other reason. A member can only be reinstated after payment of dues.

Section 9. Suspension, Discipline and Expulsion. (1) Nonpayment of dues or other financial obligation to the Association shall be grounds for suspension or expulsion, or other action as the Board may deem proper. (2) A member whose dues are thirty (30) days in arrears shall be delinquent and may be dropped from the membership roll unless due cause is shown which merits an extension of time. All rights and privileges of suspended members are forfeited. (3) The Board may, after investigation, but subject to appeal as provided for in Section 10 herein, suspend, expel or discipline any member for conduct or acts which in its opinion are likely to endanger or injure the interest, welfare or character of the Association.

Section 10. Appeal. A decision of the Board respecting the conduct of a member as specified in Section 9 herein may be appealed within sixty (60) days by a written petition to the Board. Upon receipt of the Petition of Appeal, stated in detail, it becomes mandatory upon the Board to act promptly and submit the question to a vote of the membership at the next general meeting. Due notice must be given the membership of such intention. Accused or supporting members desiring to speak must be allowed the floor for not more than five (5) minutes per person prior to putting the vote. A majority vote of members in attendance when a quorum of is present is necessary to sustain the Appeal and to overrule the decision of the Board.

ARTICLE III BOARD

Section 1. The term “the Board” shall refer exclusively to the Board of Directors of this Association. The management of the Association shall be vested in the Board, which shall be composed of duly elected Board Members. The Board shall function as the administrative body with all the powers and authority to perform the necessary functions of the administration consistent with the purposes of the Association as stated in the Articles of Incorporation and these Bylaws, and consistent with the State and Federal laws. No Board Member or Director shall receive compensation for his/her official services.

Section 2. Elected CWA Board Member Positions. The elected positions for the Board of the Association, from the membership, shall be:
President, Vice President,
Director(s) of Shows, Director(s) of Programs,
Director(s) of Outreach, Budget Director,
Membership Director, Secretary,
Director(s) of Communications, Director(s) of Workshops
Two (2) Members At-Large

Section 3. Voting Privileges. Where one or more persons share a Board position they will equally share one (1) vote.

ARTICLE IV DUTIES AND RESPONSIBILITIES OF BOARD MEMBERS

Section 1. President. The President shall supervise the Association’s activities and put into effect the decisions of the Board. The President shall preside at all meetings of the Association both general and Board; appoint chairman and members of all Committees except where otherwise stated; sign all written contracts or obligations of the Association subject to Board approval; shall function as ex-officio member of all committees except the Nominating Committee; make a report at the November general meeting of the progress of the Association during the past year with recommendations for the coming year; shall appoint a qualified person to review the annual accounting processes once per year; shall have signature authority over the financial accounts along with the Budget Director; shall be responsible for seeing that the Bylaws and Policies of the Association are carried out; and, may have such other powers and duties as the Bylaws may direct; shall carry out the duties of the office in such a way as to promote the effective operation of the Association.

Section 2. Vice President. The Vice President shall direct the National Exhibition; shall be responsible for duties or special projects as may be prescribed by the President and/or CWA Board of Directors. In the absence or disability of the President, the Vice President shall perform all duties of the President; shall have signature powers over the financial accounts along with the Budget Director, which shall have the same validity and binding effect as if done by the President. The Vice President shall act as board liaison to the National Exhibition Committee.

Section 3. Director(s) of Shows. The Director(s) may appoint all exhibit chairpersons and jurors and shall have charge of all exhibits sponsored by the California Watercolor Association including but not limited to determining the number of shows in a year. This shall exclude the annual National Exhibition. In the absence or disability of both the President and Vice President, the Director(s) of Shows shall preside. The Director(s) of Shows shall act as board liaison to the show chairs.

Section 4. Director(s) of Programs. The Director(s) of Programs shall be in charge of programs for the general meetings and shall act as Board liaison to the video librarian(s), hospitality chair and technical support.

