

## BYLAWS of the QUIMPER CLUB INTERNATIONAL

### ARTICLE I NAME, SEAL AND PRINCIPAL OFFICE

Section 1. Name. The name of the Club is the "Quimper Club International," a Texas non-profit corporation.

Section 2. Seal. The Board of Directors shall provide a corporate seal and have inscribed thereon the name of the corporation.

Section 3. Principal Office. The principal office of the corporation shall be at the address used for membership in the United States of America.

### ARTICLE II PURPOSE

Section 1. Purpose. The purpose of the Quimper Club International is to educate and inform its Members by providing a source of information and a forum for the exchange of ideas about Quimper faience and other French faience, which influenced or was influenced by Quimper faience.

Section 2. Organization. This Club is organized under the Texas Non-Profit Corporation Act and its affairs shall be conducted in compliance with Section 501(c) of the Internal Revenue Code, and any amendments thereto.

### ARTICLE III MEMBERSHIP

Section 1. Eligibility. Any person, regardless of nationality, race, creed, or color who is interested in the purpose of the Club is eligible for membership.

Section 2. Classes of Members.

A. Active. Active Members are those individuals who pay annual dues and support the activities of the Club.

B. Honorary. Honorary Members are those individuals who have attained distinction by reason of their historical studies, writings, or work and who have been designated Honorary Members by the Board of Directors.

Section 3. Dues. The dues for each class of membership shall be fixed by the Board of Directors. Annual dues shall be for a period of twelve (12) months beginning on January 1 and ending on December 31 of each calendar year.

### ARTICLE IV MEETINGS OF MEMBERS

Members of the Club meet once a year in person to transact business, although during the intervening year Officers of the Club may make business decisions as needed. In addition the Club traditionally plans an annual social gathering for Club members and their guests to coincide with the Business Meeting.

Section 1. Social Meeting.

Location: At each business meeting, the location of the next as yet unscheduled social meeting will be proposed to the Members by the potential host(s) or their representative for that as yet unscheduled social meeting, and a provisional vote for the location will be conducted by show of hands by the meeting attendees. If it is determined at a later date that a selected location is not feasible, then a majority vote by the Board of Directors shall determine a new Meeting location.

Date: The date for a Social Meeting will be decided by either a poll of the Club membership or the attendees at the Annual Business Meeting, at the discretion of the organizer(s) of the next social meeting.

#### Section 2. Business Meeting.

Location and Date: The location and date of the Annual Business meeting for the transaction of business related to the affairs of the Club will be decided on by vote of the majority of the Officers.

Quorum: At the Annual Business meeting, no less than 30 members present in person shall constitute a quorum.

#### Section 3. Notification.

It will be the duty of the President to announce or notify the members of the time and date of the Annual Business and Social Meetings. Such date(s) shall not be later than December 31 of the following calendar year. At least fourteen (14) days notice of the Annual Business and Social Meetings shall be given to all Members at their current address on file with the Club. (Notice may be sent by any practical means including mail, telefax, electronic mail, or posted on the Club website, or may be included in the Club's Announcements sent to its Members.)

#### Section 4. Vote.

Any Member of the Club regardless of classification shall be entitled to one vote at any and all Meetings of Members whether said Meetings be regular or special, or to participate in any polling regarding the date of a social meeting conducted pursuant to Section 1.

### ARTICLE V

#### BOARD OF DIRECTORS

Section 1. Powers. The management of the Quimper Club International shall be under the direction of a Board of Directors who shall have full power and authority and in the exercise of this power such Board of Directors may from time to time authorize and empower any of the officers of the Club to act on behalf of the Board of Directors. The Board of Directors may adopt regulations specifying the privileges of the specific classes of Members, providing for the appointment, organization, and authority of committees, order of business at meetings, or any other matters relating to the affairs of the Club.

Section 2. Composition of the Board of Directors/Term of Office. The Directors of the Club shall consist of the following Corporate Officers: President, the First and Second Vice-Presidents, Secretary, Treasurer, Historian. The terms of office for each Director shall terminate when such person's term of office as an Officer terminates.

Section 3. Qualification. Only persons who are Members of the Club may serve as Directors.

