

BY-LAWS OF THE HAWAII WATERCOLOR SOCIETY
(A Hawaii Non-Profit Corporation)
Rev 12/2023

ARTICLE I

NAME

The name of this corporation shall be Hawaii WATERCOLOR SOCIETY, hereinafter called the "Society".

ARTICLE II
PURPOSE

The purpose of the Society shall be to promote the advancement and appreciation of watercolor painting and the education of the public to its significance as a permanent medium. The Society shall be dedicated to the highest esthetic standards and shall foster interest in water-based media within the community through programs, workshops, and competitive exhibits.

ARTICLE III
MEMBERSHIP AND DUES

Section 1. Classes of Membership

There shall be several classes of membership:

A. Full. Full membership in the Society shall be open to persons who are interested in the medium of watercolor. Full members shall have the right to attend meetings, to speak, make motions, vote and hold office. They will pay annual dues.

B. Returning. Returning membership shall be open to anyone who was previously a member but discontinued their membership and rejoined. They will have the same rights as full members. The years prior to the break in membership will not be counted towards life membership.

C. Life. Life membership shall be open to anyone who has been a member in good standing for ten years and has been qualified as a full member during the last ten years. Life members shall have the rights and privileges of full members and, additionally may be entitled to a discount in annual dues, the amount thereof to be determined by the Board.

D. Student Memberships are available for any student in Hawaii, who is at least 18 years of age, and has proof of student status (i.e. ID) at an accredited University or Community College. Student need not be an art student. Annual dues for Student member will be \$25. Student Members will receive the monthly newsletters; are eligible to enter all juried shows; and are eligible to participate in workshops at the HWS member rate. Student members cannot vote or hold office, but may be appointed as a student representative to the HWS board. Student membership status cannot exceed four years from inception. Proof of status must be presented each year. (Current Full members are not eligible for student status.)

E. Honorary Life membership may be conferred by the Board on any life member for long and outstanding service to the Society. Honorary life members shall have the rights and privileges of full members and additionally, shall be exempt from payment of annual dues.

F. Patron. Persons who have an interest in art may become patrons of the Society by making an annual contribution to the Society of any sum over \$100.00 Patrons shall have the right to

attend membership meetings and to speak, but shall not be entitled to make motions, vote or hold office.

G. Emeritus membership shall be open to anyone who has been a member in good standing for the last ten years and is at least 85 years of age. Emeritus members shall have the rights and privileges of full members and, additionally be exempt from payment of annual dues.

Section 2. Signature Membership

Signature Membership is open to any member of the Hawai'i Watercolor Society, as defined in Section 1, and application for such membership is voluntary.

A. Purpose of Signature Membership The Signature Membership Category of the Hawai'i Watercolor Society was established to provide recognition of accomplishment within the organization. It was designed to be fairly difficult to attain, while recognizing that the real rewards of artistic effort come from within the artist. It is hoped that the striving for and acquisition of Signature Membership will be only stepping-stones to the higher goals that we as artists must set for ourselves.

B. Application Procedure A Hawai'i Watercolor Society member may apply for Signature Membership when the member has accumulated a minimum of 100 points during the artist's career, as outlined above. Applications should be sent to the Membership Chair of the Watercolor Society and must include originals or photocopies of show catalogs for each point claimed. Applications should include a cover letter listing the shows, works and points claimed and the total number of points. The Membership Chair will review the applications for accuracy and, if all points are correct, will recommend to the Board, at the next Board meeting that the applicant be accepted for Signature Membership.

C. Point System In order to apply for Signature membership in HWS, one must have been a member in good standing in HWS for one year and have had paintings accepted in two HWS juried shows. A total of 100 points must be accumulated in HWS recognized juried competitions, only according to the following distribution:

- Award in a national juried exhibition - 30 points per award
- Acceptance in a national juried exhibition - 20 points per work
- Top award in a juried HWS exhibition - 30 points per award
- Top award in another juried exhibition - 20 points per award
- Another award in a juried HWS exhibition - 10 points per award
- Another award in another juried exhibition - 5 points per award
- Acceptance in a juried HWS exhibition - 2 points per work
- Acceptance in another juried exhibition - 1 point per work
- Acquisition by the Hawai'i State Foundation on Culture and the Arts - 10 points per work

All works must have been executed in water-based media. For works in which the medium is listed as "mixed," the work should be more than one-half water-based. Out-of-state points will be accepted with catalog, which states it was a juried competition. It should be noted that no points will be awarded for gallery exhibitions, invitations, curated shows or sales except for a purchase award by Hawai'i State Foundation on Culture and the Arts, which will be considered as an award and eligible for points per purchase award. Only one award per painting entered into a juried exhibit can be counted toward Signature membership.

