

NWS

NATIONAL WATERCOLOR SOCIETY

Since 1920

**BY-LAWS
Of
THE NATIONAL WATERCOLOR SOCIETY**

CERTIFICATE OF THE SECRETARY,
THE NATIONAL WATERCOLOR SOCIETY

I hereby certify that I am the duly elected and acting Secretary of this corporation, and that the following constitute the By-Laws of this corporation, as duly amended by a two-thirds (2/3) vote by ballot of the Signature Membership in February, 2010

Signature of Julie Crouch on file
Recording Secretary
Signature of M. E. "Mike" Bailey on file
President

Note: Amendments approved by a two-thirds (2/3) vote by ballot of the Signature Membership in February 2010 have been incorporated.

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ARTICLE I. OFFICES

Section 1.01. Principal Office

The principal office of this corporation shall be located in the County of Los Angeles, State of California. Location since 1999, 915 South Pacific Ave., San Pedro, CA 90731-3201.

Section 1.02. Change of Address

The Board of Directors is hereby granted full power and authority to change the principal office of the corporation from one location to another in California. Any such change shall be noted by the Secretary in these By-Laws but shall not be considered an amendment of these By-Laws.

ARTICLE II. MEMBERS

Section 2.01. Classification of Members

The corporation shall have six 6 classes of members as follows: Signature Members, Inactive Members, Associate Members, Patron Members, Honorary Members and Life Members.

Section 2.02. Signature Members

Signature Members are artists who have been admitted to membership after completing one of the two application processes set forth in Article III hereof and who have paid dues through the current year (except for the year of acceptance as set forth in Article III). Only Signature Members shall have the right to vote and use the initials NWS after their name. (rev.2/06)

Section 2.03. Inactive Members

A Signature Member who is six months in arrears in the payment of the annual dues shall be so notified by the Membership Director. Failure to remit such dues within thirty (30) days thereafter shall cause the automatic termination of membership unless the member submits a written request to the Board of Directors to be placed on inactive status. Such inactive status may be maintained for a period of five (5) years and is renewable for like periods thereafter. If the Inactive Member does not apply in writing before the end of the five (5) years either to remain on inactive status or for reinstatement as a Signature Member and make payment of \$25.00 together with the current dues, the Inactive Member shall be dropped from membership. Thereafter the former member may join the Society again only by applying as a non-member. The Board may, at its discretion, waive these requirements to deal with exceptional circumstances.

Section 2.04. Associate Members

Associate Membership is open to anyone. Associate Members shall pay dues as designated by the Board of Directors for the current year. Associate Members shall pay the same entry fee as Signature Members when submitting work for NWS exhibitions. Associate Members shall receive all publications of the Society, shall be listed in the Catalogue of the Annual Exhibition as an Associate Member and shall be invited to all Society functions. Associate Members shall not have voting privileges nor will they be permitted to add the initials NWS after their name.

Section 2.05. Patron Members

Patron Membership is open to any individuals or organization making a contribution to the society in the amount of One Hundred Dollars (\$100.00) or more. Patron Members shall receive all publications of the Society, shall be listed in the Catalogue of the Annual Exhibition as a Patron Member, and shall be invited to all Society functions. These privileges will continue from the time of contribution through March 30, end of the NWS fiscal year. Patron Members shall not have voting or exhibition privileges.

Section 2.06. Honorary Members

Honorary Members are those who have been proposed by the Board of Directors for Honorary Membership for their significant service to the Society or to the Arts. The name of the nominee or nominees shall be presented at the Annual Meeting. Upon a majority vote of the members present in favor of granting such membership, the Honorary Membership shall be conferred. Honorary Members shall receive all publications of the Society and shall be listed in the Catalogue of the Annual Exhibition as Honorary Members. Honorary Members are not required to pay dues. They may participate in all activities of the Society but shall not have voting or exhibition privileges.

Section 2.07. Life Members

The special designation of Life Member shall be awarded to those Signature Members who have been elected and have served as President of the Society. This designation shall be made upon completion of their first term in office. Life Members shall retain all rights and privileges of Signature Members and shall not be required to pay dues. This section will apply to all Past Presidents of the Society.

Section 2.08. Membership Lists

The Membership Lists of the Society are for the use of the Directors and Officers of the Society in the execution of their duties and for the personal use of the individual members. The names, addresses and other information which may be contained in these lists is privileged information and may not be provided to outside interests, commercial or private. The Board may, at its discretion, waive by specific motion, the above ruling.

