

**BYLAWS
KC CLAY GUILD**

Revision Approved March 2024

**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 and Mission Statement. Members are required to pay annual dues as set by the Board of Directors.

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 or at some other location or through a virtual meeting conducted over the internet after appropriate notice to the membership posted at the Guild Studio and on the Guild's website. The meeting shall start at 6:00 PM. At that meeting, the President and Treasurer shall report on the activities and financial condition of the corporation.

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. The Board will be elected by members in good standing. The ten board candidates with the most member votes will be elected. The vote will take place in April of each year and the elected board members will assume their positions at the May board meeting. At the May board meeting, 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. Each of the elected board members will be required to sign a written statement pledging, among other things, to be committed and supportive of the corporation's mission and to avoid conflicts of interest in their actions as a board member.

Section 2: Officers and Directors

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

- A. The officers of the Corporation shall be: President, Vice-President, Secretary and Treasurer.

- B. The standing committees shall be: Website and Publicity, Programs and Workshops, Gallery and Consignment, Monitors and Volunteers , Community Outreach and Membership and Education.

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, Employees and Agents

The Corporation shall indemnify a Director, Employee or Agent for any damages assessed and reasonable expenses incurred as a result of any proceeding to which the Director, Employee or Agent was a party because of the performance of their duties carried out as part of the Director's, Employee's or Agent's responsibilities to the Corporation.

Section 6: Insurance

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

Section 7: Duties

The duties of each officer are as follows:

- A. 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. The President shall serve on the Executive Committee.
- B. 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 and manage the development and implementation of fundraising programs and grant applications. The Vice President shall serve on the Executive Committee.
- C. Secretary: The Secretary shall keep an accurate record of the minutes of all business transacted at 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., electronically published online and on the Guild's website.
- D. Treasurer: The Treasurer shall be primarily responsible for the collection and disbursement of all funds and shall be responsible for the deposit of 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 Treasurer shall serve on the Executive Committee.
- E. The President, Vice President, Treasurer shall make up the corporation's Executive Committee. The Executive Committee's functions are to review the performance and compensation of the organization's paid staff, to offer insights and guidance to those staff members and to coordinate the Board of Director's activities and priorities.

The duties of the standing committee chairpersons are as follows:

- A. The Website and Publicity chairperson shall oversee the KC Clay Guild website and all other media announcements. This chairperson shall work closely with all board members to ensure that information is distributed to members and interested public. This chairperson may appoint members in good standing to assist with duties of this committee.
- B. The Programs and Workshops chairperson shall be responsible for planning and organizing events and workshops benefiting the Corporation's membership and/or the Public at large. This chairperson may appoint members in good standing to assist with duties of this committee.
- C. The Gallery and Consignment chairperson shall be responsible for scheduling exhibits and overseeing to display of consignment pottery. This chairperson may appoint members in good standing to assist with duties of this committee.
- D. The Monitor and Volunteer chairperson shall be responsible for organizing and recruiting volunteers, which includes and is not limited to those needed for monitors and building maintenance events. This chairperson may appoint members in good standing to assist with duties of this committee.
- E. The Community Outreach and Membership chairperson 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 chairperson shall present a current membership total at each board meeting.
- F. The Education Chairperson shall serve as the liaison between the Board of Directors, the Education Coordinator and the instructors. The chairperson will assist in the development and coordination of in-house and off-site urban outreach programs.

Section 8: Removal of Director

The corporation's members may, without cause, remove one or more directors elected by them. A vote of a majority of the members casting votes at the board of directors' election will be required to remove a Director. A Director may be removed by the members 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 members 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, 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

A written annual financial statement will be prepared by the Treasurer. That annual financial statement will be submitted to the Board of Directors and presented to the membership 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.