

Bylaws of Seagrove Area Potters Association

Article I: Name

This organization shall be known as Seagrove Area Potters Association

Article II: Mission Statement & Area Served

1. The Association shall be a non-profit (501 (c) 6) whose purpose is to promote, publicize and market the Seagrove Area Pottery Community and its tradition; to develop partnerships within the community with civic, cultural and governmental organizations; to develop and implement programs and activities for the membership and to develop educational events and activities that assist in promoting the Seagrove Area Pottery Community.

Should the Association be dissolved, whether voluntarily, involuntarily, or by an act of law, the Board shall have sole power to dispose of the remaining assets of the Association by a majority vote, provided that this disposition is restricted to non-profit charitable, educational, or philanthropic organizations with a code 501 (c) 3 tax status within the Seagrove Area Pottery Community.

2. The Seagrove Area is defined by the following:
 - a. Two miles west and four miles east of Business Hwy 220, starting at Hwy 159 (Zoo Parkway) and ending at Dover Church Road.
 - b. Five miles either side of Pottery Hwy 705 (Pottery Highway), starting at Bypass 220 junction and ending at Hwy 211.
 - c. Any Pottery that was included in the 2005 SAPA Visitors Guide will be forever grandfathered in with the same membership opportunities as those within the Seagrove Area boundaries as long as the shop remains in the same location and under the same ownership.

Article III: Fiscal Year

The fiscal year of the Association shall be January 1 – December 31

Article IV: Membership

1. The Association membership shall be made up of corporate and individual members who pay dues and shall have one (1) vote per membership.
2. The Board of Directors shall set the classes of membership. As of December 1, 2014, there will be only one membership level and shall remain so until the Board votes a change in classes.
3. As of December 1, 2014, an ethics code is added to the membership requirements, which states all members who are entitled to receive SAPA benefits are expected to accept the responsibilities of membership. Members shall strive to promote good working relationships within the Seagrove Area Potters Association community and its programs, and shall speak respectfully about the Association, as well as be respectful to all other members of the organization. (See Section 5. Behavior.)
4. Membership fees are non-refundable. (Amended February 2021.)

(In February 2021, the following sections under Article IV; Membership: defining

membership, have been corrected for grammar and content amended and approved.)

Article IV: Membership (cont.)

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If any member of SAPA is engaged in any act involving immoral or unethical conduct or behavior under any law or any action which casts an unfavorable light upon the Seagrove Area Potters Association, or if any member is involved in, performing, or committing any act which could adversely impact, restrain, or distort SAPA events, programs, services, or reputation, then SAPA shall have the right to terminate the membership of the offending party immediately by a majority of the Board of Directors.

The determination of whether, and to what extent, the offense is cured shall be made by the SAPA Board of Directors at its sole discretion.

5. To qualify as a member and to participate fully in all SAPA marketing events and activities, members must either live in or have a pottery business located in the Seagrove Area (as delineated above) and make the majority of their pottery in the Seagrove Area.
 - (a) Only Seagrove Potters or their shops/galleries can participate fully in all SAPA marketing events and activities.
 - (b) A Pottery Business Membership, that is not the primary sales outlet for a Seagrove Potter, can be listed on the Seagrove Potters map, but will not have a profile page on the website, or be able to participate and will not be listed in the Studio Events, Celebration and Studio Tours.
 - (c) Multiple potters operating a single studio/shop/sales gallery can have a single membership but will only have one map listing and one studio profile on the website. If these potters want to promote themselves or their separate studio space in a studio tour or Celebration booth, they may choose to purchase an individual SAPA membership.
 - (d) Potters who live in the Seagrove Area who regularly work for a shop located in the Seagrove Area or a Resident Artist who officially started working in the Seagrove Area in the previous calendar year may choose to purchase an individual SAPA membership.
 - (e) The Seagrove Area Potters Association Board of Directors reserves the right to refuse membership to this organization.

Behavior: (Amended February 21, 2021) The SAPA Board of Directors reserves the right to prescribe and enforce certain standards of behavior for its general membership.

The SAPA Board of Directors reserves the right to protect itself and its membership from annoyance and threats (veiled or overt) by board members, general membership, and non-members.

All members and non-members allowed during regularly scheduled meetings, special meetings, committee meetings, or any other meetings related to SAPA business have no

rights regarding the proceedings, nor do they have the right to interfere with the proceedings.

Article IV: Membership (cont.)

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7. **Presentations: (Amended January 2021)** Presentations to the Board of Directors shall be scheduled at least two (2) weeks in advance. The Board of Directors shall receive an outline from the presenter for board members to review at least two (2) weeks in advance of any presentation. Exceptions to this ruling apply to emergency meetings as determined by the President and committee presentations on the agenda.

