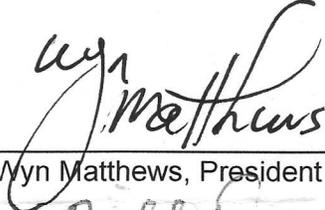
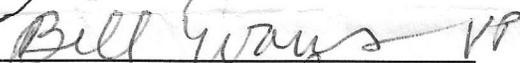


BYLAWS OF
VENTURA COUNTY
POTTERS' GUILD

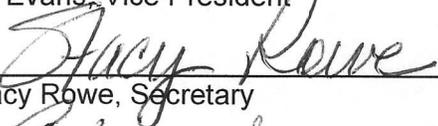
As witnessed by the undersigned Officers of the Board of Directors, these bylaws were approved by the majority vote of a quorum of members assembled for the purpose of amending the Bylaws of Ventura County Potters' Guild on November 29, 2021 per Article XIII of the November 23, 2020 Bylaws.



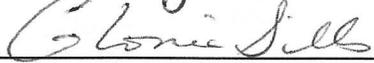
Wyn Matthews, President



Bill Evans, Vice President



Stacy Rowe, Secretary



Gloria Sills, Treasurer

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ARTICLE I: NAME AND PURPOSES

Section 1: The name of this corporation shall be Ventura County Potters' Guild.

Section 2: The Corporation is a 501(c)6 nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California ("California Nonprofit Corporation Law") for public purposes.

This corporation has been formed for charitable purposes.

Mission Statement:

The Ventura County Potters' Guild is a nonprofit organization committed to stimulating public interest in ceramic arts by providing networking, education and sales opportunities in an inclusive environment for all levels and interests.

Goals:

- a) Stimulate public interest and appreciation of the arts of creative ceramic pottery and sculpture.
- b) Develop and improve design, aesthetic qualities, and craftsmanship in traditional and innovative ceramics.
- c) Encourage and support ceramic artists by providing an educational atmosphere, a sharing of ideas, supporting and promoting their work as a hobbyist or professional ceramic artist, and providing education in the business of being a potter, in a spirit of group cooperation.
- d) To provide reasonably-priced venues for the exposure of the work of the membership.

ARTICLE II: BOARD OF DIRECTORS

- Section 1: The Board of Directors is responsible for the overall policies and direction of the organization.
- Section 2: The Board of Directors is composed of four Corporation Officers: President, Vice-President, Secretary and Treasurer; and Committee Chairs appointed by the Board.
- Section 3: If a Board member holds more than one voting member position, they will have only one vote.
- Section 4: Board members must be active members of the Guild.
- Section 5: Board of Directors shall hold monthly meetings. Additional meetings can be held at the discretion of the Board.
- Section 6: The Board Officers shall be elected by the membership in the November Members' Meeting and by online voting – see Article X for details of an election.
- Section 7: A quorum for transaction of business shall consist of the majority of the voting members of the current Board of Directors.
- Section 8: In addition to voting in a Board meeting, on-line voting will be permitted. In the event of a time-sensitive decision, voting by email will be permitted and a record of the vote maintained in the Secretary's minutes of the next Board meeting.
- Section 9: The Directors shall not receive any compensation for their services as a Board member.
- Section 10: The President and Vice-President will be responsible for proposing replacements for vacancies in the Board of Directors and the position shall be filled by a majority vote of the quorum of the Board. A successor director so elected shall serve for the unexpired term of his or her predecessor.
- Section 11: A term is defined as two years. The President of the organization has a limit of two consecutive terms.
- Section 12: No more than half of the Officers will be up for election within a given year per the chart below. All other members of the Board will be appointed and approved by a simple majority vote of the Board.

	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6
President	x		x		x	
VP President		x		x		x
Secretary	x		x		x	
Treasurer		x		x		x

Section 13: The Board of Directors is responsible for providing all committees with guidelines that define their roles and responsibilities.

Section 14: Any Board Member who misses three (3) consecutive Board meetings without due cause and without notifying the President may lose their place on the Board. The President shall make the notification of the Board's action in writing to the Board member.

