

2020 Amended and Revised Bylaws

Article I. Name, Purposes, and Power

A. NAME. The name of the corporation is Garden State Watercolor Society, Inc. It shall hereinafter be referred to as the "GSWS." The GSWS may do business under that name and under any other name or names determined by the Board of Directors. If the GSWS does business under a name other than that set forth in its Certificate of Incorporation, then the Corporation shall file a certificate or registration of alternate name as required by the New Jersey Nonprofit Corporation Act ("the Act").

B. PURPOSE. The Garden State Watercolor Society is dedicated to promoting the importance of watercolor and water media as a creative and permanent painting medium. Contributing to the cultural atmosphere and art standards of the State of New Jersey; support, educate and promote members by providing opportunities and venues for participation, fellowship and exhibitions.

The GSWS shall be registered as a non-profit as defined in Section 501(c)(3) of the United States Internal Revenue Code, and applicable Treasury Regulations promulgated thereunder, as the same may be from time to time amended, supplemented, or succeeded or corresponding section of any future federal tax code (hereinafter collectively the "Code"). More specifically, the purpose of the GSWS shall be as set forth in the GSWS's Certificate of Incorporation, as may be amended from time to time.

C. OFFICES. The registered office of the GSWS shall be in the State of New Jersey at the address of the President of the GSWS or an officer appointed by the President.

D. MEMBERS. GSWS shall have members as defined by Article II. of these Revised Bylaws.

E. PURPOSE OF BYLAWS. These Bylaws establish rules and procedures for conducting the affairs of the GSWS. They are binding on the Board of Directors; any committees established by the Board, and on the GSWS's Officers, whether those persons served in the applicable capacity at the time these Bylaws were adopted or were appointed or elected to the position at a later date. These Bylaws are subject to the provisions of the Act and the GSWS's Certificate of Incorporation, as they may be amended from time to time. If any provision in these Bylaws is inconsistent with a provision in the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

Article II. Members

A. MEMBERS. Members shall be entitled to such rights and privileges as may from time to time be determined by the Board of Directors. Members shall not have the right to vote on any matter other than election of Directors and those matters put before them by the Board of Directors. Members shall be considered to be in good standing as long as their dues payments are current.

B. CLASSIFICATIONS: GSWS shall have three classes of "Members" as follows: Associate Members, Signature Members, and Emeritus Members.

1. ASSOCIATE MEMBER: Membership is open to all individuals living or working in the states of New Jersey, New York, Pennsylvania, and Delaware. Associate Members may attend General Membership Meetings, enter the Annual Open Juried Exhibition and all exhibitions open to members, and take part in GSWS activities. Once having belonged to the Society for a period of at least two years, Associate Members may serve on the Board and Committees and hold office. The two-year requirement may be waived by a majority of the Directors at a regularly scheduled board meeting. An Associate Member will be upgraded to Signature Member in accordance with the procedure stated *in Section 2*, below.

2. SIGNATURE MEMBER: To obtain Signature Member status, a member must be accepted into no less than three GSWS Annual Open Juried Shows within a seven-year period with three different paintings. Signature Members may attend the General Membership Meetings, serve on the Board and Committees, take part in GSWS activities, and hold office. Signature Members shall have the right to use the initials "GSWS" after their names and signatures.

3. EMERITUS MEMBER: At the discretion of the Board of Directors, an Emeritus Membership may be awarded to a talented individual member or organization who has contributed exceptional service and dedication to GSWS. An emeritus member is entitled to free membership for their lifetime.

C. ELIGIBILITY. The Board of Directors shall have the power to review and determine the eligibility of all applicants for membership except that no individual may be denied membership on the basis of race, color, national origin, religion, sex, marital status, disability, creed, age, social union status, domestic partnership status, affectional or sexual orientation, genetic information, gender identity or expression, or atypical heredity or blood trait. Membership is open to all persons over the age of 18 and who reside or work in New Jersey, Pennsylvania, New York or Delaware. Members in good standing who have moved from New Jersey, Pennsylvania, New York or Delaware and wish to retain membership in GSWS may do so by meeting the dues requirement of their Membership class. All Members shall receive a membership card, newsletters, and invitations to workshops, artist demonstrations and award receptions. Members may receive discounts from participating vendors.

