

AWA ByLaws and Standing Rules

ARTICLE I – NAME AND OFFICES

Section 1.1 – Name of Corporation

The name of the corporation is ARIZONA WATERCOLOR ASSOCIATION, INC., hereinafter referred to as AWA.

Section 1.2 – Principal Office

The principal place of business of AWA shall be in the City of Phoenix, County of Maricopa, and State of Arizona.

ARTICLE II – PURPOSE AND GOALS

Section 2.0 – Purpose

AWA is an Arizona based non-profit corporation that promotes and advances the art of painting in water-soluble media and the promotion of public awareness and interest in watercolor mediums by way of education, exhibitions and other organized events. Watercolor includes any work created in water media on paper, illustration board, watercolor board or synthetic papers that are not varnished.

ARTICLE III – MEMBERSHIPS

Section 3.0 – Types of Memberships

AWA shall have several classifications of membership. These classifications shall consist of Members, Charter Members, Honorary Members, Life Members, Spouse Members, Signature Members, Silver Signature Members and Gold Signature Members.

Section 3.1 – Charter Members

Charter Members are those who organized and founded AWA in 1960 and are therefore lifelong members and shall pay no dues. Charter Members shall have the same privileges and abide by the same rules as all Members.

Section 3.2 – Honorary Members

Honorary Members are persons who have accepted an invitation to join AWA after receiving a three-fourth (3/4) vote of the Board of Directors at a regularly scheduled meeting of the Board of Directors and approved by unanimous vote of the members of AWA, which vote was taken at a regularly scheduled meeting of AWA. A quorum of AWA members in good standing must be present.

Persons eligible to be nominated for Honorary Membership are those individuals who have encouraged, appreciated or sponsored art in Arizona. Honorary Members shall be elected in perpetuity and shall pay no dues.

Section 3.3 – Life Members

Life Member status may be awarded members by a three-fourth (3/4) vote of the Board of Directors at a regularly scheduled meeting of the Board of Directors and approved by unanimous vote of the members of AWA. A quorum of AWA members in good standing must be present. Life membership status shall be awarded for outstanding service to AWA. Life Members shall have the same privileges and abide by the same rules as Members with the exception that Life Members shall pay no dues.

Section 3.4 – Spouse Members

Spouses of members may become members by paying a minimal yearly dues of five dollars (\$5.00). They may attend meetings with their spouses, but are not entitled to other benefits.

Section 3.5 – Members

Individuals who have indicated a desire to participate in the activities of AWA shall be eligible for membership. Members may participate regularly in exhibitions and/or affairs of the association and shall pay annual dues. Members shall be entitled to vote and hold office and may enter work in all exhibitions

of AWA following the guidelines of the Bylaws, Standing Rules and Prospectus, attend meetings and workshops and shall be notified of all social functions of AWA.

Members who have been juried into three exhibitions may teach membership workshops.

Members shall receive newsletters by e-mail.

Members unable to receive newsletters by e-mail shall receive newsletters by postal mail. Members who receive newsletters by e-mail and choose to also receive newsletters by postal mail shall pay a fee to cover printing, mailing and other appropriate handling costs.

Section 3.6 - Membership Levels

The membership honor society point system has been simplified to agree with the standard classification used by almost all watercolor societies. The point system shall consist of two categories; Member and

Signature member: Signature membership shall have three (3) levels – Signature Member, Silver Signature Member and Gold Signature Member.

Member: Everyone joining AWA and paying dues will be a Member.

Signature Member: A member shall become a Signature member when six (points) are attained. Each AWA Membership Juried show counts as one (1) point, and each AWA National Show counts as (2) two points.

Points shall be accrued in the following ways of accepted shows.

1. Three (3) AWA national Shows
2. Two (2) AWA National Shows and two (2) separate AWA Membership Juried Shows
3. One (1) AWA National Show and four (4) separate AWA Membership Juried Shows
4. Six (6) separate AWA Membership Juried Shows

Silver Signature will be a total of ten (10) points

1. Five (5) AWA National Shows
2. Four (4) AWA National Shows and two (2) separate AWA Membership Juried Shows
3. Three (3) AWA National Shows and four (4) separate AWA Membership Juried Shows
4. Two (2) AWA National Shows and six (6) separate AWA Membership Juried Shows
5. One (1) AWA national Show and eight (8) separate AWA Membership Juried Shows
6. Ten (10) separate AWA membership Juried Shows

Gold Signature will be a total of sixteen (16) points

1. Eight (8) AWA National Shows
2. Seven (7) AWA National Shows and two (2) separate AWA Membership Juried Shows
3. Six (6) AWA National Shows and four (4) separate AWA Membership Juried Shows
4. Five (5) AWA National Shows and six (6) separate AWA Membership Juried Shows
5. Four (4) AWA National Shows and eight (8) separate AWA Membership Juried Shows
6. Three (3) AWA National Shows and ten (10) separate AWA Membership Juried Shows.
7. Two (2) AWA National Shows and twelve (12) separate AWA membership Juried Shows
8. One (1) AWA National Show and Fourteen (14) separate AWA Membership Juried Shows
9. Sixteen (16) separate AWA Membership Shows

All members, when applying for any Signature status change, including Silver or Gold Signature, must submit copies of show documentation for review to the Honors Chairperson. All Members must be current in their dues when applying.

In addition to the rights of Membership, all Signature members may use AWA after their names. Dues must be paid and current to keep Signature Status.

If a one to three year time lapse in dues payment occurs, a Signature member may be reinstated through back payment of all delinquent yearly dues.