Presentations to the Board of Directors by members and non-members shall be followed by a question and answer period. The presenter is required to leave the meeting after all questions are answered. Discussion among board members and voting will follow without the presenter present. At no time will the presenter be allowed to remain for the discussion and voting periods.

The determining vote by the Board of Directors is final and non-debatable by membership and non-members. All determinations stand, and rulings are established.

8. **Question and Answer Periods: (Amended January 2021)**

During regular meetings and the annual meeting, general membership may engage in a question and answer period delineated by the Board of Directors.

Question and answer periods shall be determined by the Board of Directors in advance of any regular meetings and the annual meeting, and shall be announced to the general membership before the opening of the question and answer period by the President or a board member appointed by the President.

To control the flow of the meeting and to avoid outbursts, those wishing to speak must raise their hand and be recognized by the President or an appointed board member.

Executive Board Meetings, Special Meetings, and Committee Meetings, with or without guests, will adhere to these guidelines.

Article V: Dues

The Board of Directors shall determine annual dues for the Association Members.

Effective January, 2018, dues have been set at \$150 per member, annually. *(Additional fees may be charged for participation in the Association's events.)*

Article VI: Board of Directors

1. The Board of Directors shall consist of ten (10) SAPA members who shall be elected by a majority vote of those members who attend the annual meeting.
2. The Board of Directors will also include an eleventh (11th) Board position reserved for the most immediate Past President.
3. All members of the Board of Directors shall have equal voting rights.

Article VI: Board of Directors (cont.)

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4. Board members must be members of SAPA in good standing and shall not use information gained through his/her position for personal gain.
5. A minimum of seven (7) Board of Directors members must be active clay/artists/potters working in the established Seagrove Area Pottery Community.
6. The Board of Directors shall be faithful to the Bylaws, policies, procedures, and mission statement of the Seagrove Area Pottery Association (SAPA).
7. The Board of Directors and committee members shall serve without compensation for their service, excluding agents or employees contracted by the Association.
8. The Board of Directors shall fill any unexpired terms of Officers on the Executive Board by a majority vote.

Article VII: Meetings

1. The Board of Directors shall hold regular meetings at least quarterly to conduct business of the Association.
2. One meeting will be the annual membership meeting held before February 28th of each year. At the annual membership meeting, the membership votes to fill any vacant seats on the Board of Directors. Immediately following will be an annual board meeting to elect officers for the next fiscal year, done by the Board of Directors' secret ballot.
3. All meetings will be conducted with at least a quorum of seven (7) members. Should a quorum not be present at any meeting, the presiding officer shall adjourn the meeting. The President shall issue the call for regular board meetings. In emergencies without a quorum, "*unanimous consent*" may be utilized. (Amended January 2021)
4. The President or one third (1/3) of the board may call special meetings at any time.
5. The Secretary shall notify every board member of his/her address as it appears in the record by email, telling the time and place of such meetings at least five days before such meetings.

Electronic Meetings: Amended on August 11, 2020 and approved on September 8, 2020 to add: Electronic meetings are authorized and determinations stand as a regular or special meeting with additional rules applying. (Taken from Robert's Rules of Order [RONR (11th ed.) pp.97-99]):

SAPA may hold meetings electronically in which some members are present in person while others participate virtually, either by phone or computer, or all members may participate electronically.

- a) "Chat" shall be permissible and recognized as an appropriate device for making motions, for communicating, and for voting when member is unable to fully connect to the online meeting."
- b) "Integrated video and audio recordings will stand as minutes" and will be cross referenced with transcribed minutes submitted by the Secretary.

- c) "Anonymous voting shall be supported through an "electronic ballot" that does not identify that member's vote as belonging to him or her."
- d) "Non-anonymous votes can be taken as well."
- d) Robert's Rules of Order (RRO) states that "undue interference with an electronic meeting such as muting of a member by anyone other than the Chair is subject to an undebatable appeal that can be made by any member, and shall be announced during the meeting and recorded in the minutes."
- e) All electronic meetings (in any form) prior to this amendment shall be valid and all determinations shall stand.

Articles VII: Meetings (cont.)

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(Electronic Meetings (cont.)

- f) "These electronic meetings of the Board shall be subject to all By-Laws and rules adopted by the Board."

6. The **Order of Business** for the board meeting shall be similar to the following:
 - Roll Call
 - Visitor Recognition
 - Approval of Minutes from the previous meeting
 - Financial Report
 - Officers' and Committees Reports
 - Unfinished/Old Business
 - New Business
 - Adjournment
7. The Minutes shall be kept of all Board and Executive Board meetings, and these minutes shall be mailed or emailed to all board members following each meeting. Standing committees, sub-committees, and ad hoc committees shall keep minutes. One (1) copy of all minutes shall be kept on file at SAPA's office.

