

BYLAWS
OF
CENTRAL COAST WATERCOLOR SOCIETY, INC.
(A California Public Benefit Corporation)

Article I. NAME

The name of this Corporation shall be **CENTRAL COAST WATERCOLOR SOCIETY, INC.**, alternatively referred to as **CCWS**.

Article II. OFFICE

The principal office for the transaction of the business of the Corporation is located at **350 Estuary Way, Grover Beach, California 93433**. The Directors may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

Article III. OBJECTIVES AND PURPOSES

This corporation is organized and operated exclusively for charitable purposes within The meaning of Section 501(c)(3) of the Internal Revenue Code. The specific purposes of This Corporation are to:

- A. Encourage appreciation and knowledge of the historical and evolving use of transparent and opaque watercolor and other watermedia by educating the public at open meetings with demonstrations, lectures, workshops and panel discussions.**
- B. Foster and encourage creative growth and activity in watercolor and watermedia by sponsoring at least one juried exhibit annually.**
- C. Engage in charitable activities and other educational services beneficial to the community.**
- D. To do all other acts and things reasonably related to the foregoing purposes.**

Article IV. NONPARTISAN ACTIVITIES

This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence

legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

Article V. DEDICATION OF ASSETS

The properties and assets of this nonprofit Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Member, officer or director of this Corporation. Upon dissolution, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article VI. MEMBERS

Section 6.01 Persons who are Members.

The Members of this Corporation shall consist of those persons and organizations who have complied with the requirements set forth in this Article, who have paid the requisite dues, and who have been enrolled as Members on the Membership roster. Membership categories are;

- (a) Membership shall be open to all persons, over age 18, interested in supporting the goals and objectives of the society.
- (b) Student membership is available for any member under age 25 with a current college identification card and whose yearly membership dues are paid.
- (c) Signature Membership
 - (1) Signature Membership shall be granted to currently active members of CCWS (dues paid) who have been accepted into three AQUARIUS shows within a 10-year period.
 - (2) Acceptance began with AQUARIUS 1998 and is not retroactive to earlier shows. The artist must apply and provide years of acceptance.
 - (3) Signature members are allowed to use the letters 'CCWS' after their signature on paintings.

6.2 Requirements for Membership.

- (a) Membership shall be granted upon payment of dues, payable January 1.
Dues become delinquent March 1.
- (b) Dues shall be set by the board, with the approval of the general membership.

(c) Each member has 1 vote beginning with the date of their paid membership.

6.3 Liability of Members.

A member is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

6.4 Termination of Membership.

The Board of Directors may, by a two-thirds (2/3) vote, remove a CCWS member whose activities are not in accordance with the purposes and policies of CCWS.

- (a) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation's records, setting forth the reasons for removal. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the removal.
- (b) The member being removed shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed removal. The hearing will be held by the board in accordance with the quorum and voting rules set forth in these bylaws.
- (c) Any person removed shall receive a prorated refund of dues already paid.

6.5 Meetings of Members.

Meetings shall be governed by Roberts Rules of Order, revised edition, unless otherwise stated in these bylaws. Majority rules unless otherwise stated in these by-laws.

Members shall be notified of any meeting dates and times and location by email unless otherwise stated in these bylaws.

6.6 Program Membership Meetings.

- (a) Monthly program meetings will be held to further our purposes. Notice of those meetings will be by press releases to the public, email notice or regular mailings to members.
- (b) There shall be regular monthly program membership meetings, except in December, at a time and place, determined by the Board of Directors.

6.7 Annual Meeting.

The October meeting shall be considered the Annual meeting for the purpose of election of Directors and any other business needing member voting. The treasurer will give the annual financial report and approved budget proposal.

6.8 Special Meetings of Members.

- (a) Special meetings of the membership may be called by the Board of Directors or 5% of the members**
- (b) No business may be transacted other than the business stated in the call. All members must be notified 10 days in advance of special meeting by mail or email, stating the topic, meeting location, date and time.**

6.9 Quorum of Members.

6.10 A quorum of 20 members plus the President or Vice President must be present to conduct business at membership program meetings and special membership meetings unless otherwise stated in these bylaws.

6.10.1 Each member has 1 vote, no proxies. Majority rules unless otherwise stated in these bylaws.

7 DIRECTORS

7.1 Powers and Rights.

- (a) Directors vote on all matters related to the legal and correct running of the CCWS unless otherwise stated in these bylaws. The Board of Directors adopt standing rules to further define duties of Directors and to facilitate the operation of CCWS.**
- (b) Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.**
- (c) The Directors may by authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument.**
- (d) Except as otherwise specifically determined by resolution of the Board of Directors or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by two of the three signatories, the treasurer, the president and a designed director, for any indebtedness over \$200.**
- (e) In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors considering the proposed transaction or arrangement. The remaining Directors shall decide if a conflict of interest exists and take action to meet 501 (c) (3) requirements. CCWS has adopted a conflict of Interest Policy. See attached.**

7.2 Number and Qualification of Directors.

The corporation shall have not fewer than 6 nor more than eleven (11) Directors, made up of elected Directors and the past president. Collectively they shall be known as the Board of Directors. The number may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws.

