

## **CERAMIC LEAGUE OF THE PALM BEACHES, INC. BYLAWS**

**The** Name of this Corporation is the **CERAMIC LEAGUE OF THE PALM BEACHES, INC.**  
(CLPB)

### **ARTICLE I: PURPOSE**

#### **Section 1:**

CLPB shall be a not-for-profit Corporation.

The purposes of this Corporation shall be to:

1. support the creation and advancement of ceramic arts within the Palm Beaches of Florida,
2. promote appreciation for the ceramic arts through activities and programs.
3. offer events that are open to both members and the public that shall include, but not limited to:
  - a. scheduled monthly educational and informational meetings.
  - b. exhibitions of ceramic art that may include juried art shows open to both the CLPB members and non-member artists with differing fee schedules depending on membership status.
  - c. workshops that are open to both the members and non-members with differing fee schedules depending on membership status.
  - d. encourage advancement of ceramic arts by awarding grants and/or scholarships to artists
  - e. no grants, scholarships or any monetary awards shall be awarded to a CLPB member or any relatives of a CLPB member, or to any person on the jurying committee or their relatives.
  - f. all net proceeds from fund-raising activities, excluding dues, shall be used for scholarship funds and community activities related to ceramic arts.

## **ARTICLE II: MEMBERSHIPS**

### **Section 1:**

1. CLPB membership is open to artists, friends of artists and art enthusiasts. A member is in good standing if that member has paid their dues and has abided by the rules and regulations of the organization as written in the bylaws.
2. CLPB Board of Directors (by majority vote) has the right to discontinue membership if a member is deemed harmful to the organization.

## **ARTICLE III: CLASSIFICATION OF MEMBERSHIP**

### **Section 1:**

Members shall be classified in one or three categories, namely: Artist Member, Honorary Member, and Adjunct Member.

Definitions are:

1. **Artist Member:** An artist whose annual dues are paid up to date. This Artist Member may apply for exhibition in all Call to Artist shows, subject to jury approval. The Artist Member shall have all voting rights, privileges and benefits of membership in the Corporation.
2. **Honorary Member:** Past Presidents who have served two or more years shall be Honorary Members and shall maintain all voting rights and privileges without the payment of any further dues. Honorary Members may apply for all shows.
3. **Adjunct Member:** Friends and family members may become an Adjunct Member as a supporter. This Adjunct Member may participate in general meetings, educational seminars and lectures, and other events as deemed appropriate by the Board. The Adjunct Member does not have voting privileges and is not eligible to hold office.

## **ARTICLE IV: DUES**

### **Section 1:**

1. Membership dues are based on the Fiscal calendar year of October 1 through September 31.
2. All dues shall be determined by the Board of Directors prior to the new Fiscal year.

**Section 2:**

1. Dues for the Artist Member and Adjunct Member shall be set by the Board. 2. Dues for Honorary Membership shall be permanently waived.

**Section 3:**

1. Members of record shall be sent notice at least thirty (30) days in advance of the due date indicating that the dues are to be paid.
2. Members whose dues remain in arrears for thirty (30) days after the date designated in such notice shall forfeit all voting rights, privileges and benefits of membership in the Corporation.

**ARTICLE V: VOTING**

Artist Members and Honorary Members shall be entitled to one vote at all meetings of the corporate membership.

**ARTICLE VI: BOARD OF DIRECTORS**

**Section 1: Number and Qualifications**

The Board of Directors shall consist of not less than five (5) nor more than Nine (9) members. Directors must be members in good standing and appointed by the President according to the results of the May general meeting vote. The term of the Board of Directors is October 1 through and including September 31 of each year. Any Officer may resign by giving written notice to the Board of Directors, the President or Secretary. Such resignation shall take effect at the time specified.

**Section 2: Meetings**

1. Place of Meetings: The meetings of members and directors shall be held in locations that are generally accessible to the majority of the members of record. Meetings may be either virtual or in person.
2. Schedule of Meetings: During the year, there shall be general monthly meetings except for the months of June, July, August and September. The Board will meet (either virtual or in person) in September. Special meetings may be called at the discretion of the President. In addition, there shall be an annual meeting in May where the election of officers and Board of Directors take place.

