

CONSTITUTION AND BY-LAWS

ALABAMA DESIGNER/CRAFTSMEN

Article I

General

Section 1. Name The name of the organization shall be Alabama Designer/Craftsmen, Inc. (hereafter called “AD/C”).

Section 2. Purpose AD/C is organized to acquire, accept, administer and distribute funds and property which shall be devoted exclusively to charitable, scientific, literary or educational purposes of charitable foundations, all of which shall be consistent with the public interest. AD/C may sponsor and promote craft shows and exhibits; shall encourage a wide appreciation and preservation of traditional crafts; shall promote appreciation of the aesthetic value of crafts as well as the utilitarian function; shall encourage creative and personally expressive design using contemporary as well as traditional crafts media; shall promote and maintain high standards of design and craftsmanship; shall provide an organization for inspiration, cooperation, and exchange of information among Alabama craftsmen and others interested in fine crafts; and may publish and disseminate information and materials pertaining to fine crafts.

Section 3. Offices The location of AD/C’s principal office shall be fixed by the Chief Executive Officer of AD/C. The registered office may be, but shall not be required to be, the same as the principal office.

Section 4. Seal The corporate seal may be used for marking all official documents and correspondence, including, but not limited to, certificates of merit, certification of resolutions, and the like. In the absence of the seal, the word "SEAL" written beside the name of AD/C shall serve as the corporate seal.

Section 5. Notice Any notice required to be given to the Members shall be deemed given if published in a newsletter, sent as an e-mail blast, published on the AD/C website, or sent by surface mail. The date of the notification shall be three (3) days following electronic publication or 7 days following surface mailing.

Article II

Members

Section 1. Members Membership in AD/C shall be contingent on payment of annual dues. Each member shall have (1) vote in AD/C matters and will receive notification of business meetings and social events by e-mail or surface mail (if the member does not subscribe to e-mail.) Corporate membership is available. Corporate members are sponsors and are not considered voting members. Membership is available to Alabama residents who acknowledge and uphold the purposes, policies, and standards of AD/C. Membership is not limited to practicing craftsmen. A member may retain membership if he/she moves out of state.

Section 2. Dues The dues of AD/C shall be paid annually for each Membership year. Dues shall be set by the Executive Committee. Dues shall be due and payable in January of each year and delinquent after

March 15th. Membership dues paid after March 15th will incur a late fee of \$10.00. Dues are \$45.00 for voting members and \$100.00 for corporate members. New members joining after September 1st may pay one-half the annual fee.

Section 3. Membership Year The membership year shall run from January 1 of each year to December 31 of such year.

Section 4. Meetings Meetings of AD/C shall be as follows:

(a) Meetings are held on the second Tuesday of each month, at a time when a meeting room at Samford University is available. The meeting time is 6:00 pm unless announced otherwise. Meetings may be held at other locations and at other announced times.

(b) The “Annual Meeting” of the members shall be held in January of each year. Notice of the specific time and place shall be published 30 days prior to the meeting.

(c) Special meetings of the members may be called by the Chief Executive Officer or by any three (3) members of the Executive Committee. Written notice of the time, place and purpose of such special meetings shall be sent to all members at least fifteen (15) days prior to the date of the meeting.

Section 5. Votes Each dues-paid member shall have one (1) vote. Any member of AD/C may give a written proxy vote to any other member with directions or discretion, provided the document is dated and signed. Any proxy is revoked upon physical appearance of the proxy giver at the meeting for which the proxy is given. Mail ballots may be used for the election of officers and amendments to the by-laws

Section 6. Quorum The number of dues-paid members present at any meeting shall constitute a quorum. Any action required or allowed by the members shall be taken by a simple majority (50%) of those present at a duly constituted meeting.

Article III

Executive Committee

Section 1. Creation and Authority The Executive Committee shall be one of the standing committees of AD/C. It shall have and may exercise the full authority of AD/C and shall carry out the day-to-day business.

Section 2. Appointment The Executive Committee shall consist of the President, the Vice-President, the Second Vice-President (who is also the Membership Chairman), the Secretary and the Treasurer.

Section 3. Meetings Meetings of the Executive Committee may be held at such time and place as the President may designate. Special meetings of the Executive Committee may be called by any member thereof upon not less than two (2) days notice stating the place, date and hour of the meeting. Any meeting may be conducted by telephone conference call at the discretion of the President.

Section 4. Action Without Meeting Any action taken by the Executive Committee may be taken without a meeting if a written consent setting forth the action be signed by all members of the Committee.

Section 5. Quorum A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting. Any action by the Executive Committee shall be by a majority of those present at the meeting.

Section 6. Records The Executive Committee shall keep regular minutes of its proceedings and report the same at the next regular meeting of AD/C following the Executive Committee meeting.