Articles VIII: Organizational Structure

Executive Board: The Executive Board shall consist of the sitting President, Vice President, Treasurer, and Secretary. These four positions shall be called "Officers." The term for officers shall be three (3) years from the time of their election or until a replacement can be found (amended by the Board of Directors in May 2014). No officer may hold more than one office at a time. Vacancies for any unexpired terms of officers shall be filled by a majority vote of the Board of Directors.

The Executive Board will hold all powers endowed to the Board of Directors except for amending the bylaws or Articles of Incorporation (which require a two-thirds majority vote by the Board of Directors), and making expenditures over \$500, and signing contracts. The Executive Board's decisions in a special meeting must be ratified at the next regularly scheduled board meeting by a two-thirds majority vote by the Board of Directors.

President: The President shall be the Chief Executive Officer of the Association. He/She shall preside at all meetings and shall be chairman of the Board of Directors.

The President shall call for all regular board meetings and may also call special meetings.

The President shall recommend the Chairs' appointments to the standing committees for approval from the Board of Directors and shall act as an ex-officio member of each committee. The President shall see that these committees function and shall cooperate with the committees' chairs toward that end. The President shall appoint ad hoc committees as required by the Board of Directors. (The Board of Directors, as a whole, may appoint necessary ad hoc committees.)

The President shall present an Annual Report to the Board of Directors and the membership, reviewing the past year and making a reasonable forecast for the coming year, including the program of work.

Article VIII: Organizational Structure (cont.)

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Vice President: The Office of the Vice President shall perform the duties as assigned by the President. If the President is unable to perform his assigned duties during a meeting, the Vice President shall occupy the position of President and perform the duties of the President, having the same authority as the President. If the President leaves the office permanently, the Vice President is required to call a special meeting of the Board of Directors to elect a new President.

Secretary: The Office of the Secretary shall be under the supervision and direction of the President and Board of Directors.

He/She shall keep the general association records, including minutes of the Association and board meetings, and distribute copies of the minutes to the Board of Directors before the next regular meeting by mail or email. He/She will notify the Board of Directors of any scheduled meetings. He/She shall conduct the correspondence of the Association. He/She shall be responsible for collecting all mail from SAPA/s mailbox and delivering it to the addressed recipient. He/She shall keep one mailbox key while the other key shall be kept in the safe deposit box at First Bank in Seagrove.

Treasurer: The Office of the Treasurer shall receive all monies and deposit the same in a bank or banks recommended by the Board of Directors, and shall pay out monies only on the authority of the Board of Directors.

He/She is responsible for the timely filing of any required state and federal financial forms.

He/She shall render a financial statement at any regular meeting of the Board of Directors and at the Annual Meeting, making sure the financial records are reconciled prior to the Annual Meeting.

He/She shall prepare all checks, notes and drafts, and shall insure they are co-signed by two (2) of the executive officers, excluding the Secretary.

The Treasurer shall be the Finance Committee Chairperson.

Terms of the Board of Directors: All terms of elected members of the Board of Directors shall be for three (3) years, beginning after the Annual Meeting at which they were elected and serving until the adjournment of the Annual Meeting three (3) years later.

Board of Directors members may serve two (2) consecutive terms of three (3) years and then must rotate off the Board of Directors for a full year before serving again.

All terms for Executive Committee Officers are the same as the Board of Directors terms.

Amended in May 2014: If a replacement for any officer is not available, the President or any officer can stay in office until a replacement can be found.

Any Board of Director member or officer may be removed, with cause, at any time by a two-thirds (2/3) vote of all Board of Director members or for three (3) unexcused absences.

Article VIII: Organizational Structure (cont.)

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Terms of the Board of Directors (cont.):

Officers or any Board of Director member requesting to resign shall submit a letter of resignation to the Association President; then the President will present it to the Board of Directors for approval.

Vacancies for an unexpired Board of Directors member's term shall be filled by a majority vote of the Board of Directors from a list compiled by the Nominating Committee. If a seat becomes empty mid-term and is filled, the replacement shall serve for the remaining time; then that member is eligible to run again as a new Board of Director member at the next Annual Board Meeting.

If the President is unable to serve a full term, the Vice President will call a special meeting of the Board of Directors to elect a new President.

Committees: There shall be eight (8) standing committees of the Association and as many sub-committees or ad hoc committees as needed.

Standing committees shall be Finance; Marketing; Map/Visitor's Guide; Website; Activities/Events/Education; Nominating; Membership; and the Annual Celebration of Seagrove Potters Planning Committee.

