



*Watercolor Society of Alabama*

TO: Members of the Watercolor Society of Alabama  
FROM: WSA Board of Directors  
Date: July 27, 2019

Subject: Recommended changes to the WSA Constitution and Bylaws

The WSA Board of Directors has spent considerable time in analyzing the current Constitution and Bylaws to assure that we are upholding member requests while still preserving the society's original intent regarding our purpose. To this end the Board has recommended for your consideration that the Constitution and Bylaws be changed to:

- Expand/clarify the definition of "aqua media".
- Add a 4<sup>th</sup> VP for Donations/Awards. WSA awards have continued to grow each year and the need for a dedicated position is necessary.
- Change the duties of the President Elect to include only duties that support/help the President in order to grow into that position.
- Change the duties of the 1<sup>st</sup> Vice President to not be limited to just the National Exhibition but to provide for cohesiveness between all WSA Exhibitions.
- Assign the duties of the AMS Director to a Board Director at Large Position.
- Add a Board Position of 4<sup>th</sup> VP for Donations/Awards.
- Minor updates to other positions.

The Board of Directors has authorized and resolved that the following changes should be made to the current Constitution/Bylaws, but first you should be aware of what is currently documented. Below is the current Constitution and Bylaws. Recommended changes are in "red." The Annual WSA Members Meeting will be held at the Heritage Hall Museum, Talladega, AL on August 31, 2019 at 1:30 PM. A vote to change the current Constitution and Bylaws to include the Board changes will be taken at this meeting.

## **CONSTITUTION**

### **ARTICLE ONE**

#### **NAME**

The organization shall be known as the Watercolor Society of Alabama.

## **ARTICLE TWO**

### **PURPOSE**

The purpose of this organization shall be to promote and foster work in watercolor (aqua media), which the Society specifies as a water-soluble media used in an aqueous manner. "Aqua Media" is defined as watercolor, casein, gouache, egg tempera, and acrylic paints as well as metallic, **watercolor** ink, watercolor crayon and watercolor pencil. The aqua media can be applied to watercolor paper, watercolor or illustration board, Yupo, or synthetic paper, watercolor canvas (without added medium) and clay board (example, Aqua board. Collage items, if used, must be painted by the artist on one or a combination of the following: watercolor paper, white rice paper without inclusions, white tissue paper, Yupo or other synthetic papers. Texture mediums are not permitted. The finished painting cannot be varnished (**covered with any type of material that prohibits identification of the allowed aqua media**). WSA shall offer incentives to assist artists working in this medium through the exhibition and competition held annually by the Society. Further objectives include service to the art viewing public and students by enabling Alabamians to view choice works in this medium from all regions of the United States of America.

## **ARTICLE THREE**

### **MEMBERSHIP**

#### **A. Associate Membership**

This membership shall be extended to any individual paying annual dues. Associate Members, in good standing, may participate in all Watercolor Society of Alabama activities and may vote and hold office. An Associate Member who has acquired points toward Juried Membership must pay annual dues to maintain status. Paying dues for delinquent years may effect reinstatement.

#### **B. Juried Membership**

This membership shall be extended to any individual whose work is juried into the Society's annual national competition and/or any resident artist in the State of Alabama whose work is juried into three of the Society's Alabama Member Shows. Juried Members, in good standing, shall have the right to vote, hold office and participate in all Watercolor Society of Alabama activities. Payment of annual dues is required to maintain status. Paying dues for delinquent years may effect reinstatement.

#### **C. Signature Membership**

This membership shall be awarded to any member in good standing who achieves three (3) points in accordance with the following:

1. Must have been juried into and exhibited in three (3) separate WSA National Exhibitions. (Total of 3 points)
2. Must have been juried into and exhibited in two (2) separate WSA National Exhibitions and in two (2) separate WSA Members Exhibitions. (Total of 3 points)
3. Must have been juried into and exhibited in one (1) National WSA Exhibition and in four (4) separate WSA Members Exhibitions. (Total of 3 points)
4. Payment of annual dues is required to maintain status. Paying dues for delinquent years may effect reinstatement.

