

2017 Amended and Revised Bylaws

I. Name, Purposes and Powers, Offices, and Members

A. NAME. The name of the corporation is Garden State Watercolor Society Inc. It shall hereinafter be referred to as the "GSWS." The GSWS may do business under that name and under any other name or names determined by the Board of Directors. If the GSWS does business under a name other than that set forth in its Certificate of Incorporation, then the Corporation shall file a certificate or registration of alternate name as required by the New Jersey Nonprofit Corporation Act ("the Act").

B. PURPOSE. The Garden State Watercolor Society is dedicated to the importance of watercolor and water media as a creative and permanent painting medium. Contributing to the cultural atmosphere and art standards of the State of New Jersey; support, educate and promote members by providing opportunities and venues for participation, fellowship and exhibitions.

The GSWS shall be registered as a non-profit as defined in Section 501(c)(3) of the United States Internal Revenue Code, and applicable Treasury Regulations promulgated thereunder, as the same may be from time to time amended, supplemented, or succeeded or corresponding section of any future federal tax code (hereinafter collectively the "Code"). More specifically, the purpose of the GSWS shall be as set forth in the GSWS's Certificate of Incorporation, as may be amended from time to time.

C. OFFICES. The registered office of the GSWS shall be in the State of New Jersey at the address of the President of the GSWS or an officer appointed by the President.

D. MEMBERS. GSWS shall have members.

E. PURPOSE OF BY-LAWS. These By-Laws establish rules and procedures for conducting the affairs of the GSWS. They are binding on the Board of Directors; any committees established by the Board, and on the GSWS's officers, whether those persons served in the applicable capacity at the time these By-Laws were adopted or were appointed or elected to the position at a later date. These By-Laws are subject to the provisions of the Act and the GSWS's Certificate of Incorporation, as they may be amended from time to time. If any provision in these By-Laws is inconsistent with a provision in the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

II. Members

A. MEMBERS. Members shall be entitled to such rights and privileges as may from time to time be determined by the Board of Directors. Members shall not have the right to vote on any matter.

B. CLASSIFICATIONS: GSWS shall have four classes of members as follows: Signature Members, Associate Members, Honorary Members and Emeritus Members.

SIGNATURE MEMBER (Formally Full Members)

To obtain Signature Member status, a member must be accepted into no less than three GSWS Annual Juried Shows within a seven-year period with three different paintings. Signature Members may attend the Annual Open Meeting, serve on the Board and Committees, take part in GSWS activities and hold office.

ASSOCIATE MEMBER: Membership is open to all individuals living in the states of New Jersey, New York, Pennsylvania, and Delaware.

An Associate Member will be upgraded to Signature Member in accordance with the procedure stated above for Signature Members. Associate Members may enter the Annual Open Juried Exhibition and the Annual Associate Member Exhibition. The limitation on the number of Associate Members who can be nominated to serve as Officers of the Board is no more than four at any one time and be approved by the board.

HONORARY MEMBER: The Board of Directors, hereinafter referred to as the Board, may choose to award an honorary membership to a deserving individual. An honorary member is entitled to free membership for their lifetime. Honorary Members may serve on committees and may take part in GSWS activities, unless otherwise stipulated, but may not vote, hold office, serve on the Board or as a committee chairperson.

EMERITUS MEMBER: At the discretion of the Board of Directors, an Emeritus Membership may be awarded to a talented individual member who has contributed exceptional service and dedication to GSWS and been a dues paying member for a period of at least ten years.

C. ELIGIBILITY. The Board of Directors shall have the power to review and determine the eligibility of all applicants for membership except that no individual may be denied membership on the basis of race, color, national origin, religion, or sex, marital status, or disability, creed, age, social union status, domestic partnership status, affectional or sexual orientation, genetic information, gender identity or expression, or atypical heredity or blood trait. Membership is open to all persons over the age of 18 and who reside or work in New Jersey, Pennsylvania, New York or Delaware. Members in good standing who have moved from New Jersey and wish to retain membership in GSWS may do so by meeting the dues requirement. All Members shall receive a membership card, newsletters, invitations to workshops, artist demonstrations and award receptions. Members may receive discounts from participating vendors.

D. PROFESSIONAL AND ETHICAL STANDARDS. All GSWS Members shall meet basic professional and ethical standards concerning their artwork and their behavior in relation to any GSWS event. Members shall ensure that their work was not plagiarized or misrepresented in any way and does not violate copyright protections. Members shall not use GSWS resources, including but not limited to the GSWS website and membership email list, for self-promotion or benefit without the President's written permission. The Board has the authority to direct Members that violate these standards to redress the violation within a set period of time. If the Member does not redress the violation to the Board's satisfaction the Board may vote to remove the Member from active status for a period of two years after which membership may resume upon the completion of a membership application and payment of the annual dues.

