

WP&S CONSTITUTION & BY-LAWS

(approved November 2001)

ARTICLE I - NAME

- 1.1 The name of this Organization shall be "Wisconsin Painters and Sculptors, Inc." The Organization's name shall be abbreviated "WP&S."
- 1.2 A registered trade name of this organization shall be "Wisconsin Artists in All Media." This trade name shall be abbreviated "WAAM."

ARTICLE II - PURPOSE

- 2.1 The purpose of this Organization shall be charitable, educational and scientific, including but not limited to promoting and developing Wisconsin creative arts and in that behalf to hold periodic exhibitions within and without the state to exert influence toward the purchase of meritorious works of art by the state or any municipality or any other civic or business organizations; to provide lectures, educational programs, and seminars for the public; to produce and publish portfolios for libraries and art collections promoting the arts of Wisconsin, and in general to do whatever may be proper to further the purposes of the Organization under the Wisconsin Non Stock Corporation Law, Chapter 181 of the Wisconsin Statutes.
- 2.2 This corporation is organized exclusively for such purposes as are allowed under Sec. 501 (c)(3) of the Internal Revenue Code as amended.
- 2.3 No part of the net earnings of the Corporation shall endure to the benefit of or be distributed to its Members, Directors, Officers or other private persons, except the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it. (Note: See 4.8 Article IV.)

ARTICLE III - MEMBERSHIP

- 3.1 Membership in this Organization is available to any individual who is a professional artist in any visual arts media or is a person interested in supporting the creative visual arts and fulfills the qualifying criteria as set forth in the By-laws of this Organization.
- 3.2 Membership in this Organization may be terminated pursuant to the rules and regulations set forth in the By-laws.

ARTICLE IV - STATE BOARD GOVERNANCE

- 4.1 The property, business and affairs of the Organization shall be under the power, management and control of a State Board of Directors which shall consist of the Chairpersons of each state Chapter, or of individuals appointed by the Chairpersons of the Chapters to act in their place, and two other representatives from each Chapter with the understanding that each Chapter shall be able to cast one vote. Votes shall be cast by the Chapter Chairs, or another Chapter representative designated by the Chair to cast a proxy vote.
- 4.2 The terms of representatives on the State Board shall coincide with their terms as Chairpersons of their individual Chapters.
- 4.3 In the event that any Chapter shall fail to provide a member to the State Board, the State Board shall choose a representative from the membership rolls of the non-represented Chapter.
- 4.4 The Board of Directors shall have the authority to add nonvoting members to the Board of Directors who may offer business and other professional expertise for the benefit of the Organization.
- 4.5 All voting Board members are required to attend all Board meetings. Voting Board members deemed to do an inadequate job of attending meetings may be removed from the State Board by a majority vote of the three (3) Chapter votes cast.
- 4.6 Vacancies on the Board between Chapter elections shall be filled by temporary appointment, pursuant to clause 4.3 of this Constitution.
- 4.7 The State Board officer positions shall be President, Vice-President, Secretary, and Treasurer, who will be elected on a biannual basis by the State Board of Directors by a majority vote, with a majority vote of the entire State Board present, including those

other than cast by the three (3) Chapter Chairs, with a quorum being two-thirds (2/3) of the representatives voting. The State Board officer positions, duties and responsibilities shall be parallel to those of the Chapter Board officer positions, per By-law III, officers of State and Chapter Boards. (See Article VI - 6.1, Committees):

- A. The Board of Directors will be responsible for the publication of the member newsletter.
 1. The Board may hire an Editor who may or may not be a WP&S member.
 2. The Board may pay commission to an individual responsible for advertising sales for the newsletter.
 - B. The Board of Directors will be responsible for Biennial Exhibitions. These exhibitions will be held in at least one major city of Wisconsin (ie. Milwaukee or Madison) and will travel to one or more additional areas in the state.
 1. Fund raising and awards for the Biennial will be procured by the Board in coordination with the Chapters.
 2. Any expenses in excess of fees and contributions will be shared by the Chapters on a percentage per capita basis.
 3. Any monies raised for the Biennial in excess of expenses will be divided amongst the Chapters on a percentage per capita basis.
 - C. The Board of Directors will be responsible for Public Relations which will include: Marketing, Communications, the WP&S Internet Web Site and "Virtual Gallery" maintenance.
 - D. The Board of Directors will be responsible for establishing and maintaining the Historian/Archivist requirements set forth in the By-laws.
 - E. The Board of Directors will form a Finance Committee that will take care of the financial matters of the Organization as set forth in the By-laws. (Section 7.9, Fund raising)
- 4.8 The Board of Directors may hire or retain the services of an administrative assistant and/or executive director to carry out the activities of WP&S. Said individual may (not) be an officer and/or director. Terms and conditions of employment, including remuneration, if any, shall be determined by the State Board of Directors.

