

By-Laws of
Ceramic Designers Association of Tidewater Virginia

ARTICLE I – NAME AND LOCATION

Sec 1: The name of this organization shall be Ceramic Designers Association of Tidewater Virginia, also known as CDA. The principal office shall be located at the address of the current President. The Executive Board may from time to time designate other places as may be required.

ARTICLE II – OBJECTIVES

Sec 1: To afford opportunities to share ideas and techniques regarding ceramics with local and national artists.

Sec 2: To assist members in the exhibiting and sale of their ceramic work.

Sec 3: To build and maintain an organization that will provide an art community for member artists.

Sec 4: To organize meetings and/or activities for members to exchange ideas and develop areas of mutual interest.

Sec 5: To promote public appreciation and education of ceramic arts.

ARTICLE III – MEMBERSHIP

Sec 1: Membership shall consist of any person interested in the art of creative ceramics.

Sec 2: Membership privileges shall include voting, exhibiting ceramic work, and participating in ceramic opportunities. In order to take advantage of membership privileges, members must be in good standing with annual dues and other fees paid on time.

Sec 3: Annual membership fees are due January 1st of each year and shall be paid no later than February 1st of same year. The amount of dues and/or special assessments are determined by the Executive Board with approval by a majority vote of the membership at any general meeting.

ARTICLE IV – ELECTED OFFICERS

Sec 1: The elected officers of this organization shall be President, Vice President, Secretary, and Treasurer.

Sec 2: Nothing in these By-Laws shall prevent a member of the organization from holding more than one position. No individual shall hold more than one voting position on the Executive Board.

Sec 3: Unexpected Executive Board Vacancies: Vacancies occurring on the Executive Board for any reason will be filled by an affirmative vote of a majority of the remaining Executive Board members. An Executive Board member elected to fill a vacancy shall hold office for the unexpired term of the predecessor.

Sec 4: Removal of Officers: An Officer or Executive Board Member may be removed for cause by majority vote of the Executive Board. The Executive Board can appoint a replacement with a majority vote by the remaining Executive Board members.

Sec 5: Resignations: An Officer or Executive Board member may resign at any time by giving written notice to the Executive Board or the President. Acceptance of resignation shall not be necessary to make it effective.

Sec 6: Terms of Office: All elected and appointed positions are for one (1) year effective January 1st through December 31st.

ARTICLE V – DUTIES OF ELECTED OFFICERS

Sec 1: **PRESIDENT:** The President is the chief executive and shall be responsible for all activities of the organization. The President chairs and is a full voting member of the Executive Board only in the event of a tie vote. The President shall preside at all meetings of this organization, serve as primary advocate for CDA, and monitor progress of all committees and officers.

Sec 2: VICE PRESIDENT: The Vice President is a voting member of the Executive Board. The Vice President provides administrative and operational support to the President for all activities, acts as chair and interpreter of the By-Laws, and acts for the President in his or her absence.

Sec 3: SECRETARY: The Secretary is a voting member of the Executive Board and directly supports the Executive Board in execution of all activities, maintains records of all official proceedings of the organization, and provides correspondence as necessary.

Sec 4: TREASURER: The Treasurer is a voting member of the Executive Board. The Treasurer provides financial support directly to the Executive Board through execution of the approved annual budget. The Treasurer will provide budget planning, financial and accounting support, filing of annual tax returns, and support to the President in all activities.

Sec 5: PAST PRESIDENT: The outgoing President shall be invited to serve the year following his or her term as the Past President, a non-voting advisory member of the Executive Board. The Past President supports the organization by providing historical continuity for all activities and proceedings.

ARTICLE VI – THE EXECUTIVE BOARD

Sec 1: The Executive Board shall consist of the President, Vice President, Secretary, Treasurer and two appointed Members-at-Large and the Past President. The Executive Board shall conduct at least 4 Board meetings per year, and shall have fiscal execution authority. The Executive Board will determine a general meeting schedule . Board members and committees shall give reports at the board and general meetings. Additional speakers may be invited to give reports or take part in discussion.

Sec 2: The Executive Board shall have general supervision of the affairs of the organization.

Sec 3: The President and Treasurer may without prior vote or approval, approve and authorize expenditure of funds, the amount not to exceed the level set in the annual budget for one-time incidental purchases or normal operating expenses.

Sec 4: Unbudgeted purchases under \$250 may be approved by the President or Treasurer, and shall be included in the next report. The Executive Board shall submit all purchases above \$250 for approval by majority vote of members in attendance at a general meeting.

ARTICLE VII – APPOINTMENTS

Sec 1: The list of appointed committees is intended as a guide to the Executive Board describing the functions necessary to carry out the activities of CDA. The Executive Board will approve the selection of the appointed committees. After appointment and approval Committee Chairmen will become members of the Executive Board and have voting rights. The titles and responsibilities may be modified as circumstances dictate.

Sec 2: Two Members-At-Large shall be appointed by the President from the membership with confirmation by the Executive Board. Members-At-Large are voting members of the Executive Board and shall represent the interests of the general membership in all proceedings and meetings of the Executive Board.

Sec 3: The President shall appoint the Nominating Chairman in September each year.

