

# The Baltimore Watercolor Society, Incorporated

## Constitution and Bylaws

Originally organized as the Baltimore Watercolor Club in 1885, the bylaws were revised in 1957 at which time the name was changed to the Baltimore Watercolor Society, Inc. The bylaws were amended in 1977, 1984, 1986, 2000, 2004, 2009, 2012, 2019, in 2021 to accommodate online participation and voting. In 2022 the revision redefined the breadth of discrimination and rules governing expulsion of members. Changes made in 2023 reflect a fundamental shift toward a more engaged volunteer society to carry BWS into the future. The definition of Life membership was amended to promote greater volunteer participation in the BWS and expanded to include Life Membership recognition of Associate members. A Student membership level was added to encourage the participation of emerging talent in the BWS.

### ARTICLE I - GENERAL

**Section 1.** The title of this organization shall be The Baltimore Watercolor Society, Inc., hereinafter referred to as the "Society" and subject to change only by amendment as provided for in Article VI - Amendments.

**Section 2.** The purpose of this Society is to encourage cultural interests in the development of professional quality, original works of art, executed in any water-based media.

**Section 3.** The principal area of operation shall be in Baltimore, Maryland and the Mid-Atlantic region with exhibits arranged periodically by the Board of Governors.

**Section 4.** Exhibits and other activities shall be arranged by the Board of Governors in coordination with its member committees for the cultural enrichment of the public and to promote the enjoyment of art.

**Section 5.** All exhibits will be free and open to the public during announced hours at specified locations. Reasonable admission fees may be requested for programs to offset the costs of obtaining professionally qualified presenters and suitable facilities.

**Section 6.** The business of the Society will be conducted by a voluntary board with support from member committees.

**Section 7.** The Society does not discriminate in membership on the basis of race, age, sex, gender, gender identity, gender expression, national origin, ancestry, disability, medical condition, religion, sexual orientation, veteran status, marital/domestic partnership status, or citizenship.

**Section 8.** High ethical standards are expected of all members.

**Section 9.** All works submitted for exhibits sponsored by this Society must be ORIGINAL. No copies of the professional works of others will be accepted in any exhibition sponsored by this Society.

### ARTICLE II - MEMBERSHIP

**Section 1.** Members shall be classified as follows:

a. Signature Artist members

b. Associate members

c. Life members (Signature-Life and Associate-Life)

~~Signature Artist and Life members may also be referred to as Signature Artist members in this document.~~

d. Student members

**Section 2.** Only those artists residing in one of the following: Delaware, District of Columbia, Maryland, New Jersey, New York, Pennsylvania, Virginia or West Virginia are eligible to apply for Signature Artist membership. A Signature Artist member is a member in good standing whose works have been juried and accepted by the Board of Governors and is current on his/her dues. Signature Artist members may attend board and general meetings, have full voting privileges ~~on~~ **Bylaws changes**, may serve on the Board and on committees, may hold office, may participate in sponsored exhibits, may attend sponsored social functions, and may receive the newsletter. Signature Artist members have the privilege of using BWS with their signature on their paintings. New Signature Artist members may be accepted by submitting examples of their work to the Board of Governors for evaluation and recommendation. Signature artist membership is also available to artists who have been accepted into the Baltimore Watercolor Society Mid-Atlantic Regional Exhibition three times upon receipt of the annual dues and documentation of acceptance.

**Section 3.** An Associate member is anyone who submits an application and has paid dues. Associate members are entitled to participate in social activities, attend board and general meetings, and receive the newsletter. Associate members can be committee chairs and can be voting Board members with the exception of the Signature Artist Jurying process. Associate members are ~~not~~ entitled to participate in exhibits ~~unless an exhibit is specifically~~ designated by the Board to include participation by Associate members.

**Section 4.** ~~Life membership is an emeritus status determined not just by the number of years but also by the contribution of the member to the organization.~~ Life members shall consist of Signature Artist (Sig-Life) and Associate (Asc-Life) members who have been Signature Artist members in good standing for 25 years or ~~more and Signature Artist~~ members who are 75 years old and have been members for at least ~~five~~ ten years and have been nominated for this status by a BWS member for their engagement in the running of BWS through participation on committees and other ~~short-term various~~ volunteer activities, subject to the consensus of the Board of Governors in consultation with appropriate member committees with knowledge of the nominees involvement.

All Signature Artists and Associates can immediately begin to satisfy the participation qualification leading toward a nomination for Life membership in BWS. However, to phase in the participation component between 2023 and 2028, Signature Artists who turn 75 with at least 5 years with Signature Artist status or who achieve 25 years of membership, will qualify for Signature Life status without the participation qualification component.

**Section 5.** Student membership is granted to anyone between the ages of 18 and 25 who is enrolled in an art program and submits an application and pays dues. The Student must provide their current institute of education along with the degree or certificate they are pursuing. Student members are entitled to participate in social activities, programs, workshop, attend board and general meetings, and receive the newsletter. Student members are entitled to participate in exhibits designated by the Board to include participation by Student members. The maximum term as a Student member is limited to five consecutive years, measured on a Calendar Year basis.