Section 15: Members of the Guild may remove officers of the Board by passing a motion of "no-confidence" per the Section 7222 of the California Corporations Code for Non-profit Organizations with a quorum of members at a Members' Meeting called for that purpose or by online voting. Vacancies in the Board of Directors shall be filled by a majority vote of the remaining Board members then in office.

ARTICLE III: OFFICERS

Section 1: Officers of this corporation shall be President, Vice-President, Secretary and Treasurer.

Section 2: The President is subject to the control and supervision of the Board of Directors. The President shall have general supervision of implementing the Board of Director's policies, direction of the organization, and the control of the business and affairs of the corporation. The President shall preside over all Members' Meetings and meetings of the Board of Directors. The President is responsible for maintaining the records of the position to include but not be limited to all documents generated by the office. These records will be maintained in secure electronic format, with controlled permission and accessible to all members upon request.

Section 3: The Vice-President, in the absence or disability of the President, shall perform all the duties of the President. Vice-President is responsible for maintaining and publishing the Bylaws of the Corporation; determine if they are being followed and/or need revision; and conduct a formal review of the Bylaws a minimum of every three (3) years by a committee created for that purpose. The Vice-President will work to assure that the Guild is working within the stipulated boundaries of the California Nonprofit Corporation Law. The Vice-President is responsible for maintaining the records of the position to include but not be limited to all documents generated by the office and related correspondence. These records will be maintained in secure electronic format, with controlled permission and accessible to all members upon request.

Section 4: The Secretary shall keep the minutes of each Board meeting and any business conducted at a Members' Meeting. The Secretary shall develop the agenda and keeps the minutes of each Board meeting and any business conducted at the members' meetings. The Secretary is responsible for the BOD Master Calendar that tracks all corporate activities and provides the calendar at Board meetings to allow for monitoring of activities. The Secretary is the custodian responsible for maintaining the records of the Board of Directors to include but not be limited to meeting notices, agendas, minutes, motions and related correspondence. These records will be maintained in secure electronic format, with controlled permission and accessible to all members upon request.

Section 5: The Treasurer shall keep and maintain all necessary records of financial transactions; file any necessary tax returns, 1099 or other tax-related forms; make reports to various authorities, the Board of Directors and to the members at the Members' Meetings. The Treasurer will be responsible for monitoring and filing the bi-annual SI-100 Statement of Information to maintain our nonprofit status and making any necessary payments. The Treasurer will have check signing authority in addition to the President, Vice-President and Gallery Bookkeeper. The treasurer shall disburse funds only upon the authorization of the Board of Directors and will adhere to the precepts outlined in Article VII Finance

Administration. The Treasurer is responsible for maintaining the records of the committee to include but not be limited to financial books, all documents generated by the office, and related correspondence. These records will be maintained in secure electronic format, with controlled permission and accessible to all members upon request.

ARTICLE IV: COMMITTEE CHAIRPERSONS

Section 1: Committee Chairpersons are responsible for a specific program and reporting their plans, progress and challenges to the Board of Directors in a timely manner. Current Committee Chair positions shall be identified in the Board of Directors Organizational Chart. When appropriate, a Chairperson will form a team to work together on common responsibilities.

Section 2: Committee Chairpersons are voting members of the Board of Directors.

ARTICLE V: COORDINATORS

Section 1: Coordinators are responsible for a specific program and reporting their plans, progress and challenges to the Board of Directors quarterly. Current Coordinator positions shall be identified in the Board of Directors Organizational Chart.

Section 2: Coordinators are non-voting members of the Board.

ARTICLE VI: SPECIAL AND ADVISORY COMMITTEES

- Section 1: Special Committees shall be appointed by the Board of Directors to solve a specific problem or situation. Recommendations of the Special Committee will be presented to and approved by the Board of Directors; Special Committees report to the President.
- Section 2: Advisory Board members are non-Guild members, members of the community and advise the Board of Directors.

