**OKLAHOMA WORLD ORGANIZATION OF CHINA PAINTERS INC**

**BY-LAWS**

*Amended April 9, 2016; Amended June 19, 2019, Amended Sept. 21,2020*

##### ARTICLE I NAME

**This organization shall be known as the OKLAHOMA WORLD ORGANIZATION OF CHINA PAINTERS INC, a nonprofit corporation, organized in the State of Oklahoma, on September 17, 2013 (hereinafter known as “Oklahoma W.O.C.P.”).**

##### ARTICLE II PURPOSE

**The purpose shall be to educate and encourage artists, connoisseurs, and patrons of the fine art of porcelain painting. The Oklahoma W.O.C.P. shall vote at each annual meeting to be a member of the World Organization of China Painters, an Oklahoma nonprofit organization (hereinafter known as “WOCP”).**

##### ARTICLE III MEMBERSHIP

**SECTION 1: Membership shall consist of members of clubs in good standing, which shall be affiliated on application to the Membership Committee and on approval of the Board.**

**SECTION 2: Clubs shall be composed of at least six (6) members who are united with the purpose of the Oklahoma W.O.C.P.**

**SECTION 3: Members in clubs shall be:**

1. **Active. Any member in good standing who is a participating member is referred to as an Active member.**
2. **Membership in all component local clubs shall be all inclusive for membership in the local club, the Oklahoma W.O.C.P., and the WOCP.**

**SECTION 4: Reinstatement. Application for reinstatement may be made within one (1) year shall be made in the original manner, as in Article III., Section I above.**

##### ARTICLE IV DUES

**Annual dues of the State organization shall be payable to the State Treasurer on or before May 15 as follows: Annual dues, payable to the local club for each active member shall be local club dues, State Organization dues, and WOCP dues. Annual dues shall include the WOCP magazine.**

##### ARTICLE V YEAR OF INCORPORATION

**The year of the incorporation shall be September 17 to September 16 of the following year. The calendar year shall be January 1 through December 31 of each year.**

##### ARTICLE VI OFFICERS AND ELECTION

**SECTION 1: The elective officers shall be President, 1st Vice-President, President-Elect, 2nd Vice-President, Corporate Secretary, Treasurer, Historian, and Webmaster.**

**SECTION 2:**

1. **The Parliamentarian shall be appointed by the President.**
2. **The Independent Accounted shall be selected by the President with approval of the Board.**

**SECTION 3: The Nominating Committee of three (3) members shall be elected by nomination from the floor at each annual meeting with the first nominee being the chairperson. They shall present candidates for Board offices at next Annual meeting for approval by the Board.**

**SECTION 4: The officers shall be elected and installed during the annual meeting. Each officer shall serve for one (1) year.**

**SECTION 5: Club elections shall:**

1. **Be held in February followed by installation of officers at the May club meeting.**
2. **Be reported by forwarding four (4) copies (the original and three copies) of a typewritten list of elected officers with an up-to-date membership list to the State Treasurer by May 15. The original shall be sent to the Treasurer of the Oklahoma W.O.C.P., along with the State and WOCP dues. One copy to the State President, one copy to the State Yearbook Committee chairperson, one copy to the State Webmaster, and one copy to be retained by the State Treasurer. The club Treasurer will retain one copy for the club records.**

**ARTICLE VII DUTIES OF OFFICERS SECTION 1: The President shall:**

1. **Preside at the meetings of the State Organization Board; shall be signatory on the Oklahoma State Operating Fund; shall be ex-officio member of all committees except the Nominating Committee; shall with the approval of the Board appoint Chairmen of Standing Committees and shall perform any other duties incident to the office.**
2. **Submit a condensed report of the term of office in duplicate compiled from the reports of the officers and chairmen, one copy to be filed with the Historian and one copy kept in the President’s file for the successor.**
3. **The President shall be the General Chairman of the State and as such shall:**
	1. **Be in charge of the physical arrangements for the Annual meeting and annual event.**
	2. **Have the following list of responsibilities printed on all contract forms used for the State organization. The “Oklahoma WOCP Member affiliated with WOCP, any property owner whose space organization may be using will assume no responsibility or liability for china displayed, or merchandise, or personal injury.”**
	3. **Determine all convention fees with the approval of the Oklahoma W.O.C.P. Board.**
	4. **Submit articles to The China Painter magazine every three months to apprise the members of the State’s functions.**

