

**BYLAWS**

**OF**

**NORTHWEST WATERCOLOR SOCIETY**

**As approved by the NWWS board March 1, 2023**

I.

**OFFICE**

1. Registered Office and Registered Agent. The registered office of the Northwest Watercolor Society (the "Corporation" or "NWWWS") shall be located in the state of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.
2. Other Offices. The Corporation may have other offices within or outside the state of Washington at such place or places as the Board of Directors may from time to time determine.

II.

**MEMBERS**

2.1 **Classes of Members:** NWWWS shall initially have seven classes of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws. Where membership qualifications entail point accrual, the Corresponding Secretary will track all Members' points recorded by the data base manager. The Corresponding Secretary will communicate with applicants for Signature and Gold Medal Fellowship Membership upgrades, relying on eligibility verification by database manager, creating and providing certificates of this award when appropriate.

(a) **Signature Membership:**

Membership Requirements: An applicant for Signature Membership must be a Member in good standing, with membership dues paid for all years from the time of the first acceptance into an NWWWS exhibition to the time the last qualifying painting was accepted into an NWWWS exhibition. Dues may be retroactively paid to fulfill this requirement.

For eligibility as a Signature Member, the applicant must qualify in one of two categories:

- (i) Must have been accepted into and exhibited in two or more NWWWS Annual International Open Exhibitions (effective 1992 onward).
- (ii) Must have been accepted into and exhibited in two NWWWS Waterworks Membership Exhibitions and in one NWWWS Annual International Open Exhibition.

The applicant is responsible for submitting proof of acceptance in the required exhibitions to the corresponding secretary of NWWWS. Documentation, such as catalogs or other photocopied evidence, must accompany the application. A onetime application fee, set by the Board, must accompany the documentation and the application. There are no time constraints as to when an individual may apply.

Only Signature Members whose dues are current and have remained consistently current since achieving signature status may use the initials NWWWS after their painting signature and may incorporate their Signature Membership status into promotion and publicity of any type. Should Signature Membership status lapse, a written request for reinstatement should be sent to NWWWS and lapsed dues must be paid before reinstatement will occur.

Voting Rights: Signature Members have voting rights.

(b) **Gold Medal Fellowship (GMF) Membership.**

Membership Requirement: Any Signature Member in good standing may apply to become a Gold Medal Fellowship Member. To be eligible for GMF membership, a Signature Member must acquire 5 or more points based on the following point system:

- (i) Annual International Open Exhibition:
  - (1) First Place Award 5 points
  - (2) Second Place Award 4 points
  - (3) Third Place Award 3 points
  - (4) Any Award 2 points
  
- (ii) Waterworks Membership Exhibition:
  - (1) First Place Award 3 points
  - (2) Second Place Award 2 points
  - (3) Third Place Award 1 point

If a non-Signature Member receives any award in an NWWWS Annual International Open Exhibition (AIOE) or NWWWS Waterworks Exhibition, his/her award will receive no points that will apply towards the GMF. A Member must first be a Signature Member for award points to count towards the GMF, except that if a non-Signature Member has:

- i) already obtained point(s) towards Signature Membership (needing only 1 point from an NWWWS Annual International Open Exhibition (AIOE) or from an NWWWS Waterworks

Exhibition);

- ii) is accepted into said exhibition qualifying him/her for Signature Membership; and
- ii) receives an award, he/she may apply the points from this award toward this membership by becoming a Signature Member at this time.

NWWS will not extend award points to Signature Members from any NWWS Exhibitions held before this membership was created (December 4, 2013). For GMF, a Member must also have at least 3 points from an NWWS Annual International Open Exhibition (AIOE). The call letter designation for a Gold Medal Fellowship Member will be: NWWS-GMF.

Voting Rights: GMF Members have voting rights.

**(c)Lifetime Sustaining Membership:**

Membership Requirement: Any Member who accumulated 30 years of membership in the Corporation at any level of membership prior to June 1, 2008 are accorded status as a Lifetime Sustaining Member and do not have to pay dues to maintain her/his membership nor pay the entry fee to either the NWWS Annual International Open Exhibition (AIOE) or the Annual Waterworks Membership Show.

Voting Rights: Life Members have voting rights.

**(d)Honorary Membership:**

Membership Requirements: Honorary Membership may be offered at the discretion of the Board to those who have demonstrated interest in NWWS either as a patron or technical advisor. An Honorary Member does not have to pay yearly dues or an entry fee to the NWWS Annual International Open Exhibition (AIOE) or the Annual Membership Show.