ARTICLE V - MEETINGS

- 5.1 Meetings of the general voting members of the Organization for conducting its business shall take place at least once per calendar year. Said business meetings may be combined with educational seminars, lectures, exhibitions, demonstrations and other events. All said meetings shall be open to the general public and held at public places such as art centers, libraries, universities and galleries.
- 5.2 Meetings of the Board of Directors shall be held at least four (4) times per year and may be combined with meetings of the general membership. Said meetings shall be scheduled by the Board. A regular business meeting of the Board of Directors shall occur no more than once per month. Special meetings of the Board of Directors may be scheduled at any time and may be conducted by telephone.
- 5.3 For regular meetings of the Board of Directors, there shall be ten (10) days notice to Board members. For special meetings of the Board of Directors, such notice to Board members shall be forty-eight (48) hours notice. Said notice may be written or oral. All Board of Director meetings shall be open to the general voting membership.
- 5.4 Parliamentary procedure shall follow Robert's Rules of Order.

ARTICLE VI - COMMITTEES

- 6.1 The following committees shall be appointed by the Board of Directors within a reasonable time after election to function as set forth in the By-laws: Membership, Exhibition, Nominating, Finance, Public Relations, Program, Newsletter and Librarian/Historian.
- 6.2 The action of all committees is subject to the ultimate authority and supervision of the Board of Directors.

ARTICLE VII - CHAPTERS

- 7.1 The Wisconsin Painters and Sculptors, Inc. Board of Directors may authorize, by a majority vote of the entire Board membership, creation of Chapters located in communities in the State of Wisconsin at reasonably appropriate distances from each other.
- 7.2 The purpose of the Chapters is to provide an outlet for members of Wisconsin Painters and Sculptors, Inc. to have an organized presence in all areas of the State of Wisconsin.
- 7.3 Each Chapter shall initially have a minimum of six (6) Professional Members of Wisconsin Painters and Sculptors, Inc. in order to be organized and viable.
- 7.4 Chapters are subject to the authority of the Constitution, By-laws and Board of Directors of Wisconsin Painters and Sculptors, Inc., and may not take any action or decision which would be in conflict thereto.
- 7.5 Each said Chapter may elect such officers as its membership deems necessary for the orderly operation of its activities including, but not limited to, a Chairperson, Vice-Chairperson, Secretary, and Treasurer (pursuant to Article III).
- 7.6 Each said Chapter will take required measures to form committees as required by the State Board of Directors.
- 7.7 Said Chapters may collect reasonable fees from those members who have paid all dues and assessments to Wisconsin Painters and Sculptors, Inc.
- 7.8 Copies of all Chapter minutes, communication and financial records shall be regularly submitted to the Wisconsin Painters Sculptors, Inc. Board of Directors but not less than quarterly.
- 7.9 The Chairperson of the Chapter shall automatically be a member of the Wisconsin Painters and Sculptors, Inc. Board of Directors unless said Chapter designates another individual.
- 7.10 All fund raising by Chapters, for State Board events and purposes, must be coordinated in advance with the Wisconsin Painters and Sculptors, Inc. State Board of Directors finance committee. Monies raised through fund raising by individual Chapters should remain in the Chapter's treasury except when needed for the newsletter and Internet Web site (these expenses will be billed to each Chapter on a quarterly basis) and Biennial expenses (which will be shared in Biennial years). It is understood that there may be money raised for a specific Chapter purpose, such as a scholarship or awards for a show, which the State Treasury will not access for Biennial or newsletter
 - A. A commission may be paid to a designated individual whose responsibility it is to carry out fund raising.
- 7.11 In the event a Chapter shall disband, dissolve or cease to exist, all of its assets shall become the property of the Wisconsin Painters and Sculptors, Inc. State Board Treasury. Upon ninety (90) days written notice to Chapter Members, the Wisconsin Painters and Sculptors, Inc. Board of Directors may, upon a majority vote of the three (3) Chapter votes cast, dissolve a Chapter.