Any lapse beyond three years will result in loss of Signature Status and use of the initials AWA. The member would need to repeat the original process to regain Signature Membership. The reinstatement process will begin when a letter from the artist is submitted to the Board of Directors. This requirement may be waived if the artist submits a letter of hardship or special conditions in advance including moving out of state or temporarily resigning from AWA for other reasons.

Eligibility requirements for Charter Member, Honorary Member, Life Member and Spouse Member remain unchanged.

Section 3.7 – Membership Rules, Dues, Annual Meeting

Annual dues are to be received by the Membership Chair on or before May 31st by all members except Charter, Honorary and Life Members. Membership status in AWA shall be automatically revoked if a member's dues are not received by the AWA treasurer on or before May 31st of each year.

An individual who has been accepted for membership in AWA and has paid the full year's annual dues during the last THREE (3) months preceding the end of the fiscal year shall be considered as having paid dues for the following fiscal year.

The Board of Directors shall recommend a vote of the members at a regularly scheduled membership meeting the rate of annual dues to be paid by members.

The AWA fiscal year ends May 31.

Only members in good standing who are current with their dues may participate in exhibitions and workshops of AWA. Only Signature members may use AWA initials after their name.

Members shall notify the Vice President of Membership of any change of address, including all changes of e-mail address and phone number, in a timely manner.

If a workshop is not filled by members it may, at the discretion of the Board be opened to non-members. Non-members will pay a higher fee approved by the Board.

Section 3.8 – Annual Meeting

An Annual Membership Business Meeting Of The

Members shall be held once each year in May, as specified by the Board, and held in Maricopa County, Arizona. TEN PERCENT (10%) of the voting membership of AWA shall constitute a quorum at the annual meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.0—Powers

The Board of Directors shall constitute the governing body of AWA. The activities, affairs and property of AWA shall be directed and controlled, and its powers exercised by and invested in, the Board of Directors.

The Board of Directors shall have all powers necessary to carry out the purposes of AWA as allowed in the Articles of Incorporation, as amended, these bylaws, the laws of the State of Arizona and of the United States.

The Board of Directors has the power to incur clerical expenses necessary in discharge of duties provided by the current budget.

Section 4.1 - Number, Election, Qualification, Term

The Board of Directors shall consist of TWELVE (12) or more members who are elected at the Annual Membership Business Meeting of the members. Any number of Board members may be changed at any duly constituted meeting of the members after appropriate notice of the agenda. The AWA Representative to the Western Federation shall automatically be a member of the Board of Directors.

The term of each Board member shall be a minimum of ONE (1) year. All Board members may serve more than one year.

The Nominating Committee, consisting of THREE (3) Members appointed by the Board of Directors, shall submit to the Board of Directors by e-mail and to the general AWA Membership via the newsletter and/or by e-mail a list of candidates for election to the Board of Directors at least FIFTEEN (15) days prior to the annual meeting in May. Other written nominations to the Board of Directors may be made by the general membership, however, such written nominations must be in the hands of the Chairperson of the Nominating Committee TEN (10) days prior to the annual meeting. Nominations from the floor may be made at the April General Membership Meeting at the discretion of the Nominating Committee.

The election to the Board of Directors at the May Annual General Membership Business Meeting will be by ballot, except in the event that there is only ONE (1) nominee for an office, then the election shall

be by voice vote. The candidate(s) must receive a majority vote of those AWA members in good standing and making up a quorum present and voting at the annual meeting.

All members in good standing of AWA shall be eligible for membership to the Board of Directors.

Section 4.2 – Vote of Election of Officers, Directors and Delegates

At the May Annual Membership Business meeting, each member in good standing shall have the right to vote for the nominees for the Board of Directors. A quorum of ten per cent (10%) of the current paid membership is required for voting to take place.

Section 4.3—Election When Multiple Candidates Run For Office

In the case of two or more candidates running for a particular office these guidelines shall be followed:

Voting for a particular position(s) shall be done using a private/secret paper ballot by postal mail and at the May General Membership Business Meeting.

Each candidate will have an opportunity to express his/her views with a two minute maximum time for each view at the April General Membership Meeting.

Each candidate is to submit a short, one hundred (100) words or less, written statement to the newsletter editor and to the e-blast chairperson. The e-blast shall be sent one time as is and a second time included along with the ballot and ballot instructions. The newsletter shall print candidate views a maximum of two times, once in April and once in May.

Publication in the AWA Newsletter will serve as notice to those members who do not receive e-mail.

If the majority of positions have only one candidate, these positions can be voted as a single entity by voice vote of a quorum or more of Members in Good Standing of the Arizona Watercolor Association, Inc. at the yearly General Membership Business Meeting. Positions with more than one candidate will be voted on by secret paper ballot provided by postal mail, e-mail or at the Annual General Membership Business Meeting.

A quorum of ten per cent (10%) of the current paid membership is required for voting to take place.

The Nominating committee appointed by the Board of Directors shall report to the members in the

Newsletter and/or by e-mail or postal mail the slate of candidates for elective office at least FIFTEEN (15) days prior to the annual election in May. Other written nominations may be made by the membership. Such written nominations must be received by the

Chairperson of the Nominating Committee TEN (10) days prior to the election.

An Election Chairperson shall be appointed by the Board of Directors. The Election Chairperson shall form a committee and refer to the Standing Rules of AWA for direction on holding the election of officers.

Section 4.4 – Resignation

A Director may resign from the Board at any time by delivering a written notice to the President of AWA prior to the date of resignation. All records and other documents pertaining to the position of the officer resigning are to be handed over to the President along with a brief, written report containing a summary of what the officer was working on and where the officer left off on current projects.

