

BY-LAWS
SOUTHERN ARIZONA WATERCOLOR GUILD, INC.

ARTICLE I – NAME AND PURPOSE

Section 1-1. The corporation shall be known as Southern Arizona Watercolor Guild, Inc. (hereinafter called SAWG) based in the City of Tucson, County of Pima, and State of Arizona.

Section 1-2. The corporation shall have and continuously maintain in the State of Arizona a statutory office and a statutory agent whose office is identical with such statutory office. The address of the statutory office may be changed from time to time by the Board of Directors.

Section 1-3. This association is organized exclusively for educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954 or corresponding section of any future Federal tax code.

Section 1-4. Notwithstanding any other provision of these articles, SAWG shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under section 501 (c)(3) of the Code or (b) by a corporation contributions to which are deductible under section 170 (c)(2) of the code.

Section 1-5. SAWG has as its primary purpose the advancement and development of watercolor as an important painting medium and to achieve that objective shall provide for its members and interested supporters in the community as many educational and cultural benefits as are deemed desirable. Therefore, SAWG shall provide a program each year that shall include activities such as shows and exhibits, student scholarships, workshops, study groups, demonstrations by artists of recognized stature, and meetings designed to stimulate interest in water media art.

ARTICLE II – MEMBERSHIP

Section 2-1. Qualification: All individuals interested in promoting the purposes of SAWG or who indicate a desire to participate in SAWG activities shall be eligible for membership by application and payment of dues.

Section 2-2. Classification. SAWG shall have several classes of Membership, including (1) Student Member, (2) Member, (3) Juried Member, (4) Signature Member, (5) Saguaro Fellow, (6) Honorary Member, and (7) Patron.

Section 2-2-A. Student Member: This class is available to any currently enrolled, full-time student age eighteen (18) or older. A Student Member may participate in all SAWG functions and exhibitions, except those requiring Signature status, but shall not hold office, shall not vote and shall not chair a committee. Student Members may pay reduced dues.

Section 2-2-B. Member: This class may be applied for at any time. Members may vote and participate in all SAWG sponsored activities and shows, except those requiring Signature status, and may serve in any capacity except as noted in Section 3-1-A.

Section 2-2-C. Juried Member: This class is attained by a Member when accepted into two of the SAWG designated juried shows. Juried Members shall have all the rights, privileges and obligations of Members.

Section 2-2-D. Signature Member: This class is earned by a Juried Member who has been accepted in five (5) SAWG designated juried shows in addition to the designated shows used to obtain Juried Member status. Signature Members shall have all the rights, privileges and obligations of Juried Members, may participate in shows requiring Signature status, and use the SAWG initials after his or her signature on paintings.

Section 2-2-E. Saguaro Fellow: This status is earned by a Signature Member who is accepted into five additional juried shows; at least one of these five must be from either the American Watercolor Society (AWS) or the National Watercolor Society (NWS), and four may be additional SAWG designated juried shows. A Saguaro Fellow shall have all the rights, privileges, and obligations of a Signature Member.

Section 2-2-F. Honorary Member: Honorary members shall be invited to this class of membership by the President, with approval of the Board of Directors. To qualify for this classification a member shall be either a water media artist of outstanding talent and recognition or one who has made an exceptionally significant contribution to SAWG, or to the community in the advancement of water media. Honorary members shall pay no dues, and they shall have all the rights and privileges of their current class of SAWG membership.

Section 2-2-G. Patron: Patrons shall be invited to this class by the SAWG President, subject to Board of Directors approval. Patrons need not be artists, but should have demonstrated an active interest in the arts and in furthering the cultural and educational objectives of SAWG. They shall have made a significant financial or other contribution in support of SAWG. They shall pay no dues, nor may they hold office or vote.

Section 2-3. Fiscal Responsibilities of Members.

Section 2-3-A. Dues: The membership year runs concurrently with the fiscal year, from June 1 through May 31. Dues shall be payable on or before the beginning of each fiscal year.

Section 2-3-B. Assessments: Assessments, beyond regular dues, may be levied only in the event that dues prove to be inadequate to sustain the quality of the programs desired by SAWG. Assessments may be levied upon action of the Board of Directors and approval of two-thirds (2/3) of the Membership present at any scheduled meeting, providing notice has been given to the Membership at least two weeks before the meeting and a quorum is established. Patrons and Honorary Members pay no assessments.

