

BYLAWS
OF
THE TRANSPARENT WATERCOLOR SOCIETY OF AMERICA

As Duly Adopted by the Board of Directors

June 2016

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Bylaws Of
THE TRANSPARENT WATERCOLOR SOCIETY OF AMERICA
(Formerly known as Midwest Watercolor Society) (AKA: MWS)

Article I. Purposes

The purposes of The Transparent Watercolor Society of America (hereafter referred to as “TWSA”, “the Society”, or “the Corporation”) are to advance the stature of *transparent* watercolor as a major painting medium and to foster the appreciation and interest of both the artist and the viewing public in the medium. To accomplish this, the activities of the Society will include, but not be limited to:

1. Publishing a newsletter to inform members and the public, and to share interests and efforts, in the field of *transparent* watercolor.
2. Sponsoring an annual juried exhibition, which upholds the highest aesthetic standards in the field of *transparent* watercolor.
3. Sponsoring an annual workshop conducted by a nationally recognized artist in the field of watercolor.

Article II. Registered Office and Agent

Section A. Registered Office and Agent

The Society shall have and continuously maintain in Minnesota a registered office and a registered agent whose business office is the registered office, and may have other offices within or outside of the state of Minnesota as the Board of Directors may from time to time determine.

Section B. Waiver or Reduction of Fees

The Corporation, being organized exclusively for religious, charitable, educational or scientific purposes under Minnesota law, shall strive to make its charitable services and programs available to the appropriate general public without undue obstacles to access. It is the general policy of the Corporation that any fees or charges associated with the charitable services and programs of the Corporation shall be waived or reduced in accordance with each recipient’s ability to pay. The administrative staff shall have the necessary discretion to make such waivers or reductions when appropriate to ensure the maximum distribution of the Corporation’s charitable services and programs.

Article III. Members

Section A. General

Membership in the Transparent Watercolor Society of America is open to anyone, 18 years of age or older, who is interested in transparent watercolor and wishes to belong.

Section B. Classes; Benefits

The membership of the Society shall consist of four classes:

1. Participating members, consisting of those who pay the dues by stated deadline set from time to time by the Board, are entitled to: one vote on any matter submitted to a vote of the members; receive the Society's newsletter; submit an application without fee to participate in the Society's annual juried show; and other benefits as may be offered from time to time by the Society.
2. Life members, consisting of those who pay one lump sum dues set from time to time by the Board, are entitled to all of the rights and privileges of participating members. In addition, one free listing per year in the Society's newsletter may be submitted to promote transparent watercolor workshops sponsored or taught by the Life Member.
3. Signature Status is achieved by participating life members, or non-members, whose artwork has been accepted into, passed transparent final screening and been installed in three (3) annual juried TWSA exhibitions.
4. Master Status is achieved by those signature members whose artwork has been accepted into, passed transparent final screening and been installed in ten (10) annual juried MWS and/or TWSA exhibitions. Maintenance of master status requires continuous membership in TWSA forward from the date of attaining signature status.

Section C. Election

Except for signature and master status, which requires specific recognition by TWSA, all persons who pay the appropriate dues and agree to observe and uphold the Purposes of the Society shall be deemed elected to membership in the Society.

Section D. Voting Rights

Each member shall be entitled to one vote on each matter submitted to a vote of the membership.

Section E. Termination of Membership

Membership shall automatically terminate for nonpayment of dues or fees, or by resignation delivered to the Secretary. In addition, a member may be expelled or suspended by the affirmative vote of two-thirds (2/3) of all the Directors.

Article IV. Meetings Of Members

Section A. Annual Meeting; Notice

The Board of Directors annually shall pass a resolution stating when the annual meeting will be held and the Secretary shall give the members at least 45 days prior written notice of the annual meeting. The meeting shall be for the purposes of announcing and introducing newly elected Directors, and for the

transaction of such other business as may come before the meeting. Notice to members shall be included with the Spring Newsletter, which is sent out at least forty-five (45) days prior to the Annual Meeting of the Members.

Section B. Special Meetings

Special meetings of the members may be called by the President, the Board of Directors or by members having at least one-twentieth (1/20) of the votes entitled to be cast at such a meeting.

