

# BYLAWS

[edited August 2022, to be reviewed, edited, and voted into approval during the first meeting of the newly appointed board.]

## ARTICLE I. NAME OF ORGANIZATION

Byrdie's Pottery

## ARTICLE II. CORPORATE PURPOSE

Byrdie's Pottery is dedicated to serving New Orleans with affordable access to ceramic arts, providing education opportunities and creating a platform for artists to share their work with the community.

[This is our current Mission Statement as registered with the IRS. We do not currently have a Vision Statement. One of the first orders of business for our new Board of Directors will be to review and update our Mission Statement and to write a Vision Statement.]

## ARTICLE III. BOARD OF DIRECTORS

### Section 1. General Powers.

The affairs of Byrdie's Pottery shall be managed by its Managing Director. The Managing Director shall have control of and be responsible for the management of the affairs and property of Byrdie's Pottery. The Board of Directors shall support the Managing Director in their management of the organization, and oversee the general fulfillment of mission, vision, and financial stability. The Board of Directors shall vote on the following: any changes to mission, vision, or bylaws; Managing Director hiring/firing/pay/benefits; Issues/questions brought to board meetings for discussion & support by Managing Director; Big picture planning; Big financial investments, changes, or undertakings.

### Section 2. Number, Tenure.

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than nine (9) including the following officers: Moderating Director, Education Director, Finance Director, Arts and Culture Director, Public Health Director, Equity & Justice Director, Community Engagement Director. A majority of these Board Members shall be external, and less than half may be internal (internal = studio members). Board members may serve a term of 1-3 years when first appointed in 2022, and then a term of 2 years thereafter. A Board Member may serve up to 2 consecutive terms, and

after a 2 year absence may apply to serve again. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the Studio Members and Board Members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 5 of this Article.

#### Section 3. Requirements and Qualifications.

Each member of the Board of Directors shall attend at least eight (8) monthly meetings of the Board per year and schedule two (2) individual meetings with the Managing Director per year. Board members are expected to be available to the Managing Director for consultation in relation to their specific duties. The time expectation of each board member is approximately 5 hours per month on average, though deeper participation or time commitment is welcome.

#### Section 3. Regular Meetings

Regular meetings of the Board of Directors may be held monthly. Notice of these meetings shall be sent to all members of the Board of Directors no less than seven (7) days prior to the meeting date. Board Members shall take turns recording.

#### Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the Moderating Director or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them. Notice of these meetings shall be sent to all members of the Board of Directors no less than three (3) days prior to the meeting date.

#### Section 5. Quorum

The presence, in person, of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

#### Section 6. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his/her/their requirements as set forth in Bylaws shall automatically forfeit his/her/their seat on the Board. Members of the

board of Directors who are removed for failure to meet any or all of the requirements shall not be entitled to vote in future meetings.

#### Section 7. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular or special meeting. Studio Members are all invited to participate in the vote for new Board members, though their participation is not required.

#### Section 8. Compensation

Members of the Board of Directors shall not receive any financial compensation for their services as Directors. When compensation is requested by a potential Board member, they may discuss and decide on compensation with the Managing Director. Compensation can take the form of use of space, service, or other services within reason provided by Byrdie's Pottery and shall be determined based on the projected number of hours per month a board member expects to participate in board-related activities.

#### Section 9. Removal.

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

## ARTICLE IV. OFFICERS

The officers of this Board shall be the Moderator Director, Equity & Justice Director, Education Director, Finance Director, Arts & Culture Director, Public Health Director, and Community Engagement Director. All officers must have the status of active members of the Board. Duties of the Directors may be voted upon by the Board at any regular or special meeting.

#### Section 1. Election of Officers

Officers to the Board of Directors may be elected by a quorum majority vote of active Board Members and any voluntarily participating Studio Members.

#### Section 2. Duties of Officers

Moderator Director

- Facilitates meetings: check-in, agenda, persisting questions and concrete next steps
- Holds space for conflict & resolution
- Ensures that all voices are heard and reaches group consensus
- Summarizes and synthesizes the varying perspectives of the group
- Keeps the Board on track with agenda; keeps time for discussion & breaks; recognizes when emerging agenda should be prioritized and when topics should be tabled. ● Ensures that the group holds reasonable expectations and facilitates adaptation of expectations according to group & individual capacity
- Schedules monthly meetings, reminds group about upcoming meetings at least 1 week in advance, sends out agenda in advance.

