

BY-LAWS

ARTICLE I - NAME AND PURPOSE

SECTION ONE

The name of this Corporation is Mid-Southern Watercolorists, with headquarters in Little Rock, Arkansas. The Corporation is also known by its initials, "M.S.W." or "MSW".

SECTION TWO

As set forth in the Articles of Incorporation, this Corporation was formed to elevate the stature of watercolor and educate the public to the significance of watercolor as an important creative, permanent painting medium. The Corporation shall be dedicated to the highest aesthetic standards. The organization shall further the interest of painters in watercolor by its programs and competitive exhibits, and shall encourage its study by art students and others engaged in watercolor painting.

ARTICLE II - MEMBERSHIP

SECTION ONE

There shall be six (6) classes of membership as follows:

Associate

Active

Family

Patron

Honorary

M.S.W. Signature

Dues shall be set for each class of membership as stated in Article III, below.

SECTION TWO

All persons in this Corporation shall be known as associate members until qualifications for active membership are met. (See Section Two (2)). Associate members need not be watercolorists. Associate members shall have the privilege of: (a) Attending all meetings of M.S.W.; (b) Participating in all educational activities, lecture demonstrations, appearances by guest artists and competitive exhibits; (c) Receiving the Mid-Southern Watercolorists Views, other mailings, listing in the membership directory, and the exhibition catalogue of M.S.W. An Active member is one whose work has been accepted in a juried M.S.W. membership or open show. An active member shall have the same privileges as an associate member. Non-painting husbands and wives of members are encouraged to attend without charge, except when there is a separate charge for special events. \$5.00 dues for each non-painting member per family is required. Non-painting husbands or wives who are Chairs of Committees or Officers will be charged \$5.00 dues. A Patron shall have the same privileges as an associate member. Honorary membership in the Corporation shall be proposed by the Board and submitted to membership for any person who has made a significant contribution to the Corporation. Such honorary members shall not be assessed dues. This membership shall be for life or for a period of time designated by the Board, and shall have the same privileges as an associate member.

SECTION THREE

M.S.W. Signature Membership. Those active members whose work has been accepted in five (5) Mid-Southern Watercolorists Annual Exhibitions shall be designated "MSW" Signature Members and shall be entitled to display the "M.S.W." signature on their work. Other exhibitions sponsored by the Corporation, whether juried or not, shall not qualify members for designation as Signature Members. No other members of the Society shall be entitled to display the "M.S.W." signature on their work.

ARTICLE III - REVENUES

Annual dues shall be set by majority vote of the members present at the first meeting of the calendar year, upon the recommendation of the Board. Dues shall be payable annually by May 31 of each year, or at the date of a member's election or admission to membership. Anyone who is accepted as a member and has paid dues during the last three (3) months of any fiscal year shall be considered paid up for the following fiscal year.

ARTICLE IV - DISCIPLINE

SECTION ONE

1. Non-payment of dues or assessments by any member for a thirty-day period shall be grounds for suspension. Reinstatement is automatic upon payment of arrears. Non-payment of dues or assessments by any member over an additional thirty day period shall be regarded (after notification) as forfeiture of membership, and said member shall be dropped from the rolls of the Corporation. Re-admission to the Corporation can then come only by re-application and due process of the Membership Committee. A leave of absence may be taken upon submitting written request to the Secretary and subsequent approval of the Board of Directors. A member on leave of absence is required to pay the usual dues to retain membership in the Corporation. A leave of absence may not be granted for a period exceeding three years. In hardship cases determined by the Membership Committee, a member or Associate member may have their dues that are in arrears waived provided the action is approved by the Board of Directors.

ARTICLE V- OFFICERS

SECTION ONE

The Officers of this Corporation shall consist of a president, a president-elect, a secretary, a treasurer, and a corresponding secretary.

SECTION TWO

THE PRESIDENT - The President shall exercise the usual function of a presiding officer and shall be an ex officio member of all committees except the nominating committee. It shall be the duty of the President to preside at all meetings and to enforce all laws and regulations relating to the administration of the Corporation. He or she shall call meetings of the Corporation or Board Members as he or she feels it necessary, or when requested to do so by the Board of Directors, or upon written request of at least one-fourth of the membership. He or she shall appoint all standing committees and shall give guidance and leadership in all activities of the Corporation. The President shall serve as Chair of the Board of Directors.

