

**Prince William Art Society, Inc.**

**By-Laws 2023**

**ARTICLE I Organization Name:**

The name of the organization is the Prince William Art Society, Inc., (Prince William County, Virginia) hereafter referred to as the Society.

**ARTICLE II Purpose:**

**Section 1**

The purpose of the Society is educational and charitable in nature and is to provide its members with the opportunities to succeed and grow as artists by:

- Providing educational opportunities at monthly membership meetings by inviting guest artists, members, and others as speakers who share their talents and experiences with fellow members.
- Sharing art publications and exchanging information concerning local exhibitions and permanent collections in the area.
- Providing venues for members to exhibit their art for sale, while offering opportunities to have their art critiqued in a constructive manner.
- Providing community outreach with artist participation in various educational and cooperative programs and exhibits.
- Providing, if funds are available, an art scholarship to one (or more) deserving art students graduating in the current year from any (private or public) Prince William County High School and pursuing an art degree. (Family members of active PWAS members are NOT eligible to apply.)

**Section 2**

The Society shall operate as an independent nonprofit 501c(3) organization. No part of the net earnings of the Society shall incur to the benefit of any individual member.

**ARTICLE III Membership Eligibility**

**Section 1**

- Membership is open to all artists 18 years or older working in any art media, and/or to individuals interested in supporting Society goals.
- Each new applicant will be accepted into membership of the Society upon receipt of payment of membership dues and completed membership form.

**Section 2**

The membership year will coincide with the calendar year and run from January 1 to December 31, dues being paid by upcoming February (end of month). Annual online gallery dues are also due at this time. Only members in good standing shall be included in the annual Membership Directory. Members in good standing must have volunteered at least 4 hours per month during the preceding year.

**Section 3**

A member is an individual who shares an interest in the execution and promotion of the arts and who fulfills the membership requirements of the Society including volunteer service of 4 hours per month (on average) as established by the Executive Board or Show Chairperson.

#### **Section 4**

Current membership is required in order to participate in any Society sponsored show.

#### **Section 5**

Dues are determined annually by the Executive Board. The following are categories of memberships:

- a. Adult: Any individual 18-59 years of age.
- b. Senior: Any individual age 60 and over.
- c. Family: All adult members of an immediate family living in the same household.
- d. Honorary: Individuals who have been proposed, voted upon, and approved by the Executive Board. This membership is free for one year.
- e. Supporting Sponsor: Any person or organization contributing \$50.00 to \$99.00.
- f. Supporting Patron: Any person or organization contributing \$100.00 or more.

### **ARTICLE IV Executive Board of Directors**

#### **Section 1**

The Executive Board comprises the following elected officers:

**President:** Chairs the Executive Board and presides at all meetings of the Society. The President shall convene at least 6 Executive Board meetings each year. Prepares agendas for all general membership meetings and Executive Board meetings; delegates responsibilities and assigns tasks to Executive Board members; monitors status and completion of those tasks; provides signature on legal documents; and serves as liaison between the Society and the public, or other organizations; coordinates functions with other officers.

**Vice President:** Acts as the assistant to the President and fulfills the duties of the President in her/his absence. The Vice President acts as liaison with Committee Chairpersons, and Society members.

**Secretary:** Records minutes of Executive Board Meetings, and general membership meetings. In addition, the Secretary takes care of correspondence as requested by the Board. The Secretary should maintain a current copy of the By-Laws with any amendments noted and any special rules adopted by the Society.

**Treasurer:** The Treasurer shall receive all Society funds, deposit them in a Virginia bank, and pay all bills out of this account. The Treasurer shall present a brief report at each meeting of the Society revenues and expenses. The Treasurer shall update the membership list as dues are paid and send written receipts to the members. The Treasurer makes the membership list available to the Membership Chair, Programs Chair, Social Media Chair, and all Board members for their use. The Treasurer should assist in preparing the Annual Budget. Among other duties are renewal of the yearly Corporation license, the Liability Insurance, and the renewal of dues to Prince William Arts Council. All scholarship funds will be kept in a separate account in a Virginia bank.