5. The Membership Chairman shall notify an individual no later than sixty (60) days after qualifying.

**D. Honorary Membership**

Honorary Life Membership may be bestowed upon exceptional and distinguished watercolorists of national reputation at the discretion of the members by a majority vote at the annual meeting.

**E. Membership Lists**

The membership lists of the Society are for the use of the Directors of the Society in the execution of their duties. The names, addresses, and other information that may be contained in these lists is privileged information and may not be provided/sold to outside interests, commercial or private. The Board may, at its discretion, waive this ruling when patron organizations request the list and will use the information on behalf of/or for direct benefit of the Society. Any organization that is provided the list must agree to the terms of this Article.

**ARTICLE FOUR**

**A. BOARD OF DIRECTORS**

The Board of Directors shall be comprised of the Executive Board and the Directors-At-Large. The Board of Directors is the governing body of the Society and must comply with government requirements. The Board shall have all powers to the full extent allowed by the law. All powers and activities of this Society shall be exercised and managed by the Board, or if delegated, under ultimate direction of the Board. Their responsibilities are as defined in the Society Bylaws. The authorized number of Directors shall be a minimum of five (5) Directors to a maximum number of fifteen (15). The Board of Directors may change the exact number, titles, and duties of Elected Officers/Directors, within these specified limits, from time to time as circumstances of the Society may require.

**B. OFFICES OF THE BOARD**

The Executive Board of Directors shall be elected by the Membership to hold the following offices: President, President Elect, First Vice President, Second Vice President, Third Vice President, 4<sup>th</sup> Vice President, Treasurer, Recording Secretary, Corresponding Secretary and Historian. The Society President shall also serve as the President of the Board of Directors. The immediate Past President shall hold the office of Parliamentarian as an advisor to the President. From one to five additional Directors may be appointed by the Executive Board to serve as Directors-At-Large as needed to accomplish Society activities. Directors shall be entitled to vote on all matters that come before the Board for decision. Executive Board of Directors responsibilities are as defined in the Society Bylaws. The Executive Board of Directors shall define Directors-At-Large responsibilities.

**C. TERM OF OFFICE**

The term of office for the elected Officers shall be two years. Directors-At-Large may be appointed for as long as the Board deems their position is needed.

**D. BOARD OF DIRECTORS MEETINGS**

The Board of Directors shall hold a minimum of two meetings during the fiscal year. The first meeting should occur within the first quarter of the fiscal year and the second meeting should be held prior to the annual membership meeting. Special E-mail meetings may be held to handle Society business. The times and places of the meeting will be at the discretion of the President. A majority of the voting members of the Board constitutes a Quorum.

## **ARTICLE FIVE**

### **ELECTIONS AND MEETINGS**

Elections shall be held at the annual meeting. The date and place of this and other meetings are at the discretion of the President.

## **ARTICLE SIX**

### **NATIONAL COMPETITION**

The Society shall sponsor a National competition and an Alabama Member Showcase annually. The times and places are to be arranged by the President and the President Elect as provided for in the Society Bylaws. The Exhibitions parameters shall require that all entries comply with the definition of "watercolor" (reference Article II – Purpose). A policy of guidelines for all WSA exhibitions will be adopted and provided to Members and Jurors. The guidelines will specify eligibility, fees, venue, jurors, and show parameters as approved by the Board of Directors.

## **ARTICLE SEVEN**

### **FISCAL AND LEGAL AUTHORITY**

The fiscal year for the Society shall be from October 1st through September 30th. The Society President shall be authorized to sign legal documents, or upon the President's absence, the President Elect shall be authorized to do so. The Society President and Society Treasurer shall be authorized to sign Society checks. Each member of the Executive Board will assume office on October 1st in the year each member was elected and shall serve until the later of the expiration of each member's term or such time as a successor has been duly elected.

## **BY-LAWS**

### **A. DUTIES OF OFFICERS AND DIRECTORS:**

#### **1. Responsibilities**

The Board of Directors serves as the decision making body for the Society.