#### Education Director

- Consults on class offerings, policies, teacher pay, curriculum, and any issues that arise
- Assists (hands-on) with annual Plein Air Clay event
- Makes connection between Byrdie's and people/places that support the fulfillment of Byrdie's mission to provide ceramic arts education opportunities

#### Finance Director

- Accountability partner for financial health of Byrdie's
- Consults and provides advice regarding taxes, employees, pay structures, benefits, and balancing of revenue and expenses
- Helps Managing Director follow best practices for non-profit business structure ● Applies to at least 2 grants / year. Coordinates with the Managing Director about which grants will be applied to.
- Available for questions from Managing Director regarding finances & bookkeeping

#### Arts & Culture Director

- Provides insight into Byrdie's role within wider arts & non-profit community
- Shares opportunities for connections, exhibitions, open calls, collaborations
- Has an eye on the calendar, presents upcoming events that Byrdie's should be aware of and schedules around or in conjunction with.
- Organizes one Byrdie's event / year (featured artist, fundraiser, special shop sale, etc.)

#### Public Health Director

- Consults Managing Director about best practices in regard to public health
- Creates policies regarding Covid19 and any other health risks that emerge
- Available for Managing Director to reach out with questions as public health situations emerge and change
- Ensures Byrdie's is following ADA Accessibility guidelines and supports in creating an accessible space/environment for varying physical and neurodivergent needs

- Serves as accountability partner to the Managing Director for health of studio space and best practices including: first aid, dust prevention, disease prevention, etc.

#### Equity & Justice Director

- Ensures that Byrdie's mission is meeting the needs of the community equitably
- Holds a quarterly Equity & Justice Committee meeting with participating studio members
- Acknowledges and holds space for confronting Byrdie's role within the wider context of gentrification of New Orleans, the transformation of the Marigny neighborhood, and the problematic culture within the field of ceramics of predominantly white spaces.
- Serves as an accountability partner for Managing Director & all other Byrdie's community members in anti-racism practices and unlearning patriarchy, heteronormativity, and ableism, among other biased and problematic societal norms.
- Does all of this with growth mindset

#### Community Engagement Director (studio member role)

- Perceives & supports the way Byrdie's Mission is delivered within our community: offers solutions for ways that we can share information about our offerings, welcome participation, and meet the needs of our audience.
- Acts as a liaison between members & leadership:
  - Available for other members to reach out to with questions & concerns
  - Invites 2 members per month to Board meetings
  - Presents member ideas (anonymously unless otherwise expressed) and issues to the monthly Board meeting
- Offers ideas of community partners to collaborate with & share opportunities with ● Supports the Managing Director with communications (possibly including: putting up fliers, sharing on social media, designing printed materials, etc.)

## ARTICLE V. CONFLICT OF INTEREST & COMPENSATION

### Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Byrdie's Pottery) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Section 2: Definitions

#### *Interested Person*

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

*Financial Interest*

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: An ownership or investment interest in any entity with which the Organization has a transaction or arrangement; A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or; A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

*Duty to Disclose.*

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors with governing board delegated powers considering the proposed transaction or arrangement.

*Determining Whether a Conflict of Interest Exists.*

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board while the determination of a conflict of interest is discussed and voted upon. The remaining board shall decide if a conflict of interest exists.

*Procedures for Addressing the Conflict of Interest*

An interested person may make a presentation at the governing board, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The chairperson of the governing board shall, if appropriate, appoint a disinterested person to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board shall determine whether the

Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### *Violations of the Conflicts of Interest Policy*

If the governing board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain: The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### Section 5. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## ARTICLE VI. INDEMNIFICATION

### Section 1. General

To the full extent authorized under the laws of Louisiana, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

### Section 2. Expenses

Expenses (including reasonable 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, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

## ARTICLE VII. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

## ARTICLE VIII. AMENDMENTS

### Section 1. Articles of Incorporation and Bylaws

The Articles or the Bylaws may be amended in any manner at any regular or special



meeting of the Board of Directors. Any amendments to the Articles or Bylaws shall require the affirmative vote of an absolute majority of directors then in office.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 8 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this \_\_\_\_ day of \_\_\_\_\_, 2022.

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Name, **Moderation Director** of Byrdie's Pottery

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Name, **Equity & Justice Director** of Byrdie's Pottery

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Name, **Education Director** of Byrdie's Pottery

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Name, **Finance Director** of Byrdie's Pottery

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Name, **Community Engagement Director** of Byrdie's Pottery

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Name, **Public Health Director** of Byrdie's Pottery

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Name, **Arts & Culture Director** of Byrdie's  
Pottery