

Bylaws of the International Polymer Clay Association

(Adopted 18 February 2021)

Article I: NAME

The name of this corporation is the International Polymer Clay Association, hereinafter referred to as the Association.

Article II: PURPOSE

Section 1

The Association formed exclusively for educational, artistic and charitable purposes, as defined in Section 501 (c) (3) of the Internal Revenue Code of 1936, as amended (or corresponding provisions of any future United States Internal Revenue laws), including the making of distributions to individuals and/or organizations in furtherance of such purposes and/or to individuals and organizations that qualify as exempt organizations under such Section.

Section 2

The purpose of the Association shall be to educate the public about, and to study and promote an interest in the use of polymer clay as an artistic medium by:

- Publicizing polymer clay work to galleries and museums as well as to the public
- Fostering public education through sharing information, giving demonstrations of polymer clay work at meetings, and conducting workshops, either in person or online
- Developing opportunities for polymer clay artists to show their work to the public and to engage in public service activities; and
- Generally, having such other powers incidental to the foregoing as permitted to the Association under the laws of the Commonwealth of Virginia.

Section 3

The Association operates as a non-profit corporation.

Article III: MEMBERSHIP AND DUES

Section 1

There shall be three classes of membership consisting of those people who support the Association's purposes and who have paid the annual dues.

These shall be Corporate, Regular, and Household.

Corporate membership is available to businesses that wish to support the Association. Up to five (5) employees are members in good standing by relationship.

Household membership is available to family units living at a single address.

Section 2

The Board of Directors sets annual dues and their payment schedule.

Section 3

A member will have Grace status for the period between the end of a membership term and the following six weeks.

Failure to pay dues within six weeks after their due date shall result in loss of membership and its privileges.

Article IV: MEETINGS OF THE ASSOCIATION

Section 1

The Board of Directors shall decide the time and place of all Association meetings.

The Board of Directors will notify members in good standing of meetings not less than ten (10) nor more than sixty (60) days prior to the date of the meeting.

Any meeting held by electronic methods (conference call, web chat, videoconference, etc.) is a legitimate meeting.

Section 2

A Member in Good Standing is a dues-paying member that holds New, Current, or Grace status in the membership database.



Members holding Canceled or Expired status shall not have the benefits of being a Member in Good Standing.

Section 3

Regular members in good standing shall have one vote each in all Association business, including elections of officers.

Household memberships shall have a total of one vote in all Association business, including elections of officers.

Corporate members in good standing shall have a total of one vote in election of officers, voice but not vote in bylaws adoptions, and individual votes for items such as members' choice awards.

Section 4

Upon written petition signed by 20 percent of the Association membership, the Board shall hold a special meeting of the Association membership whose sole purpose shall be to consider and vote upon the matter or matters specified in said petition.

Section 5

Twenty (20) Association Members in Good Standing shall constitute a quorum at Membership meetings of the Association.

ARTICLE V: OFFICERS OF THE ASSOCIATION

Section 1

The Association shall have one (1) Board of Directors.

The Board of Directors shall have the following elected officers:

- President
- Vice President of Global Outreach
- Vice President of Program Development
- Vice President of Membership Development
- Vice President of Communications
- Treasurer
- Secretary

The Immediate Past President, together with the above officers, constitute the Board of Directors of the Association.

The Immediate Past President may serve the Board in a non-voting, advisory capacity for up to one year following her or his presidency. The Past President may retire from the Board as the President, Past President and Board see fit.

The Board of Directors will elect or appoint additional officers.

The elected officers of all Board shall perform the duties prescribed by these Bylaws.

Internet access is a requirement for all members of the Board of Directors.

Section 2

The members elect the officers by ballot per elections schedule allowing ballots to be distributed, cast, tallied, and the results announced prior to 31st March.

Only members in good standing per Article IV, Sections 2 and 3 votes in elections for officers.

Officers serve a term of two (2) years following 1st April or until the election of their successors.