Section 5. The Budget Director. The Budget Director shall be accountable to the Board for all funds of the Association; shall act as a custodian of the Association's investment accounts, and shall manage the balances of all CWA financial accounts as approved by the Board; shall review bill-paying and record-keeping activity, and shall oversee accounts along with the bookkeeper. The Budget Director shall maintain an inventory of all property of every kind and nature of the Association and maintain proper records. In the first quarter of the year, the Budget Director shall provide to the newsletter for publication the annual financial report and approved budget proposal. The Budget Director shall act as Board liaison to the bookkeeper and tax preparer.

Section 6. Membership Director. The Membership Director shall direct the membership processes of recruitment, new member orientation, customer service and retention, record maintenance, shall oversee management of petition(s) for signature membership(s), and coordinate the production of the annual roster. The Membership Director shall act as Board liaison to the data manager and the greeter at general meetings.

Section 7. Secretary. The Secretary shall keep minutes of all Board meetings and of general meetings if and when it is necessary to call for a vote of the general membership; shall handle the general correspondence of the association; shall keep and be the custodian of the records of the Association; shall make certain that any Bylaws and/or changes are published in the newsletter and the roster; shall before each Board meeting of the Association, submit to the President an agenda for the meeting and shall carry such other duties as customarily are performed by a secretary.

Section 8. Director(s) of Communications. Shall work with the board to publicize CWA and its activities; and, act as Board liaison to Webmaster and Newsletter Editor.

Section 9. Director(s) of Workshops. The Director(s) of Workshops shall be responsible for the organization of all workshop(s) for the calendar year and may tentatively reserve instructors for future consideration; shall present for the Board's approval, for each workshop, a proposed contract which shall include dates, fees, expenses and any other relevant information; shall make a final report to the Board of all income and expenses in connection with each workshop. The Director(s) of Workshops shall act as Board liaison to the Workshop Committee.

Section 10. Director(s) of Community Outreach. The Director(s) of Community Outreach shall prepare and execute all matters relating to art scholarship and community programs. The Outreach Director is the liaison for the Outreach Coordinator.

Section 11. Members At-Large. The two members at-large will have no assigned programs. They will provide assistance to the Board on special assignments, will learn the Board's functions, and will serve as liaison between the Board and the general membership.

ARTICLE V NOMINATIONS AND ELECTIONS

Section 1. Nominations. In August, the Board shall appoint a Nominating Committee, which shall consist of three members, at least one from the Board and one from the membership at large. This committee shall prepare a full slate of a single candidate for each office to be filled. The slate of Board Members shall be submitted at the October general meeting and further nominations called for from the floor. Only members in good standing after having agreed in advance, if elected, to accept the office for which he/she is nominated, shall be eligible for nomination. If the nominee is not present, a written statement of acceptance must be presented.

Section 2. Membership on a Nominating Committee does not render anyone ineligible from becoming a nominee for office.

Section 3. Incumbency. Incumbency in one office shall not render anyone ineligible for nomination and election to another office.

Section 4. Election of Board Member(s). Election of Board Members shall be held at the November general membership meeting. A majority of votes cast shall be necessary for election. No member may hold two elective offices at the same time.

Section 5. Voting Procedure. The President shall appoint (2) tellers and a chairman from the membership to count the votes. No member of the Tellers Committee shall be a Board Member or a candidate for office. Each opposed office shall be voted in turn separately. The chairman shall announce the results of the balloting as soon as the tabulation is completed and not later than the end of the meeting.

Section 6. Term of Office. The term of office for all Board Members shall be one calendar year from January 1st, at which time the retiring Board Members shall turn over all books, papers, money, credit cards, other information and Association property to the newly elected Board Member.

Section 7. Removing a Board Member from the Board. If it is deemed that a Board member is not fulfilling his or her responsibilities, any other board member may put to the board a vote of confidence at one of its official board meetings. If the majority of the board so votes that there is a loss of confidence, a board member is asked to resign.