ARTICLE VII: FINANCE ADMINISTRATION

- Section 1: The fiscal year shall begin on January 1st.
- Section 2: Once a month a financial report will be provided to the Board of Directors at a Board meeting by the Treasurer. Once the report is approved it will be made available electronically to the members upon request.
- Section 3: Financial records shall be reviewed at the end of each fiscal year by the Finance Committee.
- Section 4: When a signatory of the account requires reimbursement, the transaction will be completed by another signatory.
- Section 5: Any non-budgeted disbursement of over two hundred dollars (\$200) shall require prior approval of the Board of Directors.
- Section 6: The Finance committee will monitor and maintain a reserve fund.

ARTICLE VIII: MEMBERSHIP

- Section 1: An artist or crafts person working in ceramics or an individual who is interested in ceramic arts shall be eligible to join the Ventura County Potters' Guild in one of the following tiers:
- a) Regular
 - b) Plus
 - c) Patron Regular
 - d) Patron Plus
- Section 2: All members are encouraged to actively participate in Guild meetings and contribute to shows, exhibits and other functions sponsored by the Guild. Membership at a Plus tier will include a commitment of annual Team Service to the Guild, its programs and activities.
- Section 3: Members who pay their dues for the current year are considered active members.
- Section 4: The term of membership shall coincide with the Guild's fiscal year January 1 – December 31. If a member joins mid-year, the membership shall commence from the date dues are paid and shall run until the end of the Guild's current fiscal year.
- Section 5: Membership shall be considered lapsed if dues have not been paid by the last day of February. Reinstatement will occur upon payment of dues. If reinstated, members must be re-juried in order to be eligible to sell at Guild venues.
- Section 6: The Board of Directors has the authority to award a Lifetime member designation in appreciation of a member's exemplary participation in and support of the Guild. Nominations for consideration of a Lifetime member designation will be presented in writing to the Board of Directors with a clear justification for the request. A Lifetime member designation excuses the honored member from payment of annual dues and from any Team Service commitment.
- Section 7: Beginning in 2023, renewal in a Plus tier is contingent upon completion of a Team Service commitment during the previous fiscal year. Requests for an exception to this requirement, due to hardship, shall be submitted to the Board in writing. The Board will make decisions on a case-by-case basis.
- Section 8: The Board of Directors will define the tiers, the benefits attached to the tiers and membership dues.
- Section 9: Applications for membership *at the Patron Regular tier* shall also be open to other non-profit organizations that support the stated mission of the Guild. These organizations are non-voting members but will receive one directory and the monthly newsletters.

ARTICLE IX: MEMBERS' MEETINGS

- Section 1: The Corporation's Annual Members' Meeting of the members shall be held in November of each year at a time and place designated by the Board.
- Section 2: Notice of the time and place of membership meetings shall be given to members by mail and/or e-mail at least seven days in advance of the meeting.

ARTICLE X: VOTING AND ELECTIONS

- Section 1: Any active member is considered to be a voting member during Members' and Annual Members' Meetings.
- Section 2: The presence of one fourth of the voting members of the Guild shall constitute a quorum for the transaction of business at any Members' Meeting. There will be no voting by proxy and any member not attending the Annual Members' Meeting may vote on-line within a week of the Annual Members' Meeting. The quorum for the election will be established by the total of number of the members voting in person and on-line.
- Section 3: A majority of a quorum shall be necessary to pass any resolution, amendment or motion, or to elect officers.
- Section 4: The officers of this corporation shall be elected by the membership at the Annual Members' Meeting in November. Nominations of those qualified and willing to serve will be made by a Guild Officer. Nominations from the floor will also be accepted.
- Section 5: The election shall be overseen by an Officer not up for election. If none of those are available, the duties will fall to the other Chairpersons.
- Section 6: A person running for office shall provide a vision statement for their intent while holding the office. This statement will be in the newsletter before the election and will be available on the ballot.