Section 3

Nominees to fill vacancies in the Board of Directors, with the exception of the office of President, come from the member roster.

A two-thirds vote of the relative Board of Directors will approve members to fill vacancies in an office for the remainder of the term.

Vacancies in the office of President may be filled by a member of the current Board with a minimum of one year of experience in their current role. A unanimous vote of the remaining Board of Directors is needed to approve the replacement. In the event the role of President cannot be filled in this manner, a replacement will be sought from the membership roster. A two-thirds vote of the Board will approve the member to fill the vacancy.

Section 4

In addition to general duties prescribed by these Bylaws, particular Officers shall have these specific rights and duties:

1. President

Provides leadership and vision to promote membership and to further the IPCA's standing in the worldwide polymer clay community.

Sees that the responsibilities of the Association, as described in the Bylaws, happen in a timely and creditable manner.

In consultation with the Board members, draws up guidelines and a code of conduct to which all Board should adhere.

Nominates chairs for standing committees and serves as ex-officio member of all committees.

Liaises with and guides Board members and direct-reporting committee chairs and helps solve problems that arise.

Reports to IPCA Membership via a letter in the official IPCA publication(s).

Represents Association leadership at IPCA events.

Represents the IPCA at other International arts organizations' events. If the President is unable to attend, another Board member or a Regional Vice President will attend in their stead.

Sets dates and times of Board meetings and compiles agenda.

Conducts Board meetings according to IPCA Bylaws.

Currently meetings take place by conference call, but video conferencing is an acceptable alternative.

Conducts Board business via e-mail between meetings.

Reviews draft budget provided by Treasurer.

Solicits reports from Board officers and committee chairs.

Responds to IPCA related e-mails on a daily basis.

May approve bills for payment and may authorize individual expenditures not already in the budget for up to \$250.

2. Vice President of Global Outreach

Serves as a resource to regional representatives, associations, and guilds to promote membership and to further the IPCA's standing in the regional polymer clay community.

Communicates directly with the regional representatives, sharing IPCA news and information as approved by the Board.

Identifies, maintains, and develops the network of local representatives.

Maintains and shares up to date contact information for local guild/group leaders.

Ensures the Active Guilds listing on the IPCA website contains current information.

Serves as the contact person for IPCA members and others seeking information on joining or forming a guild/group.

Assists newly formed guilds/groups in the areas of membership, marketing, virtual activities, communications, and publicity

Solicit reports, articles, or other content items from regional representatives, associations, and guilds on a monthly basis.

Shares information gathered from the regional representative, associations, and guilds with the Vice President of Communication and their committee.

Serves as a member of the Program Development Committee, working closely with the Vice President of Program Development to develop and implement the Association's programs.

Provides a concise, written report to the IPCA Board each month.

Represents the IPCA at regional events.

Responds to IPCA related emails on a daily basis.

3. Vice President of Program Development

The Vice President of Program Development is responsible for overseeing existing, and developing new, programs and events created by or for the members of the IPCA for the exclusive use of its members in good standing. This includes any educational material presented at IPCA events, its website or publications.

To accomplish these tasks, the Vice President of Program Development shall work in partnership with all other Vice Presidents to manage any ongoing programs with an educational component, primarily with the Vice President of Global Outreach and Vice President of Communications but also, in conjunction with certain events or as needed, the Vice President of Communication and Vice President of Membership, and the President.

In consultation with the Board, and Vice President of Global Outreach and Vice President of Communications to promote public awareness of polymer clay as a fine art and craft medium. Works with outside publications, museums and galleries to educate the public about polymer clay.

Provides content to the IPCA website and digital publications as necessary.

Recruits members and artists to provide content for IPCA scheduled virtual or in person programs.

The Vice President of Program Development may request or seek additional support either directly or via the Board if special circumstances require it.

Coordinates with President and Treasurer in the initial planning of IPCA events.

Provides a concise, written report to the IPCA Board each month.

Represents the IPCA at regional events.

