

Waterbrook Potters Studio Inc. Bylaws

ARTICLE I. NAME OF ORGANIZATION

The name of the organization is Waterbrook Potters Studio Inc.

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

Waterbrook Potters Studio Inc. is organized exclusively for the pleasure, recreation, and other similar purposes with which a hobby club is involved. The club will not discriminate against any person based on age, race, color, sex, disability, sexual orientation, gender preference, religion, or national origin. The club operates as an exempt organization under section 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

Waterbrook Potters Studio Inc. (from here on referred to as WPS) is a community of potters sharing studio space, equipment, and passion for ceramic arts. The club provides equipment for use in creating ceramics, a meeting space, and opportunities for sharing knowledge and techniques. The club operates in an environment that values mutual respect.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Members are any adult who completes application and orientation, and holds a valid member contract. Members have the ability to vote on member-voting items presented by the Board of Directors. Members in good standing are current on dues and fees and uphold the agreements in the member contract and operations rules.

Section 2. Eligibility for Committee Membership

Committees are formed by the Board of Directors or executive committee to carry out specific tasks for the club. Any member in good standing is eligible to become a Committee Member and vote on committee-specific items.

Section 3. Rights and Responsibilities of Members

Each member in good standing shall be eligible to vote, or appoint a proxy to cast their vote in club elections. Members will adhere to the member contract and operations/safety rules.

Section 4. Resignation and Termination

Any member may resign by notifying the Board with two weeks advance notice. Resignation shall not relieve a member of unpaid dues, or other charges, which would be defined in the Membership Contract, previously accrued.

The Board may suspend or terminate any member for conduct which may endanger the welfare, interests, good order or character of the club. The complaint and the specifications thereof shall be made in writing to the Board within 2 weeks of the incident. A copy thereof shall be provided to the identified member within 2 weeks of the Board receiving notification of the incident.

The identified member shall be given notice of the date and time of a conference to address the complaint, and a reasonable opportunity to submit written statements or testimony to controvert the complaint.

The conference on suspension or termination will include the identified member, and an impartial, ad-hoc committee will be comprised of 3 Board members and 4 members in good standing. The decision will be made and member notified of decision within 2 weeks.

Section 5. Member Dues

Dues and fees shall be set by the Board of Directors and be announced at each annual meeting of the members.

Members whose dues and fees are in arrears for two (2) months shall forfeit all membership privileges. A member not in good standing because of non-payment of dues may be reinstated by the payment of all delinquent dues and fees.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Annual Meetings

An annual meeting of the members shall take place in the first two weeks of the month of June, the specific date, time and location of which will be designated by the Board of Directors. Elections of Board Members will be held and completed prior to said meeting, as determined by an impartial ad-hoc nominations/elections committee appointed by the Board of Directors. During the annual meeting, election results will be announced. Committee reports will be presented on the status and activities of the club, and set an expectation of the direction of the club for the coming year.

Section 2. Special Meetings of the Membership

Special meetings may be called by a simple majority of the Board of Directors. A petition signed by thirty percent (30%) of voting members may also call a special meeting.

Section 3. Notice of Meetings

Notice of Quarterly Board of Directors meetings, and Annual Member meetings shall be given to all members in good standing, by e-mail, not less than two weeks prior to the meeting. Notice of special Member meetings or special Board meetings shall be given no less than 3 days prior to the meeting.

Section 4. Quorum

A quorum for a Membership Meeting shall consist of at least thirty percent (30%) of the membership.

Section 5. Voting

In the occasion of a significant non-election issue when a member vote is considered important, a decision will be made by a simple majority of members.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the organization shall be managed by its Board of Directors. The Board shall have control of and be responsible for the management of the affairs and property of WPS.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of seats on the Board of Directors shall be fixed from time-to-time by the Board, but shall consist of no less than three (3) nor more than nine (9) and must include the following officers: President, Vice-President, and Treasurer. The number of Board seats is recommended to be an odd number.

Each year, on July 1, the members of the Board of Directors shall enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. Outgoing members shall work alongside the incoming members to ensure a smooth transition. All members of the Board of Directors must be approved by a majority vote of the membership, with the exception of filling vacancies (see Section 6 of this article).

