

INTERNATIONAL PORCELAIN ARTISTS AND TEACHERS, INC.

Bylaws (Amended April 2024)

The Articles of Incorporation of the International Porcelain Artists and Teachers, Inc. were filed with the Secretary of State in Austin, Texas, August 18, 1976 as an International Organization.

SECTION 1.00 ARTICLE 1 - NAME

NAME - The name of the organization shall be the International Porcelain Artists and Teachers, Incorporated – IPAT, Inc.

SECTION 2.00 ARTICLE 2 - PURPOSE

PURPOSE – The purpose of IPAT, Inc. shall be to:

- A. Exchange thoughts and ideas, through fellowship, with artists having similar interests.
- B. Establish a museum dedicated to the purpose of promoting porcelain arts.
- C. Sponsor international conventions and exhibits for the purpose of promoting porcelain art, and to raise the level of quality, to stimulate appreciation and interest and to act as a central point for dissemination of information concerning activities in the field of porcelain art.
- D. Publish a magazine containing information, instructions, and other matters relating to the porcelain arts.
- E. Assist in the organization of chapters in each country, province or state, or regions comprised of groups of countries, provinces, or states, dedicated to the teaching of porcelain art.

SECTION 3.00 ARTICLE 3 – OFFICE AND AGENT

Sec. 3.01 Registered Office and Registered Agent – The principal office of IPAT, Inc. shall be in Texas. IPAT, Inc. may have other offices as the Board of Directors from time to time may require or specify. All records, accounting, and general management monies pertaining to the organization shall be maintained in the principal office. The Corporation shall comply with the requirements of the Texas Non-Profit Corporation Act (Hereafter referred to as TNPCA) and maintain a registered office and registered agent in Texas. The Board of Directors may change the registered office and registered agent as provided in the TNPCA.

SECTION 4.00 ARTICLE 4 – MEMBERSHIP

Sec. 4.01 Qualification of Members – The members of the corporation shall consist of persons of good character and community standing who have been active porcelain art teachers, porcelain art students, professional porcelain artists, as well as retail regional members, associate members and patrons as defined below. All prospective members shall submit their applications to the Office Secretary, together with supporting evidence of their qualifications and payment of dues and fees as specified below. Membership submitted at a convention shall become active at the beginning of the convention.

Sec. 4.02 Membership Categories of IPAT, Inc. Rights and Privileges – All members shall receive the IPAT, Inc. publication, Porcelain Artist, which may also at the Board's direction, be made available to non-members upon such terms as the Board shall approve. A member may participate in the Competition Program and have the opportunity to obtain teacher and artist certification through the Certification Programs. A member shall have no interest in specific property of the corporation. Each member hereby expressly waives the right to receive partition of all or part of the corporation's property.

Sec. 4.03 Categories of IPAT Inc. Members Rights and Privileges

Sec. 4.03.1 Active Members – Active individual members shall have the right to attend meetings, make motions, vote, hold office, serve on committees, apply for and maintain IPAT Certification, submit material and photos for consideration for publication in Porcelain Artist magazine and exhibit at IPAT, Inc. sponsored shows. Active individual members would include teachers, professional porcelain artists, or students of porcelain art, as well as honorary members upon payment of dues, and lifetime members.

Sec. 4.03.2 Honorary Members – Honorary members shall be persons who have performed exceptional services to IPAT, Inc. They must receive unanimous recommendations from the elected officers and be approved unanimously by the Board. Honorary members shall have all the privileges of active individual members, except that the honorary member shall not have the right to vote or hold office unless also an active individual member or lifetime member.

Sec. 4.03.3 Lifetime Members – All Past Presidents and Past IPAT Board Chairmen shall be lifetime members and shall have all the privileges of active membership, except that no dues be assessed against lifetime members.

Sec. 4.03.4 Retail Members – Corporations of individuals who provide goods and services relating to porcelain art at the retail level may become retail members upon the payment of dues as provided by the standing rules of IPAT, Inc. and shall enjoy all of the rights and privileges of membership, except rights to hold office and to be certified.

Sec. 4.03.5 Associate Members – Distributors, manufacturers, wholesalers, manufacturer representatives, relating to the field of porcelain art, may become associate members upon payment of dues as prescribed by the standing rules of IPAT, Inc. and shall enjoy all the rights and privileges of membership, excepting rights to hold office, and to be certified.