Section 2-3-C. Lapsed Membership: A member whose membership has lapsed beyond one year must pay a late fee in addition to annual dues. Reinstated status is at the discretion of the Board of Directors.

Section 2-4. Member Meetings: General membership meetings shall be held monthly from September through May during the fiscal year.

Section 2-4-A. Annual Membership Meeting: The purpose of the Annual Membership Meeting is to elect officers for the coming year beginning June 1 and to transact other general SAWG business. An annual report from the President is presented to the membership.

Section 2-4-B. Quorum: A quorum shall be comprised of ten percent of the current voting membership.

Section 2-4-C. Place: The place for all monthly meetings, annual meeting, and any special meetings shall be designated by the Board of Directors.

Section 2-4-D. Notice: Notice of the date, time, and place of all members meetings shall be announced in SAWG newsletter issues immediately preceding the meeting. The notice shall include the purpose or purposes of any meeting.

Section 2-4-E. Special Members Meetings: Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth (1/10) of the members having voting rights. Notice of the purpose of the meeting shall be in writing, sent by regular mail or e-mail, not less than ten (10) days nor more than fifty (50) days before the meeting.

ARTICLE III – OFFICERS

Section 3-1. Elected Officers: The officers shall include President, Vice President of Programs, Vice President of Exhibits and Shows, Recording Secretary, Treasurer, and Immediate Past President.

Section 3-1-A. Qualifications: A candidate for elected office must be a member in good standing for at least a year and must demonstrate sufficient willingness and ability to fulfill the position as determined by the nominating committee.

Section 3-1-B. Terms: The President and Vice Presidents may be elected to succeed themselves in the same office only once. All other elected officers may serve indefinitely. Term of office begins on June 1 and ends on May 31 of the following year.

Section 3-1-C. Vacancies: If the President is unable to complete the term of office, the Vice President of Programs will fulfill the remainder of the President's term. If any other elected officer is unable to fulfill their term, the Board of Directors shall appoint a replacement for the remainder of the term.

Section 3-2. Duties of Officers: (See the SAWG Policies and Procedures Manual for additional information regarding the roles of elected Officers)

Section 3-2-A. President: The President shall be the chief executive officer of SAWG and shall perform all duties usually incident to the office in similar organizations. The President shall be the presiding officer at all membership and Board of Directors meetings and may call any other meetings deemed necessary. Additional duties of the President include facilitating long range planning, signing all SAWG contracts, having the authority to sign checks in the absence of the Treasurer, approving any expenditure up to \$500.00 with Board oversight required on expenditures exceeding \$500.00, and preparing an Annual Report to the membership for the Annual Membership Meeting in the spring. The President may convene an Executive Committee made up of the elected officers and the immediate Past President whose function would be to discuss issues of import to the membership, to provide guidance to the President in SAWG matters, and to prepare an agenda for the monthly Board of Directors meetings.

Section 3-2-B. The Vice President of Programs: The duties of the Vice President of Programs include the planning and preparation for monthly SAWG meetings, serving as liaison to secure meeting space, supporting the work of chairs of those committees and appointments that relate directly to SAWG programs, and assisting the President when requested. In the temporary absence or disability of the President, the Vice President of Programs shall assume the duties of the President.

Section 3-2-C. The Vice President of Shows and Exhibits: The duties of the Vice President of Shows and Exhibits include responsibility for oversight of all SAWG Shows and Exhibits. This oversight includes appointing the Chairs of each SAWG show and exhibit and providing general management and support of their work. The Vice President of Shows shall convene a special committee and provide general management for the Western Federation of Watercolor Societies Annual Exhibition when hosted in Tucson.

Section 3-2-D. Recording Secretary: The Recording Secretary shall be responsible for minutes reflecting motions and votes taken at SAWG General and Special Membership Meetings, shall record minutes of the Board of Directors meetings, provide a year end copy of all approved minutes to the President and Historian, shall in the absence of the President and all Vice-Presidents preside at meetings of the Board of Directors, and shall perform all other duties normally incident to the office of Recording Secretary as prescribed by the Board of Directors.