E. DUES. Dues for membership shall be established by the Board of Directors and shall cover the calendar year. A member failing to pay dues shall forfeit the privileges of active membership. Member's dues shall be paid on the basis of one membership. Honorary & Emeritus Members shall pay no dues.

A renewal dues notice will be sent to members by early January. If a member does not pay their dues they will become inactive.

Inactive members will continue to receive GSWS communications but cannot participate in GSWS exhibits or vote on official GSWS business. After three years of non-payment, inactive members shall be dropped from membership by February 1st of the following year.

Dues for one-year membership are for the current year in which they are paid. The board may at its discretion waive these requirements to deal with exceptional circumstances.

The dues for Members shall be established by the Board of Directors, and may be changed annually by the GSWS Board, as circumstances require. The basis for the change shall be reported to the Membership by Newsletter or at the Annual Business Meeting.

F. MEETINGS. Meetings of members if any, for the purpose or purposes prescribed in the notice of the meeting, may be called by the Board of Directors or the President and shall be held at a location of the President's discretion, on such date, and at such time, as they or he or she shall fix.

G. NOTICE OF BOARD MEETINGS. Written or electronic notice of the place, date, and time of all meetings of the members shall be given, not less than seven days before the date on which the

meeting is to be held, to each member.

H. QUORUM. There is no quorum requirement for a meeting of members.

I. CONDUCT OF BUSINESS. The chair of any meeting of members shall determine the order of business and the orderly conduct of discussion.

III. Board of Directors

A. POWERS AND DUTIES. The conduct and management of the affairs of the Garden State Watercolor Society shall be vested in its governing body known as the Board of Directors. The Board of Directors shall consist of Officers and Directors. All the corporate powers, except such as otherwise provided for in these By-Laws, the Certificate of Incorporation of the Garden State Watercolor Society, and in the laws of the State of New Jersey, shall be and are hereby vested in and shall be exercised by the Directors serving as a Board of Directors, hereinafter referred to as the "Board." The Directors shall have the right to vote and, individually and collectively, to counsel and advise the officers and fellow Directors and to accept service on committees and other groups to which they are appointed.

B. NUMBER OF OFFICERS. The number of Officers shall be the number of Officers elected from time to time in accordance with these By-Laws but shall never be less than three. The number of Directors may be increased or decreased from time to time by election in accordance with these By-Laws.

C. QUALIFICATIONS. Directors shall be at least eighteen years of age. The Directors shall be individuals. Except as provided in these By-Laws, no individual or entity, whether for-profit or nonprofit, shall have the right or authority to elect or appoint any Director, and no Director shall be elected or appointed by any individual or for-profit entity. To be considered for election to the Board, the person shall be supportive of the purposes of the GSWS, shall have a genuine interest in the GSWS, and shall be selected for those abilities or qualities that will enable such person to participate effectively in the direction of the business and affairs of the GSWS. Directors shall serve without compensation.

D. ELECTIONS & PROCEDURES. Officers and Directors shall be elected at the Annual Meeting for a minimum of two-year term. An Officer or Director may be elected immediately to a position different from the one just held. Officers and Directors elected at the Annual Meeting will officially assume their duties as warranted by the position. In case of a vacancy in the office of President, the Vice-president shall become President. In the case of other Officers or Directors, vacancies will be filled by Presidential appointment.

No member shall be nominated or elected in absence unless such member has indicated intention to accept such office in writing prior to the election. Nominations for elected office and directorship positions shall be made at the Annual Meeting.

Proxy vote will not be allowed.

The following process may elect Honorary Members:

A person may be suggested for Honorary Membership by petition to the President and/or the Board. Approval of Honorary Members shall be by a quorum (5) of the Board. The President or his/her designated agent shall inform the person of elections.

An Associate Member who is willing to serve as a GSWS Officer of the Board in the event there is no Signature Member able to serve in that capacity and shall be elected by the Board of Directors.

E. RESIGNATION. Any Director may resign by delivering a written resignation to the President or Secretary of the GSWS.

F. REMOVAL. At any meeting of Directors called expressly for that purpose, any Officer or Director may be removed from office for cause by vote of a majority of the Board.

G. VACANCY. Any vacancy in office during a year on account of the resignation, removal, death, or incapacity of any officer shall be filled for the unexpired portion of his term by a majority vote of the Officers and Directors present at a meeting of the Board.

