



AMENDED AND RESTATED  
**BYLAWS OF**  
**CONTEMPORARY CERAMIC STUDIOS ASSOCIATION**  
A Florida nonprofit corporation  
UPDATED 01/19/2016

## TABLE OF CONTENTS

### ARTICLE I

#### Purposes

	Page
Section 1.01 Mission.....	1
Section 1.02 No Private Benefit .....	1

### ARTICLE II

#### Members of the Corporation

Section 2.01 Members .....	1
Section 2.02 Types of Members.....	1
Section 2.03 Franchises.....	1
Section 2.04 Admission to Membership; Dues .....	2
Section 2.05 Member Representative .....	2
Section 2.06 Voting Rights .....	2
Section 2.07 Annual Meetings .....	3
Section 2.08 Regular Meetings .....	3
Section 2.09 Special Meetings .....	3
Section 2.10 List of Voting Members .....	3
Section 2.11 Quorum .....	3
Section 2.12 Action by Members.....	4

Section 2.13 Adjournments .....4  
Section 2.14 Record Date.....4  
Section 2.15 Consent of Members in Lieu of Meeting .....4  
Section 2.16 Waiver of Notice ..... 4  
Section 2.17 Termination/Resignation of Members.....4  
Section 2.18 Presiding Officer ..... 5  
Section 2.19 Action by Written Ballot..... 5  
Section 2.20 Proxies .....5

**ARTICLE III  
Directors**

Section 3.01 Powers..... 6  
Section 3.02 Number of Directors; Increases and Decreases..... 6  
Section 3.03 Election and Removal of Directors ..... 7  
Section 3.04 Term of Office..... 8  
Section 3.05 Resignations ..... 8  
Section 3.06 Vacancies.....9  
Section 3.07 Regular Meetings ..... 9  
Section 3.08 Special Meetings .....9  
Section 3.09 Waiver of Notice..... 9  
Section 3.10 Quorum, Manner of Acting and Adjournment .....10

**ARTICLE IV  
Officers**

Section 4.01 Number, Qualifications and Designation ..... 10

**ARTICLE V  
Indemnification**

Section 5.01 Procedure for Effecting Indemnification..... 10  
Section 5.02 Advancing Expenses ..... 10  
Section 5.03 Scope of Article..... 11

**ARTICLE VI  
Miscellaneous**

Section 6.01 Corporate Seal..... 11  
Section 6.02 Amendment of Bylaws ..... 11

**AMENDED AND RESTATED BYLAWS  
OF  
CONTEMPORARY CERAMIC STUDIOS ASSOCIATION**

**ARTICLE I  
Purposes**

**Section 1.01 Mission Statement.**

The Mission of the CCSA is to promote our industry and be a resource for our members.

**Section 1.02 No Private Benefit.**

Being a nonprofit, charitable corporation, the Corporation will not have nor issue capital stock or other evidences of private ownership or interest in the Corporation or any of its assets, and no part of the net profits of the Corporation will inure to the benefit of any private individual. The purposes and powers of the Corporation are set forth in, and governed and limited by, its Articles of Incorporation.

**ARTICLE II  
Members of the Corporation**

**Section 2.01 Members.**

Members of the Corporation may be Contemporary Ceramic Studios or Suppliers (as such terms are defined below). The Members of the Corporation from time to time shall consist of those entities and individuals who are admitted to membership by a Majority Vote of the Board of Directors (as defined below).

**Section 2.02 Types of Members.**

A Contemporary Ceramic Studio member must be a retail and service studio, home studio, finished ware producer, or mobile studio specializing in fired and non-fired arts.

A Discovery membership is available for those who intend to open a Contemporary Ceramic Studio as described above but are not yet open. The benefits of the Discovery membership are less than full Studio Member and Discovery membership is renewable or can be converted to a Full Studio Membership once the business is open and operating.

Supplier Members. A "Supplier" Member must be a business that manufactures or supplies products or services for resale or use by Contemporary Ceramic Studios.

*Associate supplier* category is available with limited benefits and includes finished ware manufacturers.

**Section 2.03 Franchises.**

If approved by the Board of Directors, franchisors will be admitted as Supplier Members and if they have company-owned retail locations, as Contemporary Ceramic Studio Members as well; however, they will only be entitled to one vote per franchisor. If approved by the Board of Directors, franchisees will be admitted as Contemporary Ceramic Studio Members. All of the provisions of the Bylaws shall be subject to the provisions of this Section 2.03.