3. Quorum at Meetings:

- a. a majority of the total number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the act of a majority of the Board of Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.
- b. a quorum for any meeting, either in person or on a virtual platform, of the membership and annual meeting shall consist of 15% of the total membership.
- c. If a quorum does not exist, any voting of the general meeting shall be tabled as Old Business and brought forward for a vote at the following meeting,

**Section 3: Resignation, Removal and Vacancies**

1. Any Director, at any time, may resign from the Board by giving written notice to the President, the Secretary and/or the Board of Directors.
2. Any Director may be removed, with or without cause, by a majority vote of Board Members entitled to vote at a Directors' meeting called for that purpose. Such vote shall be by secret ballot.
3. Non-payment of dues shall be a valid reason for removal of any member or Director who is not an Honorary Member.
4. Any Director who is absent from meetings on three (3) consecutive occasions shall be considered negligent; unless by a majority vote of the Board of Directors, the Board has excused the absences. If a majority fails to excuse the subject Director, they may be removed from the Board of Directors.
5. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, a quorum being present. A Director elected to fill a vacancy shall hold office only until the next election of the Director by the members. Upon vacating or retiring from office, each Director shall deliver all official papers and other properties of the Corporation in their possession to a succeeding Director immediately upon their leaving office.

**Section 4: Authorization and Compensation**

1. Authorization: Except as may be otherwise provided by law or bylaws, the Board of Directors, by vote, may authorize any officer or agent to enter into any contract or execute and deliver any contract of other written instrument in the

name of and on behalf of the organization, and such authority may be general or confined to specific instances provided that any such contract is within the purposes for which this Corporation has been organized.

2. Compensation: Directors shall be reimbursed for the authorized expenses incurred by them personally in the performance of their official duties and assignments, provided that no salary wages or anything of monetary value shall be paid for their services as members of the Board of Directors.

## **ARTICLE VII: OFFICERS**

### **Section 1: Number**

The officers of the Corporation shall be President, Vice President, Treasurer, Recording Secretary, Corresponding Secretary and such other officers as may be appointed in accordance with the provision of Section 3 of this Article.

### **Section 2: Election, Term of Office and Qualifications**

Each officer, except such officers as may be appointed in accordance with the provisions of Section 3, shall be elected annually and shall hold office until their successor shall have been chosen, or until resignation, removal or demise. The term of the Officers is October 1 through and including September 31 of each year. No officer shall execute or verify any official papers or written documents in more than one capacity.

### **Section 3: Appointments of Offices, etc.**

The Board of Directors may appoint other such officers or agents, including one or more assistants as deemed necessary, each of whom shall hold office for such period, have such powers and perform such duties as may be provided by these bylaws or as the Board of Directors may determine.

Any Officer may be removed by the majority of Board of Directors, with or without cause at any meeting thereof. Any Officer may resign by giving written notice to the Board of Directors, the President and/or Secretary. Such resignation shall take effect at the time specified therein.

### **Section 5: Official Duties of Officers**

1. President: The President shall be the chief executive officer(s) of the Corporation and shall preside at all in-person or virtual meetings of the Board of Directors, the annual meeting of the Corporation and at any other special meeting which may be called in which business is to be conducted and shall conduct the meetings in a fair and impartial manner, always observing the rules of order.

At each meeting, the President will provide a written agenda that will include the previous meeting summaries as provided by the Recording Secretary, and the Financial Report as provided by the Treasurer for approval of the members. The President shall be an ex-officio member of all committees.

2. Vice President: The Vice President shall preside at in-person or virtual meetings of the Board of Directors in the absence, illness or other incapacities of the President and shall perform all other duties which might or should be performed by the President. The Vice-President shall succeed to the office of President in the event of a vacancy. The Vice President shall also serve as ex-officio member of all committees.
3. Recording Secretary: The Recording Secretary shall record or cause to be recorded all proceedings of the in-person or virtual meetings and the Board of Directors' Meetings. The Recording Secretary shall provide written meeting summaries to the President of all general meetings one (1) month prior to each meeting and ensure that these records and the meeting agendas are virtually transferred to the Board of Directors at the end of each fiscal year.
4. Treasurer(s): The Treasurer(s) shall be the chief financial officer and shall be responsible for the receipt, custody and disbursements of funds, and other assets, shall be custodian of the financial records of the Corporation and shall have charge of funds subject to the approval of the Board of Directors. All checks must be co-signed by the President and a Treasurer jointly. The Treasurer will provide a Financial Report for each meeting and distribute it to the President one (1) month prior to each meeting.
5. Corresponding Secretary: The Corresponding Secretary shall direct the mail, emails and answer all general inquiries of the Corporation and handle all correspondence of the Board of Directors as the Board may request or direct. In the absence of the Recording Secretary, the Corresponding Secretary may assist with the secretarial duties.
6. Member-at-Large (2): Members-at-Large will be assigned duties as needed throughout the year and will report directly to the Standing Committee head and the President.

