

1/19/2010
NMWS Revised Bylaws
11-16-09 Board of Directors: Unanimously Approved
1/18/2010 General Membership: Approved by 2/3 members

ARTICLE I: NAME AND PURPOSE

Section 1-1. The Corporation shall be known as the New Mexico Watercolor Society, herein identified as NMWS or the Society. The location of the principal office of the corporation shall be in the city of Albuquerque, County of Bernalillo, State of New Mexico.

Section 1-2. The New Mexico Watercolor Society is organized exclusively for charitable educational and artistic purposes that qualify under section 501(c) (3) of the Internal Revenue Code of 1954 or corresponding section of any future Federal tax code.

Section 1-3. The corporation does not afford pecuniary gain incidentally or otherwise to any members. No part of the net earnings of the NMWS shall inure to the benefit of, or be distributed to members of the Board of Directors or any NMWS committee member or appointed representative by reason of their participation with the NMWS.

Section 1-4. Notwithstanding any other provision of these articles, the New Mexico Watercolor Society shall not carry on activities prohibited to a corporation exempt from Federal income tax under section 501(c) 3 of the Code.

Section 1-5. The objects and purposes are to increase the stature of watercolor and to educate the public to the significance of watercolor as an important and creative permanent painting medium. There will be no group bias for or against conservatism or modernism. The New Mexico Watercolor Society shall be dedicated to the highest aesthetic standards. The New Mexico Watercolor Society shall further the interests of artists in watercolor by programs and competitive exhibits.

Section 1-6. Satellite Chapters of NMWS may be formed in outlying areas of the State with Board approval. The number of members in a Chapter shall not be limited nor shall the numbers of Chapters in the state. Each chartered Chapter shall be designated as the New Mexico Watercolor Society (e.g., Southern) Chapter. Application for Chapter shall contain two copies of proposed members and chapter officers for verification of good standing in NMWS.

ARTICLE II: MEMBERSHIP

Section 2-1. Qualification: All individuals interested in promoting the purposes of NMWS or who indicate a desire to participate in NMWS activities shall be eligible for membership by application and payment of dues.

Section 2-2. Classification: NMWS shall have six (6) classes of membership including (1) Active Member: (2) Signature Member: (3) Student Member: (4) Associate Member: (5) Honorary Member: (6) Patron.

Section 2-2A. Active Members: This class constitutes the voting members of the Society and may participate in all NMWS sponsored activities, except those requiring signature status, and may hold office. Active members within a single household are deemed family members and pay dues accordingly.

Section 2-2B. Signature Members: This class is earned when an active member has exhibited in five NMWS Board-approved juried exhibitions. Only two shows per year, one painting per show, are counted toward eligibility. The total of five shows must have been reached within a five year period. Refer to the Signature Member Group Guidelines for further requirements.

Section 2-3C. Student members must be full time students in an established academic program. They have the privileges of active membership except voting and holding office.

Section 2-2D. Associate Members: This class shall be extended to those residents of New Mexico interested in watermedia. They may not hold office, vote or enter exhibitions. They shall be entitled to receive the newsletter, attend meetings and social functions of the society.

Section 2-2E. Honorary Members: Honorary membership in the Society may be granted for a lifetime by the Board of Directors to any person who has made a significant contribution to the Society and watermedia art. Honorary members shall pay no dues and have all the privileges of their current class of NMWS membership.

Section 2-2F. Patrons: Upon approval of the Board, this class shall be extended to those who have demonstrated an active interest in furthering the purposes of the NMWS through significant financial or other contribution. Patrons need not be artists. Special acknowledgment shall be made to Patrons in publications and promotions. They shall receive the NMWS Newsletter.

Section 2-3. Member Meetings. General membership meetings shall be held monthly with exceptions related to special events and summer recess.

Section 2-3A. Annual Membership Meeting. The purpose of the Annual Membership meeting is to elect officers for the coming year. In March of each year, the nomination slate is announced to the members. Voting by members occurs at the subsequent General Membership Meeting.

Section 2-3B. Quorum. A quorum for a General Membership Meeting shall be twenty five (25) voting members in attendance. A majority vote of members present is necessary to conduct business.

