

SAN ANTONIO POTTERS GUILD BYLAWS

Adopted 04.20.2021

ARTICLES OF ASSOCIATION

ARTICLE I

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 II

MISSION STATEMENT

The mission of the San Antonio Potters Guild is to support the artistic growth and professional development of its members by providing educational programs, social and community events, and professional development opportunities. In so doing, we seek to promote a vibrant ceramic arts community in San Antonio and the surrounding area.

ARTICLE III

BOARD OF DIRECTORS

A. OFFICERS, COMMITTEE CHAIRS and PAST PRESIDENT

The SAPG will be governed by a **Board of Directors** consisting of elected officers, appointed Committee Chairs, and a Past President, hereafter referred to as the “Board”. Individual Board members will be referred to as **Directors**.

Elected officers, elected by the general membership at the May Annual Meeting, will serve as the **Executive Committee** and include the following: President, one or more Vice Presidents, Secretary, and Treasurer whose general responsibilities are listed in Addendum A.

Committee Chairs whose general responsibilities are listed in Addendum B will be appointed to lead committees established by the Board to support SAPG major projects.

The outgoing President is invited to join the Board as **Past President** to advise current elected officers and committee chairs and to help maintain continuity of organizational knowledge.

B. GENERAL RESPONSIBILITIES

The Executive Committee will approve financial budgets and any expenses for major projects.

The Board will approve long-range planning, goals, and objectives and will lead efforts to review and revise Articles of Association, Bylaws, and Addenda as needed.

Projected activities for established Committees will be presented to the Board for discussion and input, but final approval for Committee activities will be the responsibility of the Executive Committee.

All Directors will prepare and distribute annual reports to the membership including past accomplishments and prior-year expense summary as well as future plans and committed expenses (if any) prior to the May Annual Meeting.

All Directors will keep and maintain records of duties, procedures, and activities of their office to pass on to their successor.

C. ELECTION OF OFFICERS

A current or former Board member will be appointed by the current President to solicit and gather nominations

from the membership at least 60 days prior to the scheduled May Annual Meeting.

Nominees must be (1) nominated for open positions by one or more current members, (2) accepted by the nominee, and (3) approved by the current Executive Committee.

All approved nominees will be published to the membership at least two weeks prior to the May Annual Meeting. The election will be determined by a majority vote of the general membership attending (virtually or in-person) and voting at the May Annual Meeting.

D. COMMITTEE CHAIRS

The President will appoint Committee Chairs with the approval of the Executive Committee.

E. TERMS OF SERVICE FOR DIRECTORS

Elected officers are elected for a one-year term and may be re-elected for four additional terms, for a total of five consecutive years of service in any office. No elected officer may serve for longer than a maximum of five continuous years in the same office. They may be re-elected to the office following a period of one year out of office.

Committee Chairs are appointed to lead a single occurrence of a major project (i.e., a fundraiser, festival, exhibition, etc.) and may be re-appointed for additional occurrences, not to exceed five consecutive years of service leading any Committee. They may be re-appointed as Committee Chair following a period of one year off.

The term of office for Executive Committee officers and Committee Chairs will be June 1 to May 31.

F. 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 Board will elect a replacement for the remainder of the unexpired term. The Board will act in order to assure that no vacancy exists for more than sixty calendar days.

ARTICLE IV MEETINGS

A. BUSINESS MEETINGS OF THE MEMBERSHIP

The Annual Meeting of the membership will be held at a specified date, time, and location (in-person or virtual) in May each year. Any member in good standing may attend. Notice of such meeting may be provided by e-mail, phone, mail, or social media provided such notice is given at least ten days prior. Any action must be made by a majority of membership in attendance.

B. 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, mail, or social media. It is recommended that such notice be given at least five days prior. A quorum for the Executive Committee shall consist of three elected Officers. A quorum for the full board will consist of three Directors.

Action by the Board must be a majority of those present. 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 available to the membership.

ARTICLE V FINANCIAL

A. FISCAL YEAR

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

B. 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 approve the budgets for the SAPG as a whole and each 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 prepare and submit monthly and annual reports to the Board showing:

- (1) Bank account balance(s), deposits and withdrawals
- (2) Pending income and expenditures
- (3) Balance(s) of Designated Gifts
- (4) Outstanding reimbursements due to SAPG

The financial records of the SAPG are public information and shall be made available to the membership upon request. The President will receive copies of all IRS and State of Texas reports filed by the Treasurer.

C. BOOKS AND RECORDS

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

D. CONTRACTS

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

E. CHECKS

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

F. DEPOSITS

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

G. RECEIPTS

All funds raised for the SAPG shall require written or electronic receipts or documentation submitted to the Treasurer.

H. DESIGNATED GIFTS

Any contribution, gift, or bequest accepted by the Board on behalf of the SAPG will be used as designated by the donor as long as the designation falls within the mission of the Guild. The Treasurer is responsible for keeping a record of such Designated Gifts and passing this record on to their successor.