Section 4.5 – Removal

A Director or Officer of the Board of Directors may be removed with or without cause at any time by the affirmative vote of THREE-FOURTHS (3/4) of the Board Members present at a duly notified meeting of the Board. The removal shall be discussed and voted upon in Executive Session. Proper notice specifying the proposed removal shall be given privately to each Member of the Board prior to the meeting at which such removal shall be considered. A quorum of the Board of Directors must be present to take any action.

Refer to Robert's Rules Of Order Newly Revised.

Section 4.6 – Vacancies

A vacancy or vacancies shall exist in the case of death, resignation, or removal. Vacancies shall also exist if the authorized number of Directors is increased and the additional Directors are not elected, or in the event the full number of authorized Directors are failed to be elected. A vacancy may be filled by a majority vote of the Board of Directors from candidates who are members in good standing. Each Director so appointed shall hold office for the remainder of the term of the Directorship so vacated.

Section 4.7 – Transfer of Membership

Membership in AWA is not transferable or assignable. There shall be no proxy, alternate or substitute voting for Board of Directors.

Section 4.8 – Compensation

The Directors of AWA shall serve without salary, however, AWA may pay the reasonable expenses incurred in the performance of their duties if such expenses are approved by a majority vote of the Board of Directors.

Section 4.9 – Term

The Board of Directors elected at the Annual Meeting of AWA in May shall assume their duties on June 1.

The Term is for One (1) year from June 1 through May 31. At the end of the term, Board Members may continue in the same position or ask to be nominated for another position on the Board.

Section 4.10 – Meetings of the Board of Directors

Regular meetings of the Board of Directors shall be held on such fixed days as the Board may choose.

Section 4.11 – Special Membership Meetings

A special meeting of the membership of AWA may be called whenever deemed necessary by the President, by a majority request of the Board of Directors, or by petition of THIRTY PERCENT (30%) of the members, for the transaction of such business as may properly come before AWA. At any such regularly scheduled or special membership meeting, TEN PERCENT (10%) of the voting membership constitutes a quorum.

Notice and subject of the Special General Membership Business Meeting shall be given by newsletter, postal or e-mail at least five (5) days prior to said meeting.

Section 4.12 – Special Meetings of the Board of Directors

Special meetings of the Board shall be held at the principle office of AWA or another location within the city of Phoenix limits, if the principle office is not available. A minimum FORTY-EIGHT (48) hours written, e-mail or verbal notice by the President or at the request of THREE (3) Board Members is required.

Special meetings are those requiring emergency attention to a particular issue and not regularly scheduled meetings of the Board. Any Director may waive notice of any meeting by submitting a signed waiver of notice, whether before or after a meeting.

At the time of calling the special Board meeting, notification of who and why the special meeting is called must be stated to the members of the Board.

Special meetings may be conducted by telephone and/or e-mail provided that minutes are taken or documents supporting the action appear in the records. Minutes or documents must be approved by the Board of Directors at a regular Board meeting.

Section 4.13 –Notice of Meetings

Notice of annual meetings shall be given by newsletter, postal mail/Newsletter or e-mail at least FIVE (5) days before the meeting to each member.

Notice of regular meetings of the Board of Directors shall be given by newsletter, postal mail, e-mail or by oral communication at least FIVE (5) days prior to the meeting. Each notice shall state the general business to be transacted, the date, time and place of such meeting.

Section 4.14 –Time and Place of Meetings

The time and place of all meetings of the Board of Directors shall be designated by the President. Meetings shall be held in Maricopa County, Arizona.

Section 4.15 – Quorum

FIVE (5) of the current Board Members shall be necessary and sufficient to constitute a quorum for transaction of all business, except as otherwise specified in the bylaws.

Section 4.16 – Voting

At all meetings of the Board of Directors, except as expressly required by statute, Articles of Incorporation, or these Bylaws, all matters shall be decided by a vote of a simple majority of the Directors present at any meeting in which a quorum is present.

The Board of Directors shall vote and approve on any disbursement of AWA funds in excess of three hundred dollars (\$300). Approval for the disbursement of such funds shall be prior to the disbursement of said funds.

Section 4.17 – Conduct of Meetings

Robert's Rules of Order Newly Revised shall govern the proceedings of this organization in all cases not provided for in these Bylaws. A parliamentarian or parliamentary adviser may be appointed by the President.

Section 4.18 – Minutes

Minutes shall be kept of all Board, Membership Business and Committee meetings. Such minutes shall be signed by the Recording Secretary for Board and Membership Business meetings and shall be filed in the Minutes Book of this Corporation.

ARTICLE V – OFFICERS

Section 5.0 – Titles

The officers of AWA shall consist of the President, First Vice President of Programs, Second Vice President of Membership Exhibitions, Third Vice President of Membership, Recording Secretary, Corresponding Secretary, Treasurer, Financial Secretary and Immediate Past President.

Additional offices are: Director-at-Large, Juror's Workshops, Director-at-Large, Membership Workshops, Director-at-Large, National Exhibition and Western Federation of Watercolor Societies Delegate.

The above offices become effective June 1st of each year. No Officer or Director or Delegate to Western Federation of Watercolor Societies may hold more than ONE (1) office at the same time.

Notwithstanding any provisions to the contrary, an office may be co-shared by TWO (2) Directors provided, however, that each office shall only have ONE (1) vote on the Board of Directors. If the co-chair of any Board position is held by another Board member, that board member may only carry the vote of his/her voting position (may not vote twice).

Section 5.1 – Election and Term of Officers, Directors and Western Federation of Watercolor Societies Delegate

Officers, Directors and Delegates shall be elected by membership at the Annual May Business Meeting each year. All officers are elected annually for a minimum term of ONE (1) year. All officers shall assume duties on June 1.