A national show is defined as a show that is run by a non-regionally designated organization, and has designated the show as "National" or "International".

D. Use of Signature Membership Signature Members will be listed in the Hawai'i Watercolor Society Membership Roster under the category of Signature Members. The dues will remain the same as other categories. Signature Members may use the initials "HWS" after their signatures on water-based media works, if they so desire. Use of these initials will continue only as long as the person is a member of the Hawai'i Watercolor Society. No member is to use the initials "HWS" unless and until the entire above process has been completed.

Dues

The Board shall establish a schedule of annual dues for the several classes of membership. Payment of such dues shall be made within one month of the anniversary of the previous year's payment. Dues not paid within this period shall be deemed delinquent. Any member whose dues are delinquent shall not be entitled to participate in any Society activity and the Board may direct that such a member's name be removed from the membership roll of the Society. Dues are non-refundable.

**ARTICLE IV
BOARD OF DIRECTORS**

A. Duties. The Board of Directors shall consist of the elective and appointive officers of the Society, but not chairpersons of special committees. It shall transact the business of the Society, fix the annual dues, direct the payment of expenses and generally have supervision of the affairs of the Society.

B. Eligibility. No member who has served on the Board for two consecutive years shall be eligible for re-election to the Board without the elapse of at least one year between terms unless the nominating committee shall propose such member as a candidate for elective office, in which event the foregoing provision shall not apply.

C. Compensation. Directors serve without compensation and in no event shall any director who has made a contribution to the Society ever receive any monetary compensation for that contribution. Directors may be reimbursed for the Society's show, publicity, office, membership and newsletter expenses incurred conducting the business of the Society.

D. Conflict of Interest. No member of the Board shall take any official action directly affecting:

A. A business, contract or other undertaking in which the person has a substantial financial interest.

B. A private undertaking in which the person is engaged as a legal counsel, advisor, consultant, representative, or who has any other agency capacity.

**ARTICLE V
ELECTIVE OFFICERS**

Section 1. Personnel

The elective officers of the society shall be a president, a vice president, a secretary, a treasurer and such other officers and assistant officers as the Board shall from time to time determine. The offices of president and vice president shall be held only by full members in good standing.

The offices of secretary and treasurer may be held by full members in good standing.

Section 2. Nomination

The nominating committee shall present at the annual meeting a single slate of officers to be elected by the membership for the ensuing year.

Section 3. Election and Term

Election to office shall be by majority vote of the members present at the annual meeting to be held in the fall of each year on a date to be determined by the Board, and such election may be determined by voice vote. The term of elective officers shall be for a period of one year or until their successors have been elected and qualified. Officers elected at the annual meeting shall take office as of the first day of the ensuing calendar year.

Section 4. Duties

A. President. The president shall preside at all meetings of the Society, and shall appoint the chair or the chairs of the standing committees, all chairs of special committees, and the chairs and members of the nominating committee. The president shall also perform such duties as pertain to the office, are required by the bylaws or are directed by the Board, and shall be an ex-officio member of all committees except the nominating committee.

B. Vice President. The vice president shall assume the duties of the president in the absence of the president. The vice president shall be responsible for the programs at the membership meetings and shall perform such other duties as directed by the president or Board.

C. Secretary. The secretary shall keep minutes of the proceedings of the membership and the Board, showing the time and place of the meetings, whether regular or special, whether notice thereof was given and, if so, by what manner, the names of those present or represented at membership meetings, and the proceedings of each meeting.

D. Treasurer. The treasurer shall keep correct and complete books and records of accounts, which shall be subject to annual audit. Such books and records shall include accounts of the Society's assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. The treasurer shall be the custodian of all the funds of the Society giving a receipt for all money received, and shall co-sign with the president or vice president all checks for the payment of bills approved and submit for approval of the Board a monthly statement of all financial transactions.

Section 5. Vacancies

A. In the event of death, resignation, or incapacity of the president, the vice president shall assume the office of the president for the remainder of the unexpired term. In the event of a vacancy occurring in any other elective office, such vacancy shall be filled for the remainder of the term by appointment by the president with the approval of the Board.

