

Watercolor Art Society - Houston
First Amended and Restated Bylaws
Effective: June 1, 2023

PREAMBLE

These First Amended and Restated Bylaws amend, restate and replace in their entirety any prior Bylaws of the Corporation.

ARTICLE I
Name and Purpose

Section 1. This Corporation is known as the Watercolor Art Society - Houston (the "Society"). The Society was formed by the filing of Articles of Incorporation with the Secretary of State of the State of Texas on January 8, 1975, which was subsequently amended by the filing of a Certificate of Amendment on September 9, 1977 (collectively and as hereafter amended, the "Articles"). The Society's principal office is in Houston, Texas. The Society may also have an office or offices at such other place or places, within or without the State of Texas, as the Board of Directors (the "Board") may designate from time to time, or the business of the Society may require.

Section 2. Purpose

Part 1. The Society is organized and will be operated exclusively for charitable purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Code. Subject to the foregoing, the Society's purposes include, but are not limited to, any purposes set forth specifically in its Articles.

Part 2. The Society's mission is to further the cause and interest in watercolor art through teaching, programs, demonstrations, outreach and exhibitions. Watercolor art is accepted as the use of at least 80% water-soluble medium.

Part 3. To further the Society's purposes and mission, the Society will have and exercise all of the powers conferred by the provisions of the Texas Business Organizations Code, as may from time to time be amended (the "TBOC"), not outside the scope of the Articles.

Part 4. No part of the net earnings of the Society may inure to the benefit of, or be distributable to its Directors, trustees, officers or other private persons, except that the Society will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles. No substantial part of the activities of the Society may be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions herein, the Society will not carry on any activities not permitted to be carried on: (a) by an organization exempt from federal income tax under section 501(a) of the Code, as an organization described in section 501(c)(3) of the Code; and/or (b) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code.

ARTICLE II
Membership

Section 1. Classifications

The Society will have two classes of Active Members: Dues-Paying Members and Honorary Members.

Part 1. Dues-Paying Members are those members who have paid their dues for the then-current fiscal year. Dues-Paying Members have voting rights described under these Bylaws (or otherwise required under applicable law) and may serve as an Officer or member of the Board.

Part 2. Honorary Members are those members so designated by the Board due to the significant contribution they have made to the Society or to watercolor art. Membership is for life, subject to the discretion of the Board, with no dues. Honorary Members have voting rights described under these Bylaws (or otherwise required under applicable law) and may serve as an Officer or member of the Board.

Section 2. Dues and Privileges

The Board has the authority to establish membership classes, dues and corresponding privileges other than those stated in Section 1, above.

Section 3. Duration

The duration of membership for Dues-Paying Members, unless otherwise specified, begins on the first day of the Society's fiscal year or when dues are paid, whichever is later, and ends on the last day of that fiscal year. Notwithstanding this general rule, the Board may decide to credit dues paid during the last quarter of a fiscal year toward both the fiscal year in which they are paid and the following fiscal year. The duration of membership for Honorary Members is as stated in Section 1, Part 2, above.

Section 4. Suspension

Notwithstanding the language of Section 3, current Dues-Paying Members shall have a thirty-day grace period in which to pay dues or assessments. Non-payment of dues or assessments by a Dues-Paying Member after this thirty-day grace period is grounds for suspension. Reinstatement will be automatic upon payment of arrears. Any member may be suspended by the Board whenever in its judgment the best interest of the Society would be served thereby.

ARTICLE III
Membership Meetings

Section 1. Membership Meetings

Part 1. A minimum of one (1) regular membership meeting will be held each year. The Board will determine the time, the place (or remote communications technology), and the date for these meetings, and any additional meetings that the Board determines to call.

Notice of the membership meetings will be given to the members in a manner determined to be reasonable by the Board and will be delivered to each member entitled to vote at the meeting not later than the 10th day and not earlier than the 60th day before the date of the meeting. Each meeting (regular or special) may be held in person or using a remote communications technology (e.g., a conference telephone or similar communications equipment, another suitable electronic communications system, including videoconferencing or the Internet, or any combination of the foregoing), so long as each member in attendance may hear the proceedings and be heard.

