

FLOW BLUE INTERNATIONAL COLLECTORS' CLUB, INC.

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REVISED BY-LAWS July 2011
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REVISED BY-LAWS July 2013
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REVISED BY-LAWS July 2023

ARTICLE I: GENERAL

SECTION 1. NAME. This organization shall be known as THE FLOW BLUE INTERNATIONAL COLLECTORS' CLUB, INC.

SECTION 2. PURPOSE. THE FLOW BLUE INTERNATIONAL COLLECTORS' CLUB, INC. is organized to stimulate, educate, and maintain interest in the collection and study of Flow Blue, Mulberry, and related fields of china, and to promote the exchange of information regarding same between members worldwide.

SECTION 3. LIMITATIONS. This organization shall be non-partisan, non-profit, non-sectarian, and shall be incorporated as a not-for-profit corporation in the State of Illinois.

SECTION 4. PRINTED MATTER. Use of the FLOW BLUE INTERNATIONAL COLLECTORS' CLUB, INC. stationery, printed matter, intellectual property and website content for any purpose, other than Club business, is prohibited without written approval of the Board of Directors. No member shall use the Club's logo other than on behalf of the Club or in connection with Club business.

ARTICLE II: MEMBERSHIP

SECTION 1. WELCOME. Any person interested in Flow Blue, Mulberry or related fields of china shall be eligible for membership.

SECTION 2. APPLICATIONS. Applications for membership shall be in writing, on forms provided for that purpose, or electronically. Applicant will be accepted as a member upon payment of the scheduled dues as provided in Section 3 of Article II.

SECTION 3. DUES. Membership dues shall be at such rate or rates, schedule or formula as set by the Board of Directors. The dues year shall begin January 1st and end on December 31st of each year. Dues will not be prorated. However, first time applicants (only) who apply for membership on or after July 1st but before January 1st will only be charged half the membership dues rate.

SECTION 4. TERMINATION. Membership shall be terminated: Upon resignation in writing of a member; Upon non-payment of dues, after 45 days from due date set by Board; For conduct detrimental to the reputation of the organization as determined by Board of Directors' review of said conduct.

SECTION 5. VOTING. Each member shall be entitled to cast one (1) vote, with the exception of members noted in Article II Section 6a.

SECTION 6. HONORARY MEMBERSHIP.

a. Honorary Membership shall be granted to individuals or organizations at the discretion of, and upon a majority vote of, the Board of Directors. Honorary Members shall have all the privileges of membership except the right to vote and shall be exempt from payment of dues.

b. Honorary Lifetime Membership shall be granted to an existing member for exemplary services to the Club at the discretion of, and upon unanimous vote of, the Board of Directors. Honorary Life Members shall retain all rights and privileges of membership and shall be exempt from payment of dues. Names of persons for consideration as Honorary Life Members may be submitted in writing to the President by any member in good standing.

ARTICLE III: MEETINGS

SECTION 1. ANNUAL MEETING OF MEMBERS. An annual meeting open to the full membership shall be held each year. The time and place of this annual meeting shall be fixed by the Board of Directors and published in the Club Newsletter and on the website at least 30 days prior to the annual meeting. Meetings are open to all paid members in good standing.

SECTION 2. ADDITIONAL MEETINGS OF BOARD OF DIRECTORS AND COMMITTEES. Meetings can be held electronically, i.e., communication with members through electronic means such as internet, teleconference, audio conference, email, and videoconference. A Mid-Year Board Meeting shall be held annually. Additional Board meetings may be called by the President at any time. Notice of these meetings shall be given to each Board member at least thirty (30) days prior to such meeting along with a proxy vote form. The completed proxy may be given to any other Board member who will be attending. Meeting agendas shall be furnished to all Board members at least thirty (30) days prior to such meeting. Meetings of Board committees may be called at any time by the President or committee chairperson.

SECTION 3. REGIONAL MEETINGS. Any regional meeting must be approved by the Board. A regional meeting shall follow those rules and regulations of regional conventions specified by the Board.

SECTION 4. QUORUMS

a. At a general membership meeting, a quorum shall consist of a majority of the total of the members in attendance in person or by proxy.

b. At a Board of Directors' meeting, a quorum shall consist of a majority of the total number of Board members.

ARTICLE IV: OFFICERS

SECTION 1. *OFFICER TITLES.* The elected officers of the Board of Directors shall be:

President
1st Vice President
2nd Vice President
Treasurer
Secretary
Regional Directors – One Director from each region.

SECTION 2. *NOMINATIONS.*

- a. Nominations for Officers of the Board of Directors shall be made by the Nominating Committee consisting of the Regional Directors.
- b. Nominees' names shall be presented to the general membership at the annual meeting. Additional nominations may then be made from the floor.