Section C. Voting Process

Membership voting for the election of Directors and all other matters to be voted upon by the Members shall be conducted by written ballot. The Board of Directors may resolve to conduct a Members Meeting for the purpose of discussing certain issues, but all members in good standing will have the right to vote on issues by ballot.

Section D. Quorum

A quorum for any matter submitted to a vote of the members shall consist of two percent (2%) of the total membership then in good standing.

Section E. Manner of Acting

Unless Minnesota law or these Bylaws requires a greater number, a majority of the written ballots cast by the Society's members in good standing shall constitute an act of the Corporation.

Article V. Board of Directors

Section A. General Powers

The affairs of TWSA shall be managed by its Board of Directors.

Section B. Composition

The Board shall consist of seven (7) persons, all of whom shall serve at large, divided into two classes, the first consisting of four (4) Directors, the other of three (3) Directors. From the date these Bylaws are first adopted, the first class shall serve until the next annual meeting and the second class until the next meeting thereafter. Thereafter, each class shall serve two-year terms that expire at the second annual meeting after its election. Directors may be re-elected for unlimited consecutive terms. In addition to the seven Directors designated above, the Board may create additional directorships when a director, who has been appointed as an Officer of the Society in accordance with Article Eight, holds a term of office that exceeds his or her elected term as director. Upon the termination of his or her elected term as director and the subsequent failure to reelect, the person, by being an officer, shall be an ex-officio voting Director of the Board and shall serve as such until his or her term of office ends. Said action shall automatically change the total number of Directors on the Board to accommodate for the officer serving as an ex-officio director.

Section C. Qualifications

Each person standing for election as Director must be a member in good standing of the Society and thereafter must remain a member in good standing for as long as the person is a Director.

Section D. Nomination; Election

The Nominating Committee shall prepare a slate of nominees for the upcoming vacant Board positions. Upon approval of the slate by the Board of Directors, the slate of nominees shall be published in ballot form, with additional space for write-in candidates.

The ballot shall be inserted into the spring newsletter with instructions for all TWSA members in good standing to mail the completed ballot to the Secretary or his or her designee by a designated date, which shall not be less than 30 days after the mailing date of the spring newsletter. Ballots returned will count only for members who have paid their full dues to the Society at least thirty days prior to the Annual Meeting of the Members.

Each Director shall be elected by the affirmative vote of a majority of the members in good standing who cast a timely ballot during an election at which a quorum of members exists.

Section E. Vacancies

Any vacancy on the Board of Directors may be filled by the Board of Directors. A Director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor.

Section F. Removal

Directors may be removed for cause by the affirmative vote of three-quarters (3/4) of members who are in good standing and are present at a meeting at which a quorum is present. Written notice must be sent to all members at least twenty (20) days prior to the meeting, stating that a purpose of the meeting is to vote on the removal of one or more Directors named in the notice.

Article VI. Meetings of the Board of Directors

Section A. Regular and Special Meetings

Regular meetings of the Board of Directors, including a regular Board meeting designated as the annual Board meeting, may be held upon resolution by the Board of Directors. The resolution shall state the date, hour and place for the holding of the meeting.

Special meetings of the Board of Directors may be called by or at the request of the President or the written request of two Directors. The person or persons authorized to call special meetings of the Board of Directors may set any place for the holding of the meeting. Regular or special meetings of the Board of Directors may be held in conjunction with the annual membership meeting.

Section B. Notice

Written notice of any meeting of the Board of Directors shall be given:

- a) In the minutes of the prior meeting of the Directors; or
- b) By mailing the notice to each Director not less than seven (7) days before the date of the meeting; or
- c) By telegram, cable or facsimile not less than three (3) business days before the date of the meeting. A waiver of notice in writing, signed by the Directors entitled to such notice, whether before or after the time stated therein, shall be equivalent to such notice. Attendance of any Director at any meeting shall constitute a waiver of notice of such meeting except where the Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Directors need be stated in the notice or waiver of notice of such meeting.
- d) Notwithstanding the above provisions of this paragraph, the notice requirements may be satisfied by sending facsimile or email communication in a timely manner. Telephone communications may be useful for establishing the time and place of meeting, but shall not be used in lieu of the above notice provisions. At any duly convened meeting of the Board, a resolution may be approved concerning future meetings of the Board. Timely mailing of the Board minutes to each member of the Board may qualify as notice of the next meeting of the Board if the minute concerning the meeting is clearly set-forth and concise in its composition.