Responds to IPCA related emails on a daily basis.

4. Vice President of Membership Development

Prepares a monthly membership report for the Board from information available in the IPCA database.

Liaises with Regional Vice Presidents to define ways to increase the awareness of the IPCA and promote membership.

Keeps newsletter lists up to date, including researching bounced addresses. This includes keeping the IPCA database and MailChimp lists in synch.

Conducts the Membership Appreciation Program drawings.

- Notifies the winning member
- Notifies the organization or person providing the prize
- Writes an article for the IPCA website about the winner for the previous quarter, including images of the member's work and other details as deemed interesting.

Supervises the IPCA Facebook pages and groups with special focus on the Members Only group or the IPCA Member Community forums on the IPCA website.

Leads a team of community administrators and moderators from all regions, giving advice on netiquette and how to upload photos and create albums etc.

Manages the Member Benefits program.

- Actively seeks out discounts, special programs, etc. for the program
- Solicits input from members on the program
- Ensures that any coupon codes, etc. are current and removed or replaced as needed.
- Coordinates dissemination of member benefits information with the Vice President of Communications
- Ensures that the Membership Welcome and Renewal letters are up to date with accurate member benefit information.

Helps to raise interest in joining the IPCA by posting 'teasers' on the main IPCA Facebook page, and on other areas of social media where potential members may be found.

Provides a concise, written report to the IPCA Board each month.

Represents the IPCA at regional events.

Responds to IPCA related emails on a daily basis.

5. Vice President of Communications

Has editorial control over the digital magazine and digital newsletters.

Coordinates article subjects for each issue, organizes Sections, gathers information, composes articles or provides editorial services for the submitted articles.

Schedules virtual events for IPCA members and the polymer clay community. Works with a committee of volunteers to host these events on the online platform of choice.

Accepts content and information from the other Vice Presidents and their representatives.

Determines what information goes into IPCA publications, social media, or on the IPCA website.

Coordinates advertising sales for website and newsletters.

Maintains up to date information on the website and works with a committee of volunteers to make frequent updates to the website to expand content.

Works closely with the Secretary and the Vice Presidents to communicate interesting and important information to all members using the website, newsletter and/or IPCA social media tools.

Supervises the volunteer(s) assigned to manage the IPCA Pinterest boards, Twitter, and Instagram accounts, and creates links between all social media.

Creates PR material for members to download.

Provides a concise, written report to the IPCA Board each month.

Represents the IPCA at regional events.

Responds to IPCA related emails on a daily basis.

6. Treasurer

Must be a US resident.

Works with the Board to ensure that the organization is operating within the fiscal regulations established by the IPCA and local fiscal laws. Establishes best IPCA fiscal practices. When requested, assists during Event registration periods or Events.

Establishes policies and structure to ensure the safekeeping of the IPCA's financial resources, within the framework of GASB non-profit accounting.

Advises the Board and Event Committees regarding with IRS and GASB regulations related to Non-Profits, conferring with the Association's auditors or the IRS or local regulators when necessary

Negotiates and executes banking agreements and banking relationships, including obtaining a debit/credit card for normal monthly charges.

Establishes system of fund flow within the IPCA to support approved programs.

Receives checks, cash, and money orders payable to IPCA; enters monies received into the bookkeeping records and deposits funds into IPCA account. Maintains PDF copies of checks in financial historical data bank. This includes detailed daily revenue breakout from Paypal spread sheets. Prepares consolidated monthly, quarterly and annual reports for the IPCA.

Pays vendors and reimburses IPCA officers and committee chairs for approved expenditures.

Maintains detailed accounting records in QuickBooks Pro for Non-profits software (by Intuit) supplied by IPCA with supporting documents in PDF format in historical financial data bank.

Monitors spending to maintain the approved budget. Assists Officers and committee chairs in establishing their annual budgets.

Prepares monthly reports of revenues and expenditures for the Board.

