

Constitution of the Watercolor Society of Indiana

(PROPOSED 2020 revision)

Adopted 1983

Revised 1985, 2001, 2020

Article I Name

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

Article II Mission

The Watercolor Society of Indiana seeks to educate Indiana residents about the discipline of the watercolor medium through exhibits, juried competitions, classes, discussions, demonstrations, outreach programs and community service.

Section 1. Objectives

- A. To promote an awareness and appreciation of water media painting in Indiana;
- B. To encourage improvement in the art of water media through sponsorship of workshops and classes taught by skilled professional artists;
- C. To establish the highest aesthetic standards in water media painting by sponsoring and judging an annual exhibit;
- D. To schedule social and demonstration events which bring water media artists in Indiana together for the sharing of common interests and experiences as artists;
- E. To educate the public on the various aspects of water media painting;
- F. To cooperate with and promote membership in other similar organizations throughout the United States;
- G. To encourage the study of water media by art students and others engaged in the visual arts.
- H. To promote a culture that celebrates diversity and inclusiveness within our membership and is reflected in our programs and products.

Article III Membership

Section 1. Requirements

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

The annual dues of each level of membership is to be determined by the Executive Board.

Membership levels may include: Artist, Student, Sponsor, Patron, Corporate, Cardinal Fellow, and Signature.

Article IV Executive Board

Section 1. Executive Board Membership

- A. The Executive Board shall consist of the following: Advisor/Past President, President, Executive Vice-President/Juried Show Chair, Vice President/Member Show Chair, Treasurer, and Secretary.
- B. Each elected member shall serve a two-year term.
- C. The Past President shall serve one additional year beyond his/her regular term in a non-voting, advisory and liaison capacity.

Section 2. Election and Term of Board

- A. The President of the Society, with Executive Board support, shall appoint a Chairperson of the Nominating Committee.
- B. The nominating committee shall consist of two (2) Board members and one (1) person from the membership not presently serving as a committee chair.
- C. The slate for Board Candidates shall be presented by the nominating committee at the appropriate membership meeting and/or listed in the Society newsletter.
- D. Candidates for the Board may be nominated from the floor by any member in good standing.
- E. Executive 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 by a plurality of those Watercolor Society of Indiana members voting.

Section 3. Duty of the Executive Board

Executive Board shall develop and oversee a two to three-year plan that will guide all functions of the organization and ensure coordination and continuity among activities.

Article V Meetings

Section 1. General Meetings

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

Section 2. Board Meetings

- A. Executive 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 Finances

- A. The Executive Board shall maintain and oversee a Cash Management Account (CMA), the Endowment Fund, and the James C. Lentz Memorial Scholarship Fund (Lentz Fund).
- B. All Monies are to be deposited in and disbursed from the CMA, which shall be a checking account that pays interest on fund balances.
- C. A cash balance equal to one year's operating budget, as determined by the Executive Board, shall be maintained in the CMA or the CMA in combination with the Endowment Fund.
- D. The Endowment Fund, the Lentz Fund and any future designated funds shall be held in professionally managed investment accounts that offer a stable return and capital appreciation.

Article VII Endowment Funds

- A. The Endowment Fund shall be used for the salary of the Executive Director, for operating expenses, and for the Wilbur Meese Memorial Award (Meese Award)
 - 1. The Meese Award shall be presented to the artist whose painting is judged "best-of-show" by the juror at the WSI Juried Exhibit.
 - 2. The amount of The Meese Award shall be determined each year by the Executive Board based on donations received.
- B. The Lentz Fund is designated solely for the James C. Lentz Award (Lentz Award) and The Watercolor Society James C. Lentz Memorial Art Scholarship (Lentz Scholarship).
 - 1. The Lentz Award shall be no less than \$500 presented to an artist selected by the juror at The WSI Juried Exhibit.
 - 2. The Lentz Scholarship shall be one or more awards of no less than \$1,000 each presented to an Indiana high school senior(s) selected in accordance with the guidelines of the Scholarship Committee and approved by the Executive Board.
 - 3. The awards made from The Lentz Fund shall not exceed \$500 and \$1,000, respectively, unless such additional amounts can be withdrawn without impairing the sustainability of the Fund.

Article VIII Amendments

This Constitution may be amended at any membership meeting by two-thirds vote of the members present. All proposed amendments should be submitted in writing to the Executive 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 or digital ballots must be authorized by the Executive Board.

