



Constitution of the Watercolor Society of Indiana

Adopted 1983

Revised 1985, 2001

Article I Name

The name of this 501(c)(3) not-for-profit organization shall be the Watercolor Society of Indiana.

Article II Mission

Section 1. Objectives

- a. To promote an awareness and appreciation of watercolor painting in Indiana.
- b. To encourage improvement in the art of watercolor through sponsorship of workshops and classes taught by skilled professional artists.
- c. To establish the highest aesthetic standards in watercolor painting by sponsoring and judging an annual exhibit.
- d. To schedule social and demonstration events which bring watercolor artists in Indiana together for the sharing of common interests and experiences as artists.
- e. To educate the public on the various aspects of watercolor painting.
- f. To cooperate with and promote membership in other similar organizations throughout the United States.
- g. To encourage the study of watercolor by art students and others engaged in the visual arts.

Article III Membership

Section 1. Requirements

- a. Membership is open to all residents and former residents (6 months residency requirement) of Indiana interested in the objectives of this organization.

Section 2. Membership Participation

- a. The annual dues of each level of membership is to be determined by the Board of Governors.
- b. Membership levels may include: Artist, Student, Sponsor, Patron, Corporate, Cardinal Fellow, and Signature.

Article IV Governing Board

Section 1. Board

- a. The Board of Governors shall consist of six members: Chairperson, President, Executive Vice-President, Vice-President, Treasurer, and Secretary.
- b. The Retiring President shall serve one additional year (beyond regular term) in a non-voting, advisory and liaison capacity.

Section 2. Election and Term of Board

- a. The President of the Society, with Governing Board support, shall appoint a Chairman of the Nominating Committee.
- b. The nominating committee shall consist of two (2) Board members and three (3) people from the membership not presently serving as Committee Chairs.
- c. The slate for Board Candidates shall be presented by the nominating committee at the appropriate membership meeting.
- d. Candidates for the Board may be nominated from the floor by any member in good standing.
- e. Governing Board members shall be elected annually.
- f. No Board member may serve on the Board in the same capacity for more than two (2) consecutive years. A period of one (1) year must pass after each two (2) year term in the same office.
- g. The Board shall be elected at the appropriate general membership meeting by a plurality vote.

Section 3. Duties of the Governing Board

- a. Shall oversee the structure and operation of the Watercolor Society of Indiana as a 501(c)(3) not-for-profit organization under the Internal Revenue Service regulations and guidelines.
- b. Shall protect and control the administration of all Society monies. It shall act as an Investment Committee by establishing and implementing investment guidelines.

- c. Oversee the staffing of the WSI Indianapolis based business office with qualified personnel and execute an annual employment/consultant contract with such personnel.
- d. Implement an annual budget and plan an annual budget for the upcoming year.
- e. Plan and execute membership activities.
- f. Arrange for an annual review/audit of the financial activities of WSI.
- g. Prepare financial statements, required IRS reports and necessary corporate documents. Insure that tax returns are filed in a timely fashion.
- h. Establish a separate endowment fund. The purpose of this fund is to accept gifts and donations.

Article V Meetings

Section 1. General Meetings

- a. All meetings shall be called by the Governing Board with advanced notification sent to all members.
- b. A minimum of two (2) general meetings must be held per fiscal year.

Section 2. Board Meetings

- a. The Governing Board shall meet a minimum of four (4) times per year.
- b. An official board meeting shall consist of a majority of board members.

Article VI Endowment Fund

The Board of Governors shall oversee the Fund and invest monies in a prudent fashion.

- a. Interest and dividends earned on the monies in the Endowment Fund shall provide for the salaries of the Society's office personnel.
- b. The Treasurer shall verify the truth and accuracy of financial reports provided by the office.
The Treasurer shall sign annual tax returns filed with the IRS.
- c. All monies are to be deposited, invested, and disbursed from a Cash Management Account (CMA) that pays interest on fund balances.
- d. The Governing Board and a professional independent money manager shall determine appropriate investment strategies.
- e. The Governing Board shall provide for an annual financial review.

Article VII Amendments

Section 1. This Constitution may be amended at any general membership meeting by two-thirds vote of the members present. All proposed amendments should be submitted in writing to the Board. If the proposed amendments are submitted by mail to the membership for a vote, two-thirds majority of the respondents are required for passage. Mailed ballots should be authorized by the Board.

Article VIII Dissolution

Section 1. Should it become necessary, for unforeseeable reasons, for this organization to be dissolved, disbursement of all monies and/or investments shall be at the discretion of the Board of Governors and approved by the membership.

By-Laws of the Watercolor Society of Indiana

Article I. Membership Levels

Section 1. Membership levels will be determined according to current needs and may include:

Artist, Student, Patron, Sponsor, Signature, Cardinal Fellow, and Corporate Donor.

Section 2. Requirement for achieving Signature Membership: Member in good standing whose painting(s) have been chosen by juror to be included in two (2) annual juried exhibitions.