Prepares necessary files and forwards them to the independent accountant who does the yearly IPCA audit, prepares IRS form 990 (February) from Quickbooks for auditor review, and completes on-line annual Virginia Corporate Annual Report filing (March), and annually pays Virginia Annual Fee (January).

Negotiates and executes liability Insurance for the Board (annually). Maintains relationship with the Association's Registered Business Agent.

Participates in regular meetings of Board (usually by conference call) and makes reports as requested (schedule to be determined, no less than quarterly)

Participates in monthly meetings of Event Committees as requested, acting as a financial/regulatory sounding board and providing historical financial data of previous events.

Maintains historical financial data bank in pdf and spreadsheet formats.

The Treasurer should be ready to act as a resource to Officers and committee Chairs, offering guidance, advice and assistance when requested.

Provides a concise, written report to the IPCA Board each month.

Represents the IPCA at regional events.

Responds to IPCA related emails on a daily basis.

7. Secretary

Maintains copies of IPCA Bylaws Board Minutes and Board roster in electronic format, including a backup.

Participates in board meetings and decision making conducted by phone, electronic media, including video conferencing and in person.

Takes Minutes at monthly Board meetings.

Takes steps to ensure the use of parliamentary procedure. Refer to Article XII.

Sends draft Minutes to President for approval and subsequent distribution to Board Members.

Helps monitor status of Board business conducted by e-mail to ensure the completion of ongoing business and members are aware of votes in progress and required actions.

Reports business conducted by e-mail in standard Minutes format.

Proofreads outgoing communication, including but not limited to digital magazines, digital newsletters, advertisements and promotions.

Serves as a member of the Communications committee.

Ensures that graphic work for advertising, publications, etc. is using the correct IPCA branding.

Helps prepare the websites and PR materials for IPCA conferences, retreats and juried competitions.

Provides a concise, written report to the IPCA Board each month.

Represents the IPCA at regional events.

Responds to IPCA related emails on a daily basis.

8. Past President

Invited by the President to serve in an advisory capacity. (Nonvoting member).

Creates and maintains documentation on IPCA programs such as events, exhibitions, and other such policies and procedures to aid in the transition of officers from term to term and to ensure consistency.

Serves as a committee member at the request of the supervising Vice President.

Section 5

At the completion of their terms of office, all officers shall immediately turn over all records, reports, products and procedures of their offices to their successors.

Submits copies to the Secretary for the Board's historical records.

ARTICLE VI: DIRECTORS AND THEIR ELECTION

Section 1

The Board shall have full power and authority over the affairs of the Association.

Section 2

At least 20 members will elect, by ballot, the Directors of the Board.

Members vote by electronic mail or an approved digital survey.

Directors will serve a term of two years effective the first day of April following their election, or until the election of their successors.

The Board of Directors will stagger the terms of the officers to ensure continuity of leadership.

Section 3

Prior to elections, the President shall appoint Election Chair(s).

It shall be the duty of the Election Chair(s) to invite eligible members to apply for Board positions.

The nominees must make their own applications. A nomination by an outside party requires the nominee's prior consent.

The entire membership, except for Junior members, is eligible to vote for Board Officers, providing they are in good standing.

After the date for applications has passed, the ballots may commence online and close at an appointed date and time.

Members do not vote if there is only one applicant for a position; the nominee is elected.

All members in good standing will receive an email that announces the results of the ballots.

The announcement will also appear on the IPCA website and via the IPCA's social media sites and pages.

Section 4

A two-thirds vote of the relative Board of Directors will approve members to fill vacancies in an office for the remainder of the term.

ARTICLE VII: MEETINGS OF THE BOARD

Section 1

The Board shall meet twice quarterly or more frequently as needed.

A simple majority of Board members present shall constitute a quorum.

Section 2

At the first meeting of the Board following elections, the incoming President shall present for the incoming Board's approval, a list of proposed appointments to chair the standing committees. Upon approval of two-thirds of the incoming Board, the appointments shall be effective, and the Appointees shall serve until the appointment of their successors.

