



BYLAWS OF THE NEW JERSEY WATERCOLOR SOCIETY

RATIFIED June 24, 2024

ARTICLE I NAME AND INCORPORATION

Section 1. Name. The name of the society shall be the NEW JERSEY WATERCOLOR SOCIETY, hereafter referred to as “NJWS”. The NJWS is an incorporated, non-profit, tax-exempt society based and conducted solely in the State of New Jersey and formed under the Internal Revenue code 501(c)3.

Section 2. Mission. The mission of the New Jersey Watercolor Society is to promote the appreciation and understanding of watercolor and water media painting. The NJWS strives to support, encourage, and inspire artists of watercolor and water media painting through exhibitions and/or other activities for the cultural enrichment of its members and the community.

Section 3. Vision. The vision of the New Jersey Watercolor Society is to be the premier organization for watercolor and water media painting in New Jersey. The NJWS aims to inspire a new generation of watercolor artists and enthusiasts, and to contribute to the cultural and artistic vibrancy of the state.

Section 4. Location. The principal area of operation is the State of New Jersey. The headquarters of the NJWS shall be located at the current President’s residence in the State of New Jersey.

Section 5. Definition. Watercolor and/or water media is defined as painting in water-soluble water (aqueous) medium on all surfaces created for water media or any other substrate as approved by the Board.

Section 6. Governance. The NJWS shall be governed by the provisions of its Articles of Incorporation, these Bylaws, and the Policies established by a managing Board of Directors, hereafter “the Board.”

ARTICLE II MEMBERS

Section 1. Membership Eligibility and Requirements.

- A. Membership is open to any person, 18 years of age or older, who supports the advancement of water media art in the State of New Jersey.
- B. The membership categories shall be *Associate*, *Signature* and *Honorary*.
- C. The Board may, at its discretion, create additional membership categories.

- D. A member in good standing is one who meets the criteria for membership and whose dues remain current.
- E. Only members in good standing may vote, hold office, serve on committees, or enter member shows in accordance with their membership category.
- F. The NJWS reserves the right to deny, suspend or terminate any individual's membership at the discretion of a majority vote of the Board.

Section 2. Associate Member.

- A. Associate Members must complete an application process and pay annual dues.
- B. Associate Members do not have voting privileges.
- C. Associate Members may serve as a member of any committee.
- D. Associate Members may not sign their paintings using the initials NJWS.
- E. Associate Members are eligible to enter exhibitions as stated in the Policies of the NJWS.
- F. Associate Members shall receive all the NJWS publications and be listed in NJWS media as appropriate.
- G. Associate Members may attend exhibitions, receptions and other NJWS activities.

Section 3. Signature Member.

- A. Signature Membership is open to artists who meet the requirements for Signature status as stated in the Policies of the NJWS.
- B. Signature Members must pay annual dues.
- C. Signature Members have voting privileges.
- D. Signature Members may hold elective office, and chair or serve on any committee.
- E. Signature Members may use the initials NJWS on their artwork to designate Signature status.
- F. Signature Members are eligible to enter exhibitions as stated in the Policies of the NJWS.
- G. Signature members shall receive all NJWS publications and shall be listed in other media as appropriate.
- H. Signature Members may attend exhibitions, receptions and other NJWS activities.

Section 4. Honorary Member.

- A. Honorary Membership is conferred by a majority vote of the Board of Directors on a member or non-member for significant contributions to the NJWS or the Arts.
- B. Honorary Members are not required to pay dues.
- C. Honorary Members, who are also members in another membership category, retain the rights and privileges of such membership status.
- D. Honorary Members shall receive all NJWS publications and be listed in NJWS media as appropriate.
- E. Honorary Members may attend exhibitions, receptions, and other NJWS activities.

ARTICE III
MEMBERSHIP DUES

Section 1. Payment of Dues.

- A. The Board of Directors has the authority to set the annual fee for dues.
- B. The fiscal year shall be from January 1st through December 31st.
- C. Dues are to be paid annually on or before January 1st and become delinquent after the date stipulated in the Policies of the NJWS.
- D. Dues are not refundable.

Section 2. Notification and Reinstatement.

- A. Members who have not paid their dues within the allotted time shall be notified that their dues are in arrears; their membership is suspended; and that they forfeit all privileges and benefits of membership. Following notification, payment not received by the date specified in the Policies of the NJWS shall result in the termination of membership.
- B. A member who is temporarily unable to pay dues may apply to the President for special consideration due to extraordinary circumstances.
- C. Terminated members may apply to the Board of Directors for reinstatement. For membership to be reinstated, dues, both current and in arrears, must be paid.
- D. Reinstated Signature Members must fulfill the current requirements to regain Signature status.

