

# CALIFORNIA WATERCOLOR ASSOCIATION BYLAWS

March 2014

## PREAMBLE

The members of California Watercolor Association, in order to create, foster and sustain an interest in the art of watermedia 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 watermedia 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:

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

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

**1c. Outstanding Achievement Membership:** A title 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.

**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, suggest resolutions, be on the Board or hold office.

**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 and shall be paid annually at the subsequent anniversary date of membership.

**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.** Resignation or termination of membership shall constitute relinquishment to the Association of the resigning members' rights and privileges, but shall not affect the resigning members' 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.

**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.

### ARTICLE III BOARD

**Section 1.** Elected CWA Board Member Positions. The elected positions for the Board of the Association, from the membership, shall be: (1) President, (2) Vice President, (3) Secretary, (4) Budget Director, (5) Director of National Exhibition, (6) Director-of Shows, (7) Director of Workshops, (8) Director of Outreach, (9) Director of Programs, (10) Director of Communications, and (11 and 12) Two (2) Members At-Large for a total of twelve (12) voting positions.

**Section 2.** All described elected positions may be shared.

**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 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 manage the membership processes of recruitment, record membership, new member orientation, and shall oversee management of petition(s) for signature membership(s). The Vice President 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 Data Manager.

**Section 3. 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 on the CWA web-site; 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 4. 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 Associations' 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 5. Director of National Exhibition:** The Director of the National Exhibition shall manage the National Exhibition and shall act as board liaison to the National Exhibition Committee. The Director shall select a juror and exhibition site, with concurrence of the Board. The Director is responsible for appointing and managing all exhibition committee members.

**Section 6. Director of Shows:** The Director shall be responsible for appointing all show chairpersons and jurors and shall manage 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. The Director(s) of Shows shall act as Board liaison and manage the show chairs.

**Section 7. Director 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 approval of the Board, 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 and manage the Workshop Committee.

**Section 8. Director of Outreach:** The Director of Outreach shall prepare and execute all matters relating to art scholarship and art activities in the community.

**Section 9. Director of Programs.** The Director of Programs shall be in charge of programs for the meetings and shall act as Board liaison and manage the video librarian(s), technical support, and the Plein Air Committee.

**Section 10. Director of Communications.** The Communications Director shall work with the board to publicize CWA and its activities, including contacting other arts groups and news organizations as requested by a board member or appointed Committee Chair. The Communications Director shall manage the publishing of the Newsletter and the actions of the webmaster. The Communications Director shall be the designated board member to receive all inquiries sent to the email address noted at the start of the Policies and Procedures document and to then pass said inquiries to the proper Board, committee, or staff person.

**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 Boards' 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 a chair and two (2) tellers from the membership to count the votes. No member of the Committee shall be a Board Member or a candidate for office. The chair 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 beginning with the 1<sup>st</sup> day of January and ending with the 31<sup>st</sup> day of December. A Board

Member may be re-elected to the same or another position on the Board. At the time that a Board Member vacates a position on the Board, that retiring Board Member shall turn over all books, papers, money, credit cards, other information and Association property to the newly elected replacement Board Member. A Board Member may serve four consecutive whole terms in the same office.

**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 of CWA, 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. 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 2. The Board shall meet ten (10) times a year.** Special meetings of the Board may be called at any time a Board quorum approves.

**Section 3. 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 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 VIII 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 IX  
BUDGET**

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

**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.