**SECTION 2:**

1. **The 1st Vice-President shall assist the President and perform the duties of the President in the absence of the President.**
2. **The 1st Vice-President shall be the chairman of the Standing Committees designated by the Board.**
3. **The 1st Vice-President shall be a signatory on the Oklahoma W.O.C.P. Operating Fund.**

**SECTION 3: The President-Elect shall assist the President and perform the duties of the President in the absence of the President and Vice-President. President-Elect shall automatically become the President at the close of the annual meeting following the year of election. Other duties shall be designated by the Board.**

**SECTION 4: The 2nd Vice-President shall assist the President and perform the duties of the President in the absence of the President, the 1st Vice-President and the President-Elect. Other duties shall be designated by the Board.**

**SECTION 5: The Corporate Secretary shall:**

1. **Keep a permanent record of the proceedings of the State Organization and the Board, in a book provided for that purpose. Corporate Secretary shall have custody of all books and papers belonging to the State Organization for the past 10 years as required by State and Federal law, which include current and past Corporate Minute Books, and Treasurer’s Financial Records from previous years and the Corporate Seal. These records are to be transferred to the incoming Corporate Secretary within 30 days following the Annual meeting.**
2. **Mail via email or U.S. Mail a copy of the minutes with all handouts of all meetings to each Member of the Board.**
3. **Conduct such correspondence of the State Organization as authorized by the President or the Board.**
4. **Send notice of all meetings and other notices where previous notice is required.**

**SECTION 6: The Treasurer shall:**

1. **Collect all dues, keep an accurate account of all money received and disbursed using approved accounting system, and shall disburse no money except that, which is authorized by the Board. The Treasurer’s accounts shall be forwarded to the Auditor within 60 days of close of annual meeting. A report on the annual meeting and activities shall be presented to the Board at the September Board Meeting.**
2. **Furnish to the Yearbook Committee and Webmaster the names and addresses of all paid active and associate members.**
3. **Sign all checks, approved by the Board, unless otherwise stated in these By-Laws. The Treasurer will continue to use the same bank account in the approved bank by the Board, which is a FDIC or FSLIC bank or banking institution. Obtain a signature card with the Treasurer’s name and that of the President and/or nearest elected official designated by the Board and sign all checks. All checks written must have a corresponding receipt, which shall be retained by Treasurer for auditor.**

**SECTION 7: The Historian shall prepare a history of activities of the State Organization and present it at the annual meeting to the President in the form of a history book.**

**SECTION 8: The certified Auditor is hired by Oklahoma W.O.C.P. and shall audit the books at the close of annual meeting and shall forward within 30 days after receipt, a report to the Trustees in Charge of the Oklahoma Educational Funds. A copy of this report shall be sent to the past Treasurer. The Auditor’s Report shall be presented to the Board at the first Board Meeting following this audit.**

**SECTION 9: The Parliamentarian shall attend all meetings of the State Organization and Board, and shall interpret parliamentary procedures when called upon.**

**SECTION 10: The Webmaster shall maintain the official website of the Oklahoma W.O.C.P. and keep up to date all permanent documents (i.e. Bylaws, Minutes), activities, announcements and events of the state organization and clubs.**

##### ARTICLE VIII MEETINGS

**SECTION 1: An annual meeting of the voting members of the State Organization shall be held in the spring of each year prior to April 30 at a time and place selected by the President and the Board and approved by the Board at large. At the annual meeting, the members shall elect officers to the Board, it shall elect the Nominating Committee and shall receive an annual report of the President and Treasurer and conduct such other business as shall usually be held in conjunction with the annual meeting of the State Organization. The Biennial World Convention Delegates shall be elected at the annual meeting. Each delegate shall have an alternate. Neither the WOCP Board members, Area Council members nor the State President shall be elected.**

