

**CONSTITUTION AND BYLAWS
OF
THE MAJOLICA INTERNATIONAL SOCIETY**

Article I: Name:

The name of this society shall be the Majolica International Society (M.I.S.).

Article II: Objectives:

A. The objectives of this Society shall be:

1. To promulgate and encourage the study, knowledge and appreciation of Victorian majolica, and its historical and cultural relationship to the field of ceramics.

2. To develop an atmosphere that supports friendship and exchange of information among its members, and with members of other societies interested in the ceramic arts.

3. To publish and distribute the results of discussion and research dealing with Victorian majolica, and to bring to the Society's membership material of educational or aesthetic value.

B. Notwithstanding any other provision of this constitution and bylaws, the Society is organized exclusively for one or more of the following purposes: charitable, scientific, literary, and education purposes, as specified in section 501(c)(3) of the Internal Revenue code of 1954, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954.

In the event of dissolution of the Society, remaining monies and property shall, after necessary expenses are paid, be distributed to an organization or organizations dedicated to goals and interests similar to those of the M.I.S., i.e., the study and appreciation of antique pottery. This organization or these organizations must be exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954, and the amended cost of 1986. The determination

of the organizations) shall be made by a majority vote of the Executive Committee in office at the time.

C. No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by the Internal Revenue Code section 501(h), or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Article III: Membership

Section 1. There shall be three classes of members: a) annual membership b) honorary membership c) museum or institutional membership.

Section 2. Annual Membership: Any person interested in the objectives may submit a written application for membership and one year's dues to the Treasurer. Persons who were annual members on or before the Society's first meeting in 1989 shall be known as charter members.

Section 3. Honorary Membership: Any person of distinction in Victorian majolica scholarship, of special note as a majolica collector, or of renown in the fields of ceramics or the decorative arts, may be elected at any regular meeting of the Executive Committee, upon written notice, and a two-thirds vote of the members present at the said Committee meeting. Honorary members shall not be required to pay dues, and shall not be eligible to vote or hold office, but they shall enjoy all other privileges of members of the Society.

Section 4. Museum or Institutional Membership: Shall be open to any appropriate organization that applies for such membership, or that is proposed by the Executive Committee and/or a member of the Society. Two members of the museum, institution or organization may attend any of the Society's meetings or exhibitions. All newsletters and

publications will be sent to these memberships. Dues shall be waived as these institutions' research resources are usually available to the Society's membership. Acceptance of a museum or institutional member shall require a majority vote of the Executive Committee and may be terminated by a 2/3rd majority vote of said Executive Committee.

Section 5. Dues, Non-Payment, Termination of Membership. Dues in an amount which shall be fixed by the Executive Committee shall be payable annually in advance from the date that each person shall become a member and shall be due annually from that date thereafter. A husband and wife shall be considered members upon the payment of a single dues. Members in arrears in payment of dues for three months shall be notified of such arrears by the Treasurer at the expiration of said three month period and shall be advised that upon failure to pay said arrears within 30 days the name of said member will be presented to the Executive Committee for termination of membership and that said delinquent member will not receive further mailings or publications and may not attend any of the functions of the Society. The membership may be terminated by majority vote of the Executive Committee. Membership may be reinstated within the dues year in which the arrears shall have occurred by payment of the due arrears which shall be applied as if paid when originally due. Thereafter, said former member shall be eligible for membership only by making a new application.

Section 6. Any former member who has resigned from the Society in good standing or whose membership has been terminated for non-payment of dues and has not been reinstated pursuant to Section 5 may re-apply for membership by application in writing. The application shall take the usual course of membership admission, and with payment of the current dues, membership will be reinstated.

Section 7. The executive Committee, may, upon cause shown, and after notice to a member, at its sole discretion, by a 2/3rd vote of those present at a regular meeting of said Committee or at a special meeting called for that purpose, expel any member of the Society. The member may request a hearing at the next Committee meeting stated in the notice. However, the determination of the Executive Committee shall be final and binding upon the Society.