Sec. 4.03.6 Patron Members – Upon payment of dues, a patron member shall enjoy all the rights and privileges of membership, excepting rights to hold office, to vote, to exhibit, and to be certified.

Sec. 4.03.7 Youth Membership. Youth Members are members from the age of 5 to 19. Youth members have all the rights of IPAT membership except voting at the General Business Meeting.

Sec. 4.04 DUES

Sec. 4.04.1 Amount – Annual dues of new members, individual members, retail members, associate members shall be due. The Board shall have the right to modify the amount of the dues and registration fees as needed.

Sec. 4.04.2 Membership Certificates – The Board of Directors shall provide for the issuance of certificates evidencing membership in the corporation. When a person has been admitted as a member and has paid any required fees and dues, the corporation shall issue an IPAT certificate of membership to the person via email or other economical means.

Sec. 4.04.3 IPAT Magazines – IPAT no longer has delinquent memberships since members may join at any time during the year; however, members must pay for all magazine back issues they request. In addition, IPAT does not send members magazine issues that are a result of problems associated with postal systems.

Sec. 4.04.4 Termination of Membership – The board, with the concurrence of the elected officers, shall have the right to suspend or expel any IPAT, Inc. member for cause which shall include, but shall not be limited to, the creation of disharmony within IPAT, Inc. or any other conduct designed to promote primarily the self-interests of such member. The 2nd Vice President shall notify the involved IPAT, Inc. member of any motion to suspend or expel the member and such member shall be entitled to prepare and submit a defense to such action. The decision of the elected officers and Board shall be promptly sent to the involved member and shall be final unless the suspended or expelled member notifies the 2nd Vice President within thirty (30) days after receiving the determination that such member wishes the matter to be reviewed at the next regular meeting of IPAT, Inc. members.

Sec. 4.04.5 Notices – Each of the foregoing notices shall be sent by registered or certified mail, return receipt requested, unless the notice is personally delivered to the involved member.

Sec. 4.04.6 Resignation – Any member may resign from the corporation by submitting a written resignation to the Office Secretary. The resignation need not be accepted by the corporation to be effective. A member's resignation shall not relieve the member of any obligation to pay any dues, assessments, or other charges that had accrued and were unpaid prior to the effective date of resignation.

Sec. 4.05 Meetings Regular – A regular meeting of IPAT, Inc. members shall be held at each

Biennial Convention, for the purpose of electing officers, which may be by mail or email, and transacting other business including proposed bylaw changes. The ballot for the election of Officers and the proposed bylaw amendments and member proxy forms must be mailed or emailed to the membership or published in an issue of the Porcelain Artist magazine 6 months prior to the convention. Members present in person or by proxy are entitled to vote on business matters that are brought before such meetings. Annual meetings shall be held in odd-numbered years at the place to be determined by the Board of Directors.

Sec. 4.05.1 Place of meetings – The Board of Directors may designate any place, either within or without the state of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If the Board of Directors does not designate the place of meeting, the meeting shall be held at the registered office of the corporation in Texas.

Sec. 4.05.2 Notice of Meetings – Written notice of every meeting of IPAT, Inc. members, stating the place, date and hour of the meeting, and in the case of a special meeting, the purpose for which the meeting is called, shall be given personally or by mail to each IPAT, Inc. member entitled to vote at such meeting not less than ten (10) days before the date of the meeting. IPAT, Inc. may give notice of any meeting of IPAT, Inc. members by publication. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the IPAT, Inc. member at her/his address as it appears on IPAT, Inc. records. In addition, notice may also be placed on the official IPAT web site.

Sec. 4.05.3 Special Meetings – A special meeting of IPAT, Inc. may be called by the President, Board of Directors, or one-tenth (1/10) of voting members as provided by the bylaws.

Sec. 4.05.4 Quorum – For the Members Business Meeting at the biennial convention, a quorum is a majority of the active IPAT, Inc. members and lifetime members registered at the convention to include registered proxies to reach a majority. For all other meetings unless specified in the other Statutes, Articles of Incorporation, or by these bylaws will be a simple majority.

Sec. 4.05.5 Actions of Membership – Voting shall be held by ballot or voice at the meeting, except that election of directors or officers may be conducted by mail if authorized by the bylaws of the corporation. Voting on any matter properly brought before a meeting shall be by ballot if demanded by a motion/seconded and majority vote before the voting begins.