Part 2. Extra or special meetings of members may be called by the President or any three (3) members of the Board. If a membership vote will be taken at the meeting, notice and purpose of the meeting must be given in the same manner as provided in Article III, Section 1, Part 1, above.

Section 2. Voting

Except where otherwise prescribed by these Bylaws, the following rules apply whenever a matter is before the membership for a vote:

Part 1. The record date for determining the members entitled to receive notice of the meeting of members and to vote at such members meeting (or any adjournment thereof) will be the date of the membership event held by the Society in the calendar month preceding the month in which the meeting of the members is to be held. The Board will establish the method(s) of voting, including any method for electronic or proxy voting, and the rules for counting votes. Voting may be conducted in person, by paper ballot (in person or by mail), by facsimile transmission, by electronic message, by remote communications technology, or a combination of the foregoing, or any other means determined by the Board to be reasonable and efficient and in accordance with applicable law.

Part 2. Prior to a meeting at which a vote of the membership is to be taken, the Society will prepare an alphabetical list of the names of all voting members (the "Member Directory"). The Member Directory will identify (a) the members entitled to notice and (b) the address or other contact information of each voting member. Not later than the second business day after the date notice is given of a member meeting for which a Member Directory was prepared as described above and continuing through the date of the member meeting, the Member Directory must be accessible on the Society's website. The Member Directory will also be available at the member meeting for inspection.

Part 3. The quorum required to decide a matter at a meeting is the lesser of 35 Active Members or 10% of the then-Active Members, except that if the total Active Membership reaches seven-hundred fifty or more (750+), the quorum required will be one-fifteenth (1/15) of then-Active Members. Quorum will be determined as the number of Active Members present in person, represented by proxy, or in attendance through a remote communications technology (as the case may be) at a meeting where a vote is taken, or if a vote is taken outside of a meeting, by the number of timely respondents to such vote.

Part 4. Except as set forth below with respect to Fundamental Actions, a majority vote of Active Members attending a meeting at which a quorum is present, or voting in accordance with other methods set by the Board and permitted by applicable law, determines any action up for decision including the election of Officers. If in conducting an election of Officers, no candidate attains a majority of the votes for an open position, the Board will determine the methods for conducting a runoff election. In the case of a Fundamental Action (as such term is defined in §22.164(a) of the TBOC), the required member vote for approval will be two-thirds of the votes that members present in person or by proxy are entitled to cast at a meeting at which the Fundamental Action is submitted to a member vote. Each Active Member will be entitled to one vote on each matter submitted to a member vote.

ARTICLE IV Officers

Section 1. Officers of the Society

The Society will have a President, a Vice President, a Secretary, and a Treasurer (collectively, the "Officers"). The Officers will be members of the Board. Any Officer's position may be held concurrently by more than one person. In the event of co-Officers in any given position, such persons will each have the full authority of their office, unless otherwise designated by the Board, except that voting at Board votes will be in accordance with Article VI, Section 3, below. Officers will hold their positions for two (2) years.

Section 2. Election of Officers

Part 1. No later than three months before the end of the Society's fiscal year in which Officers are rotating off of the Board, a Nominating Committee chaired by the Vice President and created with the Board's approval will draw up and submit to the Board a slate of nominees for the Officer positions for the forthcoming fiscal year. The Nominating Committee is to have broad representation and include past officers, current Board Members and regular members of the Society.

Part 2. At least two months before the end of the fiscal year, the Board will present the slate of nominees to the membership and solicit additional nominees. At least one month before the end of the fiscal year, the Board will put the nominees for office before the membership for a vote. Election will be by a majority vote of the Active Members at a meeting at which a quorum is present. If in conducting the election, no candidate attains a majority of the votes in regard to an open office, a runoff election will be held in accordance with methods determined by the Board.