#### **Section 2.04 Admission to Membership; Dues.**

Any individual or entity meeting the prescribed qualifications for a class of membership may apply for membership by submitting to the Corporation a completed and signed application, in such form as a Majority Vote of the Board of Directors may determine. Dues for the year must accompany the application. The Board of Directors may review any application and shall have sole authority to grant and terminate memberships. Further, the Board of Directors may create a Membership Subcommittee to act on its behalf in the review of membership applications. Applicants will receive notification of acceptance or denial within fifteen (15) calendar days of application received.

At the option of the Board of Directors, persons may be required to apply for membership periodically.

Membership dues, if any, shall be fixed by a resolution adopted by a majority vote of the Board of Directors.

Ethical Requirements. The Board of Directors can revoke or deny membership to any applicant for the following reasons:

- a. Providing false information on membership application.
- b. Applicant or agent of applicant found guilty of any felony or misdemeanor crime of moral turpitude by a court with competent jurisdiction including violation of local safety ordinances.
- c. Failure to pay annual dues to the CCSA.
- d. As an active Studio Member, using CCSA resources to solicit or sell services or goods.

#### **Section 2.05 Member Representative.**

A Member which is an entity may send more than one individual to meetings of the Members; however, only one such individual shall be designated by the Member to be authorized to vote on behalf of the Member.

#### **Section 2.06 Voting Rights.**

Each Member in good standing shall be a "Voting Member" of the Corporation and shall have one vote with respect to all matters on which Voting Members are entitled to vote. The Board of Directors shall have sole voting power, authority and control with respect to all matters affecting the Corporation, except for the following matters, which are subject to the vote of the Voting Members:

- a. Alteration, amendment or repeal of the Articles of Incorporation;
- b. Election of directors;
- c. Adoption of any plan of merger or consolidation of the Corporation;
- d. Sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, of the assets of the Corporation;
- e. Adoption of any plan for the distribution of the assets of the Corporation; and
- f. Any other matter referred to the Voting Members by the Board of Directors.

### **Section 2.07 Annual Meetings.**

The Annual Meetings of the Members shall be held in conjunction with the annual convention of the Corporation, or on such other date and at such other time and place as the Board of Directors shall determine. They shall transact such other business as properly may be brought before them. Written notice of Annual Meetings stating the date, time and place shall be given to each Voting Member not less than twenty-one (21) nor more than fifty (50) days before the date of the meeting.

### **Section 2.08 Regular Meetings.**

Regular meetings of the Members may be held on such dates and at such times and places as the Board of Directors shall determine. To the extent reasonably possible, written notice of regular meetings stating the date, time and place shall be given to each Voting Member not less than twenty-one (21) nor more than fifty (50) days before the date of the meeting.

### **Section 2.09 Special Meetings.**

Special meetings of the Members may be called by the President, a Vice President or a Majority Vote of the Board of Directors. Upon such call, the Secretary shall send written notice of such special meeting, stating the date, time, place and purpose, to each Voting Member not less than twenty-one (21) nor more than fifty (50) days before the date of the meeting. Business transacted at a special meeting shall be limited to the purpose stated in the notice.

### **Section 2.10 List of Voting members.**

A list of names of voting members will be available at the CCSA corporate offices. Such list shall be open to examination by all members during ordinary business hours for a period of at least ten (10) days prior to the meeting.

### **Section 2.11 Quorum.**

Voting Members may take action on any matter at a meeting of Members only if a quorum of the Voting Members exists. Unless otherwise provided by law or the Articles of Incorporation, one tenth (1/10) of the Voting Members, present personally or by proxy, shall constitute a quorum of the Voting Members. Business may be conducted once a quorum is present and may continue through the meeting and (unless a new record date is, or is required to be, fixed for the adjourned meeting) any adjournments, notwithstanding the withdrawal or temporary absence of sufficient Members to reduce the number present to less than a quorum.

### **Section 2.12 Action by Members.**

Unless otherwise provided by law or the Articles of Incorporation or these Bylaws, Member action on any matter shall be determined by the vote of a majority of the Voting Members, present personally or by proxy, provided that a quorum is present.