IV. Meetings of the Board and Committees of the Board

A. BOARD MEETINGS. The Board shall meet at least twice a year on such dates as may be designated by the Board or the President, at a time and place selected by the President, for the transaction of such business as may properly come before such meeting.

B. MEETING BY TELEPHONE. Members of the Board or any committee of the Board may participate in a meeting of the Board or of such committee, by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear each other.

C. QUORUM. A quorum for the purpose of conducting business shall be at least five (5) Board Members present in person or by telephone.

D. VOTING. At all meetings of the Board and its committees, each Officer and Director is to have one vote. A simple majority of the voting Members will pass a resolution. Any voting Member of the Society may petition the Board to exercise a vote by proxy.

In the event of his/her absence from a General Society business meeting voting may be done outside of a meeting at the discretion of the Board or via email as directed by the President.

E. ABSENCES. In the event that any Officer or Director shall fail to attend at least one annual Board of Directors meeting per year. The President, in his discretion, may notify such absent Director of his consecutive absences. The Director in receipt of such notification will have an opportunity to discuss the absences with the President, who may, or may not, then refer the matter to the Board of Directors, which may, by vote of a majority of the entire Board, declare vacant the office of such Director for cause if such absences are deemed to be without good reason.

V. Officers and Directors

A. OFFICERS. The officers of the GSWS shall be: the President, one or more Vice Presidents, the Recording Secretary, and the Treasurer. Any officer may also serve a Director.

The Board of Directors shall elect all officers for a minimum term of two years. An officer, upon the expiration of his term of office, may become eligible for re-election to office or for any other office of the GSWS. The same person may hold more than one office.

B. DIRECTORS. An Associate Member who is willing to serve as Director in the event there is no Signature Member able to serve in that capacity shall be elected by the Board of Directors.

C. PRESIDENT. The President shall serve as the President of the Board of Directors and as the chief executive officer of the GSWS, shall generally supervise and direct the affairs of the GSWS. He/she shall specifically perform the following duties:

Preside at the Board of Directors meetings:

1. Serve as an ex officio member of all committees.
2. Develop a calendar of events and activities.
3. Arrange for the preparation of an annual budget and an annual audit.
4. With the assistance of the Vice President arrange for gallery space for the Society's exhibitions at least one year in advance for Membership and other Special exhibitions in advance for the Annual Exhibition.
5. Oversee the selection of jurors for juried shows.
6. Supervise the publication of the Newsletter.

7. Instruct board members on their assignments.
8. The President shall have the authority to sign checks in the absence of the Treasurer.
9. The President shall co-chair the Annual Open Juried Exhibition.
10. Present awards at the Annual or other Exhibitions.
 11. The acting President, during the time he/she remains in the Office, may have a painting accepted into the Annual Open Juried Show without jury and will be eligible to receive a jury award.
 12. A former President may not have a painting accepted into the Annual Open Juried Show without jury, however, if accepted into the Show he or she will be eligible to receive a jury award.
 13. 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.

D. FIRST VICE PRESIDENT & SECOND VICE PRESIDENT. The Vice Presidents shall act as aides to the President, shall assist in conducting the meetings of the Board of Directors, and shall perform such other duties as are assigned to them by the Board or the President. In the event that the President shall be unable to perform his tasks on account of illness or injury, a Vice President designated by the Board of Directors shall serve as interim President of the GSWS. The Vice Presidents shall act as co-chair of the Annual Open Juried Exhibition and other exhibitions as deemed by the president.

The First Vice President shall be administrative assistant to the President and perform such other duties as pertain to that office.

E. SECRETARY. The Secretary shall record the minutes of all meetings of the Board, noting attendance, take care of the correspondence of the GSWS as directed by the President, keep the permanent records of the GSWS, keep notes of the Board of Directors' meetings. The Secretary shall perform any and all other duties as may be authorized in the By-Laws.

F. TREASURER. The Treasurer shall, along with the President, maintain the fiscal health of the GSWS and correspond regularly with the GSWS accountant. The Treasurer shall receive and have custody of the GSWS fund and keep complete and accurate records of GSWS receipts and disbursements. All transactions are recorded in a manner that no funds are left unaccounted.

The Treasurer shall choose the banking institution in which the funds of the GSWS are deposited in the name of the Garden State Watercolor Society, Inc.

The signature of the Treasurer and the President shall be on file with the banking institution as authorized to sign checks.

The Treasurer shall be responsible, along with the accountant, to prepare an annual financial statement for the year to be presented to the membership at the annual membership meeting.

