

**BYLAWS
OF
Squeaky Wheel Potters Studio**

ARTICLE I: NAME AND PURPOSE

SECTION 1 – Name

The name of the Organization shall be **Squeaky Wheel Potters Studio**

SECTION 2 – Purpose

The purpose of **Squeaky Wheel Potters Studio** is: to provide aspiring professional or serious amateur potters with access to work space, kilns, equipment, storage, joint purchasing, exhibition/sales space, educational classes and workshops and the company of fellow potters who are interested in perfecting their craft. The corporation is organized under the Non-profit Corporation Act of North Carolina, shall operate exclusively for charitable and educational purposes and in a manner consistent with Chapter 55A of the General Statutes of North Carolina and Section 501 (c) (7) or successor provisions of the Internal Revenue Code.

No substantial part of the activities of the Organization shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Organization shall not carry on any other activities not permitted to be carried on by(a) a corporation exempt from Federal income tax under Sections 501 (c) (7) of the Internal Revenue Code of 1954.

SECTION 3 - Offices

The Organization may have offices at such place or places within the State of North Carolina as the Board of Directors may from time to time designate or the business of the Organization may require.

ARTICLE II: MEMBERSHIP

SECTION 1 - Membership

Membership in Squeaky WheelPotters Studio shall be granted by affirmative vote of at least two members of the Membership Committee. Membership is limited to potters/ceramicists with some education and experience in their craft, who wish to work with, learn from, and perhaps instruct other members in a collegial and collaborative atmosphere. The Board of Directors shall set the maximum number of members. Any right, title or interest in the Organization shall cease upon termination of membership, except that liability of a member for a sum due to the Organization shall survive termination unless otherwise expressly provided by the Board of Directors.

SECTION 2 – Nondiscrimination

Individuals may not be discriminated against for membership nor Directorship on the basis of race, color, national origin, religion, or sexual orientation,

ARTICLE III—DIRECTORS

SECTION 1 - Number and Qualifications

The Board of Directors shall consist of a minimum of 1 and maximum of 7 Directors.

SECTION 2 - Governing Powers

The Board is responsible for overall policy and direction of the Organization and may delegate responsibility of day to day operation to staff and committees. Board Members must hold unconflicted loyalty to the interests of the Organization and receive no compensation other than reasonable expenses. The specific powers of the Board of Directors include, but are not limited to:

- a. Defining the mission, vision, goals and objectives of the Organization and assigning priorities among the goals and objectives as needed.
- b. Selecting the Organization's Executive Director, if required, and periodically reviewing his/her performance
- c. Approving all governance policies,
- d. Reviewing and approving the Organization's budget and monitoring its fiscal performance regularly
- e. Raising the financial resources required to meet the Organization's goals and objectives,
- f. Monitoring and conducting regular reviews and evaluations of the Organization's performance of the goals and objectives of highest priority

SECTION 3 - Election, Term of Office, Vacancies

- a. If desired, the initial Board Member term lengths will be set so that there is a rotation of a portion of the Board each year.
- b. Directors of the Board shall be elected by majority vote of the members to a one-year term and may be re-elected for up to two additional years to a maximum of three consecutive years.
- c. Out-going Directors will serve until their replacement has been elected by the Members
- d. The remaining Directors of the Board may appoint new Directors to fill any vacancies caused by resignation or inability to serve. The elected successor or successors will serve out the unexpired term.
- e. The membership year will coincide with the Organization's fiscal year.

SECTION 4 - Removal of Directors

At any regular or special meeting of the Board of Directors, duly called as provided in these bylaws, any elected Director or Directors may be removed from office, either with or without cause, by the affirmative vote of two-thirds of the members then active, provided that notice of the removal is given in the notice of the meeting.

SECTION 5 - Compensation

Board members may not receive compensation for their service on the Board. Reasonable expenses may be reimbursed to Directors for expenses incurred in the service of the Organization, with advance authorization by the Board of Directors.

