



Pittsburgh Watercolor Society Bylaws
Revised September 23, 2018

Article I: NAME AND PURPOSE

Section 1: The name of the organization is the PITTSBURGH WATERCOLOR SOCIETY hereafter referred to as PWS.

Section 2: The purpose of PWS is to promote the art of watercolor and water media painting, support and encourage artists, and offer educational opportunities to PWS members and the public. Among the means to this end are the exhibition of original works of art and the bestowal of honors and prizes, as deemed appropriate.

Article II: MEMBERSHIP

Section 1: Members shall belong to one of the following classifications:

- a. Juried - Juried members in good standing shall have all the powers and privileges conferred by the bylaws. Juried members are screened into PWS by the screening committee.
- b. Signature - Signature members in good standing shall have all the powers and privileges as Juried members. Signature members are entitled to use "PWS" after their signature or name. Juried or Honorary members become Signature members after having been selected into three Aqueous Open International (Aqueous) exhibits within a five-year period, provided their membership is continuous from the first Aqueous acceptance through the third. The first Aqueous exhibit acceptance must be with or after the 2018 Aqueous exhibit.
- c. Honorary - Honorary members shall have all the powers and privileges as Juried members. In addition, Honorary members do not pay annual dues. Honorary membership is conferred on a Juried or Signature member who has been a member continuously for thirty (30) years.
- d. Patron - Patron members shall not have the same rights as Juried, Signature or Honorary members. Patron membership is open to all friends and supporters of PWS who wish to support the organization.

Section 2: Members in good standing (except Patron members) shall have all the powers and privileges conferred by the bylaws.

- a. Any person 18 years or older may apply for Juried membership.
- b. Applicants for Juried membership will submit three samples of original work completed within the prior two years. The work presented may not have been done under direct instruction. Membership screenings shall be held twice a year. The time, date, and place for screening applicants' work shall be announced at least two weeks in advance.
- c. Members of the Board of Directors shall screen the work of artists applying for membership. Board members present at the screening shall constitute the screening committee. An applicant must be accepted by two-thirds of the screening committee members.

- d. Applicants shall be notified of the results within two weeks of screening and shall become Juried members upon payment of dues.
- e. Artists who are accepted into the Aqueous Open International exhibit in two out of five years may forego the screening process and are eligible for Juried membership.
- f. Members are eligible to submit work for the annual Waterworks members exhibit, to hold office, serve on the Board of Directors, and to participate in any and all programs offered by PWS.

Section 3: Members must comply with the following conditions:

- a. Membership year is June 1- May 31, or as determined by resolution of the Board of Directors. Membership dues, as set by the Board of Directors, should be paid by July 1 of the year in which they are due. The Membership Chair shall notify all members by May 1 that dues are to be paid. The Membership Chair shall notify any member whose dues remain unpaid by August 31 that said member's status is set from Active to Lapsed.
- b. Any member may also be dropped from the organization by a two-thirds majority vote of the Board of Directors if his or her conduct is detrimental to the best interests of the organization. Such a member shall be informed in writing of the intended action and shall be entitled to a hearing at the next meeting of the Board of Directors or before a vote is taken.
- c. Members who have failed to pay their dues in full are considered delinquent. Members may remain delinquent for up to three years. Delinquent members shall be reinstated as Active members upon the payment of all past dues owed to the organization.
- d. Former Juried members whose membership has lapsed for more than three years may be required to submit to the standard screening process for new members.

Article III: BOARD OF DIRECTORS

Section 1: The Board of Directors shall manage the general affairs of the organization but shall be bound by the vote of the membership at a general meeting.

Section 2: The Board of Directors shall consist of the elected Board members and officers plus committee chairs appointed by the Executive Board members as follows:

- a. President*
 - b. Vice President*
 - c. Secretary*
 - d. Treasurer*
 - e. Communications, Email Blasts, Publicity
 - f. Ex Officio (Past President)
 - g. Exhibitions Chair
 - h. Hospitality Chair
 - i. Members At Large
 - j. Membership Chair
 - k. Nominations Chair
 - l. Programs Chair
 - m. Screening Chair
 - n. Webmaster
- *Denotes Executive Board members/Officers

Section 3: Each director shall serve a two-year term.

Section 4: Two-thirds of the Board of Directors shall constitute a quorum for a Board of Directors meeting. In the absence of a quorum, Board members present are empowered to conduct necessary business. Measures adopted in the absence of a quorum must be confirmed at the following meeting of the Board of Directors. Board vacancies do not count when determining the number of members needed for a quorum.

Section 5: Meetings of the Board of Directors may be attended by any member of PWS in good standing; however, such persons will not have voting rights at the Board meeting.

Section 6: Directors must attend a majority of Board meetings each year and may be absent or excused (absent with notification) from no more than three consecutive meetings. Failure to attend may result in removal from the Board by a two-thirds vote of the Board.

Article IV: OFFICERS AND COMMITTEES

Section 1: The President shall preside at general meetings of the organization and of the Board of Directors and shall conduct all meetings according to Robert's Rules of Order.

Section 2: The Vice President shall aid the President in the discharge of his or her duties and, in the absence or disability of the President, perform the duties of the President.

Section 3: The Treasurer shall receive and disburse all the funds of the organization under the direction of the Board of Directors. Responsibilities include: submitting a financial report at all meetings; filing annual tax reports and other reports as required by law; and maintaining an accurate list of members' payment records. Accounts shall be audited annually, by an authorized person or persons appointed by the President.

Section 4: The Secretary shall keep minutes of the general meetings and meetings of the Board of Directors.

