

TRIANGLE POTTERS GUILD, Bylaws and Constitution

Amended: May 1, 2012

ARTICLE I: Name

The name of this organization shall be the "Triangle Potters Guild."

ARTICLE II: Purpose

This shall be a non-profit organization and duly registered under the applicable State and Federal laws therefore as a non-tax paying entity.

Section 1 - Objectives

- a. To educate the public and membership in all phases of the ceramic arts.
- b. To acquaint the public and to arouse interest at all levels of skill in the practice, standards, ethics and appreciation of the ceramic arts.
- c. To provide opportunities for all members and the public, regardless of skill, to experience the ceramic arts and to increase their skills, knowledge and appreciation thereof.
- d. To cooperate with and assist other organizations having purposes or objectives similar to those of this Guild for the improvement of standards and the furtherance of interests in the ceramic arts.
- e. To formulate and maintain standards governing the Guild-sponsored public display of ceramic arts.

Section 2 - Means

- a. Lectures.
- b. Visual and Audio-visual media.
- c. Seminars, Panels and Workshops.
- d. Exhibitions.
- e. Demonstrations.

ARTICLE III: Membership

Section 1- Eligibility

Membership shall be open to all persons interested in the objectives of the Guild without regard to their level of skill or achievement.

Section 2 - Categories, Definitions, Privileges

- a. A "Member in good standing" is one who has paid the current dues for the fiscal year.

- b. Only members in good standing may vote in Guild elections or business meetings.
- c. All members will receive general Guild mailings, and may attend or participate in Guild meetings, programs, etc.
- d. All members in good standing are privileged to participate in or to attend Guild functions and use the Guild Library subject to such rules as the Board of Directors may adopt or authorize.
- e. There will be no charge for any Guild member to attend regular monthly meetings and/or business meetings.
- f. Apart from regular meetings and/or business meetings, the Guild may, from time to time, organize or participate in special events and programs. Reasonable fees may be charged for such special events and programs, which amount shall be set by the Board of Directors.

Section 3 - Dues and Fees

- a. The fiscal year shall be from September 1 in each calendar year to August 31 in the next calendar year. Annual dues are payable on September 1. They will be current for one fiscal year.
- b. If dues have not been paid after the third meeting, then membership lapses and can be reinstated by payment of full annual dues.
- c. Any member of the household of a member in good standing may join the Guild at a rate of one-half the current full-year dues structure applicable to regular members.
- d. Dues structure and the amount of any fees for special activities and programs shall be established by a majority vote of the Board of Directors, who are empowered to set different rates for members and non-members, provided that members in good standing will not be charged more than non-members. For the purposes of this subsection, any member who has not paid dues for the current year will be regarded as a non-member.

ARTICLE IV: Officers

Section 1 - Designation and Election

- a. The six officers of the Guild shall be : President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and Librarian.
- b. All officers will assume and fulfill to their best ability the duties of their office as prescribed in the "Bylaws and Constitution" and will prepare written reports annually for placement on file.
- c. All officers shall be elected by simple majority vote of the members in good standing present, provided that a quorum is achieved at the meeting in which elections are held. Newly elected officers will be installed at the first fall meeting and will serve for a period of one year from their installation, or until the next fall installation of officers, whichever occurs first.
- d: Officers are elected to serve one year in office. No member shall serve more than two consecutive full terms in the same office.

Section 2 - President -duties

- a. The President will preside at all general Guild business meetings and elections.
- b. The President will call meetings of the Board of Directors.
- c. The President will coordinate the activities of the Board.
- d. The President will be a member of the Finance Committee.
- e. The President will create and appoint the members of any special or temporary committees as needed with the concurrence of the Board of Directors.

Section 3 - Vice President -duties

- a. The Vice president will serve in the President's stead in the event of the absence or unavailability of the President.
- b. The Vice President will be a member of the Finance Committee.
- c. The Vice President will be responsible for the programs at the regular meetings.
- d. The Vice President shall succeed to the office of the President should the Presidency become vacant.
- e. Should the Vice President succeed to the office of the President, the Board of Directors will appoint a new Vice President for the duration of that term.

## Section 4 - Recording Secretary - duties

- a. The Recording Secretary will attend all meetings of the Board and of the Guild and shall prepare, keep and file all minutes of Board and Guild meetings for later inspection. The Recording Secretary shall also maintain a summary listing by date of all items, policies and directives approved by the Board and the membership for ease of reference by current and future officers and members.
- b. The Recording Secretary will submit the minutes of the previous meetings and proposals of the Board and Guild for review. This may be done via e-mail or the newsletter with the final approval requested at the next general meeting.
- c. The Recording Secretary will keep a copy of the "Bylaws and Constitution" available at all monthly meetings and any member is entitled to make a copy of same.
- d. The Recording Secretary will keep a copy of the Guild's "Articles of Incorporation" and will ensure any amendments or other required filings are submitted as required by the State.