Section C. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of the business at any meeting of the Board of Directors provided that if less than half of the Board of Directors are present at said meeting, a majority of the Board of Directors present may adjourn the meeting to another time without further notice.

Section D. Manner of Acting

Each Director shall be entitled to one vote. The act of a majority of the Directors present at a duly convened meeting shall be the act of the Corporation unless the act of a greater number is required by statute, these bylaws or the Articles of Incorporation. Directors may not vote by proxy nor under any other power of attorney.

Section E. Informal Action

Any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of Directors, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Directors.

Section F. Telephone Conference Meetings

Directors may participate in any meeting through the use of conference telephones or other communications equipment by means of which all Directors present are able to communicate with each other. Participation in such a meeting shall constitute attendance and presence in person.

Section G. Attendance at Meetings by Others

Each officer and committee chair shall be invited to attend all Board meetings, but such persons are not eligible to vote on any issue before the Board unless he or she is also a Director. However, this provision shall not preclude voting rights of persons who are duly appointed to the Executive Committee.

Non-members and members who are not officers or committee chairs may attend Board meetings only at the invitation of the Board.

Article VII. Committees

Section A. Standing and Special Committees

The Board of Directors shall have power to appoint committees for the purpose of conducting certain aspects of the corporate business not otherwise delegated. Committees may not act on behalf of the Corporation unless such authority is specifically delegated to the committee, and if such corporate authority is so delegated, it shall be valid only as to a single issue and not in general terms.

Section B. General

There shall exist the Standing Committees listed in this Article. The President, subject to the approval of the Board, and with the assistance of the Nominating Committee, shall appoint Directors or non-directors as chairpersons and members of all committees. Any committee member or chairperson may be removed by the President, subject to the approval of the Board, whenever in the President's judgment the best interests of the Society would be served thereby. Each out-going chair of a committee shall provide his or her replacement with a memo detailing all current and pending committee issues, together with relevant documents needed to perform the duties of the position.

Section C. Executive Committee

The Executive Committee shall be a standing committee and will function in close connection to the Board of Directors by bringing together all of the key administrators of the Corporation. All duly elected directors and all appointed officers and chairpersons of standing committees shall also serve as ex-officio voting committee persons of the Executive Committee. The following elected and appointed persons shall be ex-officio voting committee persons of the Executive Committee. The Executive Committee shall consist of the following: President, Vice President, Treasurer, Secretary, President Emeritus, Exhibit Chair, Workshop Chair, Membership Chair, Newsletter Chair, Signature Chair, Final Screening Chair, Slide Receiving Chair, Awards Chair, Prospectus Chair, Hospitality Chair, Museum Search Chair, Historian Chair, Website/Catalog Chair, Special Promotions Chair and Nominating Chair. In addition, the Board of Directors may appoint up to two additional persons to be Executive committee persons where such persons have important skills or experience necessary to the effective operation of the Society. All Executive Committee persons must be members of the Society in good standing.

The Executive Committee shall work closely with the Board of Directors for the purpose of planning and producing the necessary program activities of the Society. The President of the Society shall chair all meetings of the Executive Committee. The resolutions and decisions of the Executive Committee may be binding upon the Corporation, subject to the ratification of the Board of Directors. Since all of the Directors are part of the Executive Committee, the minutes of the Committee meeting may reflect the vote of the Directors present. In accord with the custom and traditions of TWSA, the decisions of the Executive Committee shall control the operations of the Corporation. However, the Board of Directors shall continue to be the governing board and shall have the power to revise or modify the acts of the Executive Committee. If the Board of Directors elects not to modify or otherwise nullify any act of the Executive Committee within thirty days after the minutes of the meeting have been duly released by the Secretary of the Corporation, such act of the Executive Committee shall become the official act of the Board of Directors. If necessary, the Board of Directors may expressly ratify the acts of the Executive Committee at any time by written consent.

Section D. Other Standing Committees

The following committee descriptions shall cover the standing committees deemed necessary for the effective operation of the Society. All committees shall serve at the pleasure of the Board of Directors and shall contribute services in accord with the respective committee description.

Section E. Nominating Committee

No Committee persons on the Nominating Committee shall be Directors of the Corporation. The Committee persons shall be well known to the members of the Society and generally aware of people who would be willing and able to serve the organization. The Committee will recommend the candidates for election to the Board of Directors and will work with the President and other directors to identify persons who might be willing to serve as officers and committeeman in the organization.