Section 4. Voting. In the event of a tie vote among the Board of Directors, the International Liaison with the largest current membership shall cast the deciding vote. If that person is a Director, then the member who is the most recent past president and not an officer shall cast the deciding vote.

Section 5. Vacancies. Vacancies in the Board of Directors may be filled by majority vote of the Board of Directors for the un-expired term of the vacancy.

#### Section 6. Meetings.

A. Regular Meetings. The Board of Directors shall meet at least once a year at a time and place set by the President. Telephonic or electronic meetings shall be permitted.

B. Special Meetings. Special meetings of the Board of Directors may be called by the President or by any other Officer. Five (5) days notice shall be given to all other Officers and Directors. Telephonic and or electronic meetings shall be accepted as official meetings.

C. Quorum. A quorum for a meeting of the Board of Directors shall be a simple majority of directors in order to conduct Club business.

### ARTICLE VI OFFICERS

Section 1. Officers. The Officers of the Club shall consist of a President, Vice Presidents, Secretary, Treasurer, and Historian.

Section 2. Term of Office. The terms of office for all Officers shall be two years, with elections for all offices held concurrently every other year. An officer's term shall begin on January 1 of the year for which s/he was elected to serve or the date of his/her election if such date occurs during such year. Vacancies shall be filled by the President with the approval of a majority of the remaining Directors.

Section 3. Term Limits. All officers may serve a maximum of two consecutive terms in the same office and may be re-elected at a future date for the same or another office.

Section 4. Duties. No officer may benefit financially from his/her association with the Quimper Club International.

A. President. The President shall have general supervision over all of the affairs of the Club and shall perform duties consistent with the office and any duties delegated to the President from time to time by the Board of Directors. The President shall preside at all Meetings of Members and Directors, cause all orders and resolutions of the Board of Directors to be carried into effect and shall produce and/or supervise the Club's newsletters. The President may appoint Club Member(s) to serve as newsletter editor(s) to help carry out his or her duties with respect to the newsletter.

B. First Vice President. Shall report directly to the President and, in the President's absence, carry out the duties of the President and shall assist the President when requested to do so. The First Vice President shall be responsible for oversight of or organizing the Club's Annual meeting and may appoint other Club Members to help carry out this assignment.

C. Second Vice President. Shall report directly to the President and shall be responsible for reviewing the Club's website and may appoint other Members of the Club to a website committee to help with this project.

D. Seniority of Vice Presidents. In acting in the absence of the President, the respective Vice Presidents shall have seniority in the order listed.

E. Secretary. Shall keep the official records of all Meetings of the Club and perform such other duties as may be prescribed by the President and Board of Directors.

F. Treasurer. Shall be appointed for a two year term by the President with the approval of the Board of Directors, shall be a resident of the United States of America, shall maintain the Club's bank accounts in the United States of America and shall submit and present a financial report at each regular meeting of the Board of Directors and at the Annual Meeting, and shall be responsible for conducting all financial transactions, banking, and tax reports.

I. Historian. Shall keep and maintain any and all visual and or written historical reports, news accounts and photographs of the Club's history.

## ARTICLE VII ELECTION OF OFFICERS AND DIRECTORS

Section 1. Nomination. The President shall appoint a Chairperson to formulate and present a slate of Officers and Directors for election by mail before a date established by the Directors, no later than the end of the calendar year. The Chairperson shall solicit nominations from the Members by means of a notice or ballot by regular or electronic mail. Any member may submit names to the Chairperson of the Nominating Committee for placement on the ballot. One candidate, selected by the Chairperson, may also be placed on the ballot.

Section 2. Number of Nominees The names of the members with the most nominations submitted by the Members will be placed on the ballot. No more than five (5) nominations for each position will be placed on the ballot Said names shall be listed in alphabetical order.

Section 3. Voting. An election ballot with the slate of Officers and Directors so nominated shall be mailed to the Members no later than forty five (45) days prior to the date established by the Board of Directors for elections, no later than the end of the calendar year. Voting shall be for one (1) person for each position by official Club ballots .

Section 4. Election. For each position of Club Officer and Director, the candidate receiving the greatest number of votes of those members submitting a completed and timely filed ballot shall be elected.

Section 5. Timely Ballot. A ballot shall be timely filed if it is received by the Chairperson of the Nominating Committee not less than 14 days prior to the date established by the Board of Directors for elections.

