

LOCAL CLAY – BYLAWS

Revised May 11, 2011

ARTICLE I: NAME

The name of this corporation is Local Clay.

ARTICLE II: OFFICES

The corporation shall maintain a post office box and a website for the purpose of Local Clay communication. The Board of Local Clay may, at any time, change the post office box and/or website address. 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 2.1 - Benefits of membership: Qualified Local Clay members will be eligible to:

- (A) Be listed in the membership directory
- (B) Receive a member's discount on Local Clay workshops and events
- (C) Participate in Clay Fest
- (D) Participate in group buys of materials sponsored by Local Clay
- (E) Receive member discount at participating businesses

Section 2.2 - Shared memberships: Multiple potters sharing a household may be permitted, at the discretion of the Board, to share a single membership. Shared members will cast a single vote at general meetings, receive one member discount per workshop or event, and be eligible to apply for one booth at Clay Fest.

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 Local Clay automatically forfeits his/her membership.

Section 4. Annual Meeting: The annual meeting of the members of this corporation shall be held in January of each year at a place decided by the Board.

Section 5. General Meetings: notice of general meetings shall be given in writing six times a year and delivered by U.S. mail and/or email. Notice shall be deemed delivered when deposited in the U.S. mail or transmitted electronically addressed to the member at his/her address as it appears on the books of the corporation.

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 bylaws or the applicable law provides differently.

Section 7. Proxy voting: Voting by proxy will be permitted.

ARTICLE V: OFFICERS

Section 1. Title: The officers of the corporation shall be the President, President-Elect, Treasurer, Secretary, Clay Fest Chair, Clay-in-Education Chair, Empty Bowls Chair, Workshop Chair, Programs Chair and Webmaster.

Section 2. Election: The officers of the corporation shall be elected by a majority vote of the members present at the January annual meeting. The Local Clay Presidency is a two year commitment because the President-elect serves as President the following year. All Officers will serve a one year term.

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. 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 such committees as may seem necessary or desirable and shall be an ex-officio member of all standing committees. The President shall in general perform the usual duties pertaining to his/her office.

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

Section 6. 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 7. Treasurer: The Treasurer shall be responsible for all fiscal matters of the corporation and shall maintain adequate books and records which accurately reflect the operations of the corporation and its assets and liabilities. The Treasurer shall also prepare or cause to be prepared all quarterly, annual and such other reports ordered by law, and shall perform such duties as are incident to the office of Treasurer. The Treasurer of Local Clay shall also serve as the Treasurer of Clay Fest.

Section 8. Clay Fest Chair(s): The Clay Fest Chair(s) shall oversee the organization of the annual ceramic show. The chair shall act as chair of the Clay Fest Steering Committee. This position may be held by one or shared by two persons, with co-chairs holding only one vote in Board matters.

Section 9. Clay-In-Education Chair: The Clay-In-Education Chair supervises Local Clay's community outreach. The chair assists members wishing to do community ceramics programs, visiting artists positions and classroom presentations. S/he reviews and approves applications, disburses funds, and documents programs.

Section 10. Empty Bowls Chair: The Empty Bowls Chair cooperates with Food for Lane County in producing the annual Empty Bowls Sale. The chair helps solicit work for the sale, organizes throwing or decorating events, and acts as a liaison between Food for Lane County and Local Clay.

Section 11. Workshops Chair: The Workshops Chair helps provide educational opportunities for our members and the local ceramics community. The chair researches, chooses, books and produces workshops by artists of interest to our membership.

Section 12. Programs Chair: The Programs Chair schedules demonstrations and presentations for Local Clay meetings and organizes the summer picnic.

Section 13. Webmaster: The Webmaster maintains Local Clay/Clay Fest website.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. Duties: the affairs of the corporation shall be managed by its Board of Directors, which shall consist of all the current officers.

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

Section 3. Number: The number of the Board of Directors shall consist of ten (10) officers.

Section 4. Term: Board members may be elected without limitation on the number of terms s/he

may serve.

Section 5. Removal: Removal from the Board of Directors shall be caused by a unanimous vote of the other Board members.

Section 6. Quorum and Voting: All decisions of the Board of Directors shall be by a majority vote. A quorum is those in attendance at the Board meeting. Officers and Local Clay committee chairs in attendance each have one vote.

Section 7. Board Meetings: Regular meetings of the Board of Directors shall be held at a time and place to be determined by the Board of Directors. The Board shall meet a maximum of six times per year at the discretion of the President.

Section 8. 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 are elected at the January general membership meeting for a term of one year.

ARTICLE VIII: LOCAL CLAY TRADE SHOW: CLAY FEST

The Local Clay Chair(s) and Local Clay Committees shall put on an annual trade show for its eligible members and invite the public.

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 BYLAWS

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 it 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. For all expenditures not expressly included in an approved annual budget:

- 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.

00. Originally approved at the April 1999 General Meeting

01. Revised and approved at the June 19th Board Meeting

02. Revised and approved at the January 8th, 2004 Board Meeting

03. Revised and approved at the March 30th, 2005 Board Meeting

04. Revised and approved at the May 11, 2011 Board Meeting