D. PROFESSIONAL AND ETHICAL STANDARDS. All GSWS Members shall meet basic professional and ethical standards concerning their artwork and their behavior in relation to any GSWS event. Members shall ensure that their work was not plagiarized or misrepresented in any way and does not violate copyright protections. Members shall not use GSWS resources, including but not limited to the GSWS website and membership email list, for self-promotion or benefit without the President's written permission. The Board has the authority to direct Members that violate these standards to redress the violation within a set period of time. If the Member does not redress the violation to the Board's satisfaction, the Board may vote to remove the Member from active status for a period of two years, after which membership may resume upon the completion of a membership application and payment of annual dues.

E. DUES. Dues for membership shall be established by the Board of Directors and shall cover the calendar year. Member dues shall be paid on the basis of one membership. Emeritus Members shall pay no dues.

A Member failing to pay dues shall forfeit the privileges of active membership.

A renewal dues notice will be sent to members by early January. If a member does not pay their dues within the current calendar year, they will become considered inactive members as of December 31 of that year.

Members who become inactive by non-payment of dues, will continue to receive GSWS communications but cannot participate in GSWS exhibits or vote on official GSWS business. After three years of non-payment, inactive members shall be dropped from the membership roster by December 31st of that third year. Signature Members who are inactive for three years shall lose their Signature status, and they shall be considered Associate Members in the event they rejoin the GSWS.

Dues for one-year membership are for the current year in which they are paid. The Board may, at its discretion, waive these requirements to deal with exceptional circumstances or in recognition of exceptional service to GSWS.

The dues for Members shall be established by the Board of Directors, and may be changed annually by the GSWS Board, as circumstances require. The basis for the change shall be reported to the Membership by Newsletter or at a Membership Meeting.

F. GENERAL MEMBERSHIP MEETINGS. A General Membership Meeting shall take place in person or via telephone or video conference in every even-numbered year. At such General Membership Meeting, the membership shall elect Directors to serve on the Board of Directors, as defined in Article III, and conduct any other business properly before the membership.

G. SPECIAL MEMBERSHIP MEETINGS. Special meetings of members if any, may be called by the Board of Directors or the President for the purpose(s) stated in the meeting notice, and shall be held in person or via telephone or video conference in such a place, on such date, and at such time, as the Board or the President shall determine.

H. NOTICE OF MEMBERSHIP MEETINGS. Written or electronic notice of the place, date, and time of all meetings of the members shall be given to each active member, not less than seven days before the date on which the meeting is to be held.

I. QUORUM. There is no quorum requirement for a meeting of members voting in person or by proxy.

J. CONDUCT OF BUSINESS. The President of the Board of Directors or such other person as she or he designates shall serve as chair of any meeting of members and shall determine the order of business and ensure the orderly conduct of discussion.

K. PROXY VOTING. Members shall be permitted to vote in person or by proxy according to procedures established from time to time by the Board of Directors. Such procedures shall not contravene any provision of New Jersey state or U.S. Federal Law.

Article III. Board of Directors

A. POWERS AND DUTIES. The conduct and management of the affairs of the Garden State Watercolor Society shall be vested in its governing body, known as the Board of Directors. The Board of Directors shall consist of a minimum of five Directors, of whom at least four shall serve as Officers. All the corporate powers, except such as otherwise provided for in these Bylaws, the Certificate of Incorporation of the Garden State Watercolor Society, and in the laws of the State of New Jersey, shall be and are hereby vested in and shall be exercised by the Directors serving as a Board of Directors, hereinafter referred to as the "Board." The Directors shall have the right to vote and, individually and collectively, to counsel and advise the Officers and fellow Directors and to accept service on committees and other groups to which they are appointed.

B. OFFICERS. The Board of Directors shall choose from among the Directors, in accordance with Article III., Section E., the following Officers: a President, a Vice-President, a Secretary, and a Treasurer.

