



ARTICLE I – NAME

1. The name of this corporation shall be VERMONT WATERCOLOR SOCIETY, LTD., hereinafter referred to as the VWS.
2. The address of the principal officer of the VWS shall be the address of the duly appointed or elected President of the VWS.
3. The VWS shall be registered as a nonprofit corporation with the Secretary of the State, State of Vermont, with a Nonprofit Biennial Report Form filed biennially. The registered office of the corporation shall be in the State of Vermont at the address of the President of the VWS or an officer or an independent attorney appointed by the President.

ARTICLE II – MISSION

The VWS is dedicated to promoting the awareness and appreciation of watercolors to its membership and to the community by providing opportunities and venues for participation, education, fellowship and exhibitions. VWS strives to fulfill its mission in a manner that ensures diversity, inclusivity, and equity, where all members and volunteers, whatever their gender, race, ethnicity, national origin, age, sexual orientation, gender identity, education or disability are valued and respected.

ARTICLE III – MEMBERSHIP

1. Members may reside in any state or country. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

2. There are five--forms of membership in the VWS:

2.1. SIGNATURE MEMBER

2.1.1. Allows a member to use the initials VWS after her/his signature on paintings. To obtain this form of membership, a member must be accepted into no less than three shows in a five--year period with three different paintings, by a jury/juror of specific VWS juried shows.

2.1.2. Forfeit of Signature status: see Article XI

2.2. MEMBER

2.2.1. Open to all individuals living in any state or country

2.2.2. Members may apply at any time to be upgraded to Signature member in accordance with the procedure stated above.

2.3. HONORARY MEMBER



2.3.1. The Board of Directors, hereinafter referred to as the Board, may choose to award an honorary membership to a deserving individual. An honorary member is entitled to free membership as long as the status is in effect.

2.4. LIFETIME MEMBER

2.4.1. Anyone who has served as a President of the VWS for one year or more is entitled to a Lifetime Membership at no cost.

2.5. STUDENT MEMBER

2.5.1. Anyone who is 22 years of age or younger may be a member at no cost.

2.5.2 Student members are not eligible to hold office, either elected or appointed, and are not allowed to vote on matters submitted to a vote of the members.

2.5.3. Student members may participate in any and all VWS Hub activities pursuant to policy.

ARTICLE IV – OFFICERS

1. Officers may be from any state or country.

2. Officers of the VWS shall be:

2.1. President

2.2. Vice President

2.3. Secretary

2.4. Treasurer

3. The duties of the officers will include, but not be limited to the following:

3.1. PRESIDENT

3.1.1. Shall see that the VWS runs smoothly and efficiently and in accordance with the bylaws.

3.1.2. Shall keep abreast of member desires and issues, and act as a resource for conflict Resolutions.

3.1.3. Shall run annual meeting and officer elections according to Robert's Rules of Order.

3.1.4. Shall hold the vision of the VWS in all discussions affecting its future direction.

3.2. VICE PRESIDENT

3.2.1. Shall work closely with the President and be prepared to fill in for the President as necessary.



3.2.2. Shall be well versed in all Board activities and take on the responsibilities as needed within the Board structure as deemed necessary by the President.

3.2.3. Shall prepare for potential succession to the Presidency, thereby ensuring a smooth transition.

3.3. SECRETARY

3.3.1. Shall be responsible for recording the minutes of all Board meetings and two annual membership meetings.

3.3.2. Shall publish all minutes within 30 days.

3.3.3. Shall be responsible for taking care of correspondence and other writing tasks for the VWS as the President or Board may require.

3.4. TREASURER

3.4.1. Shall, along with the President, be the steward of the fiscal health of the VWS.

3.4.2. Shall receive and have custody of the VWS funds.

3.4.3. Shall oversee the keeping of complete and accurate records of VWS receipts and disbursements. All VWS transactions are to be recorded in a manner that no funds are left unaccounted.