Sec. 4.05.6 Proxies – A member entitled to vote may vote by proxy using the official IPAT proxy form. No proxy shall be valid after eleven (11) months from the date of execution.

Sec. 4.05.7 Limit of Proxies – A member can carry an unlimited number of proxies.

Sec. 4.05.8 Voting by Proxies – No verbal statement by a member that he/she is carrying a proxy is acceptable. The proxy must be received by the Credentials committee either by mail, or prior to the opening of the business meeting. The Credentials committee will also be responsible for verifying that the proxy is properly executed and valid. If a proxy is revoked because of the presence in person of the member giving the proxy, the Credentials committee must correct their records to reflect the changes and make sure the badge of the member to whom the proxy was

originally given is also corrected.

SECTION 5.00 ARTICLE 5 – BOARD OF DIRECTORS

Sec. 5.01 – The Board of Directors, herein referred to as the Board, shall be the administrators of the business and affairs of IPAT, Inc. The board shall amend Bylaws, Standing Rules and Procedures as the Board deems appropriate and in the best interest of IPAT, Inc. Bylaw changes shall be changed by a $\frac{3}{4}$ (three-quarters) majority vote of all board members. Any changes to Bylaws shall be printed in the following Porcelain Artist magazine.

Sec 5.01.1 Office Employees – The Board of Directors shall hire and set the terms of employment of an Office Manager, an Editor for IPAT, Inc. publication, and such other employees and agents such as an accountant, a separate auditing firm and lawyer, as the Board shall from time to time deem appropriate and in the best interest of IPAT, Inc.

Sec. 5.01.2 Committees – The Board shall have the power to “establish committees” and to delegate to the committee “the duties and responsibilities” imposed by the Board. A majority of each committee exercising the management authority of the Board must consist of Directors and IPAT Officers.

Sec. 5.01.3 Membership – Subject to the provision of Article 4 hereof, the Board shall promulgate such procedures and regulations relating to membership in IPAT, Inc. as the Board deems appropriate and in the best interest of IPAT, Inc.

Sec. 5.01.4 Budget – The Board shall establish such fiscal controls as may be necessary to maximize, preserve and enhance IPAT, Inc. resources.

Sec 5.01.5 Executive Committee – The Executive Committee shall oversee and implement any/all operational and financial business of IPAT, Inc. It shall make quarterly reports to the Board. An Executive Committee is comprised of the Chairman, President, Vice Presidents to a maximum of five Board Members. The Executive Committee may include non-Board members professionals such as accountants, lawyers, architects, etc.

Sec. 5.02 Membership – The Board shall be comprised of IPAT Inc. Past Presidents and Past IPAT Board Chairmen and all currently elected officers during their terms of office, and eight (8) Regional Representatives to be elected for a two-year term at the biennial meeting. The eight (8) Regional Representatives will consist of one member from each region in the USA and five (5) members from outside the U.S.A. (one (1) Central, South, Latin America, Mexico, and Canada, one (1) – Europe, one (1) – Africa, Middle East and India, and one (1) – Far East, Asia, Australia and New Zealand, and one (1) – Japan). Each Past President and Past IPAT Board Chairman shall serve as an active board member for a maximum of six (6) years, after which such Past President and IPAT Board Chairman become an IPAT President Emeritus or Board Chairman Emeritus. IPAT Emeritus positions do not have voting rights at IPAT Board meetings and act as advisors when invited.

Sec. 5.04 Vacancies – Any vacancy occurring in the Board of Directors shall be filled by the Board

of Directors. A vacancy is filled by the affirmative vote of a majority of the remaining Directors even if it is less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Sec. 5.05 Removal – Any Director may be removed with cause, by a three-four (3/4) vote of all of the Board except the elected President and elected Vice-Presidents. Such vote may be taken only at a meeting called for that purpose.

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Sec. 5.06 MEETINGS

Sec. 5.06.1 Regular – The Board may hold meetings, both regular and special, either within or without the State of Texas. The Board may conduct business and vote by e-mail. Annual Board meetings in odd-numbered years will be held at a place and time determined by the Board. Annual Board meetings in even-numbered years will be held at the Biennial Convention prior to the annual membership meeting.

