

# **INTERNATIONAL PORCELAIN ARTISTS AND TEACHERS, INC.**

## **Bylaws (Amended in March 2020)**

The Articles of Incorporation of the International Porcelain Artists and Teachers, Inc. were filed with the Secretary of State in Austin, Texas, August 18, 1976 as an International Organization.

### **SECTION 1.00 ARTICLE 1 - NAME**

**NAME** - The name of the organization shall be the International Porcelain Artists and Teachers, Incorporated – IPAT, Inc.

### **SECTION 2.00 ARTICLE 2 - PURPOSE**

**PURPOSE** – The purpose of IPAT, Inc. shall be to:

- A. Exchange thoughts and ideas, through fellowship, with artists having similar interests.
- B. Establish a museum dedicated to the purpose of promoting porcelain arts.
- C. Sponsor international conventions and exhibits for the purpose of promoting porcelain art, and to raise the level of quality, to stimulate appreciation and interest and to act as a central point for dissemination of information concerning activities in the field of porcelain art.
- D. Publish a magazine containing information, instructions, and other matter relating to the porcelain arts.
- E. Assist in the organization of chapters in each country, province or state, or regions comprised of groups of countries, provinces, or states, dedicated to the teaching of porcelain art.

### **SECTION 3.00 ARTICLE 3 – OFFICE AND AGENT**

**Sec. 3.01 Registered Office and Registered Agent** – The principal office of IPAT, Inc. shall be in Texas. IPAT, Inc. may have other offices as the Board of Directors from time to time may require or specify. All records, accounting, and general management monies pertaining to the organization shall be maintained in the principal office. The Corporation shall comply with the requirements of the Texas Non-Profit Corporation act (Hereafter referred to as TNPCA) and maintain a registered office and registered agent in Texas. The Board of Directors may change the registered office and registered agent as provided in the TNPCA.

### **SECTION 4.00 ARTICLE 4 – MEMBERSHIP**

**Sec. 4.01 Qualification of Members** – The members of the corporation shall consist of persons of good character and community standing who have been active porcelain art teachers, porcelain art students, professional porcelain artists, as well as retail members, associate members and patrons as defined below. Membership submitted at a convention shall become active at the beginning of the convention show.

**Sec. 4.02 Membership Categories of IPAT, Inc. Rights and Privileges** – All members shall receive the IPAT, Inc. publication, Porcelain Artist, which may also at the Board's direction, be made available to non-members upon such terms as the Board shall approve. A member may participate in the Competition Program and have the opportunity to obtain teacher and artist certification through the Certification Programs. A member shall have no interest in specific property of the corporation. Each member hereby expressly waives the right to receive partition of all or part of the corporation's property.

#### **Sec. 4.03 Categories of IPAT Inc. Members Rights and Privileges**

**Sec.4.03.1 Active Members** – Active individual members shall have the right to attend meetings, make motions, vote, hold office, serve on committees, apply for and maintain IPAT Certification, submit material and photos for consideration for publication in The Porcelain Artist magazine and exhibit at IPAT, Inc.

sponsored shows. Active individual members would include teachers, professional porcelain artists, or students of porcelain art, as well as honorary members upon payment of dues, and lifetime members.

**Sec. 4.03.2 Honorary Members** – Honorary members shall be persons who have performed exception services to IPAT, Inc. They must receive unanimous recommendations from the elected officers and be approved unanimously by the Board. Honorary members shall have all the privileges of active individual members, except that the honorary member shall not have the right to vote or hold office unless also an active individual member or lifetime member.

**Sec. 4.03.3 Lifetime Members** - All Past Presidents shall be lifetime members and shall have all the privileges of membership of active individual members, except that no dues be assessed against lifetime members.

**Sec. 4.03.4 Retail Members** – Corporations of individuals who provide goods and services relating to porcelain art at the retail level may become retail members upon the payment of dues as provided by the standing rules of IPAT, Inc. and shall enjoy all of the rights and privileges of membership, except rights to hold office and to be certified.

**Sec. 4.03.5 Associate Members** – Distributors, manufacturers, wholesalers, manufacturer representatives, relating to the field of porcelain art, may become associate members upon payment of dues as prescribed by the standing rules of IPAT, Inc. and shall enjoy all the rights and privileges of membership, excepting rights to hold office, and to be certified.

**Sec. 4.03.6 Patron Members** – Upon payment of dues, a patron member shall enjoy all the rights and privileges of membership, excepting rights to hold office, to vote, to exhibit, and to be certified.

**Sec. 4.03.7 Youth Members** – Youth members shall have the right to exhibit artwork at IPAT Convention Exhibits in the Youth Division, enter artwork at IPAT Competitions held at each IPAT convention in the Youth Division, submit artwork/articles for consideration for publication in the Porcelain Artist magazine Youth section, attend IPAT General Business Meetings, but cannot vote. They shall have the right to participate in IPAT convention demonstrations or workshops set up for the Youth and taught by an IPAT Teacher member who routinely teaches classes for the young artists. IPAT shall issue an IPAT Youth Membership Certificate that will have the embossed IPAT seal. IPAT shall issue an IPAT Youth Membership Card. These cards will carry a number beginning with the letter matching the Youth member's age classification as follows. Youth Membership number begins with 2004 following by A, B or C.

