

# **Northern California Art by Fire NOCA: Art by Fire Bylaws**

**Amended and updated 1/30/2012**

## **Article I – Name**

The name of this organization shall be Northern California Art by Fire (NOCA: Art by Fire), formerly known as: Sacramento Potters Group Henceforth to be called the Group in this document.

## **Article II – Purpose**

The purpose of this organization shall be to give clay, glass and hot metal artists in the Northern California region a venue to meet, gain knowledge of, promote an interest in, and discuss their art medium. It is further a purpose of the organization to provide at least two selling shows annually for members of the organization.

## **Article III - Membership**

- Section 1. Membership shall not be denied to any persons because of gender, religion; race, color, creed, or sexual orientation.
- Section 2. Membership shall be valid as long as dues are paid. Membership may be revoked by a majority vote of the Board of Directors for cause.
- Section 3. Members shall at all times abide by the Bylaws, rules and the general policies of the group: stated here.
- Section 4. Membership is open to artists that make their art by the use of fire or extreme heating in their processes. All clay artists' work must be hand built, sculpted or wheel thrown; no commercial slip cast made ceramics is allowed. All other art must also be built by hand: no commercial work is allowed.
- Section 5. Each membership will have one vote in the general election of officers and/or in other such matters that might be brought before them for approval.
- Section 6. No member of the group, past or present, shall be personally liable for the debts, liabilities, or obligations of the group.

## **Article IV – Membership Fees**

Membership shall be on an annual basis and dues shall be per calendar year beginning January 1 and ending December 31. Those joining as members after September 1 shall be granted membership through the following year. This is a one-time courtesy for new (non-renewing) members only. Dues must be paid by March 15<sup>th</sup> of each year to be retained on our membership list and receive communications from the Group.

## **Article V – Officers**

- Section 1. Elected officers shall be (5): **President, Vice President, Secretary, Treasurer and Membership Chair.**
- Section 2. Election and Term of Office: The President, Vice President, Secretary, Treasurer and Membership Chair shall be elected for a term of two (2) years.
- Section 3. Any office vacated by the resignation of an elected officer shall be filled by appointment by the President and the person appointed to the position shall hold the office until expiration of its normal term.

## Article VI – Appointed Positions

Section 1. Appointed positions shall be: **Newsletter Editor, Web Information Liaison, Show Coordinator, Field Trip Coordinator, Demonstration Coordinator, and Publicity Coordinator.** In the event that a need arises, the President may increase this list of appointed positions.

Section 2. Duties of Officers

**President:** The President shall, subject to the control of the Board of Directors, generally supervise, direct and control the business and the officers of the Group. He/she shall preside at club and executive board meetings; is member-ex-officio of all committees; appoints and/or removes committees or their members; appoints and/or removes appointed offices; and act in emergencies.

**Vice President:** In the absence or disability of the President, the Vice President shall assume the duties of the President; shall have such other powers and perform such other duties as may be prescribed by the Board of Directors. Assumes the duties of the President in his/her absence; acts as Parliamentarian; and keeps a record of all club property and its location(s).

### **Secretary:**

The Secretary shall attend to the following: Maintains a record of group meeting minutes: The Secretary shall keep and shall have at his/her disposal a record of minutes of all meetings and actions of Directors, committees, and member meetings (if business is discussed). Recording the time and place of holding, whether it is a regular or special meeting, (if special, how authorized), the notices given, the names of those present at Directors' and committee meetings, the number of general members represented at meetings, and the proceedings of such meetings.

1. Maintain a list of all current board members and committees.
2. Preparation and mailing of any correspondence originated by the President or at the direction of the Board.
3. Notification to members and Directors of meetings as required by the Bylaws.
4. Performance of such other duties as may be prescribed by the President, Board of Directors or Bylaws.
5. Keep a correct account of business proceedings and a list of standing committees; handles all club correspondence.

### **Treasurer:**

The Treasurer shall attend to the following:

1. Books of Account:

The Treasurer shall keep and maintain adequate and correct books and records of accounts of the properties and business transactions of the Group, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director or member at all reasonable times. The Books of Account are to be reviewed or audited after the closing of the books at the end of the fiscal year or as directed by the Board. The completed review report will be presented to the Board of Directors within ninety (90) days of the closing of the books.

