

## **OREGON POTTERS ASSOCIATION – BY-LAWS**

### **ARTICLE I: NAME**

The name of this corporation is Oregon Potters Association (OPA).

### **ARTICLE II: OFFICES**

The corporation shall maintain a mailing address and a local phone number for the purpose of OPA communication. The Board of OPA may, at any time change the mailing address and/or the phone number. The corporation may also have other offices at such places as the Board may fix by resolution.

### **ARTICLE III: PURPOSE**

To promote an exchange of knowledge and information about all types of ceramic arts, and to provide mutual support, encouragement and education for its members. To serve as a professional liaison to the public, galleries, businesses, publications and arts agencies.

### **ARTICLE IV: MEMBERSHIP**

Section 1. Classes and Voting: There shall be one class of members of this corporation. Each member shall be entitled to one vote on all matters for which a membership vote is required by law, the Articles of Incorporation, or the by-laws of this corporation.

Section 2. Qualifications: A person shall become a member of the corporation by payment of dues, and by living within the geographical boundaries as decided by the Board, or voted Emeritus member by the Board.

Section 3. Expulsion: A member may be expelled by the Board after giving the member at least 15 days written notice of the expulsion and the reasons for the act. The member shall be given an opportunity to be heard by the Board or its designated agent, orally or in writing, at least 5 days before the effective date of the expulsion. The written notice of the expulsion shall be given by certified mail, sent to the last known address of the member shown in the corporation's records. The decision of the Board or its designated agent shall be final, and shall not be subject to any review or appeal by any court or other persons. Any member who brings suit against OPA automatically forfeits his/her membership.

Section 4. Annual Meeting: The annual meeting of the members of this corporation shall be held on the second Friday of January of each year at 6:30 p.m. at a place decided by the Board. If unforeseen circumstances prevent meeting on the appointed date, the Board may reschedule the meeting.

Section 5. General Meetings: Notice of general meetings shall be given in writing six times per year in the newsletter

Section 6. Quorum and Voting: Those members present at an annual or general meeting constitute a quorum. Action is taken by an affirmative vote of a majority of members present, unless these by-laws or the applicable law provides differently.

Section 7. Proxy Voting: There shall be no voting by proxy.

## ARTICLE V: OFFICERS

Section 1. Title: The officers of the corporation shall be the President, President-Elect, Past President, Treasurer(s), Secretary, Showcase Chair(s) and Newsletter Editor.

Section 2. Election: The officers of the corporation, except the President, Past President, Treasurer(s) and the Showcase chair(s) shall be elected by the majority vote of the members present at the January annual meeting. The OPA Presidency is a three-year commitment: The first year as President elect, the second year as President, and the third year as Past President. The Secretary and Newsletter Editor shall serve a one-year term. The treasurer(s) shall serve a term of not less than two years and not greater than four years. The Showcase Chair shall be appointed by the Showcase Steering committee. An officer may be reelected without limitation on the number of terms he/she may serve.

Section 3. Vacancies: If the President-elect resigns, the position is filled by a vote at the next general meeting. If the President resigns, the President-elect fills the position for the remainder of the term, in addition to serving as President the next year. If a Past President resigns, the position stays unfilled for the remainder of the term. If a Treasurer resigns, the position shall be filled by vote of the Board for the remainder of the term for that Treasurer. Vacancies of all other elected offices shall be filled by vote of the remaining Board. Terms of office in this case will be until the next annual meeting, at which time the position will be filled through the regular election procedure.

Section 4. President: The President shall designate, on reasonable notice, the time and place of all Board meetings. The President shall preside over all meetings of the membership and of the Board of Directors. The President shall appoint ad-hoc committees as may seem necessary or desirable and shall be an ex-officio member of all standing committees. The President shall perform any additional duties incident to the office.

Section 5. President-Elect: The President-Elect shall act as an aid to the President and shall perform the duties of the President in his/her absence. After serving as President-Elect for one year, he/she automatically becomes President for one year.

Section 6. Past President: Past President shall advise and aid in all matters of the Board for the purpose of continuity.