7.3.1 Election and Term of Office of Directors.

- (a) The Nominating Committee shall consist of three members to be elected from the floor at the August Membership Program Meeting.
- (b) The Nominating Committee shall select one or more candidates for each Office and Director(s) at Large. The offices are President, Vice President, Secretary, Treasurer, Membership Chairperson and Publicity Chairperson. All candidates shall be announced at the September membership program meeting.
- (c) At the October membership program meeting. Nominations from the floor shall be called for and voting takes place. Paper ballots shall be used in case of two or more nominees for any office. Otherwise election shall be by acclamation.
- (d) New Directors start at the November meeting.

7.4.1 Term of Office.

Each director shall hold office until the next annual meeting for election of the Board of Directors as specified in these bylaws.

7.4.2 Removal of Directors and Vacancies.

- (a) Any vacancy by death, resignation or removal of any director, occurring during the unexpired term of any officer may be filled by a majority vote of the remaining Directors of the Board. The replacement director shall serve until the next regular election.
- (b) Directors may be removed from the Board of Directors by two-thirds (2/3) vote of the Directors at a meeting at which a quorum is present.

- (c) **Directors can also be removed by vote of a majority of the members in attendance at a Special Membership meeting following the guidelines set forth in these bylaws.**

7.5 Board of Director Meetings.

- (a) **Meetings shall be governed by Roberts Rules of Order, revised edition, unless otherwise stated in these by laws.**
- (b) **Majority rules for any meetings of Directors unless otherwise stated in these bylaws.**
- (c) **Meetings shall be held at a time and place designated by the Board of Directors with notification to all Directors by email or phone.**
- (d) **From time to time miscellaneous meetings may be called or suspended by the Board of Directors or designated Committees, if deemed necessary, to carry out the various business activities required to meet the objectives stated in these bylaws**
- (e) **All Board of Director meetings are open to the general membership who shall be allowed to participate in discussions but voting shall be restricted to Directors only.**
- (f) **Members shall be notified of any change in regular meeting dates and times and location by email.**

7.7 Annual meeting.

The Annual meeting for membership will be held in October for the purpose of election of Board of Directors and transaction of other business.

7.8 Special Meetings of Directors.

Special meetings of the Board of Directors can be called by any director, giving five (5) days' notice by email or regular mail, quorum must be met, majority rules.

7.9.1 Quorum of Directors.

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law.

- 1) **A quorum of six (6) Directors must be present to conduct business at Board of Director meetings.**
- 2) **A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.**
- 3) **When a decision by the Board of Directors is needed at once and a meeting cannot be held the president may take a vote by telephone or email. Replies must be received from three-fourths (3/4) of the Directors and three-fourths (3/4) must vote in the affirmative for the proposal to carry. This procedure may only be used by the President in case of an emergency. Any action taken must be entered in the minutes of the next regular Board of Directors meeting.**

7.10 Fees and Compensation of Directors.

Directors shall not receive compensation for their services as such, but may receive such reimbursement of expenses as is authorized by resolution of the Board of Directors from time to time.

7.11 Committees of Directors.

Committees of Directors can only make recommendations to the Board

- (a) **Email notice of committees of Directors meetings shall be given to all committee members and all alternate members.**

Majority rules

8 OFFICERS

8.1 Co-officers.

Each of the positions may be filled by one officer or co-officers. Co-officers shall be considered as one voting member.

8.2 Board Assigned Duties.

All Directors will perform all duties which may be assigned by the Board related to their office.

8.3 Vacancy, Resignation, Removal of Officers.

All rules related to vacancy, resignation and removal of the Board of Directors apply to Officers.

8.4 Election of Officers.

Directors are elected to the offices of President, Vice President, Secretary and Treasurer, Membership Chairperson and Publicity Chairperson at the October annual meeting by the membership.

8.5 Duties and Responsibilities of Officers.

- (a) **President.** The president shall act as Chairperson of the Board and preside at all meetings and shall have the power to call special meetings with proper notification of the members: appoint chairpersons for all standing and special committees with Board approval, length of term to be determined by the Board: Appoint a committee (not including the treasurer) at the end of the fiscal year to audit the Treasurer's books: be an ex-officio member of all committees except the Nominating Committee. As the presiding officer, the President's voting power shall be limited to voting only to break a tie.
- (b) **Vice President.** The Vice President shall be Program Chair and shall assume the duties in the absence or disability of the President.
- (c) **The Recording/Corresponding Secretary.** The Recording/Corresponding Secretary shall:
 - (1) Keep a **Book of Minutes**, with the time and place, at whether program membership meeting, Board meeting or special meetings, and if special, who authorized, the notice given, the names of those present and the proceedings of such meetings.
 - (2) Write any letters required by the President or Board.