Section 6. Official Ballot. A ballot is official only if the return envelope is signed by the voting member and includes the members name and return address. Any disputed voting practices shall be directed to the most recent President who is not a current member of the Board for a ruling within a reasonable time period, not to exceed 14 days.

Section 7. Election Results. The results of an election shall be announced by regular or electronic mail, no later than 30 days after the close of the voting.

Section 8. Ballots. All returned election ballots with their respective envelopes shall be kept on file with the Club Treasurer for a period of no less than two (2) years and may be viewed and or counted by Club Members upon request. Said ballots shall be available for review and counting at each Annual Meeting.

#### ARTICLE VIII ADVISORY MEMBERS

Section 1. Members. The President, with the consent of a majority of the Board of Directors may appoint Members of the Club to the Advisory Board. Members so appointed shall advise the Officers and Directors about matters submitted to the Advisory Board by the President.

Section 2. Term. Members appointed to the Advisory Board shall serve for a one-year term commencing on the date of appointment. There shall be no restriction upon the number of terms for which a Member may be appointed to the Advisory Board.

#### ARTICLE IX COMMITTEES

Section 1. Standing Committees. There shall be such standing committees as the President deems necessary and may be appointed by the President with approval of a majority of the Board of Directors.

Section 2. Finance Committee. If deemed necessary and desirable by the President and the Board of Directors, a Finance Committee may be appointed. The Finance Committee shall be composed of the Treasurer and such other Members as the President may appoint. It shall prepare for submission to the Board of Directors an annual budget, regularly review the current budget and make such recommendations for adjustments or revisions as deemed appropriate, and supervise the handling of all funds of the Club. Club bank accounts shall be available for viewing by the President or any of the Board of Directors at any time.

#### ARTICLE X FISCAL YEAR

The fiscal year of the organization shall be from January 1 to December 31.

ARTICLE XI  
LIMITATIONS OF LIABILITY; INDEMNIFICATION

Section 1. Limitation of Liability

A. Subject to the provisions of applicable law and the articles of incorporation, no Director or former Director shall be liable to the Club or its Members for monetary damages for an act or omission in such person's capacity as a Director, if in respect thereto such person used or exercised ordinary business care and prudence under the facts and circumstances prevailing at the time of the act or omission claimed to give rise to liability.

B. Without limitation of the foregoing, such person shall be deemed to have used and exercised ordinary business care and prudence if such person took or omitted to take action in good faith reliance upon the books of account or other records of the Club, or upon reports or information made or furnished to the Club by any of its officers, legal counsel, accountants, agents, or employees, or by independent accountants, auditors, appraiser, or other experts employed by the Club.

C. This Section does not eliminate or limit the liability of a Director or former Director to the extent such person is found liable for: (1) a breach of the Director's duty of loyalty to the Club or its Members; (2) an act or omission not in good faith that constitutes a breach of duty of the Director to the Club; (3) an act or omission that involves intentional misconduct or a knowing violation of the law; (4) a transaction from which the Director or former Director received an improper benefit, whether or not such benefit resulted from an action taken within the scope of the Director's or former Director's office; or (5) an act or omission for which the liability of a Director or former Director is expressly provided by an applicable statute.

Section 2. Indemnification.

A. To the extent permitted under these Bylaws, the Club 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, whether civil, criminal, or investigative (other than an action by or in the right of the Club), by reason of the fact that such person is or was a Director, against all expenses (including attorneys' fees), judgments, penalties (including excise and similar taxes), fines, and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit, or proceeding.

B. The termination of an action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, be determinative that such person did not meet the foregoing requirements.

C. A Director or former Director shall not be indemnified for liabilities or obligations resulting from a proceeding in which such person is found liable, or guilty of criminal conduct, on the basis that such person improperly received personal benefit, whether or not the benefit resulted from an action taken in such person's official capacity, or in which such person is found liable to the Club.

D. Notwithstanding any of the foregoing, the Club shall not be required to indemnify any person for a loss that is covered by valid and collectable insurance.

ARTICLE XII  
AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the Directors, after publishing and distributing the proposed amendments to the full Membership for comment, thirty (30) days prior to such vote. Any approved amendments will be published and distributed to the Club members within thirty days (30) or included in the next mailing.

Revised November, 2009