

**BYLAWS FOR
SPOKANE WATERCOLOR SOCIETY**
A Washington Non-Profit Corporation

Effective February 11, 2017
(Updated June 7, 2021)
(Updated November 19, 2022)

I. NATURE OF BYLAWS

The following contains provisions for the regulation and management of SPOKANE WATERCOLOR SOCIETY, a non-profit corporation organized and operating under the laws of the State of Washington, hereinafter referred to as SWS.

II. MISSION

The mission of SWS is to foster the development and growth of artists in the medium of watercolor and to promote watercolor art.

III. MEMBERS

1. Regular Members. Regular members are those persons who support the mission of the organization and pay dues annually in such amounts or categories as may be approved or set by the Board of Directors from time to time. Each member's term shall begin January 1 and end December 31 of the same year. The terms of new members or returning members shall begin on the date of acceptance and payment of dues and fees and end December 31st of that year. New members shall complete an application and pay an initiation fee in such amount as may be approved or set by the Board of Directors from time to time. Annual dues shall be paid no later than January 31 of the year they are due and after such date a member with unpaid dues shall be dropped from the membership. Members who have allowed his or her membership to lapse due to nonpayment of dues may reinstate upon payment of dues and a fee in an amount as may be approved or set by the Board of Directors from time to time.

2. Definition of Membership. For any purpose necessary to the proper operation of this organization, membership shall be defined as those members of record as established by the Treasurer ten (10) days prior to any annual or special business meeting or any other dates of proposed utilization.

3. Termination of Membership. A member may be expelled for cause as determined by the Board of Directors following a hearing conducted by the Board of Directors.

4. Signature Membership. New wording to reflect point system: Any regular member shall be deemed a Signature Member and entitled to add “SWS” to his or her signature on any painting by earning 9 points total toward Signature Member status in ten consecutive years during which SWS sponsors a juried show. Points can be earned on **only one painting** per show. Acceptance of a member’s painting into the National Juried Show=3 points. Acceptance of a member’s painting into the Juried Member Show=1 point with a maximum of 3 points in this category. Example: In ten consecutive years which SWS sponsors a juried show: Acceptance into 3 National Juried Shows (3x3 points=9 points) OR acceptance into 2 National Juried Shows (2x3 points=6points) AND acceptance into 3 Juried Member Shows (3x1 point=3 points) for a total of 9 points. (Amended and effective 1/1/2020)

IV. MEMBERS MEETINGS

1. Place of Meetings. Annual, general, special, and program meetings shall be held at any location where the Board of Directors, in its discretion, may from time to time select. The board may also, from time to time, select and utilize a virtual (internet) meeting location for annual, general, special, and program meetings. Also, the Board of Directors, at its discretion, shall have the authority to conduct all meetings through one or more means of remote communication(s) so that members not physically present may participate in the meeting substantially concurrently, vote on matters submitted to the members, pose questions, and make comments. Meetings may also be designed to provide for both a virtual (internet/phone) and an in-person presence. (Amended and effective 11/19/2022)

2. Annual Business Meeting. The annual business meeting of the Spokane Watercolor Society shall be in November of each year, unless the Board of Directors, in its discretion, determines that it is in the best interest of SWS to have the meeting in a later or earlier month. In the event such annual meeting is omitted by oversight or otherwise, it may be held at a subsequent special business meeting called in accordance with the provisions of these Bylaws, and any business transacted or elections held at such meeting shall be valid as if transacted or held at the annual business meeting.

3. Special Business Meetings. A special business meeting of SWS may be called by the President, by a majority of the members of the Board of Directors, or by fifty percent (50%) or more of the members then entitled to vote.

4. Notice of Business Meetings. A written or printed notice of each business meeting of the members, stating the place, date, and hour of the meeting and, in the case of the special business meeting, the purpose or purposes of the business meeting, shall be given by the Secretary of SWS, or by the person authorized to call the business meeting, to each member of record then entitled to vote at the business meeting. The notice shall be sent not less than ten (10) nor more than fifty (50) days before the date set for the business meeting to each member by

United States Mail or by electronic means to the member's address or email address appearing in the record books of SWS.

5. Waiver of Notice. A member, either before or after a members' business meeting, may waive notice of the business meeting, and the waiver shall be deemed an equivalent of receiving notice. Attendance at a members' business meeting of a member entitled to notice shall constitute a waiver of notice of the business meeting, unless such member attends for the express purpose of objecting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

6. Who Conducts Meetings. The President of SWS shall preside at all annual or special business meetings of the members and the Secretary shall record the minutes of all such meetings.