Section 5: The Membership Chair shall keep accurate records of members' information and payments; notify new and current members of dues billing and follow up on delinquent dues; provide membership information, address labels and website updates as needed for the functions of PWS. The Membership Chair shall work with the Screening Chair to coordinate welcoming and billing new members.

Section 6: The Exhibitions Chair(s) shall be responsible for PWS exhibitions, including the annual membership show, Waterworks, and the Aqueous Open International. In conjunction with Aqueous, the Exhibitions Chair shall also oversee the juror's workshop and related programs. The Exhibitions Chair shall coordinate with Programs, Hospitality, and Communications Chairs to insure the effective operations of PWS exhibitions. Other exhibitions may be held from time to time as the Exhibition Committee and the Board of Directors shall decide.

Section 7: The Communications and Publicity Chair(s) shall be responsible for communications to PWS members, the public, and media. This job may be subdivided, as needed, to cover PWS

member newsletters in e-blasts and conventional printed form; publicity, public promotion, and marketing; and correspondence/coordination with arts groups and other related organizations.

Section 8: The Programs Chair shall coordinate PWS programs, including presentations at the general membership meetings and other programs as may be developed, either for the members or the public. The Vice President may substitute for the Programs Chair when necessary.

Section 9: The Webmaster shall be responsible for the PWS website and other web-based media, such as the PWS Facebook page.

Section 10: The Hospitality Chair shall supervise the provision of refreshments for PWS events, including membership meetings, exhibition openings and other activities as appropriate.

Section 11: The Screening Chair shall be responsible for recruiting new members and organizing the semi-annual screenings. The Screening Chair shall work with the Membership Chair and Communications Chair to insure the integration of new members, including dues collection, listing on website membership, and adding new members to communication channels (e-blasts, and printed newsletters, as needed).

Section 12: The Past President shall serve on the Board as an Ex Officio member for no more than two years following his/her term completion as President.

Section 13: Members At Large shall be appointed by the President from the members in good standing with the approval of two-thirds of the Board of Directors.

Section 14: The Nominations Chair shall coordinate the nominating committee and shall present a slate of nominees for PWS offices for election by the general membership. Additional nominations will be accepted from the floor.

Section 15: Vacancies on the Board of Directors shall be filled by appointment by the President. Such appointments must be confirmed by a simple majority of the Board of Directors.

Section 16: As necessary, ad hoc committee chairs may be appointed by the President from the members in good standing with the approval of the Board of Directors.

Article V: MEETINGS AND ELECTIONS

Section 1: Semi-annual meetings of the general membership shall be held at a place and time designated by the Board of Directors.

Section 2: Notice of each general meeting shall be sent to all members at least seven days in advance. This notice will state the time and place of the meeting.

Section 3: A members' meeting quorum shall consist of twenty (20) members.

Section 4: Election of Executive Board members shall be held by ballot annually at the Spring general meeting. The Nominations Chair shall present a slate of nominees. Additional nominations will be accepted from the floor. Prior consent of each nominee is required. Board members are elected for two-year terms, on a rotating basis, so that half the Board is elected each year.

Section 5: The Board of Directors shall meet at least four times per year, to conduct PWS business. Additional meetings may be called by the President as needed, with at least one week's notice of time and place.

Section 6: Measures may be adopted by electronic vote (such as by Email or other means) in the absence of a quorum at a meeting, or in the event that an issue needs immediate attention.

Article VI: FINANCES

Section 1: Annual dues are to be fixed by a vote of two-thirds of the Board of Directors and approved by a majority of the membership present at a duly-called meeting and remain in effect until changed.

Section 2: PWS has the right to hold property and to receive gifts and bequests.

Article VII: EXHIBITIONS

Section 1: There shall be an annual exhibition of members' works named Waterworks. A prospectus for the annual exhibition, as set by the Board of Directors, shall be sent at least four weeks prior to the entry date. Any Juried, Honorary or Signature member in good standing may submit work to the annual exhibition.

Section 2: PWS shall present an annual competitive juried exhibition, the Aqueous Open International, which is open to members and non-members.

Section 3: The juror for an exhibit shall be chosen by the Exhibition Chair, subject to the approval of the Board of Directors. If a juror disqualifies him/herself or for any other reason is unable to serve, the President and/or the Exhibition Chair shall have the power to appoint a replacement.

Section 4: Other exhibitions may be held from time to time as the Exhibition Committee and the Board of Directors shall decide.

Article VIII: AWARDS

Section 1: The number of awards for each exhibition and the amount of each cash award (if any) shall be determined by the Board of Directors. Any awards shall be made without prejudice against any race, ethnic background, or political, religious, or sexual preference.

Article IX: AMENDMENTS

Section 1: These bylaws may be amended by a two-thirds vote of the Board of Directors and a two-thirds majority vote of members present at a semi-annual or special general meeting. Members are to be informed in advance whenever an amendment to the bylaws will be on the agenda of a meeting.

Article X: NONPROFIT ORGANIZATION

Section 1: PWS is organized and operated as a nonprofit, educational and charitable organization under section 501(c)(3) of the Internal Revenue Code.

Section 2: No part of the net earnings of PWS shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that PWS shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its stated purposes.

Section 3: No substantial part of PWS activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation. PWS shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4: Notwithstanding any other provision of these articles, PWS shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code.

Section 5: PWS can be dissolved only by a three-fourth majority vote of the entire membership.

Section 6: Upon dissolution, the Board of Directors shall, after paying or making provision for the payment of all liabilities of PWS, dispose of all of the assets of the organization exclusively for the purposes of PWS in such a manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall qualify as an exempt organization(s) under section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of PWS is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.