Section 3. Responsibilities of Officers

Part 1. President: The President acts as Chair of the Board and will preside at all meetings of the Board. The President may also serve on all Committees. The President is the principal Officer of the Society and will in general supervise all the affairs of the Society under the supervision of the Board. The President will have the powers and duties customarily held by the chief executive officer of a corporation, including signing contracts, agreements or other instruments on behalf of the Society, except in cases where the signing and execution thereof is expressly delegated by the Board or by these Bylaws or by statute to some other Officer or agent of the Corporation, and in general the President will perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Part 2. Vice President: The Vice President acts as chief assistant to the President and will perform such other duties as from time to time may be assigned to the Vice-President by the President, these Bylaws, or the Board. The Vice President is also responsible for engaging artists to judge major exhibits and lead major workshops and will sign contracts with these artists with prior approval of the Board. Additionally, the Vice President is responsible for organizing the Membership Meetings, including engaging demonstration

artists. In the absence of the President or in the event of their inability or refusal to act, the Vice President will perform the duties of the President and when so acting has all the powers of, and is subject to the restrictions upon, the President.

Part 3. Secretary: The Secretary will keep the minutes of the meetings of the Board Meetings and of any organization business conducted at Membership Meetings. The Society's minutes will be digitally archived. The Secretary will also see that all notices required under these Bylaws or under applicable law are given. They serve as the custodian of the corporate records, and in general will perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the President or the Board.

Part 4. Treasurer: The Treasurer will perform such duties and have such powers as are incident to the office of treasurer, including, without limitation, the duty and power to keep and be responsible for all funds and securities of the Society, to maintain the financial records of the Society, to deposit funds of the Society in depositories as authorized, to disburse such funds as authorized, to make proper accounts of such funds, to prepare the necessary annual and periodic state and federal tax filings of the Society, and to render as required by the Board accounts of all such transactions and of the financial condition of the Society. The Treasurer will also have such other authority and perform such other duties as may be prescribed from time to time by the Board or these Bylaws.

Section 4. Removal and Resignation

Part 1. Removal: Any Officer may be removed with or without cause, at any time, if BOTH the Board AND the general membership vote to approve such removal.

Part 2. Resignation: Any Officer may resign by giving written notice to the President (or the Vice-President, if the President resigns). Resignations are effective immediately, unless stated prospectively in the notice, in which case the resignation will be effective as of such prospective date unless the President (and if the President is the resigning party, the Vice President) determines that such resignation should be effective at an earlier date on or after the date of the receipt of such notice.

Section 5. Vacancies During Terms of Office

Part 1. President: In the event of temporary disability or absence, the Vice President assumes the duties performed by the President until such time as the President is able to resume duties of the office. In the event the office of President becomes vacant, the Vice President becomes President until the position is filled by majority vote of the remaining Board. A President taking office in accordance with this section may hold office only until the end of the fiscal year, when the position will be filled by an election under Section 2 of this Article.

Part 2. Other Officers: Such vacancies will be filled by majority vote of the remaining Board. Officers filling temporary vacancies under this section may hold office for the duration of the vacancy. Officers filling permanent vacancies under this section may hold office only until the end of the fiscal year, when the position will be filled by an election under Section 2 of this Article.

ARTICLE V ***Board of Directors***

Section 1. General Powers

The Board of Directors is a working board of volunteers that carries out and manages the affairs of the Society in accordance with applicable law, the Articles, and these Bylaws, and uses the Society's Procedures Manual and adopted policies as a guide.

Section 2. Number, Titles and Tenure

Part 1. The Board of Directors consists of the four Officer positions and a minimum of eight (8) but no more than sixteen (16) additional Directors' positions for a total Board membership of between twelve (12) and twenty (20) positions. Any Director's position may be held concurrently by more than one person. In the event of co-Directors in any given position, such persons will each have the full authority of their position, unless otherwise designated by the Board, except that voting at Board votes will be in accordance with Article VI, Section 3, below.

Part 2. Subject to these Bylaws, the Board of Directors will determine the titles and functions of the non-Officer Director positions required for the operation of the Society's business and may periodically create, eliminate or amend these positions to meet the Society's current needs. The titles, authorities and responsibilities of Director roles other than those of the Officers may be detailed in the Society's Procedures Manual.

