

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 dated 3, January 1, 2018

Revision 4 dated July 1, 2019

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 organized to accomplish the following,

Section 1 - Advancement of the ceramic arts,

- 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

Section 2 - The mutual benefit of its members,

- Provide opportunities for face to face interaction and sharing of knowledge
- Provide educational opportunities through monthly meeting programs and workshops
- Provide income opportunities through organized sales, judged show with cash awards

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

Section 4 – A member may be expelled for conduct detrimental to the organization by affirmative two-thirds vote of the Membership. No action shall be taken to expel a member until said member has been given an opportunity for a hearing before the Membership.

Section 5 – Individuals whose membership has been terminated for whatever reason, including non-payment of dues, may re-apply for membership. Reapplying applicants will be processed the same as a new applicant subject to the requirements set forth in this Article.

ARTICLE V – BOARD OF DIRECTORS

Section 1 – Management of the Guild’s affairs, property, and business shall be vested in the Board of Directors, herein referred to as the Board. The Board will consist of the following members:

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

Section 2 - These officers shall be elected by a majority vote and shall serve a term of one year beginning January 1st 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.

Section 3 – New Board positions may be created and filled at any meeting of the Board of Directors.

ARTICLE VI – DUES

Section 1 – TPSG dues 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 VII – MEETINGS

Section 1 – Regular meetings of the Membership shall be held at the time and place approved by a majority of the Guild’s members.

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 - The Board shall meet quarterly. 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 members shall be held at the October meeting. New Board members will assume their duties January 1st of the following year.

ARTICLE VIII – QUORUM

One-fourth 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 XVII Amendments.

ARTICLE IX – ELECTION OF BOARD MEMBERS

Section 1 – Annual election of Board members shall be held at the October meeting

Section 2 – A Nominating Committee composed of one member appointed by the President and at least one member elected by the membership shall be created no later than the August meeting.

Section 3 – 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.

Section 4 – When there is more than one candidate for a Board position, the elections shall be carried-out online, the results of which will be available no later than October meeting.

Section 5 –Newly elected Board members will assume their duties January 1st of the following year.

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 (sales, shows and workshops, sponsored by the Guild).

ARTICLE XI – DUTIES OF THE SECRETARY

The Secretary, shall be responsible for;

- Record and publish meeting minutes
- Managing the Guild’s email-based communications, including
 - Platforms and mailing lists
 - Publishing in the Guild’s Newsletter
 - Publishing monthly meeting reminders
- Managing the Guild’s website

ARTICLE XII – DUTIES OF THE EDUCATION VP

The Education Vice President shall be responsible for;

- Identifying and scheduling programs for monthly Membership meetings
- Manage monthly program setup and tear-down
- Planning for and managing workshops, including,
 - Creating a prospectus for application
 - Assisting the Treasurer in developing a budget and determining application fees
 - Recruiting artists to participate
 - Providing input for marketing efforts

ARTICLE XIII – DUTIES OF THE SHOWS & SALES VP

The Shows and Sales Vice President shall be responsible;

- Directing all Guild competitive show efforts, including but not limited to,
 - Best of Texas Clay
 - Featured Artist Selection
 - BPOTN – Best Pot Of the Night
- Overseeing all Guild communal sales efforts
- Managing all Guild Shows and Sales planning, including,
 - Creating a prospectus for application
 - Assisting the Treasurer in developing a budget and determining application fees
 - Recruiting artists to participate

- Providing input for marketing efforts
- Researching potential new venues

ARTICLE XIV – 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.

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 services and payment pass through facilities such as PayPal.

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

Section 4 – In conjunction with the appropriate Board Member, determining event (sales, shows, workshops, etc.) budgets and application fees

Section 5 – Presenting a financial summary report of each event to the Membership

Section 6 – Managing the new member and membership renewal process, including creation and distribution of membership ID cards

Section 7 – Maintaining the membership master list, including monthly distribution to other Board Members

ARTICLE XV – 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 XVI – COMMITTEES AND CHAIRPERSONS

The Board, at its discretion, may create committees for the management of non-recurring or infrequently occurring activities, such as the Christmas Party. The Board may also designate a Chairperson or let the committee select its own.

ARTICLE XVII – AMENDMENTS

Section 1 – Any member may propose a change to the Guild's By-Laws. Any such proposed change must be submitted in writing to the Board. The Board will review the proposed change and will decide if it should be presented to the Membership for consideration. A written response will be given to the submitter if the Board does not support the proposed change.

Section 2 – The Guild’s By-Laws may be amended by an affirmative vote of two-thirds of the Membership. Notice of the proposed change and the intent to vote thereon, must be provided to all members seven days prior to the vote being taken.

Section 3 - A non-vote by any member at the end of the voting period will be considered a vote in favor of the proposed amendment.

ARTICLE XVIII – DISSOLUTION

During the course of events, there are two situations which may require the dissolution of the Guild. They are, 1) an agreement by at least two thirds of the Membership, or 2) the inability to field a minimum Board of Directors, defined to be a President, Secretary and Treasurer.

Section 1 – In the second case, the Guild will suspend normal operations while attempts are made to staff a minimum Board as defined above. This period of suspended operation will be for a maximum of 90 days, after which, if a minimum Board can’t be seated, the Guild’s operations will be terminated.

Section 2 – Dissolution of the Guild will be in accordance with the requirements of the IRS and the State of Texas.

Section 3 - Upon termination of operation, the Guild’s assets will be distributed as follows,

- Financial Assets
 - PayPal – any funds on deposit with PayPal will be transferred to the Guild’s bank account. The PayPal account will then be terminated.
 - Liabilities – any outstanding liabilities, including taxes and fees required for dissolution will be paid.
 - Credit and debit cards – accounts will be closed
 - Credit card processing services, such as Square will be terminated
 - Any remaining funds will be distributed to members in good standing based on the number of months remaining in their current membership
 - Any remaining accounts will be closed.
- Intangible Assets
 - DBA / LLC – closed with the IRS and State of Texas as required
 - Copies of any mailing lists, Patron, Member and Newsletter and Best of Texas Clay, will be distributed to members in good standing
 - Texas Pottery & Sculpture Guild and Best of Texas Clay copyrights will be terminated
 - TPSG presence on Facebook and any other social medium platform will be terminated
- Physical assets including, but not limited to the following will be given to members unless otherwise indicated
 - Pedestals (11) – given to members
 - Library – to be sold with funds added to bank funds
 - Sale box – including credit card equipment, food table items, cash box
 - Banners and signs
 - ID card laminating machine