ARTICLE XI: GUILD SALES VENUES

- Section 1: To be eligible to participate in sales at Guild venues a member must be qualified by and comply with the following sections.
- Section 2: To be eligible to participate at Guild sales venues one must be both:
- a) a Juried member. You may jury as soon as you are a member by following the process outlined in the current version of Jury Guidelines for Members.
 - b) a Plus or Patron Plus member.
- Section 3: No work shall be accepted for sale that does not comply with the standards of design and craftsmanship established in the current version of the Guidelines for Sales and Shows. When an issue comes up regarding the appropriateness of work, the majority vote of the Jury Committee and/or the Board of Directors who are present shall make a determination of the work or display's appropriateness.
- Section 5: Details of the gallery process and operation are available in the current version of Guidelines for VCPG Gallery.
- Section 6: Details of the online sales process and operation are available in the current version of Guidelines for VCPG Online Sales.

ARTICLE XII: EMERGENCY PREPAREDNESS PLANNING

- Section 1: Decisions will be made to cancel or postpone VCPG events in case of emergency based on this protocol.
- Section 1: Temporary Closing of the Gallery: Ventura Harbor communicates their decision to curtail Harbor Village activities to the VCPG President, generally via email. The President then consults with the Gallery Chair, and the Gallery Chair is responsible for communicating the decision to the Gallery Committee and relevant Gallery members, with priority being the Gallery members scheduled to work shifts during the closure. If Gallery members decide on their own not to work a shift due to an emergency, they should contact the Gallery Committee member in charge of scheduling.

Section 2: Other Guild Activities: The Board President will consult with the three other elected Board officers: Vice President, Secretary and Treasurer, and the Committee Chair(s) responsible for the event, e.g., the Director of Workshops, Director of Sales and Shows, Director of Programs, etc., to determine if a Guild meeting, sale, workshop or other event should be cancelled or postponed. For the purposes of making such emergency determinations, the requirements for a Quorum, stated elsewhere in the By-laws, are waived. Once a decision is agreed upon by the relevant Board members, based on a majority vote, the President shall be responsible for communicating the decision to the Guild membership. The relevant Committee Director shall communicate the decision to any vendors or other parties scheduled to participate in the event.

ARTICLE XIII: AMENDMENTS

Section 1: These bylaws may be amended or repealed or new bylaws may be adopted by the vote of a majority of a quorum at an Annual Members' Meeting or Members' Meeting called for that purpose.

ADDENDUM - DOCUMENT HISTORY

Date	Description	Author/Approved By
<p>11/22/21</p> <p>File Name: 2021 VCPG Bylaws</p>	<ol style="list-style-type: none"> 1. Table of Contents was inserted at the front of the document 2. Consistency in spelling and use of the teams "Members' Meeting and Annual Members' Meeting corrected. 3. Article II, Sec 2 Delete reference to 14 voting members and standardize language for identifying Board members. 4. Article II, Sec 4 Deleted reference to "good standing" and added "active member." 5. Article II, Sec 5 Deleted reference to no meetings in June, July and August. 6. Article IV, Sec 1 Added "Current Committee Chair positions shall be identified in the Board of Directors Organizational Chart. 7. Article IV, Sec 3 Deleted description of Chairpersons. 8. Article V, Sec 1 Current Coordinator positions shall be identified in the Board of Directors Organizational Chart. 9. Article V, Sec 1, a-c Deleted descriptions of Coordinators 10. Article V, Sec 2, Coordinators are non-voting members of the Board. 11. Article VIII, This revision included significant overall of Article VIII: <ol style="list-style-type: none"> a. Sec. 1 Do not limit membership to Ventura County; listed names of 4 tiers of membership with no description b. Sec 2 Added, Plus Tier will have annual Team Service commitment c. Sec. 3 Defined active member d. Sec. 6 Defined process for Lifetime member e. Sec. 7 Description of renewal process for Plus Membership if member does not meet the team commitment the previous year. f. Sec. 9 Description of Patron Regular tier available for other non-profit organizations 	<p>2021 Board of Directors and Members</p>