Voting Rights: Honorary Members do not have voting rights.

**(e)Associate Membership:**

Membership Requirement: Any person over the age of eighteen and who pays the yearly membership dues set by the Board of Directors and submits an application on the form prescribed by the Board will be an Associate Member.

Voting Rights: Associate Members have voting rights.

**(f) Student Membership:**

Membership Requirement: Any person under the age of 25 with a current college ID card and who pays yearly membership dues will be a student member.

Voting Rights: Student Members have voting rights.

2.2 Dues. Initiation fees and dues for each class of membership shall be set by the Board of Directors. Non-payment of dues for at least three (3) consecutive months shall automatically terminate membership, except as otherwise provided by the Board of Directors. An individual whose membership has been terminated by reason of nonpayment of dues will have his or her membership reinstated upon payment of the current year's dues.

2.3 Privileges. All members in good standing may participate in all activities of NWWWS and will be eligible to serve on any position on the Board of Directors, except as otherwise provided in these Bylaws. Any Member whose dues are current or who pays membership dues at the time of the show entry may submit digital images to the NWWWS Annual International Open Exhibition at a reduced entry fee specified by the Board. In addition, any Member whose dues are current may enter and submit digital images to the NWWWS Annual Waterworks Membership Exhibition. Membership does not ensure acceptance into the Annual International Open Exhibition (AIOE) or the Annual Waterworks Membership Exhibition. The number of entries allowed for submission in the exhibitions will be determined by the Board.

2.4 Voting Rights. Each Member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue. Members shall have the right to elect the Officers of the Corporation and any other matter submitted to the Members by the Board. Each Member entitled to vote at an election of the Officers may cast one vote for as many persons as there are Officers to be elected and for whose election such Member has a right to vote.

2.5 Information Rights. Each Member shall have the inspection and information rights set forth in RCW 24.03A.15 through .225.

2.6 Termination of Membership. A member's membership in the Corporation may be terminated (i) by such member, upon written notice to the Board of Directors of the Corporation; (ii) by the 2/3 vote of the Board of Directors; or (iii) otherwise in accordance with the terms of RCW 24.03A.375 or these bylaws.

2.7 Transfers of Membership. No Member may transfer their membership in the Corporation.

2.8 Standing Committees. The Society may have the following standing Member committees, which shall be comprised of Members and convened or dissolved at the discretion of the Board:

- (a) Awards – 1 or more people to procure awards for exhibitions
- (b) AZR Critique Group – 1 or more people to run the critique group
- (c) Database Manager – 1 or more people to organize and manage the NWWWS database
- (d) Exhibitions – 1 or more people for each exhibition to manage the exhibition process. Each Exhibition committee shall have its own Chair for the purposes of Section 4.2.
- (e) Marketing – 1 or more people to manage all marketing materials, promotions and website communications
- (f) Membership – 1 or more people to seek and reach out to new members
- (g) Newsletter – 1 or more people to publish a bi-monthly newsletter
- (h) NWWF Foundation – 1 or more people to represent the NWWWS Foundation at Board meetings
- (i) PaintOut – 1 or more people to procure the venue and manage paint outs
- (j) Procurer of Instructors/Jurors – 1 or more people to procure jurors and instructors via contract for exhibitions
- (k) Programs – 1 or more people to procure speakers for monthly meetings
- (l) Public Relations/Social Media – 1 or more people to post activities of NWWWS on media sites
- (m) Venues – 1 or more people to secure venues for exhibitions
- (n) Volunteer Coordinator – 1 or more people to enlist volunteers for tasks of Committees

- (o) Workshops – 1 or more people to coordinate workshops and entrants
- (p) Website Liaison – 1 or more people to manage the website and act as liaison between the webmaster and the Board

2.9 General Committees. The Corporation may have the following general Member committees, which shall be comprised of Members and convened or dissolved at the discretion of the Board:

- (a) Collections of Permanent Art – 1 or more people to maintain purchased art from exhibitions to Fred Hutchinson permanent collection
- (b) Community Art – 1 or more people to place art in public places
- (c) Digital Curators – 1 or more people to monitor submissions to exhibitions
- (d) Greeter – 1 or more people to welcome attendees to in-person events
- (e) Historical Records – 1 or more people to record and store documentation of society's activities
- (f) Hospitality – 1 or more people to greet members and procure refreshments at general meetings
- (g) Plein Air – 1 or more people to set a schedule and location of painting sites
- (h) Video Technician – 1 or more people to set up AV equipment at monthly meetings
- (i) Website – 1 or more people to post and manage content on NWWWS on website

2.10 Other Member Committees; Committee Chairs. The Board may, in its discretion, establish additional Member committees and appoint members to such committees. The Board of Directors shall elect a person or persons to serve as the chair or co-chairs of each committee. The chair and/or co-chair of each committee shall serve a term of one (1) year, beginning at the start of the membership year.