Sec. 5.06.2 Special Meetings – Special meetings of the Board may be called by the Chairman of the Board, by the President, or by petition of one-third (1/3) of the members of the Board. Board members must receive written notice of such meetings no less than fifteen (15) days prior to said meeting.

Sec. 5.06.3 Notices – Notices of meetings shall be deemed duly given when personally delivered or when deposited, postage prepaid, in the United States mail. Notices may also be sent out via email and posted on the official IPAT web site. Such notices shall state a reasonable time, date and place, but need not state the purpose of the meeting.

Sec. 5.06.4 Quorum – At all meetings of the Board, or any Committee, a majority of Directors or Committee members shall constitute a quorum for the transaction of business and the act of a majority of the Directors or Committee members present at any meeting which time there is a quorum, shall be the act of the Board or such Committee, except as may be otherwise specifically provided by law, by the Articles of Incorporation, or by these bylaws. If a quorum shall not be present at any meeting of the Board or such Committee, the Directors or Committee members present there may adjourn the meeting from time to time, without notice, other than announcement at the meeting, until a quorum shall be present. Directors present by proxy may not be counted for purpose of a quorum.

Sec. 5.06.5 Consent of Directors – Unless otherwise restricted by the Articles of Incorporation or these bylaws, any action may be required or permitted to be taken without a meeting if a majority of the Directors or Committee members, as the case may be, consent thereto in writing, setting forth the action taken and the writing or writings are filed with the minutes of the proceedings of the Board or Committee. Such consent shall have the same force and effect as a majority vote of the Board or such Committee.

Sec. 5.07 Proxies – A Director may vote by proxy executed in writing by the Director. No proxy shall be valid after three (3) months from the date of its execution. A member of the Board of Directors can carry no more than one (1) proxy, with the presiding officer to hold none.

Sec. 5.08 Telephonic Meetings – To the extent permitted by applicable law, members of the Board or any committee may participate in meetings by means of conference telephone or similar equipment that permits all of those participating in such meeting to be able to hear each other.

Sec. 5.09 Chairman and Secretary of the Board – The Chairman of the Board and the Secretary of the Board shall be elected at the first Board meeting following installation of the new Officers at each Biennial convention. The Chairman of the Board must be a voting member of the Board and a past-Officer or past-Board Member. No Chairman or Secretary may serve more than 4 years in the same office unless the position is unable to be filled. In that case, an existing board member may continue in the position. Any vacancy in these positions may be filled by the Board. The Chairman of the Board will vote only in the event of a tie in decisions of the Board of Directors.

Sec. 5.09.1 Chairman of the Board – The Chairman of the Board shall represent the Board and carry out its directives. The Chairman shall preside over all Board meetings. The Chairman shall appoint with the approval of the Board, Committee Chairmen and members. At the discretion of the Board the Chairman or designated representative may hire and fire classified personnel.

Sec 5.09.2 Secretary – The Secretary shall take the minutes of Board meetings and be responsible for correspondence as directed by the Chairman of the Board. In the absence of the Chairman of the Board, at a meeting of the Board of Directors, the Secretary shall call the meeting to order and the assembly will elect a Chairman Pro-Tem to preside during that meeting.

Sec. 5.10 Committees – The standing committees of IPAT, Inc. shall consist of two types: Management and Functional. Management Committees shall consist of Finance and Grant Committee, Education Committee, Museum Committee and Bequest Committee. The Functional Committees shall consist of the Nominating Committee, Bylaws Committee, Certification Committee, Public Relations Committee, Dealers Committee, Youth Committee, Board Protocol Committee, Web Site Committee, Magazine Committee, Meeting Planner Committee and the Competition Committee, Membership Committee, Ethics, Ways and Means and Credentials Committee. The Board may also establish such other committees as the Board shall from time to time, deem necessary or in the best interest of IPAT, Inc. Unless expressly provided in the Bylaws to the contrary, each Management committee shall consist of three (3) or more persons, a majority of whom are voting Directors of the Board and shall have such functions and powers and such names as the Board shall prescribe by resolution. The Functional committees: Public Relations Committee, Certification Committee, Competition Committee, Nominating Committee, Bylaws Committee, Dealers Committee, Youth Committee, Board Protocol Committee, Web Site Committee, Magazine Committee and Meeting Planner Committee are exempt from the above restrictions. Any vacancy in such committees caused by resignation or removal shall be filled by the Board. The person elected to fill such a vacancy shall be elected for the unexpired term of his/her predecessor. Each committee shall keep regular minutes of its

meetings and report the same to the Board when requested by the Board Chairman.