ARTICLE III. INVITATION TO MEMBERSHIP

Section 3.01. Artists Invited to Apply

Following the Jury of Selection's viewing and selection of paintings from images (see Section 8.06), accepted Associates and Non-members shall be invited to apply for membership at the same time they send in their painting for final review. If their painting is accepted for exhibition, their three matted paintings will be viewed for Membership.

Section 3.02. Procedures

The procedures for applications are as follows:

- A. Qualifying Associates and Non-members shall submit three paintings, framed formatted, to the members of the Jury of Selection at a time to be set by the Board of Directors.

- B. The three paintings submitted shall not include the painting accepted previously

for the Annual Exhibition, if the paintings submitted are determined by the Jury of Selection as meeting the standards of quality and consistency required by the Society, the applicant shall be invited to Signature Membership in the Society.

- C. Upon notification, the invitee shall become a Signature Member of the Society and shall enjoy the full privileges thereof. NWS dues will not be assessed for the year of acceptance. The new member will be billed for annual dues at the start of the new fiscal year in March.

Section 3.03. Alternate Procedure for Signature Membership

In addition to the procedure stated in Sections 3.01 and 3.02 hereof, an alternate procedure for applications is as follows:

- A. Associates and Non-members shall submit a signed application for Signature Member status providing evidence that he or she has had three (3) paintings accepted and exhibited in Society Annual Exhibitions. Acceptance in Membership Exhibitions and any other Society Exhibitions (other than Annual Exhibitions) shall not be considered for such application.
- B. Upon verification of the evidence by the Society, the invitee shall be notified that he or she has been accepted as a Signature Member of the Society and shall enjoy the full privileges thereof. NWS dues will not be assessed for the year of acceptance. The new member will be billed for annual dues at the start of the new membership year in March.

ARTICLE IV. FUNDING

Section 4.01. Sources of Funds

The National Watercolor Society is a non-profit corporation whose purpose is to arrange exhibitions and awards which show interest, support and appreciation of watercolor painting. The Society is tax-exempt under section 501 (c)(3) of the Internal Revenue Code. Funds to pay the costs of conducting Society business are derived from Member dues, entry fees and donations.

Section 4.02. Annual Dues

The Annual Dues for Signature and Associate Members shall be established by the Board of Directors, and may be changed annually by the Board as circumstances require. The basis for the change shall be reported to the Membership by Newsletter or at the Annual Business Meeting. The Annual Dues are currently forty dollars (\$40.00) for Signature Members and thirty five dollars (\$35.00) for Associate Members and are payable on the last day of March each year.

Section 4.03. Entry Fees

Entry fees for the Annual Exhibition shall be set by the Board of Directors. The amount of the fee for Members and/or Non-members shall be determined by the current cost of

printing prospectuses and labels, processing slides and entries, and all other direct costs of the Exhibition. Fees for other exhibitions presented by the Society shall be set by the Board in a similar manner.

Section 4.04. Donations

The Society may request and accept donations of the following kinds:

- A. Award donations for the Annual Exhibition and other exhibitions where prizes are awarded.
- B. Patron donations which are placed in a Patrons Fund savings account from which only the earned interest may be used for NWS business.

Section 4.05. Management and Reporting

The Board may assign responsibility for management of the funds described in Section 4.04. above to any Director or other Signature Member. The duties will include identification of sources and solicitation of contributions. Progress reports shall be made to the Board at least once each quarter of the fiscal year.

Section 4.06. Payment to Treasurer

All Dues and fees are payable to the National Watercolor Society. All other monies collected for the NWS by any officer of the Society shall be passed to the treasurer for deposit to the proper accounts.

Section 4.07. Fiscal Year

All business of the Society shall be conducted on the basis of a fiscal year which shall begin on January 1 and end on December 31.

Section 4.08. Membership Year

Membership dues shall be collected on the basis of a membership year which shall begin on March 31st and end on March 30th of the following year.

ARTICLE V. MEETINGS

Section 5.01. Annual Business Meeting

There shall be an Annual Business Meeting in the month of January of each year. Notice of the meeting shall be given to the members at least fifteen (15) days prior to the meeting. Fifteen (15) Signature Members shall constitute a quorum for the meeting. At the Annual Business Meeting the Society's business shall be conducted and nominations of directors, officers, and jurors of selection shall be made.

