

Amended September 18, 2021

## **BYLAWS OF PICKARD COLLECTORS CLUB, LTD.**

### **ARTICLE I – ORGANIZATION**

The name of this organization shall be Pickard Collectors Club, Ltd.

### **ARTICLE II – PURPOSE**

The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The purpose of the organization is to research, to educate, to communicate and to preserve the history and artifacts of the art movement represented by Pickard and other American porcelain studios and artists.

### **ARTICLE III – MEMBERSHIP**

**Section 1.** Membership in this organization shall be open to anyone over age 18 who has made a formal application, agrees to abide by these bylaws, and has paid current annual membership dues.

**Section 2.**

- a) Dues shall be payable January 1 and shall be delinquent after March 1.
- b) Dues of this organization shall be set by the Board of Directors.
- c) There shall be both individual and family memberships. A family membership shall confer full voting membership to two members of a household designated in the application. Members of a household must reside at the same address. For purposes of any notice required by these bylaws, a single notice sent to the household shall suffice as notice to all members included in the household membership.

**Section 3.** The secretary shall furnish any member with a copy of the current bylaws upon request.

**Section 4.** Only members in good standing may serve on the Board of Directors.

### **ARTICLE IV – OFFICERS**

**Section 1.** The officers of the organization shall be the President, President-Elect, Past President, Secretary, and Treasurer.

**Section 2.** The officers shall be elected at the annual meeting of this organization and shall serve terms as follows: President, annual; Past President, annual; President-Elect, annual, to become President after serving the one-year term; other officers serve a two-year term commencing with the next meeting of the Board of Directors.

**Section 3.** For election of officers and at-large directors, votes shall be by voice, show of hands, or electronic means at the discretion of the Chair. If a majority of members present

requests, any question may be voted upon by secret ballot, as provided in Article VI, Section 5.

**Section 4.**

- a) The President with the approval of the Board of Directors shall fill vacancy appointments of officers for the balance of the unexpired term.
- b) No officer shall hold more than one position on the Board of Directors at the same time.
- c) No officer shall succeed himself or herself more than one time in the same office, unless a new candidate cannot be recruited for the office, and the existing officer is willing to continue to serve.
- d) Two or more individuals may be elected to serve as Co-Presidents-Elect, Co-Presidents, and Co-Past Presidents in the roles and responsibilities referenced throughout the bylaws for President-Elect, President, and Past President. Only one Co-President-Elect, Co-President, or Co-Past President shall have a vote on the Board of Directors, with the voting member to be identified at the first board meeting held after election to office. Other Co-President office holders shall be non-voting members of the Board of Directors.

**Section 5.** The President shall:

- a) preside at all annual membership meetings,
- b) by virtue of the office be Chair of the Board of Directors,
- c) provide written notice to all members at least 10 days prior to the annual meeting,
- d) present at each annual meeting of the organization an annual report of the work of the organization,
- e) appoint with approval of the Board of Directors all committees, standing and special, and be an ex-officio member of all committees, and chair of the Nominating Committee,
- f) see that all books, reports and certificates as required by law are properly kept or filed,
- g) have such powers as may be reasonably construed as belonging to the chief executive of any organization,
- h) serve as convention chair.
- i) Upon completion of the term will serve as Parliamentarian in the capacity of Past President.

**Section 6.** The President-Elect shall become President after serving the President-Elect term. It shall be the responsibility of the President-Elect to choose the site for the convention for the year the President-Elect serves as President. Further, the President-Elect shall, in the event of the absence or inability of the President to exercise his or her office, become acting President of the organization with all the rights, privileges, and powers as if he or she had been the duly elected President.

**Section 7.** The Secretary shall:

- a) keep the minutes and records of the organization in appropriate books, and shall submit to the Newsletter Editor for publication minutes of the Membership Meetings and of the meetings of the Board of Directors,
- b) be the official custodian of the records and seal of the organization,

- c) be one of the officers authorized to sign the checks and drafts of the organization,
- d) present to the membership at any meeting any communication addressed to the secretary of the organization, and attend to all correspondence of the organization,
- e) exercise all duties incident to the office of secretary.

**Section 8.** The Treasurer shall:

- a) have the care and custody of all monies belonging to the organization, be solely responsible for such monies or securities of the organization.
- b) be one of the officers who shall be required to sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the treasurer to sign the checks issued upon it.
- c) Render annually, or at intervals otherwise requested by the Board of Directors, a written account of the finances of the organization, and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.
- d) file any certificate required by any statute, federal or state.
- e) submit an annual financial report to the Newsletter Editor for publication.
- f) exercise all other duties incident to the office of Treasurer.

**Section 9.** Officers shall by virtue of their office be members of the Board of Directors.

## **ARTICLE V – BOARD OF DIRECTORS**

The affairs and business of this organization shall be managed and conducted by a Board of Directors consisting of the elected officers of this organization (President, President-Elect, Past President, Secretary, Treasurer), three (3) elected At-large Directors, a Membership Director, the Newsletter Editor, and an Information Technology/Social Media Manager. The Board of Directors shall have full authority to act upon matters of business that arise between regular meetings.