Part 3. Tenure of all Board Members commences on the first day of the Society's fiscal year and ends on the last day of that fiscal year (or the subsequent fiscal year in the case of Officers, who have two-year terms). All members of the Board may succeed themselves, except the President is limited to four consecutive years in office.

Section 3. Appointment of Directors

The President will appoint the additional Directors (other than the Officers), with the prior consent of a majority of the other Officers. With the consent of the President, the Board may appoint Directors to positions still open three months after the start of the fiscal year.

Section 4. Resignation

Any Director that is not an Officer may resign by giving written notice to the President. Resignations are effective immediately, unless stated prospectively in the notice, in which case the resignation will be effective as of such prospective date or an earlier date determined by the President.

Section 5. Removal

Any Director that is not an Officer may be removed with or without cause, at any time, by a vote of a majority of the remaining members of the Board.

Section 6. Non-Officer Vacancies During Terms

A vacancy in a non-Officer Directorship may be filled by appointment by the President, with the prior consent of a majority of the other Officers.

Section 7. Compensation

Board Members may not receive any compensation for their services in that capacity.

ARTICLE VI
Board Meetings and Actions

Section 1. Regular Board Meetings

Part 1. The Board will hold at least nine regular meetings each year but may meet as often as needed. Each meeting of the Board (whether regular or special) may be held in person or using a remote communications technology, so long as each Board member in attendance may hear the proceedings and be heard.

Part 2. Regular Board meetings should usually be held in advance of scheduled membership meetings when practicable. The President will determine the specific date, time and place (and/or remote communications technology) of the meetings.

Part 3. The date, time and place of the meetings (and/or remote communications technology to be used) may be posted on the Society's website calendar or otherwise communicated to the Board using reasonable methods determined by the President.

Section 2. Special Meetings

Part 1. Special meetings of the Board may be called by the President, or by any three (3) Board Members, for special or urgent business.

Part 2. All Board Members will be notified by e-mail at least one (1) day in advance of the date, time, place (and/or remote communications technology to use) and purpose of the special meeting.

Section 3. Voting at Board Meetings

Part 1. A majority of the number of filled Board positions (offices and directorships) making up the current Board constitutes a quorum for the transaction of business. Participation in a meeting by a Board Member, or either or both holders of a shared Board position, constitutes that Board position's presence at the meeting.

Part 2. Except where otherwise prescribed by these Bylaws, a majority vote of those Board positions present at a meeting at which a quorum is present determines any action.

Part 3. Each Directorship and Office will have one (1) vote for purposes of votes of the Board, except that the Office of President may only vote in the case of a tie. Whenever a Board position is held concurrently by more than one person, the single vote allocated to the position may be cast by either co-holder of the shared position, or jointly by both; however, if the co-holders of the shared Board position cannot agree how to cast the vote allocated to the shared position, then the vote will be deemed an abstention.

Part 4. In the event of a tied vote, the Office of President may cast a vote to break the tie.

Section 4. Actions Without a Meeting

Any action required to be taken at any meeting of the Board, or any action which may be taken at any such meeting, may be taken without a meeting, without prior notice, provided the action taken is set forth in writing and is consented to (with email confirmation being sufficient) by the number of Board positions as would be necessary to take the action at a meeting at which all currently filled Board positions were present and voting. Prompt notice of the taking of a Board action without a meeting by less than unanimous written consent will be given to each Board Member who did not consent in writing to the action. Consent, voting and notification under this section may be communicated electronically or by any other means determined by the President or the Board to be reasonable.

ARTICLE VII
Committees

Section 1. Formation of Committees. From time to time, the Board may form and dissolve, in its discretion, certain Committees in accordance with the terms of this Article.

Part 1. Executive Committee: To meet emergency requirements between Board Meetings, the Society has an Executive Committee consisting of its Officers. The President has the discretion to invite another Director or Society member to assist the Executive Committee as a consultant or to serve on the committee for a temporary period. Decisions of the Executive Committee must be ratified by the Board at the next Board meeting, or by action without a meeting under Article VI, Section 4.