**SECTION 2: Special meetings of the State Organization may be called by the President or 20% of the voting members of the State Organization and convened only to consider one or more items of business specified in the call of the meeting. Notice of time, place and exact purpose of the meeting must be via email or via U.S. mail to all Board members five (5) days in advance. The Minutes from that special meeting shall be presented at the following Board meeting for approval of any decisions made during the special meeting.**

**SECTION 3: The voting members of the State Organization shall be:**

1. **The members of the Board.**
2. **Past State Presidents**
3. **Club Delegates as follows:**
	1. **One delegate for a club of six (6) through twelve (12) registered members,**
	2. **two (2) delegates from each club having thirteen (13) to twenty-four (24) registered members, and**
	3. **one (1) additional delegate for each additional twelve (12) registered members or major fraction (i.e. 7 members) thereof. Each delegate should have an alternate.**
4. **The final date for determining club membership count for voting at annual meeting is January 31.**

**SECTION 4: A quorum at the annual and special meeting shall be a majority of the registered voting members.**

##### ARTICLE IX BOARD

**SECTION 1: Membership. The Board shall consist of:**

1. **Elected and appointed officers.**
2. **Club Presidents or in the absence of the President, the 1st Vice-President, or a designate alternate.**
3. **All Past Presidents whose membership is active.**

**SECTION 2: Duties. The Board shall have general supervision over the affairs of the State Organization between sessions and perform such other duties as are specified in these By-Laws.**

**SECTION 3: Meetings. The Board shall meet at least (4) times a year. Each new year shall begin with the first Board meeting following the election of officers at the Annual Meeting. Two (2) additional meetings are to be arranged by the President and the fourth meeting to be held in conjunction with the Annual Meeting. This meeting shall be designated as the joint Board and Annual Meeting.**

**SECTION 4: Notice of each meeting shall be sent to every Board member at least thirty (30) days before the date of the meeting.**

**SECTION 5: The Board Shall.**

1. **Fill all vacancies in the Board occurring between elections.**
2. **Authorize the spending of the monies of the State Organization.**

**SECTION 6: One-third of Board Members shall constitute a quorum, three (3) of whom shall be officers.**

##### ARTICLE X STANDING COMMITTEES

**SECTION 1: There shall be the following Standing Committees: By-Laws, Yearbook, Membership, Fine Arts, Nominating, Events, Grants & Scholarship Committee, Museum Balloting, Pauline A. Salyer Founder Award Committee and Oklahoma World Organization of China Painters Inc Educational Fund Trustees.**

**SECTION 2: The By-Laws Committee shall:**

1. **Consider amendments to the By-Laws and with the approval of the Board put them in proper form to be presented to the membership for action at least sixty (60) days prior to the Annual meeting.**
2. **Accept for consideration amendments submitted by clubs in writing and signed by two members.**
3. **Review the By-Laws of each new club and report to the Membership Committee.**

**SECTION 3: The President shall prepare a budget to be presented and approved at the first meeting of the newly installed Board.**

 **SECTION 4: The Yearbook Committee shall publish annually a yearbook financed by State Organization and containing:**

1. **A complete roster of all affiliated clubs, member’s names, address, telephone and email address.**
2. **A copy of the current State Organizations By-Laws.**
3. **A complete roster of all officers.**
4. **A complete list of all Committee members and their Chairperson.**
5. **A complete list of all Past Presidents and year of service.**
6. **A complete list of recipients of the Pauline A. Salyer Founder Award along with criteria.**
7. **Such pertinent information necessary to the welfare and growth of the State Organization.**

**SECTION 5: The Membership Committee shall:**

1. **Promote membership in the State Organization for new clubs and members at large.**
2. **Present club qualifications to the Board for approval.**