B. In the event that both the president and the vice president should be unable to carry out the responsibilities and duties of their respective offices because of death, resignation or other cause, the Board shall declare a vacancy to exist and call a special meeting of the Society for the election of a new president and vice president for the remaining unexpired terms. The previous year's nominating committee shall submit a list of candidates.

C. Whenever an elective or appointive officer (other than the president) is temporarily unable to perform the duties of such office, the president may appoint an acting officer for the period of the temporary vacancy.

ARTICLE VI Appointive Officer

Section 1. Standing Committees

A. Personnel. The appointive officers of the Society shall be the chairpersons of the standing committees. These may include education, publicity, membership, annual membership show, newsletter editor, historian, hospitality, telephone, traveling exhibit, and paint-outs. They shall all be appointed by the president. The chairpersons of standing committees may appoint their own committee members.

B. Changes. The president with the approval of the Board may establish additional standing committees as needed. The president may with the approval of the Board abolish a standing committee.

C. Removal of Chairpersons. Non-attendance of an appointive officer for three consecutive Board meetings without adequate reason shall be cause for such officer to be removed from the Board.

D. Member at Large. An elected voting position, for members to become familiar with the workings of our Board.

Section 2. Special Committees

Special committees may be established as needed by the president with the approval of the Board and shall have such powers and terms of appointment as may be needed to accomplish their special purposes. The chairperson of a special committee shall not be deemed an appointive officer of the Board.

Section 3. Nominating Committee

A nominating committee of three members, one of whom shall be designated as chairperson, shall be appointed by the president with Board approval. The office of nominating committee chairperson is not a Board position; however, the chairperson and members may be chosen from active Board members of the Board.

ARTICLE VII TRUSTEES

Section 1. Purpose and Duties

To maintain continuity of the administration of the several programs of the society, three members shall be elected to the office of trustee. Selection shall be made from members whose advice in the affairs of the Society is actively solicited and respected.

Such trustees will be accorded the status of Board members, may speak and advise at all Board meetings but shall have no vote. At the direction of the Board such trustees may work as a special committee on specific assignments in furtherance of the purpose of the Society. The senior member in terms of office shall chair all meetings of the trustees.

Section 2. Election

Each trustee shall be elected for a period of three years. The terms will be staggered and one trustee will be elected each year. Nominations for the office shall be made by the nominating committee and submitted to the annual meeting for election.

Section 3. Vacancy

If a vacancy should occur, the nominating committee shall select another member to fill the unexpired term.

ARTICLE VIII MEETINGS

Section 1. Annual

The annual meeting of the Society shall be held in November unless otherwise ordered by the Board of Directors and shall be open to the membership and their guests. The meeting shall be for the election of officers and any other business as may come before the meeting. The president shall render an annual report outlining the activities of the Society for the past year, which report will include a summary of the financial affairs of the Society.

Section 2. Special

Special meetings throughout the year may be held at the discretion of the Board.

Section 3. Board

The Board of Directors shall meet each month at a time and place determined by the president.

Section 4. Joint Board

The last Board meeting of each calendar year shall be a joint meeting of the old and the newly elected Board of Directors. At such time, the old Board will turn over all records and relay all pertinent information to the new Board.

Section 5. Quorum

A. Annual and Special. The quorum for annual and special meetings will be met when five percent of the active members are present.

B. Board. The quorum for Board meetings will be a majority of directors present.

**ARTICLE IX
STANDING RULES**

In order to comply with the specific provisions of the Society's bylaws, the Board may from time to time establish standing rules. Standing rules may be amended or rescinded by a majority vote of the Board of Directors.

**ARTICLE X
AMENDMENTS**

The bylaws may be amended at any membership meeting by a 2/3 vote of the members present, entitled to vote and voting, provided notice of the substance of the amendment is submitted in writing to the membership at least two weeks before the day of such meeting.

**ARTICLE XI
CALENDAR YEAR**

The business of this Society will be conducted upon a calendar year basis.

**ARTICLE XII
LIMITATIONS**

The Society is not organized for profit, it will not issue any stock, and no part of its assets, income, or earning shall be distributed to its members, directors, or officers, except for services actually rendered to the organization.

No part of the net earnings of this Society shall inure to the benefit of any individual. No substantial part of its activities shall be to carry on propaganda or otherwise influence legislation and this Society shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.