ARTICLE VIII – DUTIES OF APPOINTED COMMITTEES

Sec 1: WORKSHOPS: Plans and implements workshops, collects fees and maintains registration lists. In general, is responsible for all details in connection with workshops.

Sec 2: SHOWS: Plans a variety of opportunities for members to exhibit and sell their ceramic work. Will coordinate, collect fees, and maintain registration lists. In general, is responsible for all details in connection with shows.

Sec 3: NEWSLETTER EDITIOR: Produces a monthly newsletter, published on the CDA web site (excluding July and August), which is the primary communications medium for the organization.

Sec 4: MEMBERSHIP: Maintains a current address, phone, and email list of numbers.

Sec 5: HOSPITALITY: Arranges food and/or refreshments for CDA activities and meetings by coordinating with appropriate committees.

Sec 6: PUBLIC RELATIONS: Responsible for publishing CDA activities and its member's accomplishments through all news media.

Sec 7: LIBRARIAN: Maintains a checkout library of tapes/DVDs and books available for members' enrichment.

Sec 8: WEB SITE: Maintains and regulates the web site.

ARTICLE IX - MEETINGS

Sec 1: Board Meetings will be held at least 4 times per year as determined by the Executive Board.

Sec 2: General Meetings will normally be scheduled by the Executive Board as long as there is adequate member notice given by newsletter or special notification. General Meetings shall consist of organizational business to apprise members, majority voting by attending members when necessary, and an informal presentation. A General Meeting may be requested by the membership.

Sec 3: The newly elected Executive Board shall hold a transition and orientation meeting. Each new Executive Board member and Committee Chairs shall read and become familiar with CDA By-Laws.

ARTICLE X – COMMITTEES

Sec 1: Committees shall be formed as the Executive Board shall determine necessary. After appointment and approval of Committees, Chairmen will become members of the Executive Board and have voting rights.

Sec 2: The President shall be an ex-officio member of all committees except the Nominating Committee.

Sec 3: Committees shall notify the President prior to each committee meeting to afford the opportunity for attending and/or input (excluding Nominating Committee).

ARTICLE XI – FINANCE

Sec 1: The Treasurer shall be required to prepare a written financial report for the Executive Board meetings and a verbal financial report for the general membership meetings.

Sec 2: The Treasurer shall be required to prepare a financial report at the close of their term and to file copies of this report with the Executive Board. The Financial Reports shall become a part of the permanent records of CDA.

Sec 3: The Treasurer shall submit all financial records, including the annual Financial Report, for internal audit within 30 days of the end of each fiscal year. Results of this audit shall be presented at the first Board meeting and the first general membership meeting of the following year and be made available upon request to any member of the organization. The Treasurer will follow the approved budget and will evaluate said budget periodically. Should changes to the budget be necessary, the Treasurer will submit proposed changes to the Executive Board. If proposed changes are approved by the Executive Board, the President will present the changes to the membership at the next general meeting for approval.

Sec 4: The fiscal year runs from January 1st to December 31st of each year.

ARTICLE XII – ELECTIONS

Sec 1: The President shall appoint a nominating committee chairman in September. Nominations may be made from the floor and any member wishing to run for office may present his/her name before the end of October. All nominations will be made prior to the end of October. The membership will be notified of the nomination slate in early November in order to vote before November 30th.

Sec 2: Officers are to be elected by a majority of votes received from the membership by the deadline.

ARTICLE XIII – LIABILITY

Sec 1: No member of CDA shall be compensated for unauthorized personal services. Any member who could potentially benefit financially from business transacted in the name of Ceramic Designers Association shall provide full and complete disclosure of that fact to the Executive Board. Final decision rests with the Executive Board on the propriety of the transaction.

Sec 2: CDA will not be responsible nor will CDA reimburse for property or equipment lost, damaged, or stolen at any show, sale, or meeting hosted by said organization.

Sec 3: Members of the Executive Board shall have no personal liability in any claims brought against the organization when acting on behalf of the membership and organization except in the case of misconduct or knowing violations of any laws, criminal, federal, or state.

Sec 4: CDA shall maintain a business liability insurance policy.

ARTICLE XIV – AMENDMENTS

Sec 1: The By-Laws of this organization may be amended by a majority vote of members present at any general membership meeting. The amendments must have been presented in writing at the preceding general meeting and published in the newsletter 30 days prior to the vote.

ARTICLE XV – AUTHORITY

Sec 1: The rules contained in Robert's Rules of Order Newly Revised shall govern this organization in all cases in which rules do not conflict with the By-laws of Ceramic Designers Association.

ARTICLE XVI – DISSOLUTION

Sec 1: In the event of the dissolution of the organization for any reason, its remaining assets, if any, shall be distributed in accordance with the provision that remaining assets be contributed to a Not-for-Profit 501(c)(3) organization involved in the visual arts and furthering ceramic artist education in the Hampton Roads region.

Sec 2: A determination as to which 501(c)(3) shall be selected to receive said assets will be made by the existing board members at the time of the dissolution.

Sec 3: If more than one organization is named, equal percentage shares shall be distributed.

Rewrite Approved March 2004
Amended 11/21/04
Amended 5/15//05
Amended 1/18/09
Amended 1/19/2014