ARTICLE VIII - AMENDMENTS

- 8.1 This Constitution and its By-laws may be amended at any regular business meeting of the general voting membership by a majority vote of the membership present and voting, provided written notice of the proposed change shall be given to the membership at least thirty (30) days in advance.
- 8.2 This Constitution and its By-laws may be amended by submitting a mailed ballot to all voting members of the Organization. A two-thirds (2/3) majority vote of those ballots returned shall be required for approval of the amendment. In order to be counted, a ballot shall be received by the Board within twenty-eight (28) days from the date of mailing to the membership.
- 8.3 Any amendment shall be submitted to the Board of Directors and shall receive a majority vote of the three (3) Chapter votes cast of said Board recommending approval before it may be submitted to the general voting membership.

ARTICLE IX - DISSOLUTION

- 9.1 In the event this Organization shall disband or be dissolved, thirty (30) days prior notice shall be given publicly and in writing to all members of the Organization.
- 9.2 All assets of the Organization shall be donated to an organization(s) within the guidelines of the By-laws or to such organizations described in Sec. 501 (c)(3) of the Internal Revenue Code as amended; which may include, but is not limited to, distribution to federal, state or local government, or its agencies, exclusively for a public purpose.

ARTICLE X - INTERPRETATION OF THE CONSTITUTION

- 10.1 Interpretation of this Constitution and all rules governing its application shall rest with the Board of Directors subject to applicable Wisconsin Law.

BY-LAWS

I. QUALIFICATIONS AND ELECTION OF MEMBERS

1.1 PROFESSIONAL MEMBERS

- A. Any visual artist who is a resident of the State of Wisconsin and who has met the requirements for professional membership as outlined below may be considered a candidate for a "Professional Membership."
- B. All candidates for Professional Membership shall have their applications reviewed by the membership committee of the local Chapter which will then submit its recommendation to the WP&S Board of Directors with the candidate's application.
- C. The Board of Directors shall take note of the membership committee's recommendation and after its own review of the application vote for admission or rejection of the candidate. Admission to membership shall require a majority vote of those members. The State Board of Directors bears final responsibility for acceptance or rejection of applicants for membership to WP&S, and it is expected that applications which are denied by an Chapter's membership committee, or those that require any special consultation, will be reviewed by the State Board for final determination. Applicants who wish may have their applications directly presented to the State Board, rather than being reviewed by a local Chapter. However, applications that are accepted as members by the Chapter committees shall be acceptable to the State Board, and need not be reviewed by them, unless there is some unusual circumstance requiring their review.
- D. Criteria to be reviewed for Professional Membership include, but are not limited to, the following:
 1. Exhibitions in juried shows and/or professional galleries of the individual's artistic works.
 2. Display and/or publication of the individual's artistic works.
 3. The individual shall have displayed recent art production of consistent quality and shall indicate the pursuit of professional goals.
- E. Based upon their prior professional achievement individuals may be requested to submit a membership application by the membership committee.
- F. Any visual artist may submit a formal application for membership in a form approved by WP&S.
- G. Upon being elected to membership, a candidate shall be notified and shall be expected to accept membership and pay the appropriate dues within sixty (60) days of notification.

1.2 ASSOCIATE MEMBERS

- A. Applicants not meeting Professional Member requirements and/or exhibition record but whose work reveals achievement and/or potential may be recommended for "Associate Membership."
- B. An Associate Member will have voting privileges and may enter WP&S exhibits unless an exhibit is designated by the Board to be for Professional Members only.
- C. Upon being elected to Associate Membership, a candidate shall be notified and shall be expected to accept membership and pay the appropriate dues within sixty (60) days of notification.
- D. An Associate Member may apply for Professional membership at such time as he/she believes he/she can fulfill the Professional Member requirements.

1.3 HONORARY MEMBERS

- A. Honorary Members may be elected to receive that title by a two-thirds (2/3) majority vote of the WP&S Board of Directors present and voting upon recommendation of a Chapter membership committee.
- B. Such member shall be an individual who has displayed outstanding support and/or effort on behalf of and for the benefit of the arts in Wisconsin.
- C. Honorary Members shall not be required to pay annual dues and shall not have any voting privileges.

1.4 LIFE MEMBERS

- A. Life Members may be elected to receive that title by a two-thirds (2/3) majority vote of the Board of Directors present and voting upon recommendation of a Chapter membership committee.
- B. Any person who presently is or previously had been a Professional Member of WP&S and who has displayed outstanding achievement and/or support for the

arts in Wisconsin for a period of at least twenty (20) years is eligible for life membership.

- C. Life Members shall not be required to pay annual dues and shall have all the rights and privileges of Professional Members.