Section 5.02. Order of Business

The order of business for the Annual Business Meeting shall include: Call to Order, Reading of the Minutes of the Previous Annual Business Meeting, Reports of Board of Directors, Committee Reports, Unfinished and Current Business, Nominations for the Board of Directors and Jury of Selection, New Business and Adjournment.

Section 5.03. Special Meetings

The President may call special meetings of the members as deemed necessary by the Board of Directors. A Special Meeting shall be called by the Board upon a request signed by Fifteen (15) or more Signature Members. Their petition shall state the purpose of the special meeting, which may include a motion to recall Officers serving on the Board.

Section 5.04. Notice of Meeting

Notice of all meetings shall be sent to all Signature Members of the Society by the Membership and Communications Director.

ARTICLE VI. BOARD OF DIRECTORS

Section 6.01. Powers

This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed directly by the Board, or if delegated, under the ultimate direction of the Board.

Section 6.02. Number of Directors and Officers

The authorized number of Directors shall be a minimum of five (5) Directors to a maximum of fifteen (15) Directors as provided for in Article V of the Articles of NWS Incorporation. The exact number of Directors within those specified limits may be changed by the Board of Directors from time to time as circumstances may require. The offices of the President and the First Vice President must be filled by Signature members of the Society. The other offices may be filled by Signature or Associate Members. (rev. 2/06)

Section 6.03. Offices of the Board

The Directors shall be elected by the Membership to hold the following offices: President, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Exhibition Director, Treasurer, Recording Secretary, Membership and Communications Director, and Historian. From one to five additional Directors may be appointed by the Board of Directors to serve as Directors-at-large. These may include Director of the All Member Show, Director of Fundraising, Director of the Newsletter, Director of Finance and Director - at-large. They shall be entitled to vote on all matters to come before the Board for decision. The Immediate Past President shall serve on the Board as Advisor. Associate members may be appointed to additional offices. Officers are expected to attend all Board meetings and Society functions and participate in discussions and planning for Society activities, (rev. 2/06)

Section 6.04. Election and Term of Office

Each Director shall be elected for a term of two (2) years commencing in March of the year in which elected and continuing for a period of twenty-four months (24) months. Each Director shall hold office until a successor has been elected or appointed. (rev.2/06)

Section 6.05. Nominating Committee

The Board shall appoint a Nominating Committee composed of three (3) Signature

members. The Nominating Committee shall present to the Board a list of nominations for the Board and the Jury of Selection no later than December 1 in the year of their service.

Section 6.06. Self-nomination

Members of the Nominating Committee may place their own names in nomination for any position on the Board of Directors but not on the Jury of Selection. Should a member of the Nominating Committee desire to become a candidate for the Jury of Selection, he/she must resign from the Nominating Committee immediately. He/she may then seek nomination for the Jury of Selection in the usual ways.

Section 6.07. Agreement to Serve

Signature Members accepting nomination to a seat on the Board of Directors or the Jury of Selection must agree to perform all the duties required of the position.

Section 6.08. Slate of Nominees

The slate of nominees shall include at least one candidate for each board position. The Jury of Selection slate shall be made up of six (6) Signature Members from which the Signature Membership shall select three (3). The notice of the annual Business Meeting shall include this list of nominees.

Section 6.09. Nominations From the Floor

The Nominating Committee shall present the list of nominations to the members at the Annual Business Meeting. Additional nominations may be made from the floor at the Annual Business Meeting, one or more for each office on the Board and three (3) for the Jury of Selection. It shall be the responsibility of the Member presenting a name for nomination to have obtained prior permission from the nominee.

Section 6.10. Voting

The Communication Director shall compile the various lists of nominees and their biographies and design a ballot to be mailed by First Class Mail to all Signature Members within ten (10) days after the Annual Business Meeting. The ballot shall provide space for write-in votes for each office on the Board and for the Jury of Selection. It shall be the responsibility of each Member to return a completed ballot to the Communications Director within twenty (20) days after the mailing, and he/she shall then tabulate the votes and notify the Members who were elected to office of their election and the new President of those elected and their positions.

Section 6.11. Limitation on Terms

No Director shall serve more than three (3) consecutive terms in the same office.