Treasurer shall pay all due and just debts of the GSWS. Any money expended by GSWS shall be referred to the Board of Directors for approval, except that the President has the authority to make expenditures not to exceed \$3,000.00 without prior board approval.

The Treasurer shall be prepared at each board meeting to report on the condition of the treasury, including any disbursement and current balance.

The records of the Treasurer shall be open to examination by any member in good standing at any reasonable time and place in the presence of the Treasurer and President.

The Treasurer or CPA (Accountant) shall be the Registered Agent for the corporation. If the Treasurer or CPA is not a resident of New Jersey, the President shall appoint a temporary Registered Agent who is a New Jersey resident for this purpose during her/his term of office in order to adhere to the New Jersey Law for Corporations

VI. Directors

A. PUBLICITY DIRECTOR. Responsible for planning and implementing all GSWS communications and public relations activities Place announcements in local and national publications about the GSWS Exhibitions.

B. MEMBERSHIP DIRECTOR. Update the membership lists; keep mailing addresses current with adds and drops of membership. Issue dues notices and receive dues and forward to Treasurer. Send Membership cards and welcome letter to new members. Mail annual renewal letter. Mail past due reminder letter. Coordinate production of the annual roster. Responsible for printing mailing labels for business correspondence to members. Track members advanced to Signature members and send letters of congratulations .

C. HISTORIAN. Maintain the historical record of the Society. Maintain a biographical file on Signature Members. Provide historical insights for publication to Newsletter Editor and Webmaster.

D. HOSPITALITY. Will be responsible for the planning and implementation of catering for exhibition receptions and other Society events.

E. NEWSLETTER EDITOR. Will be responsible for publishing the GSWS newsletter twice yearly, in the Fall and Spring. Date changes are subject to board approval.

F. WEB MASTER. Responsible for maintaining current GSWS information posted on the Website.

G. CORRESPONDENCE SECRETARY. Shall prepare, execute and maintain all correspondence regarding sponsor award. This includes philanthropic, memorial and corporate donations for specific programs in the arts.

H. EXHIBITION CHAIRS. Will be responsible for the planning and execution of GSWS Art exhibits under the direction of the President. Exhibition Chairs will form committees to help with exhibitions as needed.

VII. Charitable Purpose

No officer, director or member of a committee, volunteer or person connected with the GSWS, or any other private person, shall receive at any time any of the net earnings or pecuniary profit from the operations of GSWS; provided, however, that this prohibition shall not prevent the payment to any such persons of such reasonable compensation for services rendered and reimbursement for reasonable expenses incurred on behalf of or for the benefit of the GSWS as shall be necessary or desirable in effecting any of the purposes of the GSWS or the GSWS making payments and distributions in furtherance of the GSWS. No such person or persons shall be entitled to share in a distribution of any of the corporate assets upon the dissolution of the GSWS. No part of the activities of this Society shall consist of propaganda or otherwise attempting to influence legislation. Endowments received by the Society must be invested in agreement with the terms of the grantor as restricted funds. This clearly prohibits speculative investment of the funds. All endowments must be invested in secure funds so as to preserve the original principal endowment. Changes in the Investment Plan must be documented and require approval of the Board.

VIII. Fiscal Year

A. FISCAL YEAR. The fiscal year of the GSWS will be the period beginning January 1 ending December 31.

IX. Dissolution

A. All Officers and Directors of the GSWS shall be deemed to have Expressly considered and agreed that, upon such dissolution or winding up of the affairs of GSWS, whether voluntary or involuntary, the Officers shall, after paying or making provision for the payment of all of the liabilities of GSWS, distribute any assets remaining consistent with the purpose of the GSWS, to another public benefit, non-profit

organizations, provided that such organizations comply with Section 501 (c)(3) of Internal Revenue Code of 1954, as amended in the State of New Jersey.

X. Amendments to the Bylaws

These By-Laws, or any part hereof, may be amended, revised, or rescinded at any annual, regular, or special meeting of the Board at which a quorum is present, by the affirmative vote of the majority of Officers and Directors present at an annual meeting.

XI. Force and Effect

These By-Laws are subject to the provisions of the New Jersey Nonprofit GSWS Act (the "Act") and the Certificate of Incorporation of the GSWS, as they may respectively be amended from time to time. If any provision of these By-Laws shall be in conflict with a provision of the Act or the Certificate of Incorporation, then the provision of the Act or the Certificate of Incorporation shall govern to the extent of any such conflict.

Approved by the GSWS Board April 1, 2017