**BYLAWS**

**KC CLAY GUILD**

**Revision February 2018**

**ARTICLE I**

**Not for Profit**

This organization is incorporated under Chapter 355 of the Revised Statutes of Missouri as a Nor-for-Profit Corporation and shall be known as the KC Clay Guild.

**ARTICLE II**

**Offices**

The principal and registered office of the Corporation in the State of Missouri shall be located at 200 West 74th Street, Kansas City, Missouri 64114.

**ARTICLE III**

**Purpose and Objectives**

The purpose of the corporation is to promote the active involvement of both local artisans and the Greater Kansas City community in the ceramic arts. The corporation promotes this involvement by providing: studio classes for students of all skills levels; a public gallery space for the display and sales of ceramic art, ceramic workshops and competitions; and community outreach that seeks to create an interest in and allow participation of all members of the community in ceramic arts.

**ARTICLE IV**

**Members**

**Section 1: Qualification for Membership**

Membership shall be open to any artist/craftsperson or any other person interested in ceramic art who aspires to fulfill the purposes of the Corporation as stated in the Articles of Incorporation.

**Section 2: Voting Rights**

Paid members in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members.

**Section 3: Communication**

Paid members in good standing are entitled to receive e-mail and other electronic communications. They may have access to minutes of the Board of Directors meetings, the bylaws and the names (only) of members in good standing. Members’ phone numbers, email address, home and business addresses will be furnished to members in good standing on an ‘as needed’ basis only, as determined by the Board of Directors. Members’ addresses, internet addresses and phone numbers may not be used for any purposes other than the business of the Corporation. Use of this information for outside personal or business purposes may result in termination of membership of the offending member.

**Section 4: Termination of Membership**

The Board of Directors, by affirmative vote of six (6) members of the Board, may suspend or expel a member for cause after an appropriate hearing. Failure to pay annual dues will result in automatic termination of membership without notice. Members facing suspension or expulsion for cause must be notified in writing fifteen days prior to the Board Meeting during which the termination vote will be taken and must be given an opportunity to address the Board of Directors orally or in writing prior to the vote.. Written notification must be delivered by mail or email at the address listed in the Corporation’s membership records.

**Section 5: Reinstatement of Membership**

Upon written request signed by a former member and filed with the Secretary, the Board of Directors, may, by an affirmative vote of six (6) members of the Board, reinstate such former member, terminated for cause, to membership upon such terms as the Board of Directors may deem appropriate. When termination of membership resulted from failure to pay annual dues, payment of the annual dues will automatically reinstate membership.

**Section 6: Transfer of Membership**

Membership in this Corporation is not transferrable or assignable.

**ARTICLE V**

**Annual Dues**

Members shall pay annual dues in the amount set by resolution of the Board of Directors. Dues will be paid annually and are effective for the 12 months following payment.

**ARTICLE VI**

**Meetings of the Members**

**Section 1: Annual Meeting**

The Annual meeting of the Membership will be held on the first Wednesday of April of each year at the Guild Studio, 200 W. 74th Street, Kansas City, Missouri. The meeting shall start at 6:00 PM.

**Section 2: Special Meetings**

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-fifth (1/5) of the members having voting rights.

**Section 3: Board of Directors Meetings**

The Board of Directors shall meet on the first Wednesday of each month at the Guild Studio, 200 W. 74th Street, Kansas City, Missouri starting at 6:00 PM. The Board may change the location of any particular board meeting upon resolution of the Board. Members will be provided notice of this change by postings at the Guild Studio and on the Guild website. All members in good standing may attend these meetings. No additional notice of these meetings need be given.

**Section 4: Informal Action by Directors**

Any Action required or permitted to be taken at a meeting of the directors may be taken without a meeting if a consent or agreement in writing (or email received from each director), setting forth the action so taken or approved, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such agreement or consent shall be filed by the Secretary in the Minute Book of the Corporation.

**Section 5: Quorum**

The Board of Directors shall be legally constituted when at least a majority of the Directors are present and their resolutions shall be adopted by simple majority of the votes of the Directors present. Exceptions to this Section are set out in Article IV - Section 4 - Termination of Membership and Article VII - Section 8 – Removal of Director.

**Section 6: Proxies**

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

**Section 7: Notice of Meetings**

Written notice stating the place, day and hour of any meeting of members shall be posted on the KC Clay Guild web site. Such notice will also be available on a calendar of events posted at the principal office.

**Section 8: Agenda of Meetings**

An agenda for all meetings will be posted on the website.. The agenda will be posted no later than three (3) working days prior to the meeting. Members may notify the Secretary no later than 24 hours prior to the meeting of changes and additions to the agenda. Those changes will be included in the agenda. The submitting member will be given the opportunity to address the Board at the meeting.

**ARTICLE VII**

**Board of Directors**

**Section 1: Number**

The Board of Directors shall be composed of ten (10) members in good standing. Following the April election of the Board of Directors, the Board shall select four of its members to serve as officers. The six remaining members of the board shall be selected to chair one of the standing committees.

**Section 2: Officers and Directors**

The Board of Directors shall consist of four officers and the standing committee chairpersons as described below.

1. The officers of the Corporation shall be: President, Vice-President, Secretary and Treasurer.
2. The standing committees shall be: Website and Publicity, Program and Workshop, Gallery and Consignment, Education, Building Management, and Membership.

**Section 3: Powers**

The business and affairs of the Corporation shall be managed by the Board of Directors

**Section 4: Term of Office**

The term of office shall be for one (1) year beginning on the first Wednesday of May.