Section 6.12. Filling Board Vacancies

Any elected Member of the Board, with the exception of the President, vacating the office before the end of the term of office shall be replaced by another Member appointed by the Board to complete the term. If the office of the President should become vacant before the end of the term of that office, the First Vice President shall automatically assume that office.

Section 6.13. Privileges of the Board

Directors, including the Directors-at-large shall have their work represented in the annual exhibit catalogue. The Members of the Board shall be allowed to enter the Membership Show. Signature Members of the Board including the Directors-at-large, shall not be permitted to enter the Annual Exhibition. Associate Members of the Board including the Directors-at-large shall be permitted to enter the Annual Exhibition. (rev. 2/06).

Section 6.14. Meetings of the Board

The Board of Directors shall meet monthly to conduct the business of the Society. A monthly meeting may, however, be dispensed with at the discretion of the President or a majority vote of the Board.

Section 6.15. Quorum

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 6.16. Open Meetings

Regular meetings of the Board shall be open to all Signature Members. A request by a Signature Member to be included on the agenda shall be forwarded to the President or the Recording Secretary at least two (2) weeks in advance of the meeting.

Section 6.17. Proxy Votes

Special circumstances may on occasion cause a Board Member to be absent from a meeting at which a particular item of business is to be decided. In this circumstance, a Director may use a proxy to express his/her opinion on that item of business with the following limitations:

- A. The meeting must have been opened with the required quorum.
- B. The proxy must be in writing and signed by the absent Director.
- C. The proxy must specify by name the Member of the Board authorized to exercise the vote. The proxy may also specify up to two (2) additional Members of the Board as alternates.
- D. The President of the Board of Directors may be named as the principal or as an alternate to exercise a proxy.
- E. The Proxy must specify the single issue for which the proxy is valid.
- F. No Member of the Board of Directors shall be allowed to vote more than one proxy in addition to his own vote on any given issue.

Section 6.18. Standard of Care

The following standard of care applies:

A. General:

A Director shall perform the duties of the office including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner that such Director believes to be in the best interest of this corporation and with such care,

including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

B. Basis for Action:

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

1. One or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented;
2. Counsel, independent accountants or other persons, as to matters which the Director believes to be within such person's professional or expert competence;
3. A committee of the Board upon which a Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence, so long as in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of a Director in accordance with the above shall have no liability based on any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation, or assets held by it are dedicated.

C. Self-Dealing Transactions:

Except as provided in subsection (D) below, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the corporation is a party and in which one or more of the Directors has a material financial interest or a transaction between this corporation and one or more of the Directors or between this corporation and any person in which one or more of its Directors has a material financial interest.

D. Approval of Self-Dealing Transaction

The Board of Directors may approve a self-dealing transaction if the Board determines that the transaction is in the best interests of and is fair and reasonable to this corporation and, after reasonable investigation under the circumstances, determines that this corporation could have not obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors.

Section 6.19. Inspection

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of this corporation.

Section 6.20. Compensation

Officers and Directors shall be entitled to reimbursement for necessary costs and expenses reasonably incurred in connection with the Society's business.

ARTICLE VII. OFFICERS

Section 7.01. Board of Directors

The Officers of the corporation shall be: President, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Treasurer, Membership and Communications Director, Annual Exhibition Director, Recording Secretary, and Historian.

Section 7.02. President

The President, as the chief executive officer of the corporation, shall generally supervise and direct the affairs of the corporation. He/she shall specifically perform the following duties.

- A. Preside at all meetings of the Society and the Board of Directors.
- B. With the Board's approval, appoint such committees, including the Ways and Means Committee, as may be needed to carry out the various functions of the Society and its officers. Such committees shall be under the direct supervision of a designated member of the Board and shall report to that member and, on request to the Board as a whole. Such committees automatically cease to function at the end of each Board's term of office.
- C. Serve as an ex officio member of all committees except for the Nominating Committee.
- D. Develop a calendar of events and activities.
- E. Arrange for the preparation of an annual budget and an annual audit.
- F. With the assistance of the First Vice President arrange for gallery space for the Society's exhibitions at least one year in advance for Membership and other special exhibitions and two years in advance for the Annual Exhibition.
- G. Supervise the publication of the Newsletter.
- H. Review the appropriate procedure book and other assorted records with each officer and define the scope of responsibility.
- I. Instruct committee chairpersons on their assignments.
- J. Instruct the Chairman of the Jury of Selection and the Juror of Awards on the approved jurying procedures and direct the staff assisting at the jurying itself.
- K. Present awards at the Annual or other Exhibitions.
- L. Serve as Advisor to the Board for one year following his/her term of office.
- M. Keep the purpose and meaning of the organization before the Board Members and gain the cooperative effort of the Board to achieve the Society's objectives.