**Sec. 4.03.7.1 Classification of IPAT Youth Membership:**

- A. **Elementary:** Children from age 5-11.
  - 1. Membership number will be preceded by the letter E.
  - 2. Membership cards shall be yellow in color.
- B. **Junior:** Children from age 12 to 14
  - 1. Membership number will be preceded by the letter J.
  - 2. Membership card shall be blue in color.
- C. **Senior:** Children who are still in high school (age 15 up to High school graduation or the age of 19)
  - 1. Membership number shall be preceded by the letter S.
  - 2. Membership card shall be green in color

**Sec. 4.04 DUES**

**Sec. 4.04.1 Amount** – Annual dues of new members, individual members, retail members, associate members shall be due. The Board shall have the right to increase the amount of the dues and registration fees as needed.

**Sec. 4.04.2 Membership Certificates** – The Board of Directors shall provide for the issuance of certificates evidencing membership in the corporation. When a person has been admitted as a member and has paid any required fees and dues, the corporation shall issue an IPAT certificate of membership to the person via email.

**Sec. 4.04.3 Delinquency** – IPAT, Inc. members who fail to pay their annual dues or whom are paying their dues late will have to pay for the mailing of any issues which they have missed.

**Sec. 4.04.4 Termination of Membership** – The board, with the concurrence of the elected officers, shall have the right to suspend or expel any IPAT, Inc. member for cause which shall include, but shall not be limited to, the creation of disharmony within IPAT, Inc. or any other conduct designed to promote primarily the self-interests of such member. The 2<sup>nd</sup> Vice President shall notify the involved IPAT, Inc. member of any motion to suspend or expel the member and such member shall be entitled to prepare and submit a defense to such action. The decision of the elected officers and Board shall be promptly sent to the involved member and shall be final unless the suspended or expelled member notifies the 2<sup>nd</sup> Vice President within thirty (30) days after receiving the determination that such member wishes the matter to be reviewed at the next regular meeting of IPAT, Inc. members.

**Sec. 4.04.5 Notices** – Each of the foregoing notices shall be sent by registered or certified mail, return receipt requested, unless the notice is personally delivered to the involved member.

**Sec. 4.04.6 Resignation** – Any member may resign from the corporation by submitting a written resignation to the Office Secretary. The resignation need not be accepted by the corporation to be effective. A member's resignation shall not relieve the member of any obligation to pay any dues, assessments, or other charges that had accrued and were unpaid prior to the effective date of resignation.

**Sec. 4.05 Meetings Regular** – A regular meeting of IPAT, Inc. members shall be held at each Biennial Convention, for the purpose of electing officers, which may be by mail, and transacting other business including proposed bylaw changes. The ballot for the election of Officers and the proposed bylaw amendments and member proxy forms must be mailed to the membership or published in an issue of The Porcelain Artist magazine 6 months prior to the Convention. Only members present in person or by proxy are entitled to vote on business matters that are brought before such meetings. Annual meetings shall be held in odd-numbered years at the place to be determined by the Board of Directors.

**Sec. 4.05.1 Place of meetings** – The Board of Directors may designate any place, either within or without the state of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If the Board of Directors does not designate the place of meeting, the meeting shall be held at the registered office of the corporation in Texas.

**Sec. 4.05.2 Notice of Meetings** – Written notice of every meeting of IPAT, Inc. members, stating the place, date and hour of the meeting, and in the case of a special meeting, the purpose for which the meeting is called, shall be given personally or by mail to each IPAT, Inc. member entitled to vote at such meeting not less than ten (10) days before the date of the meeting. IPAT, Inc. may give notice of any meeting of IPAT, Inc. members by publication. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the IPAT, Inc. member at her/his address as it appears on IPAT, Inc. records. In addition, notice may also be placed on the official IPAT web site.

**Sec. 4.05.3 Special Meetings** – A special meeting of IPAT, Inc. may be called by the President, Board of Directors, or one-tenth (1/10) of voting members as provided by the bylaws.

**Sec 4.05.4 Quorum** – A majority of the active IPAT, Inc. members including lifetime members qualified to vote in person or by proxy and registered for the business meeting shall constitute a quorum for the transaction of business at all meetings of IPAT, Inc. members, except as otherwise provided statute, by the Articles of Incorporation, or by these bylaws.

**Sec. 4.05.5 Actions of Membership** – Voting shall be held by ballot or voice at the meeting, except that election of directors or officers may be conducted by mail if authorized by the bylaws of the corporation. Voting on any matter properly brought before a meeting shall be by ballot if demanded by a motion/seconded and majority vote before the voting begins.

**Sec. 4.05.6 Proxies** – A member entitled to vote may vote by proxy using the official IPAT proxy form. No proxy shall be valid after eleven (11) months from the date of execution.

