

BYLAWS OF NEW MEXICO POTTERS & CLAY ARTISTS

ARTICLE ONE: NAME

Section 1.01. Name. The name of this Corporation is the NEW MEXICO POTTERS AND CLAY ARTISTS, hereinafter referred to in these Bylaws as "the Association".

ARTICLE TWO: MISSION STATEMENT

Section 2.01. Mission Statement. The goals of the New Mexico Potters and Clay Artists are to promote excellence and creativity in the clay arts, and to further their understanding and appreciation throughout New Mexico. To support these goals, we foster education programs, arrange exhibition opportunities, and provide a communication forum for the exchange of ideas, information and inspiration.

ARTICLE THREE: MEMBERSHIP

Section 3.01. Qualifications. Association members shall be comprised of those individuals involved in or interested in the making of ceramic art objects who reside either within or without the State of New Mexico. Members shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the Members. Lifetime memberships can be awarded by the majority of the Board of Directors. Lifetime memberships shall be entitled to the same voting rights as Members.

Section 3.02. Application. Any applicant eligible for and desiring admission to membership in this Association shall send an application for membership containing whatever information the Board of Directors shall prescribe, along with the membership fee to the Board of Directors.

Section 3.03. Acceptance. Membership forms shall be received by the Board of Directors or by an officer designated for that purpose by the Board. The applicant shall be admitted to membership.

Section 3.04. Membership Fee. A membership fee shall be levied for Members. Any changes in the amount of the fee shall be proposed at Annual meeting and be approved by two-thirds (2/3) vote of the members present at the Annual Meeting. Said fees will be payable yearly.

ARTICLE FOUR: BOARD OF DIRECTORS

Section 4.01. Number, Qualifications and Term. The number constituting the initial Board of Directors is no less than six (6) and no more than fourteen (14). All members of the Board of Directors shall be bona-fide residents of the state of New Mexico and shall hold membership. All Board members shall serve a three (3) year term of office subject to one (1) additional term upon a successful election. After two (2) consecutive terms a board member shall be excluded from serving on the Board for one (1) full year.

Section 4.02. Election and Term of Office. The election of the members of the Board of Directors shall be as follows: 1.) The nominating committee shall prepare the slate of candidates for the positions. Said candidates will be notified and accept nomination prior to public announcement of the slate. Said slate shall be distributed to all members at least twenty (20) days prior to the Annual Membership meeting. 2.) The election of the Members of the Board shall take place at the Annual Membership meeting. Members who are unable to attend the election may submit written ballots that must be received by the secretary prior to the election.

Additional nominees from the floor must give written or electronic acceptance of nomination or be present to accept nomination. 3.) The membership shall be notified as to the election results via the Association Newsletter. 4.) Each duly elected member of the Board of Directors shall serve a three (3) year term commencing immediately after election at the Annual meeting. Each member of the Board of Directors is subject to removal by a two-thirds (2/3) vote of the Board of Directors or by resignation.

Section 4.03. Election of Officers. Officers of the Board of Directors shall be elected by majority vote of the members of the Board of Directors. Officers shall serve for a one (1) year term. Results shall be published in the Association's Newsletter or electronic news release.

Section 4.04. Vacancies. In the event of Board vacancies, a member in good standing may be appointed by a majority of the remaining Board of Directors to fulfill the remainder of the term left vacant.

Section 4.05. Duties of the Officers of the Board of Directors.

A. **President.** The President shall be the chief executive officer of the Association and shall have general supervision over the affairs of the Association subject to the control of the Board of Directors.

B. **Vice President.** The Vice President shall assist the President and act in behalf of the President in the President's absence.

C. **Secretary.** The Secretary shall be the custodian of all records and documents of the Association. All records shall be kept up to date and available for viewing by the members. The Secretary shall keep and correct minutes of the membership and Board meetings and shall submit a summary of said minutes to the editor of the Newsletter. The secretary may be called upon to do all other secretarial duties, not inconsistent with these Bylaws, as may from time to time be determined by the Board of Directors or the President.

D. **Treasurer.** The Treasurer shall have the care of, receive, and give notice and receipt of all monies due and owing to the Association. He/she shall deposit all monies of the Association in the Association's accounts, enter or cause to be entered those amounts regularly in the books or oversee the complete and correct account of all Association monies and exhibit said books and/or records upon request of any member or designee of the Board of Directors.

ARTICLE FIVE: MEETINGS

Section 5.01. Board of Directors Meeting. The Board of Directors shall meet a minimum of four (4) times each year on a regular basis and at other times as described in these Bylaws or as required.

Section 5.02. Annual and Special Meetings of the Membership. The Annual Meeting of the Membership of this Association shall be held within thirty (30) days of June 5 at a place and time to be determined by the President. The Annual Meeting shall provide a time for an open discussion of the membership on activities and the direction of the Association. At any time, and for any purpose, a Special Meeting of the Membership may be called by order of the President, the Board of Directors, or by a petition of not less than ten (10) percent of all members.

Section 5.03. Notice of Meetings. Notice of regular meetings of the Board and membership as described in Section 5.01 and 5.02 shall be distributed for all members prior to the meeting date. Said notice shall inform all members of time, location, and purpose of the meeting.

Section 5.04. Quorum. A quorum shall be at least fifty percent (50%) of those members or directors on the Committee or Board. This does not apply to the annual meeting.

ARTICLE SIX: COMMITTEES

Section 6.01. Appointment. The Board of Directors may from time

to time establish and/or abolish committees, boards and councils which shall have such duties and the members of which shall hold office for such periods as the Board may determine. Any such committee, board or council may be abolished or any member removed therefrom with or without cause at any time by a majority vote of the Board of Directors. Any chairperson of a committee will attend and be informed of the Board of Directors meetings and have no voting powers.

Section 6.02. Standing Committees. Committees and committee membership shall be approved by the Board of Directors. The Board may create committees from time to time as needed. A list of committees, committee chair and members will be maintained by the secretary and posted on the website and published annually in the newsletter.

Section 6.03. Chairperson of Committees. A chairperson shall be chosen for each committee. It is the responsibility of the Chairperson of each committee to announce the committee meeting to its members.

Section 6.04. Procedure. All matters not covered by the Bylaws fall under the jurisdiction of Roberts Rules of Order.

ARTICLE SEVEN AMENDMENTS

Section 7.01. Amendments of Bylaws. Amendments to these Bylaws shall be approved by a two-thirds (2/3) vote of those members at the Annual meeting, or amendments of the Bylaws shall be submitted to the membership in writing or electronic notification at any time and shall be approved by two-thirds (2/3) of the members responding.

Approved by membership on 6/4/2011 at Annual Meeting