Bylaws of Carolina Clay Matters, Inc.

Article I Organization

Section 1 Organizational Name

The name of the organization shall be Carolina Clay Matters, Inc. Carolina Clay Matters, Inc. is also known as CCM or CCM, Inc. It shall be an equal opportunity, non-profit organization incorporated under the laws of the State of North Carolina.

Section 2 Principal Office

The Principal Office of Carolina Clay Matters, Inc. may be, but need not be, identical with the Registered Office. Notice of any change in the Principal Office shall be filed with the Secretary of State of North Carolina in accordance with State guidelines. (For specific details see Carolina Clay Matters, Inc. Policies– Principal Office Update)

Section 3 Mailing Address/ Other Addresses

The mailing address of Carolina Clay Matters, Inc. may be, but need not be, identical with the Principal Office. Carolina Clay Matters, Inc. may have other addresses at other places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine, or as the affairs of Carolina Clay Matters, Inc. may require. (See Carolina Clay Matters, Inc. Policies– Principal Office Update)

Section 4 Registered Agent and Registered Office

The registered office of Carolina Clay Matters, Inc. required by law to be maintained in the State of North Carolina may be, but need not be, the home address of the Carolina Clay Matters, Inc. President. Notice of any change in the registered office shall be filed with the Secretary of State of North Carolina in accordance with State guidelines. (For specific details see Carolina Clay Matters, Inc. Policies– Registered Agent and Registered Office Update)

Article II Mission

It is the mission of Carolina Clay Matters, Inc., to establish channels of communication for persons interested in, or working in clay, to promote the exchange of ideas, aesthetics and techniques. To further encourage professionalism and quality work from its members and to involve the community through education and expanded awareness of ceramic art.

The Mission is accomplished through, but not limited to, the following activities:

- Regularly scheduled membership meetings
- Newsletter publication and distribution
- Periodic workshops and lectures by clay artists
- Semi-annual CCM Pottery Festival
- Semi-annual parties

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Article III Membership

Section 1 Membership

Membership in Carolina Clay Matters, Inc. is open to anyone who is interested in ceramic arts. Applicants to Carolina Clay Matters, Inc. shall become members by completing a membership form and paying the appropriate dues.

No member shall receive monetary compensation other than reimbursement for documented out-of-pocket expenses.

Section 2 Membership Levels

Membership levels and dues shall be set by the Board Officers with a majority vote of total number of Board Officers. Board shall then recommend new levels and dues to the full membership for approval. Fees and levels shall be determined by the majority vote of the total votes cast by the full membership. Membership levels and dues shall be considered policy and thus reflected in the CCM, Inc. Policies documents.

Section 3 Privileges and Voting Rights

A. ***Privileges*:**

1) **Single membership,** shall have the right to vote, hold office, serve in any capacity on committees, exhibit at the CCM Pottery Festival when eligibility requirements are met and when membership prices for workshops are paid. (See Carolina Clay Matters, Inc. Policies – Membership - Single Membership)

2) **Family membership**, each member, shall have the right to exhibit at CCM Pottery Festivals when eligibility requirements are met, participate at membership meetings, hold office, and serve in any capacity on committees. Each member on the family membership is entitled to membership prices for workshops. (See Carolina Clay Matters, Inc. Policies – Membership - Family Membership)

B. ***Voting Rights:*** Voting rights are contingent upon being up-to-date on membership dues.

1) **Single memberships** shall have the right to one vote at each voting opportunity for guild members.

2) **Family memberships** each family member shall have one voting right at each voting opportunity for guild members.

Section 4 Attendance

- Members are encouraged to be present at regularly scheduled meetings, workshops or social events in which business matters are conducted and conveyed to the membership by the President or designee.

- Members are expected to volunteer for tasks related to regularly scheduled meetings, workshops, or social events.

- Members shall take personal responsibility for placing their own signature on the attendance record and/or reporting completed tasks for documentation.

- Members shall be required to be current on dues and, in order to participate in some Special Events, must abide by the attendance/volunteer requirements which are specified in the Special Events section of Carolina Clay Matters, Inc. Policies.

Section 5 Renewals
Refer to Carolina Clay Matters, Inc. Policies – Membership - Renewals

Section 6 New member
New members can join at any time during the year at the current membership rate. Dues are paid on an annual basis and are not prorated. (See Carolina Clay Matters, Inc. Policies – Membership – New Member)

Article IV Meetings

Section 1 General Membership Meetings
General Membership Meetings of Carolina Clay Matters, Inc. shall be held once per month at a minimum of 8 times per year.

