

**SAN ANTONIO POTTERS GUILD BYLAWS
ADOPTED AUGUST 8, 2012**

ARTICLES OF ASSOCIATION

**ARTICLE ONE
NAME**

The name of this corporation will be known as the San Antonio Potters Guild, Inc. (SAPG). The SAPG is a 501c3 not-for-profit corporation located in Bexar County, Texas.

**ARTICLE TWO
MISSION STATEMENT**

The mission of the San Antonio Potters Guild is to provide a forum for the purpose of education and encouragement of its members and to promote public interest in ceramics.

**ARTICLE THREE
BOARD OF DIRECTORS**

SECTION ONE—OFFICERS AND COMMITTEE CHAIRS

The SAPG will be governed by a Board of elected Officers and appointed Standing Committee Chairs hereafter referred to as the “Board.” Individual Board members will be referred to as Directors. The five officers, elected by the general membership at the May Annual Meeting, will serve as the Executive Committee. Standing Committee Chairs will be appointed by the Executive Committee. All Board members must be current dues-paying members. The Board will consist of the following:

Executive Committee: President, Vice-President of Membership, Vice-President of Programs, Secretary, and Treasurer, whose general responsibilities are listed in Addendum A.

Eight Standing Committee Chairs: Annual Juried Show, Education, Empty Bowls, Internet Coordinator, Newsletter, Public Relations, San Antonio Clay Festival, and Scholarship, whose general responsibilities are listed in Addendum B.

SECTION TWO--GENERAL RESPONSIBILITIES

The Executive Committee will approve financial budgets and any expenses for major projects. The full Board (Executive Committee and Standing Committee Chairs) will approve long-range planning, goals, and objectives and will lead efforts to review and revise Articles of Association, Bylaws, and Addendums as needed. Projected activities for each Standing Committee will be presented to the full Board for discussion and input, but final approval for Committee activities will be the responsibility of the Executive Committee. All Directors will prepare annual reports and keep and maintain records in notebooks/files of duties, procedures, and activities of their office to pass on to their successor.

SECTION THREE—ELECTION OF OFFICERS

The Board will appoint a Nominating Committee at least 60 days prior to the scheduled May Annual Meeting composed of a minimum of three members in addition to the Vice-President of Membership, who will chair the Committee. New Officers will be nominated by the Nominating Committee and published to the membership at least two weeks prior to the May Annual Meeting. Nominations for positions on the Executive Committee may also be submitted by any member at the May meeting. The election will be determined by a majority vote of the general membership present at the May Annual Meeting.

SECTION FOUR—COMMITTEE CHAIRS

Standing Committee Chairs will be appointed by the Executive Committee.

SECTION FIVE—TERMS OF OFFICE FOR OFFICERS/COMMITTEE CHAIRS

SAPG Officers are elected for a one year term and may be re-elected for three additional terms for a total of four consecutive years of service in an office. Committee Chairs are appointed for a one year term and may be appointed for three additional terms for a total of four consecutive years of service in a position. No Board

member may serve for longer than a maximum of four years on the Board. They may be re-elected to the Board following a period of two years off of the Board. The term of office for Executive Committee officers and Committee Chairs will be June 1 to May 31.

SECTION SIX—RESIGNATION AND REMOVAL

Any Director may resign at any time by giving written notice to the Board. Such resignation will be effective immediately unless indicated otherwise. Any Director may be removed by the affirmative vote of a majority of the Board, at any special meeting called and convened for such purpose, when he or she no longer meets the criteria for Board membership, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out those objectives. In addition, any Director who fails to attend three consecutive meetings of the Board without sufficient excuse may be removed by a majority vote of the Board. If a Director should resign before his or her term ends or be unable to complete his or her term of office, the President, with concurrence of a majority of the Board, may replace that Director for the remainder of the un-expired term until the next election. Should the President resign or be removed, the Vice-President of Membership will replace her/him for the remainder of the term. The Board will act in order to assure that no vacancy exists for more than sixty calendar days.