## Section 5 - Corresponding Secretary -duties

- a. The Corresponding Secretary will edit and mail a newsletter and will compile and mail a current membership list using the Treasurer's records.
- b. The Corresponding Secretary will mail notices regarding all meetings of the membership. Timely notice of such meeting can be made through the newsletters.
- c. The Corresponding Secretary will direct all specialized mail and correspondence to and for the committee chairpersons and Board members as appropriate.
- d. The Corresponding Secretary will correspond with associated groups of like interest.
- e. The Corresponding Secretary will receive the Guild mail and respond to all general inquiries for information regarding the Guild.

## Section 6 - Treasurer -duties

- a. The Treasurer will receive and disburse funds and keep accurate financial records available at all times for audit.
- b. The Treasurer will renew all Corporate or Guild registrations and Official Papers and annually file any requisite reports for Tax or other official purposes.
- c. The Treasurer will enroll and maintain the record of membership and the status of members.
- d. The Treasurer will be the chairperson of the Finance Committee.

Section 7 - Librarian -duties

- a. The Librarian will maintain and add to the Guild library.
- b. The Librarian will, at the start of the fiscal year, request approval by the membership of a budget with which to add to and maintain the Guild library during the year.
- c. The Librarian will inscribe any materials added to the collection by means of any special contribution or gift therefore, with regards to the stated preferences of the donor.

ARTICLE V: Board of Directors

Section 1 - Board of Directors

- a. There shall be a governing board known as the Board of Directors of the Guild who must all be members in good standing.
- b. The Board of Directors shall consist of all currently elected and installed Officers, and of the immediately preceding President in ex officio status, should the immediately preceding President wish to serve. If the immediately preceding President chooses not to serve on the Board, a "Quorum" will be based on the six currently elected officers.
- c. All Board members shall have equal voting privileges except in cases where a tie vote results (refer to Article VI, Section 4, item f).
- d. By invitation of the Board, any Guild member may serve the Board in an advisory capacity without voting privileges.
- e. Subject to the orders of the Guild membership, the Board of Directors shall direct and act for the Guild in all business and Guild matters between meetings of the Guild, and in the absence or incapacity of an Officer be empowered to act for the Officer.
- f. The Board of Directors shall determine when any office has become vacant, and may fill such vacancies for any office other than President. No office may be declared vacant over the objections of any person elected to that office for the current year without recourse to the will of the Membership.

Section 2 - Installation and Term of Board of Directors.

- a. Installation of newly elected officers as Board members shall be at the first fall meeting to serve for one term ending at the next fall meeting.
- b. Board members shall serve for a period of one year from their installation, or until the next fall installation of officers, whichever occurs first.

## ARTICLE VI: Meetings

## Section 1- Principal Office

The principal office of this organization shall be at the North Carolina State University Craft Center or at such other place as the Board of Directors may from time to time designate.

## Section 2 - Guild Meetings.

- a. All Guild meetings shall be called by the Board of Directors with reasonable advance notification to all members of the Guild. Notice of any such meeting can be made through the newsletters or by special mailing, either postal or electronic, or by telephoning of each member. Failure to notify a majority of the members at least one week prior to the meeting shall be cause to disqualify the meeting for purposes of business or elections.
- b. A minimum of three Guild meetings shall be called, including one Annual Meeting for the election of Officers.
- c. The maximum number of called meetings is at the discretion of the Board.
- d. Ten percent (10%) of individual members in good standing (excluding Officers) shall constitute a quorum at any Guild meeting.
- e. No meeting shall be conducted in the absence of a quorum.
- f. Regular Guild meetings shall consist of two parts: (1) a business meeting, (2) a program that promotes Guild objectives.

## Section 3 - Non-members at Guild Meetings

Non-members are to be welcomed and their visits encouraged. They are permitted to attend any regular Guild meetings. After attending two regular meetings during a fiscal year, the person will no longer be considered a visitor and will be encouraged to join the Guild at the current dues structure to be eligible to attend further meetings during that fiscal year.

## Section 4 - Board Meetings

- a. An official Board of Director's meeting shall consist of a majority of the Board members and may be called at any time by any member, and may only be called by notification of at least a majority thereof.
- b. If a majority of Board members agree, official decisions may be taken over the phone or Internet, provided that the reasons for such an expediency, and any action taken, are read into the record at the next meeting of the Guild membership.

- c. There shall be a minimum of two official Board of Directors meetings each fiscal year.
- d. A simple majority of members of the Board shall constitute a quorum.
- e. In the absence of a quorum, no official Board meeting may be held.
- f. Decisions of the Board shall be by simple majority vote of those present, provided they constitute a quorum. Should any Board vote be tied, the ranking officer may choose to cast a second, tie-breaking vote. In order of precedence, the President, Vice-President, Treasurer and Recording Secretary shall have the choice of casting a tie-breaking vote.