Section 3. Requirements for achieving Cardinal Fellowship are as follows: Member in good standing who has accumulated 20 artistic and/or service merit points. One point is awarded for each year of service as a Board member or committee chairperson. One point is earned for each year member exhibits in the juried exhibit, one point for each merit award received, and three points for the Wilbur Meese Memorial Award (First Prize). No more than 10 of the 20 required points may be earned through service work as past officers, board members or committee chairpersons.

Article II. Duties of the Board of Governors

Board

- a. Structure and operate WSI as a 501 I(3) not-for-profit organization under the Internal Revenue Service regulations and guidelines.
- c. Elect from the board a chairperson who shall serve for the coming year as chief executive officer of WSI for

IRS and other legal purposes.

- c. Staff the WSI, Indianapolis-based business office with qualified personnel and execute an annual employment contract with such personnel, including an Executive Director.
- d. Attend four Board Meetings annually.
 - (1) Absence from two (2) consecutive Board Meetings shall constitute a vacancy of that position.
 - (2.) Waiver of attendance requirement may be established by unanimous vote of the Board.
- e. Appoint Committee chairpersons.
 - (1.) Establish areas of responsibility for the Committee chairpersons.
 - (2.) Coordinate the function of each committee
- f. Coordinate all WSI business including financial, exhibitions, programs, meetings, and communications.
- g. Make decisions regarding annual fund-raising. Perform necessary duties to raise adequate funds each year, both for the Endowment Fund and the Awards Fund.
- h. Implement the existing budget and establish a budget for the coming year.
- i. Determine investment strategies with an independent financial manager regarding the Cash Management Account.
- j. Coordinate WSI business with the Executive Director.
- k. Members of the Board of Governors will receive one (1) point (per year served) toward the achievement of Cardinal Fellowship

Article III Duties of the Chairperson

- a. Shall be a non-voting member of the Board of Governors.
- b. Shall be elected by the Board Members.
- c. Shall call and conduct Board Meetings.
- d. Shall coordinate business from the Board to the President.

Article IV Duties of the President

- a. Shall be a member of the Board of Governors.
- b. Preside at all membership meetings.
- c. Coordinate business from the Chairperson to the Executive Director/Office staff and Committee Chairs when applicable.

Article V Duties of the Executive Vice President

- a. To potentially serve two (2) years; one (1) as Executive Vice-President and one (1) as President.
- b. Preside at meetings when the President cannot.

Article VI Duties of the Vice President

- a. To assist the President and the Executive Vice President.
- b. Preside at meetings when the President and Executive Vice President cannot.

Article VII Duties of the Secretary

- a. Take minutes at all general and Board of Governors meetings.
- b. Read minutes at all meetings.
- c. Have a copy of the WSI Constitution, By-laws and Roberts Rules of Order, Revised at all meetings.

Article VIII Duties of the Treasurer

- a. Coordinate the flow of financial information between the Board and the Executive Director.
- b. With the approval of the Board, arrange for the annual audit by an independent qualified accountant.
- c. Coordinate the preparation of financial statements and required IRS and other 501(c)(3) reports.
- d. Maintain one year's operating budget, determined by the Board of Governors, in a short term cash account.

Article IX Duties of the Executive Director

- a. Non-elected position hired under an annual employment contract by the Board.
- b. Provide for office management for the business of the WSI office.
- c. Function as the Board of Governors directs.
- d. The Executive Director will perform accounting duties ensuring that dues are collected, expenses paid and that cash management techniques are followed.

Article X Committee Chairpersons

- a. Appointed by the Board of Governors
- b. Each chairperson organizes a committee from the general membership
- c. Carry out actions and duties as guided by the Board approved calendar and budget guidelines.
- d. Coordinate committee work with the President and Executive Director.
- e. Receive one service point toward the achievement of Cardinal Fellow (one per year served).

Article XI Exhibitions

Section 1. Annual Exhibition

The Watercolor Society of Indiana shall have an annual juried competitive exhibition. The time and place of the exhibit shall be set by the Board.

Section 2. Other Exhibitions

The Watercolor Society of Indiana may hold other exhibitions of such type at such location on such date and at such time as the Board of Governors may prescribe. These will be held in accordance with such rules as the Board may prescribe.

Section 3. Juried Exhibition Rules

At least one hundred eighty (180) days prior to the Watercolor Society of Indiana's annual juried competitive exhibition, the Board of Governors shall prescribe the rules pertaining to such exhibition, including: geographical limitations on artists submitting entries, cost of entry, type of entries to be submitted, physical characteristics of entries to be submitted, the method of delivery and redelivery, the method of acceptance and rejection, and notice of same as well as any other matters the Board of Governors deems appropriate. These rules will be set forth in a printed prospectus.

Article XII

Section 1. The rules contained in the constitution of the Watercolor Society of Indiana shall govern the society in all cases where they are applicable and in which they are not inconsistent with the By-laws of this Society.

Section 2. Roberts Rules of Order, Revised shall govern questions of parliamentary procedure.