No Officer/Director/Delegate may hold more than ONE (1) office at a time.

Section 5.2 – Qualifications

An officer shall have been a member of AWA for ONE (1) year to be eligible to hold office. An exception may be made if TWO-THIRDS (2/3) of the members of the Nominating Committee or Board of Directors vote to include on the candidates slate an individual who has not been an AWA member for ONE (1) year.

Section 5.3 – Budget

Each Officer shall prepare a yearly Budget and submit it to the Treasurer and the President in order that they may remit a complete Budget to the Board of Directors.

Officers are also to submit receipts and explanations for expenditures to the Treasurer for reimbursement of monies spent out of pocket.

Section 5.4 – Removal

Any officer may be removed at any time with or without cause, by a three fourths ($\frac{3}{4}$) majority vote of the Board of Directors at a duly held executive session of the Board of Directors a quorum being assembled. Proper notice specifying the proposed removal, shall be given prior to any meeting of the Board of Directors at which such removal shall be considered. Refer to Section 4.5.

Section 5.5 – Vacancies

In an event of a vacancy, the Nominating Committee or a member of the Board may present to the Board a candidate member who meets the qualifications in Section 5.2. The vacancy may be filled for the unexpired portion of the term, by the majority vote of the Board of Directors at a regular or special meeting being called for that purpose.

ARTICLE VI - DUTIES OF BOARD MEMBERS

Section 6.0 – President

The President shall preside at all AWA Board of Directors Meetings and General Membership Meetings. The President shall engage the service of an auditor. The President shall sign as needed necessary contracts and obligations of AWA.

The President shall, together with the Treasurer, draft a proposed budget for the AWA program year to present to the Board of Directors at the first meeting of the AWA year. The President shall be an ex-official member of all committees except the Nominating and Election Committees.

The President shall appoint special representatives, when necessary, for AWA. The President shall perform such other powers and duties not inconsistent with these bylaws and as may be assigned from time to time by the Board of Directors. The President shall be the custodian of the official seal of AWA and sign and affix seals to certificates.

The President shall vote only to break a tie vote.

Section 6.0.1 – President-Elect

The office of President-Elect will follow the job as President when the current Presidents' term is completed.

In the absence of the President, the President-elect shall follow the agenda and meeting guidelines. The President-Elect will attend the board meetings and art exhibitions when possible and help welcome members at the meetings.

The President-elect will not have a vote.

Section 6.1 – First Vice President of Programs

The First Vice President shall be the Program Chairperson. The First Vice President shall arrange all programs including obtaining audiovisual equipment, obtaining meeting places for AWA, its lectures and demonstrations, subject to approval of the Board of Directors.

The First Vice President shall contact the appropriate Officers for demonstration dates with Workshop instructors. The First Vice President shall contact the Second Vice President, Director-at-Large, National Exhibition, Delegate, Western Federation of Watercolor Societies and other chairpersons including the President for events to be placed on the AWA Calendar. The Calendar shall be submitted to the Board at the first Board Meeting of the AWA program year. The Calendar will also be submitted to the AWA Web master and the Third Vice President for the Directory Information/ Database Chairperson.

The First Vice President shall perform the duties of President in the case of absence of the President.

The First Vice President shall have one vote.

Section 6.2 – Second Vice President of Membership Juried Exhibitions

The Second Vice President shall be in charge of the AWA Spring and AWA Fall Membership Juried Exhibitions, and shall coordinate scheduling regarding juror(s) chosen and jury dates with the Director-at-Large, Juror Workshops and the Third Vice President. The Second Vice President shall recruit all

members of the Exhibition Committee including a Transport Chairperson, who shall arrange for transportation of paintings for out-of-town exhibitions and other exhibitions as may be directed by the Board of Directors.

The Second Vice President shall make all arrangements for the exhibitions, dates, entries, purchase and/or juror selected awards and other necessary activities and shall coordinate with the Awards Chairperson concerning merchant awards. Monetary awards amounts shall be determined by the Second Vice President in consultation and approval with/by the Treasurer.

Based on available space, the Second Vice President shall inform the juror(s) of the number of paintings that may be hung and of any juror(s) selected awards to be chosen. The President and Board of Directors shall be informed of all exhibition details in a timely manner at Board of Directors meetings. The Corresponding Secretary and the Publicity Chairperson shall be kept informed of pertinent exhibition information. Responsibility shall be assumed by the Second

Vice President for all unclaimed paintings after close of the exhibitions.

The Second Vice President may have a Co-Chair as approved by Board.

The Second Vice President shall have one vote. In absence of the Second Vice President the Co-Chair shall have the vote.

In the absence of the President and the First Vice President, the Second Vice President shall perform all duties of President.

Section 6.3 – Third Vice President of Membership

The Third Vice President of Membership shall be Membership Chairperson and shall conduct all actions pertaining to admitting new members. The Third Vice President shall be in charge of the Membership Directory and shall keep an accurate and current roster of all members of AWA. All funds received by the Third Vice President shall be deposited in the proper AWA bank account and information concerning same shall be forwarded promptly to the Treasurer and/or Financial Secretary.

The Third Vice President may have a Co-Chair as approved by Board.

The Third Vice President shall have one vote.

In the absence of the President and the First Vice President of Programs and the Second Vice President, The Third Vice President shall perform all duties of President.

Section 6.4 – Recording Secretary

The Recording Secretary shall take minutes of all meetings of the Board of Directors and of the May General Meeting Business Meeting and Special Meetings.

