

Fourth Amended Bylaws
National Shelley China Club

| | | |
|-------------------------------|---|-----|
| ARTICLE I | Overview | 1 |
| ARTICLE II | Objectives..... | 1 |
| ARTICLE III | Membership | 1 |
| Section I | Good Standing | 1 |
| Section II | Suspension or Expulsion..... | 2 |
| Section III | Renegade Clubs..... | 2 |
| ARTICLE IV | Operations..... | 2 |
| Section I | The fiscal year..... | 2 |
| Section II | Notice of Meetings..... | 2 |
| Section III | Club Business Meeting | 2 |
| Section IV | Special Meetings of the Membership..... | 3 |
| Section V | Club Activities | 3 |
| Magazine..... | | 3 |
| Web Site..... | | 3 |
| Membership | | 3 |
| Members Outreach..... | | 3 |
| Members Database..... | | 3 |
| Regional Meeting Manager..... | | 3 |
| Conferences..... | | 3 |
| Section VI | Bylaws Review | 4 |
| Section VII | Dissolution | 4 |
| ARTICLE V | Directors and Ex-Officio Members of the Board..... | 4 |
| Section I | Board of Directors..... | 4 |
| Section II | Terms of Offices | 4 |
| Section III | Responsibility | 5 |
| Section IV | Meetings of the Board..... | 5 |
| Section V | Quorum and Motions | 5 |
| Section VI | Executive Officer Vacancy | 5 |
| ARTICLE VI | Election of the Board of Directors and Duties of Officers | 6 |
| Section I | Nominating | 6 |
| Section II | Succession of Power | 6 |
| Section III | Duties of Executive Committee Officers | 6-8 |
| Section IV | Executive Officer Vacancy | 8 |
| ARTICLE VII | Standing Committees..... | 8 |
| Section I | Definition | 8 |
| Section II | Executive Committee..... | 8 |
| Section III | Conference Committee | 8-9 |
| Section IV | Nominating Committee..... | 9 |
| Section V | Awards Committee | 9 |
| AMENDMENTS | | 9 |
| Section I | Proposed Amendments | 9 |
| Section II | Periodic Bylaws Review | 9 |

Fourth Amended Bylaws
National Shelley China Club
Adopted [date]

ARTICLE I
Overview

The National Shelley China Club (hereinafter “NSCC” or “Club”) is a non-profit organization administrated through an all-volunteer initiative dedicated to promote interest, education and research regarding Shelley china and related Shelley potteries. It is committed to being a preeminent 501(c)(7) organization (registered in Missouri) responsive to the interest of its members.

ARTICLE II
Objectives

- Section I To serve as a forum open to all individuals interested in collecting and/or gaining knowledge regarding Shelley china and related potteries.
- Section II To instill a sense of camaraderie and good friendship for all members in all Club related activities.
- Section III To educate and inform those seeking information relative to Shelley china and related potteries by way of a periodic magazine and research or informational papers, the conducting of a national conference, maintaining an Internet website, and other activities/programs as may be deemed appropriate.
- Section IV To conduct all Club initiatives and activities with dignity, honesty and integrity.
- Section V To form strategic and mutually beneficial related alliances E.g., The Shelley Group, Australasian Shelley Collectors Club, and New Zealand Shelley Club.
- Section VI To facilitate and realize effective communications throughout our organization.
- Section VII To attract a diverse membership and to provide leadership consistent with the best interests of the overwhelming majority of NSCC Club members.

ARTICLE III
Membership

Participation in NSCC is available to all interested individuals.

- Section I Good Standing: A member in good standing is contingent upon payment of dues to the NSCC on such dates as are established by the Board of Directors (BOD), consistent with Club needs. Said members of NSCC shall be subject to its rules and regulations and be afforded all benefits defined in these Bylaws or as may otherwise be set forth by the Club's BOD.

Failure to comply and/or adhere to any rules or decisions enacted or duly constituted by the Club's BOD may result in suspension or expulsion from the NSCC.

Implicit with membership is the forfeiture on the part of any member of the right to sue or assert any claim against NSCC BOD or individual Club members with respect to any NSCC related issue or activity.

Section II Suspension or Expulsion: Grounds for suspension or expulsion from NSCC include but are not restricted to failure to pay dues as stipulated in ARTICLE III, Section I, stealing from the Club, or other similar conduct determined not to be consistent with the objectives or best interests of the club.