7. Voting Rights. At every special or annual business meeting of the membership, each member of record shall be entitled to cast one (1) vote in person.

8. Quorum. The presence, in person, of at least ten members entitled to vote shall constitute a quorum at business meetings of members. At a duly called business meeting, members present can continue to do business until adjournment even if members present become less than a quorum.

9. Adjournments. Any business meeting of members may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the business meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the business meeting originally called.

10. Program Meetings. Program meetings are meetings designed to promote the mission of SWS and may include demonstrations, critiques, presentations or social gatherings. Program meetings shall be held at the discretion of the Board of Directors and at such times and places as the Board may determine. Notice of program meetings may be given by electronic means or otherwise as the Board determines.

V. BOARD OF DIRECTORS

1. Qualification. Directors must be members of SWS.

2. Election and Term of Office. The affairs and business of SWS shall be managed by the Board of Directors. Except as hereinafter provided, directors shall be elected at the annual meeting of the members and each director shall serve for no more than two consecutive three year terms and until a successor shall be elected and qualified. The terms of the directors shall

begin January 1 following their election. The terms of members of this Board of Directors shall expire on a rotating basis.

3. Number. There shall be no fewer than three (3) nor more than seven (9) directors. The number of directors may be increased or decreased from time to time by the members at an annual business meeting.

4. Removal. Any director may be removed by affirmative vote of a majority of the current directors for nonperformance or other cause deemed sufficient by the Board. Directors are expected to attend not less than seventy-five per cent (75%) of regular director meetings.

5. Vacancies. Vacancies on the Board of Directors shall be filled by a majority vote of the remaining members of the Board. Each director so selected shall serve until a successor is elected by the members at the next annual meeting or at a special meeting earlier called for that purpose.

6. Powers and Duties. The Board of Directors shall have all powers conferred upon a Board of Directors under the laws of the State of Washington, the Articles of Incorporation or these Bylaws. The Board of Directors shall have the power:

- a. To call meetings of the directors whenever deemed proper or necessary.
- b. To elect officers of SWS.
- c. To make rules and regulations for the guidance of the officers and management.
- d. To incur indebtedness as the directors may deem proper.
- e. To do everything necessary, proper, and requisite for the carrying out of the mission of the corporation.
- f. To engage such professionals as deemed appropriate to administer the affairs of SWS, including legal counsel and accountant and bookkeeping assistance.

VI. MEETINGS OF THE BOARD

1. Place of Meetings. Meetings of the Board of Directors may be held at any location where the Board of Directors, in its discretion, may from time to time select. The board may also, from time to time, select and utilize a virtual (internet) meeting location for Regular, Special or Emergency board meetings. Also, the Board of Directors, at its discretion, shall have the authority to conduct all meetings through one or more means of remote communication(s) so that members not physically present may participate in the meeting substantially concurrently, vote on matters submitted to the members, pose questions, and make comments. Meetings may

also be designed to provide for both a virtual (internet/phone) and an in-person presence. (Amended and effective 11/19/2022)

2. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by a majority of the members of the Board of Directors.

3. Regular Meetings. Regular meetings of the Board of Directors may be set at such periodic times as are determined by the Board of Directors.

4. Notice of Meetings. Written notice of the regular meetings of the Board of Directors, and of each special meeting, setting forth the time, place, and purpose of the meeting, shall be given to each director at least twenty-four (24) hours before the meeting either in person, telephonically or by email.

5. Waiver of Notice. A director may waive, in writing, notice of a meeting of the Board either before or after the meeting and such waiver shall be deemed to be equivalent of receiving notice. Attendance of a director at a meeting shall constitute waiver of notice of that meeting, unless the director attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

6. Quorum. At any meeting of the Board of Directors, a majority of the directors shall be necessary to constitute a quorum for the transaction of business. If a quorum is present, the acts of a majority of the directors in attendance shall be the acts of the Board. If, at any meeting of the Board of Directors, there shall be less than a quorum present, those present may adjourn the meeting from time to time without notice other than by announcement at the meeting. At any subsequent meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

7. Conference Call or Similar Participation. Members of the Board of Directors or of any committee designated by these Bylaws to which a director has been appointed may participate in a meeting of such Board or committee by means of a conference, telephone, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at the meeting.