The Recording Secretary shall be responsible for distributing minutes of the Monthly and Special Board Meetings in a timely manner to the members of the Board prior to the following Board meeting. Minutes of the May General Membership Business Meeting are to be distributed to the incoming Board in a timely manner before the September Board of Directors Meeting.

The Recording Secretary is to submit a copy of the incoming Board to the AWA Newsletter for print in subsequent Newsletters by August after the May elections of the same year.

The Recording Secretary shall have one vote.

Section 6.5 – Corresponding Secretary

The Corresponding Secretary shall conduct all correspondence for and on behalf of AWA, Inc. The Corresponding Secretary shall be responsible for printing and mailing newsletters to members receiving the AWA Newsletter by regular mail and other publications to be sent to the members and shall act as or appoint a "Sunshine" person to send "Get Well" or "Sympathy" cards to Members, and Co-Directors/Delegates of the Board and Committee Chairs and Co-Chairs.

The Corresponding Secretary shall be custodian of the official stationery and all AWA publications that give information about the AWA. The Corresponding Secretary shall discharge such other duties as may be assigned by the President and shall maintain a file of newsletters.

The Corresponding Secretary shall have one vote.

Section 6.6 – Treasurer

The Treasurer shall receive copies of all paperwork associated with funds deposited in the AWA bank and investment accounts and shall pay all invoices in a timely manner.

The Treasurer shall keep accurate accounts of all financial transactions and make them available for inspection by the Board of Directors at the last meeting of the AWA fiscal year.

The Treasurer shall submit a written balance sheet report at each meeting of the Board of Directors reflecting the current financial position of AWA.

The Treasurer shall, in conjunction with the President, submit a proposed budget to the Board of Directors at the first meeting of the new AWA year.

The Treasurer shall file an annual report to the IRS with respect to AWA's income as a non-profit organization and shall be responsible for annual filing with the Arizona Corporation Commission, renewing insurance contracts, rent contracts, storage contracts, and keeping records of scholarship awards.

The Treasurer records shall be audited by an Auditor engaged by the President. The Auditor's written report shall be provided to the Board of Directors at the first meeting of the new AWA year.

The Treasurer shall not be required to furnish a bond.

The Treasurer shall have one vote.

Section 6.7 – Financial Secretary

The Financial Secretary assists the Treasurer in financial matters of AWA.

The Financial Secretary is appointed by the President and has computer knowledge to perform tasks of that position.

The Financial Secretary keeps orderly records and tracks the AWA budget; shall receive notices and documentation of deposits and expenses; monitors the budgets of all Board Members and Committee leads, as well as gives notification to the Treasurer and to persons going over budget.

The Financial Secretary shall keep accounts of transactions as prescribed by the Treasurer and transfer monies received to the Treasurer or to accounts in the AWA bank.

The Financial Secretary shall present a monthly Treasurer report to Board of Directors in absence of the Treasurer and performs other appropriate duties as prescribed by the President/Treasurer.

This position is optional as need is determined by the Treasurer or the Western Federation of Watercolor Societies (WFWS) Delegate at the time AWA hosts the Annual Exhibition of WFWS..

The Financial Secretary does not have a vote.

Section 6.8 – Director- at- Large, Juror's Workshops

The Director of Juror's Workshops shall be the Chairperson of Juror's Workshops. The Director shall work with a Co-Director of the Chairperson's choice. The Director shall determine the Juror of the Exhibition with approval of the Board of Directors and put into place the contract between the juror and AWA, Inc. The Director shall set up at least a year in advance a workshop(s) each fall and each spring. The workshop, to be given by the Juror in conjunction with the Juried Membership Exhibition.

The Director of Juror's Workshop shall have one vote. The vote may be either by the Director or in the absence of the Director, the Co-Director. The Director, or the Co-Director in absence of the Director shall count in determining of a quorum.

Section 6.9 – Director at Large, Membership Workshops

The Director of Membership Workshops shall be the Chairperson of Membership Workshops. The Director shall work with a Co-Director of the Chairperson's choice or appointed by the President.

The Director shall secure members of AWA to teach the workshop. The workshop is one (1) day.

The Director of Membership Workshops shall have one vote. The vote may either be by the Director or in the absence of the Director, the Co-Director. The Director, or the Co-Director in absence of the Director, shall count in determining of a quorum.

Section 6.10 – Director-at-Large, National Exhibition

The National Exhibition is to be held once every two years at the discretion of the Board. The Director shall be in charge of the AWA National Exhibition and shall coordinate the scheduling of the exhibition, juror and dates with the First Vice President. The Director shall inform the juror of space available to hang paintings and of juror awards.

The Director will choose a Co-Director and recruit all members of the Exhibition Committee including the Transport Chairperson who shall coordinate receiving and shipping paintings for out of town exhibitors.

The Director along with the Co-Director shall make all arrangements for the exhibition, dates of exhibition, entries and coordinate merchant awards, purchase awards, juror selected awards with the Awards Chairperson.

The President and Board shall be informed of all exhibition details in a timely manner at Board Meetings. The Prospectus Chairperson, Corresponding Secretary and Publicity Chairperson shall be kept informed of all pertinent information. Responsibility shall be assumed by the Director for all unclaimed paintings at the end of the Exhibition.

The Director will prepare a budget for the Treasurer. The term of service is (2) years. The Director is a member of the Board and shall have one vote. In the absence of the Director, the Co-Director shall cast the vote.

Section 6.11 – Directors-at-Large

Directors-at-Large shall be voted for by the Board of Directors on an as needed basis. The position of Director-at-Large may be temporary and with a time limit minimum of one year. The position can be reviewed by the Board of Directors as needed.

Section 6.12 - Western Federation of Watercolor Societies Delegate

A member shall be elected as a Delegate to the Western Federation Watercolor Societies at the annual meeting of AWA.