Article IV: OFFICERS AND ADMINISTRATION:

Section 1: The officers of the Society shall be: President, Vice-President, Vice President of Information/Website, Vice President of Membership, Secretary, Treasurer, Editor of the Newsletter, Chairman of the Annual Meeting, Program Chairman of Annual Meeting, Chairman of the Nominating Committee, Chairman of the Bylaws Committee, and four Delegates-at-Large, chosen to increase geographical representation on the Executive Committee. These above officers constitute the Executive Committee of the Society.

The Executive Committee shall meet the number of time per year deemed necessary by the President for the administration of Society matters, and for the preparation of the annual meeting. Said meetings may involve personal attendance or participation in a telephonic conference as determined by the President. Because of the national and international membership, it may not be possible for all Executive Committee members to attend all the meetings. Committee members shall be notified in writing of all issues that require voting. Committee members who do not respond to 50% or more of these issues, either by non-attendance at meetings or non participation in a telephonic conference or by not responding in writing, shall be asked to resign from the Executive Committee, unless the lack of response has been due to a temporary measure that has been resolved. The request for resignation shall require a majority vote of the Executive Committee and upon the failure of the member of the Executive Committee to

resign such membership on the Executive Committee may nevertheless be terminated by a 2/3rd majority vote of all other members of the Executive Committee.

Section 2. Terms of office shall run for three consecutive years. The Executive Committee will select the Chairman of the Nominating Committee and two committee members. The Nominating Committee shall present a slate of candidates for all the offices to the membership at the annual meeting, beginning at the meeting of 1992, and continuing each succeeding third year. Outgoing officers may be nominated for reelection or for election to other positions on the Executive Committee. Candidates may also be nominated and seconded from the floor at the meeting. Officers will be elected by a majority vote of members present at the meeting. Voting shall take place by closed ballot. In case of a tie, there shall be a closed re-vote, and again failing a majority vote for a candidate, the Outgoing Executive Committee will designate the winner. Elected candidates will take office at the end of the meeting.

Section 3. Vacancies in offices shall be filled by the vote of a majority of the Executive Committee. If possible, out-going officers shall be in office until their successors have been elected. Appointed officers are eligible for re-election.

Section 4. Meetings: The annual meeting shall be held in April or May, unless the Executive Committee determines that the membership would be better served by a meeting scheduled at another time during the year. The location shall be decided by the Executive Committee, with the President casting the deciding vote in case of a tie. There shall be input by the general membership before the Committee votes, both by discussion at the current annual meeting, and by the results of a questionnaire sent after the current annual meeting to the membership in good standing.

Section 5. The amount of dues to be paid annually is to be set by the majority vote of the Executive Committee. In case of a tie, the President shall cast the deciding vote. New members may join at any time during the course of a year and upon joining shall pay one year's dues in advance and thereafter annually in advance due on the anniversary date of said membership. Dues are applicable to individuals or to family units. Dues outside the United States shall be \$5.00 (five) dollars per annum greater than dues for members within the United States. (See Article III, Section 5 as to the consequences of non-payment of dues.)

Section 6. Duties of Officers:

President: The President of the Society shall be chairman of the Executive Committee and shall preside at all meetings of the Society and of the Executive Committee. As executive officer of the Society, he shall perform such duties in the management and operation of the Society as ordinarily pertain to this office and to the furthering of the best interests of the Society. He may call regular meetings and such special meetings of the Executive Committee to deal with unforeseen issues as he shall determine are necessary. The President shall be responsible to supervise programs of the Society even if arranged by another member of the Executive Committee to whom the authority shall have been delegated. He shall also be responsible for the hospitality accorded to guest lecturers.

Vice-President: The Vice-President shall perform the duties of the President in the absence of the President, and perform other usual duties of the Vice-President's office. The Vice-President shall be a member of the Executive Committee. He shall complete the President's term of office in case of the President's resignation or death.

Secretary: The Secretary, a member of the Executive Committee, shall be responsible for Society correspondence and shall

keep a record of memberships. The Secretary will respond to requests from prospective members for information about the Society. The Secretary will take minutes at the annual meetings. The Secretary will arrange for publication of press releases and advertisements pertaining to the annual meetings as well as contributing newsworthy items on Victorian majolica to both the Society's Newsletter and to trade publications. The Secretary will answer all written questions regarding majolica sent to the Society by members and non-members.