1.5 SUPPORTING MEMBERS

- A. Any person interested in supporting the arts in Wisconsin may apply for a Supporting membership which shall be subject to a two-thirds (2/3) majority vote of the Board of Directors present and voting. Dues shall be payable on an annual basis.
- B. Any Supporting Member who does not serve on the Board of Directors shall have a voice but no vote at any authorized meeting of WP&S.

1.6 STUDENT MEMBERS

- A. Any undergraduate or graduate student may apply for Student membership.
- B. The membership application shall be submitted in the same manner as that for Professional membership.
- C. A Student Member shall be entitled to vote at any authorized meeting of WP&S and shall be required to show proof of school enrollment when dues are renewed.
- D. Upon leaving school, the Student Member may apply for a Professional or Associate membership.
- E. The Student Member may apply to all juried membership exhibits sponsored by WP&S unless an exhibit is designated by the Board to be for Professional Members only.
- F. Upon being elected to Student membership, a candidate shall be notified and shall be expected to accept membership and pay the appropriate dues within sixty (60) days of notification.

1.7 REVOCATION OF MEMBERSHIP

- A. Any member may be asked to resign for good cause by the Board of Directors. A two-thirds (2/3) majority vote of the Board members present and voting must vote for said resignation. Good cause shall be defined as any action which brings disrepute upon WP&S. The member asked to resign may request a personal appearance and a further vote of the Board of Directors at a subsequent Board meeting. Board members shall be notified in advance that such a review and vote will be on the agenda.
- B. In the event a member has been requested to resign and refuses to do so then, and in that event, upon a two-thirds (2/3) majority vote in favor of revocation of membership by the Board of Directors present and voting, a member may be dropped from the membership roles.
- C. Any member in arrears for payment of dues for one year and who has received at least two (2) dues statements from WP&S, but has not paid, shall risk loss of membership upon a two-thirds (2/3) majority vote in favor of revocation of membership by the Board of Directors. A member removed from the membership roles for nonpayment of dues may be reinstated to membership in WP&S by action of the Board of Directors. The Board may offer a waiver of membership fee at its discretion on a case by case basis.

II. MEETINGS

- 2.1 A quorum for a meeting of the Board of Directors shall be two-thirds (2/3) of its members.
- 2.2 A quorum for a meeting of the general membership shall be twelve (12) voting members.
- 2.3 A meeting of the general voting members of the Organization for conducting its business may be called by the State Board upon not less than twenty-one (21) days notice.
- 2.4 A meeting of the general voting membership shall be called upon the presentation to the State Board of the Organization a petition from at least ten (10) voting members. Upon presentation of said petition, the notice for said meeting shall be mailed to the membership within ten (10) days thereafter. The meeting shall be held within thirty (30) days after mailing of the notice.

III. OFFICERS OF STATE AND CHAPTER BOARDS

Where appropriate in interpreting this text, substitute the word President for Chairperson, and Vice-President for Vice-Chairperson (Note: Duties will be mentioned in an addition to Constitution Article IV, 4.7, discussed below.)

- 3.1 The Chairperson shall be the principal executive officer of the Chapter and, subject to the control of the Board of Directors, shall in general supervise and control all of the

business affairs of the Chapter. He/she shall, when present, preside at all meetings of the Chapter's Board of Directors and of the general voting membership. He/she shall have authority subject to such rules as may be prescribed by the Board of Directors to appoint such agents and committees of the Organization as he/she shall deem necessary, to prescribe their powers and duties and to delegate authority to them. In general, he/she shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors from time to time under their general supervision. The Chairperson is an ex officio member of all committees.