THE PRESIDENT-ELECT - It shall be the duty of the President-Elect to act as the first assistant to the President in all plans for activities to be presented to the Board or membership for approval. The President-elect shall, in cooperation with the president and other committee chairs, assist in arranging and coordination of all programs for the membership. He or she shall serve as Chair of the Program Committee. He or she shall also act in the absence of the President. If for any reason the President's office is vacated during the fiscal year, the President-Elect shall perform the duties pertaining to that office. The President-Elect shall be a member of the Board of Directors.

THE SECRETARY - It shall be the duty of the Secretary to record all resolutions and proceedings of meetings of the Corporation or of the Board of Directors. The Secretary shall, under direction of the President, keep accurate records of the membership and transact other business as requested. The Secretary shall be a member of the Board of Directors.

THE TREASURER - It shall be the duty of the Treasurer to have charge of the funds. He or she shall prepare and sign all checks. All moneys payable by the Corporation shall be paid by check. All moneys received by the Corporation shall be sent to the Treasurer. He or she will immediately record and deposit the moneys to the bank account of the Corporation. He or she shall have an up-to-date record of funds and financial transactions at all times. The Treasurer shall be a member of the Board of Directors.

THE CORRESPONDING SECRETARY - The Corresponding Secretary will send notices of meetings and make a summary of the proceedings of meetings and send to members and take care of correspondence. He or she shall be a member of the Board of Directors.

ARTICLE VI- DIRECTORS AND ADMINISTRATION

SECTION ONE

The Board of Directors shall consist of the officers, the immediate past president, and the chairpersons of the Standing Committees. The Standing Committees shall be the Membership Committee, the Painting Committee, the Exhibition Committee, the Public Relations Committee, By-Laws Committee, Telephone Committee, Social Committee, the Editor of the MSW Views, and any other committee chairs deemed necessary by the President. The term of officers shall be one calendar year beginning on the 1st day of June and ending on the 31st day of May of the following year. The president may be elected to succeed himself or herself for one additional term; all other officers may be elected to succeed themselves indefinitely.

SECTION TWO

The Board of Directors shall be the executive and administrative body authorized and directed to carry out the purposes of the Corporation in conformity to its Articles of Incorporation and By-laws. Members shall act only through, and shall be bound by, the proceedings of the Board of Directors.

SECTION THREE

The Chairs of the Standing Committees shall be appointed by the President. In addition to the standing committees established in Article XII, the President may appoint such other committees as are necessary for current operations, and the chairs of such committees may serve as members of the Board. A quorum for the Board shall be five.

ARTICLE VII - MEETINGS

Membership meetings shall be held monthly, except during the summer months when such meetings will be held when called by the President. The annual business meeting and installation of officers shall be at the regular meeting in May. Board meetings shall be called at the discretion of the President. A quorum for membership meetings shall be one quarter of the active membership.

ARTICLE VIII - ELECTION OF MEMBERS

SECTION ONE

Application for associate membership to the Corporation may be made by artists, friends, or patrons of art who have reached the age of sixteen years.

SECTION TWO

Each year the Corporation shall elect its officers at the April meeting. (a) Election shall be from a list of candidates supplied by a nominating committee appointed by the President, approved by the Board of Directors, and from the floor at the April meeting by any member in good standing. (b) The newly elected officers shall take office on June 1. A vacancy arising among the Officers of the Corporation may be filled for the remainder of the term by action of the remaining officers, the President's office excepted.

ARTICLE IX -EXHIBITS

The Corporation shall have a principal juried exhibit annually for active and associate members, to be designated the Mid-Southern Watercolorists Annual Exhibition. The juror or jurors shall be outside of membership and outside of Arkansas. The juror or jury shall be approved by the Board of Directors. Other juried or non-juried membership or open exhibitions may be sponsored by the Corporation. The jury or juror of any juried exhibition shall be selected from outside the membership. Any exhibition as well as the juror or jurors shall be approved by the Board of Directors. Work by an M.S.W. associate member accepted in a juried membership or open exhibition will make such member eligible for active membership.

ARTICLE X - AMENDMENTS

The Articles of Incorporation may be amended at any regular business meeting of the Corporation, if the amendment has been presented at a previous meeting, or amendment may be made by a two-thirds majority of the members present provided notice of the content of such amendment has been given by mail to the membership of the Corporation at least two weeks prior to the meeting. The By-laws may be amended at any meeting of the Corporation by a two thirds vote of those present, provided notice of the content of such amendment has been sent by mail to the membership at least two weeks in advance.