2. **Deposit and Disbursement of Money and Valuables:**  
The treasurer shall deposit all money and other valuables in the name of, and to the credit of, the Group, at such depositories as may be designated by the Board of Directors; shall disburse the funds of the Group as may be ordered by the Board of Directors; shall render to the President and Directors a report of the financial condition of the Group upon their request; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

**Membership Chair:**

Membership Chair is responsible for the following:

1. Maintaining an up-to-date list of members including Name, Address, City, and State, Phone numbers, E-mail address(s), website address(s) and California Sales Tax number.
2. Shall receive correspondence addressed to the Group or its Board of Directors or members, provide notification to the proper person that the correspondence has been received and shall forward the correspondence or take other action as appropriate after consulting with the recipient.

**Duties of Appointed Positions**

**Newsletter Editor:**

The Newsletter Editor is responsible for the following:

Edits, writes and disseminates the bimonthly "Seconds" newsletter.

The "Seconds" newsletter shall be published and sent to the membership no later than the 25th day of each odd number month. Deadline for submissions will be the 20th of the odd months.

**Web Information Liaison:** maintains the group's website and/or coordinates with an employed Webmaster for changes to the Group's website. Duties shall also include the establishment and upkeep of the Group's Facebook page or other web based information and communication sites.

**Show Coordinator:** oversees all the arrangements for the Group's shows. This includes notice to members regarding the costs and requirements of the show, solicits non-member vendors when appropriate, maintaining a listing of those that have paid for booth space, maintains California sales tax number information, allocates booth space and coordinates information with the Membership Chair and Publicity Coordinator as needed.

**Field Trip Coordinator:**

Schedules field trips: It is the intention of the Board of Directors that there should be at least one field trip or demonstration per quarter other than at the bi-monthly general meetings

**Demonstration Coordinator:**

Demonstration Coordinator(s) shall set up all general meeting locations, schedules demonstrations and/or guest speakers for the Group at our general member meetings and special events.

- Both the field trip and demonstration Coordinator(s) shall submit to the Board a list of such trips, demonstrations and/or speakers as may be planned for the upcoming year. The report submitted for approval shall include the date, time,

name of event facilitator, costs or fees for each event, when required. This will allow for date planning, and inclusion on the Group's website and publicizing these activities to the membership and general public using our newsletter and other media.

**Publicity Coordinator:** Duties shall include dissemination of information regarding the Group and its shows using all possible venues and to assist in the promotion and growth of the group and its shows. Is responsible for developing a publicity campaign, outline a budget which is presented to the board for approval.

## **Article VII – Board of Directors**

The Board of Directors shall consist of a total of nine (9) persons, at the minimum, which shall include all elected officers (5) and four (4) members at large (to be appointed) which shall be selected by the President and confirmed by the elected officers (5). The number or manner of appointment may be changed by amendment of these Bylaws.

- Section 1: Board Members will be responsible to keep the group informed of any changes vital to business of the organization. This includes but is not limited to: current e-mail and mailing addresses; telephone numbers; all members have the option of how they wish to be contacted or notified of matters relating to the group and its activities.
- Section 2: The words "Directors" and "Board" as used in these Bylaws in relation to any power or duty requiring collective action shall mean "Board of Directors (9)". The term "Officers (5)" refers to the President, Vice President, Secretary, Treasurer and Membership Chair.
- Section 3: The Board of Directors shall exercise the powers of the group, control its property, and conduct its affairs. The elected board of directors (5) is elected by the general membership. The board of directors (9) is responsible for all group business decisions.
- A. Each Director (9) is entitled to one (1) vote on each matter submitted to a vote. Voting at duly held meetings shall be by voice (in person, by phone or computer internet) vote or show of hands, except as otherwise expressly provided in these Bylaws. No single vote shall be split into fractional votes. Voting can be made by phone, internet or US mail.
  - B. Voting by e-mail, USPS mail or phone may be mandated by the President of the Board of Directors.
  - C. Group matters passed by a simple voting majority of the members of the board of directors (9) will be considered the vote of the entire membership.
  - D. The President holds the swing vote. He/she reserves the right to withhold his/her votes to achieve an odd number of votes for the group, in the event that there is an even number of board members when decisions are made for the group.
- Section 3: Any regular member of the group who has paid his/her current dues and assessments is qualified to be appointed as a Director as provided in these Bylaws.
- Section 4: Each appointed Director shall hold office for a minimum of one year or in the case of an elected officer until the election where their successor is elected.
- Section 5 Board Meetings.