Article IX Dissolution

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 Executive Board and approved by the membership.

By-Laws of the Watercolor Society of Indiana

Article I. Membership Levels

- A. Membership levels will be determined according to current needs and may include the following:
Artist, Student, Patron, Sponsor, Signature, Cardinal Fellow, and Corporate Donor.
- B. Requirement for achieving Signature Membership:
Member in good standing whose painting(s) have been chosen by juror to be included in two (2) annual Watercolor Society of Indiana juried exhibitions.
- C. Requirements for achieving Cardinal Fellowship are as follows:
Member in good standing who has accumulated **20** artistic and/or service 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 additional point for each merit (**artistic**) award received, and three additional points for the Wilbur Meese Memorial Award (First Prize/**Best of Show**). 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 Executive 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. The WSI **President** shall serve as the CEO for all activities.
- C. **Shall protect and control the administration of all Society monies.**
- D. The Treasurer shall serve for the coming year as the Chief Financial Officer of WSI for all IRS purposes and is responsible for overseeing the financial activities of the organization.
- E. Staff the WSI Indianapolis-based business office with qualified personnel and execute an annual employment contract with such personnel, including an Executive Director.
- F. Attend four Board Meetings annually. Absence from two (2) consecutive Board Meetings may constitute a vacancy of that position. Waiver of the attendance requirement may be established by a unanimous vote of the Board.
- G. Appoint Committee chairpersons and establish areas of responsibility for the Committee chairpersons and coordinate the function of each committee.
- H. Coordinate all WSI business including financial, exhibitions, programs, meetings and communications.
- I. Make decisions regarding annual fund-raising. Perform necessary duties to raise adequate funds each year, both for the Endowment Fund and the Awards Fund.
- J. Implement the existing budget and establish an annual budget for the coming year.
- K. **Determine investment strategies with an independent financial manager regarding the Cash Management Account and society funds in a manner which will ensure the sustainable funding of the organization.**
- L. Coordinate WSI business with the Executive Director.
- M. Shall plan and execute membership activities.
- N. Members of the Executive Board will receive one (1) point (per year served) toward the achievement of Cardinal Fellowship.
- O. **Executive Board shall develop and oversee a two to three-year plan that will guide all functions of the organization and ensure coordination and continuity among activities.**

Article III Duties of the **Advisor/Past President**

Shall be a non-voting member of the Executive Board.

Article IV Duties of the President

- A. Shall preside at all membership meetings.
- B. Shall coordinate business with the Executive Director/Office staff and Committee Chairs when applicable.

Article V Duties of the Executive Vice President/Juried Show Chair

- A. Preside at meetings when the President cannot.
- B. Oversee the annual Watercolor Society of Indiana Juried Exhibition.

Article VI Duties of the Vice President/Member Show Chair

- A. Assist the President and the Executive Vice President.
- B. Preside at meetings when the President and Executive Vice President cannot.
- C. Oversee the annual Watercolor Society of Indiana Membership Exhibit.

Article VII Duties of the Secretary

- A. Take minutes at all general and Executive Board 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. Provide treasurer's report to the membership and/or board at each meeting.
- C. In conjunction with the Executive Director, arrange for the preparation of and sign financial statements, and other required state and federal tax documents and 501(c)(3) reports.
- D. Upon Board approval, arrange for an independent review of the financial statements of WSI if required by law or at board's discretion.
- E. Maintain one year's operating budget, determined by the Executive Committee, 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 office management for the business of the WSI office.
- C. Perform accounting duties in accordance with Generally Accepted Accounting Principles including interim financial statements, ensuring that dues are collected, expense paid and that proper cash management techniques are applied.
- D. Function as the Executive Board directs.

Article X Committee Chairpersons

- A. Appointed by the Executive Board.
- 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.

Article XI Exhibitions

- A. Annual Exhibition: The Watercolor Society of Indiana shall have an annual competitive exhibition. The time and place of the exhibit shall be set by the Board.
- B. 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 Executive Board may prescribe. These will be held in accordance with such rules as the Board may prescribe.
- C. Juried Exhibition Rules:
At least one hundred eighty (180) days prior to the Watercolor Society of Indiana's annual juried competitive exhibition, the Executive Board shall publish 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 Executive committee deems appropriate. These rules will be set forth in a printed prospectus.

Article XII

- A. 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.
- B. *Roberts Rules of Order, revised* shall govern questions of parliamentary procedure.