Section 7.03. First Vice President

The First Vice President shall have the following duties:

- A. Preside at all meetings in the absence of the President.
- B. Secure awards and donations.
- C. Assist at the jurying.

Section 7.04. Second Vice President

The Second Vice President shall have the following duties:

- A. Organize and operate the traveling Exhibitions program.
- B. Appoint an Assistant Traveling Exhibitions Program Director with the approval of the Board.

- C. Assist at the jurying.
- D. Regional Rep. coordinator.

Section 7.05. Third Vice President

The Third Vice President shall have the following duties:

- A. Arrange for stationery and all printed matter.
- B. Supervise the design, content and printing of the catalogue of the Annual Exhibition, prospectuses and labels related thereto; supervise the design, content and printing of such other catalogues, brochures, prospectuses and other printed materials required in the special exhibitions program of the Society.
- C. Assist at the jurying.

Section 7.06. Fourth Vice President

The Fourth Vice President shall have the following duties:

- A. Responsibility for the publicity and public relations programs of the Society.
- B. Place announcements in local and national publications about the Society's exhibitions.
- C. Provide the Historian with news items, published articles, and photographs for the Historian's file.
- D. Assist at the jurying.

Section 7.07. Treasurer

The Treasurer shall have the following duties:

- A. Assist the President in the development of the budget.
- B. Receive and deposit all monies in the name of the National Watercolor Society.
- C. Record all receipts and expenditures in a Society computer.
- D. Pay bills and charges approved by the Board.
- E. Report monthly to the Board and present an annual Financial summary to the membership at the annual Business Meeting.
- F. Prior to March each year request an audit of the financial operation of the Society, report the audit results to the Board, and file appropriate documents of audit to designated State and Federal agencies.
- G. Prepare the required tax forms and submit these to appropriate State and Federal agencies.
- H. Assist at the jurying.

Section 7.08. Annual Exhibition Director

The Annual Exhibition Director shall have the following duties:

- A. Receive application forms and fees for the Annual Exhibition from all applicants.
- B. Receive, catalog and prepare all images for the Annual Exhibition jurying.
- C. Administer all aspects of record-keeping for all jurying processes.
- D. Process notifications of jury determination to all entrants.
- E. Assist the President in arranging for gallery space for the Society's Annual Exhibition.

Section 7.09. Special Exhibition Director

The Special Exhibition Director shall handle NWS Invitationals, Signature and/or Associate Member Exhibitions or any other special Exhibition(s) other than the Annual and administer all aspects of other Society sponsored exhibitions.

Section 7.10. Membership and Communications Director

The Membership and Communications Director shall have the following duties:

- A. Issue notices of meetings, elections and exhibition information to all members.
- B. Mail prospectuses to all members.
- C. Mail catalogs to members, libraries and colleges.
- D. Assist at the jurying.
- E. Update the membership lists, keep mailing addresses current, and notify the mailing service of changes, adds and drops. Issue dues notices and receive dues. Send Membership cards.
- F. Send ballots by first class mail to the membership for annual elections and other matters requiring membership approval. Receive returned ballots, tabulate votes and report results to the Board.
- G. Notify Signature Members of the annual Business Meeting.

Section 7.11. Recording Secretary

The Recording Secretary shall have the following duties:

- A. Prepare and keep the minutes of the Society and the Board of Directors.
- B. Provide members of the Board and Regional Representatives with copies of the minutes.
- C. Maintain By-Laws and advise Board when proposed actions appear to be in conflict with the By-Laws.
- D. Work with the Exhibition Director whenever there is need.
- E. Assist at the jurying.

Section 7.12. Historian

The Historian shall have the following duties:

- A. Maintain the historical record of the Society.
- B. Maintain a biographical file on Signature Members.
- C. Maintain the image archives.
- D. Supervise arrangements for social events related to the opening of the Society's exhibitions.
- E. Supervise arrangements for the Annual Business Meeting.
- F. Provide refreshments for jurors and the assisting staff on jurying days.