#### **2. Compensation**

Elected Officers and Directors-At-Large shall be entitled to reimbursement for necessary costs and expenses reasonably incurred in connection with the Society's business. Reimbursement must have been specified as a budget item or approved by the Board of Directors.

## **B. EXECUTIVE BOARD RESPONSIBILITIES**

1. **The President** shall
  - (a) Oversee and direct the affairs of the Society.
  - (b) Preside at all meetings of the Society.
  - (c) Serve as ex-officio member of all committees.
  - (d) Prepare, in conjunction with the Treasurer, a proposed budget.
  - (e) With assistance of the President Elect, arrange for gallery space for the Society's exhibitions at least one year in advance for the Alabama Membership Showcase and other WSA sponsored exhibitions, and two years in advance for the Annual National Exhibition.
  - (f) With assistance of the President Elect, arrange for jurors of selection and awards for the Society's Exhibitions. ~~(Delete Para – Duty of the Exhibition Director)~~
  - (g) Present a report of the year's activities at the annual Membership meeting.
  - ~~(h) Serve as the WSA Volunteer Spearhead.~~
  - (i) Mentor the incoming Board Member on the President's responsibilities.
  
2. **The President Elect** shall
  - (a) Assist the President in achieving the goals of the Society as described in paragraph 1. above.
  - (b) Serve as the annual Members' Showcase Chairman; coordinate Showcase activities with the President, Publicity Director, committee members, exhibition venue, and jurors. ~~(Delete Para - Add AMS Director as a Board Director-at-Large position).~~
  - ~~(c) Serve as Chair of the Nominating Committee.~~
  - (d) Prepare a report to the Board of Directors.
  - (e) Mentor the incoming Board Member on the President Elect's responsibilities.
  
3. **The First Vice President** shall
  - (a) Serve as the ~~annual National (delete annual National)~~ WSA Exhibition Director;
  - ~~(b) Arrange for jurors of selection and awards for the Society's Exhibitions.~~
  - ~~(c) Arrange for workshop instructors for the Society Workshops.~~
  - (d) Prepare and arrange for printing/ mailing of the National Exhibition Catalogue
  - ~~(e) Assure continuity for all WSA Exhibitions; e.g. (Prospectus, Awards, Contracts, etc.).~~
  - ~~(f) Guide the Exhibition Directors-at-Large (National, AMS, and Online) and Committee Chairs (Entry Chair, Workshop Chair, Screening Committee Chair, and Painting Take-In Chair/Hanging Chair) as needed.~~
  - (g) Coordinate ~~National (delete)~~ Exhibition activities with the President, ~~President Elect, Membership Director,~~ Public Relations Director, ~~Donations/Awards,~~ committee members, exhibition venue, and jurors.
  - (h) Prepare a report to the Board of Directors re: WSA Exhibitions.
  - (i) Mentor the incoming Board Member on the Exhibition Director responsibilities.
  
4. **The Second Vice President** shall
  - (a) Serve as the Membership Chairman for the Society
  - (b) Conduct all acts pertaining to admitting new members.
  - (c) Be responsible for the Membership Directory and keep an accurate and current

roster of the Membership (by category) of WSA; notify the President, and E-Newsletter Director of changes, adds, and drops.

- (d) Prepare and present Signature Membership Certificates at the Annual Membership Meeting.
- (e) Be the holder of the Society Seal.
- (f) Prepare a report to the Board of Directors for presentation at the Annual Membership Meeting.
- (g) Mentor the incoming Board Member on the Membership Director's responsibilities.

**5. The Third Vice President shall**

- (a) Serve as the Public Relations Director for the Society and develop a public relations program to publicize the Society's endeavors.
- (b) Prepare press releases for local, state, and national publications about the Society's exhibitions and workshops.
- (c) Provide the Board of Directors with news releases regarding publicity activities.
- (d) Mentor the incoming Board Member on the Public Relations Director's responsibilities.