SECTION 3. *TERM OF OFFICE.*

- a. The term of office shall be two (2) years. Regional Directors may serve two (2) consecutive terms. The Treasurer and 2nd Vice-President, subject to approval of the Board of Directors, may serve additional consecutive terms of two (2) or more years.
- b. The terms of the Regional Directors shall be staggered with half to be elected at each annual meeting. However, if the election of half the Regional Directors per year has been interrupted, a Regional Director may be elected as needed to restore normal rotation. Also, if a Regional Director resigns mid-term, a Regional Director may be elected to serve the remaining term and then may be eligible to serve an initial two (2) year term and a second two (2) year term, subject to the approval of the Board of Directors.

SECTION 4. *DUTIES OF ELECTED OFFICERS.*

- a. **President:** The President shall serve as the executive head of the organization and shall preside at all meetings of the membership and Board of Directors. The President shall determine committees, select committee chairpersons, (except those that are appointed by the Board of Directors), and aid in the selection of committee personnel, subject to the approval of the Board of Directors. The President shall be responsible for preparation of all meeting agendas.
- b. **1st Vice President:** The 1st Vice President shall exercise the powers and authority of the President in the absence or disability of the President. Publicity efforts shall be under the general direction of the 1st Vice President.
- c. **2nd Vice President:** The 2nd Vice President shall assist the 1st Vice President. The annual National Convention Chairperson(s) shall report to the 2nd Vice President.

d. **Treasurer:** The Treasurer shall be responsible for the safeguarding of all funds received by the organization, and for their proper disbursement. If the Board of Directors determines that the office of Treasurer should be bonded, the cost of bonding shall be paid by the organization. All funds shall be kept on deposit in financial institutions approved by the Board of Directors. The Treasurer shall keep accurate records of all receipts and disbursements and shall present an annual compilation of the Club's financial matters.

The Treasurer shall expend money in accordance with the budget approved by the Board of Directors.

The Treasurer shall prepare and present to the Board of Directors at the Mid-Year meeting a financial statement for the fiscal year ended December 31st, and a projected budget for the current fiscal year. The Treasurer shall be responsible for arranging to have the required IRS Form 990 and the Illinois state returns filed annually.

The Treasurer's books and checking account(s) shall be reviewed at the annual meeting by a committee appointed for that purpose by the President.

In the event of the Treasurer being unable to complete the term of office, the books and checking account(s) shall not be turned over to the newly appointed Treasurer until reviewed by the Board of Directors.

e. **Secretary:** The Secretary shall keep an accurate record of all general membership meetings and Board of Directors' meetings. The Secretary shall provide the President and Board Members with a copy of the minutes of all general membership and Board meetings within thirty (30) days following each meeting. The Secretary shall also be responsible for the collection and tabulation of proxies which shall be in writing or electronically. The Secretary will also conduct any assigned Correspondence pertinent to Club operation, generally at the direction of the President.

f. **Regional Directors:** The Regional Directors must reside in the regions which they represent. They shall be responsible for maintaining contact with the members in their region and shall also contact non-renewing members. Regional Directors shall be responsible for planning regional meetings. Regional Directors shall serve as the nominating committee for the election of officers and the Board of Directors. The chairperson of the Nominating Committee shall be the Regional Director with the longest tenure.

g. **Past President:** The Past President shall perform the duties of legal advisor/liaison, shall be a voting member of the Board of Directors and shall attend meetings of the Board, and obtain legal advice for the Board as to Club matters, upon request. Legal advisor/liaison responsibilities will be to obtain and convey professional legal advice to the Board from available sources as requested and as applicable.

ARTICLE V: BOARD OF DIRECTORS

SECTION 1. COMPOSITION OF BOARD. The Board of Directors shall be composed of the President, Vice Presidents, Secretary, Treasurer, the immediate Past President, Regional Directors, Membership Committee Chairperson, Education Committee Chairperson, Newsletter Editor, and Webmaster/Website Committee Chair.

SECTION 2. DUTIES OF BOARD. The government and policy-making responsibilities of the organization shall be vested in the Board of Directors, which shall direct its affairs and be responsible for its finances.

a. **Board Appointments:** The Board of Directors shall appoint the Newsletter Editor, the Membership Chairperson, the Education Committee Chairperson, and Webmaster/Website Committee Chairperson to the Board of Directors. Such appointments shall be for an indefinite period and subject to termination by Board action.

b. **Vacancies:** If a vacancy in an office occurs during the term of office, said vacancy shall be filled for the remainder of the term by a majority vote of the Board of Directors.