Section F. Finance Committee

The Finance Committee shall generally oversee the financial aspects of the Corporation. The Treasurer shall serve ex-officio as the Chairperson of the Finance Committee. From time to time, as may be necessary, the Finance Committee will evaluate the income and expense projections of the Corporation and assist the Executive Committee in its planning function. At least once each year, the Treasurer, working with this committee, will prepare detailed financial statements including income, expense and asset balance reports. Also the Committee will produce and recommend a financial budget for each year to be considered by the Executive Committee at the spring meeting each year.

Section G. Quorum; Manner of Acting

Unless the Board of Directors specifies otherwise, a majority of the members of any committee shall constitute a quorum and a majority of committee members present and voting at a meeting at which a quorum is present shall be necessary for committee action.

Section H. Meetings

Committees may determine the time and place of their meetings and the notice required for them.

Section I. Terms of Office

Each chairperson or member of a committee shall continue as such until the next annual meeting of the members of the Society and until his or her successor is appointed, unless the committee shall be sooner terminated, or the person is removed there from, or the person ceases to qualify as a member thereof.

Section J. Vacancies

Vacancies on any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section K. Rules

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Article VIII. Officers

Section A. Officers

The officers of the Society shall be a President, a Vice President (who shall also be the President-elect), a Treasurer, a Secretary, and such other officers as may be elected in accordance with the provisions of this article. Only Directors in good standing may be appointed as officers. In accordance with Article Five, Section B, all officers, whose elected term as Director expires prior to their term of office and are not subsequently reelected, shall serve as ex-officio voting Directors of the Board until the end of their term of office.

Section B. Election and Term of Office

All officers shall serve for a term of two years. The officers of the Vice President, Secretary, and Treasurer of the Society shall be appointed every two years by the Board of Directors at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. The office of President shall be automatically filled by the Vice President at the end of the President's two-year term of office.

Section C. New Officers

The Board of Directors may create new offices and may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and qualified.

Section D. Removal

Any officer may be removed by the Board of Directors, whenever in its judgment the best interests of the Society would be served thereby.

Section E. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, the creation of new offices, or otherwise, may be filled by the Board of Directors at any meeting of the Board of Directors for the unexpired portion of the term.

Section F. President

The President shall be the principal executive officer of the Society and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time; including, but not limited to:

1. Presiding at all meetings of the members and of the Board of Directors;
2. Serving as an ex-officio non-voting member of all committees;
3. Appointing or removing all committee chairpersons and members; and
4. Determining the loss of signature member status.

The President may sign, with the Secretary or any other proper officer of the Society authorized by the Board of Directors, any documents or other instruments which the Board of Directors has authorized to be executed, except in cases where the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Society. After the President has served a full term in office, he or she shall be President Emeritus when his or her successor has taken office, for two years. President Emeritus is an honorary office and confers no official duties or authority. However, in an effort to maintain continuity of leadership and to ensure the effective transfer of corporate knowledge and experience, the President Emeritus shall be a voting committee person on the Executive Committee and may attend the Board of Directors' meetings for a term of two years. The President Emeritus shall have no voting power on the Board.

Section G. Vice President

In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President is the President-elect and shall automatically succeed the President following the end of his or her two-year term. The Vice President shall also assist the President in preparing and presenting activities for Board consideration and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section H. Secretary

The Secretary shall keep the minutes of meetings of the members and the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; as necessary, certify the Bylaws and other documents of the Society as true and correct copies thereof; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section I. Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Society; receive and give receipts for monies due and payable to the Society from any source whatsoever, and deposit all such monies in the name of the Society in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. The Treasurer also shall:

1. Make a complete financial report to the Board at its annual meeting;
2. Make an abbreviated report to the membership at the annual awards dinner;
3. Advance funds, as necessary and when approved in advance by the President to perform Society duties, with unused funds returned to the Treasurer;
4. Require detailed reports and receipts from all members submitting bills for reimbursement; and
5. Deposit life memberships to an interest-bearing account available only for Awards unless amended by these Bylaws.

Article IX. Activities

Section A. Newsletter

The Society shall publish a newsletter, which shall be the official organ of the Society. The Board shall from time to time set policies concerning frequency of publication, editorial content, masthead content, advertising, advertising rates, etc.