Section III Renegade Clubs: A renegade club shall be defined as any competing United States Shelley Club with no affiliation or agreement with the NSCC or as otherwise may be determined by the NSCC Board of Directors. Shelley related clubs in direct conflict with the objectives of NSCC may also be considered a renegade club. It is the intent of NSCC to deny membership to any individual participating in a club or program defined as or determined to be counter to the best interests of NSCC.

ARTICLE IV

Operations

Section I The fiscal year and 501C7 status: the Club begins on January 1st and concludes on December 31st of each year.

NSCC Membership dues US dollar amount is determined by the BOD.

Money collected for dues and from donations shall be deposited to the NSCC account to be used solely for the implementation of the organization's business plan and approved by the BOD. Any net income from a conference may be applied to future conferences.

Section II Notice of Meetings: Not less than fourteen (14) days advance notice shall be given to all members qualified to vote naming the time and place of Club business meetings. Notice may be given by email, telephone, website, and/or US post using the current membership list.

Section III Club Business Meeting: The business meeting of NSCC shall be held at a place and time as shall be determined by the Board of Directors. The BOD shall meet annually.

Between business meetings, the BOD may conduct business by phone, mail or email.

The rules contained in the current edition of Robert's Rule of Order shall be the authority at all Club related business and/or committee meetings.

Section IV Special Meetings of the Membership: Special meetings of the membership may be called at any time by the BOD or by 5% of Club members in good standing. A Special meeting request must be filed with the President and recorded by the Secretary stating the purpose of the meeting.

The BOD shall determine the time and place of the Special meeting to be held: it is to be not less than thirty (30) days and not more than sixty (60) days after filing of the request.

Section V Club Activities: NSCC approved activities, shall be conducted according to guidelines established herein and rules adopted by the BOD may define any other activities they determine meet the objectives of the Club.

Magazine: The chair periodically publishes a membership magazine that meets the objectives of the Club.

Web Site: The chair maintains a web site to publicize Club events, provide educational materials, and to encourage membership as directed by the BOD or its delegates.

Membership: The chair reaches out to Club members who have not renewed their membership with help from the BOD.

Members Outreach: The chair maintains an outreach program for Club members under the auspices of the BOD.

Members Database: The chair maintains a membership list with contact information that may only be used for Club business as directed by the BOD.

Regional Meeting Manager: The chair maintains contact with members to encourage Regional meetings and reports back to the BOD.

Conferences: The Club shall conduct a conference periodically, to which all members in good standing are invited.

The chair shall apprise the BOD with a budget for approval and monthly updates. The conference event provides information relative to Shelley china as well as to promote goodwill among Club members. Attendance is open to all members in good standing.

Selling or trading of Shelley china or related wares in conjunction with conference programs or activities may be conducted but exclusively under guidelines established by the BOD.

Section VI Bylaws Review: shall be performed every 3-4 years or as needed by an ad hoc committee of three Club members appointed by the President.

Section VII Dissolution: In the event that a decision is made by a majority vote of the BOD to dissolve the NSCC, the disposition of remaining funds in the treasury will first be distributed to pay any outstanding debts of the Club. Any additional funds shall be distributed according to a majority vote of the BOD to such non-profit organization(s) as the board may deem to be worthy, e.g. another Shelley Club, or for preservation of the Shelley china archives or similar purposes.

ARTICLE V

Directors and Ex-Officio Members of the Board

Section I Board of Directors: The concern, direction, management and responsibility of the affairs of the NSCC shall be vested in the BOD.

The BOD shall be a minimum of nine (9) but no more than eleven (11) members in good standing. Executive Committee officers shall be: President, President-Elect, Treasurer, Secretary; and Directors shall be: past President, Magazine Editor, Web Master, and two (2) to four (4) Members-at-Large Directors.

Section II Terms of Offices:

President and President Elect are each elected to serve a two (2) year term and may be elected to serve again, but not consecutively in their respective positions.

Secretary and Treasurer: are elected to serve a two (2) year term and may be elected to serve again in their respective positions. (Please note: only 2 voting members on the BOD opted for 3 year terms of office for these positions. The committee discussed and decided this is NOT feasible and ONLY recommends 2 year terms w/option to serve again.)

(Immediate) past President: shall serve a two (2) year term as an advisor to the President and BOD, may serve in this position again, but not consecutively, and may be elected to another position.

Magazine Editor and Web Master: shall each serve a three (3) year term and they may succeed themselves. These are two (non-elected) volunteered positions held by members in good standing with BOD voting privileges.

Members-at-Large Directors: are nominated and elected to serve a three (3) year term and they may succeed themselves. The Executive Committee shall determine the number of Members-at-Large Directors elected in any given year.