I. REIMBURSEMENT

Members requesting reimbursement must fill out the “Expense Reimbursement Form” and submit to the Treasurer with proper receipts. All reimbursements must be based on previous budgetary authorization by the Executive Committee.

ARTICLE VI

CONFLICT OF INTEREST

Any Director who has a possible conflict of interest is required to disclose the conflict, will not vote, nor use his/her influence on the matter in question. The minutes of the meeting will reflect such disclosure and abstention.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS: ELECTED OFFICERS AND COMMITTEE CHAIRS

The SAPG will indemnify every Director (Executive Committee and Committee Chairs) 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 VIII COMPENSATION

In recognition of their service, upon successful completion of a one-year term, the Director will be recognized as an honorary member of the guild for one year and membership dues will be waived for one year. There shall be no other compensation for any position or participation in the SAPG Board unless approved by a majority vote of the general membership at a membership meeting.

ARTICLE IX NON-DISCRIMINATION STATEMENT

The San Antonio Potters Guild, Inc. has an established policy of non-discrimination regardless of race, color, national origin, religion, disability, familial status, sex, social orientation, or age.

ARTICLE X BYLAWS

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

ADDENDUM (A)

DUTIES OF OFFICERS

PRESIDENT:

- *Ensure the bylaws are adhered to.
- *Prepare a budget for the year by September first.
- *Prepare an agenda for and facilitate Board meetings.
- *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 the 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.
- *Establish ad hoc committees for SAPG major events/programs and appoint their respective chairpersons, with the approval of the Executive Committee.
- *Secure, by contract, facilities for SAPG-sponsored events.

VICE-PRESIDENT(S):

- *Ensure the bylaws are adhered to.
- *Provide input to the President to prepare the annual budget by September first.
- *Assume the duties of the President if the President is unable to fulfill his/her term.
- *Preside over the SAPG meetings in the absence of the President.
- *Membership Duties:
 - Keep database of members and contact information.
 - Notify members when annual membership fees are due.
 - Identify and implement ways of attracting new members and retaining existing members.
- *Program Duties:
 - Plan, arrange, and coordinate educational programs, social events and professional development opportunities
- *Communication Duties:
 - Publish monthly newsletter to members
 - Send out periodic social media updates on Instagram and Facebook
 - Maintain the content, domain name, and hosting service for the SAPG website.
 - Notify members of all SAPG-sponsored events.
 - Respond to all correspondence received in the SAPG email account.
 - Publicize SAPG community events.

SECRETARY:

- *Ensure the bylaws are adhered to.
- *Provide input to the President to prepare the annual budget by September first.
- *Record and archive accurate minutes of all Board, General, and Special Meetings.
- *Maintain a permanent record of all SAPG proceedings.
- *Take attendance at SAPG Board meetings; determine a quorum.
- *Tally votes from the Board and general membership.
- *Maintain and circulate the current Bylaws, Articles of Association, and Addenda of SAPG.

TREASURER:

- *Ensure the bylaws are adhered to.
- *Provide input to the President to prepare the annual budget by September first.
- *Membership Duties:
 - Manage membership billing and payments
 - Track renewals for members
 - Maintain membership status for members
 - Notify Vice Presidents of new and lost members
- *Receive all funds paid to the SAPG.
- *Disburse all approved funds owed by the SAPG.
- *Maintain the historical record of all financial matters
- *Ensure timely reimbursement of any funds owed to SAPG.
- *Prepare Monthly Treasurers report for the Board showing
 - (1) Bank account balance(s), prior month's deposits and withdrawals
 - (2) Pending income and expenditures
 - (3) Balance(s) of Designated Gifts
 - (4) Outstanding reimbursements due to SAPG
- *Ensure timely payment of fees associated with SAPG website domain name and hosting service
- *Ensure timely payment of fees associated with SAPG storage unit & post office box, if needed
- *Monitor the SAPG post-office box or mailing address for incoming mail/member payments
- *Maintain the SAPG's non-profit tax status, for 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

- *Maintain overall responsibility for the success of the event or major program.
- *Prepare a budget for the event for approval by the Executive Committee.
- *Responsible for coordinating with the Treasurer and overseeing all financial activities for the event in accordance with approved budget.
- *Recruit Committee members
- *Coordinate with supporting organization(s), if any
- *Secure site(s) and date(s) for the event/major program
- *Coordinate all planning and execution activities in support of the event/major program
- *Coordinate all communication and promotion of the event

I, Cindy Bigham, certify that I am the current elected and acting Secretary of the San Antonio Potters Guild and that the above By-Laws are the By-Laws of this organization, as adopted by the Board of Directors on April 20, 2021, in Bexar County, Texas.

Cindy Bigham, Secretary