C. QUALIFICATIONS. Directors shall be at least eighteen years of age and be members in good standing. The Directors shall be individuals. Except as provided in these Bylaws, no individual or entity, whether for-profit or nonprofit, shall have the right or authority to elect or appoint any Director, and no Director shall be elected or appointed by any individual or for-profit entity. To be considered for election to the Board, the person shall be supportive of the purposes of the GSWS, shall have a genuine interest in the GSWS, and shall be selected for those abilities or qualities that will enable such person to participate effectively in the direction of the business and affairs of the GSWS. Directors shall serve without compensation.

D. ELECTIONS OF DIRECTORS. Directors shall be elected by the members at the General Membership Meeting. Directors shall be elected for a renewable two-year term. Directors elected at the General Membership Meeting will officially assume their duties at the time of their election. No Member shall be nominated or elected in absence unless such Member has indicated intention to accept such office in writing prior to the election. Nominations for the positions of Director shall be made in advance of the General Membership Meeting in accordance with procedures established by the Board. Such procedures shall give Members in good standing the opportunity to nominate qualified candidates.

Members shall be permitted to vote in person or by proxy according to procedures established from time to time by the Board.

E. ELECTION OF OFFICERS. Officers shall be chosen by a majority vote of the Directors at a meeting of the Directors to be held immediately following the election of Directors by the membership at the General Membership Meeting. Officers shall serve a two-year term unless they resign, become incapacitated, or are removed for cause under Article III., Section G.

F. RESIGNATION. Any Director may resign by delivering a written (including emailed) resignation to the President or Secretary of the GSWS.

G. REMOVAL. At any meeting of Directors called expressly for that purpose, any Officer or Director may be removed from office for cause by vote of a majority of the Board.

H. VACANCY. Any vacancy in office occurring between Elections of Directors on account of the resignation, removal, death, or incapacity of any Officer shall be filled for the unexpired portion of the term by a majority vote of the Directors present at the next meeting of the Board. However, should the office of President become vacant, the Vice-President shall assume the office of President until the next General Meeting of the members.

Article IV. Meetings of the Board and Committees of the Board

A. BOARD MEETINGS. The Board shall meet at least twice a year in person or by telephone or video conference on such dates as may be designated by the Board or the President, at a time and place selected by the President, for the transaction of such business as may properly come before such meeting.

B. MEETING BY TELEPHONE OR VIDEO CONFERENCE. Members of the Board may participate in a meeting of the Board, by means of a telephone conference call or a video conference or any other means of communication by which all persons participating in the meeting are able to hear each other.

C. QUORUM. A quorum for the purpose of conducting business shall be at least five (5) Board Members present in person or by telephone or video conference.

D. VOTING. At all meetings of the Board, each Director is to have one vote. A simple majority of the voting Members will pass a resolution. Any Director who is unable to attend a meeting in person may vote by telephone or other electronic means, or may vote by an email sent to all Officers prior to the scheduled meeting.

E. ABSENCES. In the event that any Director fails to attend at least one meeting of the Board of Directors meeting per year, the President, in his, her, they, their, them discretion, may refer the matter to the entire Board of Directors, which may, by vote of a majority of the entire Board, declare vacant the office of such Director for cause if such absences are deemed to be without good reason.

Article V. Officers and Directors

A. OFFICERS. The officers of the GSWS shall be: the President, one or more Vice Presidents, the Recording Secretary, and the Treasurer. Any Officer may also serve as a Director.

The Board of Directors shall elect all officers for a minimum term of two years. An Officer, upon the expiration of his, her, they, their, them term of office, may become eligible for re-election to office or for any other office of the GSWS. The same person may hold more than one office.

B. DIRECTORS. An Associate Member who is willing to serve as Director in the event there is no Signature Member able to serve in that capacity, may be elected by the Board of Directors.

C. **PRESIDENT.** The President shall serve as the President of the Board of Directors and as the chief executive officer of the GSWS, shall generally supervise and direct the affairs of the GSWS. He/she/ they, their, them shall specifically preside at meetings of the Board of Directors and perform the following duties:

Serve as an ex officio member of all committees.

