

# TEXAS POTTERY & SCULPTURE GUILD

## Constitution & By-Laws

*Ratified by the Membership on May 27, 1998*

*Revision 1 dated August 25, 1999*

*Revision 2 dated September 27, 2006*

*Revision 3 dated June 26, 2018*

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## **ARTICLE I – NAME**

The name of the organization shall be the TEXAS POTTERY & SCULPTURE GUILD, hereinafter referred to as TPSG or the Guild.

## **ARTICLE II – PURPOSE**

The Texas Pottery & Sculpture Guild is a group of like-minded people dedicated to the advancement of the ceramic arts and the benefit of its members. This will be accomplished by:

- Promoting and encouraging the education and development of artistic talent of ceramic artists in the state of Texas and original works of art therefrom
- Increase the general public's awareness of pottery and sculpture as fine art

## **ARTICLE III – PARLIAMENTARY AUTHORITY**

These By-Laws shall constitute the basic law governing the conduct of the Guild. "Roberts Rules of Order – Revised" shall be the guiding reference.

## **ARTICLE IV – MEMBERSHIP**

Section 1 – Any person who is in sympathy with the purposes of the TPSG may apply for membership.

Section 2 – An individual applying for membership must comply with all requirements for membership that may be in effect at the time of their application.

Section 3 – Renewing members, in good standing, will not be required to satisfy the membership requirements of new members.

Section 4 – Members shall be entitled to all privileges of TPSG membership.

Section 5 – A member's opportunity to participate in Guild activities will be based on their level of participation in Guild activities over the preceding six months. Participation in Guild activities will include attending monthly meetings, participating in workshops, shows, sales and other Guild sponsored events, volunteering and responding to member-wide requests for information.

Section 6 – A member may be expelled for conduct detrimental to the organization by affirmative two-thirds vote of the membership. The Board of Directors shall take no action to expel a member until said member has been given an opportunity for a hearing before the membership.

Section 7 – Individuals whose membership has been terminated for whatever reason, including non-payment of dues, may re-apply for membership. Reapplying applications will be processed in the same as new application subject to the requirements set forth in this Article.

## **ARTICLE V – DUES**

Section 1 – The dues of TPSG shall be set by the Membership and shall be due on the anniversary date of the member joining the Guild.

Section 2 – Dues will be delinquent one month past the anniversary date of joining the Guild. Failure to renew before the end of this grace period will result in termination of the individual's membership in the Guild.

## **ARTICLE VI – MEETINGS**

Section 1 – Regular meetings of the Membership shall be held at the time and place considered appropriate by the Board of Directors.

Section 2 – Special business meetings of the Guild may be called at any time by the President or a majority of the other Board members.

Section 3 -Meetings of the Board of Directors shall be called quarterly by the President. Additional meetings of the Board may be called by the President or a majority of the other Board members.

Section 4 – Annual election of Board of Directors shall be held at the October meeting. New Board members will assume their duties January 1<sup>st</sup> of the following year.

## **ARTICLE VII – QUORUM**

One forth of the membership shall constitute a quorum for the transaction of business. A majority of those present shall rule, except as provided for in Article XV Amendments.

A majority of the Board members shall also constitute a quorum at a Board meeting. A majority of those present shall rule, except as provided for in Article XV Amendments.

## **ARTICLE VIII – ELECTION BOARD MEMBERS**

Section 1 – A Nominating Committee composed of one member appointed by the President and two members elected by the membership shall be created no later than the August meeting of the Guild.

Section 2 – The Nominating Committee shall identify one or more qualified members for each Board position. Prior consent from each nominee shall be obtained before a nomination is made. The slate of candidates will be presented by the committee at the September meeting. Additional nominations may be made from the floor at the September meeting.

Section 3 – When there is more than one candidate for a Board position, the elections shall be carried-out online and will be available no later than October 15th.