**Prince William Arts Council Representative:** The Prince William Arts Council Representative is a member of the Executive Board and reports to the Board regarding what is going on in the County and keeps the Council informed about what the Society is doing.

**Member-At-Large:** The Member-At-Large should be elected by the members to represent their interests at the Executive Board level.

## **Section 2**

### **Executive Board duties are to:**

- a. Develop the annual budget.
- b. Approve expenditures and monitor budget implementations.
- c. Establish and monitor financial records and oversee preparation of financial statements.
- d. Develop a comprehensive plan including promotional and fund-raising opportunities.
- e. Establish and periodically review Society officers' job descriptions and responsibilities.
- f. Establish and periodically review Society By-Laws.
- g. Periodically review Board Member responsibilities.
- h. Ensure compliance with federal and state financial reporting requirements.

### **Terms of Office for Elected Officials:**

- a. Each term of office shall be for two (2) calendar years.
- b. No Executive Board Officer may serve more than two (2) consecutive terms in the same position. The terms can be extended through membership approval.
- c. Should an elected officer resign or be unable to fulfill the duties of the office, such vacancy shall be filled by appointment of the Board until the next election.

### **Committees:**

- a. Committees will be composed of members who volunteer. The nature and purpose of committees will be subject to approval by the Executive Board. The Committee Chair will report the committee's status and activities to the Board.
- b. Committees may be added, deleted or revised at the discretion of the Executive Board. The Executive Board, as required to further the business of the Society, may make changes to the committees' configurations and/or responsibilities.

### **Committee Chairs:**

#### **Membership Chair:**

Oversees all aspects of recruiting, onboarding, and managing Society membership.

- a. Recruits new members through membership drives directed at local art students, crafters, and art instructors.
- b. Tracks current, lapsed, and prospective members.
- c. Provides new members with a welcoming letter and instructions for getting By-Laws and other materials.
- d. Provides new members with information on participating in art shows and Society events.
- e. Ensures that new members are introduced at monthly meetings.
- f. Provides Board members with information about new members. This includes the skills and interests that new members identify on their membership applications.

#### **Social Media Chair:**

Oversees a committee to develop, implement, and maintain all strategic social media communications, public relations, outreach, and event activities and materials (data, photos, videos).

- a. Works closely with the Board and other committees for timely updates regarding members, events, and the OSA gallery.
- b. Develops a plan to consistently increase the visibility and reputability of the Society.
- c. Oversees the maintenance of <https://princewilliamartsociety.com>
- d. Develops and updates an organizational social media presence including @PrinceWilliamjArtSociety – Facebook, Instagram, Pinterest, @PWASVirginia -Twitter, and optional platforms, while engaging/replying/moderating where needed.
- e. Provides/shares content for the PWAS Artistry Spin Blogs, <https://artistryspin.blogspot.com> to be updated on a weekly basis or more as needed.
- f. Advises Board on ongoing social media initiatives.
- g. Attends as many events as possible for live social coverage.
- h. Oversees and manages participation/engagement in any Society social-media events (chats, contests, and membership drives)
- i. Prepares monthly e-newsletter for members (TBD)

#### **Event Chair:**

Oversees the identification, development, coordination, scheduling, and execution of Society events.

Recruits and guides volunteers to manage individual shows and events.

- a. In coordination with the Executive Board, develops and maintains a schedule of shows and events with associated costs.
- b. In coordination with the Treasurer, identifies and executes any approved facility bookings or show entry fees.
- c. Maintains guidelines for the execution of shows and events for use by volunteer managers and participants.
- d. As needed, arranges juries/judges, and awards.
- e. Works with Publicity Chair to arrange for publicity, flyers, advertising and invitations.
- f. Works with outside art groups on county-wide projects.

Oversees the efforts of each individual show/event manager who assumes the following responsibilities:

- a. Coordinating with artists, public, and facility administrator for all information, supplies, signage, set-up, and takedown.
- b. Coordinating with Society Committees (i.e., Publicity, Hospitality) as necessary.
- c. Recruiting volunteers to help with set-up, takedown, and hosting.
- d. Collecting the inventory lists from artists when they sign-in at a show, fairly assigning display spaces.