Section 7.13. Immediate Past President

The Immediate Past President shall have the following duties:

- A. Serve as a non-voting advisor to the Board.
- B. Assist the President on jury days and as needed.

Section 7.14. Regional Representatives

The President, with the Board's approval may appoint Regional Representatives from among the Signature and Associate Members to assist with Society activities in their areas.

ARTICLE VIII. JURY OF SELECTION

Section 8.01. Election

The Jury of Selection shall be elected annually by the Signature membership and shall serve for one year. Only Signature Members may serve on the Jury of Selection. From a list of six (6) nominees on the ballot, the three (3) candidates receiving the largest number of votes shall be designated the three (3) member Jury of Selection.

Section 8.02. Alternate Jurors

The three candidates receiving the next greatest number of votes will be designated as Alternate Jurors, to be called to duty only in the absence of a designated Juror of Selection. If an Alternate Juror is called on to replace a Juror in the Image Jury procedure, that Alternate Juror will then permanently replace that designated Juror for further duties. If an Alternate is needed to fill in on the Final Painting Jury and Travel Show selection, that Alternate Juror may not eliminate any Painting(s) except that they do not match the image.

Section 8.03. Director

The Juror nominee receiving the greatest number of votes shall be designated as Director of the Jury.

Section 8.04. Limitations of Service

No Signature Member may serve on the Jury of Selection more than once in a period of five (5) years. This restriction applies only to those Jurors, including Alternates, who actually serve as members of the Jury of Selection for the Annual Exhibition.

Section 8.05. Privileges

Only the Jurors who serve as members of the Jury of Selection for the Annual Exhibition shall be included in the catalogue.

Section 8.06. Jury Procedures for Annual Exhibition

The Annual Exhibition shall be held at a time and place arranged by the Board. The Annual Exhibition is open to all artists. All work submitted for the Exhibition shall be required to be passed by the Jury of Selection. The following procedures shall be followed:

- A. Signature Members, Associate Members and Non-members may submit one (1) image for jury consideration.
- B. All paintings submitted as images must be aquamedia and meet the definition of watercolor as stated in Article X. Section 10.01., Definition of Watercolor. When the painting itself is before the Jury, if in the judgment of the jury the painting is not a watercolor as defined in Article X., the painting may be rejected.
- C. All paintings accepted for exhibition must be properly framed under rigid plexiglas.
- D. Slides submitted by Signature Members, Associate Members and Non-members shall be shown in random order.
- E. Slides of paintings which are unusually small shall be identified to the Jury.
- F. Each Juror must vote on every slide, indicating that the slide is "In" or "Out." Jurors vote without discussion.
- G. All of the slides submitted shall be shown first to the Jurors as a body with no vote taken so that they can determine for themselves the scope of the show.

- H. The President shall instruct the Jury of Selection as to the limitations of numbers acceptable to the host museum. The Jury may not exceed the maximum acceptable to the host museum.
- I. As the voting begins the tallies are recorded. The tallies have the following values:
 - 1. Paintings with three "In" votes are accepted for the show.
 - 2. Paintings with two "in" votes are tentatively accepted subject to the maximum number acceptable to the host museum. If the "twos" added to the "threes" exceed the maximum acceptable, the Jury must continue its deliberations until it has resolved the problem.
- J. The Jury may select fewer paintings than the maximum.
- K. If a sufficient number of paintings receive "threes" or "twos," the show has been selected, subject to the final jurying step as described in B. above. If, however, more paintings are needed to make an acceptable exhibition, the group of paintings which received a "one" vote may be reviewed by the Jury. The point values (as in I 1. and 2. above) apply.

If this additional judging still does not produce enough paintings for the exhibition, each Juror may be asked to choose one or more paintings from the "one" group. However, these selections must meet with consensus from the other Jurors. A Juror may challenge at this point and request a vote. If the majority (2) vote in favor, the painting is accepted. A Juror whose selection is rejected may then choose another work for review by the Jury.

- L. If at the close of jurying and during the Jurors' review of their selections, a Juror may challenge a selection and request to have another vote made.
- M. Artists whose slides have been accepted by the Jury of Selection shall be notified immediately and advised as to how to submit the painting itself for final review by the Jury. The notice must remind the artist that the selection is tentative, that a painting may be rejected in the final jurying for cause. It is the responsibility of the Chairman of the Jury to justify the cause.
- N. When the decisions of the Jury are final, the President shall instruct the Juror of Awards.