SECTION 6.00 ARTICLE 6 – STANDING COMMITTEES

Sec. 6.01 Finance and Grant Committee – The Finance and Grant Committee shall have five (5) or more members, a majority of whom are voting Directors of the Board, plus the Biennial Convention Treasurer. The Finance and Grant Committee shall be responsible for the budget and other fiscal procedures. The Board of Directors shall have the final vote on all fiscal matters above \$1,000. All contracts must be voted on and passed by a majority of the Board and all fiscal contracts must be signed by both the President and the Chairman of the Board. The Finance and Grant Committee should submit grants annually for the preservation of IPAT and its ideals. Itemized expense reports are to be sent to the Board quarterly.

Sec. 6.02 Education Committee – The Education Committee shall consist of three (3) or more members, a majority of whom are voting Directors of the Board who shall be appointed by the Board and shall serve at the Board's discretion. The Education Committee shall be responsible for the collection, administration and expenditures of all IPAT, Inc. educational funds and shall recommend to the Board proposals relating to the creation and implementation and termination of Educational Programs with respect to porcelain art and implement such programs as the Board shall from time to time approve. No expenditures shall be made from the Education fund except with the prior approval of the Board or in accordance with a budget or other guidelines as the Board may from time to time establish.

Sec. 6.03 Museum Committee – The Museum Committee shall be composed of the current President and at least two (2) members of the Board, one of whom shall be appointed Chairman. In no event shall such a committee consist of less than three (3) persons. The Museum Committee shall recommend to the Board for approval one or more programs relating to the creation, implementation, building and operating of a museum dedicated to the porcelain arts, and shall monitor the collection and acquisition of museum pieces and expenditure of all donations for the enhancement, preservation, and maintenance of the IPAT, Inc. Museum and the Museum Fund. No funds shall be expended without the approval of the Board.

Sec. 6.04 Nominating Committee – The Nominating Committee shall consist of at least three members. Each candidate must submit a letter in writing agreeing to be a member of the nominating committee. The Recording Secretary shall retain said letters. The candidates shall be elected by the Board at the beginning of the new Chairman of the Board and President's term.

Sec. 6.04.1 Slate of Officers and Regional Representatives– The Nominating Committee shall: (1) prepare a slate of candidates for consideration no less than 90 days prior to the Biennial Convention (2) notify the candidates of its decision by email, phone call or first-class mail. (3) Obtain letters of consent from each candidate. (4) Present the slate. The Chairman of the Nominating Committee will present at the Convention Membership Meeting a slate of Officers and Regional Representatives to be voted on by the membership. The Chairman of the Board

will ask for nominations from the floor. If there are nominations from the floor, the nominated must consent to being on the slate. If there are nominations from the floor a viva-voce election will take place for each position. If there are no nominations from the floor a viva-voce election may take place for the slate of Officers and Regional Representatives.

Sec. 6.05 Bylaw Committee – The Bylaw Committee shall consist of three (3) or more members, a majority of whom are voting Directors of the Board. The Bylaws Committee shall review bylaws and submit proposed changes to the Board of Directors and membership prior to the Biennial Convention.

Sec. 6.06 Certification Committee – The Certification Committee shall be responsible for the certification programs. Members of this committee shall have recognizable experience in the field of porcelain art. The Chairman of the committee shall prepare the certification portfolio and supervise the screening and verification process. They will refer to the standing rules concerning certification fees and regulations. (Note: certification is not mandatory but will be left to the individual member.) There will be at least three (3) certifications.

Sec. 6.06.1 Degree Certification to include – (a) Amateur Artist (b) Certified Porcelain Artist and (c) Certified Teacher of Porcelain Art.

Sec. 6.06.2 Master Certification to include – (a) Master Porcelain Artist and (b) Master Teacher of Porcelain Art and/or Art Appreciation Course.

Sec 6.06.3 Advanced Certification to include – (a) Portrait Artist, (b) Advanced Master Artists, (c) Advanced Master Teacher of Porcelain Art.