The Delegate shall serve a minimum ONE (1) year term in conjunction with the other members of the Board of Directors, as well as sit as a member of the Board of Directors.

The Western Federation of Watercolor Societies Delegate (herein after "Delegate") shall inform the Board of Directors and members of the annual exhibition. The Delegate shall correspond and attend the annual meeting with the other Western Federation Watercolor Society delegates. The Delegate shall receive entries, contact accepted members, receive and ship paintings.

The Delegate shall disperse returned paintings and mail a catalog to each entrant. The Delegate shall coordinate travel shows with the approval of the Board of Directors and return paintings at the conclusion of such shows.

The Delegate shall show slides of annual exhibitions, report expenses and budgets to the Treasurer. The Delegate shall be responsible for the annual show if and when scheduled locally.

The Delegate shall work with a co-Delegate and form a committee(s) when necessary. The Delegate shall have one vote at Board of Directors meetings. In absence of the Delegate, the co-Delegate shall cast the vote.

Section 6.13 – Parliamentarian

The Parliamentarian shall be appointed by the President. The role of the Parliamentarian is to act as a consultant and an adviser to the President and the Board of Directors on matters governed by the Bylaws and Robert's Rules of Order Newly Revised. The Parliamentarian is to maintain a position of impartiality, and therefore does not make motions, participate in debate, and does not have a vote. The Parliamentarian may make suggestions and answer questions pertaining to rules, orders, AWA Bylaws and Standing Rules.

The Parliamentarian shall be responsible and in charge of the AWA Bylaws and Standing Rules.

Section 6.14 – Immediate Past President

The Immediate Past President is an advisory position providing leadership, advice, consultation, and support to the Board. He/she provides historical information for use at board meetings. He/she may attend Board Meetings, specially called meetings and has one vote.

ARTICLE VII – COMMITTEES

Section 7.0 – Designation

There shall be the following standing committees:

Nominating/Election, Honor Society, Publicity, Social, Scholarship, Community Outreach, Historian, and E-blasts.

Section 7.1 – Appointment

The President may authorize designation of any special committees upon his/her discretion.

The Nominating Committee shall be appointed by the Board of Directors.

The Nominating Committee or any member of the Board shall recommend the selection or formation of Committees that may be needed for any special purpose.

The Chairperson and Co-Chairperson shall serve a minimum term of ONE (1) year. The Nominating Committee Chairperson and Co-Chairperson may not serve the same office for more than THREE (3) consecutive years.

The Election Committee shall serve a minimum term of ONE (1) year. The Election Committee Chairperson and Co-Chairperson may not serve the same office for more than THREE (3) consecutive years.

The Chairperson and Co-Chairperson of a Committee may be appointed by the President or selected by the Committee.

Section 7.2 – Expenses

Chairpersons and Co-Chairpersons of Committees have the power to incur clerical expenses necessary in discharge of duties provided by the current budget.

Section 7.3 – Powers

The sole power of any committee is to propose action to the Board of Directors. The Chairperson of standing committees and special committees may attend meetings of the Board of Directors. They shall not have a vote at any such meetings of the Board of Directors. If they wish to present business at the Board meeting they may ask the President to be placed on the agenda. Each committee chairperson may appoint members of his/ her committee.

Section 7.4 – Duties of the Standing Committees

Each member of any committee established pursuant to these Bylaws shall serve for the good and uplifting of AWA in pursuing the goal to fulfill the Mission Statement of AWA.

Section 7.5 – Term of Office

Each member of any committee established pursuant to these Bylaws shall serve until a successor is appointed, the committee is abolished, or the member or unless such member resigns or is removed.

Section 7.6 – Notice of Meeting

Written, e-mail or verbal notice, including the time and place of all committee meetings, shall be given at least TWENTY-FOUR (24) hours prior to such meeting. Each committee shall keep regular minutes of its proceedings and shall report briefly on its activities at the request of the Board of Directors.

Section 7.7 – Quorum for Committees

At meetings of the committees, the members of the committees who are present shall constitute a quorum for the transaction of business. The act of a majority of the members present at any meeting shall be the act of such committee.

ARTICLE VIII – FISCAL MANAGEMENT

Section 8.0 – Disbursements

All disbursements by AWA shall be by a check except in the case of petty cash disbursements, which shall be drawn by check initially.

Section 8.1 – Check Signing Policy

The President, Treasurer, Financial Secretary, or other selected board members of AWA are authorized to sign corporate checks.

The President shall sign checks in the absence of the Treasurer.

Section 8.2 – Financial Management

All members shall adhere to AWA policy related to Financial Risk Mitigation.

Section 8.3 – Financial Risk Mitigation

No individual member or AWA account information such as account numbers, routing numbers on checks or credit/debit card or any other financial related items or information will be shared via e-mail or other unsecured internet communication by members.

ARTICLE IX – INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 9.0 – Indemnification

AWA shall indemnify and hold harmless its existing and former directors and officers to the fullest extent allowed by law for any and all acts of omissions done or admitted to be done while engaged in, or acting on behalf of AWA.

ARTICLE X – DISSOLUTION

Section 10.0 – Dissolution

Upon dissolution of the Association refer to Robert's Rules of Order Newly Revised. The laws of Arizona where the Association is incorporated will provide in some detail the legal requirements for dissolution. An attorney is to be consulted to draw up the necessary papers and advise AWA as to the procedure to be followed.

ARTICLE XI – STANDING RULES

Section 11.0 – Standing Rules

Standing Rules are rules which are related to details of administration rather than to parliamentary procedure. Standing Rules remain in effect until rescinded or amended by a vote of the Board.