#### ARTICLE VII: Standing Committees and Duties

##### Section 1 - Finance Committee

- a. The finance committee shall be responsible for fund raising, budgeting, and auditing the books of the treasury.
- b. The finance committee shall be composed of five members that include the Treasurer, the President, and the Vice President, and at least two other members in good standing.
- c. The two non-elected members of the finance committee shall be appointed by the Board.
- d. The Treasurer shall be the Chairperson of the Finance Committee.

##### Section 2 - Nominating Committee

- a. The Nominating committee shall be composed of three members in good standing at least two of whom are NOT Board members.
- b. Members shall be appointed by the President.
- c. The Nominating Committee will annually propose a slate of nominees for each elective office to be published in the newsletter at least one month prior to the annual business meeting provided however that each Nominee's consent has been secured prior thereto. All members must be notified by mail, either postal or electronic, as to the date and slate for the election, which notice may be given in the newsletter.

## ARTICLE VIII: Elections and Nominations

### Section 1 - Nominations

- a. Nomination and election of Officers shall be made as follows:
  1. The Nominating Committee shall propose the slate of Officers only after securing the consent of each Nominee.
  2. Nominations from the floor shall be in order provided that the nominee's consent has been secured previously.

### Section 2 - Elections

- a. Elections shall be held at the May Guild meeting.
- b. Only members in good standing may vote in Guild elections or business meetings.
- c. Election to office shall be awarded to the nominee receiving a majority of the votes from among the membership present, provided that a quorum is established.

## ARTICLE IX: Parliamentary Procedure:

Where not inconsistent with this "Bylaws and Constitution," and any other Special Rules the Guild shall adopt, the rules contained in the current edition of Merriam Webster's Rules of Order by Laurie Rozakis shall provide the framework for Guild membership to consider, discuss and conduct business.

## ARTICLE X: Amendments to "Bylaws and Constitution"

Section 1 - This "Bylaws and Constitution" may be amended at any general Guild meeting, provided that proposed amendments have been submitted in writing by mailing same to the membership at least three weeks prior to any vote thereon. Notice may be given through the newsletter, timely mailed.

Section 2 - A two-thirds majority of a quorum of members in good standing can adopt amendments to the "Bylaws and Constitution."

Section 3 - Upon proper notice of proposed amendments, the wording and or the intent of such proposed amendments can be changed at the meeting to consider same, provided that any such changes fall reasonably within the subject matter of the written amendment(s) mailed to the membership, and voted upon without the necessity of mailing out written copies of such changes or delaying action until a later meeting.

ARTICLE XI: This Guild shall be governed in accordance with its "Bylaws and Constitution," which will control the actions of the Guild, its Board of Directors, Officers and Members.

ARTICLE XII: If the organization Triangle Potter's Guild is disbanded, the assets of the Guild will be donated to the Crafts Center at North Carolina State University.



## BOARD OF DIRECTORS: Recitation of Process and Adoption

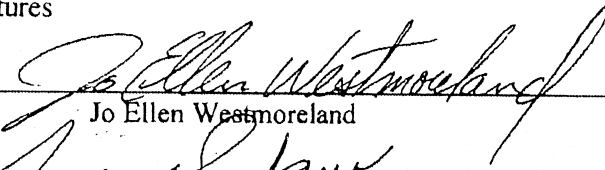
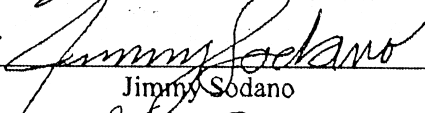
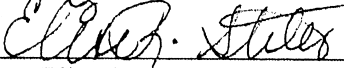
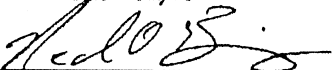
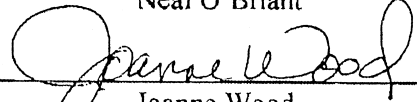
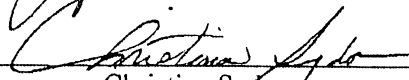
## Actions of the Board

This amendment to the "Bylaws and Constitution" is the result of discussion by the Board at various Board meetings in 2011 and 2012 and recommendations by the Finance Committee at their February 28, 2012, meeting. This amendment adds a new duties for the Recording Secretary; adds a new article to stipulate what will happen to the assets of the TPG should the Guild be disbanded; eliminates the dues discount for members joining after April; cleans up the wording regarding non members and corrects some grammatical and typographical errors. The document was agreed to by all members of the Board and submitted to the Guild Membership on April 9, 2012, for consideration by the Board and the membership.

## Approval by the Guild Membership

The document was approved by a quorum of the membership per Article X, Section 2, on May 1, 2012.

## Signatures

 _____ Jo Ellen Westmoreland	President
 _____ Jimmy Sodano	Vice President
 _____ Elise Stiles	Treasurer
 _____ Neal O'Briant	Recording Secretary
 _____ Joanne Wood	Corresponding Secretary
 _____ Christina Sydor	Librarian

Date May 1, 2012