### **Section 2.13 Adjournments.**

The affirmative vote of a majority of the Voting Members, present personally or by proxy, shall be sufficient in all cases to adjourn a meeting to another date, time and/or place. Notice need not be given of the adjourned meeting if the date, time and/or place thereof are announced at the meeting at which the adjournment is taken, unless a new record date is, or is required to be, fixed for the adjourned meeting. If a new record date is, or is required to be, fixed for the adjourned meeting, written notice of the adjourned meeting shall be given to each Voting Member. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

### **Section 2.14 Record Date.**

In order that the Corporation may determine the Voting Members at any meeting of Members, or to take any other action, the Board of Directors may fix in advance a record date, which shall not be more than seventy (70) days before the date of the meeting or any such other action. Unless another time is specified by the Board of Directors, the time of determination shall be 5:00 p.m. (Boynton, Florida time) on the day before notice of the meeting is sent.

### **Section 2.15 Consent of Members in Lieu of Meeting.**

Any action which may be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the Voting Members. Such consent shall have the same effect as a unanimous vote of such Members.

### **Section 2.16 Waiver of Notice.**

Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except when a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **Section 2.17 Termination/Resignation of Members.**

Any membership may be terminated by a Majority Vote of the Board of Directors for falsifying information on the membership application, failure to pay dues, failure to continue meeting the membership qualifications or upon any other reasonable basis. A Member may resign by notifying the Corporation in writing.

Membership can be transferred or reassigned with by approval by the Executive Director.

### **Section 2.18 Presiding Officer.**

Meetings of the Members shall be presided over by the President, or if the President is not present, by a Vice President, in the order designated by the Board of Directors, or if a Vice President is not present, by a presiding officer to be chosen by a Majority Vote of the Board of Directors. The Secretary of the Corporation, or, in the Secretary's absence, an Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present, the presiding officer shall choose any person present to act as secretary of the meeting.

### **Section 2.19 Action by Written Ballot.**

Any action that the Corporation may take at any regular or special meeting of Members may be taken without a meeting if the Corporation delivers a written ballot to every Voting Member. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. All solicitations for votes by written ballot shall:

- a. indicate the number of responses needed to meet the quorum requirements,
- b. state the percentage of approvals necessary to approve each matter other than election of directors and
- c. specify the time by which a ballot must be delivered to the Corporation in order to be counted (which time shall not be less than three [3] days after the date that the Corporation delivers the ballot).

Approval by written ballot pursuant is valid only if both

- a. the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and
- b. the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A written ballot shall not be revoked. Written vote may be taken by electronic mail or survey.

### **Section 2.20 Proxies.**

A Member may vote the Member's votes in person or by proxy. A member may appoint a proxy to vote or otherwise act for the Member by signing an appointment form, either personally or by the Member's attorney-in-fact. An appointment of a proxy is effective on receipt by the Secretary or other officer or agent authorized to tabulate votes. An appointment is valid for eleven (11) months unless a different period is expressly provided in the appointment form. An appointment of a proxy is revocable by the Member unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest. Appointments coupled with an interest include the appointment of any of the following:



- a. a pledgee.
- b. a person who purchased, agreed to purchase, holds an option to purchase or holds any other right to acquire the Member's interest.
- c. a creditor of the Corporation who extended or continued credit to the corporation under terms requiring the appointment.
- d. an employee of the Corporation whose employment contract requires the appointment and a party to a voting agreement created pursuant to Florida Statute.

The death or incapacity of the Member who appoints a proxy does not affect the right of the Corporation to accept the proxy's authority unless the Secretary or other officer or agent authorized to tabulate votes receives written notice of the death or incapacity before the proxy exercises authority under the appointment.

Appointment of a proxy is revoked by the person who appoints the proxy by either:

- a. attending any meeting and voting in person.
- b. signing and delivering to the Secretary or other officer or agent authorized to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form.
- c. an appointment coupled with an interest is revoked if the interest with which it is coupled is extinguished.

## **ARTICLE III**

### **Directors**

#### **Section 3.01 Powers.**

Subject to such limitations as are imposed by law, if any, the Board of Directors will have full power and authority to manage and control all of the affairs of the Corporation, and to exercise all of its powers. It may appoint such officers, agents and committees as it deems proper, and may delegate authority to them; provided, however, that the Board of Directors may not delegate authority for any action that is required by law, the Articles of Incorporation or these Bylaws to be taken by the Board of Directors. The Board of Directors may establish such rules for the conduct of its business, consistent with the provisions of these Bylaws, as it may determine from time to time.