Section 3

The President can call special meetings of the Board by the written or electronic request of a majority of the Board.

Section 4

Members of the Board may participate in meetings of such Board by means of a telephone conference, electronic chat rooms, or similar communications equipment by means of which all persons participating in the meeting can hear each other or read electronic comments at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 5

Any action required to be taken at meetings of the Board, or any action which may be taken at meetings of the Board or any committee thereof, may be taken without a meeting if a consent in writing, or by electronic methods, setting forth the action to be taken, signed by all of the Directors, or all of the members of the committee as the case may be, is filed in the minutes of the proceedings of the Board or the Committee. Such consent shall have the same effect as a unanimous vote.

Section 6

The expectation is that all members of the Board be available for conference calls. To this end, the following rules apply:

- A. Schedule Board meetings at times convenient for Board members to attend, especially when Board members live on different continents. The scheduler will make every effort to accommodate the Board members' attendance.
- B. No Board member shall miss more than two (2) Board meetings per year due to absences without good cause and presented to the President in advance.
- C. In addition, no Board member shall miss more than two (2) Board meetings per year which absences are with good cause and presented to the President in advance. Thus, items B and C, taken together, allow for a Board member to miss a total of four (4) meetings per year.
- D. Furthermore, no Board member shall miss three (3) consecutive meetings, regardless of the approval status of these absences.
- E. Any Board member who violates the terms of B, C, or D above will show cause why they should not vacate their Board position and will be subject to removal from the Board by a majority vote of Board members. The election of new Board member takes place as provided in Article VI, Section 4.

ARTICLE VIII. CONFLICTS OF INTEREST

Section 1

No Board member or officer of the Association shall, by reason of their office, receive salary or compensation, but nothing herein should be construed to prevent a Board member from receiving any compensation from the Association for duties other than that of an officer or Board member.

Section 2

The Association can tolerate neither conflicts of interest nor the appearances of such conflicts. Members of the Board shall excuse themselves from any vote that will seemingly benefit any polymer clay business in which they may hold fiduciary interests. Further, no member of the Board shall make use of the Association's communication avenues or resources to further his/her business interests except as these are available to the entire Association membership.

Article IX: COMMITTEES OF THE BOARD

Section 1

The Board may at any time establish and/or revise a roster of committees to implement Board-approved programs and Association functions and/or initiatives. Committees may be standing or time limited (ad-hoc). The Board may establish or eliminate committees as deemed necessary.

Section 2

All committees shall report to the President of the Board. No committee may take any action without approval from the Board of Directors. Each committee chair shall submit written reports of the committee's activities, as requested by the President.

Section 3

Membership in committees is only available to members in good standing of the Association.

ARTICLE X: FINANCIAL

Section 1

The fiscal year shall start on 1 October of each year.

Section 2

Board Members and Committee Chairs shall submit their proposed budgets to the Treasurer by 30 July of each year. The Treasurer shall submit a budget to the Board for Approval in August. The priorities of the budget shall reflect the program and purposes of the Association.

Programs may be longer than one year. Programs planned for periods of longer than one year shall be subject to annual review.

Section 3

Audits of the books and financial records of the Association take place annually by an accountant who is neither a member of the Board of Directors nor an officer of the Association.

Section 4

Officers and committee chairs may make expenditures up to their budgetary limits without prior approval of the Board of Directors. All expenditures in excess of \$250 that are not in the budget are subject to majority approval by the Board of Directors.

Section 5

Any member may receive a copy of the audit upon request.

ARTICLE XI: PARLIAMENTARY AUTHORITY

The rules of Robert's Rules of Order, Newly Revised, shall govern in all cases where they are not inconsistent with these Bylaws or any standing rules of the Association.

ARTICLE XII: AMENDMENTS

A two-thirds vote of the Board of Directors can amend these Bylaws at any regular meeting, provided that each Director receives, in writing, the text of the amendment(s) not less than two weeks prior to the date announced for the meeting.