**SECTION 6: The Fine Arts Committee shall:**

1. **Promote Porcelain Art in State Art Exhibits and other venues.**
2. **Collect information from clubs as to their success in promoting the Fine Art of porcelain painting.**
3. **Give information to all clubs of the successful efforts reported.**
4. **Investigate all new efforts or new ideas to the State Organization to promote the fine art of porcelain painting.**
5. **Provide to the Webmaster all pertinent information to promote events displaying or promoting porcelain art.**

**SECTION 7: The Nominating Committee of three (3) members shall be elected at the Annual Meeting and present the names of candidates for each office to be filled. Two (2) alternates shall also be elected.**

**SECTION 8: The** **Oklahoma World Organization of China Painters Inc Educational Fund Trustees:**  **All other monies of the Oklahoma W.O.C.P. are to be deposited in an interest-bearing account in a FDIC or FSLIC bank or banking institution approved by the Oklahoma W.O.C.P. Board. Three (3) elected members of the Oklahoma W.O.C.P. are hereinafter called “Trustees-in-charge” of the State Educational Funds. All three elected members must be Active Past Presidents of Oklahoma W.O.C.P. The Trustees-in-charge shall serve for a three (3) year consecutive period and when necessary will be replaced by a vote of the Board Members. After Board approval, a majority vote of all active Past Presidents must be taken to dispense any money from this account with accompanying invoices. Signatures of two of the three Trustees-in-charge will be required on each disbursement.**

**SECTION 9: The Grants and Scholarship Committee shall be comprised of three (3) members to serve for a period of three (3) years. A new member for the committee shall be chosen by the Oklahoma W.O.C.P.**

**President each year to replace the outgoing member. This rule was established by a vote at the Board meeting on March 11, 2006. SECTION 10: All Committees shall**:

1. **Transact business by U.S. mail, e-mail, or electronic means, when necessary.**
2. **Report at each Board meeting and general meeting as requested by the President.**
3. **Furnish a written report of the year’s work to the President thirty (30) days before the Annual meeting to be kept in the President’s file, and have a duplicate placed in the Committee File to be passed on to the successor.**

**ARTICLE XI**

##### ANNUAL MEETING

**SECTION 1: The Annual Meeting City shall be selected by the President and Event Committee and report to the Board for approval.**

**SECTION 2: Any member of a State Club is invited to come to the Board Meetings or Annual Meeting as a non-voting representative of her club.**

**SECTION 3: At the first Board meeting of the Annual Year the delegates shall be named by each Club and shall serve for one (1) year as a voting member at each Board meeting.**

##### ARTICLE XII PARLIAMENTARY AUTHORITY

**Robert’s Rules of Order, newly revised, shall govern the proceedings of this Organization in all cases to which they are applicable and in which they are not inconsistent with the By-Laws. ARTICLE XIII**

##### AMENDMENTS

**SECTION 1: The By-Laws may be amended at any Board meeting of this organization by a two-thirds (2/3) majority of the registered voting members, provided notice of the proposed amendment has been appended to the call for the meeting and notice given at least sixty (60) days prior to the date thereof.**

**SECTION 2: All State Organization By-Laws and all club By-Laws must conform to the World Organization of China Painters so long as Oklahoma W.O.C.P. votes annually to retain membership in WOCP.**

**SECTION 3: The provisions of these By-Laws which are governed by the Articles of Incorporation of this Corporation or applicable law may not be amended except as provided in the Articles of Incorporation, or applicable law. Any conflict between these By-Laws and the Articles of Incorporation shall be governed by the Articles of the Incorporation.**

##### ARTICLE XIV DISSOLUTION-WITHDRAWAL

**SECTION 1: In the event of a withdrawal, or expulsion of the State Organization from the WOCP of the dissolution of this State Organization or any of its local clubs, all remaining assets including the Charter and the chartered names shall be paid over to the WOCP organization, the funds to be held in a special account for a period of one year.**

