

# West Michigan Potters Guild Constitution and By-Laws

## Constitution

### Article I – Name

The name of this organization shall be the “West Michigan Potters Guild”

### Article II – Objectives

#### 1. Aims

- a. To provide a stimulating and inspirational discussion of problems, interests, and successes: toward the goal of mutual improvement of ceramic skills.
- b. To arouse interest and acquaint the general public with standards, ethics, and appreciation of ceramic art.
- c. To work for the improvement of standards in all areas where ceramic art is involved.

#### 2. Means

- a. Lectures
- b. Discussions, seminars, and workshops
- c. Group exhibitions

### Article III – Membership

1. Membership is open to all persons interested in the aims of the organization.
2. Memberships shall be: “Individual”, “Studio”, and “Newsletter Only”
  - a. “Individual” Membership is defined as one person;
  - b. “Studio” Membership is defined as two persons sharing a common address;
  - c. “Newsletter Only” is defined as one person, who is on the mailing list to receive the monthly newsletter.
3. Studio membership shall entitle the studio members to one copy of the newsletter to be shared.

### Article IV – Officers

#### 1. Board

- a. The governing board of the organization shall consist of the elected officers and those additional members appointed to the board by the officers; including the immediate past president, the immediate past vice president, the Spring and Fall Show Chairpersons, the New Membership Chairperson and the Newsletter Publisher.
- b. The retiring president shall serve on the board for one additional year (beyond the regular term) in an advisory capacity, with voting privileges.
- c. The retiring vice-president shall serve on the board for one additional year (beyond the regular term) in an advisory capacity, with voting privileges.
- d. A minimum of ten persons will make up the board, with voting privileges.

#### 2. Officers

- a. Officers are: President, Vice President/Chairperson of Program, Secretary, and Treasurer.
- b. All officers will assume the duties of their office as set down in the by-laws.
- c. All officers will continue in office for one term (Two years).
- d. Officers must not serve again for a minimum of one year before being considered for re-election;
- e. In a situation where there are no potential nominees willing to serve; the Board is able to waive the ‘minimum one year before being considered for re-election’ rule.

### Article V – Meetings

#### 1. General Meetings

- a. All general meetings shall be called by the President with advanced notification sent to all members a minimum of ten days prior to the meeting.
- b. The annual meeting shall be held in May of each year.
- c. The maximum number of meetings shall be at the discretion of the acting officers of the group.

### Article VI – Quorums

#### 1. General Meetings

- a. A quorum for a general meeting shall be 10% of the membership.

#### 2. Board Meetings

- a. A quorum for a board meeting shall be 50% of the board.

## Article VII – Amendments

This constitution may be amended at any general meeting. The proposed amendments must be submitted in writing at a previous meeting or received by mail from the membership ten days before the vote. A simple majority of the quorum of the members present is necessary.

## Amendments to the Constitution

### First Amendment

#### Article VIII – Proper Dissolution Clause

**Section 1** – No Dividend shall be declared or paid to any member of the guild nor shall any member upon dissolution of the guild for any reason be entitled to receive a distribution or any share of the assets then owned or held by the guild.

**Section 2** – It is expressly understood that the guild is not formed for profit and does not contemplate monetary gain, profit, or dividends for its members.

**Section 3** – The guild shall be operated exclusively for charitable and educational purposes and no part of its activities shall attempt to influence legislation.

**Section 4** – Upon liquidation, dissolution, or abandonment of the guild, all assets of the guild shall be distributed to such organization or organizations as determined by the board of directors which are then tax exempt under section 501(c)(3) of the 1954 Internal Revenue Code, as amended, or the corresponding provisions of any future United States Internal Revenue Law.

## By-Laws

### Article 1 – Membership and Dues

#### 1. Members

- a. A “current” member has paid their full membership dues at or prior to July 31<sup>st</sup>.
- b. A “new” member has paid their full membership dues after July 31<sup>st</sup>.
- c. A “contributing member” has paid their dues and has served on a committee or performed work for the guild during the year of, or year prior to a given show.
- d. A “lapsed” member has not paid their dues on time.
- e. Members may apply to participate in any guild-sponsored show. Contributing members will be given priority in acceptance of application over current and new members in accordance with the application process and procedure in effect for that show.

#### 2. Privileges of Members

- a. To participate in and vote in the general meetings of the guild.
- b. To receive notices and information distributed by the guild.
- c. To attend meetings and functions of the guild.
- d. Members may vote by absentee ballot.
- e. Members are eligible to apply for Spring and/or Fall show participation.

#### 3. Dues

- a. The membership year (also referred to as the Guild’s Fiscal Year) runs from June 1<sup>st</sup> to May 31<sup>st</sup> of the following calendar year.
- b. Membership dues are payable on June 1<sup>st</sup>. Each member is responsible for the timely payment of dues. The Guild may publish dues reminder notices in the newsletter; but no individual invoices or notices will be distributed, or reminder calls made for dues collection.
- c. Amount of dues shall be established by a majority vote of the membership at the annual May business meeting. Any proposal to change the dues structure, or amount, shall be published in the newsletter before the business meeting to facilitate absentee voting by members unable to attend the meeting in person.
- d. Dues for members joining after December 1<sup>st</sup> shall be on-half of the annual dues.
- e. Membership shall be considered lapsed if dues for the fiscal year are not received by the treasurer on or before July 31<sup>st</sup>. Lapse of membership will result in the member being dropped from the Guild’s distribution and membership list and deletion of any contact information and images published on the Guild’s website. A member may reinstate a lapsed membership at any time by remitting full payment of annual dues to the Treasurer.