**Sec. 4.05.7 Limit of Proxies** – A member can carry an unlimited number of proxies.

**Sec. 4.05.8 Voting by Proxies** – No verbal statement by a member that he/she is carrying a proxy is acceptable. The proxy must be received by the Credentials committee either by mail, or prior to the opening of the business meeting. The Credentials committee will also be responsible for verifying that the proxy is properly executed and valid. If a proxy is revoked because of the presence in person of the member giving the proxy, the Credentials committee must correct their records to reflect the changes and make sure the badge of the member to whom the proxy was originally given is also corrected.

## **SECTION 5.00 ARTICLE 5 – BOARD OF DIRECTORS**

**Sec. 5.01 – The Board of Directors**, herein referred to as the Board, shall be the administrators of the business and affairs of IPAT, Inc. The board shall amend Bylaws, Standing Rules and Procedures as the Board deems appropriate and in the best interest of IPAT, Inc. Bylaw changes shall be changed by a  $\frac{3}{4}$  majority vote of all board members. Any changes to bylaws shall be printed in the following Porcelain Artist magazine.

**Sec 5.01.1 Office Secretary and Editor** – The Board of Directors shall hire and set the terms of employment of an Office Secretary, an Editor for IPAT, Inc. publication, and such other employees and agents such as an accountant, a separate auditing firm and lawyer, as the Board shall from time to time deem appropriate and in the best interest of IPAT, Inc.

**Sec. 5.01.2 Committees** – The Board shall have the power to “establish committees” and to delegate to the committee “the duties and responsibilities” imposed by the Board. A majority of each committee exercising the management authority of the Board must consist of Directors and IPAT Officers.

**Sec. 5.01.3 Membership** – Subject to the provision of Article 4 hereof, the Board shall promulgate such procedures and regulations relating to membership in IPAT, Inc. as the Board deems appropriate and in the best interest of IPAT, Inc.

**Sec. 5.01.4 Budget** – The Board shall establish such fiscal controls as may be necessary to maximize, preserve and enhance IPAT, Inc. resources.

**Sec 5.01.5 Executive Committee** – The Executive Committee shall oversee and implement any/all operational and financial business of IPAT, Inc. It shall make quarterly reports to the Board. An Executive Committee is comprised of the Chairman, President, Vice-President and up to three Past Presidents. The Executive Committee may include professionals such as accountants, lawyers, architects, etc. The term limit of any Executive Committee member may not exceed 6 years.

**Sec. 5.02 Membership** – The Board shall be comprised of all Past Presidents of IPAT, Inc., all currently elected officers during their terms of office, and seven (7) Members-At-Large to be elected for a two year term at the biennial meeting. The seven (7) Members-At-Large will consist of one member from each region in the USA and four (4) members from outside the U.S.A. (1 – Central and Latin America and Canada. 1 - Europe and Middle East and Africa and 1 – Asia and Far East, Australia and New Zealand excluding Japan, and 1 – Japan). Each Past President shall serve as an active board member for six (6) years, after which such Past President shall become a Director Emeritus of the Board.

**Sec. 5.04 Vacancies** – Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A vacancy is filled by the affirmative vote of a majority of the remaining Directors even if it is less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

**Sec. 5.05 Removal** – Any Director may be removed with cause, by a three-four (3/4) vote of all of the Board except the elected President and elected Vice-President. Such vote may be taken only at a meeting called for that purpose.

## **Sec. 5.06 MEETINGS**

**Sec. 5.06.1 Regular** – The Board may hold meetings, both regular and special, either within or without the State of Texas. The Board may conduct business and vote by e-mail. Annual Board meetings in odd-numbered years will be held at a place and time determined by the Board. Annual Board meetings in even-numbered years will be held at the Biennial Convention prior to the annual membership meeting.

**Sec. 5.06.2 Special Meetings** – Special meetings of the Board may be called by the Chairman of the Board, by the President, or by petition of one-third (1/3) of the members of the Board. Board members must receive written notice of such meetings no less than fifteen (15) days prior to said meeting.

**Sec. 5.06.3 Notices** – Notices of meetings shall be deemed duly given when personally delivered or when deposited, postage prepaid, in the United States mail. Notices may also be sent out via email and posted on the official IPAT web site. Such notices shall state a reasonable time, date and place, but need not state the purpose of the meeting.

**Sec. 5.06.4 Quorum** – At all meetings of the Board, or any Committee, a majority of Directors or Committee members shall constitute a quorum for the transaction of business and the act of a majority of the Directors or Committee members present at any meeting which time there is a quorum, shall be the act of the Board or such Committee, except as may be otherwise specifically provided by law, by the Articles of Incorporation, or by these bylaws. If a quorum shall not be present at any meeting of the Board or such Committee, the Directors or Committee members present there may adjourn the meeting from time to time, without notice, other than announcement at the meeting, until a quorum shall be present. Directors present by proxy may not be counted for purpose of a quorum.

**Sec. 5.06.5 Consent of Directors** – Unless otherwise restricted by the Articles of Incorporation or these bylaws, any action may be required or permitted to be taken without a meeting if a majority of the Directors or Committee members, as the case may be, consent thereto in writing, setting forth the action taken and the writing or writings are filed with the minutes of the proceedings of the Board or Committee. Such consent shall have the same force and effect as a majority vote of the Board or such Committee.