Standing rules can be adopted, rescinded or amended by a majority vote at any business meeting of the Board without previous notification.

Standing rules are listed as a separate entity after the Bylaws.

ARTICLE XII – AMENDMENT OF BYLAWS

Section 12.0 – Amendment

Bylaws may be altered, ended or repealed and new Bylaws may be adopted by an affirmative vote of TWO-THIRDS (2/3) of the members present and voting at any regular or special meeting at which a quorum is assembled provided that written/ e-mail notice of such meeting, setting forth in detail the proposed Bylaw revision, be given not less than

ONE (1) week prior to such meeting.

Proposed amendments to the Bylaws may be presented by the Board of Directors or may be proposed by TEN PERCENT (10%) or more of the General Membership of AWA. The proposed amendments shall be e-mailed to the General Membership by the e-blast Chairperson a minimum of one week prior to a regular or special meeting and post mailed to members who are not able to receive e-mail ten (10) days prior to such meeting by the Corresponding Secretary meeting at which action is to be taken.

ARTICLE XIII – ADOPTION

Section 13.0 – Adoption

These bylaws shall become effective immediately upon adoption and shall supersede all previous bylaws governing the Arizona Watercolor Association, Inc.

Bylaws Amended November 12, 2015

STANDING RULES

Contributions made to the AWA qualify under the IRC 501 (c) (3) and are tax deductions.

The Association has established a President's Purchase Award, not to exceed \$400, for the painting of his or her choice, to be selected at an annual exhibit. If the painting is valued at more than \$400, the President can pay the difference or not select a painting. Alternatively, the President may designate one artist to receive "The President's Choice Award" of up to \$400 for a painting of the President's choice at an annual exhibit.

The following rules have been established to maintain the quality of AWA Membership shows. They are similar to national guidelines and those applied to WFWS shows. The rules are to be provided to jurors for each show along with any exceptions as noted in the show prospectus. For specific shows, special rules may be announced in the prospectus that will change eligibility, media, matting or other issues appropriate to the type, location or other factors for that show. Temporary changes to the rules for a specific show require a simple majority vote of the board. The purpose of the rules is to make sure emphasis is on the painting rather than on elaborate or special framing so each painting is judged on its own merits. It is understood that different framing may be needed for sales purposes.

ACCEPTABLE ENTRIES

A. Papers and Boards: Submitted work must be on acid-free white paper, illustration board, watercolor board or unvarnished synthetic papers that are unvarnished including "Yupo" and "Plastex", "Claybord", "Aquabord", Illustration Board for Wet Media, and Cold and Hot Press Illustration/Watercolor Board. Mixed Media Boards are not allowed.

B. Other materials may be submitted for approval by the Board of Directors prior to submitting the artwork. It is the intention of AWA to encourage creativity within these guidelines and new materials will be reviewed.

C. Texture Application: Boards may not have a mechanically produced texture including real or simulated fabric texture prior to painting, but light texture of gesso (white or black) may be applied. Tar gel line work is allowed in clear or color-added form. Also included are acrylic gel mediums used for creating textures prior to painting so long as they maintain the integrity of water media.

D. Water-Soluble Media: All water-soluble media that can be applied in flat washes are acceptable including transparent and opaque watercolor, synthetic watercolor (Golden Brand, etc.), gouache, acrylic paint or liquid, colored inks, casein paint and tempera. Additionally, media may be applied by water-soluble pencil or watercolor crayons regardless of color so long as they are primarily used in a painting manner and at least partially dissolved. Some of this work may remain in drawing form so long as the emphasis is on the painted portion. Painting may also be combined with line work including ink and/or pencil.

E. Collage: Materials used for collage must originally be white and then colored by the artist. Rice papers, tissue papers, other acid free white papers and unvarnished synthetic papers may be used.

F. Application: Paint may be applied by brush, rags, pouring, drawing initially, spattering or blowing through an atomizer or straw or using stamps hand-made by the artist.

G. Submitted work must have been completed within three years of the exhibition dates.

PAINTING PRESENTATION

A. FRAMES: Frames are to have 2" wide or less and must be simple in design--no applied or carved decoration may be used but lengthwise grooving or shaping is permitted. Frames having any dimension over 36" may be up to 3" wide. Frames must be made of metal in metallic or painted colors (silver, bronze, gold or neutral colors such as white, black, gray or shades of brown--no bright or fluorescent colors) or wood that is either natural, stained in wood tones, or painted in the same colors allowed for metal. Solid composite material frames are allowed with the same finishes allowed for wood or metal. MATS: Mats must be white. This is to keep the emphasis on the painting. Cream and beige are not considered white. Floated paintings may have a mat with a space no larger than ½" between mat and painting, or they may be presented without mat with a space no larger than ½" between the painting and

the frame. Material showing between the painting and the mat or frame shall be a neutral color (white, gray, black or natural material color).

- a. The exposed part of the mat (the part outside of the frame) must be at least 3" wide. If ¼" of the mat is covered by the frame, the mat must be at least 3 ¼" wide. Mats must be well cut.
- b. A single colored inner mat (liner) may be added to the 3" exposed mat.
- c. Regardless of matting technique, the painting cannot touch the glass or plastic.
- d. Due to past disagreements about what "white" means, the following brand and color names are listed as approved:

Crescent: White, Arctic White, Palm Beach White, Ice White, Spanish White, White Essential Solid, Pearl, Bright White, Wedding White, and Illustration Board. **Crescent Select:** #9506 - egg white, #9502 - white sale, #9500 - white glove, #9505 - white wash. **Strathmore** Illustration Board. **Michael's (Artistry):** Vivid White, Pure White, Frost, Matte White, Snowflake, White, Spanish White. RAG: #1610 – white, #1571 - palm beach white, #1607 - bright white, #1606 - off white, #1613 - very white. Any other colors must be submitted for approval prior to bringing the artwork to the show.