ARTICLE IV
MANAGEMENT OF THE SOCIETY

Section 1. Board of Directors

A. Composition and Terms.

- 1. The NJWS shall be managed by a Board of Directors comprised of the Executive Board, Standing Committee Chairs and appointed Members-at-Large.
- 2. Board members shall be Signature Members subject to the following exception: When the expertise and knowledge required for a specific position is not available among the Signature Members, a non-Signature Member may fill the position.
- 3. The Board shall have no fewer than five (5) members and no more than twenty-one (21) members.
- 4. Board Members, other than the elected Officers, shall serve a two-year term which is renewable with the approval of the President and the consent of the Board.

B. Powers.

- 1. The Board shall have the authority to manage the business, property and affairs of the NJWS including formulating, amending, and approving policies not included in the Bylaws.

2. The Board may appoint Board Members-at-Large from the membership or from outside the organization as it deems necessary to manage and conduct the business of the NJWS.

C. Meetings of The Board of Directors

1. At least four (4) meetings must be held annually. Meetings may be conducted in person or by any remote communication method that allows all members to hear each other or otherwise fully participate simultaneously.
2. When business must be conducted, and a meeting is not possible, remote voting in written form is allowed.
3. The President or three members of the Board may call a meeting of the Board with not less than seven (7) days' notice.
4. The seven-day notice may be waived if urgent business arises, and such advanced notice is not possible.

D. Quorum

1. A majority of the members of the Board constitutes a quorum.
2. A quorum is required for an official meeting at which actions requiring a vote may be taken.
3. When a quorum is present, the actions taken by the majority of members present shall be the actions of the entire Board.

E. Resignation and Removal.

1. A Board Member may resign at will by submitting a letter of resignation to the President.
2. A Board Member may be removed, with or without cause, by a two-thirds (2/3) affirmative vote conducted at an official meeting of the Board.
3. A Board Member, whose removal is to be considered, shall receive notice at least two weeks prior to such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on removal.

F. Vacancies.

1. Vacancies shall be filled by appointment by the Board, except for the succession of the President, as indicated in the Bylaws.
2. An appointed Board Member shall serve for the remainder of the vacated term.

G. Compensation.

1. Board members shall not receive payment for their services in their volunteer capacities.
2. Board members may be reimbursed for reasonable expenses incurred in the performance of their official duties as determined by the Policies of the NJWS.

Section 2. Executive Board.

A. Composition.

1. The elected Officers of the NJWS form the Executive Board. The elected Officers of the NJWS shall include a President, First Vice President, Second Vice President, Recording Secretary and Treasurer.

B. Powers.

1. The Executive Board shall be responsible for managing the routine affairs, funds, and property of the NJWS in accordance with the Bylaws and the Policies of the NJWS established by the Board of Directors.

C. Election.

1. A Slate of Executive Officers shall be nominated from the Signature Members, by a process set forth in the Policies of the NJWS and approved by an affirmative majority vote of the Board.
2. The Slate shall be presented to the Signature Members for a vote by ballot. A majority of the votes received is required to approve the Slate.
3. Signature Members shall be notified not less than thirty (30) days in advance of an impending election.

D. Term of Office.

1. The term of office for the Executive Officers, other than the President, shall be two years with no limits on the number of terms they may serve.
2. The President's term of office shall be two (2) years limited to two terms.
3. The term for all Officers shall begin on January 1 and end on December 31.

E. Duties of Officers.

1. **President.** The President is the chief executive officer of the NJWS and shall have the general powers and duties of management of the NJWS including, but not limited to:
 - a. Setting the agenda and presiding at meetings of the Executive Board, the Board of Directors and of the General Membership.
 - b. Appointing or removing committees, committee members or committee chairs with the consent of the Board.
 - c. Entering into and co-signing with the Treasurer in the name of the NJWS contracts or other instruments not in the regular course of business which are authorized, either generally or specifically by the Board.
 - d. Serving as an ex-officio member of all committees, except the committee designated to prepare the Slate of Officers for elections.
 - e. Approving expenditures with the Treasurer and co-signing, or causing to be signed, checks for same.
 - f. Executing necessary financial transactions in the absence or incapacity of the Treasurer.