ARTICLE XI- NON-PROFIT STATUS OF CORPORATION

The Corporation is a non-profit Corporation created under and pursuant to the provisions of the laws of the State of Arkansas, particularly Act 176 of the Acts of Arkansas for the year of 1963, approved March 7,1963. The Corporation is organized and operated exclusively for non-profit purposes. No part of its net earnings shall inure to the benefit of any officer, director, member or private individual, nor shall it ever declare or make to any such persons any dividend or other distribution. Nothing herein shall prevent the payment of reasonable compensation for the services rendered or the reimbursement of reasonable expenses incurred in connection with the Corporation's activities. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE XII - COMMITTEE CHAIRS

MEMBERSHIP - It shall be the duty of the Membership Chair to receive all applications, investigate the qualifications of the applicant for membership, make recommendations to the Membership Committee for action, and when approved by the Membership Committee, mail to the new member a membership card. The Membership Chair shall send all dues collected to the Treasurer, and send to the Editor of the MSW Views and the Yearbook Chair the names and addresses of all new members. He or she shall make recommendations to the Board of any action necessary to maintain the interest in watercolor art of the membership. He or she shall assist the President and others in checking with the absentees to keep members active. He or she shall be a member of the Board of Directors.

PAINTING - It shall be the duty of the Painting Committee Chair to arrange at least five or more painting sessions per year for the members of the Corporation. Whenever possible, the painting sessions should be outside and at times arrangements should be made for a weekend paint-out. He or she shall have a system for notifying the members of all paint-outs. The Chair of the Painting Committee will notify the President-Elect of plans for any painting sessions so as to avoid conflicts with other program arrangements, and make recommendations for possible locations for painting sessions for the Corporation's guest artists' workshop sessions. He or she shall be a member of the Board of Directors.

EXHIBITIONS - It shall be the duty of the Exhibition Chair to make recommendations for all exhibitions by members of the Corporation. He or she shall arrange for one juried membership show every year or a juried open show for Corporation members and non-members when approved and directed by the Board of Directors. He or she will keep records of the names of members whose work is accepted for juried shows. He or she shall be a member of the Board of Directors.

PUBLIC RELATIONS AND INFORMATION - It shall be the duty of the Public Relations and Information Chair to: Recommend to the Board means of promoting the purpose of the Corporation (i.e., elevate the stature of watercolor and educate the public to the significance of watercolor as an important, creative and permanent painting medium). Prepare releases for news media (newspapers, magazines, radio, TV, etc.) Recommend to the President and Committee Chairs ways for improving publications, etc. Prepare information of interest to the public on individual activities of the membership such as election of new officers. He or she shall recommend to the President and membership possible contributing, patron and honorary members, who, in his or her opinion, would contribute toward the purposes of the Corporation. He or she shall be a member of the Board of Directors.

BY-LAWS - It shall be the duty of the By-Laws Chair to make recommendations to the President of changes that need to be made in the By-Laws and to give guidance to the President on correct procedure according to the By-Laws. However, no highly restrictive parliamentary proceedings shall be made. He or she shall be a member of the Board of Directors.

TELEPHONE - It shall be the duty of the Telephone Chair to serve as a communication medium for activities as requested by the President or President-Elect. He or she shall be a member of the Board of Directors.

SOCIAL - It shall be the duty of the Social Chair to arrange and assist in all social activities of the membership, attend meetings, welcome and greet members and guests. At the Treasurer's request, the Social Chair may assist in the collection of any money at any meetings where money is collected. He or she shall be a member of the Board of Directors.

EDITOR, MID-SOUTHERN WATERCOLORISTS VIEWS - It shall be the duty of the Editor to gather and edit all news important to the membership, and coordinate the finished product with the Public Relations and Information Chair and the President. Copies of the newsletter should go to all members regardless of category, news media when practicable, other artists, art organizations, galleries, and others when used as a means of informing others of activities of the Corporation. He or she shall use members of his committee, and any others at his discretion, to gather further information for the newsletter. He or she shall be a member of the Board of Directors.

TRAVEL EXHIBITIONS CHAIR - It shall be the duty of the Travel Exhibition Chair to arrange for the Corporation's travel shows and also obtain noteworthy watercolor shows from other sources. He or she shall be a member of the Board of Directors.

ADDITIONAL COMMITTEES . The President may appoint chairs for any additional committees essential for efficient management of current activities, and these chairs may, at the President's discretion, serve as members of the Board. These committees may include, but are not limited to, Ways and Means, Archives, Workshops, and Scholarships.