3.4.3. Shall choose the banking institution in which the funds of the VWS are deposited in the name of the Vermont Watercolor Society, Ltd. The signature of the Treasurer and the President and any other board members designated as alternate signers shall be on file with the banking institution as authorized to sign checks. For purposes of control, the treasurer may create additional bank accounts.

3.4.4. Shall be responsible, along with the Board, to prepare an annual budget for the successive year to be presented to the membership at the annual membership meeting. Once approved, the items in said budget may be paid by the Treasurer without further approval. Lacking a budget, the Treasurer shall pay all due and just debts of the VWS. Nonapproved items greater than seven hundred dollars (\$700.00) in cost shall be brought before the Board for approval, and if necessary, before a special panel of members.

3.4.5. The VWS shall be registered as a nonprofit corporation with the Secretary of the State, State of Vermont, with a Nonprofit Biennial Report Form filed biennially. The registered office of the corporation shall be in the State of Vermont at the address of the President of the VWS or an officer or an independent attorney appointed by the President.

3.4.6. Shall be the Registered Agent for the corporation. Whenever the Treasurer is not a resident of the State of Vermont, she/he shall appoint a temporary Registered Agent



who is a Vermont resident for this purpose during her/his term of office in order to adhere to the Vermont Law for Corporations.

ARTICLE V – DIRECTORS and CODIRECTORS

1. Directors and Co-Directors may be from any state or country and shall review their directives once per year. Any director can co-direct with another person at the board's pleasure. Co-directors will be accorded a full vote each.

2. Directors and Co-Directors of the VWS shall be:

- 2.1. Director(s) of Exhibits
- 2.2. Director(s) of Programs and Events
- 2.3. Director(s) of Communications and Public Relations
- 2.4 Director(s) of Volunteers
- 2.5. Director(s) of Membership
- 2.6. Director(s) of HUBS

3. The duties of the Directors will include, but not be limited to:

3.1. DIRECTOR/CO DIRECTOR OF EXHIBITS

3.1.1. Shall coordinate all facets of all exhibits, including soliciting venues, creating a prospectus, generating postcards, hanging and removing of work, negotiating terms of sale and commission with galleries and overseeing the hiring of jurors for juried shows.

3.2. DIRECTOR OF PROGRAMS AND EVENTS

- 3.2.1. Shall plan educational activities and programs in concert with member desires.
- 3.2.2. Shall plan activities for both annual meetings.

3.3. DIRECTOR OF COMMUNICATIONS AND PUBLIC RELATIONS

3.3.1. Shall be responsible for planning and implementing all VWS communications and public relations activities.

3.4. DIRECTOR OF VOLUNTEERS

3.4.1. Shall be responsible for developing a volunteer program that will strengthen the ability of the VWS to support and expand volunteer recruitment

3.5. DIRECTOR OF MEMBERSHIP

- 3.5.1. Shall oversee the maintenance of the membership database.
- 3.5.2. Shall keep abreast of membership trends.
- 3.5.3. Shall provide communication to member regarding:



3.5.4. Welcome letters to new members

3.5.5. Letters of delinquency

3.5.6. Lapsed membership letters

3.6. DIRECTOR OF HUBS

3.6.1. Shall oversee and support the needs of the HUBs.

3.6.2. Shall facilitate communications within and among the Hub Point people (HPP) and the board of directors (BOD).

3.6.3. Shall compile Hub related news and pending events sponsored by Hubs for newsletter and other society wide communications.

3.6.4. Shall work with Director of Membership to maintain an accurate database regarding individual members and their principle Hub affiliation.

ARTICLE VI – BOARD OF DIRECTORS

1. The Board of Directors of the VWS shall be comprised of the Officers and Directors as listed in Article IV and Article V.

2. The Board will function with clear definitions of term limits, responsibilities and a process for cultivating and educating new up and coming Board seat replacements

3. The President of the VWS shall be the Chairperson of the Board

4. Board members shall be responsible for keeping the President informed of all situations within the VWS

5. The board will meet four times per year. Interim meetings may be called as necessary and may be conducted via telephone conference call to minimize undue travel. Meeting locations will be based upon the makeup of the Board of Directors, keeping in mind each member's place of residency. A quorum of the Board shall consist of a majority of the Board of Directors.