The President shall appoint committee chairs that can serve consecutive terms. With the approval of the Board of Directors, committee chairs may appoint sub-committees to assist in implementing goals established by the Board of Directors and the committees.

Such sub-committees may have specific duties related to the committee and the association in achieving both long and short-term goals. Coordination of sub-committee activity shall be the responsibility of the respective committee's chairperson.

Finance: The Finance Committee shall develop a yearly budget to present at the annual

meeting. The Finance Committee shall have oversight of all financial affairs of the Association and make regular reports to the Board of Directors. The committee shall be chaired by the Treasurer and composed of chairs of all standing committees.

Marketing: The Marketing Committee shall be responsible for developing and implementing the long and short-term marketing strategies and goals of the Association.

Map/Visitor's Guide: This committee shall be responsible for planning and production of the Seagrove Area Visitor's Guide. The Finance Committee shall carry out all planning, and its recommendations shall be presented to the Board of Directors for approval of design and budget.

Article VIII: Organizational Structure (cont.)

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Committees (cont.):

Website: This committee shall be responsible for developing and maintaining all programs and online media displayed on the discoverseagrove.com website and the association's social media platforms.

All planning shall be done by the Committee and its recommendations shall be presented to the Board of Directors for approval. Outside help may be utilized.

Activities/Events/Education: This committee shall be responsible for developing programs and activities that fulfill the long and short-term goals of the Association, including, but not limited to, educational programs, workshops, training sessions, and lectures, and including the Celebration of Spring. This committee shall develop policies for Association participation and coordination of activities for the membership with approval from the Board of Directors.

The committee shall plan and implement all major activities, including social activities, except the Celebration of Seagrove Potters.

Some activities or events may eventually become so involved as to have their own specific committee. At that time, such committees shall be formed.

Nominating: The Nominating Committee shall be composed of two existing Board of Directors members and three at large members. The committee shall develop and present a list of proposed new members to the Board of Directors two (2) months prior to the annual meeting. The list of nominations may be supplemented by other nominations solicited from the membership, and it must include the signature of the member being nominated, plus the signatures of three (3) SAPA members, who are all in good standing. The Board of Directors must receive nomination by December 31. The nominating committee must receive

nominations by December 31. The committee shall develop a list of candidates as replacements for any Board of Directors seat that becomes empty mid-term.

Membership: The Membership Committee shall be responsible for implementing the long and short-term goals of the association related to members and providing new members with all information about to the association.

Annual Celebration of Seagrove Potters Committee: This committee shall be responsible for planning and presenting the Annual Celebration of Seagrove Potters in its entirety, including, but not limited to, marketing, finance, and facilities. Other committees as needed, may provide additional support and assistance.

Parliamentary Authority: The rules in the current version of Robert's Rules of Order shall govern the Association, its Board of Directors, and committees in all applicable cases.

Article VIII: Instruments Page 9

All contracts and other documents shall be signed by the President or his/her designee or by the Vice President in the absence of the President with the approval of a two-thirds (2/3) majority of the Board of Directors. Checks, notes, and drafts shall be prepared by the Treasurer and shall be signed by two officers from the President, Vice President or Treasurer for the Association.

Article X: Serviceability

If any provision of these bylaws is held invalid, the provisions of the Association bylaws shall not be affected.

Article XI: Prohibition Against Sharing in Cooperate Earnings

No Officers or employee of or member of a committee of or person connected with the corporation or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent payment of any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes and shall be fixed by the Board of Directors, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

Article XII: Ethics

1. Board and committee members shall be careful to avoid all real or perceived conflict of interest.

2. If a conflict of interest occurs or is perceived, it is the duty of the Board of Directors to decide to allow or not allow the member involved to participate in a particular decision.
3. The Board of Directors shall not use information gained through his/her position for personal gain. Doing so can result in expulsion of said person or persons from SAPA and could result in prosecution by SAPA.
4. No one potter or group of potters shall be singled out for special favors.
5. SAPA will not endorse or send to its members any pleas for donations of money or goods.
6. No person or group other than the Seagrove Area Potters Association may use, display, or otherwise attempt to copy the name of SAPA or its official logo or logos for any reason or purpose not explicitly approved by the Board of Directors.

Bylaws of Seagrove Area Potters Association (cont.) Page 10

I certify that this is a complete and accurate copy of the current Bylaws of the Seagrove Area Potters Association.

Revised and Approved January 16, 2012
Amended May 2014 and December 2014
Amended January 2018
Corrected and Amended March 2021

Signature: Matthew Kelly Title: President

By signing this document, the member agrees to adhere to the Bylaws of the Seagrove Area Potters Association.

Member Signature:

Date: