

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. 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 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 later 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 the 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, thirty (30) members must be present in person for the transaction of business.

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 I.

**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 Officers: President, the First, Second and Third Vice-Presidents, Secretary, Treasurer and Historian. The terms of office for each Director as a Member of the Board of Directors 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 member who is the most recent past president and not an officer shall cast the deciding vote.

Section 5. Vacancies in the Board of Directors shall be filled by the President with the approval of a majority of the remaining Directors.

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 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 Quimper Club International (hereinafter Club) shall consist of a President, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer, and Historian.

Section 2. Term of Office. The terms of office for all Officers shall be two years. with election of the President, Second Vice President and Historian taking place in odd numbered years and the election of the First Vice President, Third Vice President and Secretary taking place in even numbered years. An Officer's term shall begin on January 1st of the year for which s/he was elected to serve and end on December 31st at the expiration of the elected term. If an officer is appointed to fill a vacancy, the term of office shall be the unexpired portion of their predecessor's two-year term.

Section 2a. Special term of office provision. In the 2018 transition from biannual elections to staggered annual elections, there shall be a one-time extension of the terms of office for President, 2nd Vice President and Historian to a three-year term.

Section 3. Duties. No officer may benefit financially from his/her association with the Club.

- A. **President.** The President shall have general supervision over all 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 printed and Internet media. The President may appoint Club member(s) to serve as media editor(s) to help carry out his or her duties with respect to the printed and Internet communications.
- 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. **Third Vice President.** Shall report directly to the President and shall be responsible for New Member Recruitment and Club Promotion. The incumbent may appoint other Members of the Club to a committee to help with this promotional effort.
- E. **Seniority of Vice Presidents.** In acting in the absence of the President, the respective Vice Presidents shall have seniority in the order listed.
- F. **Secretary.** Shall keep the official records of all Meetings of the Club, is in charge of the annual membership renewal drive including maintaining the Club's membership database and shall perform such other duties as may be prescribed by the President and Board of Directors.
- G. **Treasurer.** Shall be appointed for a two (2) 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. The term appointment may be continued with unanimous approval of the Board of Directors.
- H. **Historian.** Shall keep and maintain any and all visual and or written historical reports, news accounts and photographs of the Club's history. The Historian is also tasked with reporting and photographing (or arranging for others to do so) the events of the Annual Meeting. Also, for then writing and submitting an article to be included in printed or internet media.

ARTICLE VII

ELECTION OF OFFICERS AND DIRECTORS

Section 1. Nomination. At each biannual election, the current president shall appoint a Nominating Committee. The Nominating Committee shall consist of the three (3) committee members or former officers, one of whom shall serve as the Chairperson. The Nominating Committee shall formulate and present a slate of Officers and Directors for election by postal mail or by electronic mail

before a date established by the Directors, no later than the end of a calendar year. The Nominating Committee shall solicit nominations from the Members or the Incumbent Officers. They are also charged with contacting members where there are no volunteers for a position. Any member may submit names to the Chairperson of the Nominating Committee provided the submitting individual has gained concurrence from the member being nominated. 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. Nominated members must concur before being placed in nomination.

Section 3. Voting. An election ballot with the slate of Officers and Directors so nominated shall be postal mailed or emailed 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 fourteen (14) days prior to the date established by the Board of Directors for elections.

Section 6. Official Ballot. A postal mailed ballot is official only if the return ballot is signed by the voting Member and includes the Member's name and return address. An electronic ballot is official only if the return email provides the voting member's name and postal mailing address listed in the Club's member database. 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 fourteen (14) days.

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

Section 8. Ballots. All returned postal and electronic election ballots 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 may appoint members of the club to an advisory committee whose purpose is to oversee the maintenance of the members list and the website and social media sites. Those appointed would be a standing committee until such time as the club is revived as a fully active organization with a full board of directors.

Section 2. Term. Members appointed to the Advisory Board shall serve for a one (1) 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 limitations 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, appraisers, or other experts employed by the Club.

C. This Section does not eliminate or limit the liability of the Director or former Director to the extent such person is found liable for: (1) a breach of the Director's duty and loyalty to the Club or its Members; (2) an act of 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 proceedings, 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 attorney's 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 liability or obligations resulting from a proceeding in which such person is found liable, or guilty of criminal conduct, on a 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 2018