Part 2. Other Committees: From time to time, the Board may form Committees for the efficient operation of the Society's business. The activities of Committees should be regularly reported to the Board. No Committee may take unilateral action without Board approval on any issue or activity that would ordinarily be discussed and voted on by the Board. The President may serve on any Committee or attend any Committee meetings, except for the Nominating Committee.

Section 2. Advisory Committees. The President may, from time to time, at the President's sole discretion call meetings with a small group of people to discuss goals, ideas, or needs of the Society. Such groups may make proposals to the Board but will not have the authority to bind the Board or the Society.

ARTICLE VIII
Capital Reserve Account

A Capital Reserve account will be maintained for future major repairs and replacement of capital assets of the Society. The funds may only be invested in FDIC insured certificates or accounts. Disbursements from the Capital Reserve account require approval by two-thirds (2/3) of the full Board.

ARTICLE IX
Procedures Manual

Section 1. Purpose

Part 1. The Society maintains an operating manual known as the Procedures Manual to:

- i. Ensure continuity from one administration to the next; and
- ii. Outline the titles, functions and responsibilities of Board positions and other continuing volunteer functions.

Part 2. In conducting its activities, the Society will use the Procedures Manual, and policies adopted by the Board, as a guide, not inconsistent with the Society's Articles and these Bylaws.

Section 2. Review and Updates

Part 1. The Procedures Manual will be subject to periodic review and update based on input and recommendations from Board Members with respect to their areas of expertise and responsibility.

Part 2. The Board must approve recommended changes to Board or Society policies prior to incorporation in the Procedures Manual.

Part 3. Recommended changes limited to procedural details may be incorporated in the Procedures Manual with the concurrence of the President.

ARTICLE X ***Exhibits***

Section 1. Annual Members Exhibit

Each year, the Society will hold an Annual Members Exhibit (AME) unless the Board determines otherwise. The AME will be limited to Active Members of the Society and will be held at a place (or through a remote communications technology) and time designated by the Board. The AME will be juried and judged by one (1) or more artists who are not members of the Society and who are approved by the Board.

Section 2. International Watermedia Exhibition

Each year, the Society will hold an International Watermedia Exhibition (IWE) unless the Board determines otherwise. The IWE will be open to members and nonmembers of the Society and will be held at a place (or through a remote communications technology) and time designated by the Board. The IWE will be juried and judged by one (1) or more artists who are not members of the Society and who are approved by the Board.

Section 3. Monthly Exhibits

Monthly exhibits will be held unless the Board determines otherwise.

Section 4. Joint Exhibitions

In the event the Society participates in exhibits held jointly with other societies, all aspects of these exhibits must be reviewed and approved by the Board.

ARTICLE XI ***Amendments***

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the affirmative vote of at least 66% of filled Board positions making up the current Board. After Board approval, the approved amendment will be communicated to all members by email or other means of direct communication.

ARTICLE XII ***Indemnification and Insurance***

Section 1. Indemnification.

The Society will indemnify its Officers and Directors (collectively, "Covered Persons") against judgments, penalties, fines, settlements, and reasonable expenses incurred by any such Covered Person in connection with a proceeding in which the person was, is or is threatened to be made a named defendant or respondent because of actions taken by the Covered Person in their capacity as a Director or Officer of the Society; provided, however, that the Society will not be liable to any Officer or Director for any amount in excess of the amount payable pursuant to the Society's director and officer liability insurance with respect to such claim. Each Covered Person requesting indemnification shall cooperate with the Society to recover amounts available under the Society's insurance policies. The Society may indemnify other non-officer employees for actions in their capacity as an employee or agent of the Society to the extent approved by the Board and permitted under the terms of the TBOC.

Section 2. Insurance.

The Society may purchase and maintain insurance or make other arrangements, at its expense, to protect itself and any such Director, Officer, or other person as specified in Section 1 of this Article, against any such expense, liability, or loss, whether or not the Society would have the power to indemnify them against such expense, liability, or loss under the TBOC.