Section 2-4C. Meeting Notification. The date, time and place of all members meetings shall be announced in the NMWS newsletter.

ARTICLE III: FISCAL RESPONSIBILITIES OF MEMBERS

Section 3-1. The membership year runs from January 1 to December 31. The fiscal year of NMWS commences on July 1st and ends on June 30th of each year.

Section 3-2. Dues. Annual dues will be determined by the Board of Directors. The dues shall cover the period from January 1 to December 31 of each calendar year and are payable in January. Members shall be notified in advance of any change in dues structure. New members who join in the last three months of the calendar year shall pay the full amount of dues and shall be considered fully paid for the following year. A member who fails to meet the financial obligations of membership by March 1 of the membership year will be subject to loss of membership privileges until dues are paid.

Section 3-3. Satellite Chapter Payments. All satellite chapters will annually receive a percentage of dues of their members from NMWS on February 1 with the final payment July 1. This percentage is determined by the Board during the budget approval process.

Section 3-4. Signature Membership Group Payments. With Board approval, the Signature Member Group (SMG) will receive 10% of each Signature Member's annual NMWS dues. Board approval is dependent on review of an annual fiscal and activity report submitted to the Board by the SMG in May of each fiscal year.

ARTICLE VI – BOARD OF DIRECTORS

Section 4-1. Government of the Society.

The Board of Directors (the Board) shall be the governing body of the Society.

Section 4-2. Composition. The Board shall consist of the elected Officers (7), Satellite Chapter President(s) and Chairpersons of Standing Committees.

Section 4-3. Duties. The Board shall have authority over the affairs of the Society during its tenure. To this end, the Board shall:

4-3A. Rule on motions of policy and adopt such rules as are in the best interests of the Society and are in consonance with and further the objectives of the Society, provided they are not in conflict with these bylaws or state statutes.

4-3B. Attend all regularly scheduled Board and Membership Meetings of the Society, conducting such business as is germane.

4-3C. Create and appoint such committees as may be necessary to transact the business of the Society and assist them in their performance.

4-3D. Approve the appointments of all standing, ad hoc and special committee chairs.

4-3E. Receive periodic reports from all committees.

4-3F. Authorize the collection and disbursement of funds.

4-3G. Set the annual membership dues and set fees for shows and workshops upon the recommendation of appropriate officers, chairs or committee representatives.

4-3H. Take action on all such business as may properly come before the Board.

4-3I. Perform such other duties as required by these bylaws and other policies and procedures adopted by the Board.

4-3J. Perform such duties and assume such responsibilities as it deems necessary for the proper functioning and for the best interest of the Society.

Section 4-4. Meetings, Quorum and Voting:

4-4A. Meetings of the Board shall be held at least once a month prior to each regularly scheduled monthly General Membership meeting and shall be open to all members.

4-4B. A quorum for taking official action at any meeting shall consist of a simple majority of the total number of individuals serving on the Board.

4-4C. When unable to attend Board Meetings because of geographic barriers, Satellite Chapter President(s) may vote by proxy. The Past President shall place the vote and the vote will be documented in writing or electronic mail by the Chapter President.

ARTICLE V: OFFICERS

Section 5-1. Elected Officers. The officers shall be President, Vice President of Programs, Vice President of Exhibitions, Vice President of Membership, Secretary, Treasurer and Immediate Past President.

Section 5-1A. The officers constitute the Executive Committee.

Section 5-1B. The Board of Directors authorizes the Executive Committee to conduct necessary business of the Society between Board Meetings under the description in these bylaws, pursuant to the powers delegated to them by the Board, which shall be reported to the Board of Directors at its next regular meeting, including the rationale for taking the action.

Section 5-1C. Qualifications. Eligibility for elected office shall be members in good standing and must demonstrate sufficient willingness and ability to fulfill the position as determined by the nominating committee.

Section 5-2. Terms. The President may be elected to succeed himself/herself only once. All other elected officers may succeed themselves. Term of office begins on June 1 and ends on May 31 of the following year.