Section B. Exhibition

The Society shall sponsor and mount an annual *transparent* watercolor exhibition. The Board shall from time to time set policies concerning aesthetic and technical standards, applications, fees, juries, exhibition space, deadlines, insurance, reimbursement of transportation or housing costs, shipping methods, etc.

Section C. Workshop

The Society shall sponsor and mount an annual transparent workshop conducted by a nationally recognized artist in the field of watercolor. The Board shall from time to time set policies concerning the dates, time and place of the workshop, engaging the workshop artist, aesthetic and technical standards, applications, deadlines, insurance, etc.

Article X. Conflict of Interest

A conflict of interest is deemed to exist where the Society is or is considering becoming directly or indirectly a party to a transaction involving an entity in which a Director has a material financial interest or of which a Director is an officer, director or general partner. A Director with a conflict of interest shall disclose the conflict to the Board of Directors as soon as the conflict or the possibility of the conflict arises and shall not be eligible to consider or vote upon the transaction.

A Director does not have a material financial interest in a resolution fixing the compensation of the Director, or fixing the compensation of another Director as a director, officer, employee, or agent of the Society, even though the first Director is also receiving compensation from the Society.

A Director has a material financial interest in each organization in which the Director, or the spouse, parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the Directors, or any combination thereof, have a material financial interest.

A sitting director may not receive the TWSA's Director's Award during the exhibit.

Article XI. Contracts, Checks, Deposits and Funds

Section A. Fiscal Year

The fiscal year of the Corporation shall be from January 1 to December 31.

Section B. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society. Such authority may be general or confined to specific instances.

Section C. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such resolution, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President.

Section D. Deposits

All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies other depositories as the Board of Directors may select.

Section E. Gifts

The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Society.

Article XII. Attorney Consultant

The Board may consult with an attorney when there is concern about possible legal ramifications for Society actions.

Article XIII. Indemnification; Insurance

Directors and officers of the Society shall be, and employees and agents of the Society may be, indemnified for liabilities arising out of their action on behalf of the Society to the fullest extent permitted by the not for profit corporation laws and statutes of Minnesota, as amended from time to time, or any successor statute. Insurance may be purchased by the Society to protect the Society and its Directors, officers, employees and agents from such liabilities.

Article XIV. Conciliation of Disputes

In the event a dispute may arise between two or more persons operating under the authority of these Bylaws and such dispute cannot be resolved, the parties to the dispute shall submit the circumstances and issues of the dispute for mediation and arbitration as follows:

1. Each party to the dispute shall select a trusted person to hear the matter in a fair and impartial manner. Such person may not be in any way related to the choosing party by way of family connections, employment or contractual relations.
2. The persons so selected shall appoint one or more additional person(s) as may be necessary to provide an odd numbered mediation panel and such additional person(s) shall be similarly qualified as to all of the parties in conflict.
3. When the mediation panel is assembled the parties in conflict shall be permitted to present evidence and arguments in support of their position and the panel shall deliberate as necessary to resolve the problems. In all matters the panel shall first seek to reconcile the conflicting parties. If reconciliation is not possible then the panel shall arbitrate a solution and such solution shall be binding upon all parties.
4. No person shall bring any dispute under these Bylaws to any court of law or chancery without first proceeding under the above conflict resolution procedure. Unless the determination of the mediation panel is clearly in conflict with the laws of the State of Minnesota or in such venue as is appropriate no court shall reverse or otherwise amend the determination except as may be necessary to correct a minor discrepancy.

Article XV. Amendments

Upon the affirmative vote of two-thirds (2/3) of all Directors, the Board of Directors may from time to time amend or repeal all or any of the Bylaws of this Society, except that the power to change the quorum requirement for meetings of members, prescribing qualifications of Directors, and procedures for removing Directors is reserved to a vote of the members.

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CERTIFICATION OF ADOPTION OF BYLAWS

The undersigned, being the duly elected Secretary of Transparent Watercolor Society of America, a Minnesota Not-For-Profit Corporation, does hereby certify that the attached Bylaws of said Corporation were adopted by the official act of the Board of Directors in 1976, most recently revised in May of 2006, and the same do now constitute the Bylaws of the Corporation.

Dated this ____ day of _____, 2006.

Secretary