



INSPIRING  
WATERMEDIA ARTISTS  
FOR OVER 40 YEARS

## Florida Suncoast Watercolor Society BYLAWS Ratified August 21, 2023

### Article I: General

#### Sec. 1 Name, address, and member region

1. The name of this association shall be Florida Suncoast Watercolor Society, Inc. (the Society), a 501(c)3 non-profit Florida Organization.
2. The Corporation's registered office shall be the address designated by the Executive Committee. The President or Treasurer is authorized to serve as the Resident Agent for the Society.
3. New members must be current residents of one of the counties along the West Central and Southwest coast of Florida, namely, Pasco, Hillsborough, Pinellas, Manatee, Sarasota, Charlotte, Lee, and Charlotte. A resident includes anyone who is a part-time resident of the member region.
4. When members move away from the region, they may opt to continue their membership and all exhibition rights of that membership including voting and holding office, entering exhibitions, and maintaining their earned status by keeping their dues current.

Sec. 2 Purpose: The purpose of the Society is to promote watermedia painting, and to inform and educate the public and our members through exhibitions, workshops, lectures, and demonstrations. The Society furthers public awareness through awards, scholarships, and donations to civic organizations.

#### Sec. 3 Definitions

1. Prospectus – The rules governing the juried exhibitions (in gallery or online) of the Society will be established with the Prospectus and updated periodically by the Exhibitions & Compliance Committee and approved by the Executive

Committee. Current prospectus will be posted on the website and included in any promotional materials for all juried exhibitions.

2. Gallery Exhibition – is defined as a place or area where the Society paintings are to be viewed in person by an audience.
3. Online Exhibition – is defined as a virtual exhibition, online gallery where the venue is considered on a web-based virtual platform. All compliant paintings submitted in a call for entry that are compliant with the current approved Prospectus will be accepted into an online exhibition.

## **Article II: Membership**

### **Sec. 1 Categories**

1. Charter Member – Any member who joined the Society within the first five (5) years of its founding. Charter Members shall pay annual dues, may vote, and hold office, and submit paintings for exhibitions, and are also considered Signature Members.
2. Master Signature Member – Beginning November 2012, any member who has earned Signature status shall earn 25 points based on the following system: Acceptance into any FSWS juried gallery exhibition – 1 point per accepted work; in addition: Honorable Mention – 1 point, Transparent Award– 1 point, Merit – 2 points, Third Place – 3 points, Second Place – 4 points, First Place – 5 points. Submitting paintings into a FSWS juried online exhibition will not generate points, only paintings that receive awards in an online exhibition will receive points.
3. Signature Member – To become a Signature Member, a member must be accepted in two (2) juried gallery exhibitions. Signature Members shall pay annual dues, may vote, hold office, and submit paintings for exhibitions. Online exhibitions will not count toward signature status as all paintings will be accepted.
4. Associate Member (open to all individuals) – Shall pay dues, may vote, hold office, and may submit paintings for all exhibitions except a Signature or Master Signature Members exhibitions.
5. Patron – Anyone who has contributed financially or materially to the Society and is invited by the Executive Committee to join the Society. Patrons shall not pay dues, vote, hold office, or submit paintings for exhibitions.
6. Honorary Member – Honorary membership may be conferred by the Executive Committee on individuals whom the Society wishes to honor. They shall not pay dues, vote, hold office, or submit paintings for exhibitions.

7. Life Member – May be granted in recognition of exemplary service contributions by a member subject to approval by the Executive Committee. Annual dues are waived for all Life members who retain full membership rights including the right to vote, hold office, and submit paintings for exhibitions.
8. The Executive Committee may from time to time establish other categories of membership, subject to approval by the voting members.
9. Only members who have achieved either Master Signature or Signature status may use the initials FSWS after their names, i.e., FSWS for Signature members or FSWS-M for Master Signature members.

### **Article III: Officers and Duties**

#### Sec. 1 Administration – Officers and Executive Committee make-up

1. The elected officers of this Society shall be President, Vice President of Exhibitions, Vice President of Education, Vice President of Operations, Recording Secretary, Membership and Corresponding Secretary, and Treasurer a total of seven (7) officers who all sit on the Executive Committee.
2. The President shall serve in the same position for no more than two (2) successive years.
3. The Executive Committee shall consist of nine (9) members, seven (7) officers, referred to above, plus two (2) members at large, all of whom will be elected by membership survey vote. The immediate past President will function as a non-voting Counselor to the Executive Committee following their term as President. Five members of the Executive Committee shall constitute a quorum.
4. The Executive Committee shall manage the affairs of the Society subject to the provisions of these bylaws.
5. If any member of the Executive Committee is unable to perform the duties of the office, an interim appointment, until the next election, may be made by the Executive Committee.