Section 8. Vacancy. A vacancy in an elective office shall be presumed to exist when a Board Member has failed to attend two consecutive Board meetings without notifying the President of such intended absence. Vacancies occurring in any elective office shall be filled by appointment by a majority vote of the Board for the unexpired term.

Section 9. Copy of Bylaws. Each member, regardless of status, shall have access to a copy of the Bylaws.

ARTICLE VI MEETINGS

All business meetings of the Association shall be conducted in accordance with the latest edition of Robert's Rules of Order insofar as they are applicable and consistent with these Bylaws.

Section 1. General Meetings. General Meetings of the Association shall be held ten (10) times a year on a monthly basis except for two (2) months; one in the summer and one in the winter. However, special meeting times may be made by the Board subject to due notice. Special general meetings may be petitioned in writing by at least ten (10) members.

Section 2. The purpose of all general meetings. Shall be to present to the membership reports of progress, activities and projects of the Association. Ample time shall be provided for educational activities pertaining to the fine arts and consistent with the purpose of the Association as stated in these Bylaws.

Section 3. Notice of Meetings. Notification of date, place and time of each meeting shall be noted in all newsletters.

Section 4. The Board shall meet monthly. Special meetings of the Board may be called at any time a quorum approves.

Section 5. Any member of the Association, in good standing, may attend a meeting of the Board by first making his/her request and subject matter known to the President.

ARTICLE VII COMMITTEES AND APPOINTMENTS

Section 1. The president shall appoint all Committees including a Standing Advisory Committee and be ex-officio member of all committees, and state the name of the Chairman of each committee.

Section 2. Term of Committees. The term of office of committees shall terminate when the project for which they were appointed is complete or as a quorum of the Board directs, and in no case shall extend beyond the term of the President, with the exception of the Standing Advisory Committee.

Section 3. The purpose of the Standing Advisory Committee is to research new avenues for CWA and review current policies for presentation to the Board for review.

Section 4. The President may appoint individuals to perform certain functions as may be deemed advisable. The term of such appointee shall terminate with the completion of the project or as a quorum of the Board directs, and in no case shall extend beyond the term of the President.

Section 5. During the term of special appointments, either as a committee chairman or individuals, the appointee may be invited to attend pertinent Board meetings, but shall not have the power to make motions or vote.

ARTICLE VIII QUORUM

Section 1. A quorum for a general meeting of the Association, either regular or special, shall consist of not less than twenty members present.

Section 2. A quorum of the Board shall consist of a majority of members.

ARTICLE IX AMENDMENTS

Power to repeal or amend the Bylaws or adopt new Bylaws is delegated to the Board conditional upon and subject to the ratification by the membership at any general meeting requiring a majority affirmative vote where there is a quorum present. Ample published notice of such intention to amend and the text of the material to be voted upon must be given all members at least thirty (30) days prior to the meeting.

ARTICLE X BUDGET

The Board shall adopt an annual budget covering estimated receipts and expenditures. The Board shall approve all Association bills as required.

ARTICLE XI POLICIES ON ART EXHIBITS

Section 1. California Watercolor Association Exhibits. The Board may decide to appoint a juror(s) to accept entries and to choose special awards. The Board or its representative has the power to make the final decision to remove any objectionable piece of work, or any entry too hazardous to handle, and its decision is final.

Section 2. Outside Juried Exhibit. California Watercolor Association, with Board approval, may participate as a group in any outside juried art exhibit.

ARTICLE XII CALENDAR YEAR

The corporation shall operate on a calendar year basis beginning with the 1st day of January and ending with the 31st day of December.

Revised 1999, 2000, 2005, 2007, 2008, 2009, 2010, 2012

Adopted January 2012

Printed May 2005, May 2006, July 2007, April 2008, April 2009, February 2011, January 2012