

WASH (Watercolor Artists of Sacramento Horizons)

CONSTITUTION AND BY-LAWS

REVISED JANUARY, 2017

ARTICLE I NAME:

The name of this organization is Watercolor Artists of Sacramento Horizons (WASH), incorporated under the laws of the State of California, as a non-profit Corporation.

ARTICLE II PURPOSES:

- Section 1. To improve, promote, and provide art-focused educational services to the community.
2. To share our common love of the watercolor medium with the community.
 3. To promote the creative growth of our members.

ARTICLE III MEMBERSHIP:

- Section 1. WASH membership shall be open to anyone interested and/or engaged in Watercolor painting, the medium being water-based pigments, excluding impasto.
2. Membership in the Sacramento Fine Arts Center is a pre-requisite for membership in WASH.
 3. WASH membership shall be composed of the following types:
 - a. ACTIVE—members are encouraged to volunteer for duties along with membership.
 - b. A LIFETIME MEMBERSHIP may be given to selected individuals in or out of the organization, with appropriate rights, privileges and exemptions, when approved by unanimous vote of the BOARD OF DIRECTORS.
 4. Any member may be expelled by the BOARD OF DIRECTORS at a regularly scheduled Board meeting by a two-thirds vote, a quorum being present, for conduct substantially and adversely affecting the aims and repute of the organization after notice and opportunity for a hearing before the Board are afforded the member in question.

ARTICLE IV DUES:

- Section 1. The amount of annual dues may be changed by the affirmative vote of two-thirds of the members present at a regular meeting of WASH provided that the change shall have been approved by the BOARD OF DIRECTORS and the members have been notified in advance.
2. The membership year is consistent with the Sacramento Fine Arts Center

membership year.

ARTICLE V GENERAL MEETINGS:

- Section 1. Regular meetings of WASH members shall be on the second Monday of each month except July, August, and December
2. A quorum of the membership at any general meeting shall consist of one fifth of the enrolled members in good standing.
 3. Special meetings for a stated purpose may be called by the BOARD OF DIRECTORS upon notification of the members, or by written petition of 50 members.

ARTICLE VI ELECTED BOARD OFFICERS/DIRECTORS AND PAST PRESIDENT:

Section 1. The elected officers/directors of WASH shall be a PRESIDENT, PROGRAM CHAIRPERSON, MEMBERSHIP CHAIRPERSON, SHOW CHAIRPERSON, SECRETARY, TREASURER, PAST PRESIDENT, NEWSLETTER EDITOR, WORKSHOP CHAIRPERSON, and SFAC BOARD LIAISON. The term of office is a minimum of one year.

2. DUTIES OF ELECTED OFFICERS/DIRECTORS:

- a. The PRESIDENT shall serve as executive head of WASH, preside at all meetings, call special meetings when necessary; appoint CHAIRPERSONS as needed; and make public statements in the name of WASH. At the end of term of office, shall become a member of the BOARD OF DIRECTORS for one year in an advisory capacity as PAST PRESIDENT.
- b. The PROGRAM CHAIRPERSON serves as first Vice President and plans and arranges the program calendar for the year.
- c. The MEMBERSHIP CHAIRPERSON serves as second Vice President, registers new members, gives them information about WASH, keeps the Board informed and updates the email list.
- d. The SHOW CHAIRPERSON serves as third Vice President and shall head a committee to put on WASH-sponsored Exhibitions.
- e. The SECRETARY shall take minutes; keep records of the business of all meetings; keep the Constitution and By-Laws and all documents belonging to the organization and correspond as directed.
- f. The TREASURER shall collect dues and fees, keep an accurate account of all financial transactions, and shall sign checks unless absent, in which case checks shall be signed by designated elected officer(s). The TREASURER will submit

a financial report to the BOARD OF DIRECTORS at the monthly board meetings and provide an annual financial report at the end of the fiscal year.

- g. The NEWSLETTER EDITOR shall publish and distribute as scheduled by SFAC a newsletter containing items of interest to members, show announcements, current art news, upcoming programs and guests, and other WASH business.
- h. The WORKSHOP CHAIRPERSON arranges WASH-sponsored workshops.
- I. The PAST PRESIDENT shall serve in an advisory capacity to the Board and shall be responsible for interpreting parliamentary rules and procedures.
- j. The SFAC BOARD LIAISON shall serve as the WASH representative on the Sacramento Fine Arts Center Board.