	<p>12. Article XI, Sec 2 Deleted reference to meetings in Summer</p> <p>13. Article XI Changed title to Guild Sale Venues</p> <p>14. Article XI, Sec 1 Delete reference to “shows, exhibits and gallery.” To be eligible to participate in sales at Guild venues a member must be qualified by and comply with the following sections.</p> <p>15. Article XI, Sec 2 Modify: To be eligible to participate at Guild sales venues one must be both:</p> <p>a) A Juried member. You may jury as soon as you are a member by following the process outlined in the current version of <u>Jury Guidelines for Members</u>.</p> <p>b) A Plus or Patron Plus member.</p> <p>16. Article XI, Sec.3 Delete reference to “exhibition.”</p>	
<p>2020</p>	<p>Revisions made following 2020 and Beyond Workshop and COVID Pivot Teams:</p> <ol style="list-style-type: none"> 1. Article I added 501(c)6 and mission statement 2. Article II, Section 7 BOD on-line voting and voting by email 3. Article II, Section 10 on-line voting for BOD election by members 4. Article II, Sec. 11, for all but Officers, deleted text/chart for when each position will be elected on a 2-year rotation 5. Article III removed all but President, VP and Secretary, Treasurer as Officers 6. Article III, Sec 3 delete supervision of the Scholarship Committee and Librarian from VP 7. Article IV removed Directors descriptions from Article III, renamed Directors as Chairpersons (i.e., Membership Chairperson) creating Article IV Committee Chairpersons. 8. Article IV, Sec 3j Scholarship moved to Chairperson instead of Coordinator thus giving position a vote on BOD; Article III, J Scholarship changed to Outreach 9. Article III, I Marketing Team created 10. Article III, K Online Presence Team created 11. Article V deleted information regarding Standing Committees and moved all committees to Article IV with other Chairpersons. 12. Article 10, Sec 6 if running for office will provide a vision statement of intent 	<p>2020 Board of Directors and Members</p>

	<p>13. Article IX Membership modified definition of active member.</p> <p>14. Article IX added and defined scholarship membership</p> <p>15. Article Xi, Section 2 removed requirement that you must be a member for 6 months before you may sell or show with the Guild.</p> <p>16. Article XI Sales, Shows, and Gallery: added Exhibits to title, added online sales description.</p> <p>17. Deleted the Nominating Committee and moved the responsibilities to the President or Vice-President.</p> <p>18. Deleted the Governance Committee and moved those responsibilities to the Vice-President.</p> <p>19. Article XII Emergency Preparedness Plan</p> <p>20. Article XII Amendments became XIII</p>	
<p>2016</p> <p>Electronic File Name: VCPG Bylaws Version 1.0</p>	<p>Revision of 2008 Bylaws:</p> <ol style="list-style-type: none"> 1. Fiscal year begins on January 1st which altered dates for elections and membership. 2. Board Officers: added Vice-president, changed VP's to Directors, split Shows, Sales and Workshops into two positions, created more complete descriptions, added requirements to maintain records, added term limit for President. 3. Added Standing Committees, provided descriptions and added requirements to maintain records. Standing Committee chairs have BOD voting rights. 4. Added Coordinators for Committees, provided descriptions and added requirements to maintain records. 5. Added Section VII Finance Administration. 6. Added "Gallery" to Section XII 7. Added Section VII Finance Administration that outlines the standards for the Guild's finances. 	<p>2015-2016 Membership in 04/23/16 Members' Meeting</p>
<p>2008</p>	<p>Revised in 2008 but have no record of changes, who signed, or date.</p>	<p>TBD</p>
<p>04/23/2005</p>	<p>As witnessed by the undersigned members of the Board of Directors, these bylaws were approved by the majority vote of a quorum of members assembled for the purpose of amending the Bylaws of Ventura County</p>	<p>2004-2005 Board of Directors</p>

	Potters Guild on May 23, 2005, per Article XIII of the then-existing by-laws.	
12/29/1969	Determination of exempt status as a 501c(6) organization.	IRS