- 3.2 In the absence of the Chairperson or in the event of his/her death, inability or refusal to act, or in the event for any reason it shall be impracticable for the Chairperson to act personally, the Vice-Chairperson shall perform the duties of the Chairperson and when so acting shall have all the powers of and be subject to all the restrictions of the Chairperson. The Vice-Chairperson shall also have such other powers as delegated to him/her by the Board of Directors. It is anticipated but not required, that for the continuity of the Organization the Vice-Chairperson will be nominated to succeed the Chairperson upon the termination of their terms of office.
- 3.3 The Secretary shall:
 - A. Keep the minutes of the meetings of the Board of Directors and of the general membership;
 - B. See that all notices are duly given in accordance with the provision of these By-laws and as required by law;
 - C. Be custodian of all the records of the Organization;
 - D. Keep or arrange for the keeping of a register of the names and addresses of all members;
 - E. In general, perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the Chairperson or by the Board of Directors.
- 3.4 The Treasurer shall:
 - A. Have charge and custody of and be responsible for all funds and securities of the Organization;
 - B. Receive and give receipts for monies due and payable to the Organization from any source whatsoever and deposit all such monies in the name of the Organization in such financial institutions as shall be designated by the Board of Directors;
 - C. Provide a financial statement to the Board of Directors of the Organization's financial affairs as required by said Board. A single signature of the Chairperson, Vice-Chairperson or Treasurer, or such other individual as may be authorized by the Board of Directors, shall be required on a check;
 - D. In general, perform all duties incident to the office of Treasurer and have such other duties and exercise such other authorities as from time to time may be delegated or assigned to him/her by the Chairperson or by the Board of Directors.
- 3.5 In the event of a vacancy in an officer position because of death, resignation, removal, disqualification or otherwise, it shall be filled by the Board of Directors for the unexpired portion of the term. Said election shall be by a two-thirds (2/3) majority vote of the Board of Directors present and voting, providing that appropriate notice of the vacancy and the impending election is given to the Board in advance.
- 3.6 Any officer or member of the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Organization will be served thereby. A two-thirds (2/3) majority vote of the entire Board of Directors shall be present and voting and removal shall require a majority vote of those present. The individual who is the subject of said vote shall have the right to vote. Upon the petition of at least twelve (12) voting members, the general membership shall require the Board of Directors to vote upon the removal of an officer or director. An individual officer or director may be the subject of a removal vote only once in a fiscal year.
- 3.7 Any Professional, Associate, Life or Supporting Member in good standing may be an officer and/or director of the Organization.
- 3.8 Elections to the officer positions at the Chapter level shall occur during the month of May and those elected shall commence office as of June 1st, immediately thereafter. Chapter elections shall take place after at least thirty (30) days notice at a membership meeting and/or by mailed ballot. In the event of mailed ballots, there shall be a minimum of twenty-one (21) days and a maximum of twenty-eight (28) days between the date of mailing and the date the returned ballots must be received in order to be counted for the voting. Election of the State Board officer positions, per

Constitutional clause 4.1 (revised October, 2000), shall take place at the next State Board quarterly meeting immediately following the Chapter officers being seated, or at a special State Board meeting called for that purpose.

- 3.9 Elections shall take place after at least thirty (30) days notice at an annual membership meeting and/or by mailed ballot. In the event of mailed ballot there shall be a minimum of twenty-one (21) days and a maximum of twenty-eight (28) days between the date of mailing and the date the returned ballots must be received in order to be counted for the voting.
- 3.10 Direct nomination to the officers' ballot in a reasonable and appropriate manner shall be specified in the By-laws and shall require a minimum of five (5) voting members in order to have an individual's name placed upon the ballot.
- 3.11 In all cases, elections shall be by a simple majority of the votes cast. In the event of a tie vote, the election shall be decided by a coin flip conducted by one of the officers.
- 3.12 The officers of the Chapters shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer elected by the Chapter membership at large on a biannual basis.
- 3.13 In no event shall any individual be elected to more than two (2) successive terms in any one position as an officer.
- 3.14 The principal office of the Chapter shall be at an address designated by the then current Chairperson or at such other location as approved by the Board of Directors.

IV. COMMITTEES OF CHAPTERS

4.1 MEMBERSHIP COMMITTEE

- A. The Membership Committee shall consist of at least two (2) members, one of whom shall be a member of the Board of Directors.
- B. It shall be the duty of the Membership Committee to assure itself that all candidates accepted for membership are qualified for the appropriate membership category.
- C. The Membership Chairperson shall be responsible for the maintenance of current and accurate membership records including notice to the WP&S Web file.
- D. All matters relating to membership shall be referred to the Membership Committee. At least annually, an entire list of all members shall be distributed to the membership and to appropriate archives such as the Milwaukee Art Museum and Milwaukee Public Library.
- E. No less than on a quarterly basis, membership applications shall be reviewed and recommendations made to the Board of Directors by the Membership Committee.

4.3 EXHIBITION COMMITTEE

- A. The Exhibition Committee shall consist of two (2) or more members, one of whom shall be on the Board of Directors or a designee.
- B. The Exhibition Committee shall be responsible for all matters relating to exhibitions sponsored, cosponsored or participated in by WP&S. The Committee's actions shall be subject to the approval of the Board of Directors.

4.4 NOMINATING COMMITTEE

- A. The Nominating Committee shall consist of at least two (2) members, one (1) of whom shall be a member of the Board of Directors.
- B. The Nominating Committee shall prepare a slate of the proposed Officers and Directors which shall be distributed to the membership pursuant to these By-laws.