**Section 1.**

- a) The At-large Directors shall be elected at the annual meeting of this organization, and they shall serve for a three-year term unless filling an unexpired term. At-large Directors may serve no more than two (2) consecutive terms.
- b) The President shall appoint the Newsletter editor or co-editors.
- c) The Newsletter editor or co-editors shall have the responsibility to prepare and distribute the Pickard Collectors Club Newsletter to all members. Only one co-editor shall have a vote on the Board of Directors, with the voting member to be designated at the time of appointment as a co-editor. The other co-editor shall be a non-voting member of the Board of Directors. The Newsletter editor(s) shall serve a two-year term and may serve successive terms without limitation.
- d) The President shall appoint a Membership Director
- e) The duties of the Membership Director shall include, but shall not necessarily be limited to, maintaining a central Club membership mailing address, and membership records as well as be one of the directors authorized to sign the checks and drafts of the organization. The Membership Director shall serve a two-year term and may serve successive terms without limitation.

- f) The President shall appoint the Information Technology/Social Media Manager or Managers with one vote to be designated at the time of appointment. The other Manager shall be a non-voting member of the Board of Directors.
- g) The Information Technology/Social Media Manager or Managers shall have the responsibility to maintain and update the Pickard Collectors Club website, [www.pickardcollectorsclub.org](http://www.pickardcollectorsclub.org), and media presence of the club. The Information Technology/Social Media Manager(s) shall serve a two-year term and may serve successive terms without limitation.
- h) Vacancy appointments on the Board of Directors shall be filled for the balance of the unexpired term by the President, with the approval of the Board of Directors.

**Section 2.**

- a) Such Board of Directors shall only act in the name of the organization when regularly convened by its Chair after due notice to all the board members of such meeting.
- b) A simple majority of the voting members of the Board of Directors shall constitute a quorum of the Board of Directors. Regular meetings of the Board of Directors shall be held preceding and following the annual meeting.
- c) Each board member shall have one vote, and such voting may not be done by proxy.
- d) The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
- e) The president of the organization by virtue of the office shall be Chair of the Board of Directors. In the absence of the secretary, the Board of Directors shall select a secretary from one of their number.
- f) Additional meetings of the Board of Directors may be called by the President or requested of the President by any board member.

**Section 3.** Any member of the Board of Directors may be removed by a majority vote of the remaining voting board members for refusal or inability to comply with these Bylaws and/or the responsibilities of his or her office. The Board of Directors may entertain charges against any board member. A board member may be represented by counsel at any removal hearing. For this hearing, the Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interests of the organization.

**Section 4.** The Board of Directors shall hire and fix the compensation of any and all employees or contractors that the Board in its discretion may determine to be necessary in the conduct of the business of the organization.

**Section 5.** Upon request by any board member, the Board of Directors may delegate selected responsibilities as needed to expedite club business.

## **ARTICLE VI - MEETINGS**

**Section 1.** The annual membership meeting of the organization shall be held each and every year on a date determined by the President and approved by the Board of Directors. Said annual meeting may be held in person or virtually.

**Section 2.** A notice stating the time and place of such annual meeting shall be sent electronically or by United States mail to every member in good standing at his or her address as it appears in the membership roster of this organization.

**Section 3.** A quorum at a properly called annual meeting shall be two-thirds (2/3) of the membership in good standing attending the annual meeting.

**Section 4.** The President may call special meetings of this organization when he or she deems it in the best interest of the organization. Notices of such meeting shall be mailed or sent electronically to all members at their address as it appears in the membership roster at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting, and by whom called.

**Section 5.** At all meetings, votes shall be by voice, show of hands, or electronic means at the discretion of the Chair. At any regular or additional meeting, if a majority of members present requests, any question may be voted upon by secret ballot.

- a) At all votes by in person secret ballot, the President shall immediately prior to the commencement of balloting appoint a committee of three who shall act as “Inspectors of Election” and who shall at the conclusion of such balloting certify in writing to the Chair the results, and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.
- b) In the case of an electronic ballot, the Information Technology/Social Media Manager, or ballot preparer if other than the Information Technology/Social Media Manager, shall review, verify and provide the certified election results. The certified copy shall be physically affixed in the minute book to the minutes of that meeting.
- c) No inspector of Election shall be a candidate for office or shall be personally interested in the questions voted upon.

## **ARTICLE VII – COMMITTEES**

The President of this organization shall appoint with the approval of the Board of Directors all committees, standing and special, be an ex-officio member of all committees, and chair of the Nominating Committee. Each committee shall have two (2) or more members.

## **ARTICLE VIII – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of “Robert’s Rules of Order, Newly Revised” shall govern this organization, the Board of Directors, and Standing Committees to which they are applicable, and in which they are not inconsistent with these bylaws.

## **ARTICLE IX – DISSOLUTION OF ORGANIZATION**

Upon the dissolution of the corporation, The Board of Directors shall, after paying or making provisions for the payment of all 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 charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the County in which the principal office of the corporation is located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes. The Board of Directors will exert its best efforts to find a recipient for the assets of the corporation that agrees to further the purpose of the Pickard Collectors Club. Any items on loan to the Pickard Collectors Club will be returned to the original lender unless stated otherwise in the loan agreement.

## **ARTICLE X - AMENDMENTS**

These bylaws may be altered, amended, repealed, or added to by an affirmative vote of not less than two-thirds (2/3) of the members present at the annual membership meeting providing the proposed changes have been printed and mailed or sent electronically to the entire membership as it appears in the membership roster at least thirty (30) days prior to the annual membership meeting.