Section 3-2-E. Treasurer: It shall be the duty of the Treasurer to have charge of all funds of the Corporation, maintain appropriate records, and to report to the Board of Directors cash balance on hand, receipts and disbursements, and shall perform such other duties usually incident to the office of Treasurer. The Treasurer shall provide a written annual report which shall be sent to the membership in advance of the September meeting.

Section 3-2-F. Past President: The Immediate Past President shall be available to provide historical continuity. The Past President shall work with the President and the Board of Directors as requested by the President.

ARTICLE IV – BOARD OF DIRECTORS

Section 4-1. Number: The Board of Directors shall consist of no less than 12 persons, including the elected officers, the immediate Past President, Standing Committee Chairs, and Appointed Positions. Ad Hoc Committee Chairs may be asked to become Board Members at the request of the Board of Directors. (See SAWG Policies and Procedures Manual for complete listing of Standing Committees and Appointed Positions and Ad Hoc Committees.)

Section 4-2. Duties: The Board of Directors shall be the governing body and shall have responsibility for, and power to act with respect to, all SAWG activities.

Section 4-3. Terms: The term for Committee Chairs and Appointed Positions serving on the Board of Directors shall be one year beginning June 1 and ending May 31 of the following year. Subsequent appointments are at the discretion of the presiding President.

Section 4- 4. Board of Directors Meetings:

Section 4-4-A. Quorum: A quorum for taking official action at any meeting shall be a majority of the total number of Directors.

Section 4-4-B. Annual Meeting: The purpose of the Annual Meeting of the Board of Directors is long-range planning of SAWG activities and programs. The date and time of the Annual Meeting shall be set by the President.

Section 4-4-C. Business Meetings: Meetings shall be held monthly from September through May. The dates and times of the meetings shall be set by the President.

Section 4-4-D. Special Meetings: Special meetings may be called by the President or upon request by any five members of the Board of Directors. The date and time may be established by the President or the five members of the Board of Directors who called the meeting.

Section 4-4-E. Notice: The Board of Directors may modify the program of monthly meetings with advance notice to the members.

Section 4-4-F. Informal Action: Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the directors.

Section 4-4-G. Proxies: At any meeting of the Board of Directors, an absent Director may vote by proxy. Any proxies shall be executed in writing, and a Director present at the meeting shall place the vote, provided a quorum is present.

ARTICLE V – STANDING COMMITTEES AND APPOINTED POSITIONS

Section 5-1. Standing Committee Chairs: The President, with the advice and approval of the elected officers and/or the Board of Directors, shall designate Chairs of Standing Committees to carry out SAWG activities, services, and programs. The Standing Committees may include Workshops, Scholarship, Publicity and Public Relations, Tech Support and Property, Paint-outs and Life Drawing, and Hospitality and others as needed.

Section 5-1-A. Chairs: The Chairs of the Standing Committees shall be appointed by and may be removed by the President. Chairs of Standing Committees shall serve on the Board of Directors.

Section 5-1-B. Duties: These Standing Committees shall have their responsibilities outlined in the SAWG Policies & Procedures Manual.

Section 5-1-C. Terms: There are no term limits for the Chairs of Standing Committee.

Section 5-2. Appointed Positions: The President, with the advice and approval of the elected officers and/or the Board of Directors, shall designate Appointed Positions to carry out SAWG activities, services, and programs. The Appointed Positions may include Corresponding Secretary, Membership Chair, Historian, Newsletter Editor, Data Manager, and Western Federation Delegate and others as needed.

Section 5-2-A. Appointed Positions: The Appointed Positions shall be designated by and may be removed by the President. Appointed Positions shall serve on the Board of Directors.

Section 5-2-B. Duties: These Appointed Positions shall have their responsibilities outlined in the SAWG Policies & Procedures Manual.

Section 5-2-C. Terms: There are no term limits for Appointed Positions.

ARTICLE VI – FISCAL MANAGEMENT

Section 6-1. Fiscal Year: The fiscal year of SAWG shall begin on June 1 and end on May 31 of the following year.

Section 6-2. Annual Report: The Treasurer shall provide a written annual financial report of the previous fiscal year to the membership at the September General Membership Meeting.

Section 6-3. Audit of the Treasurer: The total account shall be subject to audit by an audit committee appointed by the Board of Directors at any time upon the request of five or more members of the Board of Directors.

