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## **Annapolis Watercolor Club, Inc. Bylaws**

### **Article I. Incorporation and Name**

The Annapolis Watercolor Club, Inc., hereinafter referred to as "AWC". The AWC is incorporated under the laws of the State of Maryland and shall annually file required State tax documents. The AWC is registered with the United States Internal Revenue Service (IRS) as a non-profit and 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").

### **Article 2: Purpose**

The purpose of the AWC shall be to encourage the art of watercolor painting through the education of artists, the public, provided that such purpose and activities of the corporation are only as permitted an organization described in Section (501)(c)(3) of the IRS Code of 1986.

### **Article 3: Membership**

The AWC membership fiscal year will be from January 1<sup>st</sup> through December 31<sup>st</sup>. The annual membership drive will start in September thus allowing members the opportunity to pay dues as early as September. A member has until December 31<sup>st</sup> to renew their AWC membership for the current year.

Dues shall be set by the Board prior to the beginning of the new membership year in order to allow for timely notification to the membership.

Those members in delinquent dues status may not participate in club activities, workshops, and/or exhibits that are for members only until they pay their membership dues to include any penalties for late renewal.

A membership may be terminated for cause, by the Board, if the member uses the membership information for commercial and/or personal purposes, commits fraud, shares member personal information without Board consent or whose conduct is detrimental to the AWC. This action requires at least three quarters of the Board to vote affirmatively to take such action. Said member will be notified of possible termination and will be given ten (10) days in order to come before the Board and present their information in relation to a possible vote of termination of membership.

### **Article 4: Officers and the Board**

#### **A. Board**

The Executive Board Members of AWC shall be President, Vice-President, Treasurer and Secretary and all must be AWC members in good standing. These Officers plus the immediate Past-President shall comprise the Executive Board. All Executive Board Members must be elected by the general membership.

The Board will also include the committee chairs for the following permanent committees: publicity, membership, workshops, newsletter editor, web master, *trips*, and exhibitions. The permanent committee chairs will be appointed by the President in conjunction with the Board

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and approved by the membership. These Committee Chairs will act as Members at Large, shall attend the Board meetings as voting members of the Board, and must be members in good standing.

The Board may as necessary create additional committees or work groups to further the AWC's purpose; however, the Chairs of such committees will not participate as Board Members.

The President shall serve no more than one (1) term of three (3) years, with an additional year to be served as the Board Advisor with the title of Past-President. All Board Members shall serve no more than three (3) years unless it becomes necessary due to lack of candidates to fill the position. However, no Board Member may serve more than two (2) consecutive terms of office for a total of six (6) years.

The Board meetings will occur throughout the calendar year as appropriate, and must be announced at least a month in advance by placing the dates in the AWC newsletter, website or via email.

All Board members are responsible for any equipment or assets in their possession and for providing an annual updated listing to the Treasurer and Secretary.

A Board Member may be subject to removal with or without cause at a meeting called for that purpose. Said Board Member would be notified of said possible removal and will have ten (10) days to come before the Board to present their information prior to a termination vote.

A Board Member may resign at any time by giving written notice to the Board and the resignation shall take effect at the date of receipt of the notice or at any later time specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

Board Members shall receive no compensation for carrying out their duties.

Any Board Member who has a financial, personal, or official interest in, or conflict (or the appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that Board Member from acting on the matter in an impartial manner, will recuse themselves and will refrain from discussion and voting on said item.

Any matters concerning Rules of Order to conduct Board meetings, which are not included in these Bylaws, shall be determined by the current Robert's Rules of Order.

**Special Meetings:** Special meetings of the Board may be called by the President, Vice President, Secretary, Treasurer, or any two (2) other Board Members. A special meeting must be preceded by at least two (2) day notice to each Board Member of the date, time and place, and purpose of the meeting.

***B. The President***

The President shall oversee all the activities of the AWC, subject to the decisions of the Board. The President shall lead the Board in performing its duties and responsibilities, including, if

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present, presiding at all meetings of the Board and monthly membership meetings, and shall perform all other duties incident to the office or properly required by the Board and these bylaws.

The President shall appoint a Nominating Committee Chair who will then select at least two (2) additional members whenever a Board Member has resigned, term ended or departed, to provide such names of the Board nominees to all members in the next scheduled newsletter prior to voting. The membership will vote as necessary to fill a vacant position.

The President in conjunction with the Secretary shall schedule Board meetings throughout the calendar year as appropriate. It is preferred the Board meetings take place the week directly before or after the general membership meetings but must be announced at least a month in advance by placing the dates in the newsletter, website or via email.

### ***C. The Vice President***

The Vice President shall arrange the program for the monthly membership meetings, for the December holiday party/annual meeting, other special events and the January agenda for the incoming Board (as required). The Vice President is responsible for the timely notification to the President, the Newsletter Editor and the Webmaster concerning the program for each meeting.

The Vice President should work closely with the President in order to be cognizant of the business of the AWC in the case of absence, disability, or resignation of the President as the Vice-President shall perform the duties of that office *until a new President is elected*.

### ***D. The Secretary***

Working with the President, the Secretary shall be responsible for locating a Board meeting venue, contacting Board Members of meeting *dates* or meeting cancelations and any other duties to ensure that the meetings take place.

The Secretary prepares the meeting agendas by contacting the Board Members to gain their input for items to be placed on the agenda. The Secretary will keep the minutes of all Board meetings and business meetings of the membership that states the time and place that the meeting was held and other such pertinent information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these by-laws.