ARTICLE FOUR MEETINGS

SECTION ONE—BUSINESS MEETINGS OF THE MEMBERSHIP

The Annual Meeting of the membership will be held at specified date, time, and location in Bexar County in May each year. Any member in good standing may attend. Notice of such meeting may be provided by e-mail, phone, or mail, provided such notice is given at least ten days prior. Any action made by the membership must be made by a majority of membership in attendance. For monthly program meetings of the membership, see Addendum A.

SECTION TWO—BOARD MEETINGS

There shall be monthly meetings of the Board open to the entire SAPG membership. Additional meetings may be called when deemed necessary by the President. Notice of such meeting may be provided by e-mail, phone, or mail, provided such notice is given at least five days prior. A quorum for the Executive Committee shall consist of three members. A quorum for the full board will consist of three Officers and four Committee Chairs. Action by the Board must be a majority of the quorum. A transition meeting between outgoing and incoming Board members will occur as soon as possible after the May election. Minutes of all meetings will be recorded and made public.

ARTICLE FIVE FINANCIAL

SECTION ONE—FISCAL YEAR

The Fiscal year of the SAPG will be September 1—August 31.

SECTION TWO—GENERAL FISCAL RESPONSIBILITIES OF THE BOARD

The Executive Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and annual budgets based on financial reports provided by the Treasurer. The Executive Committee must create and approve the budgets for the SAPG as a whole and each Standing Committee; all expenditures must be within budget. Any major change in any budget must be approved by the Executive Committee. During the fiscal year, the Treasurer is required to submit monthly and annual reports to the Board showing bank account balances, income, expenditures, and pending income. The financial records of the SAPG are public information and shall be made available to the membership via the newsletter and monthly meetings. The Executive Committee will receive copies of all IRS and State of Texas reports filed by the Treasurer.

SECTION THREE—BOOKS AND RECORDS

The Treasurer will keep correct, complete books and records of accounts.

SECTION FOUR—CONTRACTS

The Executive Committee must give its approval and authorization to any officer or officers entering into any contract on behalf of the SAPG.

SECTION FIVE—CHECKS

All checks must be signed by two elected officers. All elected officers will be authorized to co-sign checks. All checks must be based on previous budgetary authorization by the Executive Committee.

SECTION SIX—DEPOSITS

All funds of the SAPG not otherwise employed will be deposited promptly in the appropriate SAPG account of record.

SECTION SEVEN—RECEIPTS

All fundraising or sales on behalf of the SAPG shall require written receipts and documentation to be recorded and reported to the Treasurer

SECTION EIGHT—GIFTS

Any contribution, gift, or bequest accepted by the Board on behalf of the SAPG, must be used as designated by the donor as long as the designation falls within the mission of the Guild. All such gifts must be accounted for in SAPG financial records.

ARTICLE SIX CONFLICT OF INTEREST

Any Director who has a possible conflict of interest is required to disclose the conflict, will not vote or use his/her influence on the matter in question, and will not be counted in determining a quorum for that issue. The minutes of the meeting will reflect such disclosure, abstention from voting and the quorum situation.

ARTICLE SEVEN

INDEMNIFICATION OF DIRECTORS: ELECTED OFFICERS AND COMMITTEE CHAIRS

The SAPG will indemnify every Director (Executive Committee, Committee Chairs, and any agent appointed by the Board) against all expenses reasonably incurred by such person in connection with any action, suit or proceeding to which he/she may be a party by reason of his/her having been a Director of the SAPG, to the full extent permitted by law, provided such person will not have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

ARTICLE EIGHT COMPENSATION

There shall be no compensation for any position or participation in the SAPG.

ARTICLE NINE NON-DISCRIMINATION STATEMENT

The SAPG has an established policy of non-discrimination regardless of race, color, national origin, religion, disability, familial status, sex, sexual orientation or age.

ARTICLE TEN BYLAWS

The Bylaws shall be adopted for the governance of the SAPG by a majority of the full Board. A majority vote by the full Board is required to amend the Bylaws.