Sec.6.07 Competition Committee – The Competition Committee shall consist of three (3) or more members and shall have the responsibility for planning, implementing and supervising the competition programs. Members must have recognizable experience in the field of porcelain art. (Note: Competition is not mandatory but will be left to the individual member.)

Sec. 6.08 Public Relations Committee – The Public Relations Committee shall, on a regular basis, recommend policies for an effective continuing public relations program on behalf of the art form, of IPAT, Inc. and its members. The President and Editor shall be members of this Committee with the President serving as a Chairman.

Sec. 6.08.1 Identify – Porcelain art, IPAT, Inc. and its members to the general public.

SECTION 7.00 ARTICLE 7 – OFFICERS

Sec. 7.01 Number – The officers of IPAT, Inc. shall be a President, a First Vice-President, a Second Vice-President, a Recording Secretary, a Corresponding Secretary, a Treasurer and a Historian. No individual may hold more than one (1) office. No person may be an officer of IPAT, Inc. unless at the time she/he assumes office she/he shall have been an active member as defined in Article 4.01, for at least three (3) consecutive years preceding the election. No officer may serve (2)

consecutive terms in the same office unless the position is unable to be filled. In that case, an existing board member may continue in the position.

Sec. 7.02 Election – Officers shall be elected by IPAT, Inc. members at the Biennial Convention. Because IPAT members are international and widespread, members may vote by ballots for the election of Officers. These ballots shall be sent by mail or email to each member no fewer than 60 days prior to the Biennial convention. Members may present returned ballots to the Ballot Teller Committee at said meeting not less than 10 days prior to the Biennial Business meeting by mail or by secure internet voting. Members may also present them in person at said meeting.

Sec.7.02.1-Casting of Votes by Ballot – Each member shall cast only one ballot and the election shall be by majority vote. The Ballot Teller Committee will include the ballot votes cast with the viva-voce vote during the member business meeting. Voting members marking a ballot with a write-in slate of officers are responsible for placing a letter of consent on file with the IPAT, Inc. office prior to the official IPAT business meeting. This letter must be signed by each candidate testifying to the fact that they have been an active voting member of IPAT, Inc. for at least three (3) consecutive years preceding this nomination.

Sec.7.02.2 Counting Votes – The Ballot Teller Committee will deliver the results to the Presiding Officer when called upon to do so at the business meeting of IPAT, Inc. At the meeting those IPAT, Inc. active members present who have not theretofore voted by ballot vote in the viva-voce. The votes held by the Ballot Teller Committee and the floor votes will be combined and tabulated before they are presented to the members by the Presiding Officer.

Sec. 7.02.1 Ballots – All official ballots shall be returned in a sealed envelope to the designated receiver as indicated on the ballot and shall remain sealed in their original envelopes. The designated receiver shall be responsible for delivery of the unopened ballots to the Ballot Teller Committee at the convention site, either in person or by delivery service requiring a receipt, signed by the Chairman of the Ballot Teller Committee. Only unopened official envelopes will be accepted for counting.

Sec. 7.02.2 Ballot Teller Committee – A Ballot Teller Committee of three (3) non-interested parties shall be appointed by the President with approval of the Board, to receive the unopened ballots from the designated receiver, open and tabulate the ballots, provide the results in a sealed envelope to the Presiding Officer, and when requested, assist the convention tellers in counting floor votes. (Non-interested: No member of the Board of Directors, Past Presidents, current officers, or new slates of officers; they are to be chosen with the approval of the Board.)

Sec. 7.03 Term – The term of office shall be for two (2) years. Vacancies in the office of elected officers shall be approved by the Board of Directors except as otherwise specified by these bylaws.

Sec. 7.04 Removal of Officer – Any officer may be removed from office for the best interest of

the corporation, by a recommendation to the membership by the Board of Directors and voted on by the membership at a meeting.

Sec. 7.05 Powers and Duties – Except as hereinafter provided, the officers of IPAT, Inc. shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the Board.