VII. COMMITTEES

1. Committees. The Board of Directors shall have the power to create and appoint members of standing or ad hoc committees. Such committees will be charged with a specific responsibility or purpose and a time limit may be set to accomplish its goals. Any ad hoc committee so created will be dissolved when it has filled its function.

2. Committee Organization. At least one member of the Board of Directors shall serve on each committee. Other committee members shall be designated by the President from those members who express a desire to serve on the committee. Either the President or the members of a committee may recommend the selection of a committee member as chairman, for

the approval of the Board of Directors. In addition to keeping records of any committee meetings or activities, standing committees may be asked to prepare and present monthly, quarterly and annual reports to the Board of Directors.

3. Executive Committee. The Executive Committee shall consist of the officers of SWS. The Executive Committee shall act for the Board of Directors during the period between Board meetings and shall exercise all powers of the Board, except any which have been expressly reserved by resolution of the Board or these Bylaws. The Secretary shall give reasonable notice to each member of the Executive Committee of the time, date and place for each Committee meeting.

VIII. OFFICERS AND AGENTS

1. Officers. The officers of SWS shall consist of a President, Vice President, Secretary, or Treasurer and such other officers or assistant officers as the Board of Directors, from time to time may appoint.

2. Qualifications. An officer must be a member of SWS and currently serving as a member of the Board of Directors. Two or more offices may be held by the same person, except that one person shall not simultaneously hold the offices of President and Secretary. Officers shall hold office until their successors are chosen and have qualified, unless they have been removed from their office as provided by these Bylaws.

3. Vacancies. When a vacancy occurs in an officer position, for any reason, it shall be filled by the Board of Directors.

4. Compensation. Members of the board shall not receive compensation other than reasonable reimbursement for expenses incurred on behalf of SWS.

5. Removal of Officers and Agents. An officer or agent of SWS may be removed by a majority of the Board of Directors whenever, in their judgment, the best interests of SWS will be served by such removal.

6. President - Powers and Duties. The President shall have general supervision of the business of SWS. The President shall preside at all meetings of members and directors, and discharge the duties of a presiding officer, shall present at each annual business meeting of the members a report of the business of SWS for the preceding fiscal year. The President, unless some other person is specifically authorized by vote of the Board of Directors, shall sign all contracts, or any other legal documents of SWS. The President shall perform whatever other duties the Board of Directors may from time to time prescribe.

7. Vice-President - Powers and Duties. The Vice-President shall perform the duties and exercise the powers of the President in the absence or disability of the President and shall

have such other duties and powers as the Board of Directors may from time to time assign to that office.

8. Secretary - Powers and Duties. The Secretary shall keep or cause to be kept a true and complete record of the proceedings of all business meetings of the Board of Directors and of the members. The Secretary shall give, or cause to be given, a required notice of all business meetings of the directors or of the members, and shall perform whatever additional duties the Board of Directors and the President may from time to time prescribe.

9. Treasurer - Powers and Duties. The Treasurer shall have responsibility for SWS funds and shall be responsible for accurate accounts of receipts and disbursements and deposit of all corporate monies and other valuable effects in the name and to the credit of SWS in a depository or depositories designated by the Board of Directors. The Treasurer shall be responsible for the disbursement of the funds of SWS and shall render to the President or the Board of Directors, whenever they may require it, an account of the transactions as Treasurer and of the financial condition of SWS

10. Authority to Sign Checks. All checks, drafts, notes or other obligations for the payment of money shall be signed by, or under the authority of, such officers as may be designated from time to time by the Board of Directors.

IX. INDEMNIFICATION

SWS shall indemnify all directors or officers against expenses actually or necessarily incurred by them in connection with the defense or settlement of any action brought or threatened in which they are or might be made parties by reason of being or having been directors of SWS. This indemnification shall not apply, however, to matters as to which such director or officer, or former director or officer shall be adjudged in such action to be liable for gross negligence, or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any law, bylaw, agreement, vote of member, or otherwise.

X. AMENDMENT

These Bylaws may be amended at any annual meeting of the members or at any special meeting thereof if notice thereof is contained in the notice of such special meeting by the affirmative vote of the majority of the members; or by the Board of Directors, at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors, if notice thereof is contained in the notice of such special meeting.