The Secretary, together with the Treasurer, has the power to employ professional secretarial help and to sign checks for bill incurred by the Society's secretarial needs. These expenses and checks will be reported to the Treasurer.

Treasurer: The Treasurer, a member of the Executive Committee, shall be responsible for, and have custody of, and keep records of membership dues payments. He is responsible for the receipt and disbursement of all funds. Bills for over \$1,000.00 are to be submitted to the Executive Committee for approval before orders are placed. Checks for \$1,000 or more require, other than for newsletter reimbursement, two signatures, those of the Treasurer and of the President.

The Treasurer shall account in detail, at annual meetings and at Executive Committee meetings, the current financial status of the Society, and provide, if requested, any additional data. At the annual meeting, the Treasurer shall report, in written detail, all income and disbursements for the preceding calendar year, details of all financial transactions of the Society, and numbers of paid memberships at the beginning and end of the period. Upon retirement, the Treasurer shall turn over to the successor all funds, books of account, financial and other records, and any other property or data of the Society in the Treasurer's possession.

Editors of the Newsletter: It shall be the responsibility of the Editor to publish the Newsletter three or four times a year, depending upon the availability of sufficient material. He may appoint a publication staff to work with him as needed. The Editor shall also be a member of the Executive Committee.

Chairman of the Annual Meeting: It shall be the function of the Chairman of the Annual Meeting to make arrangements with the management of the selected hotel in which the annual meeting will be held. The Chairman shall be responsible for all arrangements of the meeting. The Chairman may appoint a staff to assist as needed. The Chairman shall also be a member of the Executive Committee.

Program Chairman of the Annual Meeting shall make arrangements for such speakers as are required for the purpose of the annual meetings and shall also be a member of the Executive Committee.

Chairman of the Nominating Committee: See Article II. Section 4. The Chairman shall also be a member of the Executive Committee.

Chairman of the Bylaws Committee: Shall maintain a current copy of the bylaws and amendments. Said Chairman is responsible for presenting to the membership information about the bylaws and any requests for amendments to the bylaws. Said Chairman, with the President's approval, may assemble an ad hoc Bylaws Committee. Said Chairman shall be a member of the Executive Committee.

Vice President for Information and Website. Said Vice President shall be responsible for maintenance of a website on behalf of the MIS and for the posting and display of relevant information of interest to the members on said exhibits. Said Vice President shall also be a member of the Executive Committee.

Vice President for Membership shall be responsible for the recommendation of new members, the development of programs to recruit new members and shall also be a member of the Executive Committee.

Delegates-at-Large: There shall be three Delegates-at-Large serving as voting members of the Executive Committee. In addition to the geographic diversity and counsel they bring to the Executive Committee, they will fulfill various functions (i.e., membership on ad hoc committees) as directed by the President of the Executive Committee.

The Librarian shall be a member of the Executive Committee.

Each past President shall be a member of the Executive Committee for a period of five (5) years following the termination of his or her term unless he or she shall serve as a member of the Executive Committee as a result of taking some other position described herein.

No member of the Executive Committee shall be entitled to more than one vote notwithstanding that he or she may hold more than one position which shall entitle them to be a member of said Executive Committee.

Article V: Finances

Section 1. The Treasurer shall deposit all funds of the Society in a bank or banks designated by the Executive Committee. Funds are to be drawn from the bank as directed by said Committee.

Section 2. Bills over \$1000 shall be submitted for approval to the Executive Committee and payment shall be made by check signed by the Treasurer and President, or by the Secretary and the Treasurer or President in the absence, indisposition or illness of either Treasurer or President, or by such other persons as may be designated by the Executive Committee.

Section 3. No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the Society, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, officer of the Society, or any

private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

Article VI: Committees

Section 1. Nominating Committee. See Article II. Section 4.

Section 2. Ad Hoc Committees. Chairman and members shall be appointed as necessary by the President. These positions may be filled by members of the Executive Committee and/or the voting membership at large.

Article VII: Amendments

These bylaws may be amended at any regular meeting by a two-thirds vote of all voting members present, provided that a notice and copy of the proposed amendment shall have been mailed to each member at least two months before said meeting.