Sec. 7.05.1 President – The President shall be spokesperson of IPAT, Inc. The President shall preside at all membership meetings of IPAT, Inc. and shall see that all orders and resolutions of the Board are carried into effect. The President shall represent IPAT, Inc. at regional shows or appoint a representative. The President oversees public relations for this organization. The President shall appoint a parliamentarian for the IPAT Convention. If the President believes it to be necessary, she may contract a professional Registered Parliamentarian who is not a member of IPAT, Inc. for the biennial meeting. The President shall be responsible for planning and executing the biennial convention with the approval of the board on all matters. All fiscal contracts must be voted by a $\frac{3}{4}$ (three-quarter) majority of the board of directors.

Sec. 7.05.2 First Vice-President – In the absence of the President or in the event of the President's inability or refusal to act, the Vice-Presidents (in order of their designations) shall have the power to perform the duties of the President, and when so acting, shall have all the power of and be subject to all the restrictions upon the President.

Sec. 7.05.3 Second Vice-President – Shall be Membership Chairman, shall do everything possible to increase membership of IPAT, Inc. and shall oversee the delinquent dues and mailing to take place at the IPAT, Inc. office. The Second Vice-President shall co-ordinate and work with all Regional Representatives on the process and progress of membership renewal, plus inform the Regional Representatives of any promotion and informative campaigns to be sent to their regional members. Other board members may volunteer to assist the representatives.

Sec. 7.05.4 Recording Secretary – The Recording Secretary shall be responsible for recording all the proceedings of the meetings of the IPAT, Inc. members and of the officers in books to be kept for these purposes. A Secretary shall have the authority to affix the corporate seal of IPAT, Inc. to any instrument requiring it, and when affixed, it may be attested by a Secretary's signature. A Secretary shall also have the custody and authority to use a corporate seal at all times. The Board or President may give general authority to any other person to affix the seal of IPAT, Inc. and to attest the affixing by such person's signature. When not in the custody of the Secretary the corporate seal shall be kept in the principal office of IPAT, Inc.

Sec. 7.05.5 Corresponding Secretary – The Corresponding Secretary shall in absence of the Recording Secretary or in the event of the Recording Secretary's inability or refusal to act or perform the duties and exercise the powers of the Recording Secretary, shall handle all matters pertaining to correspondence that may be assigned to the Corresponding Secretary by the President and shall perform such duties and have such other powers as the Board may from time to time prescribe.

Sec. 7.05.6 Convention Treasurer – The biennial Convention Treasurer with the President shall sign all membership cards and work with the Regional Representatives and Vice-Presidents to do everything possible to increase IPAT, Inc. membership. The biennial Convention Treasurer serves on the Finance Committee. The IPAT, Inc. Treasurer is the official Biennial Convention Treasurer and must be a United States Citizen residing in the United States during their term of office.

Sec. 7.05.7 Historian – The Historian shall keep and be responsible for all materials of historical interest pertaining to IPAT, Inc. All such material which the Historian deems of permanent interest shall be kept in the museum under supervision of the Museum Committee, or in the absence thereof, at IPAT, Inc. office or such other place as the Board may from time to time approve. The Historian also takes pictures at the IPAT Convention for use by IPAT.

SECTION 8.00 ARTICLE 8 - REGIONS

Sec 8.01 Designation of Regions – Far East/Asia/Australia/New Zealand, Japan, Europe, Africa/Middle East/India, Central/South/Latin America/Mexico and Canada, United States –

- **Eastern Region** (Connecticut, District of Columbia, Delaware, Iowa, Illinois, Indiana, Massachusetts, Maryland, Maine, Minnesota, Michigan, Missouri, New Hampshire, Ohio, Pennsylvania, Kentucky, New Jersey, New York, Rhode Island, Virginia, Vermont, West Virginia, Wisconsin)
- **Southern Region** (Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, Oklahoma, Puerto Rico, South Carolina, Tennessee, Texas),
- **Western Region** (Alaska, Arizona, California, Colorado, Hawaii, Idaho, Kansas, Montana, North Dakota, Nebraska, New Mexico, Nevada, Oregon, South Dakota, Utah, Washington, Wyoming).

The Board may from time to time extend, change or designate new regions.

Sec. 8.02 Purposes – Each Region shall be responsible for promoting porcelain arts and IPAT, Inc. within the country, states, provinces, countries, and cities within that regions and may hold Regional Conventions and such other activities as the Representative of that Region and the President deems appropriate providing, they have been approved by the Board of Directors.