#### **Section 3.02 Number of Directors; Increases and Decreases.**

The Board of Directors shall consist of such number of directors, not fewer than four (4) or more than fifteen (15), as may be determined from time to time by resolution of the Board of Directors. A tie in voting with an even member board:

##### **1. Executive Positions**

If there is a tie in electing Executive positions, the candidates will be dismissed for discussion among the remaining Board and a revote takes place.

If the vote remains a tie, the three immediate past presidents not currently serving on the Board and members in good standing shall be the deciding vote.

## 2. General vote within the Board:

The Board will have further discussion in the hopes of achieving a majority. The motion will not pass until the majority is achieved and tabled until the next meeting.

If there is a tie in a general election vote among the membership, there will be a run-off.

The ED shall never be the tie breaker in any scenario.

### **Section 3.03 Election and Removal of Directors.**

New directors will be elected by ballot at least two (2) months before the annual Member Meeting, in accordance with the Articles of Incorporation, these Bylaws and the laws of the State of Florida. The board of directors reserves the right to have election results certified by a third party.

All directors of the Corporation shall be natural persons of at least 21 years of age, CCSA members in good standing and meet the requirements below. Representatives of franchise systems (including franchisors and franchisees) may not have more than one designee on the Board of Directors. Any previous board member who resigned or was removed from the board of directors will no longer be eligible to serve on the board unless approved by a majority vote of the board.

#### ***Board of Directors Qualifications/Requirements***

1. Two (2) years minimum in the PYOP industry and a CCSA member in good standing for at least one (1) year.
2. A letter of intent stating qualifications and why they want to be on the board.
3. A studio position must be held by an owner of a studio business.
4. Studio nominees must be monetarily responsible to their vendors.
5. The prospective board member must contact two (2) current board members to discuss the demands of the position so that they were informed of the expectations.
6. The Suppliers shall provide their elected representative.

Once nominated, nominee must read the Board Member Guidelines and then sign a statement of understanding and the conflict of interest statement. This is to be signed before the members vote.

Nominations for the office of director may be made when requested prior to elections by providing written notice to the board. Any Member may nominate as many persons for the office of director as there are positions to be filled. If nominations for the office of director have been called for as herein provided, only candidates who have been nominated in accordance herewith shall be eligible for election.

A director may be removed before the expiration of his or her term if a majority vote of the Board of Directors at any regular or special meeting of the Board of Directors called for such purpose vote in favor of such removal or if such removal is in accordance with the other provisions of these Bylaws. A director shall be deemed to be removed before the expiration of his or her term, effective automatically, without the taking of any action on the part of the Corporation, if such director shall cease to be engaged in the contemporary ceramic industry or the ceramic industry business, effective as of the date of such cessation. Each director shall immediately notify the Board of Directors in writing if he or she ceases to be engaged in the contemporary ceramic industry or the ceramic industry business.

Any Board Member whose business status changes (type of membership, business closes, etc.) is removed from the board effective immediately.

This member can be added to the board after removal only by a unanimous vote of the board to complete current term.

#### **Section 3.04 Term of Office.**

The term of office for studio directors will be three (3) years; provided, however, that each director will serve until his or her term expires and successor has been duly elected and qualified. Notwithstanding anything contained in this Agreement to the contrary, no person shall serve as a director for more than two (2) consecutive three (3)-year terms; provided, however, that any such person may continue to serve as a director until his or her successor has been duly elected and term begins. Supplier directors shall serve for a term of two (2) years. After a one (1) year period after the expiration of such person's term as director, such person may, subject to the immediately preceding sentence, thereafter serve as a director.

#### **Section 3.05 Resignations.**

Any director of the Corporation may resign at any time by giving written notice to the President or the Secretary or Assistant Secretary of the Corporation.

Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **Section 3.06 Vacancies.**

Any vacancy occurring in the Board of Directors may be filled by a Majority Vote of the Board of Directors (excluding the member whose position is vacant), whether or not a quorum is present, or by a sole remaining director at any regular or special meeting. The director so elected shall continue in office until the next election of directors when such director's successor is elected and qualified.

Any newly created directorship shall be deemed a vacancy.

A new Board member must serve one (1) year before being eligible to serve as president.