1. Develop a calendar of events and activities.
2. Arrange for the preparation of an annual budget and an annual audit.
3. With the assistance of the Vice President, arrange for gallery space for the Society's exhibitions at least one year in advance for Membership and other Special exhibitions in advance for the Annual Exhibition.
4. Oversee the selection of jurors for juried shows.
5. Supervise the publication of the Newsletter.
6. Instruct board members on their assignments.
7. The President shall have the authority to sign checks in the absence of the Treasurer.
8. Present awards at the Annual or other Exhibitions or designate another Director to present awards.
9. The President, during the time he/she/ they, their, them remains in the Office, may have a painting accepted into the Annual Open Juried Show without jury and will be eligible to receive a jury award.
10. A former President may not have a painting accepted into the Annual Open Juried Show without jury, however, if accepted into the Show he or she will be eligible to receive a jury award.
11. Keep the purpose and meaning of the organization before the Board Members and gain the cooperative effort of the Board to achieve the Society's objectives.

D. **VICE PRESIDENT.** The Vice President shall act as an aide to the President, shall assist in conducting the meetings of the Board of Directors, and shall perform such other duties as are assigned to him, her, they, their, them by the Board or the President. In the event that the President is unable to perform his, her, they, their, them tasks on account of illness or injury, the Vice President shall serve as interim President of the GSWS.

The Vice President shall be administrative assistant to the President and perform such other duties as pertain to that office.

E. **SECRETARY.** The Secretary shall record the minutes of all meetings of the Board, noting attendance, take care of the correspondence of the GSWS as directed by the President, keep the permanent records of the GSWS, keep notes of the Board of Directors' meetings. The Secretary shall perform any and all other duties as may be authorized in the Bylaws.

F. **TREASURER.** The Treasurer shall, along with the President, maintain the fiscal health of the GSWS and correspond regularly with the GSWS accountant. The Treasurer shall receive and have custody of GSWS funds and keep complete and accurate records of GSWS receipts and disbursements. All transactions shall be recorded in a manner that no funds are left unaccounted.

The Treasurer shall choose the banking institution in which the funds of the GSWS are deposited in the name of the Garden State Watercolor Society, Inc.

The signature of the Treasurer and the President shall be on file with the banking institution as authorized users and signatories.

The Treasurer shall be responsible, along with the accountant, to prepare an annual financial statement for the year to be available to the membership and, in even-numbered years, to be presented to them at the General Membership Meeting.

The Treasurer shall pay all due and just debts of the GSWS. Any money expended by GSWS shall be referred to the Board of Directors for approval, except that the President has the authority to make expenditures not to exceed \$3,000.00 without prior Board approval.

The Treasurer shall be prepared at each Board meeting to report on the condition of the treasury, including any disbursement(s) and current balance.

The records of the Treasurer shall be open to examination by any Member in good standing at any reasonable time and place in the presence of the Treasurer and President.

The Treasurer or CPA (Accountant) acting on behalf of the GSWS shall be the Registered Agent for the corporation. If the Treasurer or CPA is not a resident of New Jersey, the President shall appoint a temporary Registered Agent who is a New Jersey resident for this purpose during his/her/ they, their, them term of office in order to adhere to the New Jersey law.

Article VI. Committee Chairs and Other Positions

A. COMMITTEE CHAIRS AND OTHER POSITIONS. The Board of Directors shall elect Committee Chairs and other Positions specified in this Article by a majority of Directors present at any regularly convened meeting of the Board of Directors. Committee Chairs and those holding other Positions shall serve for a term of two years or until the next General Membership Meeting of the members or their removal by the Board of Directors. Chairpersons and holders of other Positions may, but need not be, Directors serving on the Board.

A person holding a Chair or other Position, upon the expiration of her or his term, may become eligible for re-election to the same Chair or other Position or to any other Chair or other Position. The same person may hold more than one Chair or other Position.

A person holding a Chair or other Position may form a committee to assist in the performance of the duties of said Chair or Position and shall serve as Chair of said committee.

B. PUBLICITY CHAIR.

The Publicity Chair shall:

1. develop a publicity plan in consultation with the President, Vice-President, and Exhibition Chairs to implement all GSWS communications and public relations activities and;
2. place announcements in local and national publications and on social media platforms concerning GSWS Exhibitions and other activities;
3. maintain a list of organizations who should receive notifications concerning the Society's activities.