SECTION 6 - Regular Meetings

Meetings of the Board of Directors shall be held at such times and at such places as may be fixed by resolutions of the Board of Directors, announced at a previous meeting of the Board of Directors, or stated in oral or written notice duly served on, mailed, or sent electronically to each Director at least five (5) days before such meeting at the request of the Chair of the Board of Directors, the Secretary of the Board of Directors, or any two Directors.

SECTION 7 - Special Meetings

Special Meetings of the Board of Directors may be called by the Chair of the Board upon not less than two days notice to each Director. The notice shall state the place, time and purpose of the meeting. .

SECTION 8 - Quorum

A quorum for the transaction of business is a majority of the sitting Directors. If a quorum is present when a meeting is convened, the Directors in attendance may continue to transact business until adjournment, even though the withdrawal of Directors originally present leaves less than the number needed for a quorum.

SECTION 9 - Electronic Communications

Telephone or video conferences: Unless restricted by the Articles of Incorporation, any action required or permitted to be taken at any meeting of the Board of Directors may be taken through a telephone or video conference among Directors or committee members. The same notice as given for a special meeting and the same number of persons participating in the conference sufficient to constitute a quorum is required.

Action taken via email: Unless restricted by the Articles of Incorporation, any action that the Board approves via email requires the same conditions as telephone or video conferences, i.e. the same notice as given for a special meeting and the same constituted quorum. In addition, a formal motion must be written clearly and a record of votes documented in the next Board meeting's minutes.

SECTION 10 - Voting

Each Director shall have one vote either in person or by email. No Director may vote by proxy. A Director who is present at a meeting of the Board when an action is taken is presumed to have assented to the action unless the Director votes against the action. A decision of the Board is to be supported by all Directors irrespective of how any individual voted on the issue during Board deliberations.

SECTION 11 - Conflict of Interest

Members of the Board of Directors should avoid all situations of conflict of interest or perceived conflict of interest regarding their dealings with Squeaky Wheel Potters Studio. No contract or other transaction between the Organization and one or more of its Directors or officers, or between the Organization and any other corporation, firm, association or other entity in which one or more of the Directors or officers are directors or officers, or have a substantial financial interest, shall be approved by a vote of the Board or any committee thereof if the Director or Directors are present at the meeting of the Board, or of a committee thereof, which authorizes such a contract or transaction, or his or her votes are counted for such purpose.

- a. The material facts as to each Director's or officer's interest in such contract or transaction and as to any such common Directorship, officership, or financial interest are disclosed in good faith or are known to the Board, and the Board authorizes such contract or transaction by unanimous consent, provided at least one Director so consenting is disinterested, or by a majority vote without counting the vote or votes of such interested Director/s even though the disinterested Directors are less than a quorum; or
- b. The material facts as to such Director's or officer's interest in such contract or transactions and as to any such common directorship, officership or financial interest are disclosed in good faith or are known to the Directors entitled to vote thereon, if any, and such contract or transaction is authorized by the majority vote of the Board.

ARTICLE IV—OFFICERS

SECTION 1 - Number and Election

The Board of Directors, as soon as may be after their election in each year, shall elect a Chair, Secretary and Treasurer and from time to time may appoint other officers as it may deem proper.

SECTION 2 - Term and Removal

The term of the officers shall be one year, renewable two additional times to a maximum of three years, and until their respective successors are elected. Any officer may be removed from office, either with or without cause, at any time by the affirmative vote of a majority of the members of the Board of Directors then in office. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board of Directors.

SECTION 3 - Chair

The primary duty of the Chair is to manage the Board, monitor Board process and governance policies, and act as the lead member with the responsibility to monitor the performance of the Executive Director of the Organization. The Chair shall also preside at all meetings of the Board of Directors.

SECTION 4 - Secretary

The Secretary shall be responsible for keeping records of Board actions, ensuring that notices for all regular meetings are issued, that minutes are taken and disseminated to each Board member and to conduct written correspondence of the Organization.

SECTION 5 - Treasurer

The Treasurer will be responsible for maintaining accurate financial records and safeguarding the assets of the Organization. S/he will provide understandable reports on the Organization's financial status to the Board and make sure an audit or review is conducted annually. The Treasurer will chair the Finance Committee and assist the Board of Directors in administering financial policies adopted by the Board.