ADDENDUM (A)

OFFICER POSITIONS

PRESIDENT:

- *Prepare a budget for the year
- *Supervise and coordinate SAPG activities; prepare an annual calendar of SAPG activities and events
- *Call and preside over regular and special meetings of the membership and Board
- *Represent the SAPG with outside organizations or appoint a board member, as appropriate
- *Ensure the preparation of budgets for the SAPG and Committees, as appropriate
- *Ensure that all IRS and State of Texas reports are filed by the Treasurer in a timely manner
- *Ensure the holding of the Annual Meeting
- *Serve, if interested, as a member of any standing or ad hoc committee, with the right to vote
- *Establish standing or ad hoc committees for the SAPG

VICE-PRESIDENT OF MEMBERSHIP:

- *Prepare a budget for the year
- *Keep database of members and contact information
- *Notify members when annual membership fees are due
- *Send out all notifications to members
- *Identify and implement ways of attracting new members
- *Produce a member directory biennially
- *Recruit Membership committee members as needed
- *Chair the Nominating Committee
- *Ensure that the term limits described in the bylaws are adhered to
- *Assume the duties of the President on an interim basis if the President is unable to fulfill his/her term.

VICE-PRESIDENT OF PROGRAMS

- *Prepare a budget for the year
- *Plan, arrange, and coordinate educational programs and hospitality for monthly membership meetings; a minimum of 10 meetings should be held per year
- *Present the proposed program calendar to the Board for approval
- *Recruit Committee members and oversee Committee activities
- *Preside over the SAPG meetings in the absence of the President

SECRETARY:

- *Prepare a budget for the year
- *Take and distribute accurate minutes of all Board, General and Special Meetings.
- *Maintain a permanent record of all SAPG proceedings
- *Give notice of the SAPG Board meetings.
- *Take attendance at SAPG Board meetings; determine a quorum
- *Tally votes from the Board and general membership
- *Maintain and circulate the current Articles of Association, Bylaws and Addendums of SAPG
- *Provide a list of motions from previous meetings that have not been acted upon

TREASURER:

- *Prepare a budget for the year
- *Maintain the permanent record of all financial matters
- *Prepare a Treasurer's Report on the status of the operating, savings, and scholarship funds for all meetings of the Board, including the Annual Meeting, as well as monthly reports to the membership
- *Prepare a final report for the prior year of service and submit the report to the Board
- *Receive all funds paid to the SAPG
- *Disburse money on properly authorized orders/invoices

- *Assist in preparation of event-based budgets and related record keeping
- *Maintain the SAPG's non-profit tax status, both state and federal. File an annual report with the IRS in a timely manner and present a copy to the Executive Committee

ADDENDUM (B)

COMMITTEE CHAIRPERSONS:

ANNUAL JURIED EXHIBITION

- *Prepare a budget for the event and recommend awards and amounts to the Executive Committee for approval
- *Recruit Committee members and oversee committee activities
- *Secure a site, date, and juror and coordinate event with Gallery/venue owner or manager and juror
- *Coordinate all aspects of the event, including but not limited to setting a theme for the show, developing and disseminating the prospectus and call for entries, setting procedures for accepting entries, pedestal maintenance, juror-hosting, setting up/taking down the show
- *Coordinate with PR/Newsletter/Internet Coordinator and Gallery/venue owner or manager to promote the event

EDUCATION

- *Prepare a budget for each event/workshop and set fees, all with Executive Committee approval
- *Plan, promote, and execute at least one workshop per year
- *Recruit Committee members and oversee committee activities
- *Recruit workshop presenter, arrange for venue, and coordinate transportation and accommodations, if needed
- *Prepare application forms, and collect fees
- *Coordinate with PR, Newsletter, and Internet Coordinator Chairs to promote the event/workshop
- *Coordinate and facilitate all procedures, supplies, and incidentals for the workshop
- *Coordinate the T.I.P.S. program, as needed, when membership interest is sufficient