Section 2 Definition of General Membership Meeting
General Membership Meetings shall be recognized as any regularly scheduled meeting, workshop or social event in which attendance is taken, CCM announcements are made and/or business matters are conducted and conveyed to the membership by the President or their Board Officer designee. All meetings shall be fully accessible to all members, regardless of physical capabilities, financial status, race, color, national origin, religion, disability, familial status, sex, sexual orientation or age, or else it will not be counted as a qualifying meeting for eligibility into special events which have attendance and/or volunteer requirements for qualification.

Section 3 Notice of General Membership Meetings
Notice of each meeting will be posted in the guild newsletter, emails and/or on the guild website, not less than two (2) weeks prior to the meeting. Members who wish to be notified through another method will detail their preferred method of communication and submit that information to the Board Membership Officer. Meeting location changes and time changes shall be at the discretion of the Board.

Section 4 Board Meetings
Board Officers shall meet as necessary, no less than 6 times a year, and at a time and place designated by the President or their Board Officer designee.

Notice of each Board meeting will be sent to the membership at least seven (7) days in advance of the meeting date.

Section 5 Quorum

Membership Meetings
The members present at any properly announced membership meeting shall constitute a quorum.

Board Meetings
Two-thirds (2/3) board members present constitutes quorum.

Article V Voting

Section 1 Votes For Entire Membership
Unless otherwise indicated, all votes sent out to the entire membership will be decided by a simple majority vote.

Section 2 Votes at General Meetings
Unless otherwise indicated, all votes at general meetings will be decided by a simple majority vote.

Section 3 Votes at Board Meetings
Only Board Officers are entitled to vote at Board meetings. Each Board Officer is entitled to one vote per item brought up for a vote. Unless otherwise indicated, all votes at Board meetings will be decided by a simple majority vote.

Article VI Board Officers

Persons serving on the Board of Directors are also known as, "Directors", "Officers", "the Board", "Board Officers" or "Board Members".

Section 1 Number of Officers
Board Officers of the Carolina Clay Matters, Inc. shall consist of a President, Vice-President, Secretary, Treasurer, Membership, Programs, Communications/Public Relations and any other officer positions as deemed necessary by the Board. For voting purposes and when possible, there should be an odd number of Board Officers**.**

Section 2 Election and Term of Office

- The Board Officers shall be elected to a one-year term by a simple majority of the voting membership.
- Except in extreme circumstances, the entire membership will be sent voting ballots no later than November 1 each year. (See Carolina Clay Matters, Inc. Policies – Voting – Board Officer Ballots)
- No Board Officer shall be elected to the same office for more than two (2) one-year terms

- No Board Officer may serve on the CCM Board for more than a total of four (4) consecutive years.
- The Vice-President shall succeed the President.
- The President shall retire from the Board of Officers for a minimum of one (1) year at the end of their term.

Section 3 Vacancy of Office
If a Board Officer should leave office, for any reason before the end of their elected term, said Officer shall be replaced by a recommendation from the Board and a simple majority of the voting membership.

The entire membership will be sent voting ballots for the replacement Board Officer.

These vacancies will be filled only to the end of the particular Board Officer's term and will not count against board term limits specified in Article VI, Section 2 above.

Section 4 Resignation, Removal and Absences
(See Carolina Clay Matters, Inc. Policies - Board Officers – Resignation; Removal by Board; Removal by Membership)

Article VII Board Role and Size

The board is responsible for overall policy and direction of the organization. The Board may delegate responsibility of day-to-day operations to Committee Chairpersons and volunteers. The Board shall not be fewer than five (5) members. The Board will annually determine the number of officers required to properly represent the organization's membership and to complete the workload anticipated by the Board.

At the discretion of the Board and except for the positions for President, Vice President and Treasurer; Board Officers positions may be coupled and the assigned duties may be performed by one officer. No more than two (2) positions may be merged and there shall be no more than two (2) coupled positions seated on the board at any given time.

The Board Officers shall receive no monetary compensation other than reimbursement for documented out-of-pocket expenses.

Article VIII Duties of Officers

Officers' responsibilities include, but are not limited to, those which are listed below. Please refer to CCM, Inc. Guidelines for a more detailed account of Officers' duties.