ARTICLE V—COMMITTEES

SECTION 1 - Authority

The Board may from time to time appoint committees or task force as deemed appropriate for such purposes as the Board may designate. These committees make recommendations to the Board and do not do the work of the Board or act on behalf of the Board. Board committees cannot exercise authority over staff.

SECTION 2 - Committee Composition and Procedure

Committees and task forces of the Board of Directors shall include at least one Board Member. A majority of any such committee may determine its action, fix the time and place of its meetings and establish its own rules of procedure not inconsistent with statute, the Articles of Incorporation, these Bylaws or the resolution or appointment establishing them. The Board of Directors shall have the power at any time to fill vacancies in, to change the membership of, or to discharge any such committee.

ARTICLE VI--FISCAL MANAGEMENT

SECTION 1 - Fiscal Year

The fiscal year of this Organization shall be determined by the Board of Directors.

SECTION 2 - Financial Policies

The Board will convey to the Treasurer the financial policies and will monitor the policies as to compliance. This includes defining the role of the Treasurer and the Board in the area of loans, contracts, investments, accounts and other financial management. The primary source of income for the Organization will be a monthly fee which will be the same for every member and Director; the amount determined by the Board of Directors.

SECTION 3 - Indemnity

This Organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, wherever brought, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director, officer, employee, or agent of the Organization, or is or was serving at the request of the Organization as a director, officer, employee, or agent of another organization partnership, joint venture, trust, or other enterprise, to the full extent permitted by North Carolina Statutes.

ARTICLE VII—EXECUTIVE DIRECTOR

SECTION 1 - Duties and Designation

The Executive Director of the Organization, shall direct and execute all decisions of or programs adopted by the Board of Directors, shall act as chief executive officer of the Organization, and shall perform such other duties as the Board of Directors may prescribe or authorized. The foregoing duties shall included, but not be limited to, the hiring and discharging of all employees; the execution of contracts or other instruments on behalf of the Organization except in cases where the execution thereof is expressly delegated by the Board of Directors or by the bylaws to some other officer or agent of the Organization, or shall be required by law to be otherwise signed or executed; the signing of checks, drafts, or other orders of payment; the depositing of all monies and depositories as the Board of Directors may prescribe. The Executive Director shall furnish the Board with an operating and financial report at each meeting. The Executive Director shall be appointed upon the majority vote of the Board of Directors present at a duly constituted Board meeting and shall serve at the pleasure of the Board, except that they Board may, at its discretion retain the services of the Executive Director upon a contract for a fixed period of time. In the absence of the hiring of the Executive Director, the Chair of the Board of Directors or his designee may fulfill these functions for the Organization.

SECTION 2 - Other Staff or Contractors

If there is an Executive Director, that person hires, dismisses and oversees staff, contractors, and volunteers who work for the Organization. In the absence of an Executive Director, these duties remain with the Board of Directors.

ARTICLE VIII—AMENDMENTS

The Board of Directors are hereby authorized to amend the bylaws by the affirmative vote of a majority of the whole Board, given at any regular or special meeting, provided that notice of the proposal to do so, setting forth the substance of such proposed action, be included in the notice of such meeting of the Board of Directors. Bylaws may be amended by a two-thirds majority of the sitting Board.

ARTICLE IX—DISSOLUTION AND DISTRIBUTION OF ASSETS

No part of the net earnings or properties of the Organization shall inure to the benefit of, or be distributable to its members, Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Organization and to repay the documented initial investment to the Organization's founder, Wallace Robert (Bob) Tirman. The corporation may be dissolved and its assets and liabilities liquidated in such manner as the payment of all debts, no part of the remaining assets may be distributed to any Director, members or officer, but shall be distributed in accordance to such laws and regulations as are applicable to any organization established for a public purpose and exempt under Section 501(c)(7) of the United States Internal Revenue Code of 1954.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a majority vote on

_____.

Secretary

Date