#### Sec. 2 Duties of the Officers and Members at Large

1. President – The President shall be the chief executive officer of the Society. The president shall preside at all meetings of the Executive Committee and membership; shall sign all instruments of the Society; shall have check signing authority; shall appoint standing committee chairpersons not designated by office; shall be ex-officio member of all committees, except for the Nominating

Committee; and shall be responsible for the seal, the Charter, and all legal papers.

2. Vice President of Exhibitions – Shall serve and exercise all the functions of the President in his/her absence. The Vice President of Exhibitions shall be the chairperson of the Exhibitions & Compliance Committee and shall perform such other duties as are incident to the office and the bylaws of the Society. *(See Article IV: Committees for role of the Exhibitions & Compliance Committee.)*
3. Vice President of Education – Shall develop programs for workshops, lectures, online tutorials, artist demonstrations, etc., perform all duties of the presiding officer in the absence of both the President and Vice President of Exhibitions, and shall perform such other duties as appointed by the President.
4. Vice President of Operations shall serve as oversight for the website development and maintenance, oversee membership software and training, Chair the Nominating Committee, and perform such other duties as appointed by the President.
5. Recording Secretary – Shall be responsible for keeping the minutes of the Society and providing a draft to members for review and comment before the next Executive Committee meeting, and perform such other duties as appointed by the President.
6. Membership and Corresponding Secretary – Shall manage the membership database (dues status, earned Signature and Master Signature status, and new member orientation); conduct the correspondence of the Society, and keep members informed through emails concerning their membership and written contributions to the newsletter; and shall perform such other duties as appointed by the President.
7. Treasurer – Shall oversee the financial affairs of the Society; shall receive all monies due and deposit same in the bank approved by the Executive Committee; shall be empowered to sign checks on behalf of the Society; shall keep a correct account of financial statements and budgets for the Society and present said accounting at the end of the fiscal year of the Society. Shall serve as the chair of the Audit & Grants Committee. Audits may be requested by the Executive Committee periodically. Treasurers are not required to post a bond. *(See Article IV: Committees for role of the Audit & Grants Committee.)*
8. Members at Large (2 positions) – Shall provide support such as newsletter or exhibitions support and/or chair at least one committee.

## **Article IV: Committees**

Sec. 1 Committees: The number of participants on the standing committees may be determined by the Chair of each committee. A committee of one is acceptable depending on the complexity of the tasks required. Additional ad hoc committees may be formed by the Executive Committee.

Sec. 2 Standing Committees, their designated chair and functions are as follows:

1. Nominating Committee – Shall be chaired by the Vice President of Operations. Additional members may consist of at least one (1) voting member, not holding office. The Committee will prepare a slate of offices for the next fiscal year for approval by the Executive Committee in time to allow elections to occur prior to the Annual Members meeting.
2. Audit & Grants Committee – Shall be chaired by the Treasurer and include at least one (1) voting member not serving on the Executive Committee. The purpose of this committee is to develop proposals for Grants and other fundraising activities; review the financial condition and documentation of the fiscal activity of the Society with the committee prior to the Annual Members meeting each year.
3. Exhibitions & Compliance Committee – Shall be chaired by the Vice President of Exhibitions for the purpose of updating the Prospectus annually, securing and coordinating with the host galleries for the in-person exhibitions of the Society, proposing and overseeing any online exhibitions, proposing the number and amount of awards for exhibitions for review and approval of the Executive Committee, managing the take-in and compliance for the call of entry of each exhibition, and coordinating with the judges of each juried exhibition.

## **Article V: Exhibitions**

Sec. 1 Exhibitions and Awards

1. At least one annual juried exhibition will be held each year. Other exhibitions may be held according to the Executive Committee's discretion. If a "Master Signature Members or Signature Members Exhibition" is held, participation is limited to those artists who have achieved and maintained that status by keeping dues current.
2. Juried exhibitions shall be held at a time and place proposed by the Exhibitions & Compliance Committee for final approval by the Executive Committee.