#### **Programs Chair:**

Arranges for artists to provide a program to accompany business meetings. The maximum number of paid programs is determined by the Executive Board through budget allotment. The steps necessary to arrange programs include (but are not limited to):

- a. Contacting artists and requesting programs.
- b. Negotiating the types of programs, payments, and dates. Fees are set by the Board, and the Program chair can request changes from the Board as required.
- c. Obtaining the artist's biography, program description, and images of sample works for publicity.

- d. Providing program artists with timely reminders of their commitments and answering any questions or concerns.
- e. Sending a thank-you card or email after the program.

**Hospitality Chair:**

Ensures refreshments are provided at the general meetings, exhibits, and other Society events by recruiting from the membership to bring items to share with the membership.

**Publicity Chair:**

Provides information about Society activities to local newspapers, social media, and public bulletin board.

**Photographer:**

Takes photos at Society meetings, shows, and events, and provides photos to the Society's webmaster, Facebook, and Publicity Chair.

**Scholarship Chair:**

The Prince William Art Society (PWAS) Scholarship committee shall be comprised of 3 or more Society members. Activities and communications necessary to award the Jewell Pratt Burns Scholarship include, but are not limited to:

- Obtaining approval from the head of Fine Arts at Independent Hill of deadline dates in order to create the yearly revision of the procedure letter.
- Providing the introductory information and the revised procedure letter to the Society web site. This must be done before the first school notifications, which refer to the web site.
- Providing the approved letter to the public school web master and the head of public school counseling offices.
- Contacting public and private high schools and home school organizations in Prince William County for the purpose of informing those eligible to apply for the scholarship.
- Reserving rooms for committee meetings and interviews.
- Reviewing documents provided by individuals who intend to apply and communicating with teachers in order to schedule interviews and provide outcomes.
- Reviewing applications and artwork submitted for scholarship competition in order to select finalists if necessary.
- Interviewing final student applicants.
- Meeting for judging and selection of scholarship winner(s).
- Mailing hard copy letters to all applicants and their teachers regardless of status (finalist or not, winner or not) to thank them for participating, and to provide a positive and constructive critique with the goal of helping the students improve their work and presentations while ensuring they will be encouraged to participate in other art events in the future. Each letter to a winning student includes an invitation to the May general membership meeting. The recommending teacher(s) of each winning student are contacted by phone and invited to attend the May meeting for the presentation.
- Ensuring that samples of student work are printed and matted. The certificate(s) must be printed, and refreshments must be arranged.
- Presenting the Award(s), and ensuring that the tax document stating the scholarship is to be used solely toward tuition and other school expenses is signed by the recipient(s).

The Scholarship Committee shall report to the Executive Board at the beginning of the year, if difficulties arise, and with timely updates until after the May presentation. All those involved in this process shall keep all information, results, and proceedings of this committee confidential.

#### **ARTICLE V Nominations**

The Executive Board shall appoint a Nominating Committee to communicate with prospective members willing to serve, and to furnish them with a written description of duties if so desired. Nominations shall be placed before the general membership in September with elections held in November to coincide with the year-end. Announcements for nominations shall be sent in July, August, and September for the election.

#### **ARTICLE VI Elections**

The nominees for Executive Board for the following year shall be announced at the November meeting. The name of each nominee will be read to the general membership. The general membership will be asked for additional nominations. Beginning with the nominee(s) for President and continuing through the Executive Board Roster, each name will be announced, and the members will raise their hands in support of their desired nominee. Votes for each nominee will be counted and the member with the majority of votes is elected to the position.

Twenty percent (20%) of members must be present in person or online in order to hold an election.

#### **ARTICLE VII Meetings**

##### **Section 1**

All general membership meetings are open to the public.

##### **Section 2**

Regular meetings of the Society shall be held each month, except for December and January. However, additional meetings may be held at the direction of the Executive Board. General membership meetings are typically held at the Tall Oaks Community Center, 12298 Cotton Mill Drive, Woodbridge, VA 22192, at 7:30 p.m., on the fourth Monday of each month except as noted above.

##### **Section 3**

The rules contained in Robert's Rules of Order (Revised) shall generally govern the Society in all cases to which they are applicable and in which they are not inconsistent with the By-Laws or the special rules of this Society.