Section 4 – If the membership fails to elect a full slate of Board members, the following will occur,

- If one or two of the Board member positions, other than President, are not filled, the Board and the Guild will operate in a diminished capacity as determined by the in-place Board members
- If the President or a majority of the Board member positions are not filled the Guild will suspend normal Guild operations until the situation can be corrected. If after three months the situation has not been corrected the Guild's operation will be terminated. Any remaining funds will be distributed to the Membership based on months remaining in the current anniversary year

## **ARTICLE IX – BOARD OF DIRECTORS**

Section 1 – The management of the affairs, property, and business, in such case where expediency is demanded, shall be vested in the Board of Directors, consisting of the following members:

- President
- Membership Vice President and Secretary
- Education Vice President
- Shows and Sales Vice President
- Treasurer

These officers shall be elected by a majority vote and shall serve for a term of one year beginning January 1<sup>st</sup> and not to exceed two consecutive years, for any given office. Any deviation must be approved by the membership at the annual election. Any vacancy in the Board shall be filled by a majority vote of the members at the next regular or special meeting.

Any candidate for office in TPSG shall have been a member for one year, any exceptions require the approval of the Membership.

Section 2 – New Board position may be created and filled at any meeting of the Board of Directors.

## **ARTICLE X – DUTIES OF THE PRESIDENT**

The President shall:

- Act as Chief Executive Officer of TPSG and Chairman of the Board of Directors, providing overall direction for the Guild
- Preside over all meetings of the membership and the Board of Directors
- Be Ex-Officio member of all committees except the Nominating Committee
- See that all orders and resolutions of TPSG are carried into effect
- Direct an annual review, and if necessary, revision of the By-Laws
- Develop an annual business plan for the Guild that includes, but is not limited to business structure (LLC, non-profit, etc.), operating budget and plans for events sponsored by the Guild, sales, shows and workshops, etc.

## **ARTICLE XI – DUTIES OF THE VICE PRESIDENTS**

Section 1 – Membership Vice President and Secretary, shall be responsible for;

- Recording meeting minutes and publishing in the Guild's Newsletter
- Solicit, welcome and orient new members in accordance with the By-Laws, including creation and distribution of membership cards
- Manage the new member and membership renewal process
- Maintain the membership master list
- Manage monthly meetings in collaboration with the Education Vice President
- Manage special events for the membership (such as the Christmas party)
- Editor and publisher of the Guild's Newsletter
- Manage non-newsletter communication with the membership
- Act as the Guild's liaison to the Food Bank for Empty Bowls

Section 2 – Education Vice President shall be responsible for;

- Solicit and manage programs for monthly member meetings
- Manage all logistical items related to the month meeting programs
- Plan for and manage workshops, including creation of a prospectus for application
- Manage monthly meetings in collaboration with the Membership Vice President

Section 3 – Shows and Sales Vice President shall be responsible;

- Manages all Guild sponsored shows and sales

- Create the event prospectus
- Assist the Treasurer in developing and event budget and application fees
- Recruits artists for shows and sales
- Provide direction for marketing efforts
- Research potential new venues
- Directs Best of Texas Clay efforts

## **ARTICLE XII – DUTIES OF THE TREASURER**

Section 1 – The Treasurer shall have custody of TPSG funds and shall keep a full and accurate account of receipts and disbursements and shall deposit all moneys to the credit of TPSG in the depository designed by the Board of Directors.

Section 2 – The Treasurer shall establish and manage various financial instruments as may be required by the Guild, including, but not limited to, bank accounts, credit / debit cards, credit card processing facilities and payment pass through facilities such as PayPal.

Section 3 – The Treasurer shall disburse funds of TPSG as directed by the Board of Directors including all taxes for which the Guild may be obligated.

Section 4 - A summary report shall be given to the membership at each regular meeting of the Membership. Following each special event, a recap will be published in the newsletter.

Section 5 – Determine event (sales, shows, workshops, etc.) budgets and set application fees.

## **ARTICLE XIII – INSTALLATION OF OFFICERS**

Section 1 – Installation of new Board members will be accomplished at the December meeting.

Section 2 -The in-coming President will appoint a committee of three members, including the Treasurer, to perform a review of the TPSG financial records.

## **ARTICLE XIV – COMMITTEE AND EVENTS**

The Board of Directors shall appoint special committees and / or chairpersons of such committees. The duties of the committees shall be defined by the Board of Directors.

## **ARTICLE XV – AMENDMENTS**

Section 1 – The Guild’s By-Laws may be amended by an affirmative vote of two-thirds of the Membership, provided that “written” notice is sent to all members seven days prior to the vote.

Section 2 - A non-vote by any member at the end of the ratification period will be considered a YES vote in favor of the proposed amendments.

Section 3 – Any proposed amendment to these By-Laws must be submitted to the Board of Directors in “writing” and approved by a majority of the Board members before it may be submitted to the membership.