Ex-Officio Board Members are volunteers appointed by the President, with BOD approval, to assist or participate in various Club initiatives, committees, or ad hoc

projects. They may attend board meetings, succeed themselves, but do not have voting privileges.

Section III Fiduciary Responsibility: Each BOD member has a fiduciary responsibility to represent the broad interest and desires of NSCC members and will not participate in any process, deliberation or activity where a conflict exists. On behalf of the membership, the BOD will be responsible for the management of the NSCC Club activities in accordance with these Bylaws and conduct all activities Club initiatives and activities with dignity, character, integrity and transparency.

The BOD is responsible to approve conferences: budgets, city locations, hotel contracts, any associated arrangements, and may assist the conference committee with performance of its duties.

A two-thirds majority of the Board of Directors can at any time replace an officer or BOD member for cause (Article III, Section I-III).

Section IV Meetings of the Board of Directors: The BOD shall meet at least once annually. Business may be contacted by phone, mail or e-mail. All decisions require a simple majority of the BOD.

Section V Quorum and Motions:
Quorum: A quorum shall consist of a simple majority of the total of the attending members at all meetings of the Club.

Motions: All motions require a simple majority vote before action is taken, with the exception of Bylaws revision which require a 2/3 majority vote of its members present at a business meeting.

Section VI Board Vacancy:
Un-Expired Terms of Office: A member (in good standing) may be elected to the BOD to fill a vacancy of an un-expired term of office, inclusive of all positions, by a majority vote of the remainder of the BOD.

Attrition: Any member in good standing may be nominated (or may self-nominate) to serve on the BOD if a vacancy is due to attrition.

Resignation of a BOD Member: Although resignation shall be discouraged, any BOD member may resign for any reason by giving written notice to the Club President who will inform the remaining BOD members.

Termination of a BOD member: A two-thirds majority of the Board of Directors can (at any time) replace any member on the BOD for any reason deemed sufficient by such majority.

Other Vacancies: Should the office of President Elect, Treasurer or Secretary become vacant, a successor shall be named by the BOD to serve the remainder of that term. If by efforts a replacement is not found, the office shall be declared vacant by the Club President and the remaining members on the BOD shall fulfill the duties of that office.

ARTICLE VI

Election of the Board of Directors and the Duties of Officers

Section I Nominating: Members in good standing are eligible to be nominated to serve on the BOD and may serve multiple terms with the exception: only two members from any one family may serve concurrently on the BOD. Priority should be given to a Club member who has not served most recently on the Board over re-serving members.

The Club may stagger nominations to fill BOD positions to replace no more than two BOD members at a time to provide stability and continuity.

Objectives: Any member in good standing may be nominated to a position on the BOD, provided a nominee commits to fulfill the responsibilities of that BOD nomination.

The Nominating Committee shall recruit qualified members sensitive to the needs of the organization to best assure a continuance of Club initiatives and objectives. Committee members: President, President Elect and a Club member, appointed by the President, who shall serve as the chair.

Presentation of Nominees: A slate of members in good standing (which may include officers with expiring terms up for re-election) is presented by the nomination's chair at the BOD and at annual business meetings. The nomination slate may be listed in the magazine prior to elections.

Election: Approval is reached by a simple majority vote of members in attendance in favor of the slate presented at a business meeting. All members may vote at the business meeting: One vote given for each single membership and two votes given for each family membership.

Election Results shall be published in the Club magazine.

Section II Succession of Power: In the event the President is unable to complete the term, the President-Elect will succeed immediately and a new President-Elect shall be elected.

Section III Duties of Executive Committee Officers:
President: Presides over BOD and business meetings, is nonpartisan and acts in the best interest of all Club members to uphold the Bylaws. Is a member of:

Awards, Membership, Marketing/Branding, Nominating committees, and is an Ex-Officio member of all other committees.

Responsible to direct payment: to keep the Club in good standing in Missouri. Prepares an annual budget with consultation from BOD committees to ensure the financial health of the Club, and presents the draft to the BOD and at the annual business meeting for final approval. A simple majority vote of members present shall be required before implementation.

Writes a quarterly magazine column, liaison of the website and Research officer, answers inquires as needed, gives notice to the membership of all business meetings, and presents all Club awards as an outgoing President.

In cases of Club business emergencies, the President has the authority to approve a Club expense up to \$200 without BOD approval, but must apprise the BOD of this action afterwards.

President-Elect: will have the powers and responsibilities of the President in absence of the President. In the absence of both the President and President-Elect, the powers of the President will be determined by the BOD.