## **ARTICLE VIII: COMMITTEES**

### **Section 1: Nominating Committee**

A Nominating Committee Chairperson shall be elected. It shall be the duty of the Nominating Committee Chairperson to select a committee of two (2) members; one (1) from the Board and one (1) from Membership. Any Artist Member in good standing shall be eligible to serve on the Nominating Committee except for the President.

1. **Candidates:** It shall be the duty of the Nominating Committee to nominate candidates for the Elected Officers and A Nominating Committee Chairperson

to be filled at the May General Membership Meeting. Nominating Committee members are not barred from becoming nominees for office.

2. **Slate Timing:** The Nominating Committee slate shall be presented for Board approval at the March Board Meeting. The slate, as recommended by the Board, shall appear in the April Newsletter and shall be announced at the April General Membership Meeting.
3. **Nominating Process:** At the May General Membership Meeting, the Nominating Committee Chairperson shall present the slate of nominees for each office to be filled, and the election of officers will be held at this meeting. The President shall call for additional nominations from the floor. The election shall be by voice vote or via an approved electronic platform if unable to meet in person.
4. **Installation Dates:** Candidates receiving a majority of votes cast shall be installed at the May General Membership Meeting. Their term of office shall begin October 1st and last through September 31st, by which time all necessary new Officer and Committee Chairpersons shall have been invited to attend the September Board Meeting to familiarize themselves with the administration of CLPB.

### **Section 1: Standing Committee Chairperson(s)**

With the exception of the Nominating Committee Chairperson, Standing Committee Chairpersons are appointed by the President with Board approval and are invited to the September Board Meeting. The names of the Committee Chairpersons shall appear in the October newsletter.

Standing Committees may include: Newsletter, Programs, Website Design and Membership. As determined by the Board, each committee will be given an outline of responsibilities and expectations prior to the term expressed.

1. **Committees:** With the approval of the Board, the President can create new Committees or cease existing Committees, as deemed necessary to fulfill the Corporation purpose.
2. **Ad Hoc Committees:** Special Committee members (ad hoc) such as Auditing, Bylaws and any others deemed necessary, shall be appointed by the President.
3. **Committee Records:** The duties and functions of all Committees are outlined in detailed records, which shall be kept on file by the President and copies given to all Committee Chairpersons. Standing Committee Chairpersons shall serve a term of one (1) year. They shall present an annual report to the Board Meeting, covering all important information regarding the functioning of the respective Committees. These annual reports shall be distributed to the President, the Recording Secretary, and the new Committee Chairpersons.

## **ARTICLE IX: ORDER OF BUSINESS**

### **Section 1: Order of Business of the Corporation**

The order of the business of the CLPB meetings shall be as follows:

1. Call to order.
2. Reading and adopting of the minutes of the preceding meeting.
3. Reports of the Board of Directors and Standing Committees.
4. Reports of Special Committees.
5. Unfinished business and general order.
6. New Business.
7. Adjournment

## **ARTICLE X: INSPECTION RIGHTS AND ANNUAL AUDIT**

**Section 1:** Any voting member shall have the right to examine, upon reasonable notice, the Corporation's books, record of accounts and the recorded minutes of meetings for any purpose.

**Section 2:** The Treasurer(s) will submit books for audit no later than May 31 of each year to an outside, independent accounting firm if requested by the Board or outside entities that have a legal jurisdiction to do so.

## **ARTICLE XI: AMENDMENTS**

Any amendment to these bylaws may be made at the annual meeting or at any special meeting called expressly for that purpose. A copy of the proposed amendment(s) shall be sent to every voting member at least ten (10) days in advance of such meeting(s). Two-thirds of the total votes cast, there being a quorum present, shall be necessary for the adoption of any such amendment(s) and shall take effect upon adoption. This may be accomplished via a virtual platform if deemed necessary.

Bylaw amendments:

- April 22, 1992
- January 5, 1994
- June 17, 1998
- June 15, 2011
- October 18, 2023