Section 5-3. Vacancies. If the President is unable to complete the term of office, the Vice President of Programs will fulfill the remainder of the President's term. If any other elected officer is unable to fulfill his/her term, the Board of Directors shall appoint a replacement.

Section 5-4. Duties of Officers. Officers shall perform the duties provided in this section and other such duties as prescribed in these bylaws or are deemed necessary by the Board for the proper functioning and in the best interests of the Society within the confines of its objectives. Official duties may be delegated but responsibility remains with the officer. Official records of the office shall be turned over to the successors within thirty days after the term of office.

Section 5-4A. President. The President shall:

1. Be the chief executive officer and official spokesperson of the Society and serve as the presiding officer over all meetings of the Board and the general membership.
2. Appoint, subject to approval by the Board, the Chairs of all standing committees and all ad hoc and special committees, as it shall authorize.
3. Sign or co-sign contracts as required.
4. Execute Society business as specified by the Board and established policy.
5. Be one of the two designated signers for the Society's bank accounts and shall have access to the Society's safe deposit box.
6. Fulfill such other duties as assigned by the Board.

Section 5-4B. Vice President-Programs. The Vice President – Programs shall:

1. Preside in the absence of the President.
2. Be responsible for scheduling educational programs; make recommendations to the Board of plans, budgets and other arrangements for educational programs.
3. Assume the office of President when that office is vacated during the elected term, in the President's absence or when the President is unable to complete his/her term.
4. Fulfill such other duties as may be assigned by the Board.

Section 5-4C. Vice President – Exhibitions. The Vice President – Exhibitions shall:

1. Provide oversight for all NMWS Exhibits.
2. Appoint subcommittee chairs for each NMWS exhibition and provides general management and support of their work.
3. Make recommendations to the Board of plans, major prospectus changes, budgets and other arrangements for Exhibitions.
4. Consult with Workshop Chair in selection of Exhibition Judge.
5. Fulfill such other duties as may be assigned by the Board.

Section 5-4D. Vice President - Membership. The VP-membership shall:

1. Coordinate all membership activities including record keeping, newsletter distribution and directory development and distribution.
2. Preside at meetings of the Board of Directors in absence of the President and VP-Programs.
3. Fulfill such other duties as may be assigned by the Board.

Section 5-4D. Secretary. The secretary shall:

1. Prepare minutes reflecting motions and votes taken at NMWS general membership and Board Meetings.

2. Provide a hard copy of all approved minutes at year's end.
3. Fulfill other duties as may be assigned by the Board.

Section 5-4E. Treasurer. The Treasurer shall:

1. Serve as the custodian of funds belonging to the Society
2. Present monthly financial reports of actual versus budget for income and expenses at Board and General Meetings.
3. Submit a proposed budget to the Board at least one month prior to the start of _____ the fiscal year.
4. Serve as signer for the Society's bank accounts or other documents as authorized by the Board and have access to the Society's safe deposit box.
5. Submit financial information to the NMWS accountant at year end for preparation of the annual tax report.
6. Fulfill other duties as may be assigned by the Board.

Section 5-4F. Immediate Past President. The Past President shall:

1. Provide historical continuity to the Board.
2. Serve as liaison for Satellite Chapters, providing information regarding organizational activity and upcoming issues requiring a Board and/or membership vote.
3. Serve as Proxy for Chapter President(s) when necessary.
4. Serve as signer for the Society's bank accounts when necessary.
5. Fulfill other duties as may be assigned by the Board.

ARTICLE VI: NOMINATIONS AND ELECTIONS

Section 6-1. Nominations. Nominations of elected officers shall be by the nominating committee, from the floor and/or by member submissions to the nominating committee.

Section 6-2. Nominating Committee. The nominating committee shall be composed of five (5) members in good standing of NMWS as appointed by the Board at the January Board Meeting. Committee members shall be: a current officer, a current Board member, a Past President and 2 members-at-large. Committee chairperson will be determined by nominating committee members.

Section 6-3. Duties. The nominating committee shall:

6-3A. Seek out and recruit at least one eligible and qualified member in good _____ standing for each NMWS elected office to be filled.