6. The President shall each year appoint three members of the Board to serve on the Nominating Committee (one being designated as in charge)

7. The President shall each year appoint three members of the Board to serve on the Bylaws Committee (one being designated as in charge)

8. The President, with the consent of the Board, shall have the power to interrupt, maintain, change, and develop, as necessary, the rules governing the affairs of the VWS, within the parameters of the By-laws, including potential changes to the Bylaws, thus allowing flexibility in the day to day activities of the VWS

9. No binding votes by the board of directors will be taken without the responsible board member for the area impacted by the vote being present (in person, via skype or by phone), unless there is some kind of emergency or time sensitivity that requires a decision.



ARTICLE VII – ELECTION OF OFFICERS AND DIRECTORS

1. Officers and Directors shall be elected at the Annual Meeting in the Fall for a two-year term with a limit of two consecutive terms in one position. An Officer or Director may be elected immediately to a position different from the one just held, but must wait one year for reelection to a position just left. Insofar as possible, the terms of Officers and Directors shall be staggered to ensure minimal adverse effect on VWS operations.
2. Officers and Directors elected at the Annual Meeting will officially assume their duties the following January 1.
3. Board members may be elected to serve in various Board positions, but only one at a time.
4. In case of a vacancy in the office of President, the Vice President shall become President. In the case of other Officers or Directors, vacancies will be filled by Presidential appointment.
5. No member shall be nominated or elected in her/his absence unless such member has indicated intention to accept such office in writing prior to the election.
6. Nominations for elected office and directorship positions shall be made from the floor, prior to the membership vote, at the Annual Meeting in the Fall.
7. Proxy vote will not be allowed.

ARTICLE VIII – ANNUAL MEMBERSHIP MEETINGS/QUORUM

1. There shall be at least two membership meetings during the year. One shall be in the spring and the Annual Meeting shall be in the Fall. The time and place of such meetings shall be determined by the Board.
2. A quorum for the purpose of conducting the business of the VWS shall be at least 15 members in good standing.
3. Robert's Rules of Order shall prevail and shall govern all deliberations during official VWS meetings.
4. The order of business shall be set forth by the presiding officer.
5. Special meetings may be held at such times and locations as the Board shall deem necessary. Notification shall be to all members of the VWS in good standing by the least expensive, but expedient means available.

ARTICLE IX – COMMITTEES

1. Temporary (ad hoc) Committees. The President, with Board approval, may appoint one or more ad hoc committees to serve a specific task as defined in a letter of appointment. Such committee(s) will be comprised of Directors and/or Membership and dissolved when the task is accomplished.
 - 1.1.1. Nominating Committee Shall seek potential candidates for Officer and Director positions throughout the year to be presented at the annual meeting in the Fall.



1.1.2. Bylaws Committee Shall meet at least once a year to review the need for changes in the Bylaws and develop changes as needed.

1.1.3. Ethics Committee Any complaint brought as an ethics issue against a member of the VWS that cannot be resolved by the President of the VWS, will be brought to resolution by an Ethics Committee deriving directions from the Ethics Policy. The Ethics Committee will be comprised of 3 or 5 Board Members at the President's discretion. The president will then serve as Chair of the Ethics Committee in a nonvoting position. In addition to the Ethics Policy, the following Exhibition Standards are to be considered:

1.1.1.1. Exhibition rules established by an exhibiting gallery or the VWS are not to be disputed.

1.1.1.2. Communication with jurors, gallery owners or VWS officers to question exhibition decisions will not be tolerated.