Article IV

Officers

Section 1. Designation and Duties Designation and duties of the officers of AD/C are as follows:

- (a)President The President shall be responsible for calling and presiding over meetings, assigning duties, and overseeing the work of the committee chairmen and shall be the Chief Executive Officer of AD/C. The President shall appoint the Chairman of the Standards Committee who will be responsible for maintaining the organization's policies for member reference.
- (b)Vice-President The Vice-President shall perform all duties of the President in his/her absence or during his/her inability to act. The Vice-President shall be responsible for the programs at the monthly meetings and arrange for meeting locations.
- (c)Second Vice-President The Second Vice-President shall assist the Vice-President and be responsible for maintaining and publishing a current membership roster for distribution at the March meeting and also maintain current membership information to be available to members throughout the year. The Second Vice-President shall send a welcome letter to all new members and advise the webmaster of their membership information as well as advise the new member of the username and password for access to the member's area of the AD/C

website. The new member should be advised that most necessary information for membership can be found on the AD/C website.

(d)Secretary The Secretary shall be responsible for keeping minutes for all regular and special membership meetings and all meetings of the Executive Committee and will provide the webmaster with such minutes no later than two weeks after said meeting. The Secretary shall be responsible for correspondence on behalf of AD/C.

(e)Assistant Secretary The Assistant Secretary shall assist the Secretary as necessary. This position shall be appointed by the Secretary to secure a good working relationship.

(f)Treasurer The Treasurer shall have custody of the money and securities of AD/C; shall receive and disburse its funds as prescribed by the membership; and shall submit to the Annual Meeting an accurate statement of the financial affairs of AD/C and such other reports as may be required. The Treasurer shall submit tax records for AD/C as required. The Treasurer shall submit all records for an annual audit to be made by three (3) members who are not serving as officers or an independent public accountant no later than three (3) months after the close of AD/C's fiscal year.

(g)Assistant Treasurer The Assistant Treasurer shall assist the Treasurer as necessary. This position shall be appointed by the Treasurer to secure a good working relationship.

Section 2. Election of Officers The slate of officers will be presented at the September meeting, elected at the October meeting, take office in January of the following year and serve a term of one year. If, for any reason, an officer is unable to complete his/her term, the Executive Committee shall appoint a member to the unexpired term.

Article V

Committees

Section 1. Standing Committees The standing committees shall consist of the following: (1) Executive, (2) Standards, (3) Membership, (4) Newsletter, (5) Public Relations, (6) Nominating, and (8) Advisory. The chairperson of each standing committee shall be appointed by the President. The chairperson of each committee may appoint members to assist him/her except the Nominating Committee.

Section 2. Standards Committee Members of the Standards Committee shall represent the media categories of clay, wood, fiber, glass, metal, paper and others as needed. The Standards Committee is committed to upholding and maintaining the purposes of AD/C as stated in Article 1, Section 2 of this document. The President of AD/C shall appoint the Chairperson of the Standards Committee. The President may serve as a member. The Chairperson of the Standards Committee has the responsibility of keeping a record in which he/she records the application information along with images of each applicant's work and the results of the preliminary jury process and the final jury process. This record will be passed along to each successive Standards Committee chairman. The Standards Committee chairman is

responsible for notifying each applicant of the results of his/her jury experience.

Section 3. Membership Committee The Membership Committee shall be responsible for membership recruitment and membership renewal and shall maintain an up-to-date membership list. The 2nd Vice-President shall serve as the Chairman of the Membership Committee.

Section 4. Newsletter Committee The Newsletter Committee shall be responsible for publishing and distributing a newsletter and/or notices for the purpose of informing members of meetings, events and developments. In the absence of a Newsletter, notices shall be sent otherwise. Such notices can be published on the AD/C website, sent by e-mail or sent by surface mail. Each member will receive such notices but it is the responsibility of each member to notify the Newsletter Committee how he/she wishes to receive such notices.

Section 5. Nominating Committee The Nominating Committee is composed of four (4) members appointed by the President. They shall select a slate of officers and present them at the September meeting.

Section 6. Advisory Committee The Advisory Committee is composed of all past presidents of AD/C. They shall meet at least once a year to advise the incoming president.

Article VI

Financial Affairs

Section 1. Fiscal Year AD/C's fiscal year shall run from Jan 1 through Dec31 of each year.

Section 2. Budget The budget shall be presented annually to the membership by the Treasurer for approval. It shall include itemization of anticipated sources and uses of funds.

Section 3. Expenses Reimbursement for any expense incurred while carrying out AD/C's business will be made upon presentation of an itemized statement of said expense to the Treasurer.

Section 4. Signature Any agreements, notes, drafts, or contracts shall normally require the signature of any one officer or as otherwise approved by the Executive Committee.

Section 5. Indemnity AD/C shall indemnify and hold harmless its officers, employees, agents and other persons to the full extent of its rights and powers to do so as provided by the present and future laws of the State of Alabama. AD/C may purchase and maintain insurance of behalf of any person(s) within the coverage of this Section against any liability asserted against him/her or incurred by him/her in any capacity on behalf of AD/C which would be included in this Article, or arising out of his/her status as such a person, whether or not AD/C would have the power to indemnify him/her against such liability under the present or future laws of the State of Alabama.

Article VII

Amendments

Section 1. The By-laws may be amended at any regular meeting of the Members with the affirmative vote of at least two-thirds (2/3) of the votes of the members present. Any proposed amendment of the By-laws to be presented to the membership shall be published in the newsletter or e-mailed/surface mailed to the membership ten (10) days

October 12, 2010

prior to the date of the meeting at which the proposed change(s) will come before the membership for a vote.