EMPTY BOWLS

- *Prepare a budget for the event
- *Secure the date/venue for the event
- *Serve as liaison to SAMM for the SAPG
- *Recruit and oversee committee/sub-committee chairs and all committee activities
- *Appoint/oversee responsibility for the bowl-a-thon(s), Silent Auction, Celebrity Bowls, and other related activities
- *Secure a site/date and supplies for each SAPG-sponsored activity outside of the main event
- *Establish procedure for payment of expenses
- *Coordinate with PR, Newsletter, Internet Coordinator Chairs, and SAMM PR to promote event

INTERNET COORDINATOR

- *Prepare a budget for SAPG Internet activities
- *Ensure the continuation of an SAPG website that promotes the SAPG and its activities and reflects its mission
- *Act as webmaster or arrange for payment of an ongoing webmaster; keep track of domain name, web server or other web contract service payment deadlines
- *Keep all Internet information related to the SAPG and its activities current and up-to-date
- *Arrange for and keep current and up-to-date other Internet outlets (blog, Facebook, etc.) to promote the SAPG and its activities in coordination with other committees
- *Coordinate with the PR and Newsletter Chairs to help publicize SAPG events and activities as appropriate and to ensure the SAPG presents a unified and coordinated public image.
- *Coordinate with the various Guild committees to support and publicize their activities on a monthly basis.
- *Ensure that private membership information is not made public through any Internet activity of the SAPG

NEWSLETTER

- *Prepare a budget for the newsletter
- *Plan, write, edit or otherwise arrange for the preparation and distribution of a monthly newsletter, sent to the membership primarily as an E-newsletter
- *Coordinate with the PR, Internet, and other Standing Committee Chairs to promote or provide accurate and current information about SAPG activities and events to members
- *Ensure that private membership information is not made public through any internet activity of the SAPG

PUBLIC RELATIONS

- *Develop an annual PR budget in coordination with SAPG committees, as appropriate
- *Promote the guild and its events through the media and by preparation and dissemination of information and materials to the public, to members, as well as to appropriate organizations and businesses
- *Coordinate with other committees to publicize their events. Prepare publicity material including but not limited to: press releases, advertisements, photographs, flyers, postcards, or other printed materials, and/or produce graphics, as appropriate
- *Ensure that the SAPG presents a unified and coordinated public image graphically and in wording
- *Maintain and update lists of appropriate media, individuals and other organizations for the purpose of publicizing SAPG activities
- *Coordinate with Internet Coordinator and Newsletter Chairs to promote the SAPG through newsletters and Internet/websites; ensure all public and membership outlets are current
- *Coordinate with SAMM and their PR representative to provide information for publicizing Empty Bowls
- *Recommend changes to the public face of the Guild through its public materials and ways to improve and further promote the Guild, its mission, its membership, and its activities

SAN ANTONIO CLAY FESTIVAL

- *Prepare a budget for the event; set fees for booths with approval of the Executive Committee
- *Recruit Committee members and oversee committee activities
- *Secure a site/date for the Festival and work with venue owner/manager
- *Coordinate all aspects of the event including but not limited to developing and disseminating application forms and participation requirements, the collection of fees, arranging necessary payments to the venue management, determining booth spacing, and the set-up/take down requirements
- *Coordinate with PR, Internet Coordinator, and Newsletter Chairs to promote the event

SCHOLARSHIP

- *Prepare a budget for the year
- *Plan, promote, and execute at least one fundraiser per year for the Scholarship Fund
- *Promote the availability of scholarships: coordinate with PR/Membership/Newsletter/Internet Coordinator Chairs for event promotion and promotion of scholarship availability
- *Evaluate and expedite the awarding of the scholarships (through the Ceramics Department Chair, if for the SSA)
- *Keep records of award recipients and make arrangements for a report from scholarship recipient at a general meeting about the rewards and benefits of their scholarship class/workshop, etc.

ADDENDUM (C)

NOMINATING COMMITTEE

- *Two months before the May Annual Meeting, at least three members of the membership, who are appointed or volunteer, solicit nominees for Officers by canvassing current Board members and then the members
- *Develop a strategy to make opportunities for leadership known to the general membership
- *Present a slate of nominees, through the Vice President of Membership who serves as chair of the Nominating Committee, two weeks before the May Annual Meeting