6-3B. Submit at least one (1) name for each elected office to the February Board _____ Meeting for Board approval. Nominees will be identified in the March/April _____ newsletter.

Section 6-4. Elections.

6-4A. Elections occur at the Annual Membership Meeting. A written ballot will _____ be provided upon written request to the nominating committee by any member _____ unable to attend the Annual Meeting. Written ballots must be mailed back to the _____ Society to arrive no later than 5 days _____ before the Annual Membership Meeting in _____ April.

6-4B. Voting is by a show of hands and/or written ballot for each candidate at the _____ Annual Membership Meeting.

6-4C. Officers shall be elected by a plurality vote. In the case of a tie vote, the _____ Board members shall vote by written ballot to determine the winner.

6-4D. Any challenges to the election procedure or the results of the election must be filed in writing with the Board no later than thirty (30) days after the announcement of the results.

6-4E. The Board shall have the authority to void the results of any election if it finds the election is invalid due to fraud, ineligibility of any of the candidates, or violation of these bylaws. In the event the Board voids the results of an election, the Board shall arrange for new nominations and, if necessary, a new election by ballot by the membership and determine a reasonable amount of time to conduct another election.

ARTICLE VII – STANDING COMMITTEES

Section 7-1. Standing Committee Chairs. The President, with the advice and approval of the elected officers and/or Board of Directors, shall designate Chairs of Standing Committees to carry out NMWS activities, services and programs.

Section 7-2. The Chair of the Standing Committees shall be appointed by and may be removed by the President. Chairs of Standing Committees shall serve on the Board of Directors. A Co-Chair or designated representative may serve as a Board member with approval of the President when the Chair is unable to do so.

Section 7-3. Standing Committee Chairs will be identified by the President Elect in the May meeting or when a committee is activated or established during the term.

Section 7-4. Standing Committees shall have their responsibilities outlined in Committee Policy and Procedure Manuals.

Section 7-5. Terms. The term for Committee Chairs serving on the Board of Directors shall be one year beginning June 1 and ending May 31. There are no term limits for the Chairs of Standing Committees.

ARTICLE VIII – DISSOLUTION/DISCIPLINARY ACTION

Section 8-1. If this Society should be dissolved, after paying or adequately providing for the debts and obligations of the Society, the remaining assets shall be distributed to one or more non-profit organizations within the State of New Mexico with similar goals. NMWS Permanent Collection shall be donated to the Albuquerque Art Museum. Dissolution shall require a favorable written vote of two-thirds of active members.

Section 8-2. Disciplinary Action. Disciplinary action, which may be reprimand, suspension or expulsion of a member, may be initiated in Executive Session by a vote of three-fourths (3/4) of the Board members present and voting.

Section 8-3. Disciplinary Procedures. Only the Board in Executive Session may enforce disciplinary action, which includes reprimand, suspension or expulsion. Recommendation for disciplinary action of any NMWS member must be made in writing to the Board by any two (2) members in good standing. When a member of the Board is recommended for disciplinary action, said member shall have no vote in the proceedings. It is usually in the best interests of the organization first to make every effort to obtain a satisfactory solution of the matter quietly and informally. Mediation is recommended as a first step. Reinstatement of any suspended or expelled member shall be by a three-fourths (3/4) vote of the Board members present and voting.

Section 8-3. Resignation or Removal of Officer. Any officer may resign by giving written notice to the President. The resignation shall become effective at the next meeting of the Board. In the event that the Executive Committee ascertains through an informal mechanism that an officer is not performing assigned duties or responsibilities, a formal meeting will be requested by the President to discuss suggestions for improvement. If after such a meeting, performance does not improve, the Executive Committee may present a recommendation for removal of the officer(s) to the Board of Directors. A vote shall be taken and a vote of two thirds (2/3) of members present and voting shall constitute approval of removal.

ARTICLE IX – AMENDMENTS AND ADOPTION

Section 9-1. Amendments. Bylaws may be amended at any regular meeting of the Corporation by a two-thirds (2/3) majority vote of the voting members present, provided notice of the content of such amendment has been given by first class or electronic mail to the membership of the Corporation at least two weeks prior to the meeting.