~~Section 6-~~~~Section 5~~ Any Member whose conduct violates the standards or policies of the Baltimore Watercolor Society or endangers or compromises the welfare, reputation, objectives, or best interest of the Baltimore Watercolor Society may be expelled from the organization by a majority vote of the Board of Governors.

### **ARTICLE III - DUES AND INCOME**

**Section 1.** Dues shall be determined by a majority vote of the full Board of Governors.

**Section 2.** Dues are payable during the month of January each year. If any Signature Artist member is in arrears after March 31, her/his name will be dropped from the membership roster. Reinstatement as a Signature Artist member is through the jurying process or payment of up to three (3) years back dues. Associate members shall be reinstated automatically upon receipt of dues. Student members shall be reinstated automatically upon receipt of dues for a maximum period of 5 consecutive years. Life members are not required to pay dues.

**Section 3.** Payment of dues constitutes an agreement to abide by these bylaws.

**Section 4.** Contributions, as well as memorial, merit, or material awards for juried exhibits, are accepted and encouraged.

**Section 5.** Nominal fees may be charged as required for programs and events.

**Section 6.** A commission may be charged on paintings sold in exhibits.

### **ARTICLE IV - OFFICERS, DUTIES, ETC.**

**Section 1.** The officers of this Society shall be as follows:

President

Vice-President

Secretary

Treasurer

Officers must be Signature Artist members. Members who are committee chairs serve on the Board. The above officers and committee chairs shall constitute the Board of Governors.

**Section 2.** All Board members shall serve a three-year term. The President may, with approval of the Board of Governors, appoint a member in good standing to complete the term of any Board member who resigns or is unable to fulfill the duties of his or her office.

**Section 3.** The President shall be the chief executive officer of the Society and shall preside at meetings. The President shall, with approval of the Board of Governors:

- a. Have general control of the affairs of the Society.
- b. Recommend committee chairs subject to Board approval.
- c. Make appointments to fill any vacancies which may occur.

**Section 4.** The Vice-President shall exercise all executive duties in the absence of the President and perform such other duties as deemed advisable for the successful operation of the Society.

**Section 5.** The Secretary shall perform such duties as required by the Board of Governors, including recording minutes of business transacted at all meetings.

**Section 6.** The Treasurer shall have general charge of the financial affairs of the Society, including keeping bank accounts in the name of the Baltimore Watercolor Society, Inc.; delivering current reports of the financial affairs of the Society at all meetings; receiving payment and dispersing all funds in the name of Baltimore Watercolor Society, Inc., and be at all times under the supervision of and accountable to the Board of Governors.

**Section 7.** Board members are expected to attend meetings. Officers who fail to attend three consecutive Board meetings shall be assumed to be inactive and may be replaced at the discretion of the Board.

**Section 8.** Upon leaving office, all Board members are responsible for turning over all accumulated material and data relating to his or her office to the successor.

**Section 9.** Any officer may be replaced due to incompetence, negligence, or actions detrimental to the successful operation or the reputation of the Society. A majority vote of the full Board is required to replace an officer.

## **ARTICLE V - ELECTIONS AND MEETINGS**

**Section 1.** One general business meeting shall take place in May or June of each year, at a time and place designated by the Board. Elections shall be held during this general meeting. The meeting may be conducted in person or online and the election voting may be conducted in person, via online services such as email, Zoom, or by a proxy vote. Additional general business meetings may be called at the discretion of the President.

**Section 2.** The Board of Governors shall meet at least four times annually, at a time and place designated by the President, and as often as necessary for conducting the affairs of the Society. A majority of Board members must vote for a decision to be binding.

**Section 3.** A nominating committee of five Signature Artist members in good standing may be appointed by the President, subject to the approval of the Board of Governors, in March every three years for the purpose of selecting a slate of candidates for the next election meeting. The chair of the nominating committee shall be a member of the Board of Governors, along with any other four active Signature Artist members.

**Section 4.** The resulting slate of candidates shall be presented to the Board of Governors for their approval.

**Section 5.** All officers shall be elected by the membership at the general meeting. Nominations may be made from the floor.

**Section 6.** Members must participate in the general meeting in order to vote.

**Section 7.** A majority of votes at any Board or General meetings shall carry the decision(s).

## **ARTICLE VI - AMENDMENTS**

**Section 1.** No amendments may be made by the Board of Governors canceling or changing any of these provisions except by submission to the Signature Artist membership for a majority vote.

**Section 2.** Any Signature Artist member may submit an amendment to the Board of Governors for their consideration.

**Section 3.** For the purpose of amending these bylaws, a majority vote shall be determined by:

- a. A majority vote in favor of the amendment at a General Business meeting by those members participating and voting.
- b. A mail or electronic ballot may be taken to determine the will of the membership. If less than five percent (5%) of the membership returns negative ballots, it shall be considered a majority vote in favor of the amendment.

## **ARTICLE VII**

Upon the dissolution of the Corporation, the Board of Governors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated for support of art education as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Governors 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 the Corporation is then located, exclusively for such purposes or to such organization or organizations, a said Court shall determine, which are organized and operated exclusively for such purposes.