

## **Homer Laughlin China Collectors Association**

### **Article I - Name**

The name of this organization, hereinafter referred to as "Association", shall be the Homer Laughlin China Collectors Association (HLCCA).

### **Article II - Purpose**

This Association is a non-profit organization whose purpose is to encourage and provide educational and other opportunities in collecting the dinnerware products of the Homer Laughlin China Company, Inc (HLC) and furthering the understanding of the impact that HLC has had in the American dinnerware and design industries.

### **Article III – Membership**

#### **Section 1 – Membership requirements**

Membership Requirements are:

- a) The individual must show a sincere interest in HLC wares.
- b) The individual must agree with and support the purpose of the Association.
- c) The individual must remain current with association dues and special assessments.

#### **Section 2 – Membership Application**

A formal written application must be made to any member of the Board of Directors (Board) or Association officers. Membership will be granted upon completing the membership requirements.

#### **Section 3 – Membership Dues**

All members shall be assessed dues, payment of which shall be a prerequisite of membership in good standing. The Board determines dues.

#### **Section 4 – Honorary Members**

The Board of Directors may, at their discretion, award honorary memberships to persons that it feels are deserving of such positions based on the significant contributions they have made towards the education of collectors of Homer Laughlin China. Honorary members shall have lifetime terms.

### **Article IV – Board of Directors**

#### **Section 1 – Election of Directors and Length of Terms**

The board shall be comprised of nine (9) members

- a) Directors shall serve terms of two (2) years.
- b) The initial election will be for all nine directors. Five (5) directors will be elected to one-year terms, and four (4) for two-year terms.

#### **Section 2 – Representation of Members**

Each director shall represent members of a particular geographic region. The region boundaries shall be decided annually by the Association officers in order to maintain regions of roughly equal size by number of members. (for example, dividing of regions into 9 groups of equal size by postal code)

### Section 3 – **Duties**

- a. The board of directors shall be responsible for annually appointing Association officers.
- b. The board shall elect a Chairman of the Board to preside over meetings and provide general guidance in Board operations. The Chairmen is not necessarily the same person as the President.
- c. The board shall be responsible for approving purchases over \$3000.
- d. The board shall be responsible for approving any format changes to Association publications that would have a significant and noticeable impact on the quality of the product.
- e. The board shall be responsible for conducting or having conducted annual audits of Association finances.
- f. The board shall determine the annual cost of membership.
- g. The board shall remove any officer that is determined by a majority of board members to be negligent in fulfilling their Association duties.

## Article V - **Officers**

### Section 1 – **Appointment of Officers**

The Board of Directors shall appoint officers annually. The offices of President, Vice-President, Treasurer, and Secretary shall be elected board members. The office of Editor shall be appointed from the membership at large.

### Section 2 – **Duties**

#### **President** shall:

- a) Preside at all meetings of the Officers and the general membership;
- b) Act as Chief Executive Officer of the Association and shall supervise the other officers in the execution of their duties;
- c) Ensure that the Officers meet regularly or as required, and that the activities of the Officers and Board are in keeping with the mandate and objectives of the Association.
- d) Regularly report to the Board of Directors on Association status, activities, plans, and budgets.

#### **Vice-President** shall:

- a) Carry out the duties of the President during his/her absence;
- b) Be responsible for acting as liaison between the Officers and designated committees;
- c) Ensure that committees meet regularly or as required, and that the activities of the committees are in keeping with their mandate and the objectives of the Association;
- d) Present the findings and requirements of the committees to the Officers for approval.

#### **Secretary** shall:

- a) Conduct the correspondence of the Association;
- b) Issue notices of meetings of the Association, Officers, and the Board;
- c) Keep minutes of all meetings of the Association, Officers, and the Board;
- d) Have custody of all records and documents of the Association except those required to be kept by the Treasurer;
- e) Maintain the membership records.

#### **Treasurer** shall:

- a) Keep financial records;

- b) Render financial statements to the Officers, Board and membership when required.
- c) File all tax records with the Internal Revenue Service and state of Virginia tax office.

**Editor** shall:

- a) Manage content, submissions, design, printing, and distribution of all Association publications.
- b) Appoint a manager of advertising and ensure that all advertising records are up-to-date and that all accounts are paid by advertisers in a timely fashion.

## Article VI – **Meetings**

### Section 1 – **Board Meetings**

- a) The Board shall meet once a year at the annual conference.
- b) Board Meetings shall be open for all members to attend, but only Board members and the appointed conference chairman may vote.
- c) Robert’s Rules of Order shall be the governing authority of all meetings.
- d) A quorum shall be necessary to convene Board meetings. A simple majority vote of those present shall be necessary to approve any actions.
- e) Verbal consent of a majority of the Board shall constitute a valid act of the Board and shall be ratified at the next Board meetings.

### Section 2 – **Membership Meetings**

- a) Association meetings shall be held annually or otherwise at the discretion of the Board.