ARTICLE VII. APPOINTED CHAIRPERSONS:

- Section 1. As needed additional non-voting CHAIRPERSONS may be appointed by the PRESIDENT for one year. Appointed CHAIRPERSONS shall only be required to attend Board meetings when requested by the PRESIDENT. Appointed Chairpersons may include the following:
- a. The TELEPHONE CHAIRPERSON shall provide calls when needed.
 - b. The PUBLICITY CHAIRPERSON shall attend to public relations and all business related to Publicity, and work closely with the Sacramento Fine Arts Center in all matters pertaining to publicity.
 - c. The WASH WEBMASTER shall maintain the website to inform members and the community of WASH activities and watercolor-related events.
 - d. The HISTORIAN CHAIRPERSON shall keep records of WASH activities.
 - e. The SCHOLARSHIP CHAIRPERSON shall implement a yearly AWARD program to recognize deserving art students.
 - f. The HOSPITALITY CHAIRPERSON coordinates the provision and serving of refreshments at WASH monthly meetings.
 - g. The CONSTITUTION AND BY-LAWS CHAIRPERSON shall head a Committee of two additional members, also appointed by the PRESIDENT, to review the Constitution and By-Laws for changes as needed. Proposed changes are submitted to the BOARD OF DIRECTORS for review and, upon approval by five or more members of the Board shall be submitted to the general membership upon advance notification.

ARTICLE VIII BOARD OF DIRECTORS:

- Section 1. The BOARD OF DIRECTORS shall have charge of the property of the corporation and conduct its business. It shall plan and direct the work of carrying out the

program. It shall appoint and discharge temporary committees as necessary. It shall reserve the right to screen entries to MEMBERSHIP shows and OPEN shows.

2. An OFFICER/DIRECTOR may be removed from office for cause, after prior written notice, by two-thirds vote of the BOARD present and voting. Cause shall be commissions and omissions which adversely affect the best interest of WASH.
3. Any vacancy occurring among the elected OFFICERS/DIRECTORS shall be filled by appointment by the PRESIDENT and approved by the BOARD OF DIRECTORS until an election can be held at a general meeting of the membership. A DIRECTOR'S unexcused failure to attend two consecutive BOARD meetings shall necessitate a replacement appointed by the PRESIDENT after a timely warning.
4. The Board shall meet at least once each quarter at the request of the PRESIDENT. Any three members of the BOARD may petition the PRESIDENT to call a meeting.
5. A quorum of the BOARD OF DIRECTORS shall consist of five members.
6. If any member of the BOARD OF DIRECTORS is unable to attend a BOARD meeting he or she may cast a written proxy vote for that meeting with any BOARD member who will be present. A BOARD member may vote with a maximum of two proxies.

ARTICLE IX ELECTIONS:

- Section 1. A STANDING NOMINATING COMMITTEE of one member from the BOARD OF DIRECTORS, and two members from the membership at large, shall be appointed by the PRESIDENT at the beginning of the new term of office. The appointed NOMINATING COMMITTEE shall submit for approval a single slate of proposed officers/directors to the BOARD at the October meeting, and the general membership will be notified by newsletter or by email. The annual election of officers/directors shall be held at the November general meeting. Additional nominations may be made from the floor at the time of the annual election before the initial vote.
2. The officers/directors of WASH shall be elected by a vote of a quorum present at the annual elective meeting and shall continue in office one year or until the next annual election.
3. A majority of all votes cast at the annual election shall be necessary to elect candidates to office.
4. A tie vote for any one office shall necessitate a re-election for that one office.

5. Any vacancy in office shall be filled by special election during a regular meeting or by mail ballot. To act on a motion or vote by mail ballot, a quorum of at least one-fifth of the total membership shall be required.
6. Newly elected officers/directors will assume their duties at the January BOARD OF DIRECTORS meeting. New officers/directors shall preside at the first general meeting of the new fiscal year.

ARTICLE X FISCAL YEAR:

- Section 1. The WASH fiscal year shall commence January 1 of each calendar year. The Board of Directors may require a periodic audit of the WASH accounts. The TREASURER shall report the annual financial statement at the January BOARD OF DIRECTORS meeting and also at the February membership meeting.

ARTICLE XI AMENDMENT OF CONSTITUTION AND BY-LAWS:

- Section 1. The CONSTITUTION AND BY-LAWS OF WASH may be amended by the affirmative vote of two thirds of a quorum at any general meeting of WASH, provided that the changes have been approved by five or more members of the BOARD OF DIRECTORS and that the members will have been notified in advance.

ARTICLE XII DISSOLUTION OF WASH CORPORATION:

- Section 1. WASH shall use its funds only to accomplish the objectives and purposes specified in the CONSTITUTION AND BY-LAWS and no part of said funds shall inure or be distributed to the members of the corporation. On dissolution of WASH, any funds remaining shall be distributed to one or more charitable, educational or philanthropic organizations to be selected by the BOARD OF DIRECTORS. A notice of dissolution of WASH shall be sent to the California Secretary of State in regard to the Charter of Incorporation of March, 1981.

ARTICLE XIII PARLIAMENTARY AUTHORITY:

- Section 1. The rules contained in the current edition of ROBERTS' RULES OF ORDER shall govern WASH in all cases to which they are applicable and in which they are not inconsistent with this CONSTITUTION AND BY-LAWS and any SPECIAL RULES OF ORDER which WASH may adopt.