## SECTION III

### MEMBERS' MEETINGS

3.1 Meeting Place. All meetings of the members shall be held at the registered office of the Corporation, or at such other place as shall be determined from time to time by the Board of Directors, and the place at which any such meeting shall be held shall be stated in the notice of the meeting.

3.2 Annual Meeting Time. The annual meeting of the members for the election of the Officers and for the transaction of such other business as may properly come before the meeting, shall be held each year in May, at the NWWWS May regular meeting of the members.

3.3 Regular Meetings. By resolution, the Board of Directors may specify the date, time and place for the holding of regular meetings of the members without notice other than by providing each Member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten (10) days prior to the next succeeding regular meeting and at any time when requested by a member. Regular meetings will be held the fourth Tuesday of every month except for the months of November, December, July and August, unless otherwise determined by the Board.

3.4 Special Meetings. Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by the President, Board of Directors, or by at least ten (10) members.

3.5 Notice of Meetings. Notice stating the place or online venue, day, and hour of the annual meeting and, in the case of a special meeting, also stating the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered not less than ten (10) days nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, Board of Directors or persons calling the meeting, to each Member entitled to vote at such meeting. Notice of regular meetings other than the annual meeting shall be made by providing each Member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten (10) days prior to the next succeeding regular meeting and at any time when requested by a member.

3.6 Waiver of Notice. The notice requirements specified above may be waived by any Member who is entitled to receive such notice, if such waiver is made in writing and signed by the Member entitled to such notice, whether before or after the time stated therein for the meeting.

3.7 Voting. A Member may vote in person, by mail, or by electronic transmission (including via the Corporation's online form). If members will be voting on the election of Officers, or will be voting on a proposal, the vote may be taken by mail or by electronic transmission if the name of each candidate and the text of each proposal to be voted

upon are set forth in a record accompanying or contained in the notice of the meeting. An election may be conducted by electronic transmission if the Corporation has designated an address, location or system to which the ballot may be electronically transmitted and the ballot is electronically transmitted to such designated address, location, or system, in an executed electronically transmitted record. Members voting by mail or electronic transmission shall be deemed present for all purposes of quorum, count of votes, and percentages of total voting power present.

3.8 Quorum. One-tenth (1/10) of the members entitled to vote represented at a meeting in person or by proxy or electronic means shall be necessary and sufficient to constitute a quorum for the transaction of business.

3.9 Action by Members Without a Meeting. Any action required or permitted to be taken at a meeting of the members, may be taken without a meeting if (i) a consent in the form of a record setting forth the action so to be taken, is executed by all of the members, or all of the members of the committee, as the case may be before such action is taken, or (ii) if a ballot is provided to every Member entitled to vote on the matter. Such consent shall have the same effect as a unanimous vote. A ballot submitted pursuant to this section must (a) be in the form of a record (which shall include an online form via the Corporation's website), (b) set forth each proposed action, (c) provide an opportunity to vote, or withhold a vote, separately for each candidate or proposed action, (d) indicate the number of responses necessary to meet the quorum requirements, (e) state the percentage of approvals necessary to approve each matter other than election of Directors; and (f) specify the time by which a ballot must be received by the membership corporation to be counted, which shall not be less than ten days after the ballot is delivered to the member. Approval by ballot pursuant to this Section of action is valid only when the number of ballots returned equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Any such action may also be ratified after it has been taken, either at a meeting of the members or by unanimous consent in the form of a record.

3.10 Attendance by Communications Equipment. Members may participate in a meeting of members by means of any communications equipment that enables all persons participating in the meeting to hear each other simultaneously during the meeting. A Member who participates in a meeting by such means is deemed to be present at such meeting.

## **SECTION IV**

### **BOARD OF DIRECTORS**

4.1 Powers. The management of all the affairs, property and interests of the Corporation shall be vested in a Board of Directors. In addition to the powers and

authorities expressly conferred upon it by these Bylaws, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts.