Is a member of the Budget, Awards, Conference, Marketing/Branding, and Nominating Committees; and shall work closely with the Club Regional Meeting Manager to encourage gatherings of members who may not attend annual business meetings and/or to inspire volunteerism in Club activities.

Is liaison to the Club Conference Search Committee: to assist and determine the location of conference city and hotel.

Treasurer: shall keep account of all moneys of the Club received or disbursed and shall deposit moneys and valuables in the name of and to the credit of NSCC in such depositories as the officers shall designate or approve.

The Treasurer shall have available and maintain an itemized report of receipts and disbursements to be provided to members as may be requested. The Treasurer shall pay all invoices, fees, reimbursements and other debts with the approval of a majority of the officers. Any Club expense THAT EXCEEDS THE APPROVED BUDGET must have the approval and written consent of the majority of the BOD prior to payment.

The Treasurer shall prepare and submit all Internal Revenue Service required forms and payments, by the required IRS filling deadline following the NSCC fiscal year, as a prerequisite to maintaining federal non-profit and state good standing statuses.

The Treasurer shall maintain all financial records, file reports/returns as may be required. In conjunction with the President the Treasurer provides financial documents that facilitate preparation of an annual Club budget.

Treasurer is a member of the Awards and Marketing/Branding committees.

Secretary: shall record and preserve the minutes of all meetings of the NSCC, given notice to BOD and Ex-Officio members of all business and special meetings and send drafts' minutes of said meetings.

A copy of all minutes: BOD, special, and business meetings shall be sent to each member on the BOD after each meeting in a timely manner.

This position is a member of the Awards committee, the keeper of all files and custodian of these Bylaws. Any approved BOD or Club policy and other documents including these Bylaws shall be entrusted to this position for safe-keeping and reference.

The Secretary is a member of the Awards and Marketing/Branding committees.

Section VI Executive Officer Vacancy: Should the office of President-Elect, Treasurer or Secretary become vacant, a successor shall be named by the BOD to serve the remainder of the un-expired term.

ARTICLE VII *Standing Committees*

The NSCC will have standing Committees as follows:

Section I Definition: Each Standing committee or Club activity (Article IV, Section V) is designated for a specific initiative.

All committees report to the BOD. The President appoints all committee chairs.

Officers and/or BOD members may chair more than one committee and/or participate in multiple activities.

Section II Executive Committee: President, President-Elect, Treasurer, and Secretary shall lead the BOD to ensure that all members of the BOD and Ex-Officio members are meeting the Club's needs, supporting Club initiatives, making sure key issues and the future of the organization are addressed in a timely way, and defining the scope for new activities/sub-committees, in consultation with the BOD.

Section III Conference Search Committee: See ARTICLE IV, Section V and ARTICLE V, Section III. The BOD or its delegate shall be responsible to establish conference locations, set dates, negotiate contracts and budgets for board approval.

Responsibility to run conferences may be divided up among the BOD and/or the membership. The BOD may vote to outsource and delegate this action.

Specific permanent records of Conference contracts, expenses, and income shall be maintained and shared with the BOD to facilitate ongoing efforts to locate and run conferences.

Section IV Nominating Committee: See ARTICLE VI, Section I.

Section V Awards Committee:
Club Awards: The BOD may establish and/or modify awards for members to recognize significant contributions to the Club.

Committee Members: President, President Elect, Secretary and Treasurer.

Nomination Process: Any member may nominate another member in good standing for a Club Award by writing the President and/or by using the online website application using criteria guidelines.

Section VI Marketing/Branding Committee: to develop and implement creative ways to advertise the NSCC's existence and mission, to insure Club's value to our members, and brand Shelley China as a known and desired collectible with the approval of the BOD. To ideally, result in sustaining or increasing membership and maintaining the china's perceived value.

Committee Members: President, President Elect, Secretary and Treasurer.

AMENDMENTS

Section I Proposed amendments to these Bylaws will be submitted to the BOD at least fourteen (14) days prior to the next conference business meeting, and if possible, published in the magazine. Thereafter, upon an affirmative vote of a two-thirds majority of the members attending said conference business meeting, such Amendment(s) will become effective on that date.

Section II Periodic Bylaws Review: To incorporate any approved board action and Amendments.

The foregoing revised Bylaws were presented to the membership on Sunday September 17, they were approved, adopted, and effective on this date by a majority vote of attending members in good standing of the NSCC, at its business meeting in Albuquerque, NM.

Jeanne Speizer
Secretary

9/17/17
Date