Section 7. Secretary: The Secretary shall attend all general and Board meetings and shall keep and maintain a record of all proceedings of the Board of Directors and general meetings. The Secretary shall give notice of all meetings of the Board of Directors whenever required. The Secretary shall cause the minutes to be distributed to the Board in a timely fashion after each meeting. The Secretary shall keep and maintain the files and records of the corporation and shall perform such other duties as are incident to the office of Secretary.

Section 8. Treasurer(s): The Treasurer(s) shall maintain adequate books and records that accurately reflect the operations of the corporation and its assets and liabilities. The Treasurer(s) shall also prepare or cause to be prepared all quarterly, annual and other such reports that shall be ordered by law, and shall perform such duties as are incident to the office. This position may be held by one person or shared by two people.

Section 9. Newsletter Editor. The Newsletter Editor shall compile, publish and distribute the newsletter every other month, per guidelines as established by the Board of Directors. The newsletter shall be sent to everyone on the mailing list.

Section 10. Showcase Chair(s): The Showcase Chair(s) shall oversee the organization of the annual spring Ceramic Showcase. The Showcase Chair(s) shall act as chair of the Showcase Steering Committee. This position may be held by one person or shared by two people.

#### ARTICLE VI: BOARD OF DIRECTORS

Section 1. Duties: The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Chair: The President of the OPA shall act as chairperson to conduct meetings and perform other duties imposed on her/him by the Board.

Section 3. Members at Large: At-large Board members are elected at the OPA annual meeting. They shall attend at least four Board meetings per year. The term of office shall be one year. Vacancy of an At-large Board member position shall not be filled until the next annual meeting.

Section 4. Number: The number of the Board of Directors shall consist of the officers listed in Article V, Section 1, twelve at-large members and current OPA committee chairs.

Section 5. Term: Board members may be elected without limitation on the number of terms he/she may serve.

Section 6. Removal: Removal from the Board of Directors shall be caused by a unanimous vote of the other Board members.

Section 7. Quorum and Voting: All decisions of the Board of Directors except as stated in Article VI, Section 6, shall be by a majority vote. A quorum is those in attendance at the Board meeting. Officers, At-large Board members and OPA committee chairs in attendance each have one vote.

Section 8. Board Meetings: Regular meetings of the Board of Directors shall be held at a time and place to be determined by the President, as stipulated in Article V, Section 4. The Board shall meet a minimum of four times per year.

Section 9. Stipend: Stipends may be awarded at the discretion of the Board.

#### ARTICLE VII: COMMITTEES

Section 1. The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors, or may be advisory committees. The Committee chairs may be elected at the annual meeting for a term of one year or appointed by the Board when a committee is formed.

Section 2. The Finance Committee shall consist of three individuals, each serving three years, whose terms are staggered. The responsibility of the Finance Committee shall be to perform annual analyses of expenses and prepare budgets for the coming year, subject to the approval of the OPA Board. The OPA Board will retain final responsibility for annual expenditures, capital acquisitions, and disposition of savings.

#### ARTICLE VIII: OPA TRADE SHOWS: CERAMIC SHOWCASE

The Showcase Chair(s), Steering Committee and Showcase Committees shall put on an annual trade show for its eligible members, and invite the public. The Showcase Chair(s)

and Steering Committee shall have authority to make all Showcase decisions and policies.

**ARTICLE IX: CORPORATE INDEMNITY OF OFFICERS AND DIRECTORS**

This corporation will indemnify its officers and directors to the fullest extent allowed by Oregon Law.

**ARTICLE X: AMENDMENTS TO BY-LAWS**

The Board of Directors may amend these by-laws by an affirmative vote of two-thirds of the members of the Board.

**ARTICLE XI: MISCELLANEOUS**

Section 1. All assets of the corporation are the property of the corporation, to be used in any way, or in any transaction that the corporation and/or the Board of Directors, as representatives of the membership, sees fit.

Section 2. All checks, notes, drafts, contracts and other obligations shall be signed and countersigned in such manner as the Board of Directors may determine.

Section 3. With the exception for those items which are part of standard operating procedures (i.e. approved budgets):

- A) Treasurer and one Board member may authorize expenditures up to \$100;
- B) A quorum of the Board of Directors may authorize expenditures up to \$500;
- C) Expenditures of more than \$500 must be approved by a majority vote of a quorum of the membership.