

## **AWA Bylaws**

**Amended 11-09-2023**

### **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.

### **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, 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 3.5 – 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 shall receive newsletters by e-mail.

### **Section 3.6 - Membership Levels**

The membership honor society point system has been simplified to agree with the standard classification used by many 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.

#### **Point System starting Spring 2022:**

- Each entry into an AWA Juried show shall receive 1 point. (An artist may receive more than one point per show, not retroactive to previous years).
- The artist who receives Best of Show Shall (1<sup>st</sup> place) receives 1 point, 2<sup>nd</sup> place (Oman or Jochumson) receives 1 point, 3<sup>rd</sup> place (Award of Distinction) receives 1 point. These points are not retroactive to previous years.

**Signature Member will be a total of 6 points:** A member shall become a Signature member when six (points) are attained.

**Silver Signature will be a total of ten (10) points:** A member shall become a Silver Signature member when 10 points are attained.

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

A member shall become a Gold Signature member when 16 points are attained.

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 remain unchanged.

### **Section 3.7 – Membership Rules, Dues, Annual Meeting**

Annual dues are to be received by the Membership Chair on or before January 1<sup>st</sup> 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 on or before January 1st.

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 December 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 or make changes on the website.

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

**Section 3.8 – Annual Membership Business Meeting**

An Annual Membership Business Meeting of The Members shall be held once each year in November, 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. Additional meetings may be called at the discretion of the Board.

**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 may 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 may consist of up to 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 slate of candidates for election to the Board of Directors at least FIFTEEN (15) days prior to the annual meeting. 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 Annual Membership Meeting at the discretion of the Nominating Committee.

The election to the Board of Directors at the Annual 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 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:

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

Each candidate is to submit a short, one hundred (100) words or less, written statement to be sent to AWA members prior to the Annual Business Meeting.

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 Annual 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.

An Election Chairperson shall be appointed by the Board of Directors. The Election Chairperson shall form a committee and refer to the Bylaws & 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.

#### **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 Membership Business Meeting of AWA in November shall assume their duties on Jan 1.

The Term is for One (1) year from January 1 through December 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, e-mail or video-conferencing 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, 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 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 and Annual Membership Business meetings. Such minutes shall be signed by the Recording Secretary for Board and Membership Business meetings and shall be maintained in written or electronic files for 7 years.

## **ARTICLE V – OFFICERS**

### **Section 5.0 – Titles**

The officers of AWA may consist of the President, First Vice President of Programs, Second Vice President of Member Exhibitions, Third Vice President of Membership, Recording Secretary, Treasurer, Publicity Chair, Webmaster, President Elect, Immediate Past President, Director Juror's Workshops, Director Membership Workshops, and Western Federation of Watercolor Societies Delegate.

The above offices become effective January 1. 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 Membership Business Meeting each year. All officers are elected annually for a minimum term of ONE (1) year. All officers shall assume duties on Jan 1.

### **Section 5.2 – Qualifications**

An officer shall be 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 for approval prior to the next fiscal year.

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

## **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 has the responsibility for the annual filing with the Arizona Corporation Commission. 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 shall coordinate all programs, obtain meeting places for AWA, it's lectures and demonstration and, when appropriate, work with other Board members in obtaining audiovisual equipment for these programs. The First Vice President shall coordinate contracts as needed for meeting places.

The First Vice President shall contact the appropriate Officers for information needed to complete the AWA calendar. The calendar will be submitted to the Board for approval prior to the first Board Meeting of the AWA program year. After approval, the AWA calendar will also be submitted to the Publicity Chair, Webmaster and the AAG building contract manager.

The First Vice President shall work with the President and the Board to determine additional programs for the year other than the workshop demonstrations.

The First Vice President shall schedule the Annual Retreat Meeting as directed by the board.

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 Member Juried Exhibitions**

The Second Vice President shall be in charge of the AWA Member Juried Exhibitions and shall coordinate scheduling regarding juror(s) chosen and jury dates with the President, Juror Workshops and the First Vice President. The Second Vice President shall recruit all members for 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), Awards Chairperson and others as needed.