 **The Charter must be returned, and the name can no longer be used. As few as six (6) members can keep the club intact.**

 **If no reorganization can be made by the end of one year, the funds held in the special account shall be permanently contributed for advancing the educational purposes of WOCP.**

**SECTION 2: At no time, in any event, may the funds or assets of the State Organization or any of its member clubs insure incidentally or otherwise to the benefit of any private individual or any individual member or members.**

**SECTION 3: Rights of a Minority. The rights to continue this organization for the purposes stated belong to each and every single club in the State Organization and to as few as six members in each local club. So long as few as one club continues in existence the State Organization continues with the use of the assets of the State Organization so long as there are as few as six (6) active members of a local club in united with the stated purpose, the club may continue with the full right to use the club’s assets.**

##### STANDING RULES

1. **Annual dues of the State Organization shall be $50.00 per capita (\*$10.00 for the Oklahoma State Organization and $40.00 for the WOCP organization). The club shall collect dues by May 1 of each year and $50.00 per capita shall be sent to the State Treasurer by May 1. The State Organization shall send $40.00 per capita to WOCP by May 31 of each year. (\*Revised April 1, 2020)**
2. **Members shall pay full dues in one club of which they are a member. If Member joins an additional club in the state, they pay Associate club dues excluding State and World dues and become an Associate Member of State organization in that club. Associate members have full rights, duties to support club where they are an associate and privileges of club membership.**
3. **Names of voting delegate must be filed with the State President not later than thirty (30) days prior to the Annual meeting of each year and remain a voting delegate for a period of one year.**
4. **All booth holders are required to be WOCP members. This change would be in effect in 1994.**
5. **At the Oklahoma W.O.C.P. Annual meeting, after the new officers are installed, after an audit of the state treasurer books, $2,500 (Effective: Addendum June 19, 2019 to Annual Board Meeting Minutes March 14, 2019) will remain in the FDIC/FSLIC bank of the State organization for President-Elect to begin year. Excess in the Operating Fund shall be transferred to the Oklahoma WOCP State Educational Fund. If not $1,000 remaining in Operating Funds, then the difference will be transferred from the State Educational Funds to the Operating Fund with a vote of the Board.**
6. **An annual audit shall be performed on the Operating Funds and State Educational Funds by an Independent Accountant hired and approved by the Board. The Independent Auditor shall be paid from the State Educational Fund. Treasurer of Oklahoma W.O.C.P. shall be responsible for filing nonprofit tax returns and state sales tax reports on the Operating Funds, if required. Trustees in charge of the State Educational Funds shall be required to file nonprofit tax returns on State Educational Funds, if required.**
7. **The amount of $500.00 is to be set aside for the new State President to help reimburse President for expenses during year as State President. This is to be dispersed as expenses are incurred and invoices presented and approved for payment by the Board.**
8. **The MidFirst Bank shall be the permanent checking bank account for the Oklahoma W.O.C.P. Operating Fund effective April 2014 Board Minutes.**
9. **The President shall submit articles to The China Painter magazine every three months to apprise the members of the State’s functions.**
10. **In accordance with by Article VIII, Meetings, Section 1 of these By-Laws, “An annual meeting of the voting members of the State Organization shall be held in the Spring of each year prior to April 30” of said year, EXCEPT in the event of force majeure (i.e., pandemic, epidemic, act of God, natural disaster and/or but not limited to violent storm, flooding, hurricane, tornado, blizzard, earthquake, volcanic activity, explosion, or fire), said Annual meeting at the approval of the Board shall have the authority to reschedule the annual meeting so long as the date does not conflict with the World Organization of China Painters World Show or the Art Institute. In accordance with same force majeure, the Board gives authority to the President of State organization to conduct said Board and/or Annual meeting via Zoom.com or other digital communication available in lieu of and in person Board and/or Annual meeting otherwise all Board and/or Annual meetings shall be in person. [Effective 9/19/2020 via Zoom.com Board meeting].**