- e. Fabric texture mats are not allowed.
- f. Additional approved mats are listed on the AWA website.

B. **COVERING:** All paintings must be covered with Plexiglas *unless the prospectus specifically allows glass*. This is for safety and liability purposes and is usually required in places where shows are hung. Sprayed finishes on paintings may not be used and they do not replace the need for Plexiglas.

C. **BACKING:** Backing must be foam core or museum board. Archival foam core is preferred. It is recommended that backing be covered by craft paper. On the backing or craft paper, include the name of the artist, the name of the work and the price, and the artist's phone number.

D. **SUSPENSION:** Paintings must include a firmly attached heavy duty hanging wire attached so the high point of the stretched wire is 3" below the top of the frame. This is very important in helping those who hang the show.

SUBMITTING YOUR WORK

A. **PROSPECTUS:** Read the prospectus carefully for any changes made for a specific show.

B. Images may be submitted for judging on a CD or sent by e-mail. Up to three images may be submitted and appropriate fees will be included in the prospectus.

Mailed entries should include the completed prospectus form, a check for fees payable to AWA, and a stamped and self-addressed business size envelope or larger envelope if the CD is to be returned.

QUESTIONS ABOUT SUBMITTED PAINTINGS

A. The Second Vice President of Membership Juried Exhibitions has the authority to make decisions on matting, framing and similar questions when paintings are being submitted for hanging.

B. Juried paintings containing subject matter that may be offensive to certain groups of viewers is to be decided by the Venue where the paintings are being submitted and/or by the AWA Board of Directors. This is to be done, prior to shipment of the painting, from the submitted image at the time that the painting in question is juried into the exhibition.

C. Artists who wish to use newly available or not previously accepted materials in their paintings must get approval by the AWA Board of Directors.

ELECTION TO A SPECIFIC BOARD POSITION WHEN MORE THAN ONE CANDIDATE IS RUNNING FOR THE POSITION

A. Each candidate will be given a chance to express his/her views with a two minute maximum time for each view at the April General Membership Meeting. Each candidate is to submit a short, 100 words or less, written viewpoint/statement to the newsletter and to e-blast. The e-blast shall be sent one time as is and a second time included along with the ballot and ballot instructions. The newsletter shall publish the views a maximum of two times, once in the April and once in May. Publication in the AWA Newsletter will serve as notice to those members who do not receive e-mail.

B. Ballots are to be e-mailed to members with and postal mailed to members without e-mail capability fifteen days before the election date to allow ample time for the marked ballots to be postal

mailed to the designated Receiver. Only the disputed positions shall be listed on the ballot. An end date is to be set for receipt of postal mailed ballots to the Receiver.

C. Each candidate is to select a Monitor to observe the voting process.

D. The Receiver shall bring all mailed ballots received to the May meeting unopened. All envelopes containing the Ballots will be submitted to a Checker for membership verification, opened by an appointed Opener and placed in the Ballot Box to counted by the Counter at the end of the specified voting time allotment. The Receiver may also be appointed as Opener

E. Prior to the opening of envelopes, and voting the Ballot Box shall be opened under observation of the Monitors and Counter(s) for verification that the Ballot Box is empty. The Ballot Box shall then be closed and sealed. It shall be placed on a separate table for receipt of ballots.

F. Ballots brought to or obtained at the May meeting by members verified by the Checker(s) are to be placed in the Ballot Box.

G. Checkers shall sit at an adjacent but separate table from the Ballot Box table, separated from the crowd in a more private area. In this way they may observe the votes being placed into the Ballot Box.

H. If necessary there can be more than one of each position of Checker, Opener, and Counter. There is only one Receiver.

I. There shall be a Monitor or Watcher designated by each candidate to observe the opening and counting of the ballots.

J. The outcome of the election(s) shall then be announced during the General Membership Business Meeting.

K. At the end of the election, all ballots shall be placed in the Ballot Box, sealed and placed and locked in the Election Chair's designated vehicle to be taken to a two or more way shredder and then shredded and disposed by the Election Chair. An alternative way of disposal is to bring a shredder to the meeting for such use under the eyes of the watchers.

L. It is not necessary to announce the number of votes received by each candidate. The number of votes cast and the person(s) elected are to be announced.

Though these guidelines may seem strict they are submitted to avoid questions at the end of the election.

GUIDELINES FOR HONOREE PROGRAM

A. Current Board of Directors members are not eligible to receive this honor. (The Board approves candidates presented by the Honoree Chairperson.)

B. Past Board of Director Members and current Committee Chairs/Members are eligible to receive this honor.

C. Lifetime Members who have served on the Board of Directors for a minimum of seven (7) years or more are eligible to receive this honor. The service on the Board does not have to be for consecutive years.

D. Members with a minimum of seven (7) years or more service to AWA as a past member of the Board of Directors are eligible to receive this honor. The service does not have to be for consecutive years.

E. Members with a minimum of seven (7) years or more service to AWA as a past or present Committee Chair/Member are eligible to receive this honor. The service does not have to be for consecutive years.

F. Any AWA member in good standing, who has volunteered for seven (7) years or more, not necessarily consecutively, and who has worked diligently for the success of AWA in fulfilling the AWA Purpose and Goals (ie. hanging exhibitions, Nominating Committee calls, chairing receptions, etc.) for seven or more years is eligible to receive this honor.

Amended April 13, 2017