4.2 Number and Term. The Board of Directors shall consist of no less than three Directors, including the following persons who shall serve as voting Directors:

- (i) the Officers elected by the members pursuant to Section V,
- (ii) the chairs of each Standing Committee described in Section 2.8,
- (iii) the chair of the Advisory Board, and
- (iv) any past presidents of the Corporation who have indicated their willingness to continue serving.

Each Director serving as an Officer of the Corporation or a Standing Committee chair or co-chair shall serve on the Board for their respective term as an Officer or chair or co-chair; provided, however that an individual term for any such position shall be for one year. Each Director on the Board that is not an Officer or chair or co-chair shall serve on the Board of Directors for one (1) year, such term to begin on the date of their appointment pursuant to this Section. The term of office of Directors shall expire at the next annual meeting of the Board following the annual meeting at which they are elected. At each annual meeting of the Board, Directors shall be elected for a term of one (1) year to succeed the Directors whose terms expire at such meeting. Directors may be reelected to subsequent terms following the expiration of their initial term. The number of Directors may at any time be increased or decreased by resolution of the Board of Directors, but no decrease in the size of the board shall have the effect of shortening the term of any incumbent Director. For the avoidance of doubt, any removal or resignation in accordance with Sections 4.18 or 4.19 shall not be deemed to be a decrease in the board size; rather, removals and resignations shall create vacancies to be filled pursuant to Section 4.5 .

4.3 Qualifications. Each Director must be at least eighteen (18) years of age.

4.4 Honorary and Ex Officio Directors. The Board of Directors shall include the following as honorary and ex officio Directors: (i) the chair of each general committee described in Section 2.9 and (ii) any other individuals appointed by the Board. Honorary and ex officio Directors shall be entitled to attend all meetings of the Board of Directors, but shall have no vote and shall not be included in the determination of whether a quorum is present.

4.5 Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining Board of Directors, even though less than a quorum of the Board of Directors.

A Director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

4.6 Annual Meeting. The annual meeting of the Board of Directors of the Corporation, for the transaction of such business as may properly come before the meeting, shall be held each year without notice preceding the Annual Meeting of members.

4.7 Regular Meetings. Regular meetings of the Board of Directors or of any committee designated by the Board of Directors may be held at such place or places, either within or without the state of Washington, as the Board of Directors may from time to time designate by resolution of the Board of Directors, without notice other than the delivery of a copy of such resolution to each Director prior to the first regular meeting held pursuant to such resolution.

4.8 Special Meetings. Special meetings of the Board of Directors or any committee designated by the Board of Directors may be called at any time by the President, Secretary, upon written request by any two Directors or, in the case of a committee meeting, by the chairman of the committee. Such meetings shall be held at the registered office of the Corporation or at such other place or places as the person or persons authorized to call the meeting may from time to time designate.

4.9 Notice. Notice of special meetings of the Board of Directors or of any committee designated by the Board of Directors shall be given to each Director at least three (3) days' prior to the meeting either orally or in the form of a record. Oral notice may be communicated in person, by telephone, or wire or wireless equipment which does not transmit a facsimile of the notice and is effective when communicated in a comprehensible manner. Notice in the form of a record shall be provided in accordance with Section VIII below. The notice need not specify the business to be transacted at, nor the purpose of, the meeting.

4.10 Quorum. One-third of the whole of the Board of Directors or a majority of members on any committee designated by the Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice; provided, however, that the meeting may continue without quorum if no business is voted on during such meeting.

4.11 Waiver of Notice. Attendance of a Director or a committee Member at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice executed by the Director or Directors, whether before or after the time stated for the meeting in the form of a record, shall be equivalent to the giving of notice. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the waiver of notice of such meeting.

4.12 Registering Dissent. A Director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the Directors dissent or abstention is entered in the minutes of the meeting or unless the Director shall deliver a dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall deliver such dissent or abstention to the Secretary of the Corporation immediately after the adjournment of the meeting which dissent or abstention must be in the form of a record. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

4.13 Executive and Other Committees. The Board of Directors may appoint, by resolution of a majority of Directors then in office, from time to time, from its own number, standing or temporary Board committees consisting each of no fewer than two (2) Directors. A person who is not a Director may be appointed to a committee, provided, however, that any non-Director shall not be a voting Member of such committee unless such committee is strictly advisory in nature and has no delegated authority of the Board of Directors. Such committees may be vested with such powers as the Board may determine by resolution except that no such committee shall have the authority to:

- (a) amend, alter or repeal these Bylaws;
- (b) elect, appoint or remove any Member of any such committee or any Director or Officer of the Corporation;
- (c) amend the Articles of Incorporation;
- (d) adopt a plan of merger or adopt a plan of consolidation with another corporation;
- (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Corporation other than in the ordinary course of business;
- (f) authorize the voluntary dissolution of the Corporation or revoking proceedings therefor;
- (g) adopt a plan for the distribution of the assets of the Corporation; or
- (h) amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

All Board committees so appointed shall report to the Board of Directors the transactions of their meetings and the Board of Directors shall cause such reports to be recorded in books kept for that purpose in the office of the Corporation. The designation

of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any Member thereof, of any responsibility imposed by law.