Section 8.07. Selection of Travel Show Paintings

All award winners including the National Watercolor Society Purchase Award, but not including other purchase awards, will automatically be in the Travel Show with the permission of the artist. If more paintings are needed to fill out the Travel Show, the Juror of Awards shall make the necessary selections.

ARTICLE IX. JURY OF AWARDS

Section 9.01. Annual Exhibition

One or more qualified persons who are not Signature Members of the Society shall be appointed by the Board to serve as the Juror or Jury of Awards for the Annual Exhibition. The Juror or Jury of Awards shall make its selection from that group of paintings chosen earlier by the Jury of Selection.

Section 9.02. Awards in Other Exhibitions (Revised 2/93)

In exhibitions other than the Annual Exhibition the President shall recommend a qualified person who is not a Signature Member of the Society to serve as Juror of Selection and Awards. Upon approval of the Board, that person shall be invited to so serve.

ARTICLE X. DEFINITION OF WATERCOLOR

Section 10.01.

A watercolor is aquamedia on paper which is unvarnished. The term "watercolor" shall be deemed to exclude work in encaustic or oil.

ARTICLE XI. OTHER EXHIBITIONS

Section 11.01. Scope

The Board may organize such other exhibitions as it has the means to support. Such exhibitions may include, but are not limited to, Membership Exhibitions, Traveling Exhibitions, Theme Exhibitions, et cetera.

Section 11.02. Eligibility

Work by all members shall be eligible for such special exhibitions.

ARTICLE XII. AWARDS AND SPECIAL RECOGNITION

Section 12.01. Awards

The Board shall determine the number and type of awards to be made in each exhibition.

Section 12.02. Special Recognition

The Board may at its discretion, confer a special recognition, to be known as the NWS Arts and Humanities Award, on a person or organization for outstanding contributions to the Society itself or to the arts and humanities in general. The name of the recipients shall be carried in the catalogue of the Annual Exhibition thereafter in the same manner as are the names of the Past Presidents of the Society.

ARTICLE XIII. AMENDMENT OF ARTICLES OR BY LAWS

Section 13.01. Initiation of Amendment

A proposal to amend the Articles or the By-Laws may be initiated by the Board of Directors or by a Signature Member of the Society. The proposal shall be made in writing, shall state the reasons for and the purposes of the proposed amendment and shall set forth the proposed amendment in the specific language to be used if it is adopted. The Article or the Section to be amended shall be designated. If the proposal is being made by a Signature Member it must bear the signatures of the Member and fourteen (14) other Signature Members who support it.

Section 13.02. Time Limitations

Proposals to amend initiated by a Signature Member shall be received by the Board of Directors not less than sixty (60) days prior to the Annual Business Meeting. An amendment proposed by the Board shall be made not later than thirty (30) days prior to the Annual Business Meeting. The Board shall, not later than fifteen (15) days prior to the Annual

Business Meeting, advise the Membership in writing of the proposed amendment(s), including arguments pro and con.

Section 13.03. Discussion

Discussion of the proposed amendment(s) shall be included in the agenda of the Annual Business Meeting. Minor changes in the wording of the proposed amendment(s) may be made at that time if acceptable to the initiator.

Section 13.04. Vote of Membership

The amendments) in the final form shall be included on the ballot sent to the membership following the Annual Business Meeting. An affirmative vote to amend by two-thirds (2/3) of the Signature Members responding and returning the ballot shall be required for passage.

Section 13.05. Proposal to Amend Made at the Annual Meeting

Proposals to amend may also be made from the floor at the Annual Business Meeting, but no action may be taken on the proposal until the Annual Business Meeting one year thereafter, following the procedure outlined above for proposing and voting.

Section 13.06. Filing of Amendment

Amendments of the Articles of Incorporation approved by the membership shall be filed with the Secretary of State of California, and a copy filed with the Recording Secretary as part of the official Document of Record.

ARTICLE XIV. MISCELLANEOUS

Section 14.01. Corporate Seal

This Corporation shall have a seal which shall be specified by resolution of the Board of Directors. The seal shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of the instrument.

(rev. 2/06 The former section 14.01 was deleted and the former 14.02 became 14.01)