SECTION 9.00 ARTICLE 9 – CONVENTIONS

Sec. 9.01 Biennial – IPAT, Inc. shall hold in each even numbered year an International Convention (Biennial Convention) for the purpose of promoting the porcelain arts and displaying and exhibiting the art works (excluding any work done with decals). Competition pieces must be the artist's own work and shall have been completed in the two (2) years preceding the Biennial Convention. The artist must be a member of IPAT. Paintings and mixed media pieces are eligible

for competition and exhibition. Mixed Media, as defined by IPAT, is any art form that contains an element of fired porcelain. The Biennial Convention shall be planned by the elected officers, led by the President, subject to such rules and regulations as the Board may from time to time prescribe.

Sec. 9.02 Regionals – IPAT, Inc. Regional Conventions in the United States may be held in odd numbered calendar years, the time and place of the meeting being determined by the President, who shall notify the Board in accordance with procedures established by the Board. One of the U.S.A. Regional Conventions may host the annual business meeting.

IPAT, Inc. Regional Conventions outside the U.S.A. may be held in odd numbered, calendar years, unless previously approved by the Board to be held in an even year. The time and place of the meeting being determined by the Elected Regional Representative, who shall notify the President in accordance with procedures established by the Board. Regional Conventions must be independently funded and separately registered. IPAT Inc. shall have no responsibility for liability.

Sec. 9.03 Proceeds from Biennial Conventions – Change Sec. 9.03 Proceeds from Biennial Conventions- The proceeds received from exhibits, seminar, workshops and other IPAT projects in connection with the Biennial Convention, shall after payment of all costs and expenses be used for the continuance of IPAT and its mission with approval of the IPAT Board as outlined in the IPAT Bylaws. IPAT will only have one general fund with two signatures required for actions.

SECTION 10.00 ARTICLE 10 - INDEMNIFICATION

IPAT, Inc. shall have the power to indemnify any Director, Officer or Committee member or former Director, Officer or Committee Member for expenses and costs (including attorney's fees) actually or necessarily incurred by her/him in connection with any claim asserted against her/him, by action, in court or otherwise, by reason of her/his being or her/his having been such Director or Officer, except in relation to matters as to which she/he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

SECTION 11.00 ARTICLE 11 - GENERAL PROVISION

Sec 11.01 Legal Authorities Governing Bylaws, the laws of the State of Texas – All references in the bylaws to statutes, regulations or other sources or legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any bylaws provision is held to be invalid, illegal or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal or unenforceable provision had not been included in the bylaws.

Sec. 11.02 Parliamentary Authority – The rules set forth in the current edition of “Robert’s Rules of Order Newly Revised” shall be used to conduct the affairs of the Corporation in all instances where the same are applicable, and in which such rules are not inconsistent with the bylaws or

any special rules of order which the corporation may adopt.

Sec. 11.03 Annual Statements – Not later than four (4) months after the close of each fiscal year, the Board of Directors, or such Officers, employees, agents or other representatives of the Corporation acting under the direction of the Board, shall prepare:

(a) a balance sheet showing in reasonable detail the financial condition of the Corporation as of the close of its fiscal year and

(b) a revenue and expenditure statement showing the results of the Corporation during its fiscal year. Upon written request from any member and at the member's expense, the Corporation shall promptly mail to the member a copy of its most recent balance sheet and statement of revenues and expenditure. IPAT, Inc. Financial records shall be reviewed at the close of every even-numbered year by an accountant who is appointed by the Board of Directors and approved by the Membership at the Biennial Membership Meeting.

Sec. 11.04 Fiscal year – The fiscal year of IPAT, Inc. shall be from January 1 (one) to December 31 (thirty-one).

Sec. 11.05 Amendments to Bylaws – The bylaws may be amended by the Board of Directors with a $\frac{3}{4}$ (three-quarter) majority.

Sec. 11.06 Board Approved Documents – The policies, procedures, job descriptions, handbooks, and other documents the IPAT Board approved will be identified at the end of Standing Rules for future reference.

Last amended August 2010 Irving, Texas, Pam Dieckert

Last amended August 2018 Miami, Florida, Dolly Chu

Last amended IPAT Board March 2020

Last amended IPAT Membership Meeting, Tybee Island September 2022 Chairman, Tana Parks, President, Suzanne Painter

Last amended IPAT Board April 2024, Suzanne Painter, IPAT Board Chairman