## Article 2 – Governing Board of Officers

1. The officers of the Guild shall constitute the Governing Board.
2. The Governing Board shall have general supervision over the affairs of the Guild between meetings. It is subject to the orders of the Guild membership, and none of its acts shall conflict with the orders of the Guild.
3. Elected officers have priority in booth space assignments at any guild-sponsored show for which their application has been accepted.

## Article 3 – Duties of the Officers

### 1. President

- a. To call meetings of the Governing Board.
- b. To correlate the activities of the Governing Board.
- c. To preside at general and business meetings.
- d. To appoint committees as necessary.
- e. To arrange for the place, time and date of the general meetings.
- f. To give information about meetings to the secretary.

### 2. Vice-President/Program Chairperson

- a. To attend meetings.
- b. To organize the program of general meetings.
- c. To provide a projected program schedule, with dates at the Fall meeting.
- d. To oversee grant writing.
- e. Stand in for other board members in their absence.
- f. Will vote to break a tie vote at an officer election.

### 3. Secretary (Membership and Newsletter)

- a. To attend all meetings.
- b. To keep and file all the minutes of the previous meetings and board meetings.
- c. To read the minutes of the previous meetings and proposals of the Board and General meetings.
- d. To keep a copy of the Constitution and By-Laws available at all meetings.
- e. To keep an up-to-date list of members for mailings and other purposes.
- f. To receive new member and renewing member applications, work with the New Membership Chair to assure that new members are enrolled and their information is added to distribution lists and the membership roster, and that the webmaster is notified of the current membership.
- g. To work with the Newsletter Publisher to assure newsletters are created and mailed so that members have notice ten days in advance of each meeting.
- h. **New Membership Chairperson** is a non-elected position to be appointed by the President when there is a vacancy of the position. Responsibilities of this position are to promptly respond to new membership inquiries and applications, welcome new members by mailing them the New Member Welcome packet, and work with the Secretary to assure that new members are enrolled and their information is added to mailing lists and the membership roster, and that the webmaster is notified of current membership.
- i. **Newsletter Publisher** is a non-elected position appointed by the President when there is a vacancy in the position. Responsibilities of this position are to compile, edit and distribute the WMPG newsletter. The newsletter shall be mailed early in the month to notify members at least ten days in advance of upcoming meetings. The newsletter must be reviewed and approved by the President before publication.
- j. The newsletter shall contain:
  - Calendar of meetings and upcoming events.
  - Quarterly financial statements and any special financial statements.
  - Minutes of meetings.
  - Proposals for consideration prior to a vote of the general membership.
  - Up-dated membership list, published annually in September.
  - Other general information of interest to the membership.

### 4. Treasurer

- a. To receive and disburse funds, and keep adequate financial records.
- b. To renew legal organizational papers annually.
- c. To make the Treasurer's books available for audit if the membership request them.
- d. To act as committee-person of any sales conducted by the membership.
- e. To present a proposed budget for the coming year at the Fall meeting.
- f. To provide a quarterly financial statement for publication in the newsletter
- g. Must receive all membership dues and show fees.

- h. An outside auditor shall be hired to audit bookkeeping on an annual basis.
- 5. Annual Reports**
  - a. Written exit reports shall be made by the officers, and placed on permanent file by the secretary.
  - b. These reports shall be available to the incoming officers.
  - c. Following each show, a written summary with proposals for recommended changes, must be prepared by the show chairs and distributed at the annual May meeting.
  - d. A committee appointed by the governing board shall submit an annual audit of the treasurer's books at the annual May meeting.

#### **Article 4 – Execution of Instruments**

1. The Governing Board shall be empowered to establish and utilize and necessary bank accounts.
2. Any withdrawals on these accounts shall be required to carry the signature of the President or Treasurer. The two officers must communicate, be aware of the amount, and be in agreement, prior to applying the signature.

#### **Article 5 – Elections**

1. Nomination and election of officers shall be made in the following manner. A nomination committee of three, including a chairperson shall be appointed by the President. The nominating committee will have its first meeting in March, prior to the May annual meeting. The nomination committee must secure consent of the nominees, prior to distributing the slate to the members ten days prior to the annual meeting. Nominations from the floor shall be accepted, providing the consent of the nominee has first been obtained.
2. Elections of vice president and treasurer for a two-year term will be made in odd fiscal years and elections of president and secretary in even years to provide continuity in the board.

#### **Article 6 – Shows and Events**

1. Each guild event will be self-funding; that is, the workshop fees will fund the workshop, spring show fees will fund spring show, etc.
2. **Show Chairperson** is a non-elected position to be appointed by the President when there is a vacancy of the position. Responsibilities of this position include:
  - a. Publish application and rules for shows, committees and dates.
  - b. Publish list of applicants who have first choice of spaces
  - c. Accept applications and inform people, in a timely manner, that their applications have been received.
  - d. Verify membership status with the Treasurer.
  - e. Assign participants to committees. Note: Participants can volunteer for committee positions.
  - f. Appoint committee leaders.
  - g. Coordinate payments with the Treasurer.
  - h. Estimate booth fees.
  - i. Assign responsibilities to ensure that all needed activities and preparations are completed.
  - j. The booth fee is waived for Fall and Spring show chairpersons.

#### **Document History**

**Ratified 8/22/2006**

**Amended 5/15/2012 (By-Law: Article 3.3)**

**Amended 5/21/2013 (By-Law: Article 1.1)**

**Amendment 7/24/2018 (Constitution: Article IV.1.a.d, Article IV.2.c, Article V.1.b, Article VI.1.a, Article VI.2.a, By-Laws: Article 1.1.c.d.e, Article 1.2.e, Article 2.3, Article 3.3.f, Article 3.4.g.h, Article 3.5.a.c, Article 4.2, Article 5.2, Article 6.2)**