**Section 5: Indemnification of Directors**

 The Corporation shall indemnify a Director for any damages assessed and reasonable expenses incurred as a result of any proceeding to which the Director was a party because the Director is or was a Director of the Corporation.

**Section 6: Insurance**

The Corporation shall purchase and maintain insurance on behalf of any individual who is or was a Director, Officer or Agent of the Corporation to cover any liability, damages and/or costs incurred by the individual while serving in that capacity.1

**Section 7: Duties**

The duties of each officer are as follows:

1. President: The President shall preside at any and all meetings, represent the Corporation and take such actions as may be necessary to promote, protect and administer the welfare and operation of said Corporation. The President will also serve as agent of the Corporation.
2. Vice-President: The Vice-President shall assume the duties of the President when the President is unable to perform such duties. The Vice-President will oversee the management of the volunteer monitors.
3. Secretary: The Secretary shall keep an accurate record of the minutes of all business transacted at any and all meetings. The Secretary will furnish the monthly agenda to the website chairperson no later than three (3) working days prior to the following meeting. The Secretary will file a copy of the minutes, written reports, etc., in two notebooks – one to be kept in the business office and one to be kept at the front monitor desk available to all members in good standing.
4. Treasurer: The Treasurer shall be primarily responsible for the collection and disbursal of all funds and shall be responsible for the deposit all monies in a depository selected by the Board of Directors. The Treasurer and one other officer shall sign all checks and notes in the name of the Corporation; provided, however, that if the Treasurer is incapacitated or absent any two (2) officers may sign in the name of the Corporation. The Treasurer shall prepare a monthly report to the Board detailing income, expenses and balance on hand. The Treasurer shall also prepare an annual financial statement to be presented at the annual meeting.

The duties of the standing committee chairpersons are as follows:

1. The Website and Publicity chairman shall oversee the KC Clay Guild website and all other media announcements. This chairman shall work closely with all board members to ensure that information is distributed to members and interested public. This chairman may appoint members in good standing to assist with duties of this committee.
2. The Program and Workshop chairman shall be responsible for planning and organizing events and workshops benefiting the Corporation’s membership and/or the Public at large. This chairman may appoint members in good standing to assist with duties of this committee.
3. The Gallery and Consignment chairman shall be responsible for scheduling exhibits and overseeing to display of consignment pottery. This chairman may appoint members in good standing to assist with duties of this committee.
4. The Building Management chairman shall be responsible for notifying the Board of needed repairs to the building and/or equipment. This chairman shall be responsible for overseeing the purchase of all supplies and equipment and for general maintenance of the building. This chairman may appoint members in good standing to assist with duties of this committee.
5. The Membership chairman shall be responsible for keeping an up-to-date membership roster listing only names of members in good standing. A complete list of members with information submitted on the membership form will be available in the business office to the officers of the Corporation . This chairman shall present a current membership total at each board meeting.
6. The Education Chairman shall serve as the liaison between the Board of Directors and the instructors. The chairman will conduct annual instructor evaluation surveys. The Chairman will also develop additional classes and will oversee scheduling of private parties.

**Section 8: Removal of Director**

The Board of Directors may, without cause, remove one or more directors elected by them. A vote of seven (7) Board Members will be required to remove a Director. A director may be removed by the Directors only at a meeting called for the purpose of removing the director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director. The director will be given fifteen day written notice of the meeting and the opportunity to address the Board of Directors during the meeting. If a Director is removed, the Board of Directors will fill that position as set out in Article VII - Section 9 Resignation of Directors.

**Section 9: Resignation of Directors**

A director may resign at any time by delivering written notice to the Board of Directors, its presiding officer or to the President or Secretary. A resignation is made effective when the notice is delivered unless the notice specifies a later effective date. The Board will fill the vacancy effective the date of the resignation. The replacement Director will complete the term of the resigning Director.

**ARTICLE VIII**

**Fiscal Year**

The fiscal year of the Corporation shall be the calendar year.

**ARTICLE IX**

**Personnel**

The Corporation may employ individual(s), from time to time, in order to further the interests of the Corporation. Any such employment shall require the approval of a majority of the Board of Directors. The terms of the employment will be set by the Board. The employee(s) shall report to the Board of Directors and will continue such employment at the discretion of the Board. The Board of Directors shall conduct bi-annual performance reviews of the employee(s) in a closed session.

**ARTICLE X**

**Contracts, Loans, Financial Audits**

**Section 1: Contracts**

The Board of Directors may authorize any officer or officers, agent or agents, to execute any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

**Section 2: Loans**

No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors.

**Section 3: Annual Financial Statement and Audit**

An annual financial statement will be submitted by the Treasurer to a certified public accountant for audit. The written results of the audit shall be submitted to the Board of Directors at the annual meeting held in April. The Corporation, upon written request from a member, shall furnish that member with its latest annual financial statement.

**ARTICLE XI**

**Dissolution and Dispensation of Assets**

**Section 1: Dissolution**

If the Board of Directors seeks to have dissolution approved by the members at a membership meeting, the corporation shall give notice to its members of the proposed membership meeting in accordance with ARTICLE VI, Section 2. The notice must state that the purpose of the meeting is to consider dissolving the corporation and contain or be accompanied by a copy or summary of the plan of dissolution. Dissolution is authorized if it is approved by two-thirds (2/3) of the votes cast by members in good standing.

**Section 2: Dispensation of Assets**

The plan of dissolution shall indicate to whom the assets owned or held by the corporation will be distributed after all creditors have been paid.

**ARTICLE XII**

**Amendment of Bylaws**

The bylaws shall be amended, altered or repealed at any time by a majority vote of the Directors at a regular or special meeting called for that purpose or at any annual meeting of the Board of Directors.