SECTION 3. DUTIES OF APPOINTED MEMBERS.

a. **Editor of Newsletter:** The Editor of the newsletter shall prepare issues of the newsletter and report on all relevant concerns to the President, and to the Board at its meetings.

b. **Membership Chairperson:** The Membership Chairperson shall report all information on membership to the President, and to the Board of Directors at its meetings. The Chair shall also prepare an annual roster of members for distribution early in the calendar year. Membership chairperson shall, by the 30th day after due date, furnish the Regional Directors with a list of names and addresses of non-renewals in their respective regions. It will be each Regional Director's responsibility to contact these members.

c. **Education Committee Chairperson:** The Education Committee Chairperson shall report on the activities of the Education Committee to the President, and to the Board at its meetings, and serve as a liaison between the Board and the Committee. Education Chairperson shall select members of the Education Committee, with the assistance of the President, subject to approval of the Board.

d. **Webmaster/Website Committee Chairperson:** The Webmaster shall provide overall leadership for operation of the Club's website and shall report on the activities of the Website Committee to the President and to the Board at its meetings and serve as a liaison between the Board and the Committee. The Webmaster shall select members of the Website Committee, with the assistance of the President, subject to approval of the Board.

ARTICLE VI. COMMITTEES (STANDING AND ADHOC)

Committees shall be composed of a minimum of three persons with at least one member serving on the Board of Directors. In cases where the committee does not have a designated chairperson, the President shall appoint one. Each committee shall submit to the Board of Directors a written activity report at least once a year or as requested by the President.

SECTION 1. STANDING COMMITTEES. The Standing Committees shall include the following:

Convention
Education
Finance/By-laws
Membership
Newsletter
Nominating
Website

SECTION 2. COMMITTEE COMPOSITION AND DUTIES:

Convention: Chaired by the Second Vice President. Members shall be the Treasurer, convention negotiator, hotel space planner, and convention chairpersons, past, current, and upcoming. Duties include advising the current Convention Chairperson and reviewing/recommending the convention budget.

Education: The Education Committee, its Chairperson appointed by the Board of Directors, is responsible for identifying, designing and implementing FBICC educational initiatives. Committee activities include identifying convention speakers and topics, jurying auction and table sales, and authoring newsletter articles and other club publications.

Finance/By-Laws: The Finance/By-Laws Committee, its Chair a committee member who is not the Treasurer, will include the legal advisor, Treasurer and others with expertise in finance and/or by-laws. As a Finance Committee, it is responsible for providing guidance to the Treasurer, developing and reviewing fiscal procedures, designing fundraising plans, reviewing/recommending the annual budget, and reviewing the financial records. Quarterly reports shall be submitted by the Treasurer to the Board of Directors showing the balance sheet information, income and expenditures, and data in relation to the budget. This committee shall also review the By-Laws on an annual basis and recommend needed revisions. By-laws changes shall comply with procedures in Article VIII: Section 1. Revisions.

Publicity: The Publicity Committee will design, implement, and evaluate ongoing recruitment efforts that actively identify potential new members and retain previous members. The First Vice President will chair and oversee this committee, facilitating coordination with the Regional Directors and other Board members to maximize Club membership.

Newsletter Committee: The Newsletter Committee is responsible for evaluating the newsletter and other FBICC supplementary publications, making suggestions for their enhancements, and recommending annual budgetary needs. The First Vice President will oversee this and the Website Committee to enhance communication and a working relationship between these two services.

Nominating: The Nominating Committee, composed of the regional directors, will be chaired by the Regional Director with the longest term of service on the Board of Directors. The President and First Vice President will serve as committee advisors. This committee is responsible for reviewing the credentials of interested members and preparing a final slate of candidates for all elective offices.

Website Committee: The Website Committee shall evaluate the website, suggest upgrades to the public and membership sections, and recommend annual budgetary needs. The First Vice President will oversee this committee, serving to enhance communication and a working relationship with the Newsletter Committee.

SECTION 3. AD HOC COMMITTEES. The President may create special committees as needed, appoint their chairs, and dissolve those committees once tasks are completed.

ARTICLE VII: PARLIAMENTARY AUTHORITY

SECTION 1. SOURCE. The current edition of Robert's Rules of Order shall be the final authority in all questions of parliamentary procedure.

ARTICLE VIII: AMENDMENTS

SECTION 1. REVISIONS

a. **SUBMISSION OF PROPOSALS FOR AMENDMENT OF BY-LAWS.** Any proposed changes to these By-Laws must be submitted to the Finance/By-Laws Committee, in writing, at least thirty (30) days prior to the Mid -Year Board Meeting. Proposals shall carry the names and addresses of the member or members making them. The Board shall consider and discuss all proposed membership changes at its Mid -Year Meeting and make its recommendations to the membership.

The Board shall submit all proposals under the process listed below in (b). Board of Directors' proposals for amendment shall be so designated.

b. **AMENDMENT PROCESS.** These Bylaws may be amended or altered by a majority of the voting membership at any annual meeting, provided a notice, along with a proxy vote form, showing all proposed changes therein is submitted by the Board of Directors to the general membership, in the Club newsletter, at least thirty (30) days prior to the annual meeting. After such notice, the proposed changes shall be presented to the general membership for vote at the next annual membership meeting.