Section 6-4. Accounts: All accounts of the Corporation are required to be paid by corporate check or bank card. All monies due the Corporation are required to be paid or remitted to the Treasurer for deposit in the Corporation bank accounts.

Section 6-5. Fiscal Services: A CPA or an accounting firm may be contracted for providing such fiscal services as approved by the Board of Directors.

ARTICLE VII – BOOKS AND RECORDS

The corporation shall keep current and complete books and records of account. It shall keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors. It shall keep a record of the names and addresses of the voting members. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE VIII – CORPORATE SEAL

The Corporate Seal shall be provided by the Board of Directors and be kept by the President for use on official SAWG documents. The design shall be circular and inscribed with the name of the corporation – Southern Arizona Watercolor Guild, Inc.

ARTICLE IX – INDEMNIFICATION OF OFFICERS AND DIRECTORS

SAWG shall indemnify and hold harmless its existing and former Directors and Officers to the fullest extent allowed by law for any and all acts or omissions done or admitted to be done while engaged in, or acting on behalf of SAWG.

ARTICLE X – NONDISCRIMINATION

SAWG shall not discriminate against or deny any member or applicant for membership, employee or applicant for employment on the basis of race, color, creed, national origin, marital status, sex, sexual orientation, religion, mental or physical disability, or age in offering any services or activities provided by SAWG.

ARTICLE XI – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Arizona Nonprofit Corporation Act, or under the provisions of the Articles of Incorporation, or by the By-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII – CONFLICT OF INTEREST POLICY

Section 12-A. Conflict of Interest: No member of the Board of Directors or any SAWG committee or appointed representative, shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the SAWG. Each individual shall disclose to SAWG any personal interest that he or she may have in any matter pending before SAWG and shall refrain from participation in any decision on such matter. If a Director or any employee has a question about a possible conflict of interest, it is expected that they will seek the advice from the Board of Directors. (Refer to SAWG Policies and Procedures Manual for details of the Conflict of Interest Policy.)

Section 12-B. Purpose: The purpose of this policy is to ensure that the deliberations and decisions of SAWG are made in the interests of the community as a whole, and to protect the interests of SAWG when it is contemplating entering into a transaction or arrangement that might benefit the private interest of any officer, board member, committee member, representative or employee of SAWG. An interested person may not use his or her position with respect to SAWG, or confidential corporate information obtained by him or her relating to SAWG, in order to achieve a financial benefit for himself or herself or for a third person. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 12-B-1. Conflict of interest issues may arise from a variety of sources: secondary employment, personal business activities and investments, vendor relationships, etc. When these potential conflict of interest situations arise, they must be reported to the President of SAWG for discussion and resolution.

Section 12-B-2. In connection with any actual or potential conflicts of interest, an interested person must disclose the existence of his or her financial interest and all material facts to the directors and members of committees with Board of Directors-delegated powers concerning the proposed transaction or arrangement.

ARTICLE XIII – DISSOLUTION

Upon the dissolution of SAWG, the Board of Directors shall, after paying or making provisions for payment of all the liabilities of SAWG, dispose of all its remaining assets to such nonprofit organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as tax-exempt status under Section 501(c) (3) of the Code, or as described in the Articles.

ARTICLE XIV- AMENDMENTS AND ADOPTION

Section 14-1. Amendments: These Bylaws may be amended at any regular meeting of the Corporation by a two-thirds (2/3) majority of the voting members present, provided a quorum (10% of the voting membership) is established, and provided notice of the content of such amendment has been given by first class or electronic mail to the membership of the Corporation at least two weeks prior to the meeting.

Section 14-2. Adoption: These By-laws in their entirety shall become effective immediately upon adoption, and shall supersede all previous constitutions, by-laws or organizational documents governing the Southern Arizona Watercolor Guild, Inc.

I, _____, Recording Secretary of Southern Arizona Watercolor Guild, Inc., an Arizona nonprofit corporation, do hereby certify that the foregoing By-laws were duly adopted at an organizational meeting of said corporation by majority vote of the present voting members, there being a quorum, and held on the _____ day of _____, 2009, and that the same do constitute the By-laws of said corporation.

DATED this _____ day of _____, 2009

Recording Secretary