4.14 Executive Committee. The Society shall have an Executive Committee consisting of the current Officers and two past presidents. Subject to Section 4.13, the Executive Committee is authorized to exercise all the authority of the Board of Directors between Board meetings. The President or a majority of the Executive Committee may call meetings of the Executive Committee.

4.15 Nominating Committee. The Board of Directors may appoint a Nominating Committee or Volunteer Recruitment Coordinator whose term of office shall be one year. The Committee or Coordinator, if appointed shall select at least one (1) nominee for each office and chair/co-chair position and submit its report at the Board meeting in the month of April. The committee or slate of nominees must be approved by the Board. If no Nominating Committee or Volunteer Recruitment Coordinator is appointed, the Board shall be responsible for selecting nominees.

4.16 Remuneration. No stated salary shall be paid Directors, as such, for their service, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board; provided, that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

4.17 Loans. No loans shall be made by the Corporation to any Director, nor shall any Director make any loans to the Corporation.

4.18 Resignation. A Director may resign at any time by delivering written notice to the President, the Secretary or the Board of Directors at the registered office of the Corporation, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or, if time is not specified, upon delivery thereof.

4.19 Removal. Any Director may be removed from the Board of Directors or from any committee at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors then in office.

4.20 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Directors, or of a committee thereof, may be taken without a meeting if a consent in the form of a written record setting forth the action so to be taken, is executed by all of the Directors, or all of the members of the committee, as the case may be, before such action is taken. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after it has been taken, either at a meeting of the Directors or by unanimous consent in the form of a record. Such written consents may be signed in two or more counterparts, each of which shall be

deemed an original and all of which, taken together, shall constitute one and the same document.

4.21 Attendance by Communications Equipment. Members of the Board of Directors or any committee may participate in a meeting of the Board of Directors or committee by means of any communications equipment that enables all persons participating in the meeting to hear each other simultaneously during the meeting. A Director or committee Member who participates in a meeting by such means is deemed to be present at the meeting.

## **SECTION V**

### **OFFICERS**

5.1 Designations. The Officers of the Corporation shall be as follows:

- (a) President
- (b) Vice President
- (c) Recording Secretary
- (d) Corresponding Secretary
- (e) Treasurer

Any two or more offices may be held by the same person, except the offices of President and Recording Secretary.

5.2 Election of Officers. All Officers shall be elected for terms of one year. The President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer shall be elected by the members at the annual meeting. Such Officers shall hold office until their successors are elected and qualified. The President and Vice President must be Signature Members of the Corporation; provided, however, that if no Signature Member agrees to become the President and/or Vice-President, the President and/or Vice President may be selected from the Associate Members who have served as a committee chairperson or Officer at least one year.

5.3 The President. The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the Corporation, and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors. The President may sign deeds, mortgages, bonds, contracts or other instruments, except where the signing and execution thereof has been expressly delegated by the Board or these Bylaws to some other Officer or in some other manner.

5.4 Vice President. During the absence or disability of the President, the Vice President shall exercise all the functions of the President. Each Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors.

5.5 Recording Secretary. The Secretary shall issue notices for all meetings, except for notices of special meetings of the Board of Directors which are called by the requisite number of Directors, shall keep minutes of all Board meetings, shall have charge of the seal and the corporate books (unless otherwise delegated), and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors.

5.6 Corresponding Secretary. The Corresponding Secretary shall conduct all correspondence of the Corporation as requested by the President, and shall be responsible for responding to all applications for Signature and GMF Memberships, communicating with applicants and issuing certificates when eligibility is verified by database manager..

5.7 The Treasurer. The Treasurer shall (a) have charge and custody of all moneys and securities of the Corporation, (b) keep regular books of account, (c) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever and deposit all such moneys in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws, (d) shall render to the Board of Directors from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the Corporation, and (e) shall perform such other duties as are incident to the office or are properly required by the Board of Directors.