**Sec. 5.07 Proxies** – A Director may vote by proxy executed in writing by the Director. No proxy shall be valid after three (3) months from the date of its execution. A member of the Board of Directors can carry no more than one (1) proxy, with the presiding officer to hold none.

**Sec. 5.08 Telephonic Meetings** – To the extent permitted by applicable law, members of the Board or any committee may participate in meetings by means of conference telephone or similar equipment that permits all of those participating in such meeting to be able to hear each other.

**Sec. 5.09 Chairman and Secretary of the Board** – The Chairman of the Board and the Secretary of the Board shall be elected at the first Board meeting following installation of the new Officers at each Biennial convention. The Chairman of the Board must be a voting member of the Board and a past-Officer or past-Board Member. No Chairman or Secretary may serve more than four (4) years in the same office. Any vacancy in these positions may be filled by the Board. The Chairman of the Board will vote only in the event of a tie in decisions of the Board of Directors.

**Sec. 5.09.1 Chairman of the Board** – The Chairman of the Board shall represent the Board and carry out its directives. The Chairman shall preside over all Board meetings. The Chairman shall appoint with the approval of the Board, Committee Chairmen and members. At the discretion of the Board the Chairman or designated representative may hire and fire classified personnel.

**Sec 5.09.2 Secretary** – The Secretary shall take the minutes of Board meetings and be responsible for correspondence as directed by the Chairman of the Board. In the absence of the Chairman of the Board, at a meeting of the Board of Directors, the Secretary shall call the meeting to order and the assembly will elect a Chairman Pro-Tem to preside during that meeting.

**Sec. 5.10 Committees** – The standing committees of IPAT, Inc. shall consist of two types: Management and Functional. Management Committees shall consist of Finance Committee, Education Committee, Museum Committee and Bequest Committee. The Functional Committees shall consist of the Nominating Committee, Bylaws Committee, Certification Committee, Public Relations Committee, Dealers Committee, Youth Committee, Board Protocol Committee, Web Site Committee, Magazine Committee, Meeting Planner Committee and the Competition Committee, Membership Committee, Ethics, Ways and Means and Credentials Committee. The Board may also establish such other committees as the Board shall from time to time, deem necessary or in the best interest of IPAT, Inc. Unless expressly provided in the Bylaws to the contrary, each Management committee shall consist of three (3) or more persons, a majority of whom are voting Directors of the Board and shall have such functions and powers and such names as the Board shall prescribe by resolution. The Functional committees: Public Relations Committee, Certification Committee, Competition Committee, Nominating Committee, Bylaws Committee, Dealers Committee, Youth Committee, Board Protocol Committee, Web Site Committee, Magazine Committee and Meeting Planner Committee are exempt from the above restrictions. Any vacancy in such committees caused by resignation or removal shall be filled by the Board. The person elected to fill such a vacancy shall be elected for the unexpired term of his/her predecessor. Each committee shall keep regular minutes of its meetings and report the same to the Board when requested by the Board Chairman.

## **SECTION 6.00 ARTICLE 6 – STANDING COMMITTEES**

**Sec. 6.01 Finance Committee** – The Finance Committee shall have five (5) or more members, a majority of whom are voting Directors of the Board, plus the Biennial Convention Treasurer. The Finance Committee shall be responsible for the budget and other fiscal procedures. The Board of Directors shall have the final vote on all fiscal matters. All contracts must be voted on and passed by a majority of the Board and all fiscal contracts must be signed by both the President and the Chairman of the Board.

**Sec. 6.02 Education Committee** – The Education Committee shall consist of three (3) or more members, a majority of whom are voting Directors of the Board who shall be appointed by the Board and shall serve at the Board's discretion. The Education Committee shall be responsible for the collection, administration and expenditures of all IPAT, Inc. educational funds and shall recommend to the Board proposals relating to the creation and implementation and termination of Educational Programs with respect to porcelain art and implement such programs as the Board shall from time to time approve. No expenditures shall be made from the Education fund except with the prior approval of the Board or in accordance with a budget or other guidelines as the Board may from time to time establish.

**Sec. 6.03 Museum Committee** – The Museum Committee shall be composed of the current President and at least two (2) members of the Board, one of whom shall be appointed Chairman. In no event shall such committee consist of less than three (3) persons. The Museum Committee shall recommend to the Board for approval one or more programs relating to the creation, implementation, building and operating of a museum dedicated to the porcelain arts, and shall monitor the collection and acquisition of museum pieces and expenditure of all donations for the enhancement, preservation and maintenance of the IPAT, Inc. Museum and the Museum Fund. No funds shall be expended without the approval of the Board.

**Sec. 6.04 Nominating Committee** – The Nominating Committee shall consist of five (5) members and two (2) alternates who are present or give their consent in writing and shall be elected by IPAT, Inc. members at their Biennial Convention. At such meeting, at least seven (7) names will be nominated. Members shall be allowed to vote for five (5) different nominees and the five (5) nominees receiving the highest number of votes shall be the members of this committee. The two (2) receiving the next highest number of votes shall be the alternates. The nominee receiving the largest number of votes shall be the Chairman of the Nominating Committee. Past and present Chairmen of the Board, Presidents and current Board Members shall not be members of the committee.