1.1.1.3. Necessary contact regarding specifics of a show must be made only to the assigned show coordinator.

1.1.1.4. VWS rules governing exhibitions must be adhered to in the absence of gallery exhibition rules.

ARTICLE X – ETHICS COMMITTEE PROCEDURES

1. All complaints must be in writing, signed by the accuser and addressed to the President of the VWS
2. The action must be made available to the accused who, if the action is not resolved by the President, will be requested to attend a meeting of the Ethics Committee to present her/his account of the event(s).
3. The Ethics Committee shall keep written minutes of its meetings and decisions and these are to be preserved indefinitely.
4. If the Ethics Committee deems the incident to be a serious matter with possible legal ramifications, the Committee may ask for legal counsel.
5. All complaints, actions and resolutions of the Ethics Committee will be kept confidential in the VWS file.
6. A simple, majority vote of the Ethics Committee will be necessary in order to create a decision and resolution.
7. The resolution of the matter will be reported in writing to the accused party by the Ethics Committee of the VWS.
8. Resolution of an incident/complaint may include, but not be restricted to, the following actions:
 - 8.1. A decision in favor of the alleged offender
 - 8.2. A reprimand in a formal letter



8.3. Exclusion from one or more present and future shows/exhibits

8.4. Expulsion from the VWS for flagrant and/or repeated violation of standards as stated in the Ethics Policy

ARTICLE XI – FINANCES/DUES

1.The Fiscal year of the VWS shall be January 1 through December 31.

1.1. Dues are payable beginning October 1 and are delinquent after December 31 prior to the year due.

2. While delinquent, a member will continue to receive VWS communications but cannot participate in VWS shows/exhibits or vote on official VWS issues.

3.Payment of dues for the current year releases the delinquent status.

4. A member's status becomes lapsed on December 31 of the year of nonpayment of dues

5. Termination of membership can occur by resignation, nonpayment of dues and/or the result of disciplinary action. A prorated refund of paid dues is not possible and signature status is lost.

6. A terminated member (except in cases of disciplinary action) or former member may be reinstated by paying current dues.

7.Signature status will be lost after one year's absence from paying dues.

8. A member who has resigned from the VWS, upon reinstatement, will retain a previous signature membership status.

9. In the case of undue hardship, the Board may vote to allow a Signature Member to retain signature status with nonpayment of dues.

10. New members and reinstated members are eligible to participate in VWS activities upon payment of dues.

11. Annual dues of the VWS may be changed by majority vote at any meeting where a quorum is present. Such a vote must be announced to the membership at least 10 days prior to the meeting date.

12. Members may submit their intention to resign from the VWS by writing to the President.

13. Nonmembers are welcome at the Spring and Fall meetings (possible fees apply).

ARTICLE XII – AMENDMENTS

1. Amendments of these Bylaws may be accomplished by two thirds (2/3) vote of the membership present at any meeting where there is a quorum and provided that a written copy of such proposed amendment(s) was sent to each member at least ten (10) days prior to such meeting.

2.Any amendment(s) of these Bylaws shall become effective immediately upon adoption.

ARTICLE XIII – CONTRACTS



1. The President may authorize any officer or director to enter into any contract in the name of and on behalf of the Corporation and such authority may be general or confined to specific business.
2. Prior to signing contracts, matters shall be reviewed by legal counsel if the wisdom of the Board deems appropriate.

ARTICLE XIV – DISSOLUTION OF THE CORPORATION

1. If, for any reason, the Board deems it appropriate to dissolve the VWS, any assets remaining after payment of, or provision for, its debts and liabilities shall, consistent with the purpose of the VWS, be turned over to another public benefit, nonprofit corporation within the State of Vermont.
2. No part of the net assets of the VWS shall inure to the benefit of, or be paid or distributed to an Officer, Director, member, employee or donor of the VWS.

ARTICLE XV – REGULATIONS GOVERNING 501C3 STATUS

1. This corporation is organized exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including for such purposes, promoting the arts in the community by serving the public purposes of an art association in advancing art education and support of the arts.
2. The Board will maintain and, as needed, amend a separate document setting forth the regulations governing the organization's 501(c)(3) status.