3. Paintings will be selected and judged by a paid juror, who is not a member, selected by the President and confirmed by the Executive Committee.
4. Prior to judging, the juror shall be presented with a written copy of the rules of the exhibition.
5. No member shall be awarded more than one award in any exhibition.
6. The number and categories of awards shall be determined by the Exhibitions & Compliance Committee.

## Sec. 2 Exhibition Rules for Submitting Artists

1. All paintings must meet the requirements of the current approved Prospectus to be accepted in any juried exhibition (in gallery or online).
2. Special non-juried online exhibitions may be held whereby the Prospectus may be suspended or exceptions allowed on a case by case basis, i.e., a People's Choice Award(s) Exhibition. No points would be awarded for such special exhibitions.
3. Determination concerning compliance with the prospectus by the Exhibitions & Compliance Committee is final.
4. Membership dues must be currently paid to enter any exhibition at the membership rate.

## Article VI: Membership Meetings and Quorum

Sec. 1 There shall be a minimum of four (4) meetings annually of the Executive Committee. They shall be held at the call of the President and be announced in advance and be open to the general membership.

Sec. 2 Executive Committee Quorum – A majority (over 50 percent) of sitting elected/appointed interim members of the Executive Committee must be present (virtually or in person) for any quorum to conduct business. A majority (over 50 percent) of the quorum present is required for approval of any motions introduced for voting. Votes may also be taken via email notice and survey vote of the Executive Committee where a majority of sitting elected/appointed interim members would be required to pass a motion.

Sec. 3 Member Voting Quorum and Majority – Elections of officers and other membership votes (excluding bylaw amendments – see Article IX, Amendments) shall be approved by a majority (over 50 percent) of eligible voting members, including non-response affirmative votes. Members who do not respond to membership survey vote requests will be considered to vote by proxy in the affirmative. Voting will be accomplished electronically by membership survey

vote. Notices will be made by email to ensure members are aware a vote has been called and that members are able to cast their vote.

## **Article VII: Nominations and Elections**

Sec. 1 Appointments proposed by the Nominating Committee shall be presented to the Executive Committee meeting in time to prepare a slate of officers for elections to be conducted prior to the Annual Members meeting.

Sec. 2 The Nominating Committee shall present the slate of officers and replacements for retiring members of the Executive Committee, one name for each office, to the Executive Committee for approval.

Sec. 3 Election of Officers shall be held by membership survey vote prior to the Annual Members Meeting. Elections will be by the majority vote of eligible members.

Sec. 4 Installation of Officers shall be held at the Annual Members Meeting.

## **Article VIII: Annual Members Meeting**

Sec. 1 The Annual Members Meeting may be held either virtually or in-person.

## **Article IX: Amendments**

Sec. 1 Process for Amending Bylaws

1. Revisions to these bylaws may be proposed by any member of the organization for consideration by the Executive Committee either in writing, or at a regularly scheduled Executive Committee meeting, which must be duly considered at the next meeting of the Executive Committee.
2. Any member of the Executive Committee may make a motion to consider an amendment to these Bylaws either in writing, or at a regularly scheduled Executive Committee meeting.
3. Proposed amendments to these bylaws must first be approved by the Executive Committee for submittal to membership for ratification by electronic survey vote.
4. Once Executive Committee approval is documented, the proposed revision shall be noticed to membership in the Society newsletter or special eBlast and presented for membership ratification by electronic survey vote. Fifteen (15) percent of members are required to reach a quorum for purposes of amending

bylaws. A majority (over 50 percent) of those members voting is necessary for adoption.

### **Article X: Policy**

Sec. 1 Robert's Rules of Order, Revised, shall govern the proceedings of all meetings.

Sec. 2 The fiscal year of the Society shall be May 1 through April 30.

Sec. 3 Certain administrative functions or professional services such as accounting/bookkeeping services, website maintenance and/or webmaster, and other professional services may be contracted out for a fee subject to approval of the proposed services and fees by the Executive Committee.

### **BYLAWS AMENDMENT HISTORY**

*December 2012* – Addition of Master Signature status

*January 2022* – Added definitions for watermedia; allow for online exhibitions with earned points for wins; added definitions of an in-person gallery.

*August 9, 2023* – Revisions to Article IX, Amendments process

*August 21, 2023* – Major update to simplify these bylaws by removing operating decisions from the organizational rules and enforcing an approved Prospectus prepared outside the Bylaws, restructuring Executive Committee and Committees, revising quorums/voting procedures, and allowing for virtual meetings and communications.