**6. The Fourth Vice President shall**

- (a) Serve as the Donations/Awards Director for the Society and develop a program to obtain donations from membership and patrons for sponsoring awards and supporting exhibition activities.
- (b) Receive notifications of online donations and receive donations that are mailed with checks.
- (c) Maintain an official Master Spreadsheet containing all information/documentation for donations contributed for each fiscal year.
- (d) Provide copies of the Master Spreadsheet to the President, Exhibition Director, and appropriate Board Members.
- (e) Prepare a report to the Board of Directors re: Donations/Awards.
- (f) Mentor the incoming Board Member re: Donations/Awards Responsibilities.

**7. The Treasure shall**

- (a) Assist the President in the development of the annual budget.
- (b) Receive and deposit all monies in the name of the Watercolor Society of Alabama.
- (c) Record all receipts and expenditures.
- (d) Pay bills and charges identified in the approved budget or approved by the Board.
- (e) Report to the Board as requested and present an annual Financial Summary to the Membership at the annual membership meeting.
- (f) Prepare required tax forms and submit these to the appropriate state and federal agencies after approval of the Annual Report by the Board.
- (g) Mentor the incoming Board Member on the Treasurer's responsibilities.
- (h) Serve as PayPal Manager.

8. **The Recording Secretary** shall:
  - (a) Prepare and keep the minutes of the Society and the Board of Directors.
  - (b) Provide members of the Board with copies of the minutes.
  - (c) Maintain Bylaws and notify the President when proposed actions appear to be in conflict with the Bylaws.
  - (d) Mentor the incoming Board Members on the Recording Secretary responsibilities.
  
8. **The Corresponding Secretary** shall
  - (a) Prepare correspondence as delegated by the President/Board.
  - (b) Issue notices of meetings, elections, and other information as requested by the President/Board.
  - (c) Mail Newsletter and Prospectus copies to members who do not have E-mail addresses.
  - (d) Mentor the incoming Board Member on the Corresponding Secretary responsibilities.
  
9. **The Historian** shall maintain the historical record of the Society.
  
10. **The Parliamentarian** shall serve as an advisor to the President and resolve questions of parliamentary procedures base on Robert’s Rules of Order, which shall prevail.

**C. THE DIRECTORS-AT-LARGE RESPONSIBILITIES**

Directors-At-Large shall be appointed by the Executive Board to serve at the discretion of the Executive Board of Directors. During their term of service, all Directors-At-Large have the same privileges as the Executive Board of Directors to attend Board Meetings and to vote.

**E. NOMINATIONS AND ELECTIONS**

1. All members whose dues are paid for the calendar year have the privilege of voting and holding office.
2. A nominating committee appointed by the President shall present a slate of officers at the annual meeting. Nominations from the floor shall be accepted providing the nominee has agreed to accept the responsibility for the duties of the office.

**F. DUES AND FEES**

1. Member dues shall be determined by the Board of Directors when warranted to meet the demands of the Society. The dues amount shall be published to the Membership NLT October 1<sup>st</sup> of each year.”
2. The membership year shall be October 1<sup>st</sup> through September 30<sup>th</sup> with dues payable NLT January 1<sup>st</sup> of each year.”
3. The Board of Directors will determine entry fees for all WSA sponsored competitions.

**G. AMENDMENTS**

1. The Constitution and By Laws may be amended at a regular meeting by a majority vote of the members present, provided all members have been informed by mail (insofar as is possible) that the meeting is to be held.

2. The Constitution and By Laws may also be amended by a majority vote of members notified by mail of the proposed amendments who respond by a written ballot by a specified deadline.

**H. NON-DISCRIMINATION** Membership in the Watercolor Society of Alabama and any and all activities and benefits in connection therewith shall be conducted on a non-discriminatory basis without regard to race, color, religion or national origin of the individual.

Last Amended: Mar 1, 2016

**The membership vote to change the Constitution/Bylaws as state above will take place at 1:30 PM on August 31, at the 2019 Members' Meeting, at Heritage Hall Museum, Talladega, AL.**