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Each member of the Board of Directors shall be a member in good standing.

All Board of Directors will serve one-year terms.

Each member of the Board of Directors shall attend at least three (3) of the four (4) required quarterly meetings of the Board per year.

Section 3. Frequency of Board Meetings

Meetings of the Board of Directors open to members shall be held at least quarterly, at a time and place designated by the Board.

Quarterly meetings of the Board of Directors shall be held at a time and day in each quarter of the calendar year and at a location designated by the Board of Directors. Notice of these meetings shall be sent to all members of the Board of Directors, as well as all WPS members, no less than two (2) weeks prior to the meeting date. The Board may decide to meet more frequently to best serve the club, and every effort to provide notice within two weeks will be made. Members are welcome to attend the Board meetings.

Section 4. Quorum

The presence of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 5. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board at a regular board meeting.

Membership shall be notified by email 2 weeks prior to Board action to fill a vacancy. Board seats may be created, changed or eliminated, and filled according to specific methods approved by the Board of Directors, depending on the needs of the club.

Section 6. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 7. Required Action by Directors

Any action required by Federal, State or Local law to be taken may be accomplished without a meeting if a situation of urgency or safety (ex. Pandemic) requires immediate action. The Board will notify membership immediately of issues affecting the club's operational status. A reserve will be maintained, used only in the case of an emergency, with majority approval of the Board.

Section 8. Parliamentary Procedure

The latest edition of Robert's Rules of Order shall govern in all matters not covered by the above Constitution and Bylaws. Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 9. Compliance Review and Removal

From time to time there may be concerns with completion of duties or compliance with these Bylaws. Such matters may be brought forward by any member in good standing by notifying the Board of Directors in person or by email. Concerns that can be resolved with teamwork and additional support will be handled in an informal way using Board member and committee support. The Board member of concern will be made aware of any request/concern for compliance review within 2 weeks of a complaint.

A member of the Board may, for just cause, be reviewed for Bylaw compliance, corrective action or removal, by a simple majority vote of the remaining impartial members of the Board of Directors. The Board may appoint a special ad-hoc selection of the membership to complete this compliance review if in their judgment, the best interests of the club will be served.

A Board member who has been removed as a member of the Board of Directors shall automatically be removed from office. The Board may take immediate action to suspend the Board member and find coverage for their duties until the situation is resolved.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these bylaws, automatically forfeit their positions on the Board.

ARTICLE VI. BOARD OF DIRECTOR POSITION RESPONSIBILITIES

The Board of Directors must include the President, Vice-President and Treasurer. The Board may additionally include Operations, Membership, Secretary, and Communications roles. All members of the Board must be members in good standing.

Section 1. President

The President shall: preside at all meetings of the Membership and all meetings of the Board; have general and active management of the business of the Board; see that all orders and resolutions of the Board are brought to the Board; have general superintendence and direction of all other Board members and see that their duties are properly performed; shall submit a report of the operations of the club for the fiscal year to the Board and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect the club; shall be an Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President shall have the duty of chairing their respective committee and perform such other duties as may, from time to time, be determined by the Board.

Section 3. Treasurer

The Treasurer: Assures proper accounting for member dues and donations; issues invoices for accounts receivable; pays approved accounts payable; balances the monthly checking and savings account statements; assures that a reserve of \$9000 is maintained for emergencies; and files and pays all required tax documents for NY State and the IRS; chairs the Finance Committee; creates and tracks the WPS budget, and notifies the Board of emerging issues needed changes; submits any unplanned expenditures of more than \$500 for majority-vote Board approval; gathers budget requests from other Board members and Committees; creates and submits the Annual Budget for Board approval no later than June 15th each calendar year (annual budget is created with the help of the Finance Committee if there is one); enlists the help of a CPA when needed; reports on club finances at annual Member meeting, quarterly Board meetings, or upon requests as outlined in these bylaws; will provide upon request, to any member in good standing, a current financial report within 2 weeks of the initial request, which may include current budget standing and account balances, which will not be shared outside the club.