C. MEMBERSHIP CHAIR.

The Membership Chair shall:

1. Update and keep the GSWS membership list current;
2. Issue dues notices, receive dues payments and forward said payments to the Treasurer;
3. Send membership cards and welcome letters to new members;
4. Email annual renewal notices and past dues reminders to members and send hard copy mail notices to members who do not have email addresses;
5. Prepare mailing labels for business correspondence; and
6. Keep records of Associate Members' eligibility to advance to Signature Membership status, advise the President and Vice-President of status changes, and ensure that the membership roster is updated accordingly.

D. HISTORIAN.

The Historian shall:

1. Maintain the historical record of the Society;
 2. Maintain a biographical file on Signature Members; and
- Provide historical insights for publication to the Newsletter Editor and Website Liaison.

E. HOSPITALITY CHAIR.

The Hospitality Chair shall:

1. Be responsible for the planning and implementation of catering for exhibition receptions and other Society events;
2. Coordinate with Exhibition Chairs and recruit volunteers as needed to assist at Society events.

F. NEWSLETTER EDITOR.

The Newsletter Editor shall:

1. Gather articles and information for publication in the GSWS newsletter and;
2. Publish an electronic Newsletter twice yearly, in the Spring and Fall.

G. WEBSITE LIAISON.

The Website Liaison shall:

1. Work with GSWS Officers and other Directors to develop web content;
2. Convey GSWS content and website needs to web design and maintenance personnel contracted by the Board; and
3. Help develop and maintain an agreed upon schedule to complete short- and long-term tasks for website development.

H. DONATIONS AND AWARDS CHAIR.

The Donations and Awards Chair shall:

1. Prepare and maintain correspondence relating to sponsor awards, including philanthropic, memorial, and corporate donations; and
2. Identify new potential donors and sponsors.

I. EXHIBITION CHAIRS.

Exhibition Chairs shall:

1. Be responsible for the planning and execution of GSWS art exhibitions under the direction of the President and/or Vice President according to procedures established from time to time by the Board;
2. Form committees and identify volunteers to help with exhibitions as needed.

Article VII. Charitable Purpose

No officer, director or member of a committee, volunteer or person connected with the GSWS, or any other private person, shall receive at any time any of the net earnings or pecuniary profit from the operations of GSWS; provided, however, that this prohibition shall not prevent the payment to any such persons of such reasonable compensation for services rendered and reimbursement for reasonable expenses incurred on behalf of or for the benefit of the GSWS as shall be necessary or desirable in effecting any of the purposes of the GSWS or the GSWS making payments and distributions in furtherance of the GSWS. No such person or persons shall be entitled to share in a distribution of any of the corporate assets upon the dissolution of the GSWS. No part of the activities of this Society shall consist of propaganda or otherwise attempting to influence legislation. Endowments received by the Society must be invested in agreement with the terms of the grantor as restricted funds. This clearly prohibits speculative investment of the funds. All endowments must be invested in secure funds so as to preserve the original principal endowment. Changes in the Investment Plan must be documented and require approval of the Board.

Article VIII. Fiscal Year

The fiscal year of the GSWS will be the period beginning January 1 ending December 31.

Article IX. Dissolution

All Officers and Directors of the GSWS shall be deemed to have expressly considered and agreed that, upon such dissolution or winding up of the affairs of GSWS, whether voluntary or involuntary, the Officers shall, after paying or making provision for the payment of all of the liabilities of GSWS, distribute any assets remaining consistent with the purpose of the GSWS, to another public benefit, or non-profit organization, provided that such organizations comply with Section 501 (c)(3) of Internal Revenue Code of 1954, as amended in the State of New Jersey.

Article X. Amendments to the Bylaws

These Bylaws, or any part hereof, may be amended, revised, or rescinded at any regular or special meeting of the Board at which a quorum is present, by the affirmative vote of the majority of Officers and Directors present at said meeting.

Article XI. Force and Effect

These Bylaws are subject to the provisions of the New Jersey Nonprofit Act (the "Act") and the Certificate of Incorporation of the GSWS, as they may respectively be amended from time to time. If any provision of these Bylaws shall be in conflict with a provision of the Act or the Certificate of Incorporation, then the provision of the Act or the Certificate of Incorporation shall govern to the extent of any such conflict.