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. The Awards Chairperson shall oversee organizing all of the awards, monetary and merchant.

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 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.

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 Membership Works Membership Folders, related correspondence, the online directory, and shall monitor all online records for accuracy. The Membership Chairperson shall have a committee to greet members and give name tags, if needed.

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. The Third Vice President may have a Co-Chair. 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. The Membership Chairperson shall make sure there is a quorum for the Annual Membership Business Meeting in November.

**Section 6.4 – Recording Secretary**

The Recording Secretary shall take minutes of all meetings of the Board of Directors and of the Annual Membership 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 Annual Membership Business Meeting are to be distributed to the incoming Board in a timely manner before the January Board of Directors Meeting.

The Recording Secretary is to submit a copy of the incoming Board Members to the Publicity Chair, the AWA Newsletter Editor and the Webmaster for posting on the website and use in the newsletter.

The Recording 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 for the ensuing fiscal year, prior to the Annual Membership Meeting of AWA.

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 renewing and maintaining the P.O. Box contract which is AWA's legal address, renewing insurance contracts, and paying facility rent for the AAG Building.

The Treasurer records shall be audited annually, or as requested, by a three-person committee of the Board officers in concert with the CPA engaged by AWA for its annual tax filing.

The Treasurer shall not be required to furnish a bond.

**Section 6.8 – Director 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 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 whenever possible. The workshop is 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.

### **Section 6.9 – Director Membership Workshops**

The Director of Membership Workshops shall be the Chairperson of Membership Workshops. The Director shall work with a Co-Director of their choice.

The Director shall secure members of AWA to teach a 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 may have up to 4 workshops per year.

### **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 and Alternate Delegate to the Western Federation Watercolor Societies at the annual meeting of AWA. The Delegates shall serve a minimum ONE (1) year term and are a member of the Board of Directors. 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.

The Western Federation of Watercolor Societies Delegate (herein after "Delegate") shall

- Inform the Board of Directors and members of the annual exhibition.
- Correspond and attend the annual meeting with the other Western Federation Watercolor Society delegates.
- Receive entries, contact accepted members, collect and ship paintings.
- Disperse returned paintings and a catalog to each entrant.
- May show images of annual exhibitions at AWA general meeting.
- Report expenses and budgets to the Treasurer.
- Develop an annual budget to be submitted to the Treasurer before the fiscal year.
- Will be responsible for the annual show when scheduled locally.

The Duties of the delegates are determined by the Western Federation of Watercolor Societies Bylaws and reviewed at each Annual Meeting. Please see detailed description for further information.

### **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. 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.

**Section 6.15 – Webmaster**

Webmaster shall manage the AWA Website and make recommendations to the Board for technical changes to the website. Webmaster shall submit a budget to the Treasurer prior to the fiscal year. The Webmaster shall post updated information about AWA activities as provided to him or her from the chair of each department. The webmaster has 1 vote.

**Section 6.16 – Publicity Chair (Public Relations)**

The Publicity Chair shall work with the Newsletter Editor/Publisher, Webmaster, and Social Media Chair to ensure all publications are consistent and represent AWA professionally. The Publicity Chair shall attend board meetings. The Publicity Chair shall submit a budget to the treasurer prior to the fiscal year. The Publicity Chair has 1 vote.

**ARTICLE VII – COMMITTEES**

**Section 7.0 – Designation**

The Board of Directors may assign committees and/or committee chairs at their direction including the following:

Nominating/Election, Honor Society, Publicity, Social, Scholarship, Community Outreach, E-Blasts and Corresponding Secretary.

**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 for by their 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 – Minutes of Meetings**

Each committee shall keep regular notes 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 check, website transaction refund or via AWA bank cards, specifically issued to select board positions.

**Section 8.1 – Check Signing Policy**

The President, Treasurer, or other designated 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.

## **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 11-09-2023**