5.8 Delegation. If any Officer of the Corporation is absent or unable to act and no other person is authorized to act in such Officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such Officer to any other Officer or any Director or any other person it may select.

5.9 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

5.10 Other Officers. The Board of Directors may appoint such other Officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

5.11 Loans. No loans shall be made by the Corporation to any Officer, nor shall any Officer make any loans to the Corporation.

5.12 Term – Removal. The Officers of the Corporation shall hold office until their successors are chosen and qualified. Any Officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.13 Resignation. An Officer may resign at any time by delivering written notice to the President, the Secretary or the Board of Directors at the registered office of the

Corporation, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof.

## **SECTION VI**

### **ADVISORY BOARD**

The Board of Directors may appoint an Advisory Board of two or more persons to provide advice and assistance to the Board. Members of the Advisory Board may be invited to meetings of the Board of Directors, at the discretion of the Board of Directors. The Board of Directors shall appoint one Advisory Board member to serve as Chair of the Advisory Board. The Chair of the Advisory Board shall be entitled to vote and exercise other powers of a Director of the Corporation. The other advisory board members shall not be entitled to vote or exercise other powers of a Director of the Corporation; provided, however, to the extent permitted by law, members of the Advisory Board shall be entitled to the same limitations on liability and rights to indemnification as Directors of the Corporation. The Board of Directors may determine by separate resolution the operational rules that shall govern the Advisory Board. The Board may remove Advisory Board members at any time, with or without cause.

## **SECTION VII**

### **DEPOSITORIES**

The moneys of the Corporation shall be deposited in the name of the Corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

## **SECTION VIII**

### **NOTICES**

Except as may otherwise be required by law, any notice to any Director or Member may be provided in the form of a record, either in a tangible medium or by electronic transmission.

Notice provided in a tangible medium may be transmitted by mail, private carrier, personal delivery, telegraph or teletype, or telephone, wire, or wireless equipment that transmits a facsimile of the notice. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the Corporation, postage prepaid. Other forms of notice in a tangible medium described in this paragraph are effective upon receipt.

Notice may be provided by electronic transmission. If notice is sent by electronic transmission, the notice is effective when (1) it is electronically transmitted to an address, location or system designated by the Director or member, and (2) it is in a form capable of being processed by such system.

## **SECTION IX**

### **INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS**

The Corporation shall indemnify its Officers, Directors, employees and agents to the greatest extent permitted by law or as otherwise provided in the Articles of Incorporation. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as an Officer, employee or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

## **SECTION X**

### **BOOKS AND RECORDS**

The Corporation shall keep at its registered office, its principal office if in Washington, or at its Secretary's or Database Manager's office if in Washington, the following documents in the form of a record: (1) current articles and bylaws; (2) list of members, including names, addresses, and classes of membership, if any; (3) correct and adequate statements of account and finances; (4) list of Officers' and Directors' names and addresses; and (5) minutes of the proceedings of the members, if any, the Board.

Each committee chair shall keep records relating to the activities of its committee. At the end of each membership year, each committee chair shall provide such records to the database administrator.

## **SECTION XI**

### **ACCOUNTING YEAR**

The accounting year of the Corporation shall be the twelve months ending December 31.

## **SECTION XII**

### **DISSOLUTION**

Article IV in the Articles of Corporation of the Northwest Watercolor Society states that “This corporation shall not engage in business for profit; and upon any distribution of assets on dissolution or final liquidation, the net assets shall be distributed to one or more non-profit corporations or education foundations devoted to the arts, as decided by the Board of Directors; and no member, Officer or Director shall in any event receive any distribution of assets.”

### **SECTION XIII**

#### **AMENDMENTS AND FUNDAMENTAL TRANSACTIONS**

The Board of Directors shall have power to make, alter, amend and repeal the Bylaws of this corporation.

A majority of the Board of Directors then in office shall have the power to undertake any (i) merger, (ii) domestication or conversion, (iii) disposition of assets, (iv) dissolution of the Corporation or (v) amendment of the Corporation’s articles of incorporation without the approval of the members; provided, however, that any such transaction shall be compliant with the requirements of RCW 24.03A.640 – 960, as applicable.

### **SECTION XIV**

#### **CONFLICTS OF INTEREST**

The Board of Directors may adopt policies and procedures regarding conflicts of interest and ethics. Any such policies and procedures shall be consistent with the provisions of RCW 24.03A.615 and other applicable requirements of State and Federal Law.

Adopted by resolution of the Corporation’s Board of Directors on    March  
1      , 2023.

Peggy Willett, Recording Secretary

