



WASHINGTON CLAY ARTS ASSOCIATION BYLAWS

ARTICLE I: NAME

The name of this corporation is Washington Clay Arts Association (WCA)

ARTICLE II: PURPOSE

WCA is an organization, open to all, dedicated to furthering awareness of and appreciation for clay. The purpose of this Corporation is to promote an exchange of knowledge and information about all types of ceramic arts and to promote mutual support, encouragement and education for its members.

ARTICLE III: OFFICE

The Corporation shall maintain a permanent address and a Seattle area phone number for the purpose of WCA communication. The Board of the WCA may, at any time, change address and/or the phone number. The address and phone number must be maintained by a current board member. The Corporation may also have other offices at such places as the board may fix by resolution.

ARTICLE IV: MEMBERSHIP

Section 1. Classes and Voting: A member shall be entitled to one vote on all matters for which membership vote is required by law: the Articles of Incorporation or the Bylaws of this Corporation. A Member gains the opportunity to participate in all group exhibits of the WCA, attend all meetings, have voting privileges, and receives discounts from our annual sponsors.

Section 2. Qualifications: A person shall become a member of the Corporation by payment made out to the WCA of annual dues to the WCA treasurer or Membership Secretary. Dues for a full member shall be \$25. A Couples Membership shall be \$40 for two people residing at the same address, each with full membership privileges. Dues may be changed by a majority vote of the Board of Directors. WCA officers are entitled to free membership after serving two years in an



officer's post. This applies if the officer continues to serve in the same post after two years, and if the person changes to another officer post.

Section 3. Expulsion: A member may be expelled by the Board after giving the member 15 days written notice of the expulsion and reasons for the act. The member shall be given an opportunity to be heard by the Board or its designated agent, orally or in writing, at least 5 days before the given date of the expulsion. The written notice of the expulsion shall be given by certified mail, sent to the last known address of the member shown in the Corporation's records. The decision of the Board or its designated agent shall be final, and shall not be subject to any review or appeal by any court or other persons. Any member who brings suit against WCA automatically forfeits his/her membership.

Section 4. Annual Meeting: The annual meeting of the members of this Corporation shall be held on the second Sunday in January of each year, the Winter Social, at 3:00pm at a place to be decided by the Board.

Section 5. General Meetings: Notice of general meetings shall be given in writing 5 times a year via email. Additional meetings may be scheduled at the discretion of the Board.

Section 6. Quorum and Voting: Those members present at an annual or general meeting constitute a quorum. Action is taken by an affirmative vote of the majority of the members present, but should consist of at least two-thirds of the members of the board, unless these bylaws or the applicable law provides differently.

Section 7. Proxy Voting: There shall be no voting by proxy at general membership meetings.

ARTICLE V: OFFICERS

Section 1. Title: The officers of the Corporation shall be President, Vice President, Past President, Treasurer, Secretary, Webmaster, Membership Secretary and List Serve Manager.

Section 2. Election: The officers of the corporation shall be elected by a majority vote of all members present at the January Winter Social. The WCA officer posts are a minimum of a one year commitment with the option of serving longer. An officer may be re-elected without limitations on the number of terms that s/he may serve. The term of Past-President shall be for one year following the officer's term as President. Only a board member may run for the office of President.



Section 3. Vacancies: If the President resigns before the upcoming Winter Social, any board member may be nominated to fill the post for the remainder of the year. Vacancies due to resignation of all other elected officers shall be filled by a simple majority vote of the remaining board. Terms of office filled due to vacancy by resignation will run until the upcoming January general meeting (Winter Social) at which time the position may be filled by the regular election procedure. Any WCA Member may run for a board position with the exception of the position of President, and must attend the Winter Social in order to be nominated by any member, seconded by any other member, and voted in by ballot procedure of all members present. The winners of all contested elections are determined by the simple majority result of a ballot vote of all members present at the January Winter Social. Uncontested candidates may be voted in to their chosen position by hands raised in a simple majority response to being named along with "All in favor?" or "Any opposed?" called out by any board member currently serving as an officer.

Section 4. President: The President shall designate on reasonable notice, the time and place of all Board Meetings. The President shall preside over all meetings of the membership and of the Board of Directors. The President shall appoint such committees as may seem necessary or desirable and shall be an ex-officio member on all standing committees. The President shall in general perform the usual duties pertaining to his/her office.

Section 5. Vice President: The Vice President shall act as an aid to the President and shall perform the duties of the president in his/her absence. The Vice President becomes President after expiration of the current presidency.

Section 6. Secretary: The Secretary shall attend all general and Board meetings and shall keep and maintain records of all proceedings of the Board of Directors and general meetings. The Secretary shall cause the minutes to be distributed to the Board in a timely fashion after each meeting. The Secretary shall keep and maintain the files and records of the Corporation and shall perform such other duties as are incident to the office of secretary.

Section 7. Treasurer: The treasurer shall be responsible for all fiscal matters of the Corporation and shall maintain adequate books and records which accurately reflect the operations of the Corporation and its assets and liabilities. The Treasurer shall also prepare or cause to be prepared all quarterly, annual and such reports and/or tax forms as ordered by law, and shall perform such duties as are incident to the office of treasurer.

Section 8. List Serve Manager: The List Serve Manager works closely with the Membership Secretary to track and informs members of upcoming meetings, proposed votes, and distributes via email, online newsletters, bulletins and notifications regarding website updates and WCA Board



reports as needed. The List Serve Manager shall give notice of all meetings of the Board of Directors whenever required.

Section 9. Membership Secretary: The Membership Secretary may process annual membership payments, tracks annual membership, and provides contact information for members to the list serve manager.

Section 10. Webmaster: The Webmaster maintains the WCA website, making changes and improvements as needed.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. Duties: The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Chair: The President of the WCA shall act as chairperson to conduct meetings and perform other duties imposed on her/him by the Board.

Section 3. Members at Large: Up to five Board Members At Large may be appointed as needed by the WCA Board. They shall attend at least four board meetings per year. The term of office shall be one year. Vacancy of an at-large board member position may or may not be filled at the discretion of the board.

Section 4. Number: The number of the Board of Directors shall consist of a minimum of seven officers including board members at large.

Section 5. Term: Board members may be elected without limitations on the number of terms he/she may serve.

Section 6. Removal: Removal from the Board of Directors shall be caused by a unanimous vote of the other Board Members.

Section 7. Quorum and Voting: All decisions of the Board of Directors shall be by majority vote. A quorum shall consist of a minimum two-thirds of the members of the board.

Section 8. Board Meetings: Regular meetings of the Board of Directors shall be held at a time and place to be determined by the Board of Directors. The Board shall meet a minimum of 5 times per year at the discretion of the President.



ARTICLE VII: COMMITTEES

Section 1. The Board of Directors may establish committees as it deems necessary and desirable. Such committees may carry out functions for the Board of Directors or may be advisory committees.

ARTICLE VIII: INDEMNITY OF OFFICERS AND DIRECTORS

This corporation will indemnify its officers and directors to the fullest extent allowed by Washington Law.

ARTICLE IX: AMENDMENTS TO BYLAWS

These Bylaws may be amended by an affirmative vote of 2/3 of the members present at the meeting of the general membership where the amendment is presented. This meeting shall be announced by the List Serve Manager via email at least two weeks in advance.