- (3) Ensure that the minutes of meetings and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the records.
 - (4) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
 - (5) Make minutes of meetings available to members at monthly meetings and upon request.
 - (6) See that a copy of the corporation's Articles of Incorporation and bylaws as amended to date is open to inspection and available to the members upon request.
- (d) **Treasurer.** The Treasurer shall:
- (1) Keep a book of accounts.
 - (2) Receive and account for all funds, assets and liabilities of the Corporation as prescribed by the bylaws, pay all bills upon approval of the Board, give a financial report at all business meetings, with copies to the President and to the Secretary.
 - (3) Exhibit at all reasonable times the books of accounts and financial records to any director or member upon request.
 - (4) Present a proposed budget to the Board for approval.
 - (5) Provide, at the Annual Membership meeting, the annual financial report and approved budget proposal.
 - (6) Keep names, addresses and email of all paid members and produce a roster of all members in good standing as of March 1.

Membership Chairperson shall.

Make membership roster available to the membership after March 1.

Provide hospitality to members, guests and all friends of CCWS at meetings and shows.

(f) **Publicity Chairperson.** The Publicity Chair is responsible for all publicity for the Society with special emphasis on the annual juried exhibition.

(g) **Board Members at Large.** The Board Members at Large shall assist the Board, assuming committee chairs whenever appropriate.

9. INDEMNIFICATION AND NONLIABILITY OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

9.1 Indemnification and Nonliability of Directors, Officers, Employees and Other Agents policy

CCWS has adopted an Indemnification and Nonliability of Directors, Officers, Employees and Other Agents policy. See attached.

9.2 Successful Defense by an Agent

CCWS will reimburse Directors, Officers, employees and other agents for legal expenses incurred in a lawsuit related to the performance of his/her duties;

- i) If that Director, Officer, employee or other agent wins the lawsuit.
- ii) If the Director, Officer, employee or other agent loses the lawsuit, he can still be reimbursed for legal expenses if the court approves the payment and finds that the Directors, Officers, employees and other agent was acting in good faith and in a manner he/she believed to be in the best interests of the corporation.
- iii) If the Board of Directors elects, by majority vote of a quorum consisting of Board members who are not parties to the proceeding, elect to make the determination that a Director, Officer, employee or other agent did act in a manner complying, as stated above,

9.3 Insurance.

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability under the provisions of this section.

10. RECORDS AND REPORTS

10.1 Maintenance and Inspection of Corporate Records, Articles and Bylaws.

- (a) The Corporation shall keep adequate and correct books and records of account, and minutes in written form of the proceedings of the Board of Directors along with the original or a copy of the Articles and bylaws as amended to date. All such records shall be kept at the principal residence of

the Secretary or at such other place as may be designated by resolution of the Board. Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

- (b) Make minutes of meetings available to members at monthly meetings and Articles of Incorporation and Bylaws available as requested.

10.2 Fiscal Year.

The fiscal year of the corporation shall begin on January 1 and end on December 31 of each year.

10.3 Dues.

(a) The annual dues payable to the corporation by members shall be adopted by the Board and approved by the membership at the annual members' meeting, a membership program meeting.

(b) Anyone joining within three months prior to the beginning of the fiscal year shall have membership extended through the following year.

10.4`Annual Report.

Not later than 60 days after the close of the Corporation's fiscal year, December 31, the Board shall cause an annual report to be prepared and distributed to all Directors. Such report shall contain any direct or indirect financial interest of Directors and any indemnifications to directors, current status and any changes in assets and liabilities, revenue and receipts, expenses and distributions, for the year. This report along with an approved budget proposal will be available to the membership.

10.5`Audit.

A Committee appointed by the President will audit the books and report to the Board and members at the February board meeting.

10.6`Annual IRS forms.

The Treasurer will prepare the annual information return(s) which it is required to file with the Internal Revenue Service.

11. CONSTRUCTION

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of this provision, the singular number includes the

plural, the plural number includes the singular, and the term “person” includes both a corporation and a natural person.

12. AMENDMENTS

- i) Amendments of the Articles of Incorporation and altered, amended, repealed, and new Bylaws may be adopted by presenting to the membership in writing by mail, or email with 10 days notice before a general meeting or special meeting.**
- ii) Majority vote of those members present, providing there is a quorum of 20 plus president or vice president shall be necessary for adoption of amendments of the articles of incorporation and altered amended, repealed, new bylaws.**
- iii) Any changes to the articles of Incorporation must meet 501 C) 3 requirements and must be filed with the proper authorities.**
- iv) Dissolution of the society may be adopted when the Board of Directors presents a resolution to the membership, in writing, by mail, or email. Members vote by mailing their vote. Two-thirds vote of the membership is needed for dissolution of the society.**

SECRETARY'S CERTIFICATE OF ADOPTION OF BYLAWS
OF
CENTRAL COAST WATERCOLOR SOCIETY, INC.

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of CENTRAL COAST WATERCOLOR SOCIETY, INC, a California nonprofit public benefit corporation.

2. That the foregoing bylaws constitute the bylaws of said corporation as adopted by the Directors of said corporation by unanimous written consent on April 26, 2016.

IN WITNESS WHEREOF, I have hereunto subscribed my name this _____ day of _____, 2016.

*

Secretary

BYLAWS
OF THE
CENTRAL COAST WATERCOLORSOCIETY, INC.

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