Section 4. Secretary

The Secretary's duties include: recording all votes and minutes of all proceedings in a format chosen by the Board; maintain organization of past and present club documents; organize the

arrangements for all meetings of the Board, including the annual meeting of the club; send meeting notices in compliance with these bylaws. In collaboration with Communications chair or committee, will assist in maintaining electronic records, including archives of prior years of documents.

Section 5. Communications

This Board member is responsible for administering all social media. Will create a quarterly newsletter. Will assist the secretary as needed in maintaining electronic records. Will take a leadership role in managing electronic communication to and among members.

Section 6. Operations

This Board Member oversees the physical plant operations of the studio; coordinates the selection and duties of working members to ensure smooth processes with firing, cleanliness, safety, and repairs; coordinates member work groups that enhance the skills and capacity of the studio; plans for necessary purchases in concert with Treasurer, to maintain usability of the studio.

Section 7. Membership

This Board Member engages and manages membership rosters and contracts; assists potters in joining and resigning as members; conducts orientations, mediates disputes between members; brings items of member interest and concern to the Board.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation and Role Definitions

At minimum, an Executive Committee is required to ensure continuous operation of the club. The Board may create other committees as needed, such as Finance, Operations, Facilities, Education, Membership, etc. Committees may be chaired by a Board member to ensure continuity and good communication. When a committee is formed it will be defined in a Committee Roles and Responsibilities Document. This document will be updated as committees are created or committee responsibilities change. Revisions to this document will be noted by the Board Secretary, approved by a majority Board vote, and membership notified within 2 weeks.

Committee expenses, or potential recurring budget, must be submitted to the Board in keeping with all other Club expenditures and budgets.

Section 2. Executive Committee

To further the functioning of the studio, subject to the direction and control of the full Board, the three required officers (President, Vice-President, and Treasurer), or another subset of the Board, will serve as the members of an Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, an Executive Committee shall have all the powers and

authority of the board of directors in the intervals between meetings of the Board, during situations calling for expedient action.

Section 3. Finance Committee

The Treasurer is the chair of the Finance Committee. The Committee will review fiscal procedures, fundraising plans, and the annual budget with the Treasurer. The Finance Committee supports the Treasurer in their duties as outlined in Article VI Section 3.

ARTICLE VIII. Conflict of Interest

It is the expectation that Members of WPS and members of the Board of Directors act on behalf of WPS so as to make it clear that there is no conflict of interest between that of the member and of WPS as a nonprofit organization.

ARTICLE IX. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of New York State, the club shall indemnify any director, officer, or agent, or former member, director, officer, or agent of the corporation, or any person who may have served at the club's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the club in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

WPS will purchase and maintain insurance on behalf of any person who is or was a Board member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the club would have the power or obligation to indemnify such person against such liability under this Article. WPS will purchase and maintain fire and hazard insurance.

ARTICLE X. BOOKS AND RECORDS

The corporation shall keep complete books and records of accounts and minutes of the proceedings of the Board of Directors for 7 years.

ARTICLE XI. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected, thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Any member in good standing may propose an amendment provided it is made in writing, signed by the member and referred to the Board for consideration and approval. It is recommended that the Board invite interested members to participate in an ad-hoc bylaws review committee to ensure member input. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each Board member, in accordance the bylaws, for voting and approving a new version of the bylaws.

ARTICLE XII. CHANGES AND REASONS

Change	Reason
Initial Version	Initial Version
First Revision June 2021	Full Document revision after 1 st full year

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors:

Elizabeth Donovan

President (Printed Name)

Elizabeth Donovan

(Signature)

6/30/2021

(Date)

Maureen Hanley Ehmann

Vice President (Printed Name)

Maureen Hanley Ehmann

(Signature)

6/30/21

(Date)

VINCENT LANZONI

Treasurer (Printed Name)

Vincent Lanzoni

(Signature)

6/30/21

(Date)

Scott McVeigh

Secretary (Printed Name)

Scott McVeigh

(Signature)

6/30/2021

(Date)

Matthias Gaise

Operations Chair (Printed Name)

Matthias Gaise

(Signature)

6/30/2021

(Date)

Toan Tran

Membership Chair (Printed Name)

Toan Tran

(Signature)

6/30/2021

(Date)

Communication Chair (Printed Name)

(Signature)

(Date)