##### **Section 4**

Individual members are entitled to one vote. Family memberships are entitled to two votes. Adult members, family members aged 18 and over, and senior members shall have office-holding rights. See Article VI for the vote count process.

### **Section 5**

Any officer who has not attended three (3) consecutive meetings of the Executive Board, without sufficient cause, may be declared “not in good standing.” The other members of the Executive Board may appoint a volunteer replacement officer to serve the remainder of the term.

## **ARTICLE VIII DUES**

### **Section 1**

The membership dues are to be determined by the Society in accordance with its needs and are payable at the time of application for membership and every February thereafter.

### **Section 2**

An internal audit by two members not part of the Executive Board, or a third party, shall be conducted every four or five years or each time a new Treasurer is elected. This is recommended due to the size and worth of our organization. Once completed, the report should be submitted at a monthly meeting to the membership.

## **ARTICLE IX Finances**

### **Section 1**

The Society will operate on a calendar-based fiscal year, i.e., 1 January through 31 December.

### **Section 2**

Funds obligated by Committee Chairs are authorized within their approved budget levels. Obligations not provided for the approved budget may be authorized by the Executive Board up to \$200.00. If the amount is greater than \$200.00, authorization by the membership is required.

### **Section 3**

No loans or large commitments over \$200.00 shall be contracted on behalf of the Society and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Board and approved by the membership.

### **Section 4**

At no time are financial obligations to exceed funds then available.

### **Section 5**

At each regular meeting, the Treasurer shall present a financial report, with copies for the President and Secretary.

### **Section 6**

The Treasurer shall sign all checks. In absence of the Treasurer, the President is authorized to sign checks.

### **Section 7**

Petty Cash in the amount of no less than \$100.00 and no more than \$200.00 shall be kept in the cash box for shows by the Treasurer.

## **Section 8**

The Treasurer shall reimburse duly authorized persons for expenses when furnished with the necessary receipts. The Treasurer has the authority to authorize up to \$200.00 without consulting the Executive Board. The Executive Board or membership can make exceptions in accordance with Section 2 above.

## **ARTICLE X Amendments**

These By-Laws may be amended at any general meeting provided that the members are given notice prior to the general membership meeting and that the majority of members present approve the changes. Once authorized, the amendments shall bear the date of adoption. Amendments will be reported to the Virginia State Corporation Commission and added at end of the By-Laws.

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## **ARTICLE XI Records**

Society records are kept for a period of not less than 5 years. All officers' records are turned over to the incoming officers when they assume office.

## **ARTICLE XII Compensation**

No officer or member of the Society shall receive any compensation for serving as officers or for participation in the activities of the Society, except for the reimbursement of bona fide expenses incurred in connection with Society business.

## **ARTICLE XIII Propaganda/Political Activities**

The Society shall not participate in any political situation, nor shall it participate in any propaganda or activities contrary to its goals. This should not be construed as to limit any member from participating in any activity as long as he/she does not represent himself as an official representative of the Society.

## **ARTICLE XIV Incorporation**

The Society will abide by the Articles of Incorporation as approved by the Virginia State Corporation Commission, 6 January, 1976, amended 4 May, 1999, and will comply with the State and Federal Laws governing such a corporation.

## **ARTICLE XV General**

### **Section1**

To conduct business at membership meetings, a quorum of 10% must be present.

### **Section2**

A quorum for the conduct of business at the Executive Board is 3 elected members.

## **ARTICLE XVI Dissolution**

Dissolution of the Society shall be by consent of the members present. Upon dissolution, no part of the property or assets of the Society shall inure to any director, officer or member of the Society, but shall be distributed for charitable, educational, or civic purposes to be decided by a majority of the remaining membership, and in accordance with IRS c(3).



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**KNOW ALL PERSONS BY THESE PRESENT: that the undersigned secretary of the organization known as the Prince William Art Society, Inc., does hereby certify that the above and foregoing By-Laws were duly adopted by the members of said Society, as the By-Laws of said Society on the 24th day of July, 2023 and that they do now constitute the By-Laws of said Society.**

Evelyn M. Chatters, Secretary

Prince William Art Society  
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