- E. Board Meetings shall be held at a time and location as shall be determined by the consensus of the Board. All general members are invited to attend and be heard.
- F. The regularity of Board meetings will be determined by vote. The Board may change the schedule of the Board meetings by vote among themselves.
- G. Special meetings may be called by the President or if absent or is unable or refuses to act, by the Vice-President or by any three (3) Directors, and such meeting will be held at such place and time as will accommodate the numbers to attend such meeting. The Directors must call for such an emergency meeting with three (3) days notice or when a majority of members can attend.
- H. The Secretary of the group, or other person designated by the President, shall deliver notice of the time and place of meetings of the Board to each Director and member at least five (5) days prior to the date of each meeting.
- I. Minutes of the Board of Directors meetings will be distributed by email, handout at the following Members Meeting, and be published in the group's newsletter.
- J. All meetings of Directors shall be governed by Robert's Rules of Order, when such rules are not in conflict with these Bylaws or with the law.
- K. Meetings of Directors shall be presided over by the President of the group, or in his absence by the Vice-President, or in the absence of both, by a Chairman chosen by a majority of the Directors present. The Secretary of the Group shall act as Secretary of the Board of Directors. In case the Secretary is absent from any meeting of Directors, the presiding officer may appoint any person to act as Secretary for the meeting.
- L. **A quorum** shall consist of a simple majority of the current board members. A minimum of one half (1/2) of the current board members are needed to constitute a quorum. The minimum number may be made up using modern technology: phone, e-mail or Skype for instance. A list of the current board members (9) shall be held by the President and the Secretary. That list will be available on the website and in the newsletter.
- M. The Board of Directors may make group decisions without meeting face to face using current technology including but not limited to e-mail, phone or USPS mail systems. These types of decisions must have seventy five percent (75%) of the current board of directors votes counted at a minimum. Again; in the event that the current number of board members is even then, the President vote is withheld to create an odd number of votes.
- N. Except as otherwise expressly provided in these Bylaws, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, discussion may occur. A quorum could be created using modern technology: phone, e-mail or Skype for instance.
- O. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawals of enough members to leave less than a quorum.

### **Article VIII – Committees**

The Board of Directors may, by resolution adopted by a majority of the Directors, designate one or more ad hoc committees to be appointed by the President.

## **Article IX – Elections**

- Section 1. Officers shall be elected by a majority vote of all current members by their response to a ballot that is disseminated to the membership via e-mail and USPS to those without e-mail access. The election of Directors (5) shall be by written ballot.
- Section 2. Officers shall be nominated at the February business meeting. Ballots must be sent to the membership by March 1<sup>st</sup> with a response cutoff date of April 1<sup>st</sup>. Election shall be at the April board meeting by counting all of the responses to the ballots that have been received by the Secretary. Candidates receiving the highest number of votes in the category running based on ballots received by the deadline date, shall win that category.
- Section 3. Officers shall begin their term on June 1<sup>st</sup> and hold office until May 31<sup>st</sup> of the term ending year.

## **Article X – Meetings**

- Section 1. General Meetings shall be held on the second Wednesday of every even numbered month, unless otherwise decided.
- Section 2. General Meetings held in February, April, and October shall be held at the Shepard Garden and Arts Center, 3330 McKinley Blvd., Sacramento, CA.
- Section 3. General Meetings held in June, August and December shall be held at the home or studio of members, locations to be submitted to the Board by the Demonstration Coordinator as outlined above under Section IV Demonstration Coordinator duties.
- Section 4. Special meetings of Board members shall be called by the President, by the Secretary, or by any two Board Members and held at such times and places as may be ordered consensus of those meeting.
- Section 5. Notice of meetings, both general and special, shall be published by notice in the group newsletter, be given by telephone, email or US mail not less than seven (7) days prior to the meeting.
- Section 6. Notice of meetings shall specify the place, the date, location, the hour of the meeting and, in the case of special meetings, the general nature of the business to be transacted.

## **Article XI – Amendments**

- Section 1. Any member may attempt to amend these Bylaws by presenting the proposed changes to the Board of Directors. The board of directors is responsible to review the said changes and if agreed upon by a majority vote of the board put forth the changes to the general membership. Following the same procedure as elections, without any specific date considerations, the proposed amendment will be adopted by the simple majority vote of the members who returned ballots.
- Section 2. Counting of the ballots will take place at the next scheduled member or business meeting following the dissemination of the proposed change but not less than two months after the proposed change is disseminated to the membership.

## **Article XII - Dissolution**

In the event of dissolution of the Group, all bills will be paid and the remaining monies and equipment shall be turned over to a charity of the remaining board members' choice.