ARTICLE XIII ***Dissolution***

Section 1. Voting to Dissolve

The Society may be dissolved only if approved by the Board (including a recommendation by the Board to the members that they approve the dissolution), and if such dissolution is approved by the members as a Fundamental Action in accordance with Article III, Section 2, Part 4 of these Bylaws. Voting by the members will be conducted in accordance with Article III, Section 2. If dissolution is approved, members will be given at least thirty (30) days' notice of the date of dissolution.

Section 2. Obligations and Assets

In the event of dissolution of the Society, after satisfying debts and obligations in accordance with applicable law, all remaining business property and assets of the Society will be distributed only for tax-exempt purposes to one or more organizations that are exempt under Section 501(c)(3) of the Internal Revenue Code or to a governmental entity for a public purpose, as the Board of Directors of the Society may determine. Such distribution must be made in accordance with all applicable provisions of the laws of this state.

ARTICLE XIV
Records; Reports and Preservation

Section 1. Financial Records and Annual Reports.

The Society will maintain current and accurate financial records with complete entries as to each financial transaction of the Society, in good faith in accordance with its past practices. The Board shall review the financial records of the Society on a regular basis at its meetings.

Section 2. Retention and Public Inspection

The Society will keep records, books and annual reports of the Society's financial activity at the Society's registered or principal office in Texas for at least three (3) years after the close of the fiscal year. The Society will make the records, books and reports available to the public for inspection and copying at the Society's registered or principal office during regular business hours. The Society may charge a reasonable fee for preparing a copy of a record or report. The Society is not required to make the identity of any contributor available to the public.

ARTICLE XV
General Provisions

Section 1. The place of these Bylaws, their Statutes and their forum, will be at all times in the State of Texas, and these Bylaws will be governed and construed under Texas law. If any portion of these Bylaws is deemed invalid or unlawful, then, so far as is reasonable and possible:

- (i) The remainder of these Bylaws will be considered valid and operative; and
- (ii) Effect will be given to the intent manifested by the portion held invalid or inoperative.

Section 2. All meeting, quorum, voting and notice requirements under these Bylaws may be satisfied by the communication technologies available at the time of the relevant action, including electronic, digital, or other remote communications technologies and virtual meeting platforms or video conferencing technologies, so long as the available technology reasonably accomplishes the intent of the requirement and is permitted under applicable law, including the TBOC. Attendance at a meeting through a virtual meeting platform or other remote communications technology will be deemed equivalent to in-person attendance at the meeting provided the technology permits two-way communication between participants. The Society may adopt and utilize newly available technologies to meet requirements in these Bylaws to the extent permitted under applicable law without enacting specific amendments.

Section 3. The Board will have the power to fix and from time to time change the fiscal year of the Society. In the absence of contrary action by the Board, the fiscal year of the Society will begin on the first day of June in each year and end on the last day of May in each year.

Section 4. The terms "include," "including" and similar terms will be construed as if followed by the phrase "without being limited to." The term "or" has, except where otherwise indicated, the inclusive meaning represented by the phrase "and/or." The words "hereof," "herein," "hereby," "hereunder," and similar terms in these Bylaws refer to this Bylaws as a whole and not to any particular provision or section of these Bylaws.

ARTICLE XVI
Effective Date

These Amended and Restated Bylaws, having been duly adopted by the Board and approved by the Membership, will take effect on June 1, 2023. The alteration, amendment or repeal of any provision of these Bylaws and the adoption of any new Bylaws will take effect immediately upon the adoption of the resolution of the Board of Directors effecting such alteration, amendment, repeal or adoption, unless otherwise provided in such resolution.

CERTIFICATION

I hereby certify that these Bylaws were adopted by the Board of Directors on the 28th of March, 2023, and approved by the membership of the Society on the ___ of _____, 2023, to be effective as set forth above.

By: _____
Janet Traylor
Secretary, Watercolor Art Society - Houston