Section 1 President
The President shall oversee the entire operation of CCM, Inc. The Board President is the contact person and the public face of CCM, Inc. (See CCM, Inc. Guidelines for details of President Duties)

Section 2 Vice President
The Vice President shall be available when the President is temporarily unable to fulfill the President's responsibilities or shall be readily available as a permanent replacement should the President need to step down. (See CCM, Inc. Guidelines for details of Vice-president Duties)

Section 3 Secretary
The Secretary shall take accurate minutes during every board or public meeting and shall collect the minutes from the committee meetings. The Secretary shall edit (format and/or correct grammatical errors) meeting notes which will become part of the permanent record of the organization. (See CCM, Inc. Guidelines for details of Secretary

Section 4 Membership
Membership Officer shall maintain and keep the membership data base and ensure that private membership information is not made public through any internet activity of CCM, Inc. (See CCM, Inc. Guidelines for details of Membership duties)

Section 5 Treasurer
The Treasurer shall have custody of all funds belonging to Carolina Clay Matters, Inc. The Treasurer will provide timely, accurate financial reports to the Board and to State and Federal agencies. The primary responsibility of the Treasurer is oversight of the management and reporting of CCM, Inc. finances. (See CCM, Inc. Guidelines for detailed Treasurer Duties)

Section 6 Programs
Programs Officer shall make assurances that all necessary steps have been taken to provide CCM, Inc. with planned programs, workshops or social events for each month in which the guild has a regular meeting or event. (See CCM, Inc. Guidelines for details of Programs Officer duties)

Section 7 Communications/Public Relations
Communications/Public Relations Officer shall make assurances that the Guild Newsletter is published the first week of each month and is broadcast to the entire membership. This publication is dedicated to clay/pottery related items of interest to the membership of CCM, Inc. (See CCM, Inc. Guidelines for details of Communications/Public Relations duties)

Article IX Committees

Section 1 Committee Formation
The Board may create committees as needed, such as for fundraising, program development, public relations, etc. The board shall approve committee members and the president shall appoint all committee chairs.

Section 2 Number of Committees
Committees shall be developed and dissolved when deemed necessary at the direction of the Board. Each committee shall consist of a chairperson and as many volunteer members as required. Each Committee Chair shall communicate to the President and their designated Board Officer as to the status of said committee.

Section 3 Duties of Committees
Each Committee Chairperson shall make assurances that all necessary steps have been taken to successfully execute the stated goal of their committee.

Each Committee Chair may solicit volunteers and may assign designees, as needed, in order to fulfill their assigned duties. Unless otherwise indicated, those volunteers will report directly to the Committee Chair.

The Committee Chair shall receive no monetary compensation other than reimbursement for documented out-of-pocket expenses.

Refer to CCM, Inc. Guidelines for duties as they apply to each Committee.

Section 4 Non-Committee Member Volunteers
At times members will be called to volunteer but not formally serve on a committee. Job duties of those volunteers may be found in the CCM, Inc. Guidelines.

Article X Conflict of Interest

Any Officer who has a possible conflict of interest is required to disclose the conflict, will not vote or use his/her influence on the matter in question, and will not be counted in determining a quorum for that issue. The minutes of the meeting will reflect such disclosure, abstention from voting and the quorum situation.

Article XI Indemnification of Directors: Elected Officers and Committee Chairs

CCM, Inc. will indemnify every Officer (Board Officers, Committee Chairs, and any agent appointed by the Board) against all expenses reasonably incurred by such person in connection with any action, suit or proceeding to which he/she may be a party by reason of his/her having been an Officer of CCM, Inc., to the full extent permitted by law, provided such person will not have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought. (See CCM, Inc. Policies for specific processes for indemnification)

Article XII Amendment to By-laws

These bylaws may be altered, amended, or repealed and new bylaws may be adopted upon a recommendation to the membership by a simple majority vote of the full Board and shall require a two-third (2/3) or more majority of the total votes, from the full membership. A notice to membership to alter, amend, repeal or adopt new bylaws shall be provided, in notice thereof, thirty days before the membership vote shall occur.

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ARTICLE XIII Provision for Dissolution

Distribution of Assets
Upon the dissolution and termination of the existence of Carolina Clay Matters, Inc., and there being no successor organization, the board shall provide that all liabilities and obligations of the corporation be paid and discharged, or adequate provisions be made therefore, and that the remainder of the corporation's assets be distributed as follows:

- Assets held by the organization upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements
- All remaining assets shall be donated to another NC non-profit corporation or corporations that have as their purpose ceramic arts education.

Excerpt from State of North Carolina, Department of Secretary of State, Articles of Incorporation, Non-Profit Corporation SOSID 0465906

Distributions Upon Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time quality as an exempt organization or organizations under section 501(c)(3) of the Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by two-thirds (2/3), or more, majority vote on _____.

Secretary _____ Date _____