**Sec. 6.04.1 Slate of Officers** – The Nominating Committee shall accept slates of candidates for consideration prior to July 1 in odd number years, shall approve one (1) slate and notify the candidates of its decision by August 1 of the same year. Official notification shall be by email, phone call or first class mail. Presentation of the slate will be in the next issue of the Porcelain Artist. Each candidate must consent in writing to the submission of her/his name to be submitted on more than one (1) slate.

**Sec. 6.05 Bylaw Committee** – The Bylaw Committee shall consist of three (3) or more members, a majority of whom are voting Directors of the Board. The Bylaws Committee shall review bylaws and submit proposed changes to the Board of Directors and membership prior to the Biennial Convention.

**Sec. 6.06 Certification Committee** – The Certification Committee shall be responsible for the certification programs. Members of this committee shall have recognizable experience in the field of porcelain art. The Chairman of the committee shall prepare the certification portfolio and supervise the screening and verification process. They will refer to the standing rules concerning certification fees and regulations. (Note: certification is not mandatory but will be left to the individual member.) There will be at least three (3) certifications.

**Sec. 6.06.1 Degree Certification** to include: (a) Amateur Artist (b) Certified Porcelain Artist and (c) Certified Teacher of Porcelain Art.

**Sec. 6.06.2 Master Certification** to include (a) Master Porcelain Artist and (b) Master Teacher of Porcelain Art and/or Art Appreciation Course.

**Sec 6.06.3 Advanced Certification** to include: (a) Portrait Artist, (b) Advanced Master Artists, (c) Advanced Master Teacher of Porcelain Art.

**Sec.6.07 Competition Committee** – The Competition Committee shall consist of three (3) or more members, shall have the responsibility for planning, implementing and supervising the competition programs. Members must have recognizable experience in the field of porcelain art. (Note: Competition is not mandatory but will be left to the individual member.)

**Sec. 6.08 Public Relations Committee** – The Public Relations Committee shall, on a regular basis, recommend policies for an effective continuing public relations program on behalf of the art form, of IPAT, Inc. and its members. The President and Editor shall be members of this Committee with the President serving as a Chairman.

**Sec. 6.08.1 Identify** – Porcelain art, IPAT, Inc. and its members to the general public.

**Sec 6.08.2 Translate** – Into understandable terms the nature of porcelain art and the activities and goals of IPAT, Inc.

**Sec. 6.08.3 Promote** – In cooperation with the Education Committee promote and advertise the Regional and International shows of IPAT, Inc. The President shall be Chairman of the committee.

## SECTION 7.00 ARTICLE 7 – OFFICERS

**Sec. 7.01 Number** – The officers of IPAT, Inc. shall be a President, a First Vice-President, a Second Vice-President, a Recording Secretary, a Corresponding Secretary, a Treasurer and a Historian. No individual may hold more than one (1) office. No person may be an officer of IPAT, Inc. unless at the time she/he assumes office she/he shall have been an active member as defined in Article 4.01, for at least three (3) consecutive years preceding election. No officer may serve two (2) consecutive terms in the same office.

**Sec. 7.02 Election** – Officers shall be elected by IPAT, Inc. members. Ballots for the election of Officers shall be mailed to each member no fewer than 60 days prior to the Biennial convention. Returned ballots must be received by the Teller committee not less than 10 days prior to the Biennial Business meeting by mail or by secure internet voting. Members may also present them in person at said meeting.

- A. Each member shall cast only one (1) ballot and election shall be by majority vote. Voting members marking a ballot with a write-in slate of officers are responsible for placing a letter of consent on file with the IPAT, Inc. office prior to the official IPAT business meeting. This letter must be signed by each candidate testifying to the fact that they have been an active voting member of IPAT, Inc. for at least three (3) consecutive years preceding this nomination.
- B. The Ballot Teller Committee will deliver the results to the Presiding Officer when called upon to do so at the business meeting of IPAT, Inc. At the meeting those IPAT, Inc. active members present who have not theretofore voted by mail may cast their ballots. The vote held by the Ballot Teller Committee and the floor votes will be combined and tabulated before they are presented to the members by the Presiding Officer.

**Sec. 7.02.1 Ballots** – All official ballots shall be returned in a sealed envelope to the designated receiver as indicated on the ballot and shall remain sealed in their original envelopes. The designated receiver shall be responsible for delivery of the unopened ballots to the Ballot Teller Committee at the convention site, either in person or by delivery service requiring a receipt, signed by the Chairman of the Ballot Teller Committee. Only unopened official envelopes will be accepted for counting.

**Sec. 7.02.2 Ballot Teller Committee** – A Ballot Teller Committee of three (3) non- interested parties shall be appointed by the President with approval of the Board, to receive the unopened ballots from the designated receiver, open and tabulate the ballots, provide the results in a sealed envelope to the Presiding Officer, and when requested, assist the convention tellers in counting floor votes. (Non-interested: No member of the Board of Directors, Past Presidents, current officers or new slates of officers; they are to be chosen with the approval of the Board.)

**Sec. 7.03 Term** – The term of office shall be for two (2) years. Vacancies in the office of elected officers shall be filled by the Board of Directors except as otherwise specified by these bylaws.