### Section 3 – **Officer Meetings**

- a) Officers shall meet annually.
- b) Officer Meetings shall be open for all members to attend, but only officers and the appointed conference chairman may vote.
- c) Robert’s Rules of Order shall be the governing authority of all meetings.
- d) A quorum shall be necessary to convene officer meetings. A simple majority vote of those present shall be necessary to approve any actions.
- e) Verbal consent of a majority of the officers is required to pass any act.

### Section 3 – **Special Meetings**

- a) Any two officers may call special meetings of the Board.
- b) Special meetings of the Association membership may be called at the discretion of the Board.

## Article VII – **Fiscal Year, Finances**

### Section 1 - **Fiscal Year**

The Fiscal year of the corporation shall begin on July 1 and end on June 30.

### Section 2 – **Finances**

- a) The Association shall maintain deposit account(s) with an insured financial institution.
- b) A single officer may authorize any disbursement of \$200 or less; for amounts greater than \$200, two officer’s authorizations are required. Amounts over \$3,000 require approval by a majority of the Board of Directors.
- c) All funds of the corporation shall be deposited as quickly as possible in the Associations deposit account(s).

- d) The Board shall direct the preparation and filing of the corporation's tax returns in accordance with law.

## Article VIII – **Committees and Activities/Operations**

### Section 1 – **Committees**

The Board, as necessary, may appoint standing or ad-hoc committees.

### Section 2 – **Association logos**

The board shall approve the association logo.

### Section 3 – **Conference**

- a) The Association shall organize an annual conference.
- b) The annual membership meeting shall be held during the conference.
- c) The conference shall include as much educational material related to the collecting of HLC dinnerwares as possible.
- d) The conference shall hold educational seminars each year on at least one non-colored dinnerware pattern along with seminars on colored dinnerwares.

### Section 4 – **Newsletter**

- a) A newsletter shall be published to keep the membership informed with the activities of the Association.
- b) The newsletter will be published four times annually.
- c) The newsletter shall contain educational material to inform the readership about the various lines of dinnerware produced by HLC, about new findings relating to HLC dinnerware and historic company information.

### Section 5 – **Non-officer position**

As determined by the needs of the Association, non-officer positions will be identified and established by the Board. These may include, but are not limited to, the following:

- a) **Conference Director** – responsible for the planning and coordinating all the events for the annual conference.
- b) **Web Site Designer** – responsible for maintaining the web site.

### Section 6 – **Promotional Activities**

The Association will promote the collecting of HLC dinnerware and the Association itself through the conference, the web site, and other activities. The web site shall reside someplace with no commercial advertising.

## Article IX – **Records and Books**

### Section 1 – **Records and Books**

The Association shall keep records of its activities and transactions which will include minutes of meetings, records of financial accounts and transactions, records of membership, By-Lays, and a copy of the Association's Articles of Incorporation.

### Section 2 – **Inspection**

These records shall be made available for inspection by any Association member. Excluding membership records, these records shall be available for inspection at the Association's web site.

## Article X – **Bylaws: Amendments, Effective Date.**

### Section 1 – **Amendments**

Any Association member may submit proposed amendments to these Bylaws in writing to the Board. Such proposals will be considered by the Board and adopted as proposed amendments if approved by a majority of the Board. Upon approval of the Board, the proposed amendments will be submitted to the Association membership for ratification. The proposed amendment will be deemed ratified unless a majority of the Association members vote against it.

**Section 2 – Effective Date**

These Bylaws will take effect upon approval by the majority of the Association members. Effective date of amendments will be upon ratification by the Association members.

**Section 3 – Previous bylaws**

These Bylaws shall supersede any previous Bylaws.

**Article XI – Articles: Amendments, Effective Date**

**Section 1 – Amendments**

Any Association member may submit proposed amendments to the Articles of Incorporation in writing to the Board. These proposals will be considered by the Board and adopted as amendments following the same procedure outlines above in Article IX, Section 1.

**Section 2 – Effective Date**

Amendments will be effective upon ratification by the Association members.

**Article XII – Prohibition against sharing corporate profits and assets**

No member of the Association shall receive any compensation, net earnings or profit from the operation of the Association unless in connection with providing a service to the Association. Board members, Officers, and committee chairpersons are prohibited from being compensated monetarily for any of their duties

**Article XIII – Dissolution**

**Section 1 – Voting**

A motion to dissolve the Association will be presented to the membership after a majority vote of the Board. This motion will be presented at a general membership meeting and will require a majority vote of the Association membership to be enacted.

**Section 2 – Distribution of Assets**

Upon the dissolution of the Association, any remaining assets (after payment of final expenses) will be donated to a non-profit (charitable) organization, such organization to be determined by a majority vote of those members present at the final membership meeting. In no event shall any part of the assets be returned to any Association member, directly or indirectly.