### **Section 3.07 Regular Meetings.**

Regular meetings of the Board of Directors shall be held at such time and place as shall be designated from time to time by resolution of the Board of Directors; provided, however, that, to the extent reasonably possible, a regular meeting of the Board of Directors shall be held immediately following the Annual Meeting of the Members. If the date fixed for any regular meeting is a legal holiday under the laws of the place where such meeting is to be held, then the meeting shall be held on the next succeeding business day, not a Saturday or Sunday, or at such other time as may be determined by resolution of the Board of Directors. At regular meetings, the directors shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given. A minimum of 11 meetings shall be held each year.

### **Section 3.08 Special Meetings.**

Special meetings of the Board of Directors shall be held whenever called by the President, a Vice President or two (2) or more of the directors. Notice of each such meeting shall be given to each director by telephone or in writing at least twenty-four (24) hours (in the case of notice by telephone) or forty-eight (48) hours (in the case of notice by e-mail or text) or three (3) days (in the case of notice by mail) before the time at which the meeting is to be held. Every such notice shall state the date, time and place of the meeting, but need not state the purpose of, or the business to be transacted at, such meeting.

### **Section 3.09 Waiver of notice.**

Meeting attendance of a person at any meeting will constitute a waiver of notice of such meeting, except when a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **Section 3.10 Quorums, Manner of Acting and Adjournment.**

A majority of the directors then serving shall constitute a quorum for the transaction of business. Except as otherwise specified in the Articles of Incorporation or these Bylaws or provided by statute, a Majority Vote of the Board of Directors shall be the acts of the Board of Directors. For purposes of these Bylaws, the term "Majority Vote of the Board of Directors" means that a majority of the members of the Board of Directors present at a meeting of the Board of Directors have approved or authorized such action, provided that a quorum of the Board of Directors is present at such meeting. The directors shall act only as a board and the individual directors shall have no power as such; provided, however, that any action which may be taken at a meeting of the Board of Directors or of a committee may be taken without a meeting if all directors or committee members, as the case may be, consent thereto in writing. Such consent shall have the same effect as a unanimous vote.

## **ARTICLE IV Officers**

### **Section 4.01 Number, Qualifications and Designation.**

The officers of the Corporation shall be a President, one (1) or more Vice Presidents as may be designated by resolution of the Board of Directors, a Secretary and a Treasurer and such other officers as deemed necessary and voted by a majority of the board. Any two (2) or more offices may be held by the same person. Officers must be directors of the Corporation.

## **ARTICLE V Indemnification**

### **Section 5.01 Procedure for Effecting Indemnification.**

Indemnification of an authorized representative of the Corporation (which, for purposes of this article shall mean a director, officer, employee, fiduciary as defined by the Employee Retirement Income Security Act of 1974 ("Fiduciary") or agent of the Corporation, or a director, officer, employee, Fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise serving as such at the request of the Corporation) shall be made when ordered by court (in which case the expense, including attorneys' fees, of the authorized representative in enforcing such right of indemnification shall be added to and be included in the final judgment against the Corporation) and shall be made in a specific case upon a determination that indemnification of the authorized representative is required or proper in the circumstances because the applicable standard of conduct set forth in the Florida Statutes as amended from time to time has been met. Such determination shall be made in accordance with the Florida Statutes as amended from time to time.

### **Section 5.02 Advancing Expenses.**

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of a director, officer, employee, Fiduciary or agent to repay such amount if it is ultimately determined that such person is not entitled to be indemnified by the Corporation pursuant to Florida Statutes, as amended from time to time.

### **Section 5.03 Scope of Article.**

The indemnification provided in the Articles of Incorporation or by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors, statute or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of such a person.

## **ARTICLE VI Miscellaneous**

### **Section 6.01 Corporate Seal.**

The Corporation may have a corporate seal in the form of a circle containing the name of the Corporation, the year of incorporation and such other details as may be approved by the Board of Directors. Nothing in these Bylaws shall require the impression of a corporate seal to establish the validity of any document executed on behalf of the Corporation.

### **Section 6.02 Amendment of Bylaws.**

Except as may otherwise be provided in the Articles of Incorporation these Bylaws may be amended, repealed or replaced, or new Bylaws may be adopted, by the Board of Directors or the Members of the Corporation at any regular or special meeting. It shall not be necessary to set forth such proposed amendment, repeal or new Bylaws, or a summary thereof, in any notice of such meeting, whether regular or special.