**Sec. 7.04 Removal of Officer** – Any officer may be removed from office for the best interest of the corporation, by a recommendation to the membership by the Board of Directors and voted on by the membership at a meeting.

**Sec. 7.05 Powers and Duties** – Except as hereinafter provided, the officers of IPAT, Inc. shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the Board.

**Sec. 7.05.1 President** – The President shall be spokesperson of IPAT, Inc. The President shall preside at all membership meetings of IPAT, Inc. and shall see that all orders and resolutions of the Board are carried into effect. The President shall represent IPAT, Inc. at regional shows or appoint a representative. The President is in charge of public relations for this organization. The President shall appoint a parliamentarian for the IPAT Convention. If the President believes it to be necessary, she may contract a



professional Registered Parliamentarian who is not a member of IPAT, Inc. for the biennial meeting. The President shall be responsible for planning and executing the biennial convention with the approval of the board on all matters. All fiscal contracts must be voted by a  $\frac{3}{4}$  majority of the board of directors.

**Sec. 7.05.2 First Vice-President** – In the absence of the President or in the event of the President’s inability or refusal to act, the Vice-Presidents (in order of their designations) shall have the power to perform the duties of the President, and when so acting, shall have all the power of and be subject to all the restrictions upon the President.

**Sec. 7.05.3 Second Vice-President** – Shall be Membership Chairman, shall do everything possible to increase membership of IPAT, Inc. and shall oversee the delinquent dues and mailing to take place at the IPAT, Inc. office.

**Sec. 7.05.4 Recording Secretary** – The Recording Secretary shall be responsible for recording all the proceedings of the meetings of the IPAT, Inc. members and of the elected officers in books to be kept for these purposes. An elected Secretary shall have the authority to affix the corporate seal of IPAT, Inc. to any instrument requiring it, and when affixed, it may be attested by an elected Secretary’s signature. An elected Secretary shall also have the custody and authority to use a corporate seal at all times. The Board or President may give general authority to any other person to affix the seal of IPAT, Inc. and to attest the affixing by such person’s signature. When not in custody of the elected Secretary the corporate seal shall be kept in the principal office of IPAT, Inc.

**Sec. 7.05.5 Corresponding Secretary** – The Corresponding Secretary shall in absence of the Recording Secretary or in the event of the Recording Secretary’s inability or refusal to act or perform the duties and exercise the powers of the Recording Secretary, shall handle all matters pertaining to correspondence that may be assigned to the Corresponding Secretary by the President and shall perform such duties and have such other powers as the Board may from time to time prescribe.

**Sec. 7.05.6 Convention Treasurer** – The biennial Convention Treasurer with the President shall sign all membership cards and work with the regional Chairmen and Vice- Presidents to do everything possible to increase IPAT, Inc. membership. The biennial Convention Treasurer serve on the Finance Committee. The IPAT, Inc. Treasurer is the official Biennial Convention Treasurer and must be a United States Citizen residing in the United States during their term of office.

**Sec. 7.05.7 Historian** – The Historian shall keep and be responsible for all materials of historical interest pertaining to IPAT, Inc. All such material which the Historian deems of permanent interest shall be kept in the museum under supervision of the Museum Committee, or in the absence thereof, at IPAT, Inc. office or such other place as the Board may from time to time approve.

## **SECTION 8.00 ARTICLE 8 - REGIONS**

**Sec 8.01 Designation of Regions** – Far East/Asia/Australia/New Zealand, Japan, Europe/Africa/Middle East, Central/South/Latin America/Canada, United States –

- **Eastern Region** (Connecticut, District of Columbia, Delaware, Iowa, Illinois, Indiana, Massachusetts, Maryland, Maine, Minnesota, Michigan, Missouri, New Hampshire, Ohio, Pennsylvania, Kentucky, New Jersey, New York, Rhode Island, Virginia, Vermont, West Virginia, Wisconsin)
- **Southern Region** (Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, Oklahoma, Puerto Rico, South Carolina, Tennessee, Texas),
- **Western Region** (Alaska, Arizona, California, Colorado, Hawaii, Idaho, Kansas, Montana, North Dakota, Nebraska, New Mexico, Nevada, Oregon, South Dakota, Utah, Washington, Wyoming).

The Board may from time to time extend, change or designate new regions.

**Sec. 8.02 Purposes** – Each Region shall be responsible for promoting porcelain arts and IPAT, Inc. within the country, states, provinces, countries, and cities within that regions and may hold Regional Conventions and such other activities as the Representative of that Region and the President deems appropriate providing they have been approved by the Board of Directors.

**Sec. 8.03 Regional Chairmen** –Nominations for each region will be made from the floor. Members in all other regions outside the U.S. shall select their own Regional Representative. Each Regional Representative shall serve in that capacity until the next Biennial Convention. The Regional Representative in cooperation with the President shall have responsibility for planning and promoting the Regional Conventions and other activities sponsored by the Region with the approval of the Board of Directors.