4.5 FINANCE COMMITTEE

- A. The Finance Committee shall consist of at least two (2) members, one of whom shall be a member of the Board of Directors.
- B. The Finance Committee shall be responsible for receipt and disbursement of the Organization's operational funds.
- C. The Finance Committee shall be responsible for receipt, investment and disbursement of all Endowment Trust funds and the development of the Endowment Trust program. (The interest can be used for the benefit of the Organization.)
- D. The Finance Committee shall, on a regular basis, provide an accounting of all Organization funds to the Board of Directors and the general membership.

4.6 PUBLIC RELATIONS COMMITTEE

The Public Relations Committee shall consist of one (1) or more members who shall notify the general public of all educational meetings, seminars, lectures and exhibits and take steps to promote the participation of others in the works of the Organization.

4.7 PROGRAM COMMITTEE

- A. The Program Committee shall consist of two (2) or more members of the Organization, at least one (1) of whom shall be a member of the Board of Directors.

- B. The Program Committee shall be responsible for arranging, directing and conducting all matters in relation to programs engaged in by the Organization.
- C. The emphasis of the programs shall be an educating others to the visual arts, to stimulate interest in the arts and to strengthen the interrelationships between the arts, and may include continuing education for artists.
- D. The programs shall always be open to the general membership and to the general public.

4.8 LIBRARIAN/HISTORIAN COMMITTEE

- A. The Librarian/Historian shall maintain accurate and complete records of the Organization's activities and of any publicity and/or reviews relating to the Organization and its members.
- B. The Librarian/Historian shall cooperate and assist other organizations engaged in similar endeavors.
- C. Records of WP&S shall be contributed to the Main Branch of the Milwaukee Public Library, or if that is impossible or inappropriate, then given to another State Board selected institution.

4.9 NEWSLETTER CORRESPONDENT

The Newsletter Correspondent shall attend to the Chapter's news for inclusion in the newsletter: notices, reviews, statements, correspondence and other data which may be useful to the members and of interest to the readership.

4.10 FUND RAISING COORDINATOR

A Fund Raising Coordinator will tend to the fund raising needs and opportunities of his/her Chapter and will meet in conjunction with the State Board to plan and discuss strategies.

V. DUES

- 5.1 The dues schedule shall be determined by the Board of Directors and appropriate notice shall be given to the membership at least annually.
- 5.2 Any change in the dues schedule requires a notice to the membership on or before March 1st, preceding the commencement of the new dues schedule on the succeeding June 1st.
- 5.3 Annual dues shall be due and payable on June 1st of each fiscal year.
- 5.4 Proration or waiving of dues shall be determined by the Board of Directors on a case by case basis.
- 5.5 Student membership dues shall be at a reduced amount established by the Board.
- 5.6 Each Chapter (organized under Article VII) will pay a percentage of expenses (based on a per capita tabulation) for publication of the membership newsletter and Biennial Exhibition and will be billed quarterly by the State Board of Directors. Said funds shall be used for the benefit of WP&S as determined by the Board of Directors.

VI. ORGANIZATION CALENDAR

- 6.1 The fiscal year of the Organization shall commence June 1st and terminate May 31st of the following calendar year.
- 6.2 Terms of office and dues shall be based on the fiscal year of the Organization.

VII. DISSOLUTION

- 7.1 In the event the Board of Directors shall vote to disband the Organization or dissolution is to be imposed upon the Organization for any reason, a general membership meeting shall be called upon at least thirty (30) days prior notice.
- 7.2 The special meeting to discuss the dissolution of the Organization by the general membership shall take such action as it deems appropriate.
- 7.3 All assets and/or records of the Organization shall be donated to the Main Branch of the Milwaukee Public Library Humanities Department.
- 7.4 The Officers of the Organization shall be responsible for the filing of all appropriate documents with the Secretary of State for the State of Wisconsin and the Register of Deeds, Milwaukee County, Wisconsin, in the event of dissolution.
- 7.5 If for any reason the assets and records of the Organization cannot be donated to the Milwaukee Public Library, the membership shall choose a similar eleemosynary institution devoted to the visual arts consistent with Article IX of the WP&S Constitution.

VIII. INTERPRETATION AND AMENDMENT OF BY-LAWS

- 8.1 Interpretation and amendment of these By-laws and all rules governing its application shall rest with the Board of Directors subject to the Constitution of this Organization and applicable Wisconsin Law.