The Secretary will send out the Board Meeting Agenda and *the prior* Board Meeting Minutes to the Board Members at least five (5) days before the next Board meeting

The Secretary shall maintain all current and historical records and each Board Member shall annually provide the Secretary with copies of any pertinent records of committee meetings or programs in hard copy and electronic back up. The only records exempt are those documents held by the Treasurer which would include financial records, leases, contracts, etc.

The Secretary is responsible for maintaining the annual AWC Key Action Calendar that documents all major activities, events and meetings. The Secretary is also responsible for

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maintaining copies of this all Board job descriptions and committee chairmen job descriptions and other committee information, AWC supplies, equipment, etc.

***E. The Treasurer***

The Treasurer shall manage and oversee the finances of the AWC in conjunction with the Board and in compliance with the IRS laws and regulations for non-profit 501(c) (3) organizations as well as applicable Federal and State laws/regulations.

The Treasurer is responsible for receiving all funds including, but not limited to the dues and fees, depositing same, keeping a full and accurate accounting of all receipts and disbursements, and giving a monthly written report to the Board.

The Treasurer shall have custody of the funds of the AWC and shall place such funds in depositories approved by the Board. The Treasurer shall disburse the funds as may be ordered by the President and/or the Board. All disbursed funds must be documented by a receipt, contract, etc. The Treasurer, President and Vice President will be the signatories on the AWC bank accounts.

The Treasurer will track revenue and costs by each activity such as but not limited to: Exhibits, Monthly Meetings, Workshops, Plein Air Events, Trips, etc. The Treasurer will provide a *budget* report to the Board at the Board meetings.

The Treasurer shall oversee the annual budget preparation. The fiscal year budget shall be presented to the Board for its approval and then voted on by the membership.

The Treasurer will have the responsibility for ensuring the required insurance premiums are paid and shall work with the Board to review the AWC insurance needs on an annual basis.

The Treasurer is also responsible for all annual State and Federal Tax reporting requirements to include any change in legal status. The Treasurer will retain the original records that document Non-Profit status and related legal status in conjunction with the Secretary

At the end of the Treasurer's term, a review of the financial records will be made. This review will be handled by an external Accountant. The Treasurer must provide all financial and other pertinent records regarding the financial status of the AWC to the Board prior to the end of their term, departure, or resignation.

***F. Committee Chairs***

Each Committee Chair shall be responsible for keeping a record of their job description (subject to annual Board approval), preparing an annual budget for their assigned committee (for approval by the Board), and maintaining pertinent information (e.g., records of committee's activities and events, contracts or Memorandums of Understandings, and a list of equipment, supplies, etc.) gathered or purchased during their time in office.

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**Article 5: Meetings**

Monthly AWC membership meetings take place beginning in January through December except for July and August, but special meetings and/or events may be convened in July or August as appropriate. An annual schedule of membership meetings will be created prior to January 1st of the upcoming year. They should take place on the same week and day of each month as determined by the availability of the meeting place.

The Board may change this schedule at any time by a Board vote and notification to the AWC membership.

**Article 6: Votes by the General Membership**

Passage of a motion requires a simple majority of those present. (i.e. it should approximate the largest number that can be normally be depended on to attend any meeting except for meetings held during inclement weather). The Board reserves the right to allow for an appropriate number of members present to ensure a fair representation of the membership.

**Article 7: Voting by the Board**

Requirements for a Quorum: Issues requiring Board approval are taken by vote. The number constituting a Quorum is as stated by the current version of Robert's Rules of Order. Under this version of the bylaws, a quorum consists of a simple majority (i.e. one more than half the members of the Board).

**Article 8: Finances**

The AWC's Fiscal Year will be based on a calendar year to align with State and Federal reporting requirements.

A review of financial records will be made annually by an external source or as requested by the Board.

Requests from the AWC funds for expenditures exceeding \$150.00 at one time must be approved by the Board prior to expenditure.

Chairs of the Exhibit, Workshops, and Trips Committees may sign contracts or memorandum of understanding (MOU) or other pertinent documents on behalf of the AWC with the approval of the President or Treasurer.

All Contractors will be required to sign an AWC Contract at least 30 days in advance of their presentation/workshop. Board approved standard rates for services provided are to be used.

All other amounts for service must be pre- approved by the Board.

All Exhibitions or Art Shows must be documented by a contract or memorandum of understanding (MOU).

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**Article 9: Amendments to the Bylaws**

The Bylaws will be reviewed annually. The Board Members shall have full power to amend, alter or repeal these Bylaws, and to make additional Bylaws by a two-thirds majority vote by the Board. Proposed amendment/by-law changes must be submitted to the Secretary and distributed to members thirty (30) days prior to voting by the general membership for their review and comment. Proposed changes should be posted in the AWC newsletter, on the website or via email to the membership. Passage of the motion requires a simple majority of the members present at the monthly membership meeting who vote for adoption.

***Article 10: Dissolution***

Notice of the intent to dissolve the AWC shall be made in writing to all members at least sixty (60) days prior to a regular membership meeting. Members shall vote on the proposed dissolution after it is presented as a motion that includes an effective date at a regular membership meeting.

All association liabilities shall be satisfied prior to the effective date of the dissolution. Any excess funds or physical assets shall be donated to local charities.

***Effective Date:***

*These Bylaws replace all previous Bylaws and amendments thereto in their entireties. These revised Bylaws become effective on May 10, 2017.*

*APPROVED, the 10<sup>th</sup> day of May, 2017 at a meeting of the AWC.*