## **SECTION 9.00 ARTICLE 9 – CONVENTIONS**

**Sec. 9.01 Biennial** – IPAT, Inc. shall hold in each even numbered year an International Convention (Biennial Convention) for the purpose of promoting the porcelain arts and displaying and exhibiting the art works (excluding any work done with decals). Competition pieces must be the artist's own work and shall have been completed in the two (2) years preceding the Biennial Convention. The artist must be a member of IPAT. Paintings and mixed media pieces are eligible for competition and exhibition. Mixed Media as defined by IPAT: is any art form that contains an element of fired porcelain. The Biennial Convention shall be planned by the elected officers, led by the President, subject to such rules and regulations as the Board may from time to time prescribe.

**Sec. 9.02 Regionals** – IPAT, Inc. Regional Conventions in the United States may be held in odd numbered calendar years, the time and place of the meeting being determined by the President, who shall notify the Board in accordance with procedures established by the Board. One of the U.S.A. Regional Conventions may host the annual business meeting.

IPAT, Inc. Regional Conventions outside the U.S.A. may be held in odd numbered, calendar years, unless previously approved by the Board to be held in an even year. The time and place of the meeting being determined by the Elected Regional Representative, who shall notify the President in accordance with procedures established by the Board.

**Sec. 9.03 Proceeds from Biennial Conventions** - The proceeds received from exhibits and projects of IPAT, Inc. in connection with the Biennial Convention, shall after payment of all costs and expenses, be applied as follows:

**Sec.9.03.1 Educational Projects** – Proceeds from profits designated for educational purposes shall be deposited in the Educational fund.

**Sec. 9.03.2 Museum Projects** – Proceeds from profits designated for museum purposes shall be deposited in the Museum fund.

**Sec. 9.03.3 Balance** – The balance shall be deposited with the general funds of IPAT, Inc. to be used in such a manner as the Board shall direct.

**Sec. 9.04 - Proceeds from the U.S.A. Regional Conventions** – The proceeds received from Regional Conventions, after payment of all costs and expenses, shall be applied as follows:

**Sec. 9.04.1 Educational Projects** – Proceeds from profits designated for educational purposes shall be deposited in the Educational fund.

**Sec. 9.04.2 Museum Projects** – Proceeds from profits designated for museum purposes shall be deposited in the Museum fund.

**Sec. 904.3 Balance** - The balance shall be deposited with the general funds of IPAT, Inc. to be used in such a manner as the Board shall direct. Notwithstanding the preceding paragraph, proceeds from regional Conventions held outside the U.S. shall be retained by the applicable region.

**Sec. 9.05 - Other shows** - Upon Board approval, proceeds from conventions other than those hereinabove described may be retained by the region or other group sponsoring the same.

#### **SECTION 10.00 ARTICLE 10 - INDEMNIFICATION**

IPAT, Inc. shall have the power to indemnify any Director, Officer or Committee member or former Director, Officer or Committee Member for expenses and costs (including attorney's fees) actually or necessarily incurred by her/him in connection with any claim asserted against her/him, by action, in court or otherwise, by reason of her/his being or her/his having been such Director or Officer, except in relation to matters as to which she/he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

#### **SECTION 11.00 ARTICLE 11 - GENERAL PROVISION**

**Sec 11.01 Legal Authorities Governing Bylaws, the laws of the State of Texas** – All references in the bylaws to statutes, regulations or other sources or legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any bylaws provision is held to be invalid, illegal or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal or unenforceable provision had not been included in the bylaws.

**Sec. 11.02 Parliamentary Authority** – The rules set forth in the current edition of “Robert’s Rules of Order Newly Revised” shall be used to conduct the affairs of the Corporation in all instances where the same are applicable, and in which such rules are not inconsistent with the bylaws or any special rules of order which the corporation may adopt.

**Sec. 11.03 Annual Statements** – Not later than four (4) months after the close of each fiscal year, the Board of Directors, or such Officers, employees, agents or other representatives of the Corporation acting under the direction of the Board, shall prepare:

(a) a balance sheet showing in reasonable detail the financial condition of the Corporation as of the close of its fiscal year and

(b) a revenue and expenditure statement showing the results of the Corporation’s during its fiscal year. Upon written request from any member and at the member’s expense, the Corporation shall promptly mail to the member a copy of its most recent balance sheet and statement of revenues and expenditures. IPAT, Inc. Financial records shall be reviewed at the close of every even-numbered year by an accountant who is appointed by the Board of Directors and approved by the Membership at the Biennial Membership Meeting.

**Sec. 11.04 Fiscal year** – The fiscal year of IPAT, Inc. shall be from January 1 (one) to December 31 (thirty-one).

**Sec. 11.05 Amendments to Bylaws** –The bylaws may be amended by the Board of Directors with a  $\frac{3}{4}$  majority.

**Sec. 11.06 Board Approved Documents** - The policies, procedures, job descriptions, handbooks, and other documents the IPAT Board approved will be identified at the end of Standing Rules for future reference.

## **STANDING RULES FOR THIS SECTION OF THE BYLAWS COULD BE AS FOLLOWS:**

### **SECTION 1.00 ARTICLE 1 - NAME**

Name: Current paid members of IPAT may use the signature status of IPAT if they have attained the status of Master Artist Certification. That status shall be printed as “IPAT Master Artist” and may be placed on their pieces in public Exhibition.