- g. Delegating, as needed, to any other officer any or all of the President's duties and authority.
2. **First Vice President.**
 - a. Coordinate all activities necessary to conduct NJWS Exhibitions/Shows.
 - b. In the absence of the President, preside over all meetings and fulfill the duties of the President.
 - c. Succeed to the Presidency if the position is vacated before the term of office is completed.
 - d. Perform such other duties and possess such other powers as are incident to the office or as shall be assigned by the President.
 3. **Second Vice President.**
 - a. Assist the First Vice President with all NJWS Exhibitions/Shows.
 - b. Fulfill the duties of the President in the absence of the President and First Vice President.
 - c. Succeed to the Presidency if the position is vacated before the term of office is completed and is not filled by the First Vice President.
 - d. Perform such other duties and possess such other powers as are incident to the office or as shall be assigned by the President.
 4. **Treasurer.** The Treasurer shall have custody of the funds and securities of the NJWS and shall keep or cause to be kept regular books of account of the NJWS. The Treasurer is not required to be bonded.
 - a. Produce reports, as necessary, that are available to the Board members upon request; when appropriate or requested, provide a written report at Board of Directors meetings; and produce an annual report.
 - b. Negotiate and co-sign with the President contracts or other instruments not in the regular course of business which are authorized, either generally or specifically, by the Board.
 - c. Prepare accounts for an annual audit and 501 (c) 3 compliance.
 - d. Prepare and file required tax forms with the appropriate agencies.
 - e. Perform such other duties and possess such other powers as are incident to the office or as shall be assigned by the President.
 5. **Recording Secretary**
 - a. Keep or cause to be kept the minutes of all meetings of the Board, the Executive Board and the general membership.
 - b. Maintain a record of all minutes.
 - c. Perform such other duties and possess such other powers as are incident to the office or as shall be assigned by the President.

Section 3. Standing and Ad Hoc Committees.

- A. The Board shall have the right to establish and determine the composition and authority of Standing Committees and Ad Hoc Committees as it deems necessary.
- B. Committees shall be described in the Policies of the NJWS or resolutions of the Board.
- C. The President may appoint or remove committees, committee members or committee chairs with the consent of the Board.
- D. The Board may create or dissolve a committee as it deems appropriate.

Section 4. Board Members-at-Large.

- A. A Board Member-at-Large shall be appointed to the Board to provide essential expertise, service, or guidance on matters relevant to the organization's mission and objectives.
- B. A Board Member-at-Large shall be appointed by an affirmative majority vote of the Board.
- C. A Board Member-at-Large shall have all the responsibilities and privileges of Board membership, including the right to vote, and shall be eligible to chair a committee or serve as an executive officer.
- D. A Board Member-at-Large shall serve a two-year term, renewable with the approval of the President and the consent of the Board.
- E. A Board Member-at-Large shall not be required to be a member of the NJWS.

**ARTICLE V
MEETINGS OF THE GENERAL MEMBERSHIP**

- A. There shall be a minimum of one meeting per year of the general membership.
- B. The Board shall determine the date and location, and whether the meeting will be in person or via a remote communication system.
- C. Members shall be notified at least one month prior to the determined meeting date.

**ARTICLE VI
AMENDMENTS TO THE BYLAWS**

Section 1. Authority.

- A. Amendments to these Bylaws are subject to the provision of the New Jersey Nonprofit Corporation Act (the Act) and the Certificate of Incorporation (Certificate). If any provision of these Bylaws is inconsistent with a provision of the Act or the Certificate, the provision in the Act or the Certificate shall govern to the extent of such inconsistency.
- B. A Signature Member may submit an amendment in writing to the Board for consideration.
- C. A majority of the Board must approve a proposed amendment to the Bylaws before the amendment can be presented to the Signature Members for a vote.

Section 2. Voting

- A. Only Signature Members may vote.
- B. Signature Members shall be notified not less than thirty (30) days in advance of an impending vote.
- C. A copy of the proposed amendment(s) and a written ballot shall be mailed or transmitted electronically to each Signature Member.
- D. An affirmative majority vote of the valid ballots received is required to adopt an amendment.
- E. Amendments to the Bylaws shall become effective immediately upon approval.
- F. A copy of the amended Bylaws shall be kept on file and shall be available to the membership.

ARTICLE VII DISSOLUTION

- A. Upon dissolution, and after payment of all debts, no part of the remaining assets may be distributed to any Director, member, or Officer of the NJWS, but shall be distributed in accordance with current law.
- B. The distribution of assets must be to an organization exempt under the 501 (c) 3 provisions of the United States Internal Revenue Code or to the Federal, State, or Municipal government for a public purpose.
- C. Notification of dissolution to the Internal Revenue Service and the State of New Jersey shall be the responsibility of the Treasurer.
- D. Directors, Officers, and members shall not be held responsible or liable for any debts that remain upon dissolution.

ARTICLE VII OTHER PROVISIONS

- A. **Document Retention and Destruction.**
 - 1. Records shall be maintained or destroyed in accordance with government regulations and customary practices for nonprofit organizations.
 - 2. The Executive Board shall be responsible, in accordance with their official capacities, for updating and storing, or causing to be stored, the permanent records as stated in the Policies of the NJWS.
- B. **Emergency Conditions.**
 - 1. In the event of a Federal, State or Municipal emergency mandate or other force majeure that prevents the NJWS from conducting business as usual, including the election of officers, the Board may adopt necessary and temporary operating policies outside of the Bylaws. These policies expire when the mandate is lifted or the emergency is resolved.
 - 2. The Board has the authority to retain the sitting Executive Board until the emergency mandate is lifted.
- C. **Indemnification.** The NJWS has the authority to indemnify Directors and Officers as determined by the Board.