### **SECTION 2.00 ARTICLE 2 - PURPOSE**

Purpose: IPAT members may exchange their ideas and their designs and through various public media. This will help promote the art.

### **SECTION 3.00 ARTICLE 3 – OFFICE AND AGENT**

Office and Agent: The IPAT Office Manager will be IPAT’s Registered Agent in complying with the requirements of the Texas Non-Profit Corporation act.

### **SECTION 4.00 ARTICLE 4 – MEMBERSHIP**

Membership: Members may promote the art but may not malign the organization in a public way.

**Sec. 4.02.1** All members may submit for consideration to be included in The Porcelain Artist Magazine.

**Sec. 4.03** Lifetime and Honorary Members may be established by the Board of Directors. Convention Honored/Guest/Special artists or IPAT school teachers or workshop artists shall be elected by the Board of Directors.

**Sec. 4.04** Dues/Subscriptions are due on a yearly basis. IPAT members will receive 4 magazines after payment is received. USA member dues/subscriptions are \$52.00 for 4 magazines. Non-USA member dues/subscriptions are \$57.00 for 4 magazines. Use of a credit card will incur an additional \$3 fee. Magazines which are sold prior to a member’s current dues/subscription payment will be sold for \$15.00 each plus shipping costs. Magazines which are older than 1 year past the current year shall include shipping costs and may be sold at USA \$12.50 each and for Non-USA members will cost \$21.00 each.

### **SECTION 5.00 ARTICLE 5 – BOARD OF DIRECTORS**

**Sec 5.01** – The Board of Directors shall be advised quarterly on the operations of IPAT, Inc. unless otherwise directed by the Executive Committee. The Board of Directors will receive monthly detailed reports from the IPAT Office on all income, sales and expenditures.

The Board will approve policy, procedures, job descriptions, handbooks, standing rules and other documents as needed to implement the Bylaws. These documents are filed in the Office for future reference.

**Sec. 5.01.2** – Terms – All voting members of the board may serve in a voting board position for up to but not more than 6 years consecutively.

**Sec 5.01.3** – Attendance – All board members, or their proxy, are required to vote or recuse on each board vote. Failure to vote or to recuse on 2 or more board votes by the board member or their proxy will result in dismissal from the Board of Directors. The President and Treasurer, as per the Texas Non-Profit Corporation Act, are exempt from dismissal.

**Sec 5.01.4** – Consent of Directors – After election at convention all board members will submit in writing to the IPAT Office their acceptance that email or other electronic means may be used to conduct all IPAT business.

**Sec 5.01.5** – Chairman of the Board – The Chairman of the Board must be familiar and must follow Robert’s Rules of Order to conduct business. The Chairman shall select Committee Members who will help him/her in conducting the affairs of IPAT without friction. The Chairman must be included as a signee on all fiscal contracts. The Chairman will be over all matters of IPAT, Inc. including the convention hotel contract and convention budget.

**Sec 5.01.6** – Committees – Each Committee shall keep regular minutes which are filed quarterly with the IPAT Office. The Chairman and President are ad hoc members of all committees.

## **SECTION 6.00 ARTICLE 6 – STANDING COMMITTEES**

**Sec 6.01** – All contracts, deeds, and legal documents must be voted on and passed by a majority of the board. No fiscal nor legally binding document can be signed without approval by the Board of Directors. All hotel contracts will be negotiated by the Finance Committee and/or with professional meeting planners. Final hotel contracts will be voted on and passed by a 3/4 majority vote of the Board. All hotel contracts will be signed by the President and the Chairman of the Board.

## **SECTION 7.00 ARTICLE 7 – OFFICERS**

**Sec. 7.05.3 Second Vice-President** – Shall be Membership Chairman, shall do everything possible to increase membership of IPAT, Inc. and shall oversee the delinquent dues and mailing to take place at the IPAT, Inc. office. The Second Vice-President shall co-ordinate all Regional Chairmen on the progress of Membership renewal and promotion campaign.

## **SECTION 8.00 ARTICLE 8 - REGIONS**

**Sec. 8.03 - Regional Chairmen** – Regional Chairmen must maintain the membership prior to end of each year. They are required to vote (or a written abstain) on all board votes. If they fail to vote or abstain (in written form) for 2 board votes they will be warned once. If they do it again, they will be removed from the board.

Regional Chairmen represent all the members in their areas and must do the following:

1. Contact any of their area-members who did not renew.
2. Promote and bring new members from the areas they represent.
3. Submit at least 2 articles during their (two year) term from members in their area.

## **SECTION 9.00 ARTICLE 9 – CONVENTIONS**

**Sec. 9.0.1** - The Biennial Convention shall be planned by the elected officers subject to such rules and regulations as the Board may from time to time prescribe. The plan should include a budget, a timetable and manpower chart, all purchases and entertainment expenses projection to protect the organization from having gross expenditures and/or unexpected results. The President shall recommend the Convention Honored/Guest/Special artists or IPAT school teachers or workshop artists to the Board.

Last amended August 2010 Irving, Texas, Pam Dieckert

Last amended August 2018 Miami, Florida, Dolly Chu

Last amended IPAT Board March 2020